



# MBI INTERCORP LIMITED

## CODE OF CONDUCT

**MBI Intercorp Limited** ("the Company") believes in strengthening investors' trust, confidence and thereby ensuring a long-term partnership with them. Your Company is committed to be the best in all areas of Corporate Governance. The Company believes that good corporate governance enables the Board to director and controls the affairs of the Company in an efficient manner. Based on this, the Board of Directors of the Company has adopted this Code of Conduct as a guide to the ethical business practices expected of them.

### **The code shall be applicable to the Company and the following persons:**

- All the Directors including the Managing Director, Executive Directors, Non Executive Directors, Independent Directors of the Company.
  - Core management team i.e. employees of the Company who are one level below the Board.
  - All functional heads (if any). CODE OF CONDUCT FOR DIRECTORS : The Directors will:
  - Discharge the duties with good faith, responsibility, due care and diligence and in a fair and impartial manner;
  - All Directors shall conduct their activities, on behalf of the company, with honesty & integrity.
  - The Directors will act in the best interests of the company and fulfill the fiduciary obligations.
  - Set the company's strategic aims, ensure that the necessary Financials and human resources are in place for the company to meet its objectives.
  - Review management performance periodically.
  - Endeavour to attend and actively participate in meetings of the board and of the board committee(s) on which they serve;
  - Unless otherwise required by law, maintain confidentiality and shall not divulge/ disclose any information obtained in the discharge of their duties and that no such information be used for personal gains;
  - Abstain him from participating in any discussion in which any conflict of interest exists, whether pecuniary or otherwise, or which may arise and will disclose the same to the board before the said discussion.
  - Extend the benefit of their experience and expertise to the company.
  - Maintain the highest standards of personal integrity, truthfulness, honesty and fortitude in discharge of their duties in order to inspire shareholder's confidence;
  - Directors on the board of the company shall not engage in any business, relationship or activity, which may be in conflict of interest of the COMPANY or the group. If such related party transaction is unavoidable it must be fully disclosed to the Board or to the CFO of the Company. Each director should avoid his or her private interests to interfere with
- (i) the interests of the Company or
- (ii) his or her ability to perform his or her duties and responsibilities objectively and effectively.