



Rashed Mahmud
CEO

Dipon Group

20th October, 2019

Dear Fellow Employees

With the expansion of our activities and in view of changing business environment it has become imperative to revise and update our Code of Business Conduct. A new edition of the Code has been drawn and is issued herewith for information and adoption by all concerned across Dipon Group and all its sister entities namely Dipon Gas Co. Ltd., Dipon Infrastructure Services Limited, DG Infotech Limited, DG Logistics Limited, Dipon Consultancy Services, Danapuri Guinee SARL, Dipon Gas & Infrastructure Private Ltd., Green World Developments Pvt. Ltd., Dipon Group (M) Sdn. Bhd., Danapuri Sdn. Bhd., Dipon Gulf General Contracting LLC, Dipon Gulf Infotech Consulting LLC. This Code comes into effect from date of issuance of this communique.

As we all know, our reputation with our clients, contractors, third parties, suppliers and other associates is dependent on our collective behaviour as a business organization. Over the years the business atmosphere has evolved necessitating additional requirements to be fulfilled. We expect everyone working for and associated with Dipon to enhance name and fame of the company through their hard and meticulous work and ethical and moral dealings.

Our employees and others who work on Dipon's behalf shall abide by the provisions of this Code strictly while carrying out business activities. All of us are jointly and severally responsible for upholding our values and act in a manner that is fair, safe, honest and Code-compliant.

Managers and senior officials must assume additional responsibility to develop enabling working environs leading to understanding and compliance of the Code.

Individuals are encouraged to report issues pertaining to breach of the Code. Concerns can be reported through the line manager and in exceptional cases the CEO may be informed through email. All such informants shall enjoy secrecy and shall be treated as whistle blower safe from any retaliatory measures.

I urge you to read the Code carefully and get clarifications from your superiors, if needed. While the Code may or may not cover all eventualities or situations, this is an invaluable guideline to ensure that our actions are consistent with our values, motto and mission. Of course, safeguarding and enhancing Dipon reputation is the ultimate goal.

Yours Sincerely,

Rashed Mahmud
Chief Executive Officer

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Code of Business Conduct

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This sheet must be completed in detail, at each revision once this document has been approved.

Details must include revision number, description and indication of which pages and paragraphs have been revised, date of revision approval and approval indication.

REV.	DATE	DESCRIPTION	BY	TECH REVIEW	OPS REVIEW	APP'D
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1. OUR VALUES

Focus on Results

Strong sense of focus on results, driving tasks and projects through to completion with the flexibility to adapt to changing situations.

Integrity and Respect

Work with integrity and with respect for people, and for the environments in which we operate.

Commitment to DIPON and Each Other

Work in a collaborative manner, empowering ourselves and others, whilst taking responsibility for our actions.

Entrepreneurial Spirit and Initiative

Maintain our entrepreneurial and creative spirit as we challenge ourselves to develop the business and ourselves.

2. USING THIS CODE

Our Code of Business Conduct (Code) is a summary of how we do business with a commitment to integrity.

By following this Code, you will ensure that your business activities and decisions support DIPON's values and principles. Each of us should endeavor to deal with our fellow employees and with the Company's clients, contractors, third parties, suppliers and competitors honestly, openly, and impartially, adhering to the philosophy that business should be won or lost based solely on the merit of the services being provided. We should not take advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair business practice. As a Company employee, you are required to adhere to this philosophy, and to always conduct yourself and your business dealings honestly and in accordance with the highest level of ethical standards.

As you read the Code of Business Conduct, you will note that the Code does not cover every situation, nor does it set forth every applicable rule or law. Company policies and practices as well as good common sense and judgment must also influence our conduct.



3. PURPOSE AND APPLICABILITY

The purpose of this Code is to -

- describe the standards of behavior and business conduct that govern each of the Company's operating units in all of their worldwide locations,
- provide a summary of key Company policies and principles that control and guide our business,
- provide guidance on how to resolve difficult questions about business conduct, and
- provide guidance on how to relate to other employees, our customers, shareholders, communities, vendors and competitors, and government.

The Code applies to officers, directors and all full-time, part-time, and temporary employees. In addition, we expect our third parties, suppliers, vendors, contractors, agents, representatives, consultants and joint venture partners to behave in the ethical manner described in our Code when doing work for the Company.

4. PRINCIPLES AND POLICIES

The Code of Business Conduct is a statement of principles, a reference point and a guide. It provides a summary of certain key Company policies to assist employees in complying with these policies as well as laws applicable to the Company wherever we do business. In addition to serving as a policy summary, there are several elements of the Code that describe an expected standard of higher ethical conduct. The Code, supported by our underlying policies and principles, reinforces the Company's commitment to integrity and sets expectations of behavior for employees on the job.

5. GUIDELINES FOR SPECIFIC SITUATIONS

This Code will not give you an answer for every ethical dilemma nor describe all unethical business practices in detail. There may be times when you will not have enough information to make an informed choice. The best guidelines are the exercise of good judgment based on our principles of ethical conduct, common sense and unwavering compliance with all applicable laws, regulations and contractual obligations. When in doubt, consult with the resources available to you. By reading this Code and understanding the Company's expectations, you can handle most situations. If you know the answer to an ethics or compliance question and are comfortable with your decision, you can act with confidence. If you have any doubt about the right thing to do, you have several places where you may turn for advice and guidance:

- Your accountability or manager or supervisor
- Human Resources representative
- Company Legal department
- Confidential E-mail at rashed@dipon.com.bd



6. COMPLIANCE WITH LAWS

we comply with all applicable laws

We comply with all applicable local and international laws within the countries where we do business. Where differences exist between the standard of the law or regulations and the requirements of the Code the higher standard will be applied. Where laws conflict or you are unsure of the correct action to take you should consult with the Legal Advisor of DIPON.

7. CONFLICT OF INTEREST

DIPON conflicts of interest policy is straight-forward: Don't compete with DIPON businesses, and never let your business dealings on behalf of any of our businesses be influenced, or appear to be influenced, by personal or family interests.

All actual or apparent conflicts of interest between personal and professional relationships must be handled honestly and ethically. You must disclose any potential conflict of interest to your supervisor as soon as you become aware of it.

Examples of conflicts that must be disclosed and resolved include:

- Receiving any financial or personal benefit either yourself or through a family member from a company that does or seeks to do business with DIPON.
- Having more than a nominal equity interest in a competitor or in a company that does or seeks to do business with DIPON (for example, ownership of more than 1% of a supplier's stock).
- Serving on the board of directors or providing consulting services to a company that does or seeks to do business with DIPON.
- Having outside business interests that could affect your job performance because of the amount of time and attention diverted from your responsibilities to DIPON.

8. GIFT AND ENTERTAINMENT

DIPON is committed to, and expects from its employees, suppliers, vendors, contractors (if any), clients, business partners and other business-related parties the highest ethical standards of business conduct and compliance with laws and regulations in the countries where we operate. DIPON employees may not solicit money, gifts or other consideration from a supplier(s), vendor(s), contractor (if any), client(s), business partner(s), employee(s), or other business-related party(ies). DIPON employees may receive promotional items from supplier(s), vendor(s), contractor (if any), client(s), employee(s), or other business-related party(ies). Generally acceptable promotional items are (t-shirts, pens, tea mugs, note books, etc.) that are imprinted with a company logo, and other items of commercial value. DIPON employees are not permitted to either give to or receive money, gift certificates, gift cards or any other form of generic cash equivalent of any value from suppliers, vendors, contractors (if any), clients and other business-related parties. Participation in lunches,



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dinners or social events hosted by suppliers, vendors, contractors (if any), clients or business-related outside entities is acceptable if it does not represent a conflict of interest or impropriety, and the general value is within policy limits.

9. ANTI-CORRUPTION AND ANTI-BRIBERY

Make no payments of any kind or offers to pay or give anything of value to anyone in foreign government, or any representative of such persons, with the intent of gaining an improper advantage. Similarly, payments or offers are not to be made through agents, consultants, joint ventures or other affiliates doing business abroad. Violations or suspicious activity must be reported immediately.

Anti-corruption and bribery laws are designed to prohibit payments for improper business purposes. Because corruption and bribery are illegal, local laws provide for civil and/or criminal sanctions against those persons or entities who engage in such prohibited activities. DIPON can be held liable for such conduct, but it is also important to note that individuals who pay or receive bribes, or engage in corrupt behavior, can also be personally sanctioned according to applicable criminal and/or civil laws.

“We shall comply with all applicable anti-money laundering, anti-fraud and anti-bribery & anti-corruption laws, the country where we operate, and we shall establish processes to check for and prevent any breaches of such laws.”

Non-compliance with this Code of Conduct can lead to significant legal and financial consequences. It is of the utmost importance to comply with the recommendations given in this Code of Conduct.

This Code of Conduct is applicable not only to all DIPON officers and employees concerned by corruption and bribery issues but also all Intermediaries who act on the company's behalf - including business partners, consultants, representatives etc.

Questions or concerns regarding any aspect of this Code of Conduct may be directed to management or Legal or Human Resources.

10. PROTECTION OF PROPRIETARY INFORMATION

Company proprietary information is information or knowledge which is not generally available to the public about the Company's operations and that we have determined must not be disclosed to others, except as required by law or under circumstances permitted by Company policy. As an employee, you must protect the Company's proprietary information, and must not seek to obtain or disclose the proprietary information of others.

Disclosure of proprietary information could put DIPON at a competitive disadvantage or could hurt or embarrass employees, clients, business partners, the Company, or ventures in which it participates. It includes trade secrets, patent applications, processes, formulae, data, software,



know-how, improvements and techniques, as well as business forecasts, plans and strategies; commercial, proposal, and financial information; and information concerning employee records, clients or suppliers.

The protection of the personal information of our coworkers is also vital to our continued success and the maintenance of our reputation. Information such as addresses, home phone numbers, salary or medical information, and performance appraisals are private.

We also respect the confidential and proprietary information of clients, suppliers, third parties, and we do not engage in unethical or illegal means to obtain confidential information or proprietary data belonging to others.

Not only must you avoid disclosure as a result of your statements or acts, but you must also take all necessary steps to prevent others from illegally obtaining Company proprietary information. The theft of proprietary information is a crime.

Should you be offered or discover another company's proprietary information, or become aware of the existence of misappropriated information, you should immediately contact your supervisor or line manager or Legal advisor or our Corporate HSE & Compliance Adviser.

11. HEALTH, SAFETY & ENVIRONMENTAL

DIPON is committed to preventing all Health, Safety and Environmental (HSE) incidents and has adopted the following principles:

- All occupational and environmental incidents can be prevented.
- All operations must be performed safely and with minimal environmental impact.
- All personnel have the right and responsibility to stop any work they feel may be unsafe.
- Working safely and following Company HSE policies and procedures are conditions of employment.

DIPON empowers and expects all employees, contractors, third parties and vendors to perform their duties in accordance with these principles as well as Company policies and procedures.

A safe workplace allows greater productivity, and reduces human and business losses. We want to have an incident-free workplace and have established the Target Zero program to help us achieve that goal. Through the efforts of management, our HSE staff, and individual workers, we have made major improvements. However, because our target is literally ZERO incidents in the workplace, we must relentlessly pursue this goal.

Requirements for the creation and maintenance of a safe work environment are detailed in HSE procedure manuals. The procedures in these manuals are intended to ensure that potential hazards are systematically identified, assessed, and properly controlled, and to ensure that recovery is possible in the event of loss.



12. POLITICAL & COMMUNITY ACTIVITIES AND CONTRIBUTIONS

DIPON believes in contributing to society and encourages employees to participate in community activities.

We will continue to communicate information and opinions on issues of public concern that may affect DIPON. Decisions by our employees whether or not to contribute time, money or resources of their own to any political or community activity are entirely personal and voluntary.

We will obey all laws in promoting the Company's position to government authorities and in making political contributions. Contributions by the Company to political candidates may be prohibited or regulated. Any such contribution requires the approval of the CEO of DIPON.

13. PROTECTION OF PHYSICAL AND INTELLECTUAL ASSETS

DIPON's assets – both physical and intellectual – are highly valuable and are intended for use only to advance business purposes and goals. These assets must be secured and protected in order to preserve their value.

Each of us is entrusted with Company assets in order to do our jobs. We are personally responsible for safeguarding these assets, including equipment, buildings, tools, funds, accounts, supplies, computer programs, information technology, documents, know-how, data, patents, trademarks, copyrights, and any other resources or property of the Company. We are also personally responsible for using these assets and resources appropriately.

We must protect against the waste, loss, damage, misuse, theft, misappropriation, or infringement of the Company's assets, and we must use these assets in responsible ways. In addition, we must be vigilant regarding access to our assets by others. Access to Company intellectual or physical assets (including offices, plants and equipment) by any third party, e.g. vendors, suppliers, etc. must be limited to and directly associated with services provided by the third party to the Company.

DIPON does allow the personal use of the Company's communication and information systems provided that the use does not represent a conflict of interest, does not include pornographic or defamatory material, is not excessive and does not interfere with work priorities. As employees we should have no expectation of privacy when using these Company services.

We must also respect the physical and intellectual assets of others. Consequently, we should not knowingly damage or misappropriate the physical assets of others; infringe valid patents, trademarks, or copyrights of others; misappropriate confidential information in violation of the rights of others; or use or disclose confidential information of others without proper authority. We expect others to show the same respect for DIPON's physical and intellectual assets.



14. ALCOHOL AND SUBSTANCE ABUSE

Our goal is a workplace free from substance abuse of any kind. You are expected to be fit for duty and capable of performing your assigned responsibilities in a safe and productive manner. Use of alcohol or use of controlled substances in the workplace is inconsistent with this goal, therefore DIPON:

- Prohibits the illegal use, sale, transfer, purchase, or possession of controlled substances on Company premises, and prohibits the presence of impairing levels of controlled substances (whether legal or not) in an employee's system while the employee is in the workplace. Possession of legally prescribed drugs is not prohibited, but you are responsible to ensure that while in the workplace the use of prescribed drugs will not affect your productivity or the safety of the workplace.
- Prohibits intoxication in the workplace, regardless of where the alcohol is consumed, and forbids employees to manufacture, distribute, possess or use alcohol while on the Company premises, unless specifically authorized by the Company.

These restrictions are a minimum requirement and apply to DIPON entities everywhere. Local laws and regulations may add to these requirements, but may not reduce them.

Where permitted by law, to assure compliance, the Company reserves the right to test for the use of alcohol or other controlled substances, and may conduct searches in the workplace if there is reason to suspect violation of policy.

You must abide by Company policies and local restrictions on the use of alcohol and controlled substances or face disciplinary action including termination. Where Company and local requirements differ, the stricter rule applies. Because the DIPON's success and your employment and productivity depend on a drug- and alcohol-free environment, you must report any violations you see, or, as a supervisor, deal with them directly. DIPON is committed to maintaining a work environment that is safe for all employees.

15. HARASSMENT AND DISCRIMINATION

Harassment in the workplace is behavior that is unwelcome and offensive to specific individuals or groups, or that unreasonably disrupts their work. We will not tolerate actions, comments, inappropriate physical contact, sexual advances, or any other conduct that is intimidating or otherwise offensive or hostile.

Harassment can occur under many different conditions. A common form of harassment is sexual harassment, which in general occurs when

- (1) a request for a date, a sexual favor, or other verbal or physical conduct of a sexual nature that is unwelcome, is made a condition of employment or used as the basis for employment decisions; or



(2) an intimidating, offensive, or hostile work environment is created by unwelcome sexual advances, insulting jokes, or other offensive verbal or physical behavior of a sexual nature.

Harassment can take other forms as well. Harassment may include verbal or physical conduct that denigrates or shows hostility toward an individual and can reasonably be perceived as threatening, offensive and/or insulting. Examples include calling individuals derogatory, crude or insulting names; performing threatening, intimidating, or hostile acts; and placing written or graphic material in the work place that denigrates or shows hostility or aversion toward an individual or group.

Discrimination is unequal treatment of an individual in employment decisions based on race, religion, gender or other protected characteristics. Unlawful discrimination may include consistently favoring one person(s) over another because of his race or other protected characteristic in employment decisions when there is no significant difference in their job performance.

Obviously, “unequal” treatment is also “unfair.” The Company is committed to ensuring a work environment in which all employees are treated fairly.

The law requires non-discriminatory and equal treatment of individuals in employment decisions, and the Company is committed to provide such a workplace.

Harassment and discrimination in all circumstances are inappropriate and unacceptable. Submission to such behavior is unnecessary and never a term or condition of employment for any person in our Company. We are committed to providing a harassment- and discrimination-free workplace and to resolving any situation where individuals report that harassment or discrimination may have occurred. You should not keep silent and endure or observe behavior that you feel is inappropriate.

16. QUALITY OF SERVICES

Maintaining the high quality of our projects is critical to the success of the Company. Meeting client’s contractual requirements is of primary importance together with a focus on continual improvement.

The achievement of a quality service, safely, on time, in budget with no ethical violations is our prime focus. The achievement of this is based on the following:

Management Commitment, Planning and Accountability

Management is responsible and accountable for showing its commitment to quality and for providing the necessary resources to meet the agreed requirements.

**Employee Participation and Accountability**

Line supervisors are responsible and accountable for the work performed by their direct reports and are required to ensure that quality requirements are made known and followed. All employees are responsible and accountable for performing their work in accordance with approved procedures, safely and with no ethical violations. If at any time employees are not sure what these requirements are, they are expected to ask their supervisor for clarification before continuing the work.

Compliance

The Company will strive for compliance with all applicable policies, procedures, work instructions, codes and standards relating to the work being performed. Reviews, audits and measurements will be made to gauge compliance. Inspections are to be performed and reported in an ethical manner.

Training

The Company will provide training in quality awareness plus any other skill training required for them to perform their work effectively and meet specified requirements.

Continual Improvement

The Company will strive for continual improvement in the quality of its products and services through regular measurement and review of processes.

Zero Tolerance

- Do not falsify reports or misrepresent test results.
- Do not influence another person or third party to engage in conduct that would result in a non-compliant product or service.
- Do not accept responsibility to perform tasks for which you are not qualified.
- Do not neglect your duties/responsibilities.
- Do not misrepresent professional and/or academic credentials.

17. ACCOUNTS AND RECORD KEEPING

We will continue to observe the most stringent standards in the keeping of our financial records and accounts. Our books and records must reflect all components of transactions, as well as our own standard of insisting upon an honest and forthright presentation of the facts.

We will ensure that the disclosures we make in reports and documents that we submit to any authorized body are full, fair, accurate, timely and understandable.

It is the responsibility of each employee to uphold these standards. Appropriate records must be kept of all transactions and retained in accordance with DIPON's Records Management Policy and Records Retention Schedule. Employees are expected to cooperate fully with our internal and external auditors. Information must not be falsified or concealed under any circumstance, and an employee whose activities cause false financial reporting will be subject to disciplinary action, including termination.



18. PROCUREMENT ACTIVITY

Suppliers play a critical role in the Company's core businesses and contribute to its goal of providing high quality, efficient and competitive solutions for our customers. We must purchase all equipment, supplies and services on the basis of merit, treating suppliers, vendors and subcontractors fairly and without discrimination, except in cases where the procurement process dictates that we give preference to certain groups for socioeconomic purposes.

As a DIPON employee, you must employ the highest ethical standards in choosing sources, in negotiations, in determining awards and in administering all purchasing activities. You must be especially careful to avoid conflicts of interest between the Company and the person or firm to be employed.

19. FAIR EMPLOYMENT PRACTICES

DIPON offers equal employment opportunity (EEO) to qualified individuals, regardless of race, religion, national origin, age, sex, disability or any other factor protected by law and/or Company policy. Every employment decision you make must conform to applicable state or local laws and/or Company policy. These policies apply not only to hiring decisions, but to all terms and conditions of employment. The Company is committed to maintaining a diverse workforce where employees are hired, retained, compensated, disciplined and promoted based on their contribution to the Company and their performance. All employees should work in a professional atmosphere that promotes productivity, and encourages creativity and innovation. The Company is committed to ensuring that all individuals in the work environment are treated with respect and dignity. We will not tolerate unlawful discrimination of any kind. All employees are expected to share the Company's commitment by ensuring that their relationships with others in the work environment are always conducted in a professional manner.

The CEO is responsible for ensuring that this policy is implemented throughout the Company, but you and other employees will often be the means by which it is affected. If you have fair employment practices questions, consult with Human Resources department.

20. PROPER USE OF COMMUNICATION AND INFORMATION SYSTEMS

DIPON's communication and information systems allow us to conduct business efficiently and productively. Our computers, email, networks and communication systems are Company property and are intended primarily for business purposes only.

Limited personal use of our communication and information systems is permitted if it does not interfere with the performance of your work. Misuse or abuse of the communication or information systems can expose you and the Company to significant liability. In order to protect the interests of DIPON and our fellow employees, we reserve the right to monitor or review all data and information contained on the Company's servers and on an employee's Company-issued computer or electronic device, as well as the use of the Internet or the Company's intranet.

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You are expected to use the highest standards of behavior and comply with all laws, regulations and Company policies. Remember, when you go online or send an e-mail using DIPON's systems, you are representing DIPON, the Company. Never do or say anything in an e-mail or on the Internet that might even appear to adversely affect the Company, its public image or that of a client, partner, associate or supplier. Practice safe computing habits including establishing secure passwords, keeping your passwords secret, locking your workstation, not disabling the virus protection software, and not storing company-confidential data on shared public drives without proper authorization.

21. RESPONSIBILITY FOR COMPLIANCE

All employees are expected to display responsible and ethical behavior, to follow consistently both the meaning and intent of this Code and to act with integrity on a daily basis. Managers and leaders are expected to ensure that our business processes and practices reinforce the Code, to serve as positive role models by establishing and adhering to high ethical standards, and to create an ethical culture by encouraging and rewarding actions that are consistent with the Code.

This Code cannot provide definitive answers to all questions. For that, we must rely on each person's judgment and integrity. You are encouraged to seek guidance when a situation may not be cleared. Your supervisor, Human Resources Department or the DIPON Law Department will respond to questions and issues of interpretation about this Code.