# ENGRO CORPORATION LIMITED

## CONFLICT OF INTEREST POLICY
**(THE "POLICY")**

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| *Policy Owner:* | Head of Internal Audit & Compliance Officer |
| *Approver:* | Board of Directors |

| Version No. | Date Approved | Description |
|---|---|---|
| 1 | October 2006 | Initial approval |
| 2 | April 2012 | Subsequent Modification |
| 3 | Aug 2024 | Subsequent Modification |

# POLICY GOVERNING CONFLICTS OF INTEREST

## I. Glossary of Key Terms

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| **BARC** | Board Audit and Risk Committee of the Company. |
| **Board** | the board of directors of the Company. |
| **Company** | Engro Corporation Limited. |
| **Director** | director of the Board. |
| **Conflict of interest** | As mentioned in *Engro's Code of Conduct "*Conflict of interest occurs when a personal or family interest interferes with our ability to make sound, objective business decisions on behalf of our Company." |

## II. Objective and Purpose

The purpose of this policy is to help identify and address situations that may give rise to a potential or actual Conflict of Interest and is intended to promote and ensure:

- Honest and ethical conduct, including fair dealing and handling of actual or potential Conflicts of Interest;
- Full, fair, accurate, and timely disclosure of Conflicts of Interest;
- Appropriate notification in pursuit of Business Opportunities; and
- Compliance with applicable laws, rules and regulations.

## III. Scope and Applicability

This Policy applies to:

- Engro Group and all its subsidiaries
- Engro Group Personnel whether full-time, part-time, contractual (together referenced in this policy as "employee(s)")

## IV. Policy Statement

This policy requires that employees avoid any conflict between their own interest and the interests of the Engro, in dealing with suppliers, customers, and all other organizations or individuals doing or seeking to do business with the Company or any affiliate.

Even if an employee believes that their judgement will not in any way be affected by an outside interest, if others might reasonably think the interest is substantial, the appearance of a conflict may exist (perceived conflict of interest). Any decision on behalf of Engro shall be based on objective and fair assessment of Engro`s interest without being impacted by any other considerations.

## V. External Engagements:

An employee's engagement in external positions and appointments may impact his or her working relationship with Engro or be in conflict with Engro's business interests.

Employees should not hold external duties or positions with a scope and workload which may affect their ability and capacity to work at Engro or conflicts with Engro's business interests. Similarly, no employee can hold a full time external position.

If the above mentioned conflict of interest and employee's capacity and ability to work is not impacted, he may engage in external positions with the relevant approvals as defined in the Conflict of Interest – Guideline.

## VI. Employment of Relatives:

"Relative" is defined as one of the following: spouse or significant other, parent/step parent, child/step child, grandparent, grandchild, brother/brother-in-law, sister/sister-in-law, uncle, aunt, nephew, niece, first cousin, in-laws (father, mother, son, daughter).[1]

Relatives are not eligible for employment in positions or departments where either of the two related hold potential for conflict of interest due to interlinked and/or interdependent jobs, i.e.:

- Candidates for employment will not be working directly for or supervising a relative,
- Candidates for employment will not occupy a position in the same line of authority in which employees can initiate or participate in decisions involving a direct benefit to the relative. Such decisions include hiring, retention, transfer, promotion, wages and leave requests
    - Line of Authority: Divisional Head down.
- Candidates with relatives in the same unit/department

It is mandatory for all employees to make a disclosure if their relatives are being considered for a position in Engro.

If an employee's relative is hired for a position in Engro, the approval process as defined in the Conflict of Interest – Guideline will be followed.

Please note:
*The company discourages any external political engagements
*Directorships in any company apart from Engro or its subsidiaries will be as per the **Policy Directorship in Companies other than Engro**

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[1] As defined in the HR Manual "*Engro Talent Acquisition Product Program TAPP (ECORP)"*