



Code of Business Conduct and Ethics

BERGER Paints Pakistan Limited

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Introduction

BERGER expects its employees to uphold the highest ethical standards. This Code of Conduct applies to all employees of Berger Paints Pakistan Limited at all levels and at all times and it is expected that they will comply with this Code.

Berger regards any violation of this Code as a serious matter. A breach can put the Company, its employees, and its products or services at substantial risk. Every employee is accountable for his or her own behavior. Anyone who violates this Code of Conduct will be subject to disciplinary action up to and including termination of employment.

Introduction: The Berger BusinessCode of Conduct is the bases of our commitment to integrity. It provides an introduction to important laws and policies that everyone working for or representing Berger must follow. The Code is designed to help each of us understand and follow the basic compliance and integrity rules that apply to our jobs. It helps us determine when to ask for advice, and where to seek it.

Company expectsyou to work smart and make intelligent and rational decisions, which makesa difference in our ability to be successful throughout the world in highly competitive businesses. At the same time, the Company also demands that you, as members of this Company, act in ways that will bring credit to yourselves, your families and your associates.

In addition to strict compliance with legal requirements, all Employees are expected to be guided by the principles of honesty and professionalism in the conduct of the Company's affairs and to comply with the policies contained or referred to, in this Code. No code of business conduct and ethics can replace the thoughtful behavior of Employees. However, such a Code can focus the management on areas of ethical risk, provide guidance to personnel and help them recognize and deal with ethical issues, provide mechanisms to promptly report unethical conduct and help to foster an awareness of the Company's obligations to shareholders, other Employees, customers, vendors and the general public.

Reporting Concerns and Seeking Guidance: If you become aware of any conduct or behavior in violation of this Code by anyone working in Berger or if you have any business ethics question or concern, you are first encouraged to talk to your manager. You can also raise questions and concerns with the Human Resource.

You can also report ethics and compliance concerns or seek guidance by contacting through email (ethics@berger.com.pk). This is an alternative if you are not comfortable contacting your manager or other available company resources or if you feel your concern has not been addressed satisfactorily. All concerns are received by a senior Management Representative and kept confidential, if so desired by you.

Resolving Issues: When an issue is reported, Berger will investigate the same. All employees are required to cooperate fully with internal investigations, including providing information, documents and personal interviews when requested. Failure to cooperate, misleading, lying, destroying or altering records, or failing to respond promptly to requests for information by investigators is grounds for disciplinary action. The Company may report any misconduct to the appropriate authorities, if deemed suitable. When notified of an investigation by outside authorities, we will take prompt action to preserve relevant documents and data, and will ensure appropriate cooperation with government investigators.

In addition to strict compliance with legal requirements, all Employees are expected to be guided by the principles of honesty and professionalism in the conduct of the Company's affairs, and to comply with the policies contained, or referred to, in this Code. This Code is not exhaustive or complete. It is not a rulebook; it serves to refineour common understanding of a collaborative, shared environment and goals. We expect it to be followed in letter and spirit.

Work Environment

Integrity at the Workplace: Berger enjoys an excellent reputation as a company. Our user's trust is our most valuable asset, and we strive to make sure that we continually earn that trust. We act with integrity by acting honestly, by obeying the law, and by treating each other with fairness, dignity and respect.

To maintain the highest degree of integrity in the conduct of the Company's business, each Employee must avoid any activity that creates or appears to create a conflict between the Employee's interest and the interests of the Company. Generally, a "conflict of interest" exists when a person's private interest interferes in any way with the interests of the Company. A conflict situation can arise when an Employee takes actions or has interests that may make it difficult to perform his or her Company work objectively and effectively.

Conflicts of interest are prohibited as a matter of Company policy, except under guidelines approved by the Board of Directors. Conflicts of interest may not always be clear-cut, so in case of a query, employees are encouraged to consult with their manager or HR Department. Any Employee who becomes aware of a conflict or potential conflict should bring it to the attention of a supervisor, manager or other appropriate personnel of management or alternatively send an email to ethics@berger.com.pk.

Equal Opportunity Employment: We are firmly committed to the fair and equitable treatment of all employees and applicants for employment. We judge all applicants and employees by their qualifications, demonstrated skills and achievements without any regard to race, color, gender, sexual orientation, lingual origin, age, religion, disability, veteran status or marital status.

Freedom of Expression: Berger is committed to advancing privacy and freedom of expression for all its employees across Pakistan.

Positive Environment: Berger will not tolerate discrimination or harassment based on race, color, religion, gender, national origin, ethnicity, sex, age, disability or any other characteristic.

We will not tolerate verbal or physical conduct by any employee that harasses another employee or disrupts an employee's work performance or creates an intimidating, offensive, abusive or hostile work environment. We have zero tolerance for such conduct in the work environment. Employees who engage themselves in harassment or inappropriate behavior are subject to disciplinary actions, ranging from informal counseling to discharge from services.

Safety & Security of Employees: We are committed to providing a safe and healthy work environment and preventing accidents. Each of us is accountable for observing the safety and health rules and practices that apply to our job and for taking precautions necessary to protect us and our co-workers, including immediately reporting accidents, injuries, and unsafe practices or conditions.

A safe and secure work environment also means a workplace free from violence. Threats, intimidation and violence have no place at Berger and will not be tolerated. Violence or threats of violence should be immediately reported to HR/Admin Department.

Alcohol & Drugs Abuse: Berger Management expects employees to report to work able to perform their duties free from the influence of Alcohol and illegal drugs, or the abuse of prescribed or over-the-counter drugs. Reporting to work under the influence of any illegal drug or alcohol, improperly using medication, or using, possessing, buying or selling illegal drugs while on the job is strictly forbidden and may result in immediate discharge.

If you suspect any drug or alcohol abuse, report the incident to your manager or HR/Admin Department.

Employee Privacy: Berger maintains employee's personal information which relates to an individual's employment, including compensation, medical and benefit information. In order to run day to day business, this information is provided to related functionaries only on a need-to-know basis. All such personnel who have access to employee's personal data are bound to ensure that the information is not disclosed. Non-compliance to this rule may result in strict disciplinary action.

Protection Against Harassment of Women: Berger has zero tolerance towards harassment of women at work place. We do not tolerate unwelcoming verbal or physical advances towards a female employee. All female employees are encouraged to speak out when a co-worker's conduct makes her uncomfortable. If any team member experiences or observes workplace harassment, the incident should be immediately reported to the concerned Manager or Human Resources Department. Berger takes harassment claims very seriously and hence a committee has been formed to investigate all such cases. Any employee found guilty of such act will face strict disciplinary action, which may result in immediate termination of his services.

Investigation Committee for Harassment of Women cases:

Mr. Zafar Qidwai	Chief Operating Officer
Mr. Faisal Karim	Head of HR
Ms. Shahnaz Zaman	Executive Administration

Professional Conduct

Insider Trading: In the course of our employment with Berger, we may learn information about Berger or other companies that has not been made public. The use of such nonpublic or "inside" information for financial or other benefit is called "insider trading." All Berger employees are prohibited from engaging in insider trading. Failing to do this may subject them to civil and criminal penalties. An employee may not evade these guidelines by acting through anyone else or by giving inside information to others for their use even if employee will not financially benefit from it.

Company Assets: Berger assets, such as equipment, systems, facilities, charge cards and supplies must be used for purposes authorized by management. On departure from Berger for any reason, including retirement, we must return all Company assets and we may not disclose or use proprietary information.

Accurate and auditable records of all Company financial transactions must be maintained in conformity with generally accepted accounting principles. Employees are responsible for safeguarding and preserving Company assets and properties under their control. Employees are also responsible for providing an auditable record of financial transactions related to the use of these assets. No “off-the-books” funds (e.g., side cash funds, reserves or allowances) or transactions that are not documented in the Company’s regular accounting system are permitted. Guidelines are as follows:

1. The use of Company funds or assets for any improper or unlawful purpose is strictly prohibited. Improper purposes include the use of Company time, materials, assets or facilities for purposes not related directly to the Company’s business, or the removal or borrowing of the Company’s property without permission.
2. All assets, liabilities, revenues, expenses and transactions must be accurately reported on the books of the Company, in accordance with the Company’s accounting procedures.
3. No false or misleading entries may be made in the books and records of the Company.
4. No undisclosed or unrecorded fund or asset of the Company may be established or maintained for any purpose.
5. No payment on behalf of the Company may be approved or made with the intention or understanding that any part of such payment is being made for any purpose other than that described in the documents supporting such payment.

Intellectual Property and Confidential Information: During the course of our employment with Berger, we have access to certain trade secrets of the Company. Said trade secrets may consist of business information, like customer lists, pricing data, financial data, marketing plans, methods, processes, manuals, formulae, compositions, systems, techniques, inventions, machines, computer programs and research projects. All employees are bound to protect this information and not to disclose these to irrelevant people, during the job or after leaving the company. On their departure from the company, they are also bound to return all documents and property of the Company, including drawings, blueprints, reports, manuals, correspondence, customer lists, computer programs, formats and all other materials and all copies relating in any way to the Company's business obtained during the course of employment with the Company, except when disclosure is authorized by the Company’s general or outside counsel, or required by laws or regulations.

Conflicts of interest: Berger expects employees to avoid situations that may involve a conflict, or even appearance of a conflict, between our personal interests and Company’s interests. Such conflict may arise if we receive a personal benefit from any outside activity related to our responsibilities at Berger. Conflict of interest may also arise based on the actions of our family members or other people with whom we have relationship. If a current or potential conflict arises, employee is expected to raise the issue immediately to his/her supervisor or HR Department.

Political Contributions: Contributions by the Company to political candidates or political parties are prohibited by law and may not be made. It is Company policy that no contributions may be made at the government or local level. Employees may be involved in civic affairs and participate in political activities. However, employees must recognize that their involvement

and participation must be on an individual basis, on their own time, and at their own expense. Employees may not use any Company facilities, such as supplies, vehicles, telephones, copy machines or Company letterhead in connection with political activities, candidates or parties.

Dealing With Customers

Gifts and Other Business Courtesies: Our relationships with suppliers, customers and others must be based entirely on professional and fair dealing. Business gifts can build goodwill, but they can also make it harder to be objective about the person or company providing them. No gift, favor or entertainment may be solicited, accepted or provided if it will obligate or appear to obligate the person who receives it. It is strictly prohibited for all Berger employees to offer, accept or provide to anyone cash or cash equivalents (for example gift certificates, bank checks, traveler's checks, money orders, loans, stock or stock options).

Giving and Receiving Gifts: Employees may not offer or receive gifts to or from our suppliers, customers or other entities. Exception may be given to inexpensive gift such as flowers or a promotional item having nominal value.

Business Courtesies:With management approval, you may give or accept customary business courtesies, such as meals etc. provided the expenses are reasonable and are not prohibited by law or by either party's standards of conduct.

Exchange of greeting cards and inexpensive sweets on traditional occasions are however considered appropriate.

Privacy of Customers: Berger is committed to protecting all confidential or proprietary information that our customers share with us. Our customers and others must be able to trust that we will only collect, store and use their personal information for defined business purposes and to support and enhance our relationships with them. We will not share our customers' personal information. We will appropriately safeguard our customers' information and comply with internal policies and applicable laws.

Compliance With Law

Berger has a strict policy to comply with all laws and regulations that apply to its business. We are all expected to comply with the laws of relevant market in which we do business and to follow policies, their ethical obligations and this Code.

Where to go for Help

What should you do if you have a question or concern about compliance and integrity?

We work hard to foster an environment of open and honest communication. If you have a concern about a legal, compliance or business conduct issue, you have several options. What

matters most is that you ask the question or raise the concern. Confidentiality will be maintained to the extent possible, given the company's need to investigate and resolve the issue raised and comply with the law. Your manager is usually a good place to start. You can also speak with HR Department or drop a mail to ethics@berger.com.pk

No Retaliation Policy: If you seek advice, raise a concern relating to a potential compliance issue or report suspected misconduct, you are doing the right thing. Berger Management will not tolerate retaliation against you. Anyone engaging in retaliation will be subject to a strict disciplinary action.

I _____ hereby declare that I have read and understood the above code of Business Conduct and Ethics and agree to abide by it during my service with Berger Paints Pakistan Limited.

Employee Signature & Date

Authorized Signature
on behalf of Berger Paints Pakistan Ltd.

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