
Pakistan Revenue Automation (Private) Limited

Code of Conduct
Policy

BOD PRAL

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“This Code of Conduct is intended to establish and clarify the standards for behavior in PRAL. However, no Code of Conduct can cover all situations you may encounter. Thus, you need to utilize the following principles where specific rules cannot be established:

- Decisions made, and actions taken, by you must be consistent with company values and company

objectives.

- PRAL is focused on delivering long-term value to its employees, shareholders and society. It is expected that you will do what is right to support the long-term goals of the company.
- PRAL competes to win, but only within the framework of integrity, transparency and compliance with all applicable laws and regulations.
- If you are ever in doubt about a decision, it should be escalated to a higher level of management for broader consideration.
- Should you ever see a deviation from the above principles, it is expected that you will utilize appropriate channels to report the violation.

I. INTRODUCTION

This Code of Conduct (“Code”) helps maintain the standards of business conduct of Pakistan Revenue Automation Private Limited and ensures compliance with legal requirements.

This Code is designed to deter wrongdoing and promote, among other things, (a) honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships, (b) full, fair, accurate, timely and understandable disclosure in reports and documents we file with or submit to the SECP and in our other public communications, (c) compliance with applicable laws, rules and regulations, (d) promote the protection of Company assets, including corporate opportunities and confidential information, (e) promote fair dealing practices, (f) the prompt internal reporting of violations of this Code, and (g) accountability for adherence to this Code. All officers, employees and trainees of the Company are expected to read and understand this Code, uphold these standards in day-to-day activities, comply with all applicable policies and procedures, and ensure that all agents, contractors, representatives, consultants, or other third parties working on behalf of the Company (collectively referred to as “third party agents”) are aware of, understand and adhere to these standards.

Since the principles described in this Code are general in nature and the Code does not cover every situation that may arise, please use common sense and good judgment in applying this Code.

Nothing in this Code, or in any company policy and procedures or in other related communications (verbal or written) shall constitute and shall not be construed to constitute a contract of employment for a definite term or a guarantee of confirmed employment.

Upon determination that there has been a violation of this Code, the Company will take appropriate action against any person whose actions are found to violate this policy or any other policies of the Company.

The Company is committed to continuously reviewing and updating its policies and procedures. Therefore, the Company reserves the right to amend, alter or terminate this Code at any time and for any reason, subject to applicable law.

a. **Compliance is everyone’s business**

Ethical business conduct is critical to our business and it is your responsibility to respect and adhere to these practices. Many of these practices reflect legal or regulatory requirements. Violations of these laws and regulations can create significant liability for you, the Company, its managers, officers, and other employees. You should be alert to possible violations and report them in the manner set forth under the relevant section of this Code.

No adverse action will be taken against anyone for complaining about, reporting, participating or assisting in the investigation of a suspected violation of this Code, unless the allegation made or information provided is found to be willfully and intentionally false. To the maximum extent possible, the Company will maintain utmost confidentiality in respect of all the complaints received by it.

II. YOUR RESPONSIBILITIES TO THE COMPANY

a. GENERAL STANDARDS OF CONDUCT

The Company expects you to exercise good judgment to ensure the safety and welfare of PRAL and to maintain a cooperative, efficient, positive, harmonious and productive work environment and business conduct.

b. Honest Conduct

Company expects that you will act in accordance with the highest standards of personal and professional integrity, honesty, while working on the Company's premises, at offsite locations where the Company's business is being conducted, or at any other place where you are representing the Company.

Company considers that honest conduct to be conduct that is free from fraud or deception, in conformance with accepted professional standards of conduct and compliance with all applicable laws.

c. Equal Opportunity Workplace Free of Discrimination or Harassment

The Company is committed to providing a work environment free of discrimination and harassment. The Company is an equal opportunity employer and makes employment decisions based on merit and business needs. The Company policy prohibits harassment of any kind, including harassment based on pregnancy, childbirth or related medical conditions, race, religious creed, color, sex, gender identity, national origin or ancestry, physical or mental disability, medical condition, marital status, age or any other basis protected by law or ordinance or regulation. All such harassment is unlawful.

The Company believes in equal work opportunities for all employees and does not condone favoritism or the appearance of favoritism at the workplace. If you believe that you have been discriminated against, harassed or not given equal opportunities at work or if you believe you have been sexually harassed, submit a complaint to your supervisor or the Human Resources Department or see them as soon as possible after the incident.

d. Safety at the Workplace

The safety of people at the workplace is a primary concern of the Company. Each of us must comply with all applicable health and safety policies. We are subject to compliance with all local laws to help maintain secure and healthy work surroundings.

e. Dress Code

Since each of us is a representative of the Company, we must pay attention to personal grooming and adhere to the recommended dress code as formulated by Board of Management. Employees are expected to dress neatly and in a manner consistent with the nature of the work performed.

f. Drug, Alcohol and Weapons Abuse

To meet our responsibilities to employees, customers and investors, the Company must maintain a healthy and productive work environment. Intoxicants are illegal under Pakistani laws. Substance abuse, or selling, distributing, possessing, using or being under the influence of illegal drugs and alcohol is absolutely prohibited.

The possession and/or use of weapons/firearms or ammunition on Company premises or while conducting the business of the Company is strictly prohibited. Possession of a weapon can be authorized only for security personnel when this possession is determined necessary to secure the safety and security of Company's staff and employees.

III. FINANCIAL REPORTING AND ACCOUNTING REQUIREMENTS; GOVERNMENTAL RELATIONS

a. Financial Reporting and Accounting Requirements

As a private company, we are required to follow accounting principles and standards, to report financial information accurately and completely in accordance with these principles and standards, and to have appropriate internal controls and procedures to ensure that our accounting and financial reporting complies with applicable law. The integrity of our financial transactions and records is critical to the operation of our business and is a key factor in maintaining the confidence and trust of our employees, and other stakeholders.

b. Compliance with Rules, Controls and Procedures

It is important that all transactions are properly recorded, classified and summarized in our financial statements, books and records in accordance with our policies, controls and procedures, as well as all generally accepted accounting principles, standards, laws, rules and regulations for accounting and financial reporting. The Company's periodic reports and other documents filed with the SECP, including all financial statements and other financial information, must comply with applicable SECP rules.

c. Accuracy of Records and Reports

It is important that those who rely on records and reports—managers and other decision makers, creditors, customers and auditors—have complete, accurate and timely information. False, misleading or incomplete information undermines the company's ability to make good decisions about resources, employees and programs and may, in some cases, result in violations of law. Anyone involved in preparing financial or accounting records or reports, including financial statements and schedules, must be diligent in assuring that those records and reports are complete, accurate and timely. Anyone representing or certifying as to the accuracy of such records and reports should make an inquiry or review adequate to establish a good faith belief in their accuracy.

Even if you are not directly involved in financial reporting or accounting, you are likely involved with financial records or reports of some kind—a voucher, time sheet, invoice or expense report. In addition, most employees have involvement with administrative activities, or performance evaluations, which can affect our reported financial condition or results. Therefore, the Company expects you, regardless of whether you are otherwise required to be familiar with finance or accounting matters, to use all reasonable efforts to ensure that every business record or report with which you deal is accurate, complete and reliable.

d. Intentional Misconduct

You may not intentionally misrepresent the Company's financial performance or otherwise intentionally compromise the integrity of the Company's reports, records, policies and procedures. For example, you may not:

- report information or enter information in the Company's books, records or reports that fraudulently or intentionally hides, misrepresents or disguises the true nature of any financial or non-financial transaction or result;
- establish any undisclosed or unrecorded fund, account, asset or liability for any improper purpose;
- enter into any transaction or agreement that accelerates, postpones or otherwise manipulates the accurate and timely recording of revenues or expenses;
- intentionally misclassify transactions as to accounts, business units or accounting periods; or
- Knowingly assist others in any of the above.

e. Dealing with Auditors

Company's auditors have a duty to review our records in a fair and accurate manner. You are expected to cooperate with independent and internal auditors in good faith and in accordance with law. In addition, you must not fraudulently induce or influence, coerce, manipulate or mislead our independent or internal auditors regarding financial records, processes, controls or procedures or other matters relevant to their engagement.

f. Disclosure to the Regulators and the Public

Our policy is to provide full, fair, accurate, timely, and clear disclosures in reports and documents that we file with, or submit to the SECP. Accordingly, you must ensure that you comply with our disclosure controls and procedures, and our internal control over financial reporting.

g. Expense Claims

Personal expense will not be reimbursed by the Company. To know the individual business expenditure limit, please refer to the applicable policies given in PRAL Rules 2014.

h. Fair Dealings

You must deal fairly with the Company's customers, suppliers, partners, service providers, competitors, employees and anyone else with whom you have contact in the course of performing your job. You may not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of facts or any other unfair dealing practice.

i. Government Contracts

It is the Company's policy to comply fully with all applicable laws and regulations that apply to government contracting. It is also necessary to adhere to all terms and conditions of any contract with local, federal or other applicable governments compulsorily. The Company's Legal Department must review and approve all contracts including those with any government entity.

IV. Protecting the Company's Confidential Information & Data

The Company's information is a valuable asset. The Company's confidential information includes product architectures; source codes; product plans and road maps; business plans; proprietary and technical information, names and lists of customers, dealers, and employees; financial information and projections; nonpublic information about customers, suppliers and others; and much of its internal data. This information is the property of the Company and may be protected by. All confidential information must be used for Company business purposes only. Every officer, employee must safeguard it. This responsibility includes, not disclosing the Company confidential information such as information regarding the Company's services or business or data in any manner including over the internet.

V. Use of Company's Assets and Corporate Opportunities

Protecting the Company's assets is a key responsibility of every employee of the company. Care should be taken to ensure that assets are efficiently used and are not misappropriated, loaned to others, or sold or donated, without appropriate authorization. You are responsible for the proper use of Company assets, and must safeguard such assets against loss, damage, misuse or theft. Persons who violate any aspect of this policy or who demonstrate poor judgment in the manner in which they use any Company asset may be subject to disciplinary action. Company equipment and assets are to be used for Company business purposes only. You must not use Company assets for personal use, nor may they allow any other person to use Company assets. Any suspected incident of fraud or theft should be reported for investigation immediately to HR representative.

a. Physical Access Control

The Company has and will continue to develop procedures covering physical access control to ensure privacy of communications, maintenance of the security of the Company communication equipment, and safeguard Company assets from theft, misuse and destruction. You are personally responsible for complying with the level of access control that has been implemented in the facility where you work on a permanent or temporary basis. You must not defeat or cause to be defeated the purpose for which the access control was implemented.

b. Computers and Other Equipment

The Company strives to furnish employees with the equipment necessary to perform their duties efficiently and effectively. You must use the equipment responsibly and use it only for Company business purposes. If you use Company equipment at your home or off site, take precautions to protect it from theft or damage, just as if it were your own. Prior to leaving the services of the Company, you must immediately return all Company equipment. While computers and other electronic devices are made accessible to employees to assist them to perform their jobs and to promote the Company's interests, all such computers and electronic devices, must remain fully accessible to the Company and, to the maximum extent permitted by law, will remain the sole and exclusive property of the Company.

c. Use of Electronic Communication

Employees must utilize electronic communication devices in a legal, ethical, and appropriate manner. This policy addresses the Company's responsibilities and concerns regarding the fair and proper use of all electronic communications devices within the organization, including computers, e-mail, connections to the Internet, intranet and extranet and any other public or private networks, voice mail, video conferencing, facsimiles, and telephones. Posting or discussing information concerning the Company's services or business on the Internet is prohibited. Any other form of electronic communication used by employees currently or in the future is also intended to be encompassed under this policy. It is not possible to identify every standard and rule applicable to the use of electronic communications devices. Employees are therefore encouraged to use sound judgment whenever using any feature of our communications systems.

d. Corporate Opportunities

You owe a duty to the Company to advance its interests when the opportunity arises. You are prohibited from taking for yourself personally (or for the benefit of friends or family members) opportunities that are discovered through the use of Company assets, property, information or position. In addition, you may not compete with the Company.

VI. Maintaining and Managing Records

The purpose of this policy is to set forth and convey the Company's business and legal requirements in managing records, including all recorded information regardless of the medium or its characteristics. Records include paper documents, CDs, computer hard disks, email, or all other media. The Company is required by local, federal, and other applicable laws, rules and regulations to retain certain records and to follow specific guidelines in managing its records.

VII. RESPONSIBILITIES TO OUR CUSTOMERS AND OUR SUPPLIERS

a. Customer Relationships

If your job requires interfacing or contacting any Company customers or potential customers, it is critical to remember that you represent the Company to the people with whom you are dealing. Act in a manner that creates value for our customers and help build a relationship based upon trust. The Company and its employees have provided services for many years and have built up significant goodwill over the years. This goodwill is one of our most important assets, and you must act to preserve and enhance our reputation.

c. Handling Confidential Information of Others

You should maintain the confidentiality of information entrusted to you by the Company or by its customers/ taxpayers, suppliers or partners, except when disclosure is expressly authorized or legally required. Confidential information includes all non-public information (regardless of its source) that might be of use to the Company's competitors or harmful to the Company or its customers, suppliers or partners if disclosed.

Appropriate Nondisclosure Agreements. Confidential information may take many forms. An oral presentation about a company's product development plans may contain protected trade secrets. A customer list or employee list may be a protected trade secret. A demo of an alpha version of a company's new software may contain information protected by trade secret and copyright laws.

You should never accept information offered by a third party that is represented as confidential, or which appears from the context or circumstances to be confidential, unless an appropriate nondisclosure agreement has been signed with the party offering the information. The Legal Department can provide nondisclosure agreements to fit any particular situation, and will coordinate appropriate execution of such agreements on behalf of the Company. Even after a nondisclosure agreement is in place, you should accept only the information necessary to accomplish the purpose of receiving it, such as a decision on whether to proceed to negotiate a deal. If more detailed or extensive confidential information is offered and it is not necessary, for your immediate purposes, it should be refused.

Need-to-Know. Once a third party's confidential information has been disclosed to the Company, we have an obligation to abide by the terms of the relevant nondisclosure agreement and limit its use to the specific purpose for which it was disclosed and to disseminate it only to other Company employees with a need to know the information. Every officer, employee and third party agent involved in a potential business relationship with a third party must understand and strictly observe the restrictions on the use and handling of confidential information.

Notes and Reports. When reviewing the confidential information of a third party under a nondisclosure agreement, it is natural to take notes or prepare reports summarizing the results of the review and, based partly on those notes or reports, to draw conclusions about the suitability of a business relationship. Notes or reports, however, can include confidential information disclosed by the other party and so should be retained only long enough to complete the evaluation of the potential business relationship.

Competitive Information. You should never attempt to obtain a competitor's confidential information by improper means, and you should especially never contact a competitor regarding their confidential information. While the Company may, and does, employ former employees of competitors, we recognize and respect the obligations of those employees not to use or disclose the confidential information of their former employers.

VIII. DISCIPLINARY ACTIONS

The matters covered in this Code are of the utmost importance to the Company its business partners, and are essential to the Company's ability to conduct its business in accordance with its stated values. The Company must ensure prompt and consistent action against violations of this Code. We expect all of our officers, employees and third party agents to adhere to these rules in carrying out their duties for the Company.

IX. MODIFICATIONS

Company is committed to continuously reviewing and updating our policies and procedures based, in part, on our periodic assessment of the Company's risks. Therefore, this Code will be periodically revised and is subject to modification. Any amendment or waiver of any provision of this Code must be approved in writing by the Company's Board and promptly disclosed on the Company's website and in applicable regulatory filings pursuant to applicable laws and regulations, together with details about the nature of the amendment or waiver.