



# PTCL Business Code of Conduct



# Table of Contents

1. WHY
2. Compliance with Applicable Laws & Regulations
3. Due Diligence
4. Fair Competition
5. Anti-Corruption
6. Anti-Money Laundering
7. Conflict of Interest
8. Political Donations, Charitable Contributions, and Sponsorships
9. Intellectual Property & Confidential Information
10. Insider Information and Trading
11. Global Sanctions and Export Controls
12. Child Labour
13. Fair Treatment
14. Gifts Hospitalities and Entertainment (Business Courtesies)
15. Health Safety and Environment
16. Accurate and Complete Record
17. Speak Up



# 1 — WHY

**Pakistan Telecommunication Company Limited (“PTCL”)** is committed to acting ethically and with integrity, by meeting all its legal obligations. This Business Code of Conduct (BCoC) aims to provide the values and behaviors expected of third parties. For clarification, “Third Parties” means any person, whether a legal entity or individual, who acts in the name, in the interest of, on behalf of or for the benefit of PTCL, and provides services, supplies or other goods, as well as business partners who render services to PTCL directly or indirectly. This also includes all Third Parties including but not limited to service providers as well as our suppliers, vendors, agents, contractors, consultants, intermediaries, subsidiaries, resellers, distributors (collectively “Third Parties”) who are bound to share our commitment and efforts towards ethical business practices. PTCL may require corrective and remedial actions from Third Parties and also reserves the right to terminate the relationship for breaches of this BCoC in addition to vendor registration cancellation, suspension and blacklisting as per applicable policy.

We expect our Third Parties to make every effort to conduct business in accordance with the principles set forth in this BCoC. In case Third Parties hire services for delivery of any goods or services to PTCL, they are expected to make every effort to ensure compliance with this code by those additional Third Parties as well. By entering a contract with us, you hereby agree to comply with the terms of this BCoC. We reserve the right to update or modify this BCoC at any time, and we will communicate any changes to vendors as soon as practicable



## 2

## Compliance with Applicable — Laws & Regulations

Third Parties shall comply with all applicable laws, rules, regulations, policies and/or rulings by judicial or quasi-judicial forums of the jurisdictions in which they operate. Where the applicable laws and code address the same subject and are not in conflict, the highest standard shall apply. Should anything in this BCoC requirement conflict with applicable laws, the highest standards consistent with applicable local laws shall apply.



## 3

## Due Diligence

Third Parties may be required to undergo a due diligence process which may include being required to complete a due diligence questionnaire accurately, thoroughly, and in a timely manner. PTCL reserves the right to suspend or terminate the relationship with any Third Party that fails to complete the due diligence process, whether by refusing to promptly and adequately cooperate during the process, or as a result of PTCL discovering adverse information about the Third Party which makes a relationship with the said party untenable, or by failing to carry out any remedial steps required by PTCL.



## 4

## Fair Competition

We are committed to the principle of fair, open and unrestricted competition, and we conduct our business in a fair and legal way. Our Third Parties are required to comply with all applicable competition and anti-trust laws and must not engage in anti-competitive practices, such as price-fixing and sharing, market sharing, output limitation, bid-rigging, etc.



## 5 — Anti-Corruption

PTCL strives to behave ethically in all its business dealings and act in a transparent manner and has zero tolerance to bribes, kickbacks, or facilitation payments. Therefore, PTCL expects that Third Parties always comply with all applicable local and international anti-corruption laws and regulations, including but not limited to the U.S. Foreign Corrupt Practices Act, U.K. Bribery Act. Be extra cautious when interacting with government officials.

Avoid taking any actions that could be perceived as seeking an unfair business advantage, and never seek improperly to influence any action or decision. When working with sub-third parties in connection with PTCL's business, take appropriate steps to ensure they follow similar values and principles and do not engage in improper or illegal conduct.



## 6 — Anti-Money Laundering

We do not engage in or accept any involvement with money laundering. As our Business Partner, you must have proper internal control systems in place to monitor your business for any indications of money laundering activities and thereby minimize the risk of being involved in such practices. It is our duty as a legally compliance business to report all instances or suspected transactions.





## 7 — Conflict of Interest

A Conflict of Interest occurs when the interest of an individual, or the interest of a close relative of that individual, are at odds with the interest of PTCL, interferes with (or appears to interfere with) his or her ability to render objective judgement in executing his or her responsibilities for the Company.

We expect our Third Parties to be transparent in their business decisions and transactions with us to prevent the possibility of conflicts of interest arising. You are expected to disclose to PTCL if there is any actual or potential conflict of interest.



8

## Political Donations, Charitable Contributions, and Sponsorships

At PTCL, we refrain from supporting any political organizations, and we never use charitable or commercial sponsorships to improperly influence decision-makers. Similarly, we expect that our business partners will not provide any political support, make charitable donations or offer sponsorships for and/ or on behalf of PTCL with a view to gaining an unfair advantage or to influence decision-making in connection with any transaction.



## 9 Intellectual Property & Confidential Information

Third Parties shall protect PTCL's intellectual property and confidential information and act to prevent its loss, misuse, theft, improper access, disclosure or alteration. This includes protecting against any unauthorized communication and/or publication of information acquired from or on behalf of PTCL. Unless expressly authorized by PTCL, Third Parties shall not share PTCL's intellectual property, confidential information or any other information that they possess, acquire or has access to in connection to PTCL's business.



## 10 — Insider Information and Trading

Business Partners may become aware of information about PTCL or other companies that has not been made public. Using or disclosing this inside information for financial or other personal benefit is unethical and against the law.

Inside information is material information that is not available to the general public that could influence a reasonable investor to buy, sell or hold PTCL securities.

This rule also covers any employee or Third Party who has obtained material non-public corporate information, as well as any person who has received a “tip” from an Insider of the Company concerning information about the Company that is material and nonpublic, and trades (i.e. purchase or sells) the Company’s stock or other securities.



# 11 — Global Sanctions and Export Controls —

We comply with applicable global sanctions and export control restrictions, including those imposed or introduced from time to time by either the USA, UK or EU and adopts appropriate measures to implement such compliance in practice through the terms of our agreements. We only engage with Third Parties who also observe and adhere to the relevant applicable international sanctions and export control obligations.



## 12 — Child Labour

PTCL never employs child labour, either directly or through subcontractors or other Third Parties. Therefore, PTCL expects Third Parties to ensure that you do not engage any child labour, either at your own site or at your suppliers' site. Where the applicable laws do not establish the minimum legal age for employment, "child" means any individual younger than 15 years of age.



## 13 — Fair Treatment

Business partners shall provide a workplace free of harsh and inhumane treatment, including any harassment including but not limited to sexual harassment, abuse, corporal punishment, mental or physical coercion. Business Partners shall also provide a workplace free of harassment and discrimination for reasons such as race, color, gender, age, religion, national origin, ancestry, ethnicity, disability, sexual orientation, gender identity, gender expression, genetic information, citizenship status, marital status or any other characteristic protected by applicable law will not be tolerated.

### Wages, Working Hours and Benefits

Third Parties shall;

- Ensure that working hours for employees not exceed the maximum limit set by the applicable labour laws.
- Make sure all applicable laws related to minimum wages, social security, and overtime hours are followed
- Establish that the compensation and benefits paid to employees provides them an adequate standard of living.



## 14 — Gifts Hospitalities and Entertainment (Business Courtesies)

Third Parties will not directly or indirectly offer any gifts, meals, hospitality or any additional benefits to a PTCL employee or to anyone closely linked to them which might influence, or appear to influence, any business decision or unfair business advantage. Ordinary business meals and small tokens of appreciation such as dairies with company logo are acceptable, but the value of such business courtesies must be nominal and appropriate to the recipient's position and to the occasion.





## 15 — Health Safety and Environment

### Environment and Pollution Prevention

Third Parties shall comply with the applicable environmental laws to ensure responsible practices and have systems in place to avoid or mitigate adverse impacts on the environment. Third Parties should ensure environmentally friendly techniques in their research and development activities. Any activity that has the potential to adversely impact human life, wild-life or environmental health should be appropriately managed.

### Health and Safety

Third Parties shall provide their employees a healthy and safe working environment in accordance with the applicable laws, regulations and policies. Protect their employees from physical/chemical hazards and physically demanding tasks in the workplace and provide their employees trainings on health and safety issues and ensure healthy working atmosphere for them.

Business Partners will maintain systems to prepare for and respond to accidents, health problems, and foreseeable emergencies. Business Partners will also record, investigate, and learn from past accidents and emergencies.



## 16 — Accurate and Complete Record

Third Parties are required to keep accurate books and records. These are indispensable parts of running a lawful and transparent business in a sustainable way. PTCL expects all its Third Parties to be reliable market players and to act with the highest diligence in this respect.



## 17 — Speak Up

All Third Parties must report any suspicions of a material breach of any obligation arising in connection with this BCoC, including in relation to its own sub-suppliers and sub-contractors to their PTCL business contact.

If you have questions about this document or believe that someone may have violated it, please contact PTCL Compliance at [compliance@ptclgroup.com](mailto:compliance@ptclgroup.com).

All reports are duly reviewed and, if appropriate, investigated. We will not tolerate retaliation against any person who is trying to do the right thing by raising a concern and if so, report this immediately via the channels identified above.



# PTCL Business Code of Conduct

Optel