

CORPORATE CUBER PRIVATE LIMITED

**Code of Conduct
&
Ethic Code**

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Message from CEO

Corporate Cuber (Pvt.) Ltd. has simultaneously been doing diversified businesses across the globe. Therefore, it is significantly essential that we focus on our relationship with our valued clientele, employees, suppliers of goods and services, financial institutions, communities, competitors, government, regulators and other stakeholders.

This Code of Conduct highlights some of the core values and ethics that help define us as a responsible business.

Being a highly responsible corporate citizen, I strongly encourage the employees/directors to read, understand and, most importantly, conduct your actions in line with our Code, and seek help whenever facing a legal, compliance or ethical dilemma.

Your commitment is needed in this regard to maintain the moral, ethical and law-abiding heritage that has been so important to us.

Introduction

Purpose and Scope

To have formal code of conduct in place that promotes ethical culture in the company and prevents conflict of interest in their capacity as member of the board, senior management and other employees.

The purpose of this Statement of Business Conduct and Ethics Code (the Code) to which Corporate Cuber Private Limited (the Company) is committed, is to maintain the highest standards of conduct and ethics. The Company's objective is to getting results consistent with its values.

The board shall be responsible for disseminating code of conduct throughout the company along with supporting policies and procedures and these shall be put on the company's website.

This Code of Conduct (hereafter referred to as “Code”) aims to provide a frame of reference, to the Directors and Employees of the Company, for seeking guidance in all actions.

Applicability

The Code has been formulated and approved by the Board and is to be strictly observed by the Directors, Senior Management and other employees of the Company for the governance of good corporate practices. Any issue relating to the interpretation of the Code will be handled by the Board.

The Company Secretary of the Company is appointed as the Compliance Officer under the Code and will be available to answer any questions, provide clarification and to help in ensuring compliance with the Code.

Any violation of the Code could result in disciplinary action, including termination of employment or criminal prosecution or both.

Definitions

Word or Phrase	Explanation
BoD	Board of Directors of Corporate Cuber (Pvt.) Ltd.
CEO	Chief Executive Officer of CCPL
Employees	All employees of CCPL
Senior Management	officers/personnel of the Company who are members of the core management team excluding the Board of Directors and shall comprise all members of management one level below the executive directors, including all functional heads of CCPL
Director	a member of the Board of CCPL
The Company or CCPL	Corporate Cuber Private Limited
Code of Corporate Governance	Principles of Corporate Governance for Non-Listed Companies, 2016)

Statement of Business Conduct and Ethics Code

Policy Statement

We respect the law, support universal human rights, protect the environment and benefit the communities where we work. The Code is to be complied with by all the directors, employees and other stakeholders of the Company.

Values of the (Company) are Integrity, Trust, Diversity, Protecting people & environment and Compliance with laws.

The Code provides guidelines about the business conduct and ethics in various situations that our directors / employees might encounter on the job. However, it cannot address every possible workplace situation.

Ethical Decision Making

The Code helps us understand how the Company's values are put into practice every day. Everyone who is required to comply with the Code will read through whole of the document. General guidelines may include using good judgment and avoiding even the appearance of improper behavior. If ever in doubt about an action whether it is compliant with / is consistent with the guidelines of the Code, ask yourself: Is it consistent with the Code? Is it ethical? Is it legal? If it were made public, would I be comfortable? If the answer is "No" to any of these questions, don't do it. If you are still uncertain, ask for guidance. You can seek help from HR, Company Secretary or the Management.

Prologue

Corporate Cuber (Pvt.) Ltd. (“CCPL” or the “Company”), being a Private Limited Company, is committed to meet highest standards of Code of Conduct. This Code of Conduct (“Code”) helps in ensuring our compliance with standards of business conduct & ethics and also with regulatory requirements. This code shall be read in conjunction with applicable regulations & existing policies & procedures of the Company.

The objective is to put in place standards against which employees can measure their activities and take ‘ownership of their actions’.

Guiding Principle

Every employee of the Company to whom the Code is applicable, shall conduct the affairs of the Company and perform his/her duties with diligence, integrity, honesty and dignity and shall conform to the highest moral and ethical standards and at all time, exhibit loyalty to the Company and act in the best interest of the Company.

Directors

All Directors of the Company are expected to fulfill the following, including the duties and responsibilities delegated by applicable laws, articles of association of the Company and provisions of the Code.

- must be truthful, in good faith and honest to fellow directors;
- give individual loyalty and exercise power for benefit of the Company;
- exhibit prudence and objectivity;
- dedicate sufficient time and attention to the deliberations at the meetings to ensure diligent performance of their duties;
- exercise the skill required from the person with their knowledge and experience;
- inform the chairman of the Board/Committee or the Company Secretary of the Company well in advance in case he is not in a position to attend a Board/committee meeting and apply for the grant of leave of absence;
- shall carry out its fiduciary duties with a sense of objective judgment and in good faith in the best interests of the company and its stakeholders.

Compliance with Laws, Rules and Regulations

Directors/employees are bound by the law to comply with all the rules and regulations applicable to the Company and its employees with the highest principles of integrity, truthfulness, objectivity and honor. All employees shall acquire appropriate knowledge of the requirements relating to his/her duties sufficient to enable him to recognize potential non-compliance issues and to know when to seek advice from the relevant department on specific Company policies and procedures.

Directors/employees shall neither use their position to engage in unfair, deceptive or misleading practices nor shall they offer, promise or provide anything to a customer or supplier in exchange for an inappropriate advantage for himself/herself or even for the Company.

No payment or transaction shall be made or instructed to be made, without approval of authorized Personnel of the Company if the consequence of that transaction or payment would be the violation of any law in force.

Conflict of Interest

CCPL and its employees shall avoid Conflict of Interest at all costs. If a Conflict of Interest situation arises, the employee must immediately disclose it to the Head of Department or Human Resource Department so that matter can be handled timely and in a professional manner.

It is always expected from every director/employee to act in the best interests of the Company this means that business decisions should be made free from any conflict of interest. They should also appear impartial. Decisions must be made on sound business reasoning.

Directors and employees — and their close relatives – must never:

- Compete against the Company.
- Use their position or influence to secure an improper benefit for themselves or others.
- Use Company information, assets or resources for their personal gain or for the unauthorized benefit of others.
- Take advantage of inside information.
- It is also a conflict of interest for a director or employee to give or receive gifts or cash in any amount to or from people or companies doing or seeking to do business with the Company. Therefore, we must not:
 - Accept fees or honoraria in exchange for services provided on behalf of the Company.
 - Provide or accept gifts or entertainment from anyone doing or seeking business with the Company or any of its affiliates. Generally, modest forms of gifts and entertainment (Like souvenirs of the company or magazines and lunch/dinner in connection while performing their duties to the company) received from vendors are acceptable and do not create conflict of interest. Consult with HR Department to learn about the guidelines.

Conflict of Interest: A conflict of interest occurs when personal interest or interest of the third party compete with the interest of Company.

Confidentiality

CCPL and its employees must maintain the confidentiality of sensitive information relating to the Company which comes to their knowledge in the course of the discharge of their functions and any other confidential information about the Company that comes to them, from whatever source, except when such disclosure is authorized or legally mandated. No employee shall provide any confidential or sensitive information either formally or informally, to third parties, press or any other publicity media, unless specifically authorized to do so.

All copies of correspondence, electronic data, documents, paper & records and list of clients or customers shall be surrendered to the company when any employee leaves the Company's employment or is no longer affiliated or connected with the Company.

In case a third party or joint venture firm shares any confidential information, the information will be treated with agreed upon confidentiality agreement.

Directors/employees shall not use or disclose the Company's trade secrets, proprietary information, or any other confidential information gained in the performance of duty.

Every employee must be cautious and discreet when using information categorized as "classified" or "confidential-restricted access." Such information should be shared only with the Company's employees who have a legitimate "need to know." Outside parties should have access to such information only if they are under binding confidentiality agreements and have a "need to know."

Similarly, when handling sensitive information that has been entrusted to our Company by others, we must always treat it with the maximum care. Doing so, it can protect the Company from potential liability.

We must also comply with all laws, regulations and contractual commitments regarding the valid and enforceable intellectual property rights of third parties, including patents, copyrights, trade secrets and other proprietary information.

If anyone has a question about the use of patented or proprietary information, including computer software of third parties, he/she should contact Legal Department. In order to use copyright material such as articles, charts, maps, films and music, permission must be obtained from the copyright owner.

Confidential information: All information that is not shared or not yet shared with public. It includes any information related to the Company business, customers, suppliers, employees etc.

Honesty, Integrity, Accountability and Ethical Conduct

CCPL and its employees shall act in accordance with the highest standards of integrity, honesty, accountability and ethical conduct while working for the Company as well when representing the Company. The employees must avoid dishonesty in property, assets, financial reporting, third party interaction etc.

The Directors and Senior Management shall encourage employees of the Company to report violations of laws, rules, regulations or this Code to the appropriate personnel. Honest conduct means conduct that is free from fraud or deception.

Directors / employees are bound by the law to comply with all the rules and regulations applicable to the Company and its employees with the highest principles of integrity, honesty, truthfulness, objectivity and honor.

Directors/employees shall neither use their position to engage in unfair, deceptive or misleading practices nor shall they offer, promise or provide anything to a customer or supplier in exchange for an inappropriate advantage for himself or even for the Company.

Any person representing the Company to the third parties shall not allow himself/herself to be placed in a position in which an actual or apparent conflict of interest exists.

No employee should indulge himself in any fraudulent activity. If he believes and finds anyone engaged in a fraudulent activity he should inform about it to his seniors and Head of Department.

Company Property

CCPL and its employees shall make efficient use of property, both tangible and intangible assets, and shall protect from theft, misuse, fraud and destruction. Beyond certain permitted limit, the Company has the right to inspect the details.

The Directors and Senior Management shall act like a trustee for the Company and responsible for safe custody and accountable for its use. The Directors and Senior Management shall not use these assets/property except as specifically authorized and that too only for the purpose of Company business.

Business Transactions

CCPL and its employees shall not derive, directly or through intermediaries, any undue personal benefit or advantage by virtue of his/her position or relationship with the Company. Nor they shall offer any such advantage or give preferential treatment in return. The employees must also act carefully to avoid even suspicion of an attempt or action.

As a general rule, the Management shall avoid conducting Company business with a relative, or with a business in which a relative is associated in any significant role. Any dealings with a related party must be conducted in such a way that no preferential treatment is given and adequate disclosures are made as required by law and as per the applicable policies of the Company.

All transactions which fall under the definition of "Related Party Transactions" shall be dealt in accordance with "Related party transactions" Policy.

Insider Trading

It is illegal for Director / employee and their spouses to purchase or sell securities / share of the Company if there have any non-public information concerning the company. If anybody engages in insider trading than he/she will face disciplinary actions including significant civil and criminal penalties.

Gifts & Benefits

CCPL and its Employees shall not offer, give or accept gifts from persons or entities dealing with the Company, where any such gift is perceived as intended directly or indirectly, to influence any business decision or transaction.

The Company shall not accept or permit any member of his/her family or any other person acting on his/her

behalf to accept any gift from vendor, dealer, contractor, suppliers and anyone having business dealings with the Company.

The Directors and Senior Management shall also not accept gifts from persons or firms who deal with the Company, or are seeking to deal with the Company, where the gift is being made in order to influence the director's actions as a member of the Board, or where acceptance of the gift could create the appearance of a conflict of interest.

Harassment and Inclusion

CCPL is committed to provide and maintain a work environment that respects and uphold principles of personal dignity, privacy, inclusion and rights of every employee. Employees are responsible for understanding, abiding and upholding the commitment. Therefore employees must not discriminate on the basis of origin, nationality, religion or perceived religious affiliation, disability, race, gender, age. Employees can share their queries and concerns with the Human Resource Department or Head of Department in case of breach.

Outside Engagements and Activities

The employees shall not engage in activities if the activities will create Conflict of Interest or if they create risks for reputation of the organization. When in doubt about the scope of activity, employees' shall consult **Human Resource or Senior Management**.

Families and Relatives

The relatives and close family members of employees may be hired only if they fulfill certain criteria as mentioned in employees hiring policy. It certainly confirms that there must not be any direct or indirect relationship between the employee and his/her functional/administrative line manager.

The principles of fair employment will apply to all aspects of employment.

Business Interest

If any employee intend to invest in any customer, supplier, vendor or competitor of the organization, he must ensure that the investment do not compromise the responsibilities in the organization. They shall not compete with the Company, nor shall they take personal advantage of business opportunities that they discover during the course of their employment, unless the Company expressly waives its interest in pursuing such opportunity.

If employees want to pursue business opportunities that might be of interest to the Company, they shall make a disclosure to the Chief Executive Officer before making such an investment and obtains a 'pre-approval'/'no objection' from the Company. Certain factors define the extent of conflict that are, size and nature of the investment, the personnel ability to influence the Company's decisions, access to confidential information of the Company and the nature of relationship between both Companies.

Reporting and Fair Dealing

All employees shall act in accordance with the highest standards of integrity, honesty, fairness and ethical conduct while working for the Company. All employees have a responsibility to respect fair competition. All customers, suppliers and vendors will be dealt fairly. Integrity and ethical conduct includes handling of actual or apparent conflicts of interest between personal and professional relationships.

Directors/Employees are responsible for accurate reporting to the SECP, FBR, SRB and other regulatory bodies. Employees shall also maintain constructive relationship with regulators and Comply with all applicable laws, rules and regulations.

Compliance and Breach of the Code

Every person to whom the Code is applicable are responsible for understanding and complying with the Code of conduct and all applicable laws, rules, regulations and relevant policies. They shall also comply with the various policies, guidelines and codes formulated by the Company in compliance with the Listing Regulations and other applicable provisions.

It is the responsibility of each director/employee to comply with this code. Failure to do so will result in appropriate disciplinary action, including possible warning issuance, suspension, and termination of employment, legal action and reimbursement to the Company for any losses or damages resulting from such violation. Compliance also includes the responsibility to promptly report any apparent violation of the provisions of this code.

Directors/employees shall not make, recommend or cause to be taken any action known or believed to be in violation of any law, regulation or corporate policy.

Directors/employees shall not make, recommend or cause to be made any expenditure of funds known or believed to be in violation of any law, regulation or corporate policy.

Child Labour

Child labor refers to a type and intensity of work that hampers children's access to education, damages their physical and/or psychological health and their development within their families, and deprives them of their childhood or their self-respect. Therefore, employees need to adhere to the following:

- Adheres to the legal minimum age requirements.
- Moreover, the Company shall not employ under the age of 18 years
- Senior Management Personnel shall be responsible for making the Company's standards with regard to child labor known to key suppliers and contractors.

Forced Labour

The Company will under no circumstances make use of forced labor. Azgard9 will only employ employees who are working of their own free will. No employee is required to lodge deposits and no individual will be deprived of identity papers upon commencing employment with the company. Senior Management Personnel are responsible for making the company standards with regard to forced labor known to key suppliers and contractors.

Employee Training Program

The Company will offer competitive packages to the deserving candidates. The Company strongly believes in personnel development and employee-training programs are arranged regularly.

Safety Policy

The Company is highly concerned with the safety of both employees and non-employees on its premises and maintains standard operating procedures in case of emergencies. All the employees must follow these procedures and are required to inform their seniors in case of any mishap.

Work Environment

All employees are to be treated with respect. The Company is highly committed to providing its employees and directors with a safe, healthy and open work environment, free from harassment, intimidation, or personal behavior not conducive to a productive work climate. In response the Company expects consummate employee allegiance to the Company and due diligence in his job.

The Company also encourages constructive reasonable criticism by the employees of the management and its policies. Such an atmosphere can only be encouraged in an environment free from any prospects of retaliation due to the expression of honest opinion.

Communication

All communications, whether internal or external, should be accurate, forthright and where ever required, confidential. The Company is committed to conduct business in an open and honest anner and provide open communication channels that encourage candid dialogue relative to employee concerns. The Company strongly believes in a clean desk policy, and expects its employees to adhere to it not only for neatness but also security purposes.

Grievance Procedure

CCPL will monitor and timely respond to Code violations seriously. A thorough investigation shall be done, with full confidentiality, in case of a breach reported. The Company's management shall be responsible for conducting and managing Code investigations. The Employee, under investigation, will have an opportunity to be heard prior to any final decision.

Dissemination of Code

The Company shall take appropriate measures to disseminate the Code in accordance with the requirement of Code of Corporate Governance. The Company will take appropriate action against the employee in case of failure to comply. Disciplinary actions may include immediate termination of employment or business relationship at the Company's sole discretion.

Waivers and Amendments

Any waiver of any provision of this Code for a member of the Company's Board of Directors or a Senior Management Personnel must be approved in writing by the Company's Board of Directors and appropriately disclosed. Based on the business requirements and applicable regulations the Code may be amended by the Board of Directors from time to time.

Records and Internal Controls

The Company shall maintain accounting records and its records with transparent manner and must be prepared accurately and honestly and fairly both by our accountants who prepare records of transactions and by any of us who contribute to the creation of business records.

The Company's books and records must be prepared accurately and honestly, both by our accountants who prepare records of transactions and by any of us who contribute to the creation of business records.

The Company shall maintain accounting records and issue financial statements as required by the local laws to ensure transparency of information on the Company's financial performance.

Reliable internal controls are critical for security of Company's assets, proper, complete and accurate accounting and financial reporting. Everyone must understand the internal controls relevant to his/her position and follow the policies and procedures related to those controls. Everyone is encouraged to talk to their managers or supervisors immediately if ever in a doubt that a control is not adequately detecting or preventing inaccuracy, waste or fraud.

Audits performed by internal and external auditors help ensure compliance with established policies, procedures and controls. Audits also help identify potential weaknesses so these may be fixed promptly. Everyone is required to cooperate fully with internal and external auditors. This means always providing clear and truthful information and cooperating fully during the audit process.

Engaging in any scheme to defraud anyone — of money, property or honest services — violates Company's policy and carries severe penalties. These consequences apply to all dishonest or fraudulent activities, including misusing or stealing assets. The Company relies on its internal controls and the personal integrity of all its directors, employees and contractors to protect assets against damage, theft and other unauthorized use.

Stakeholders

Every business unit or section of the Company shall follow policies and procedures which are consistent with the Code while dealing with different stakeholders.

1. Customers

- a) Treat customers fairly and honestly.
- b) Provide high standards of service and quality products
- c) Operate effective complaint processes to deal with situations where these standards are challenged.
- d) Aim to provide and promote a range of products and services that meet customer requirements and needs.
- e) Maintain the confidentiality of customer information, except where the law requires/permits disclosure, or the customer has given prior written consent.

2. Employees

- a) The Company has maintained a suitable working environment that provides appropriate training, transparent career growth opportunities and competitive remuneration packages including benefits which are also in compliance with the employment related laws and regulations of Pakistan as well as other relevant countries.
- b) It is ensured that all the values and standards required by our business practices are communicated to each employee.
- c) Provide a clean, healthy and safe work environment, stressing the obligation on all employees to take every reasonable precaution to avoid injury to themselves, colleagues and members of the public.
- d) Provide appropriate facilities to fulfill the needs of special employees
- e) The Company follows the laws that prohibit discrimination in employment practices. It is Company's policy to provide equal employment opportunities and to treat applicants and employees without bias. It is our policy that no one is ever subject to discrimination on the basis of:
 - Race
 - Religion
 - Color
 - National origin
 - Age
 - Sex
 - Disability
 - Personal/Political preference

3. Suppliers of Goods and Services

- a) Encourage dealing with those suppliers/vendors who operate with values and standards similar to those of the Company.
- b) Work together with suppliers/vendors following the laws and policies to improve all aspects of performance.
- c) Agree terms of payment when orders for goods and services are placed and pay in accordance with those terms.
- d) No one shall engage in unfair, deceptive or misleading practices including receiving or demanding of any favors or benefits from a supplier as an advantage for him to win a bid or contract.

4. Communities

- a) Contribute to the social and economic well being of communities connected to the places of business of the Company.
- b) Encourage employees to participate in projects and initiatives for the welfare of these communities.

- c) Work and plan operations of business to minimize adverse environmental impact.

5. Competitors

- a) Conduct business in accordance with the Code and compete vigorously but honestly.
- b) Avoid disclosing any confidential information except as required by the law.
- c) The Company competes fairly and complies with all applicable competition laws wherever the Company operates. These laws often are complex, and vary considerably from country to country. Penalties for violation can be severe. Therefore, directors/employees should seek legal advice.

6. Governments and Regulators

- a) Comply with all applicable laws, rules and regulations under which the Company operates.
- b) Maintain a constructive and open relationship with regulators to foster mutual trust, respect and understanding.

Salient Features of Ethic Code

- All the employees, other than those who are authorized, cannot carry any weapon whether on or off duty if they are using premises, vehicle or any other property of the Company.
- Employees should ensure that all assets of the Company must be used for the benefit of the Company. They are required to exercise best of their abilities and judgment to put the assets of the company for efficient use and benefit of the Company.
- All the employees of the Company are required to use computer and information technology system of the Company according to the Company information technology policy and guidelines.
- An employee should be mentally and physically fit when he is on work. He should not use any drugs. Even if he is using any prescribed medicine which might affect his performance at work he should inform about it to his senior.
- An employee should have contact information of his senior and inform him if he is not able to report on work.
- All the employees are required to promote culture of environmental protection among employees, customers, suppliers, public authorities and communities. They must use the Company's facilities and processes in an environmentally sustainable way.
- Employees must restrain themselves from any form of violence at the Company premises otherwise he will be terminated from his job.