



CODE OF CONDUCT POLICY

1. Objective

- 1.1 International Packaging Company Limited (the "IPAK") maintains certain policies to guide its members of the Board, Senior Management and other employees with respect to standards of conduct expected in areas wherein improper activities could damage the Company's reputation and otherwise, result in serious adverse consequences.
- 1.2 The Company has developed a Code of Conduct (the "Code") to provide guidance on identifying situations that could create or have the potential to create legal and ethical problems; and subsequently provide direction in handling actual and potential conflicts of interest between their personal and professional relationships. The purpose of this policy is to establish required standards of conduct and applicable practices in a comprehensive statement.
- 1.3 The Company shall operate in full compliance with all the applicable laws of Pakistan. The conduct of the employees shall conform to the requirements of all the applicable laws and policies, rules and regulations of Pakistan.
- 1.4 Compliance with all the applicable laws, rules and regulations of Pakistan shall not eliminate the need to observe the corporate culture with a focus on ethics in their activities.
- 1.5 It is important to avoid even the likelihood of any illegal or unethical behavior towards other employees. The employees shall behave in a manner that promotes the trust of other employees and general public at large and all conduct shall be well above the minimum standards of required by law.

2. Responsibility

- 2.1 The Board of Directors are responsible to ensure that organization as a whole abide by the code of conduct of the company.
- 2.2 The HR department shall be responsible to maintain the Code and ethics statement signed by all the employees at the time of hiring and subsequently, in each calendar year, indicating their understanding and engagement with the Code.
- 2.3 The Head of HR shall have overall responsibility for implementing and updating the Code, adopting all relevant laws and regulations in place. He/she shall also be responsible for responding to the queries, providing clarifications and taking appropriate action in case of non-compliance with the Code.

- 2.4 All heads of departments shall be responsible for ensuring that the employees under their control conform to the specific terms and conditions of the Code, in letter and spirit.
- 2.5 Every employee shall be accountable to the Company for executing his duties in a manner that conforms to the specific terms and conditions of the Code and satisfies its intent.
- 2.6 The Company shall not condone the activities of employees who achieve results through violation of the law or unethical business dealings. This includes inter alia any payments for illegal acts, indirect contributions, rebates, and bribery.

3. Policy

- 3.1 Any question or uncertainty posed by the employees regarding the Code or interpretation of any legal requirements shall be addressed to the Head of HR, who shall review the question and clarify the position to the employee, and who, if necessary, shall seek appropriate legal advice. The Code provides guidance regarding the following areas:

Conflict of interest;

Improper personal
benefits;

Financial interests in other businesses;

Institutional opportunities;

Outside employment or activities;

Protection and proper use of IPAK

Assets; Full, fair and accurate disclosure
of facts; Workplace harassment;

Sexual harassment

Weapons, workplace violence, swearing, drugs, alcohol and
gambling; Non-Smoking offices;

Loans and other credit facilities from financial
institutions; Responding to inquiries from the press
and others; Confidentiality;

Compliance with laws and the
Code; Rights created;

Disclosures of interest, affiliation or
activity; Whistle-blower protection; and
Sanction.

3.1.1 Conflicts of Interest

- a) A conflict of interest shall occur when personal interests of an employee interfere, or appears to interfere in any way, with the interests of the Company. Conflicts of interest may also arise when an employee takes action or has interest, or a member of the employee's family has interest, that may make it difficult for the employee to perform his/her duties objectively and effectively at the workplace. Employees must act with great care to avoid such conflict, at all times.
- b) If the employee becomes aware of an actual, potential or apparent conflict of interest, he/she shall immediately bring it to the attention of their Head of Department by submitting a Conflict-of-Interest application.

3.1.2 Improper personal benefits

An employee shall not solicit or accept, directly or indirectly, any cash or monetary equivalents, objects of value or preferential treatment from any person or business that has or is seeking business with the Company, where doing so may influence or appear to influence an employee's judgment.

3.1.3 Financial interests in other businesses

An employee shall not have an interest in any other business if that interest compromises or appears to compromise an employee's impartiality and threatens compliance with the Company's principles at large.

3.1.4 Outside employment or activities

Simultaneous employment with or serving as a consultant to or director or an employee (with or without consideration) of any other entity is strictly prohibited.

3.1.5 Protection and Proper use of IPAK Assets

An employee shall be expected to protect the Company's assets and ensure their efficient use, at all times. All Company assets shall be used for legitimate purposes, but incidental personal use may be permitted, if ancillary to the purpose of the Company. An employee shall also be prohibited from making any improper use of the property such as funds, software, e-mail systems, voice mail systems, computer networks, vehicles and facilities for personal benefit or profit.

3.1.6 Full, Fair and Accurate Disclosure of facts

The Company is committed in providing full, fair, accurate and timely disclosure in the reports, documents and communications filed with the regulatory authorities. Although certain

personnel are more directly involved in the preparation of such reports, documents and communications than others; nevertheless, the Company expects all of its employees to accept this responsibility.

Accordingly, all employees shall have an ethical responsibility to provide prompt, complete and accurate information in response to any inquiry related to preparation of the Company's public disclosure documents and public communications. Additionally, in order to ensure accurate financial reporting, the personnel who participate in the maintenance and preparation of the Company's books, records and accounts must ensure that the transactions and events recorded therein, are done so in an accurate and complete manner, in compliance with the required accounting principles and policies of the Company.

3.1.7 Workplace Harassment

The Company is committed in cultivating a diverse work environment where individual differences are appreciated and respected.

The Company is committed in maintaining a safe and healthy work environment and takes all necessary health and safety precautions consistent with the current medical knowledge. Accordingly, employees shall not refuse to work with or cooperate with or withhold services from or otherwise harass or isolate a co-worker because of a known or suspected disability or disease, or because of a co-worker's association with a person with a disability or disease.

Accordingly, any form of harassment based on an individual's race, colour, sex, religion, national origin, age, or disability is a violation of this Code and shall be treated as a disciplinary matter.

3.1.8 Sexual Harassment

- a) The Company strongly condemns and prohibits any behavior on the part of its employees which constitutes any form of sexual misconduct, including sexual harassment, sexual exploitation, and sexual violence towards any other staff member, client, beneficiary or other individual participating in the Company's activity. A report of sexual misconduct subsequently, resulting in retaliation on part of any member of the Company is strictly prohibited and shall not be tolerated; sexual misconduct and/or retaliation of any kind shall result in termination of the employment. For the purposes of this Code, the employees shall include permanent employees, field staff or temporary contractual employees. The Company is committed in providing a work environment that is free from discrimination and unlawful harassment. Actions, words, jokes, or comments based on an individual's sex, race, ethnicity, age, religion,

or any other characteristics regulated under law of Pakistan shall not be acceptable.

- b) The Company is fully complacent with "The Protection against Harassment of Women at the Workplace Act, 2010" and "The Protection against Harassment of Women at the Workplace Rules, 2013". "The Code of Conduct for Protection against Harassment of Women at the Workplace," as provided under the Act is annexed herewith as mentioned in the Schedule to this Code. All provisions of the said Act along with the Rules or Regulations made thereunder, shall be enforceable in the Company.

3.1.9 Weapons, Workplace Violence, Drugs, Alcohol and Gambling

The Company staff shall not possess or use weapons of any kind, ammunition, gunpowder, fireworks, explosives, and other dangerous articles and substances in the Company premises. Individuals employed as contract security guards may be given authorization to carry, keep and handle firearms and ammunition.

Specific classification of employees may be required to utilize dangerous articles or hazardous material to carry out their job requirements. Each department is responsible for monitoring the use of dangerous articles or hazardous materials in its areas.

3.1.10 Non-Smoking offices

Exposure to second hand smoke increases the risk of lung cancer, heart disease and other serious illnesses. Ventilation or separating smokers from non-smokers within the same airspace does not completely prevent potentially dangerous exposure. Smoking causes discomfort and potential damage to the health of both; the smoker as well as non-smokers. Smoking may also present a safety hazard in terms of fire or explosion.

This process has been developed to protect all employees and visitors from exposure to second hand smoke and also prevent any accidents on account of fire.

It is the right of all individual(s) whether they wish to smoke or not, however the Company reserves the right to determine the area(s) where smoking may be permitted, particularly in relation to its own employees, whilst at the workplace. The Company is committed in making its buildings completely smoking-free for the protection of its staff and visitors. Specifically, smoking is not permitted in any office building or within 5 meters of the entrance to the premises and open windows.

As with any other request for time off, an employee wishing to take a break from work to smoke must agree the same with his/ her line manager. Managers shall decide what is reasonable and operationally viable and may request that employees make up the time.

Employees are not allowed to smoke inside the cars; whether private or company-owned; parked inside the premises of the Company or when driving within the site perimeters. Employees travelling in their own cars (outside the Company premises) with other employees on official business shall not smoke, unless they have agreed it with their colleagues.

Managers/ supervisors are responsible for ensuring the implementation and maintenance of this Code. 'No-smoking' signs shall be clearly displayed at the entrances to and within the premises, and in all smoke-free vehicles of the Company. Failure to conform to the requirements of the Code by smoking in office premises or refusing to stop when requested shall constitute a disciplinary offence on behalf of the staff. At the first instance, a breach of the Code shall be dealt with an oral warning from the Head of HR, and a second infringement may result in formal disciplinary action.

3.1.11 Loans and other Credit Facilities from Financial Institutions

Any loan and/or credit facility obtained on the basis of false representations by the employee shall be deemed to be a violation of the Code.

3.1.12 Responding to Inquiries from the Press and Others

Only authorized spokespersons shall speak with the press as the Company representatives. Requests for information about the Company from the media, the financial community, or the public shall be referred to the Head of HR. Requests for information from regulators or the government shall be referred to the Company Secretary.

3.1.13 Confidentiality

The confidential information shall include all non-public information, correspondences, documents, papers, records, drawings and data. Furthermore, employees are prohibited to share salary & other benefits information with anyone failing which, strict disciplinary action will be taken against the offender which includes but not limited to, withholding promotion/ increment, demotion and termination of services.

The employees shall maintain the confidentiality of information entrusted to them or which comes to employee's knowledge because of the position that the employee holds. An employee shall disclose confidential information, only if the employee is duly authorized by the Company or is legally mandated to do so. Prior to making a disclosure of any confidential information which is legally mandated, an employee shall be required to consult with the Head of HR. An employee shall not make or keep for personal use, copies of any confidential information. All confidential information shall be surrendered to the Company when a person ceases to be

an employee.

This responsibility continues in the case of ex-employees and the Company shall pursue all available legal remedies to prevent current and former employees from benefiting or misusing such confidential information.

3.1.14 Compliance with laws and the Code

An employee shall be expected to comply, in both letter and spirit, with all applicable federal and provincial laws, rules and regulations along with the Code, and he/ she is to promptly report any actual or suspected violations to the HR Department. No one shall be subjected to retaliation for reporting a suspected violation. If an employee fails to comply with the Code or any applicable laws, rules or regulations, the employee shall be subject to disciplinary actions under the rules of the Company, including termination of employment.

To avoid inadvertent violations, an employee shall be encouraged to ask questions to resolve any uncertainty as to whether or not some act or conduct complies with the Code. To encourage open communication, employees are advised to discuss the related matters with the Head of HR.

3.1.15 Rights Created

The Code shall be a statement of certain fundamental principles, policies and procedures that govern the Company employees.

3.1.16 Disclosures of interest, affiliation or activity

The following procedures shall be established to allow disclosure of any material interest, affiliation, or activity on the part of any employee that conflicts with, is likely to conflict with, or may appear to conflict with the duties of any employee, the Company, or the Code.

On an annual basis, the HR department shall distribute to all staff members, a questionnaire to elicit disclosures of conflict or possible conflicts. The Human Resources department shall distribute to each newly hired employee, at the time of employment, a questionnaire to elicit disclosure of conflicts or possible conflicts. Any employee who, in the course of year, becomes aware of a potential conflict shall immediately contact the Head of HR to obtain and complete the questionnaire. All completed questionnaires shall be returned to the Head of HR, who shall prepare a report for determination of any act that indicates a possible conflict.

All information reported by questionnaire shall be treated as confidential, except to the extent necessary for the protection of the Company interest or as required by any applicable law. Employees not subject to the disclosure procedures, as represented by completion of

questionnaire, shall not be excluded from the Code. On an annual basis, the HR department shall distribute to every employee, the Code and a memo stating that the Code was previously signed by the employee and is still in full force and effect. The HR department shall obtain a signed Code from each new hired employee at the time of employment.

3.1.17 Sanction

Any breach of the requirement and procedure of the Company's Code shall expose the employee to disciplinary action, including termination of employment.

3.1.18 Integrity

Integrity on the job means;

Treating staff fairly;

Comply with all laws, rules, regulations and policies that govern the conduct of the Company business, wherever that business is performed.

Ensure that all transactions are handled honestly and recorded accurately.

Avoid conflicts of interest, both real and perceived.

Not to use the Company's assets, information, or relationships for personal gain.

Refrain from any acts of retribution or retaliation against an employee who has properly reported a business conduct issue or question.

Respect the right of every employee to a fair treatment and an equal opportunity, free from harassment.

Conduct all business dealings with honesty and fairness.

4. Policy Custodianship & Audit

4.1 Policy audit will be conducted by Head of HR at least once a year.

4.2 Head of HR will be the custodian of this policy and any clarities pertaining to this policy will be fetched from him while he will be the final authority in translating this policy.

Schedule

CODE OF CONDUCT FOR PROTECTION AGAINST HARASSMENT OF WOMEN AT THE WORKPLACE

Whereas it is expedient to make the Code of Conduct at the Workplace etc. to provide protection and safety to women against harassment it is hereby provided as under:

The Code provides a guideline for behavior of all employees, including management, and the owners of an organization to ensure a work environment free of harassment and intimidation; "Harassment" means any unwelcome sexual advance, request for sexual favors or other verbal or written communication or physical conduct of a sexual nature, or sexually demeaning attitudes, causing interference with work performance or creating an intimidating, hostile or offensive work environment, or the attempt to punish the complainant for refusal to comply to such a request or is made a condition for employment;

The above is unacceptable behavior in the organization and at the workplace, including in any interaction or situation that is linked to official work or official activity outside the office.

Explanation:

There are three significant manifestations of harassment in the work environment:

(a) Abuse of authority

A demand by a person in authority, such as a supervisor, for sexual favors in order for the complainant to keep or obtain certain job benefits, be it a wage increase, a promotion, training opportunity, a transfer or the job itself.

(b) Creating a hostile environment

Any unwelcome sexual advance, request for sexual favors or other verbal or physical conduct of a sexual nature, which interferes with an individual's work performance or creates an intimidating, hostile, abusive or offensive work environment.

The typical "hostile environment" claim, in general, requires finding of a pattern of offensive conduct, however, in cases where the harassment is particularly severe, such as in cases involving physical contact, a single offensive incident will constitute a violation.

(c) Retaliation

The refusal to grant a sexual favor can result in retaliation, which may include limiting the employee's options for future promotions or training, distorting the evaluation reports, generating gossip against the employee or other ways of limiting access to his/her rights. Such behavior is also a part of the harassment.

An informal approach to resolve a complaint of harassment may be through mediation between the parties involved and by providing advice and counseling on a strictly confidential basis;

A complainant or a staff member designated by the complainant for the purpose may report an incident of harassment informally to her supervisor, or a member of the Inquiry Committee, in which case the supervisor or the Committee member may address the issue at her discretion in the spirit of this Code. The request may be made orally or in writing;

If the case is taken up for investigation at an informal level, a senior manager from the office or the head office will conduct the investigation in a confidential manner. The alleged accused will be approached with the intention of resolving the matter in a confidential manner;

If the incident or the case reported does constitute harassment of a higher degree and the officer or a member reviewing the case feels that it needs to be pursued formally for a disciplinary action, with the consent of the complainant, the case can be taken as a formal complaint;

A complainant does not necessarily have to take a complaint of harassment through the informal channel. She can launch a formal complaint at any time;

The complainant may make formal complaint through her incharge, supervisor, CBA nominee or worker's representative, as the case may be, or directly to any member of the Inquiry Committee. The Committee member approached is obligated to initiate the process of investigation. The supervisor shall facilitate the process and is obligated not to cover up or obstruct the inquiry; Assistance in the inquiry procedure can be sought from any member of the organization who should be contacted to assist in such a case;

The employer shall do its best to temporarily make adjustments so that the accused and the complainant do not have to interact for official purposes during the investigation period. This would include temporarily changing the office, in case both sit in one office, or taking away any extra charge over and above their contract which may give one party excessive powers over the other's job conditions. The employer can also decide to send the accused on leave, or suspend the accused in accordance with the applicable procedures for dealing with the cases of misconduct, if required;

Retaliation from either party should be strictly monitored. During the process of the investigation work, evaluation, daily duties, reporting structure and any parallel inquiries initiated should be strictly monitored to avoid any retaliation from either side;

The harassment usually occurs between colleagues when they are alone, therefore usually it is difficult to produce evidence. It is strongly recommended that staff should report an offensive

behavior immediately to someone they trust, even if they do not wish to make a formal complaint at the time. Although not reporting immediately shall not affect the merits of the case; and

The Code lays down the minimum standards of behavior regarding protection of women from harassment at workplace etc. but will not affect any better arrangement that an organization may have developed nor will it bar the grant of protection that employees working in an institute may secure from their employers through negotiation.