NOON SUGAR MILLS LIMITED

CODE OF CONDUCT

Human Resource Department

Revised Version 1.0

VISION

Our vision is to transform Noon Sugar Mills (NSML) into a modern and dynamic organization so that all our constituents feel proud to be associated with. By subscribing to best ethical business practices, NSML endeavors to focus towards the well being of its stakeholders, the most important of which are its, workforce and the agricultural community of the area.

MISSION

NSML is committed to continue its efforts to optimize its resources through latest and innovative technology, highly charged and motivated staff and good corporate governance. NSML aims to maintain its rich tradition of high yield and handsome returns to its shareholders for their continued investments in this Organization.

GOAL

The goal of NSML is to achieve and maintain Key Leadership Position in Competitive Sugar Industry of Pakistan and the region.

CORE VALUES

NSML believes in the core values of Loyalty, Integrity, Teamwork, Responsibility and Excellence.

VALUE STATEMENT

NSML consistently aims to strive for excellence through teamwork based on professional integrity and loyalty.

Introduction

Noon Sugar Mills Limited ("NSML") is reputed as one of Pakistan's oldest and the most valued business entities with a vision that transcends geographical as well as corporate boundaries. Since inception, the business practices of NSML have been governed by principles of integrity, honesty, fair dealing and compliance with all applicable laws. NSML Directors and Employees have upheld the rich traditions of following the law of the land, commitment to protect interests of shareholders and a friendly public projection.

This Code of Conduct specifies and helps the continued implementation of the corporate principles by establishing certain non-negotiable minimum standards of behavior in key areas.

Objective

The code is promulgated with an objective to implement best corporate governance practices and procedures. It has been designed to provide a frame of reference to measure all activities of all spheres of people associated with NSML. The Senior Management, Directors on Board of NSML and all Employees should seek guidance from this present document when they may be in doubt regarding the proper course of action in a given situation because it is the ultimate responsibility of each employee to "do the right thing".

Directors, Employees and Agents should always be guided by the following basic principles:

– Avoid any conduct that could damage or risk NSML or its reputation
– Put the Company's interests ahead of personal or other interests
– To prevent misconduct during execution of duties
– To ensure compliance with prevailing laws
– To encourage honest and moral behaviors
– Act legally and honestly

For the purposes of this Code, references to "employees" include employees, associates agents, contractual workers of NSML and its subsidiaries.

Applicable Scope

This code is designed as a fundamental policy for the company to conduct its business with honesty, integrity and in accordance with the highest professional, ethical and legal standards. It is applicable on members of the Board of Directors, Senior Management, Employees, Agents and Contractual workforce of NSML.

This code defines acceptable and unacceptable behaviors, providing guidance to all in specific situations that may arise and foster a culture of honesty, accountability and high standards of personal and professional integrity.

Specific Guidelines for Management, Directors and Employees

1. Confidentiality and Disclosure of Information

Information obtained at work should be considered confidential unless it is freely and publically available. Any employee must not keep or make copies of correspondence, documents, list of clients/customers without prior approval of the Head of department. All such material shall be surrendered to the NSML at the time of leaving the company. Disclosing confidential information to third parties (required under the law i.e. to the auditors etc) is subject to management's approval and a non-disclosure agreement.

2. Conflict of Interests

Management, Directors and Employees are expected to act in the Company's best interest by making their decisions and actions purely on the professional requirements. Personal relationships or benefits should not impact employees' judgment or lead to any activity resulting in a conflict of interest.

3. Corporate Opportunities

Management, Directors and Employees are prohibited from taking personal opportunities related to the company's business, using company's property, information or position for personal gain or competing with the company for business opportunities as applicable under the provisions of Code of Corporate Governance.

4. Trading in Company Shares

Certain restrictions/ reporting requirements apply to trading by Directors in company shares. Directors will make sure that they remain compliant with these statutory requirements. Any transaction in the shares of the company must be disclosed properly and promptly.

5. Compliance with Laws, Rules and Regulations

NSML Management, Directors and Employees are bound to comply with all applicable local and state laws and regulations which must never be compromised. Additionally, employees shall adhere to the internal rules and regulations as they are applied in a given situation. These internal rules are specific to NSML and may go beyond what is required by the law, including Companies Act 2017, Listing Regulations of the Stock Exchanges and Insider Trading laws.

6. Encouraging Reporting of Possible Illegal or Unethical Behavior

NSML Management should take steps to ensure that the company promotes ethical behavior, encourages employees to communicate with supervisors, managers and other appropriate personnel when in doubt about the best course of action in a particular situation. The Management shall encourage employees to report violation of laws, rules, regulations, company policies and procedures or code of conduct to appropriate personnel and inform them that NSML will not allow any retaliation of any sorts for reports made in good faith.

7. Honesty, Integrity and Fair Dealing

NSML Management, Directors and Employees must act honestly and fairly and should exhibit high ethical standards in dealing with all stakeholders of the company.

8. Bribes and Commercial Payments

An employee must not give or receive bribes or other payments, which are intended to influence a business decision, compromise independent judgment nor any employee, should give money to obtain business for the company or receive money for giving company business to an outside agency.

9. Agreements with Agents, Representatives or Consultants

Agreements with agents, representatives or consultants should state clearly the services to be performed, the amount to be paid and other relevant terms and conditions.

10. Relations and Dealings with Suppliers, Consultants, Agents, Intermediaries and Other Third Parties

NSML relations and dealings with suppliers, consultants, agents, intermediaries and other third parties should at all times be such that NSML's integrity and reputation is not damaged, if details of the relationship or dealings were to become public knowledge.

11. Use of Physical Assets, Electronic, Printed and IT Media's

Equipments, Materials, Information Technology Medium's, Stationary and Other Physical Assets of NSML must be handled with care and not to be misused under any condition. NSML employees will take all possible steps to ensure the safety and security of these assets under all conditions. They will be utilized for NSML's business purposes alone with due authorization.

12. Proper Recording of Funds, Assets, Receipts and Disbursements

All funds, assets, receipts and disbursements must be properly recorded in the Books of NSML.

13. Health, Safety & Environment Policy

Every employee at work must take reasonable care for the health and safety of him/ herself and others, including visitors, who may be affected by his/ her acts or omissions at work and cooperate in the company's efforts to protect the environment.

14. Political Contribution

No funds or assets of the company may be contributed to any political party or organization or individual who either holds public office or is a candidate for public office except where such contribution is permitted by law.

15. Other Employment, Outside Interests, Civic Activities

NSML does not allow its employees to take any part-time and/ or full-time second employment during employees' engagement with the company resulting in conflict of interest.

16. Family Connections and Employment of Relatives

Any dealing/s between staff and outside organizations in which they have a direct, indirect or family connection must be fully disclosed to the management.

17. Gifts, Meals and Entertainment

Employees shall not be influenced by receiving favors nor shall they try to improperly influence others by providing favors'. Accepting gifts, meals, entertainment offers and monetary advantages that might place an employee under obligation is prohibited. Employee must politely but firmly decline any such offer and explain that in accordance with the company's instructions, they are unable to accept the offer.

18. Alcohol and Drugs

Alcohol in any form and the use of all forms of drugs is prohibited at all locations.

19. Gambling

All forms of organized gambling or betting in the premises of NSML are strictly forbidden.

20. Rumor & Gossiping Mongering

Rumor mongering, persuasive allegations, accusations and exaggerations with the purpose of negatively influencing and manipulating the minds and emotions of fellow employees are strictly prohibited.

21. Harassment

It is the company's policy to promote productive work environment and not to tolerate verbal or physical conduct by any employee that harasses, disrupts or interferes with another's work performance, creates an intimidating, humiliating, offensive or hostile environment.

22. Grievance Handling

NSML strives to provide a fair and impartial process to its employees and ensures timely resolution of their grievance.

23. Child Labor

Child labor is strictly prohibited under existing local and international laws. Therefore, NSML has ensured effective compliance in this regard and strictly prohibits it.

24. General Discipline

Every employee must adhere to the company's rules of service and make sure that he/ she is familiar with them.

25. Reporting Violations/ Disciplinary Actions

Any violation of this code shall be promptly reported to the Human Ethics and Compliance Committee by any employee having knowledge thereof or reasonable belief that such a violation has occurred.

Whistle Blowing Policy

In order to enhance good governance and transparency, NSML management intends to introduce a Whistle Blowing Policy. The policy provides an avenue to employees and vendors to raise concerns and report legal and ethical issues like fraud, corruption or any other unlawful conduct or dangers to the public or environment. However, NSML will keep the identity of the whistle blower confidential.

Specific examples of circumstances where a Whistle Blower can raise concerns could include but shall not be limited to:

- Over-invoicing, demanding, seeking or acceptance of kick-backs, payment for goods or services not supplied or rendered and any act of fraud, bribery and corruption
- Forgery of company documents and financial instruments like cheques and securities
- Theft or misappropriation of company’s funds and property;
- Conflicts of interest and abuse of office
- Disclosure of business secrets and other confidential company information obtained during the course of employment
- Usage of confidential information to obtain a personal reward or advantage
- Compromising the interests of NSML in dealings with vendors or contractors, consultants or suppliers
- Misuse of NSML property
- Misuse of authority
- Discrimination towards any staff member, customers or any stakeholders on the grounds of sex, race or nationality; and
- Engaging in illegal or unlawful acts.

Business Conduct Declaration & Undertaking

UNDERTAKING

As applicable to my work responsibilities:

1. I will deal honestly and ethically with Noon Sugar and on Noon Sugar's behalf in all matters.
2. I will avoid actual or apparent conflicts with Noon Sugar's interests.
3. I will advance Noon Sugar's business interests when the opportunity to do so arises.
4. I will ensure the accuracy and integrity of Noon Sugar's books, records and accounts.
5. I will protect the confidential information of Noon Sugar, its customers, suppliers and others which I receive in the course of conducting Noon Sugar business.
6. I will ensure that, in all reports and documents and other public communications made by Noon Sugar, the disclosures are full, fair, accurate, timely and understandable.
7. I will comply with all Noon Sugar standards, policies and procedures applicable to my work responsibilities.
8. I will comply with all laws, rules and regulations applicable to my work responsibilities.
9. I will protect Noon Sugar's assets, and promote their efficient and legitimate business use.
10. I will protect the health and safety of Noon Sugar employees.
11. I will use Noon Sugar's Electronic media for legitimate business purposes.

I certify that I have received, read, understood and will abide by this Code of Conduct.

Signature

Name