

Code of Conduct

A. POLICY

All of us at Roshan Packages Limited are the committed to building and maintaining a reputation of conducting our business based on the highest standards of business ethics.

B. REGULATIONS

1. Our Commitment

We are committed to following the highest ethical, moral and legal standards while conducting our business activities. All our actions shall be based on honesty and in full compliance with all the applicable laws and regulations. We also believe in treating our employees with the same principles. In order to maintain and enhance our reputation for integrity in our business, it is important for all of us to adhere to the highest moral, ethical and legal standards.

2. Confidentiality

As part of the job, employee may have access to confidential information about the Company's business, plans and operations, trade secrets including its customers, suppliers and competitors. Additionally, during the course of the job, employees may gain access to information about transactions with other companies or receive confidential information about companies. Employees may not disclose such confidential information to others or use such information for their own or someone else's benefit. Such information may only be disclosed within the Company to other employees on a business need-to-know basis or outside the Company in accordance with established corporate procedures, which may include confidentiality agreements when appropriate. These obligations apply to all employees both during and subsequent to their employment with the Company.

3. Use of Company Assets

Employees are not authorized to use the Company Assets for their personal or others benefit. The assets of the Company are much more than its physical assets (plant, machinery) or supplies and stores (inventory, office supplies, furniture etc..) or company funds. The assets of the Company in addition to its trademarks and goods will also include its technology, business strategies, financial data and information about the business. The assets of the Company are to be used solely for the benefit of the Company and for legitimate business purposes.

4. Electronic Communication & Technology

- a. The use of all electronic communication and technology assets including computer systems of the Company is restricted solely for conducting the company business. Any personal use of these systems and technology assets for personal business, playing electronic or video games, storing personal files, or any other inappropriate use may result in disciplinary action, up to and including termination from employment.
- b. All computer programs and software are owned and licensed to the Company and may not be used or copied for personal use or for any non-company business purpose. Employees are prohibited from installing any unauthorized software onto computers owned by the Company.
- c. All electronic equipment provided for an employee's use, such as desktop computers laptops, fax machines, memory devices, and cellular phones, must be promptly returned to the company when such equipment is no longer required or immediately upon the employee's departure from the Company. All equipment must be returned in good condition. Any damage beyond reasonable wear and tear shall be the financial responsibility of the employee.
- d. Employees may not use Company's voice mail, electronic mail, and desktop computers, fax machines or the Internet in any way that may be seen as insulting, disruptive, or offensive by other persons. Examples of forbidden transmissions include sexually explicit messages, cartoons, or jokes; unwelcome propositions or love letters; ethnic or racial slurs; or any other message or file that can be construed to be unlawful discrimination or harassment of others based on their race, color, national origin, religion, age, sex, sexual orientation, marital status, physical or mental disability or any other characteristic protected by state, federal or local law.

5. Conflict of Interest

Employees should avoid the following situations:

- a. Ownership in concerns with which the Company competes or with which it does business.
- b. Buying, leasing or selling property from or to the company
- c. Accepting payments, services or loans from, or to, persons or concerns dealing with the company
- d. Using the position in the Company to influence decision making to conduct business with a business owned by the employee, his/her family or friends.
- e. Using the position in the Company to hire family members or friends including Consultants.

- f. Buy or sell Company shares if you are in possession of material non-public information about the Company.
- g. Not to buy or sell Company shares during the blackout periods designated by the Company.

6. Outside Directorship

Employees are sometimes invited to serve on the Board of Directors of for-profit organizations that are not part of the Company structure. Such directorships may provide benefits to the Company under certain circumstances such as broadened perspective, knowledge of significant issues or deepen an individual's understanding of financial or other business disciplines. However, no employee should accept such offers of Directorship without prior written permission from the Company.

7. Gifts

- a. Employees or their immediate family members may not accept offer or receive gifts.
- b. A gift is anything of value (good or services as well as money) given as a mark of friendship or appreciation.
- c. Gifts of more than nominal value may be accepted if protocol, courtesy or other special circumstances exists however, all such gifts must be reported to the departmental head or human resources department for determination whether the gift can be kept by the employee or returned or whether should more appropriately become Company property.

8. Safety, Health and Environment

- a. The Company is committed to providing a safe and healthy workplace to its employees and to visitors. The Company is equally committed to preventing deterioration of the environment and minimizing the impact of its operations.
- b. We each have a responsibility to abide by safe operating procedures, to guard our own and our fellow employees' health, to maintain and neutralize pollution control systems, and to follow safe and sanitary procedure for disposition of industrial and hazardous waste materials.

9. Competition

Employees are advised not to enter into discussions or arrangements with competitors or suppliers that would violate applicable laws on competition. For example, pricing of product must never be discussed with competitors either directly or through third parties.

10. Dealing with Each Other

- a. All employees are expected to treat all people with respect, courtesy and honesty.
- b. Employees must respect the dignity, rights and views of others, including different values, beliefs, cultures and religions.
- c. Employees should promote teamwork as an essential part of the workplace including acknowledgement of the contributions of others as well as assisting them whenever required.

11. Implementation

a. Employees:

- I. This Code of Conduct outlines the way we want to treat others, as well as the way we want to be treated.
- II. Any failure to adhere to the provisions of this Code of Conduct shall result in disciplinary action, up to and including termination of employment.

b. Managers:

All Managers are responsible for ensuring that the provisions of this Code of conduct are used to guide the actions of employees under their respective supervision.

c. Board of Directors:

- I. The Board of directors of the Company believes that management is conducting its business in accordance with the provisions of this Code of Conduct.
- II. The Board upon notification of willful violations of this Code of Conduct shall assure that violations will be addressed and that proper corrective action is taken.
- III. The Board will further see that measures are put in place to prevent recurrence of violations.

12. Violations

- a. All employees are expected to report violations of this Code of conduct. Such violations of this Code or any other inappropriate activity in the workplace may be reported to any member of the management, or more specifically to the Head of Human Resources and the Chief Executive Officer of the Company.
- b. All employees who report violations of this Code of Conduct are assured that no employee shall suffer demotion, penalty or any other adverse consequence for their act of reporting a violation.
- c. All reported incidents/allegations shall be properly investigated by the Human Resources Department in collaboration with the Internal Audit

Department. A properly documented record of all reported incidents/allegations together with its associated investigations and finding shall be maintained. Based on the findings the Internal Audit department shall make recommendations for appropriate action to the Chief Executive Officer of the Company.

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