1. Effective Date: July 01, 2026.

2. Purpose

Mitchell's is committed to maintaining the highest standards of integrity, ethics, and compliance. This policy encourages employees and other stakeholders to report genuine concerns about misconduct, unethical behaviour, fraud, policy violations, or any activity that may harm the Company, its employees, or its reputation. Anyone raising a concern in good faith will be treated fairly and protected from retaliation.

3. Scope & Applicability

This policy applies to all employees, contractual staff, interns and trainees, consultants, vendors, suppliers, distributors, and any person dealing with Mitchell's.

4. Reporting Channels

Concerns shall be reported through the Ethics Email (**ethics@mitchells.com.pk**), the HR Department, the Head of Internal Audit (for matters involving fraud, financial irregularities, or internal control concerns), your Line Manager (where appropriate), or any other reporting channel designated by the Company. Reports shall be made confidentially. Anonymous reports shall also be considered where sufficient information and evidence is provided.

The Legal Department shall provide legal advice and support, where required, including legal interpretation, review of investigation documentation, regulatory guidance, and advice on matters arising during the administration of this Policy.

5. Ethics Committee

The Ethics Committee oversees the implementation of this Policy and ensures that all reported concerns are managed fairly, confidentially and in accordance with Company policies.

Role	Responsibility
Chairperson Ethics Committee - Director HR & Admin	Overall governance of the whistleblowing framework, including review of reported concerns, investigation oversight, extensions (where required), reviews, escalations, and approval of case closure.
Member - Chief Financial Officer	Participates in the review and investigation of reported concerns and contributes to the Ethics Committee's deliberations and decisions.
Member – Manager Legal / Company Secretary	Provides legal guidance, advises on applicable laws and Company policies, reviews investigation documentation where required, and supports the Committee in ensuring legal and regulatory compliance.

The Head of Internal Audit shall be involved, where required, in accordance with the responsibilities of the role, for matters involving fraud, financial irregularities, bribery, corruption, internal controls, or other matters requiring audit or forensic expertise.

The names and contact details of the current Ethics Committee members shall be communicated by HR and updated whenever changes occur.

6. Internal Controls & Oversight

To ensure the integrity and effectiveness of the whistleblowing framework:

6.1 All reported concerns shall be recorded, maintained, and handled in a fair, objective, and confidential manner.

6.2 Appropriate records shall be maintained for the prescribed retention period to support investigation outcomes, decisions, and corrective actions.

6.3 The Ethics Committee shall administer and oversee this Policy in accordance with its provisions and applicable Company policies.

6.4 As a publicly listed company, Mitchell's maintains Board-level oversight of its whistleblowing framework through the Audit Committee. In accordance with applicable regulatory requirements and the Audit Committee's approved Terms of Reference, significant matters involving fraud, senior management, material financial or regulatory exposure, or systemic governance concerns may be escalated to the Audit Committee for oversight.

6.5 The Chairperson - Ethics Committee shall provide periodic updates to the Audit Committee, where appropriate and in accordance with the Audit Committee's Terms of Reference.

6.6 The Company reserves the right to conduct audits or independent reviews of whistleblowing cases and related processes to ensure compliance with this Policy.

7. Reportable Concerns

Employees and other people covered by this Policy are encouraged to report any genuine concern or reasonable suspicion of misconduct, unethical behaviour, policy violations, or other activities that may adversely affect the Company, its employees, stakeholders, or reputation.

Examples include fraud or theft, bribery or corruption, financial irregularities, harassment or discrimination, conflicts of interest, misuse of Company assets, health, safety or environmental violations, breaches of Company policies, and any unethical or illegal conduct. These examples are illustrative and not exhaustive.

8. Case Management & Investigation

Every concern received shall be acknowledged, assessed, coordinated, and investigated by the Ethics Committee. The Committee may seek assistance from internal or external subject matter experts where specialized knowledge or functional expertise is required to support the investigation.

Where considered necessary, the Ethics Committee may jointly nominate an employee or engage an internal or external subject matter expert to assist in fact-finding, technical evaluation, or investigation of a reported concern. Such individuals shall act in an advisory capacity only and shall not participate in the Committee's decision-making process.

The Head of Internal Audit may be involved, where appropriate, in accordance with the responsibilities of the role.

Where a reported concern involves the Chairperson, the Chief Financial Officer, the Manager Legal, or where an actual or perceived conflict of interest exists affecting any member of the Ethics Committee, the Chief Executive Officer may appoint an independent internal or external investigator or subject matter expert to conduct or oversee the investigation to ensure impartiality, confidentiality, and compliance with the principles of natural justice. The Chief Executive Officer may also appoint such investigator or subject matter expert whenever considered necessary in the interest of a fair, objective, or independent investigation.

Where the Chairperson of the Ethics Committee is unavailable, the Chief Executive Officer may designate the Chief Financial Officer or another appropriate senior management representative to perform the Chairperson's responsibilities for that matter.

Corrective or disciplinary action may be taken in accordance with the Company's Disciplinary Policy.

9. Confidentiality & Protection

All reports shall be managed confidentially, and information shall be shared strictly on a need-to-know basis for the purpose of investigating the reported concern, taking appropriate corrective or disciplinary action, or complying with applicable legal or regulatory requirements. Where disclosure is required for legal proceedings, regulatory requirements, or any other lawful purpose, the identity of the whistleblower or other relevant individuals may be disclosed only to the extent necessary.

No employee shall suffer retaliation for reporting a genuine concern in good faith, even if the concern is not substantiated.

Knowingly making false or malicious allegations may result in disciplinary action.

10. Appeals

Where a complaint is substantiated and disciplinary action is taken against the accused employee, the employee may submit an appeal to the CEO within seven (7) calendar days of the decision. The CEO's decision shall be final.

11. Policy Review

HR shall periodically review this policy to ensure it remains effective and aligned with applicable legal and business requirements.

Prepared By	Reviewed By	Approved By
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