

CHITTAGONG STOCK EXCHANGE LTD.

Terms of Reference (TOR) of Conflict Mitigation Committee

The Conflict Mitigation Committee shall satisfy the Board of Directors [“Board”] that any perceived or actual conflict of interest between the Exchange’s regulatory responsibilities and commercial interests is addressed. These functions include:

- a. Deal with perceived or actual conflict between regulatory responsibilities and commercial interests of the Exchange; and
- b. Review the adequacy of the arrangements within the Exchange for dealing with any perceived or actual conflict arising from/during:
 - i. the commercial interests of the Exchange to its shareholders, including any conflict of interest or potential conflict of interest arising as a result of the listing of the shares of the Exchange in its own bourse;
 - ii. supervision and monitoring disclosures made by the Directors of the Exchange in discharge of their obligation under the Code of Conduct and Ethics;
 - iii. recommending the course of action to be taken against the disclosing Director in case any concealment or omission of material information is detected;
 - iv. notifying the BSEC of all relevant facts, including any proposals for resolving the matter in a manner which assures the proper performance of any relevant regulatory functions; and
 - v. reviewing the regulatory implications and reputational risks of strategic initiatives requiring Board approval and are referred to the Committee, and to thereafter report its views to the Board.