



UNILEVER CONSUMER CARE LIMITED

CODE OF BUSINESS CONDUCT AND ETHICS

FOR

MEMBERS OF THE BOARD OF DIRECTORS

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1. Introduction

The Board of Directors (the “Board”) of Unilever Consumer Care Limited (the “Company”) has adopted the following Code of Business Conduct and Ethics (the “Code”) for the Directors of the Company.

This Code is intended to focus the Board and each Director on areas of ethical risk, provide guidance to the Directors to help them recognize and deal with ethical issues, provide mechanisms to report unethical conduct, and help foster a culture of honesty and accountability. Each Director must comply with the letter and spirit of this Code.

No code or policy can anticipate every situation that may arise. Accordingly, this Code is intended to serve as a source of guiding principles for Directors. Directors are encouraged to bring questions about particular circumstances that may implicate one or more of the provisions of this Code to the attention of the Chairman of the Board, who may consult with inside or outside legal counsel as appropriate.

Directors who also serve as representatives of the Company should read this Code in conjunction with the Unilever Code of Business Principles and Code Policies.

2. Applicability

This Code applies to the Directors of the Company, both Executive and Non-Executive.

3. Code

The Directors, in general, must:

3.1. Conduct the Company’s business with honesty and integrity and in a professional manner that protects the Company’s good public image and reputation.

3.2. Become familiar with and comply with laws, rules and regulations as well as Company policies and procedures that govern the conduct of the Company.

3.3. Avoid any activities that could involve or lead to involvement in any unlawful or illegal practice or any harm to the Company’s reputation or image.

3.4. Avoid actual or potential conflicts of interest of the Company, or the appearance thereof, in all transactions.

3.5. Provide accurate and reliable information in records submitted and safeguard the Company’s confidential information and respect the confidential information of other parties with whom the Company does business or competes, except when disclosure is authorized or legally mandated.



3.6. Promptly report to the Company any violation of laws or ethical principles or Company policies that come to his/her attention and cooperate fully in any audit, enquiry, review, or investigation by the Company.

4. Duties

4.1. Fiduciary Duty

Directors should be role-models for the standards set out in the Code by visibly demonstrating support and by regularly encouraging adherence by managers. Every Director must act in good faith in his/her dealings with or on behalf of the Company and exercise the powers and fulfill the duties of his/her office honestly. The Directors' fiduciary duties shall include the following:

4.1.1. A duty to act in good faith- Every Director has a duty to act in good faith in what s/he considers to be in the best interest of the Company, which would be the interest of all shareholders and other stakeholders, present and future.

4.1.2. A duty to exercise powers for a proper purpose- Every Director must exercise his/her powers in the Company's interest and only for or the purpose for which they are given.

4.1.3. A duty to avoid conflict of interest- A Director must not put himself/herself in a position where there is an actual or potential conflict between his/her duty to the Company and his/her personal interest. A declaration to this effect will be required to be signed off.

4.1.4. A duty to make proper use of Company's property- Every Director is regarded as a trustee of the Company's property (which would include information belonging to and about the Company and opportunities of which the Company might take advantage). Accordingly, s/he will be answerable if s/he knowingly participates in a misapplication of Company property or knows or ought to have known of the misapplication. Any profit arising in such circumstances must be accounted for by the Director to the Company.

4.1.5. A duty to adhere to the Gift policy- The Company has an approved Gift Policy, and Directors should adhere to, and follow the policy in its true spirit concerning the giving and accepting of gifts.



4.2. Duty of skill and care

When a Director is acting in the Company's interest s/he is expected to exercise whatever skill s/he possesses with reasonable care. This duty has the following aspects:

4.2.1. Degree of skill- A Director is expected to display the general knowledge, skill, and experience the s/he actually has and which might reasonably be expected of someone carrying out his/her function within that Company.

4.2.2. Attention to the business- Each Director must attend diligently to the affairs of the Company. The degree of diligence required is higher for the executive Directors than non-executive Directors.

4.3. Breach of duties

Any breach of these duties by a Director enables the Company to take action against him/her and sue him/her for its loss. Failure by any Director to comply with this Code will subject him/her to disciplinary action up to and including separation from employment with the Company.

5. Confidential information

The Directors of the Company must observe strict confidentiality of the information received by them during the performance of their duties.

Any business information pertaining to the Company, which is not generally known, including but not limited to financial results, business strategies, proposed shareholders benefits, details privy to them being part of various committees of the Company etc. and which needs to be maintained in a confidential manner for this purpose.

The overarching duty of good faith requires a Director to not disclose the Company's secret or confidential information that comes into his/her possession.

6. Compliance with laws, rules, regulations and orders; fair dealing

Directors shall comply, and oversee compliance by employees, officers, and other Directors, with laws, rules, regulations, and orders applicable to the Company.

Directors shall oversee fair dealing by employees and officers with the Company's customers, suppliers, competitors, and employees.



7. Dealing in Company Securities

The Directors shall adhere to the Securities and Exchange Commission (Prohibition of Insider Trading) Regulation, 1995 including the acts, ordinances, rules, regulations, directives, and orders of the Bangladesh Securities and Exchange Commission and Dhaka Stock Exchange for dealing in the securities of the Company.

In addition to the above, Directors shall adhere to the following:

7.1. Clearance must be obtained in advance for all dealings in Company Securities (Company's publicly traded Securities, which are listed on stock exchanges of Bangladesh) by a Director. The application form to obtain clearance to deal as set out in **Part A of Appendix 1** of this Code should be submitted to the Company Secretary duly completed, who in turn, will coordinate with the relevant person for obtaining clearance to deal in accordance with the following:

Dealing By	Clearance By
Chairman	Group Chief Executive Officer
Director (Other than the Chairman)	Chairman
Company Secretary	Chairman

The Company Secretary will be communicated to concerned Directors by returning **Part B** of the application as set out in **Appendix 1** duly completed within **five (5) working days** of receiving the application.

7.2. A Director who is given clearance to deal in accordance with clause 7.1 must deal as soon as possible and in any event not later than **five (5) trading days** (excluding the day on which clearance is given) from the grant of such clearance. A fresh clearance must be sought if such deals are not completed within such a period. The completion of any deal must be reported to the Company Secretary by completing **Part C** of the form given in **Appendix 1** and returning the same within **five (5) working days** of such deal.

7.3. Directors of the Company must not deal in Company Securities:

- i. during a close period i.e., the period from two months immediately preceding the end of financial year [from 1st November] up to the date of consideration, adoption/approval of the annual financial statements by the Board of Directors of the Company.
- ii. at any time when he/she is in possession of any unpublished price sensitive information in relation to Company Securities.
- iii. where clearance to deal is not given under clause 7.1 of this Code.

7.4. A Director should seek to prohibit any dealing in Company Securities by his/her dependent and investment manager at a time when he/she would be prohibited from dealing in Company Securities under clause 7.3 of this Code.

8. Encouraging the reporting of any illegal or unethical behavior

Directors should promote ethical behavior and take steps to ensure the Company: (a) encourages employees to talk to the supervisor, managers, and other appropriate personnel when in doubt about the best course of actions in a particular situation; (b) encourages employees to report violation of laws, rules, regulations or the Company's Employee Handbook/Employee Code of Conduct to appropriate personnel; and (c) informs employees that the Company will not allow retaliation for reports made in good faith.

9. Compliance procedures; waivers

Directors should communicate any suspected violation of this Code promptly to the Chairman of the Board. Violations will be investigated by the Board or by a person or persons designated by the Board, and appropriate action will be taken in the event of any violation of the Code.

Any waivers of this Code may only be granted by the Board after disclosure of all material facts by the Directors seeking the waiver. Waivers will only be granted in exigent circumstances and will be disclosed promptly to shareholders.

10. Indemnity

The Directors will be indemnified against any liability incurred by them in defending any civil or criminal proceeding in which judgment is given in their favor or in which they are acquitted.

11. Procedure for taking outside advice

The Board recognizes that there may be occasions when one or more of the Directors feel that it is necessary to take independent legal and/or financial advice in respect of matters within the Company upon which they are being asked to express an opinion or about which they have some concerns (not being day to day operational matters). A notice should be given by the Directors concerned to the Company Secretary that such advice is to be sought. The Company Secretary will communicate any such notification to the Chairman.

The Company will reimburse the costs of obtaining such advice, provided the prior consent of the Chairman of the Board is first obtained. This consent is not required to be taken by the Chairman of the Audit Committee.

In most cases, it would be anticipated that the advice being sought would be legal advice and only in the rarest of cases would independent financial advice be necessary, and its notice would normally be given to all the Directors.

12. Notifications and request for further information

Notification under any of the requirement listed above and request for further information should be sent at the following address:

Company Secretary

Unilever Consumer Care Limited
DTX Tower (6th Floor)
Kazi Bari, Kuril, Bhatara,
Dhaka – 1229, Bangladesh
Tel: +880 2 8415560

13. Interpretation and amendment to the Code

Any question on interpretation of any clause in this Code or an amendment to any provision of this Code shall be handled only by the Board of Directors.

14. Annual disclosure

All Directors shall issue an annual declaration confirming compliances with this Code as set out in **Appendix 2** of this Code. The Directors' Report to the Shareholders of the Company shall carry a statement to this effect.

Approved by the Board and signed on its behalf by



Chairman

Date: 26-October-2021

PRE-CLEARANCE FORM

A. APPLICATION TO DEAL

To: _____

From (Name of the Director) : _____

Position in Board : _____

With reference to the Code, I hereby give notice that I propose to carry out the following transaction:

Transaction in the name of	
Relation	
BO ID	
Number of Shares	

(Please give additional information if the transaction is proposed to be affected by Dependent and Investment Manager.

UNDERTAKING

I hereby undertake and confirm:

- (a) that I do not have any access or have not received price sensitive information up to the time of signing of this undertaking.
- (b) that in case I access to or receive any price sensitive information after the signing of this undertaking but before the execution of the transaction, I shall inform the Company Secretary of the change in my position and that I would completely refrain from dealing in the securities of the Company till the time such information becomes public.
- (c) that I have not contravened the Code of conduct for prevention of insider trading as notified by the Company from time to time.
- (d) that I have made a full and true disclosure in this application.

Date: _____

(Signature)

B. AUTHORISED TO DEAL

The above transaction has been authorized in full / to the extent of _____ shares. Your dealing must be completed within five trading days excluding the date of approval.

Please confirm by completing **Part C** below and returning this Form to us within five working days on completion of transaction.

Date: _____

(Signature)

C. CONFIRMATION OF DEALING

I, _____ confirm that the share dealing was completed on _____ by buying/selling/transfer _____ shares through open/block market of Dhaka/Chattogram Stock Exchange.

Date: _____

(Signature)

Unilever Consumer Care Limited

**Code of Business Conduct and Ethics for
Members of the Board of Directors**

Annual Compliance Certificate

I, _____ certify that:

- I have received a copy of the Code of Business Conduct and Ethics (the “Code”) for Members of the Board of Directors of Unilever Consumer Care Limited.
- I have read and understood the above “Code of Business Conduct and Ethics”.
- I have understood that Unilever is committed to the principle of performance with integrity, and in particular, to ensuring that its activities comply with all applicable laws.
- I have complied with applicable laws, regulations, and Unilever's corporate and local policies and procedures.
- I understand my responsibility to promptly report any violations of the law, ethical principles, or Unilever corporate and local policies and procedures.

I further confirm my understanding that any violation of the Code will be subject to appropriate disciplinary action, which may include termination of my Directorship position and/or separation from employment with the Company. I also certify to the Board that I was not in violation of the Code in 20XX.

Signature

Name:

Date: DD-MM-YY