

CODE OF CONDUCT FOR EMPLOYEES OF THE COMPANY

Ethics Policy

Consistent with its mission, Ahmad Hassan Textile Mills Limited herein after 'AHTML' has established a standard of the professional ability, personal integrity, and cultural sensitivity for all its staff and consultants.

AHTML's Code of Ethics is designed to serve as a set of ethical and legal principles to provide guidance regarding decisions and judgments that AHTML's staff and consultants are constantly being asked to make. It represents the principles upon which AHTML was established and that continue to govern its operations. When further clarification is needed, staff should consult the Accounts / Finance / Operations Manager.

Contracting and Procurement

AHTML believes that its interest and the interests of its clients are best served by fair and open competition in contracting and procurement. Employees should consult applicable law, and Govt. guidelines on soliciting competitive bids when procuring goods and services. For interpretation of these guidelines or specific advice on contracting and procurement, employees should consult with the Accounting and Financial Procedures Manual. All expenditures and purchases are governed by AHTML's Financial and Accounting Procedures Manual. AHTML will provide an **annual** orientation to financial and accounting procedures to all staff to ensure that all staff is aware of AHTML's policies as well as local and govt. guidelines.

Fairness in Contracting

The extent of an institution's involvement in and level of effort on a particular project should be clearly stated in the contract agreement signed with AHTML. AHTML staff should endeavor to ensure that:

- 1) The level of effort and role specified for the contractor is adhered to;
- 2) The contractor's name is mentioned on appropriate reports, publications, and other public documents;
- 3) Proprietary information received from the contractor is kept confidential; and
- 4) Resumes of contractor staff and consultants are not used without the contractor's permission.

Plagiarism and Misconduct

Misconduct means any practices that deviate from those commonly accepted by the academic and scientific communities in pursuing and publishing research and reporting on activities. These practices include falsifying or fabricating data or results, plagiarism, and any similar practices. It does not include honest errors of differences in interpreting data or research results. In producing, creating, or writing AHTML documents, staff may not use or incorporate content from other documents without crediting the sources and/or obtaining permission, as

appropriate. AHTML expects all employees to adhere to the highest standards of conduct in these areas. Any alleged or suspected misconducts should be reported directly to the Chief Executive, along with supporting documentation.

Obeying Local Laws and Traditions

It is AHTML's policy to fully comply with local laws, Govt. regulations, and accepted good business practices. An infraction of laws and regulations may be cause for dismissal of the employee.

Conflicts of Interest

All AHTML employees should maintain fairness, ethics, and personal integrity in all matters and avoid doing anything which is either illegal or unethical. AHTML staff must refrain from participating, or giving the appearance of participating, in any activity that compromises their ability to render fair, impartial judgments on behalf of AHTML's clients as well as in the development of new business opportunities. AHTML staff and consultants are also duty bound by local law and Govt. regulations concerning individual and organizational conflicts of interest.

All staff and Directors of AHTML Company will strive to avoid any conflict of interest between the interests of the Company on the one hand, and personal, professional, and business interests on the other. This includes avoiding actual conflicts of interest as well as the perception of conflicts of interest.

The purpose of this policy is to protect the integrity of the Company's decision-making process, to enable stakeholders to have confidence in the Company's integrity, and to protect the integrity and reputation of staff and Directors.

It is the responsibility to conduct employment matters in a manner that avoids not only conflicts of interest, but also any appearance of a conflict of interest. Conflicts of interest may arise in: hiring employees; their employment in more than one capacity; outside employment or activities engaged in by employees; and the award of contracts to employees. This policy is intended to promote avoidance of conflicts of interest and the appearance there of that arise through the employment in the same governmental unit of people who share certain familial or other close relationships. The primary goal is to avoid instances in which the hiring process or any term or condition of employment is inappropriately influenced by such familial or other relationships, or the perception among members of the public or other employees of such impropriety.

Vendors and Service Providers

AHTML staff are cautioned against the direct use of vendors and service providers that employ their spouses and/or members of their immediate family (including relatives by marriage). While AHTML may use such vendors and service providers (after a competitive bidding process, where applicable), the following steps should be taken to avoid even the appearance of impropriety. First, AHTML staff should immediately bring the situation to the attention of their senior and the Chief Executive, before their consideration as a potential bidder for the award of a contract or purchase of a commodity. The senior and Chief Executive may determine that such a vendor or service provider is eligible for AHTML contracts or services. Second, the affected staff member may not be involved in the selection process, in supervising the delivery of goods or services, or in approving or disbursing payments.

Inducement to Clients or Suppliers

In accordance with local law as well as Govt. regulations and accepted good business practices, no employee is authorized to offer, or give the impression of offering, an inducement (monetary or otherwise) to any current or potential client or other official for the purpose of obtaining proprietary information or influencing their judgments on future contract awards. No offer or suggestion to provide employment or consultancies will be made to such an official. In addition, AHTML will not, and employees or consultants of AHTML shall not, offer or make any payment, or even suggest a bribe be paid to obtain a contract or "favor" from a potential client or any stakeholder. Engaging, or seeming to engage, in such activities will result in disciplinary action and/or termination of the employee. AHTML's staff should immediately report any evidence of such activities to their senior and the Chief Executive.

Similarly, employees are prohibited from paying, or offering to pay, any fees or commissions to consultants or other organization staff to obtain proprietary information or to otherwise assist in any inappropriate manner in obtaining a contract or grant award. AHTML staff should immediately report any evidence of such activities to the Chief Executive. Any such act which is substantiated will result in immediate termination of employment with AHTML employment. Any instances in which an employee is approached or asked to pay a bribe must be reported immediately to the Chief Executive.

Gifts and Meals

Gifts of any kind or meals are not allowed. However, social invitations that are in keeping with good business ethics do not obligate AHTML, the recipient or an employee of AHTML.

It is in conflict with AHTML's interests for any employee or member of his or her immediate family to accept, give, or offer commissions, gifts, payments, services, loans, or promises of future employment or contract to anyone in connection with his or her AHTML assignment.

Fees and Other Payments

Non-organization related director's fees, honoraria for speeches, fees for jury duty, radio and TV appearances, author's royalties and payments for published articles or article reviews, and travel reimbursements may be accepted, provided these payments do not represent activities that interfere with the staff member's responsibilities to AHTML. No salary or consulting fee, however, may be accepted by regular AHTML's staff members for services rendered to other organizations or persons during regular business hours, vacations, or sabbaticals except on behalf of AHTML. AHTML staff are advised to bring any questions they may have on this policy to the attention of the Chief Executive for clarification before accepting a fee, honoraria or other payment.

Disclosure of Information

AHTML staff should exercise discretion in regard to all matters of official business. They may not communicate any information known to them by reason of their position that has not been made public, except as may be necessary in the course of their duties or by authorization of the Chief Executive. Nor shall they at any time use such information to their private advantage. These obligations do not cease upon end of employment from the AHTML. No employee shall disclose information about AHTML development efforts without the permission of the Chief Executive.

Mian Muhammad Parvez
Chief Executive Officer