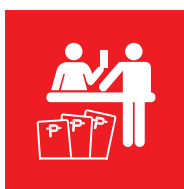


CODE OF CONDUCT



We acknowledge that this Code of Conduct (the “Codes”) is a broad guideline on ethical standards and business conducts. We are not in a position to document codes that address every situation an individual is likely to encounter in a competitive business environment. Therefore, these Codes, under no circumstances, substitute our responsibility to exercise good judgment and obtain guidance on proper business conduct. We encourage you to discuss issues that are not explicitly detailed here with seniors, peers and subordinates alike. The strength of our organization lies in our collective knowledge and sharing of that knowledge and experience.

IDLC employees have an obligation to know and understand not only the guidance contained in the Codes, but also the spirit on which they are based. Therefore, just knowing the Codes and understanding those are not enough; our employees also have the obligation to comply with the letter and the spirit of the Codes, and help others do the same.



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Code I

UPHOLD ORGANIZATIONAL VISION, MISSION & CORE VALUES

IDLC employees shall, at all times, strive to uphold the vision, mission and core values of the organization.

Our Vision

We will be the best financial brand in the country

Our Mission

We will focus on quality growth, superior customer experience and sustainable business practices

Our Core Values

- Integrity
- Customer Focus
- Trust & Respect
- Equal Opportunity
- Eco-friendly
- Passion
- Simplicity



Code II

ADHERE TO THE HIGHEST ETHICAL STANDARDS

IDLC Employees shall:

- A. Act with integrity, competence, dignity, and in an ethical manner when dealing with customers, prospects, colleagues, office staff, agencies and the public;
- B. Act and encourage others to act in a professional and ethical manner that will reflect positively on IDLC employees, their profession, and on IDLC at large;
- C. Strive to maintain and improve the competence of all in the business;
- D. Use reasonable care and exercise independent professional judgment; and
- E. Discuss with immediate Supervisor or Head of Department, in the event of any doubt about any situation or behaviour. Employees can also speak informally and confidentially with the human resources representatives.

Code III

COMPLIANCE WITH THE LAWS & REGULATIONS

IDLC Employees shall:

- A. Maintain knowledge of and comply with all the applicable laws, rules and regulations of any government, governmental agency, regulatory organization, licensing agency, or professional association governing the employees' professional activities;
- B. Not, intentionally or knowingly, instigate, participate in, suggest or assist anyone in violating any such laws, rules or regulations; and
- C. Not restrain or obstruct or otherwise interfere with others from performing their professional obligations.



Code IV

RELATIONSHIP WITH & RESPONSIBILITIES TOWARDS IDLC

A. Company Interest above Personal Interest

- I. Employees shall avoid conflict(s) of personal interest(s) with their professional responsibilities to IDLC and its customers. In particular, employees shall never become personally involved in any transaction, negotiation or contract, on behalf of IDLC, with an entity in which s/he or a relative or friend or otherwise any person such an employee is closely connected to, has any interest. In the event of any such conflict(s) of personal interest(s), such employee(s) shall immediately notify the appropriate IDLC personnel;
- II. Employees shall never use their positions with IDLC, or data and information acquired during their employment, in a manner that may create a conflict, or the appearance of or a potential conflict, between personal interests and the interests of IDLC and/or its shareholders; and
- III. Employees shall always be aware that actual or potential conflicts of interest can arise not just from dealing with external parties, such as customers or suppliers, but also from relationships or transactions with the management, subordinates and/or other employees. If a conflict or potential conflict arises, employees must report it immediately to their Supervisor, the Head of Human Resources, or the Head of Internal Control & Compliance (ICC), who will review the matter with the MANCOM (Management Committee). Any such discussion will be held in confidence to the extent possible and in a spirit of cooperation.

B. Disclosure of Conflicts of Interest

Employees shall:

- I. Disclose all matters, including without limitation, beneficial relationship with customers or any of its associates or agents or otherwise that reasonably could be expected to interfere with their duty or ability to make unbiased and objective decision(s) that is otherwise expected from them;
- II. Disclose all instances to the Chief Financial Officer or the Head of ICC where they seek to hire or engage a family member or their firm to provide goods or services to IDLC;
- III. Disclose all instances to the Head of Human Resources in which they seek to recruit a direct family member in the IDLC Group; and
- IV. Comply with all prohibitions on activities imposed by IDLC, where a conflict of interest exists; however, if a situation arises that is not clear, employees shall consult with their Supervisors or the Head of ICC. They can also speak informally and confidentially with the Human Resources representatives.

C. Disclosure of additional Employment Arrangement

- I. Employees shall not, without prior approval of the Management, simultaneously work for or with any concern or person(s) that does or is currently doing business with or that competes with IDLC;
- II. Employees shall disclose the following outside positions to the Head of Human Resources to determine if a conflict exists:
 - a. A member of the immediate family or household works for, and/or otherwise holds a position that can influence decisions at a firm or sole proprietorship that directly competes with or does business with IDLC;
 - b. A member of the immediate family or household holds a position that interacts with positions of authority at a firm or sole proprietorship that directly competes with or does business with IDLC;



- III. Employees shall not, without prior approval of the Management, serve as a director, trustee or officer, or hold similar positions (paid or otherwise) in any business, other than with IDLC or one of its subsidiaries;
- IV. This Code shall not be applicable for charitable, civic, religious, educational, public, political or social organizations, or to residential boards whose activities do not conflict with the interests of IDLC and do not impose excessive demands of their time; and
- V. Employees may join any industry or trade associations or otherwise with the approval of the Management of IDLC; however, employees should ensure that their work within those organizations is consistent with the interests of IDLC.

D. Disclosure of additional Compensation Arrangement

Employees shall:

- I. Disclose to their Supervisors and the HR Department, in writing, all monetary and/or other benefits they receive or will receive for their services that are in addition to the benefits conferred by IDLC; and

Employees shall:

- II. Not solicit or accept, directly or indirectly, any cash or monetary equivalents, objects of value or preferential treatment or otherwise any gratification, whether estimable in money or not, from any person or enterprise that has or is seeking business with IDLC, where doing so may influence, or appear to influence, or is likely to influence their business judgment. Employees also should not offer excessive gifts or hospitality or entertainment to others whose business IDLC may be seeking and all such gifts, hospitality and entertainment must receive approval from the Management prior to offering the same. Employees may only accept business-related meals, entertainment, token gifts and/or favors when the value involved is not significant and clearly would not place IDLC under any obligation, either real or perceived, to the other party.

E. Responsibilities of the Supervisors

Employees with supervisory responsibility and authority, or the ability to influence the conduct of others, shall exercise reasonable supervision over those, subject to the extent of their powers of supervision or authority to prevent any violation

of applicable statutes, rules, regulations, company policies and guidelines, or provisions of the Codes.

An important part of a Supervisor's responsibility is to exhibit the highest standards of integrity in dealing with all fellow employees, customers and society at large.

F. Expression of Opinion

Employees shall state, in general, only IDLC's view and not his/her own, when speaking in a forum or otherwise in which the audience would reasonably expect that s/he is speaking as a representative of IDLC.

G. Use of Social Media

Employees shall:

- I) Not publish any personal information or content about himself/herself, his/her colleague, the company, or a customer in any public/social medium (print, broadcast, digital, or online services such as Facebook, youtube, LinkedIn, MySpace, Plaxo, and Twitter, among others) that:
 - a) Involves or has the potential to involve the employee, colleagues, or IDLC in any kind of dispute or conflict with other employees or third parties;
 - b) Harms or impedes the goodwill and reputation of IDLC among its customers or in the community at large;
 - c) Creates a harassing, demeaning, or hostile working environment for any employee;
 - d) Disrupts the smooth and orderly flow of work within the office, or the delivery of services to the company's customers; or
 - e) Tends to place in doubt the reliability, trustworthiness, or sound judgment of the person who is the subject of the information or content;

Employee(s) responsible for such violation would be dealt with the appropriate disciplinary action, which may even lead to termination of service.

- II) Employees shall not use the social media that involves any kind of criminal activity or harms the rights of others or may result, in criminal prosecution or civil liability to those harmed, or both.



Code V

RELATIONSHIP WITH & RESPONSIBILITIES TO THE CUSTOMERS

IDLC Employees shall:

- A. Deliver professional, ethical and timely services in accordance with the applicable laws of Bangladesh, IDLC policies, and relevant technical and professional standards;
- B. Offer and commit to only those services that IDLC can deliver, and strive to deliver no less than what has been committed;
- C. Compete vigorously to the fullest extent, but engage only in practices that are legal and ethical;
- D. Meet contractual obligations and expect the same from the customers;
- E. Respect the confidentiality and privacy of the customers, people and others they do business with or have interacted with in the course of business. Unless otherwise authorized, employees shall not use confidential information for personal use or to benefit a third-party during the course of their employment at IDLC and even after cessation of the same; and
- F. Disclose confidential information or personal data only when necessary, and when required approval to do so has been obtained, and/or s/he is compelled to do so by legal, regulatory or professional requirements.

Code VI

PROTECTING BUSINESS ASSETS & INFORMATION

IDLC Employees shall:

- A. Use the goodwill and all assets of IDLC and its customers, whether tangible, intangible, intellectual, electronic or otherwise, in a manner both responsible and appropriate to the business and only for legal and authorized purposes;
- B. Commit to stop Intellectual Property Piracy. The Company spends significant resources in the creation and development of various reports, reporting formats, operational procedures, guidelines, software and MIS such as customer lists, the terms or fees offered to particular customers etc. Therefore all the employees are liable to protect such investments and resources that are the intellectual property of IDLC. Any aforesaid document, data or information, or any part thereof, cannot be distributed outside IDLC (or within IDLC if the transaction or project does not require/allow such distribution) or be reproduced in any form, without the prior written approval of the Management; and
- C. Under no circumstances should any employee of IDLC discuss pricing or pricing policy, costs, marketing or strategic plans, or otherwise any confidential information with a company, firm or sole proprietorship identified as a competitor or potential competitor of the IDLC Group. At the same time, there are a number of perfectly acceptable activities competitors can do together, but all these would require caution and prior consultation with IDLC Management.



Code VII

RESPECTING OTHERS

IDLC Employees shall:

- A. Treat colleagues, customers and others with whom they do business or otherwise interact with for any purpose whatsoever, with respect, dignity, fairness and courtesy;
- B. Commit to maintain a work environment that is free from discrimination or harassment stemming from race (including color, nationality, ethnicity or origin), religion or lack of religion/belief, creed, sex, disability, age, sexual orientation, or any other characteristics;

Any discriminatory treatment or harassment of employees, customers and others is a violation of the Company's values. It would be dealt with appropriate disciplinary action, which may even lead to termination.

Harassment includes, without limitation, any behavior, whether in person or by way of abetting others or by other means such as email, phone calls etc., that is offensive to individuals or groups, including unwelcome sexual advances, uninvited suggestive remarks of a sexual nature, sexist or racist comments, religious slurs and ethnic jokes etc., or otherwise any such words or gestures which may be reasonably deemed inappropriate if such behavior interferes with an employee's work performance or creates an intimidating, hostile or offensive work environment. Sexually suggestive and racially or religiously offensive pictures and texts are not appropriate in the workplace and should be removed right away. It is also strictly prohibited to receive and/or send through an external communications service such as the internet, LAN etc. any material that could be viewed as obscene, derogatory, or racially, sexually or otherwise offensive.

- C. Commit to equal employment opportunity and unbiased treatment of all employees strictly based on job-related qualifications;
- D. Respect and be responsible for maintaining the confidentiality of sensitive employee information, such as personal data, salary, bonus, or performance appraisal data;

These obligations apply both during and subsequent to the employees' employment with IDLC. In addition, employees should not communicate or transmit confidential or sensitive information through internal/external/online communication services or otherwise. Employees must not share this information with anyone either inside or outside their respective department(s), except as and when necessary to perform their job;

- E. Try to balance work and private life, and help others do the same;
- F. Invest in the ongoing enhancement of their skills and abilities; and
- G. Conduct themselves in accordance with the letter and spirit of these Codes.



Code VIII

MISCONDUCT

IDLC Employees shall:

- A. Not engage in, encourage, incite, aid, abet, assist or procure others to engage in or commit any conduct involving dishonesty, fraud, deceit, or misrepresentation, or commit any act that reflects adversely on their integrity, honesty, trustworthiness or professional competence;
- B. Not involve in any anti-state activities;
- C. Commit to support international and local efforts to eliminate corruption and financial crimes; and
- D. Prevent money laundering and fraud by:
 - I. Complying with all applicable laws and regulations on money laundering and fraud prevention;
 - II. Actively guarding against the use of IDLC products and services for the purpose of money laundering or for financing terrorism or criminal activity;
 - III. Ensuring participation in all relevant training and awareness programs;
 - IV. Any other means as deemed appropriate and necessary for the purpose of preventing money laundering and fraud.

Code IX

INSIDER TRADING

A. Insider Information

Employees having insider information about the IDLC Group or any other company with which IDLC has or is considering to have business transactions shall not, unless legally required to do so, disclose such information to another person, including family and friends during their term of employment with IDLC and even after cessation of the same.

'Insider Information' is defined as non-public information that an investor would consider important or material in deciding whether to buy or sell or hold stocks or securities. (Non-public information but not material, and public information or public data, whether material or immaterial) is not considered as insider information.

Examples of insider (non-public and material) information may include, without limitation:

- I. The operational or financial results of the IDLC Group or any of its major business units (including estimates of any future earnings or losses);
- II. The Company's negotiations or its entry into an agreement for a significant transaction;
- III. Development of a major new product or service;
- IV. Strategic initiative that may have bearing with the present and/or future performance of the company;
- V. An increase or decrease in dividends;
- VI. A stock split or changes in the capital structure or other recapitalization;
- VII. A redemption or purchase by the Company of its securities; or
- VIII. Major management changes.



Information stops being non-public when it has been effectively disclosed to the public by, for example, a press release, a newspaper article, or a filing with the regulator(s), followed by a reasonable waiting period for the information to be absorbed in the marketplace.

B. Trade Restrictions on Senior Management

MANCOM Members are subject to additional restrictions on trading in Company shares/securities in view of the greater likelihood that they may be aware of significant Company developments, or in other company's shares/securities based on insider information.

C. Restrictions on Tipping

If an employee reveals material non-public information to anyone, including a family member, and if that person buys or sells shares or makes investment decisions or passes that information on to someone else who buys or sells shares or makes investment decisions, that employee may be liable for tipping, even if s/he never was directly involved in the trading or directly provided non-public information to end buyer/seller. Liability could arise if employees help or were trying to help someone profit from the information or if employees gain or were trying to gain something personally, for any reason whatsoever, even if only to impress someone with knowledge.

D. Employee Investment

Generally, employees may invest in the shares of publicly traded companies; however, an employee may not make or hold a significant investment in a company that competes with, does business with, or is seeking to do business with IDLC, without prior approval of the Management.

If IDLC Management believes that a conflict may exist, employees may be prevented from investing in that company. This rule also applies to the direct family members of the employees.

E. Business Opportunities

Employees shall not take any business opportunity that s/he learns about in the course of her/his employment. Employees shall not accept participation in oversubscribed initial public stock offerings from firms seeking to do business with IDLC.

Code X

CONTROL

Adherence to the IDLC Code of Conduct is a condition of employment. All employees are required to comply with the Code, and no waiver from its coverage may be granted.

Employees shall promptly report violations of the Codes to their Supervisors, the Head of Human Resources, or to the Head of ICC, as deemed appropriate. There would be no retaliation or penalty for such reporting nor would it result in any immunity in case of violations.

Each employee shall receive a copy of or access to these Codes. It is the duty of the Management to include the Code of Conduct in the employee appointment letter and training programs. Management shall monitor compliance with the Codes.



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