

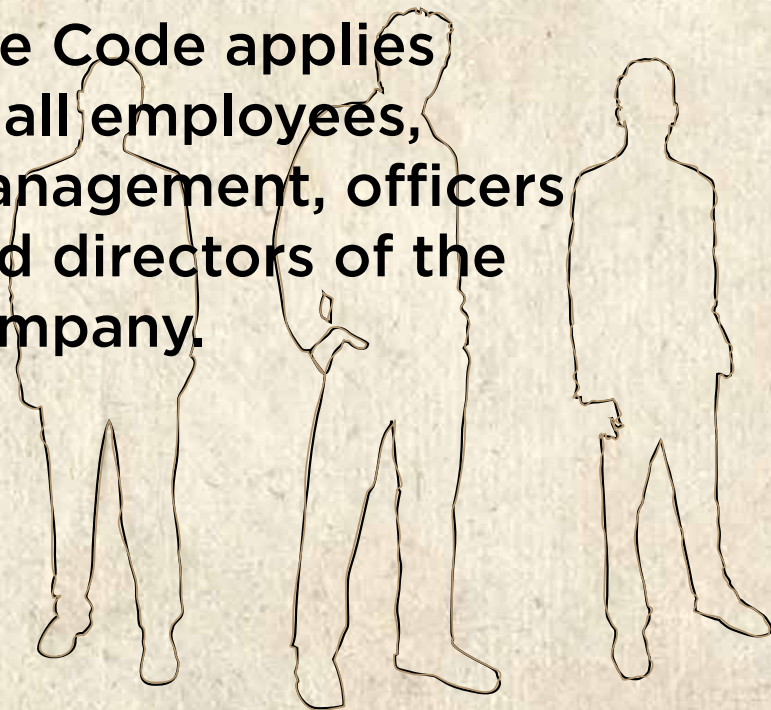


**COSMOS
GROUP**

CODE OF GOVERNANCE

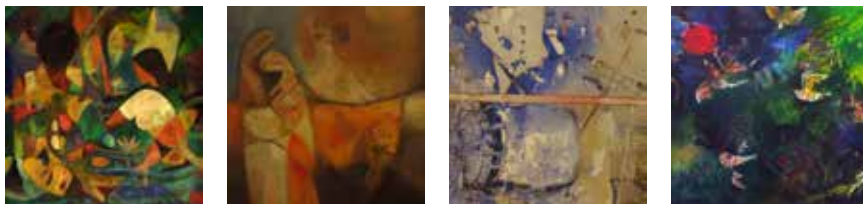
The purpose of corporate governance is to facilitate effective, entrepreneurial and prudent management that can deliver the long-term success of Cosmos.

The Code applies to all employees, management, officers and directors of the company.



COSMOS GROUP

Code of Governance



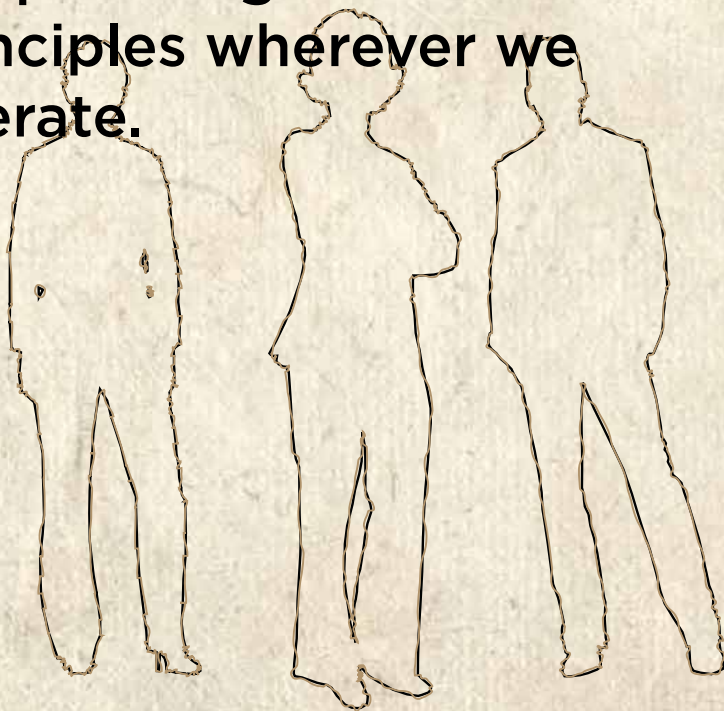
The Code of Governance (CoG) of Cosmos comprises the policies that set forth the framework under which we conduct our business. CoG addresses the standards, principles, laws and regulations that impact our business and marks out our expectations when it comes to employee behavior. The CoG also spells out potential consequences for violation of these policies. This code applies to all employees, management, officers and directors of the company. The purpose of corporate governance is to facilitate effective, entrepreneurial and prudent management that can deliver the long-term success of the company.

The Code is a guide to a number of key components of effective corporate practice. It is based on the underlying principles of all good governance: accountability, transparency, probity and focus on the sustainable success of an entity over the longer term.

The “comply or explain” approach is the trademark of corporate governance at Cosmos. It has been in operation since the Code’s beginnings and is the foundation of the Code’s flexibility. It is strongly supported by both the management and the employees and has been widely recognised and replicated nationally.

This Code of Governance is a basic course on the Code must be completed by all employees every year. Extensive training—classroom and online—is available to all employees.

Cosmos and its management support universal human rights as defined by the UN's Universal Declaration of Human Rights and we are committed to upholding these principles wherever we operate.





HUMAN RIGHTS AND ETHICS

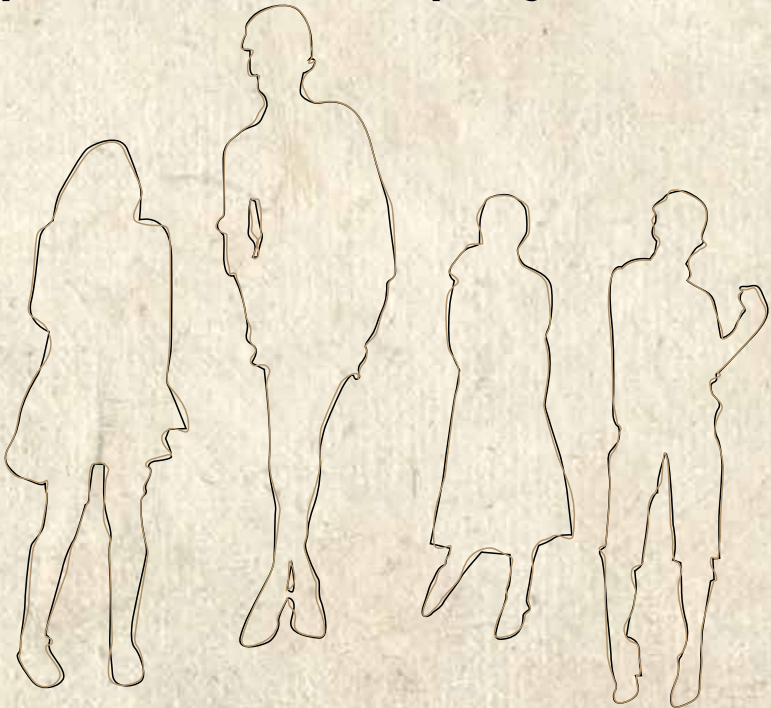
Cosmos and its management support universal human rights as defined by the UN's Universal Declaration of Human Rights and we are committed to upholding these principles wherever we operate. As an employer, we promote and enforce our Code of Governance and all employee policies that promote ethical behavior. We believe that all employees should be treated with dignity and respect, and individuals who fail to follow this principle are held to account. To make sure that all employees of the company follow the Code, we provide training on a regular basis and conduct internal audits. We also keep open various avenues for reporting violations of the Code of Governance.

NONDISCRIMINATION

Since its founding, Cosmos has demonstrated an ongoing commitment to people and to fair employment practices. As Cosmos has grown and expanded, its work force has become more diverse. Cosmos believes that this diverse work force helps the company realize its full potential.

Our Nondiscrimination Policy declares that Cosmos shall not discriminate against any employee or applicant for employment because of gender, color, race, ethnicity, national origin, religion, age, marital status, sexual orientation, gender identity and expression, disability, pregnancy, protected genetic information and political affiliation. We also comply with all applicable national and local laws pertaining to nondiscrimination and equal opportunity.

**Since its founding,
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Cosmos is an equal
opportunities employer.**



LIVING WAGE

Cosmos scrupulously observes all local laws and industry best practices regarding employee wages. We believe that happy employees are productive employees, and therefore we pay wages that allow our employees to live adequately by national standards.

Levels of remuneration should be sufficient to attract, retain and motivate executives of the quality required to run the company successfully, but a company should avoid paying more than is necessary for this purpose. A significant proportion of remuneration is structured so as to link rewards to corporate and individual performance. There is a formal and transparent procedure for developing policy on executive remuneration and for fixing the remuneration packages of individuals.

ZERO TOLERANCE FOR CHILD LABOUR

Cosmos does not employ anyone under the age of 18 and does not condone child labour in any of its business dealings in any form.

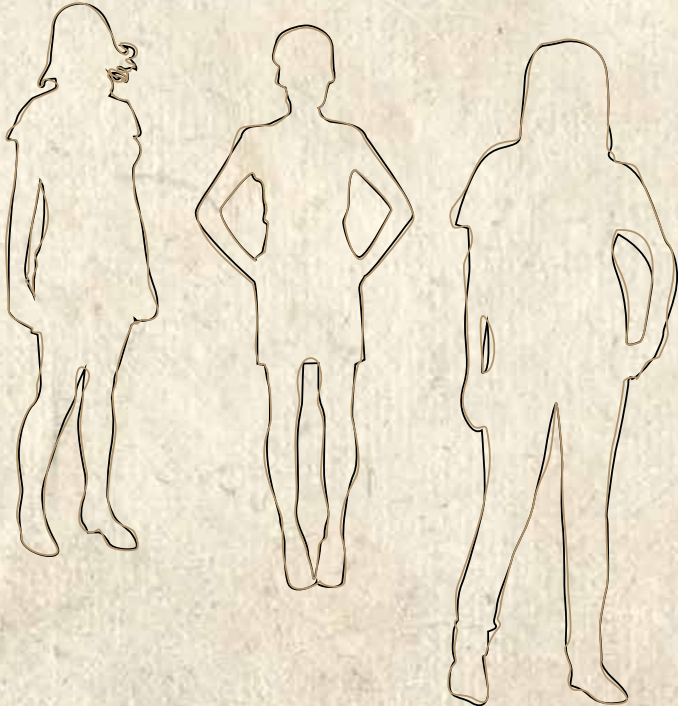
WORK CULTURE

Respect and tolerance for others are the watchwords in the Cosmos workplace. Respect is about treating all people with dignity and in ways that recognize their intrinsic value. It also means accepting a responsibility for the wise stewardship of our natural resources. Being respectful of others means breaking down the barriers between “us” and “them.” It involves honoring differences and learning from the backgrounds, experience, and thinking of others. Being respectful of resources means engaging in our work in ways that advance the goal of sustainability.

At Cosmos, organisational excellence is in the service of our mission and is our collective and individual responsibility. Change is part of the deal. This is a fast-paced, entrepreneurial culture where highly talented and passionate people thrive.

Cosmos is committed to developing an inclusive work environment where diversity of thought, style, culture, and skill is valued in support of individual performance and potential, as well as our business goals and mission.

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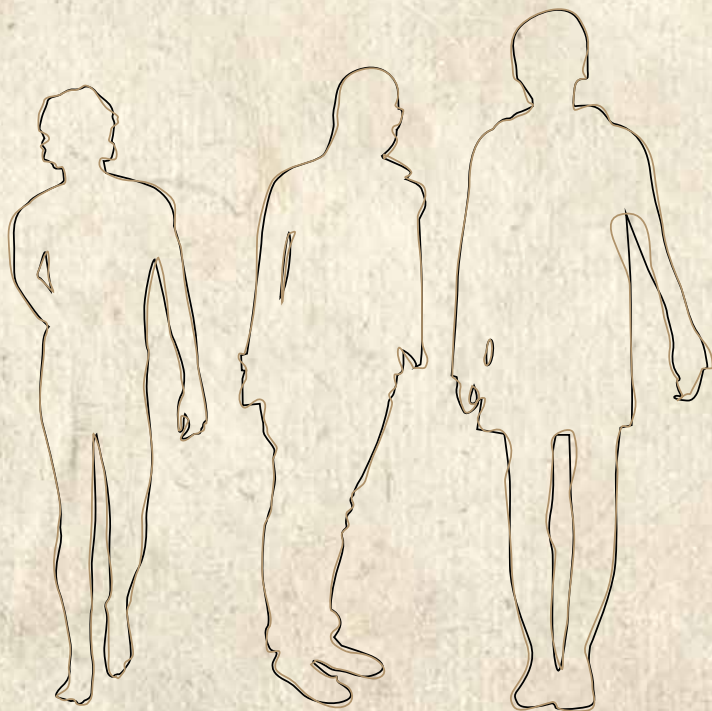
COMMITMENT TO QUALITY

An uncompromising commitment to quality underpins Cosmos' Code of Governance. Cosmos' quality policy has been developed to guarantee our clients, stakeholders and employees' satisfaction. For that reason, we work hard every day to be the best at generating business value for our clients. This is why we have adopted a quality policy that is based on the following principles:

- **Assure clients' satisfaction:** we are committed to our clients' success and develop projects and solutions for them utilizing professional quality standards and methodologies.
- **Accountability for our services:** the interaction with our clients is based on trust, transparency, honesty and mutual gain. It is our responsibility to ensure that this happens all the time.
- **Promote the development and training of our human talent:** the human resources management team is constantly working on training and developing our workforce so that our clients can have access to the best professionals for their projects.
- **Innovation drive:** Cosmos supports the use of emerging technologies that allow the development of practical and innovative solutions to facilitate our clients' processes.
- **Establishment of direct lines of contact with our clients:** it is in our mission to work very closely with our clients establishing long term relationships to assist them in improving their performance through every stage of their business.

By following these principles, we can deliver high-quality services that adhere to our clients' requirements. In addition, all our employees are evaluated and responsible for the quality of their work holding us accountable for our clients' success.

Cosmos does not employ anyone under the age of 18 and does not condone child labour in any of its business dealings in any shape or form.



HEALTH AND SAFETY

Cosmos lays the greatest emphasis on health and safety and promotes adherence to health and safety codes as a core value. The board integrates health and safety into the main governance structures, including board sub-committees, such as risk, remuneration and audit. We have robust systems of internal control, covering not just 'narrow' financial risks but also risks relating to the environment, business reputation and health and safety. We aim to create incident free work environments and demonstrating industry leadership in health and safety norms.

ENVIRONMENTAL RESPONSIBILITY

Cosmos' environmental policy is to adopt practices that reduce our carbon footprint and create a safer and cleaner environment. All employees must conduct their duties and responsibilities in compliance with applicable law and industry standards relating to health and safety in the workplace and prevention of pollution to the environment. Cosmos strives to develop and provide products and services that have no undue environmental impact and are safe in their intended use, efficient in their consumption of energy and natural resources and can be recycled, reused or disposed of safely.

Cosmos is aware of the environmental challenges that the world is facing and has implemented initiatives to promote habits that are more sensitive to our environment. These initiatives include campaigns for a more efficient and responsible use of our resources, awareness programs that contribute to protecting our planet by adopting new routines, and an active participation in "green" local and international initiatives. All of our operations are committed to promoting these activities in order to contribute to the continued health of our planet and its sustainable development.

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CORPORATE SOCIAL RESPONSIBILITY

Living our values means being a good corporate citizen in the communities in which we work. We see CSR as a way of giving back to society. We are vigilant in our enforcement of corporate ethics and compliance and constantly work to improve educational programs and strengthen our internal control system. At the same time, we pursue initiatives related to quality management, environmental preservation, philanthropy and improved communication with all stakeholders.

Our clients, partners and providers' trust and loyalty rely on the integrity and honesty by which we do business. To promote Cosmos employees' individual and collective responsibility in different business scenarios, Cosmos abides by the norms determined in the Code. This document clearly establishes the types of actions and behaviors that strengthen the company's corporate values and provides guidelines for the development of our professional practice in the societies in which we operate.

Cosmos is fully committed to following the mandates of its social responsibility and has delegated to its managers the responsibility to administer it and oversee its effectiveness.

COMMUNITY INVOLVEMENT

The company supports and participates in different programs that promote the communities' social well-being and economic growth. The main activities focus on education and nutrition of children in need. In addition, Cosmos strongly supports employee volunteering and our people are passionate about offering their time and know-how to worthy social and economic development initiatives.

Cosmos encourages employees to participate in non-profit sporting events as well as local campaigns to collect food and products to donate to local non-profit organisations.

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LEADERSHIP

The Board of Cosmos provides entrepreneurial leadership within a framework of prudent and effective controls which enables risk to be assessed and managed. The board sets the company's strategic aims, ensures that the necessary financial and human resources are in place for the company to meet its objectives and reviews management performance. The board decides the company's values and standards and ensures that its obligations to its stakeholders are understood and met.

Cosmos' leadership identifies sustainable ways to conduct ourselves and our business. This includes our ability to challenge the traditional things we have been doing and find new ways to work that are innovative, better, more efficient, and more effective. Leaders take risks, inspire others, and help create a workplace culture that honors our values, achieves our mission, serves our customers and one another, and enables everyone to contribute, develop professionally, be productive, and look forward to being at work.

Cosmos is committed to developing an inclusive work environment where diversity of thought, style, culture, and skill is valued in support of individual performance and potential, as well as our business goals and mission.





OUR PEOPLE

Driven by the vision that all we do must benefit our key asset – our people – Cosmos has a firm commitment towards empowering all employees and helping them realize their true potential.

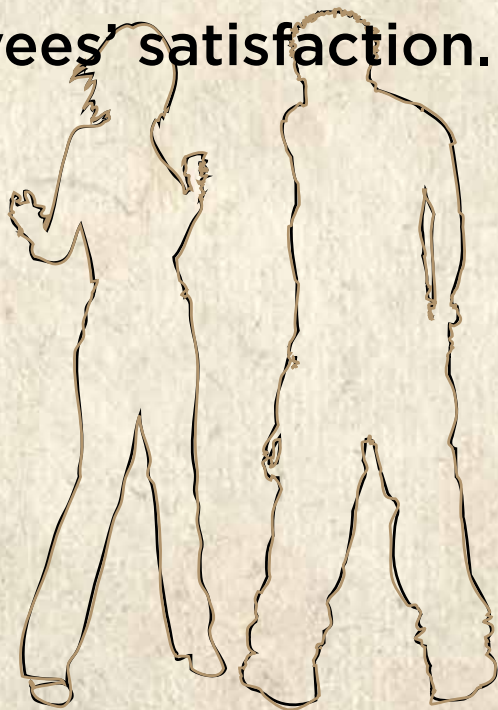
By providing a highly connected workplace, an inclusive and diverse environment, comprehensive health and wellness programmes, robust professional development opportunities, and competitive compensation and benefits, we help our employees multiply impact both on the job and in their personal lives.

By helping to develop the potential of our people, we believe we are able to deliver better products and services. Talent development is prevalent across the Group, and various initiatives such as training and development programmes, mentoring initiatives, attachments and employee activities, are carried out throughout the year.

Amongst the initiatives for our people are:

- **Management Training Programme (MTP)** – for fresh graduates where they are exposed to all facets of Cosmos’ business in preparation for senior executive positions.
- **Executive Management Programme (EMP)** – aims to provide middle level management an opportunity to enhance leadership skills.
- **Management Leadership Development Programme (MLDP)** – aims to secure succession pipeline by equipping current managers with diverse management knowledge and skills to handle the challenges of global business.

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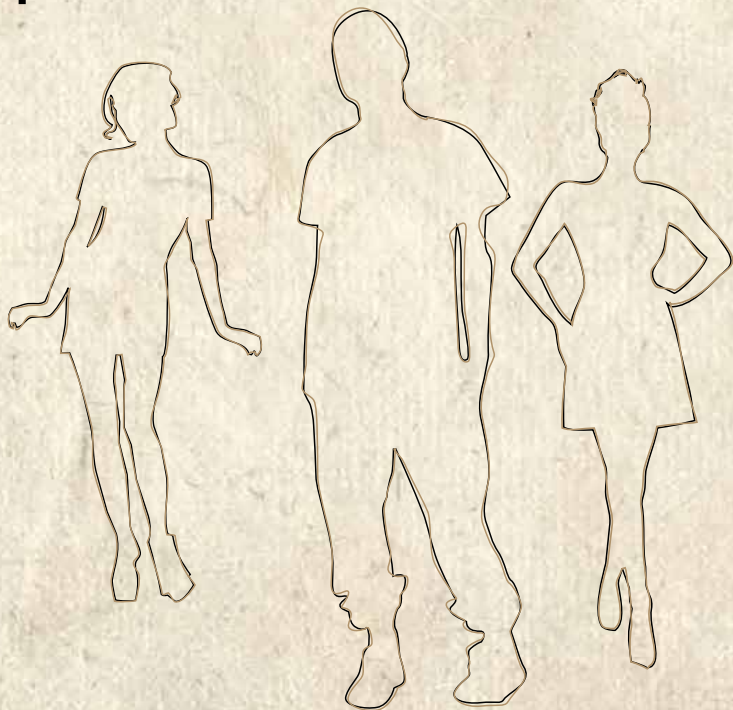
AS PART OF OUR SOCIAL COMMITMENT

At Cosmos, we see our commitment to society as part of our social license to operate and it is an integral component of our governance philosophy. Cosmos Group enshrines a deep-rooted commitment to supporting young talents for higher studies as part of our contribution to society. Cosmos-sponsored awards have been established in various branches of education, journalism, medicine, engineering and architecture, fine arts, law, business management and defense studies.

Cosmos Group is a committed supporter of a variety of community activities in the media, health, charitable, and artistic fields. For example, the group pioneered the promotion of a very successful anti-tobacco movement in Bangladesh, especially through ADHUNIK, a recipient of the WHO gold medal for 1991-92 and 1992-93.

Cosmos Group supports a variety of social and environmental causes through the **Wild Team**, **Noazesh Knowledge Centre**, **Cosmos Gallery and Atelier 71** and **Bangla Mountaineering and Trekking club**.

The interaction with our clients and partners is based on trust, transparency, honesty and mutual gain. It is our responsibility to ensure that this happens all the time.





Established through a trust fund, Wild Team is a non-profit organisation whose aim is to conserve the country's biological diversity. Over the years Bangladesh has lost both land and water ecosystems along with the different life forms they contain. We are now at a point where many species of plants and animals are on the verge of extinction. It is the urgent need of saving this biodiversity that makes Wild Team more relevant, even obligatory. WTB started its journey in September 2003 and is run by its trustees. It has a dedicated team of scientists, field biologists, project managers, communication specialists and a veterinarian, who are involved in different projects across the country.

Through WTB, Cosmos has been working hard to conserve Bangladesh's national animal, the majestic Royal Bengal Tiger. The Wildlife Trust of Bangladesh (WTB) was the recipient of the 2011 Bangabandhu Award for Wildlife Conservation. We recognise that it is our duty to use our wildlife conservation expertise to support the Government of Bangladesh to conserve our natural heritage, especially the endangered Bengal Tiger.

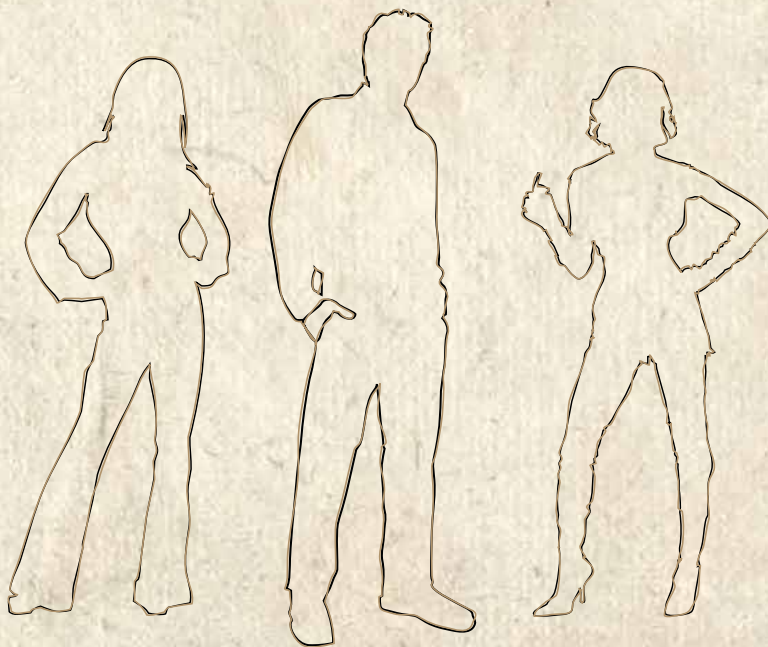


COSMOS-Atelier71
Printmaking Studio

Gallery Cosmos is more than just an art gallery. It is a space dedicated to artistic activities, such as visual art exhibitions, both traditional and modern, workshops, camps and exchange programmes. Gallery Cosmos focuses on nourishing young artistic talent and provides support for art residencies, grants and fellowships.

Cosmos-Atelier71 Printmaking studio is one of the first centres for international graphic arts to be opened in Dhaka. The studio encourages young printmakers to develop their craft and create a pathway to a future in printmaking.

**Cosmos supports
the use of emerging
technologies that allow
the development of
practical and innovative
solutions to facilitate
our clients' processes.**





dhakacourier
An Independent Newsweekly

INDEPENDENT MEDIA

Thomas Jefferson famously said that if asked to choose between “a government without newspapers or newspapers without a government, I should not hesitate a moment to prefer the latter.” A free and independent press is an essential part of a democratic society, providing both a critical mass of information that citizens of a democracy would use in enlightening themselves, and serve as a check and balance on the power and reach of government itself. Cosmos has established and continues to operate a number of strong and independent media houses, including **United News of Bangladesh (UNB)** and **Dhaka Courier**. Founded in 1988, UNB is the first fully digitalized wire service in South Asia. AP is UNB’s principal partner in news exchange. Through its news portal, UNBconnect.com and its partnerships with AP, Thomson Reuters and Dow Jones, UNB reaches some 20 million readers, listeners and viewers worldwide.

Dhaka Courier (DC), the leading English language newsweekly in Bangladesh, has been in continuous publication since 1984 and commands a readership of over 100,000 in print and online at www.dhakacourier.com.bd Distributed to over 50 countries, it is often quoted at home and abroad for its independent editorial stance and sharp focus on political, environmental and human rights issues.

This combination of visionary leadership, social commitment and targeted philanthropy has formed the cornerstone of Cosmos Group’s moral blueprint ever since it was set up in 1973.

The Code has been enduring, but it is not immutable. Its fitness for purpose in a constantly changing economic and social business environment requires its evaluation at appropriate intervals. Cosmos undertakes reviews from time to time to make sure the CoG is appropriate and up to date in today’s ever changing world.

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