

1. Introduction

- 1.1 The Code of Conduct sets out the required standards of behavior, responsibilities, and actions expected from all employees of MITCHELL'S. It governs professional, legal, ethical, and social conduct and applies to employees at all times, both within and outside the workplace, where their actions may reasonably be perceived to affect the reputation, interests, or operations of MITCHELL'S. The Code provides guidance to employees on how to act in situations involving uncertainty, doubt, or ethical concerns.
- 1.2 This Code of Conduct is not exhaustive and may not anticipate every situation that may morally, ethically, professionally, or legally compromise the employee or MITCHELL'S interests. In this regard, MITCHELL'S expects its employees to use their common sense and sound judgment. However, Compliance is a mandatory condition of employment. Any breach may result in disciplinary action, up to and including termination.
- 1.3 This Code of Conduct establishes firm and non-negotiable standards of behavior for all employees in their dealings with colleagues, customers, suppliers, contractors, regulators, and other stakeholders. It is intended to guide employee conduct and reinforce MITCHELL'S ethical and professional expectations. This Code operates alongside and in support of all other MITCHELL'S policies, procedures, manuals, and guidelines and does not replace or override them. Where any uncertainty or inconsistency arises, MITCHELL'S retains the right to determine which policy or standard shall apply.
- 1.4 To meet this commitment, MITCHELL'S has issued this Code of Conduct applicable to all employees across all departments and Business Units and to align employee conduct with the organizational values and ethics that reinforce MITCHELL'S's vision, values, procedures, and policies.
- 1.5 Every employee must conform to and abide by the applicable laws, rules, and regulations and orders of the organization and must comply with all applicable laws, regulations, and lawful instruction and directions which may be given to him/her, from time to time, by any person or persons under whose authority or supervision he/she is working.
- 1.6 All MITCHELL'S employees, including Head Office and Plant and sales offices, are bound to follow this Code of Conduct, irrespective of their age, gender, contract type, or ethnic background, and to perform their duties effectively and provide impartial and accurate advice and act in an open, transparent, equitable and inclusive manner that promotes a productive and harmonious working environment.

2. Purpose

The purpose of MITCHELL'S Code of Conduct is to achieve the highest possible standards of transparency, honesty, integrity, fairness and accountability by fearlessly participating in the process. This policy is designed to create a healthy culture that is in the greater interest of both employees and the company. Moreover, this Code also serves as the foundation for MITCHELL'S grievance handling and disciplinary mechanisms.

3. Scope

- 3.1 This Code of Conduct applies to all employees of MITCHELL'S, including permanent, temporary, contractual, and part-time staff, as well as members of management and the

Board of Directors. It also applies, where relevant, to consultants, agents, vendors, contractors, and any individual or organization acting on behalf of or in association with MITCHELL'S, but only to the extent that their conduct relates to MITCHELL'S business, operations, or reputation.

4. Policy Statement

4.1 Equal Employment Opportunity Policy (Diversity & Inclusion)

MITCHELL'S is committed to providing equal employment opportunities to all qualified individuals in accordance with the laws of the Islamic Republic of Pakistan. Discrimination or harassment based on race, color, ethnicity, caste, gender, origin, religion, age, disability, marital status, or any other characteristic protected by law is strictly prohibited. Any violation of this policy shall be treated as misconduct and may result in disciplinary action, up to and including termination of employment for gross misconduct.

4.2 Terms of Employment

All employees of MITCHELL'S are employed under written terms and conditions as set out in their respective employment contracts, which define the employee's role, compensation, benefits, working hours, applicable entitlements, conditions governing resignation, termination, dismissal or redundancy, and obligations relating to company property, including intellectual property. All compensation, benefits, and employment terms shall be fair, reasonable, and in full compliance with applicable labor laws of the Islamic Republic of Pakistan and, where relevant, industry standards for comparable roles, with the higher standard applying. Working hours shall comply with applicable laws and shall not be excessive, and employees shall be entitled to all rest breaks, leave, wages, benefits, and statutory or contractual protections to which they are legally and contractually entitled.

4.3 Harassment at Work Policy

MITCHELL'S strictly prohibits harassment of any kind in the workplace or in any work-related setting, including company-sponsored events, training programs, work-related travel, and interactions with third parties. Harassment includes any unwelcome conduct based on a characteristic protected under applicable laws of the Islamic Republic of Pakistan and is strictly prohibited by company policy. This prohibition applies to conduct by supervisors, managers, co-workers, contractors, vendors, clients, or any other third party. All complaints of harassment shall be treated seriously, handled promptly, and investigated in a fair and confidential manner in accordance with MITCHELL'S grievance procedures. Retaliation against any individual who raises a complaint in good faith or cooperates in an investigation is strictly prohibited. Any employee found to have violated this policy shall be subject to disciplinary action, up to and including termination of employment.

Scenario: *A male colleague repeatedly sends unwanted personal messages to a female coworker after work hours, makes suggestive comments about her clothing in front of the team. She feels uncomfortable and anxious at work.*

Consequence: *This constitutes sexual harassment and creates a hostile work environment. The employee can file a complaint, and the company will investigate promptly and confidentially. The harasser may face disciplinary action, which could include suspension*

or termination. Retaliation (e.g., spreading rumours or excluding her from projects) is strictly prohibited and punishable.

4.4 Safety

It is the responsibility of each employee to conduct all tasks safely and efficiently, complying with all local safety and health regulations and program standards, and with any special safety concerns for use in a particular area. Furthermore, management requires that every person in the organization assume the responsibility of individual and organizational safety.

4.5 Abuse and Violence Policy

MITCHELL'S strictly prohibits any form of physical, sexual, or emotional abuse, violence, threats, intimidation, or neglect. Child labor is prohibited in accordance with applicable laws. Any act of violence against persons, property, or the organization shall result in immediate disciplinary action and may be reported to the relevant authorities.

4.6 Apolitical, Non-Sectarian Policy

- a) MITCHELL'S is a non-sectarian and apolitical, profit-oriented organization operating across Pakistan. The Company does not support, oppose, or affiliate with any political party, sectarian group, or political cause. Accordingly, employees must refrain, in their official capacity or in any work-related context, from engaging in any activity, communication, or conduct that may reasonably be perceived as representing, endorsing, or opposing any political or sectarian position on behalf of MITCHELL'S.
- b) Employees retain the right to express personal political or sectarian views in their private capacity. However, such expressions must not reference MITCHELL'S, use company resources (including official stationery, email, branding, or platforms), or create a reasonable perception that the views are made on behalf of, or endorsed by, the Company.
- c) In politically or sectarian sensitive environments or situations connected to work, employees must exercise prudence, neutrality, and sound judgment to ensure that their conduct does not compromise MITCHELL'S neutrality, reputation, or operational effectiveness.
- d) No employee may undertake political or sectarian activities in an official or work-related capacity, or represent MITCHELL'S in any politically sensitive matter, without prior written authorization from the CEO or an authorized delegate. Any breach of this policy may result in disciplinary action in accordance with company procedures.

4.7 Alcohol and Drugs Policy

MITCHELL'S maintains a work environment free from the harmful effects of alcohol and drugs. In recognition of the serious consequences to MITCHELL'S, all of its employees are subject to the following:

- a. Any employee who unlawfully manufactures, distributes, dispenses, possesses, uses, or is impaired by a controlled substance or who manufactures, distributes, dispenses, possesses, uses, or is impaired by alcohol on the job, whether on or off MITCHELL'S property, will

be subject to disciplinary action, up to and including immediate termination. Strict compliance with this policy is a condition of employment.

- b. As a condition of employment, all employees are required to promptly notify the Human Resources Department or their Head of Department of any conviction under applicable criminal drug laws of Pakistan arising from conduct that is work-related or that may reasonably impact the employee's ability to perform their duties. Such notification must be made no later than five (5) working days following the date of conviction.
- c. MITCHELL'S is committed to enforcing its Alcohol and Drugs Policy in a fair, lawful, and consistent manner. Where there are reasonable grounds to suspect a violation of this policy, MITCHELL'S may require an employee to undergo alcohol or drug testing, subject to applicable laws, due process, and respect for employee dignity, privacy, and confidentiality. Failure to comply with this policy, including refusal to undergo a lawful test or failure to disclose a required conviction, may result in disciplinary action, up to and including termination of employment.

4.8 Conflict of Interest Policy

Employees must avoid any actual, potential, or perceived conflict of interest that could influence, or reasonably appear to influence, their judgment, decisions, or actions in the performance of their duties to MITCHELL'S. Any such conflict, whether financial or non-financial, must be promptly disclosed in writing to the Human Resources Department or the CEO. MITCHELL'S shall have the sole discretion to determine whether a conflict of interest exists and to require appropriate corrective or mitigating action, including reassignment of duties or other measures as deemed necessary.

4.9 Involvement with Other Organizations Policy

- a. No employee or his/her family member may have, directly or indirectly, a significant financial interest in, involvement with or obligation to, any business organization which does or seeks to do business with MITCHELL'S, unless the interest or obligation has been fully disclosed in writing to the employee's supervisor, HR, CEO and/or CEO and it has been determined that the employee's duties for MITCHELL'S will not require him to make decisions or take actions that could be influenced by such interest, involvement or obligation. A "family member", for this policy, includes a close relative (by blood or marriage) and also any person living in the same household with the employee.
- b. Any Financial interest in, involvement with, or loan from an organization that might influence the judgment or action of an employee in the conduct of MITCHELL'S activities will be considered "significant". A loan from a financial institution at prevailing interest rates and on commercial terms may be disregarded if otherwise restricted by prudential regulations or any other regulations prevailing in the country.
- c. In addition to the potential for a conflict of interest arising from an employee's service with another organization, a conflict of interest may also arise if a family member becomes eligible for a significant benefit, such as commissions or bonuses, from the other organization (even in the absence of a financial interest in that business organization) if it does business with MITCHELL'S.

4.10 Outside Work Policy

A conflict of interest may also exist when an employee engages in an independent business venture or performs work or services for another organization to the extent that the activity prevents the employee from devoting the time and effort to the Organization required by his or her position. The written approval of the hiring HR team, CEO or Board must be obtained in the case of all full-time employees in such situations.

4.11 Gift and Entertainment Policy

Employees, and members of their immediate family, must not directly or indirectly solicit, accept, or receive any gift, entertainment, favor, benefit, or hospitality from any individual, private or public organization, vendor, customer, or other third party that does, or seeks to do, business with MITCHELL'S, where such acceptance could reasonably influence, or appear to influence, business decisions or create a conflict of interest. Modest promotional items, customary business meals, or occasional hospitality with a value not exceeding **PKR 10,000/-** may be accepted only where such acceptance is lawful, infrequent, consistent with accepted business ethics, transparently disclosed, and does not place any obligation on the employee or MITCHELL'S. Following are the key rules that must be followed in this situation:

- a. **No gifts that could influence decisions:** Employees and their immediate family must not accept any gift, favor, entertainment, or benefit from anyone doing or seeking business with MITCHELL'S if it could reasonably influence or appear to influence business decisions. **Exceptions:** Modest promotional items, customary business meals, or occasional hospitality ≤ PKR 10,000, provided it is lawful, infrequent, transparent, and creates no obligation.
- b. **Report improper offers immediately:** Any offer of free/discounted goods, services, or benefits in exchange for favorable treatment must be reported at once to the department head or HR. Failure to report is a violation.
- c. **No third-party paid travel:** Employees must not accept payment or reimbursement for travel, accommodation, meals, etc., from suppliers/customers/third parties, except for clearly business-related, pre-approved group events.
- d. **No cash or cash equivalents:** Never accept cash, gift cards, vouchers, securities, or similar items. If refusal is impractical (e.g., cultural reasons), declare and surrender the gift to HR.
- e. **Use judgment & seek guidance:** Always exercise caution and consult HR when in doubt. Violations may lead to disciplinary action, up to **termination**.
- f. **No exemptions:** Procurement, Finance, and Legal departments are strictly prohibited from seeking any exceptions.

***Scenario 1: Accepting a valuable gift.** A vendor sends an employee an expensive smartphone (PKR 150,000) as a "festive gift" after a contract award, claiming it's a cultural tradition.*

***Consequence** This is prohibited (exceeds PKR 10,000 and creates an appearance of influence). The employee must refuse or declare/surrender it. Failure to do so results in disciplinary action, possibly termination.*

Scenario 2: Unreported offer for favorable treatment: *A supplier offers a family member free hotel stays and tickets to a major event if the employee ensures their bid wins.*

Consequence *This is a clear bribe/attempt to influence. The employee must report it immediately. Failure to report leads to disciplinary action, up to termination, and the company may report the matter to authorities.*

4.12 Misuse of Proprietary Information Policy (Confidentiality and Data Protection)

- a) In the course of employment with MITCHELL'S, employees may have access to confidential, proprietary, and sensitive information relating to the business of MITCHELL'S, its customers, suppliers, partners, and employees. Employees are required to safeguard such information at all times, to use it strictly for authorized business purposes, and to share it only through approved communication channels and on a need-to-know basis.
- b) Confidential information includes, but is not limited to, any information created, received, developed, accessed, or learned during employment that is not publicly available. This includes personal data protected under applicable data protection laws, such as names, contact details, location data, identification numbers, IP addresses, and similar information, as well as sensitive personal data including health information, biometric data, genetic data, or other legally protected categories. Confidential information also includes MITCHELL'S intellectual property and trade secrets, such as business plans, pricing, product formulations, recipes, technology, training materials, customer and employee records, and any information received from third parties under confidentiality or non-disclosure obligations.
- c) Employees must not copy, download, remove, transmit, disclose, or otherwise misuse confidential or personal data, whether manually or electronically, except where expressly authorized for legitimate business purposes. Confidential information must not be shared with the media, through websites or social media platforms, or via personal email accounts or messaging services. All work-related electronic communications containing company information must be conducted exclusively through MITCHELL'S approved systems and email accounts. Confidential information may not be shared outside MITCHELL'S without the prior written authorization of the CEO or Human Resources.
- d) Upon cessation of employment for any reason, employees must immediately return all company property and must not retain, copy, or take with them any documents, records, data, or confidential information belonging to MITCHELL'S. Employees are strictly prohibited from disclosing or using any confidential or sensitive information obtained during the course of their employment for personal benefit or for the benefit of any third party.
- e) The obligation to maintain confidentiality continues during employment and for a period of two (2) years following separation from MITCHELL'S, or longer where required by law or contractual obligations. Any breach of this policy may result in disciplinary action, up to and including termination of employment, and may also expose the employee to civil or criminal liability under applicable laws.

4.13 Misappropriation of Business Policy

A conflict of interest may also exist when an employee, without the knowledge and consent of the CEO / HR, appropriates to himself or herself or to another person or organization, the benefit of an arrangement of a business venture, opportunity, or potential that the employee learns about or develops in the course of employment and that is related to any current or prospective undertaking of MITCHELL'S.

4.14 Resolving Questionable Situations Policy

- a) Any employee who is, or reasonably believes that he or she may be, confronted with an actual, potential, or perceived conflict of interest, ethical concern, or questionable situation must promptly disclose the matter in full to their immediate supervisor or the Human Resources Department.
- b) Upon disclosure, the supervisor, HR, and/or senior management shall review all relevant facts and circumstances and determine whether a conflict or policy violation exists and what corrective or preventive measures are required. The employee is required to cooperate fully with any review or investigation and to comply with all decisions, directions, or remedial actions issued by MITCHELL'S in connection with the matter.
- c) Failure to disclose a relevant situation or failure to comply with a determination made under this policy may result in disciplinary action, up to and including termination of employment.

4.15 Anti-Money Laundering Policy

- a) Mitchell's Farm Fresh Limited ("MITCHELL'S") is committed to full compliance with all applicable laws, regulations, and regulatory guidelines relating to Anti-Money Laundering (AML), Counter-Terrorist Financing (CTF), and the prevention of other financial crimes.
- b) All directors, officers, employees, and any persons acting on behalf of MITCHELL'S are required to comply strictly with applicable AML laws and with the Company's internal AML procedures, controls, and reporting requirements. Employees must exercise due diligence in the conduct of their duties and must immediately report any suspected or actual money laundering, terrorist financing, or related illegal activity to the designated compliance officer, Human Resources, or senior management, in accordance with Company procedures.
- c) Any violation of this policy, including failure to report suspicious activity or deliberate involvement in prohibited conduct, shall be treated as **serious misconduct** and may result in disciplinary action, up to and including termination of employment, as well as reporting to relevant regulatory or law enforcement authorities where required by law.

4.16 Insider Trading Policy

The purpose of this Insider Trading Policy is to ensure compliance with applicable securities laws and to protect the reputation, integrity, and credibility of Mitchell's Farm Fresh Limited. All directors, officers and employees thereof, in order to preserve the reputation and integrity of the Company as well as that of all persons affiliated with it. If a director, officer or any employee of the Company or any agent or advisor of the Company and affiliates has material, unpublished price sensitive information relating to the Company, it is the Company's policy that neither that person nor any Connected Person may buy or sell securities of the Company or engage in any other action to take advantage of, or pass on to others, that information.

5. General rule to report Incidents & Complaints

MITCHELL'S is committed to maintaining a workplace that upholds the highest standards of integrity, respect, and ethical conduct. All employees, contractors, consultants, vendors, and other individuals acting on behalf of the Company are required to promptly report any suspected or actual violation of the Code of Conduct, company policies, or applicable laws.

5.1 Key Reporting Principles:

- a) **Prompt Reporting:** Any actual, potential, or perceived violation must be reported as soon as possible, ideally within 5 working days of becoming aware of the incident. Timely reporting enables swift investigation and resolution
- b) **Good Faith and protection from Retaliation:** Reports made in good faith are protected. Retaliation against any individual who reports a concern, participates in an investigation, or acts as a witness is strictly prohibited and will result in disciplinary action up to and including termination
- c) **Confidentiality:** All reports will be handled confidentially to the extent possible. Information will be shared only with those who have a legitimate need to know for investigation and resolution.
- d) **No Requirement to Confront the Alleged Violator:** You are not required to discuss the matter with the person involved before reporting. Direct reporting to HR or the appropriate channel is encouraged.
- e) **False Reports:** Deliberately making false or malicious reports is considered serious misconduct and may result in disciplinary action.
- f) **Ongoing Obligation:** Employees must cooperate fully with any investigation and follow any corrective actions directed by the Company.
- g) **Reporting Channels:**

- **Directly to your immediate supervisor or manager** (unless they are involved in the matter).
- **Human Resources Department** (preferred for most matters)
- **Secure email** (hr@mitchells.com.pk)
- **Physical submission** (sealed envelope marked "Confidential" to HR)

5.2 Key Templates: Comprehensive, standardized reporting templates are provided at the end of this Code of Conduct document (as annexures) to ensure consistent, clear, and confidential reporting. These include:

Annexure A – General Incident Report Form

Annexure B: Confidential Harassment / Discrimination Complaint Form

Annexure C: Confidential Conflict of Interest / Ethical Concern Disclosure Form

Code of Conduct

Summary Table of Key Policies

Policy Area	Key Prohibition	Consequence If violated
Equal Employment Opportunity (Diversity & Inclusion)	Discrimination or harassment based on protected characteristics	Disciplinary action up to termination
Harassment at Work	All forms of harassment, including sexual harassment	Disciplinary action up to termination; possible legal action
Safety	Ignoring safety protocols or regulations	Warning, suspension, or termination
Abuse and Violence	Physical, sexual, emotional abuse, violence, threats, and child labor	Immediate disciplinary action, possible termination, and reporting to authorities
Apolitical, Non-Sectarian Policy	Political or sectarian activities while representing the company	Disciplinary action up to termination
Alcohol and Drugs	Possessing, using, or being impaired by alcohol/drugs at work	Disciplinary action up to immediate termination
Conflict of Interest	Undisclosed conflicts of interest	Disciplinary action up to termination
Misappropriation of Business Opportunity	Diverting business opportunities for personal gain	Termination, repayment of profits, and possible legal action
Gift and Entertainment	Accepting gifts/benefits that could influence decisions	Disciplinary action up to termination
Misuse of Proprietary Information (Confidentiality)	Unauthorized disclosure or misuse of confidential information	Disciplinary action up to termination, possible civil/criminal liability
Resolving Questionable Situations	Failure to disclose questionable situations or conflicts	Disciplinary action up to termination
Anti-Money Laundering	Engaging in or failing to report money laundering/terrorist financing	Disciplinary action up to termination, possible reporting to authorities
Insider Trading	Trading securities based on material non-public information	Disciplinary action up to termination, possible legal action

Code of Conduct

SIGNATURE			
DATE			
NAME	Umair Shahid	Ayesha Tallat	Usman Zafar Butt
POSITION	Manager HR Ops & Rewards	Director HR	Chief Executive Officer
ROLE	Produced By	Reviewed By	Approved By