

Anti-Corruption Policy

1. **General** This is the Anti-Corruption Policy (the "**Policy**") of *M/s Super Highway Construction Operation and Rehabilitation Engineering (Private) Limited* (the "**Company**"). This Policy is developed pursuant to the Public Sector Companies (Corporate Governance) Rules, 2013 (the "**CG Rules**").
2. **Policy Statement** The Company is committed to conducting its business in an ethical and honest manner, and is committed to implementing and enforcing systems that ensure that commercial corruption and bribery is prevented. The Company is committed to acting professionally, fairly and with integrity in all its dealings whatsoever. The Company is bound by the laws of Pakistan in regards to its conduct, in particular, the Companies Act, 2017 and all rules and regulations made thereunder.
3. **Scope** This Policy applies to all executives, employees, officers and directors of the Company (the "**Company Personnel**"). This Policy also applies to payments that may be made by or through third parties, such as representatives, consultants, contractors, suppliers, joint ventures or affiliates, or any other intermediary or agent acting on behalf of the Company. In the context of this policy, third party refers to any individual or organization the Company meets and works with. It refers to actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies (this includes their advisors, agents, representatives and officials).
4. **Bribery** Bribery refers to the act of offering, giving, promising, asking, agreeing, receiving, accepting, or soliciting something of value or of an advantage so to induce or influence an action or decision or to gain commercial, contractual, regulatory, or personal advantage. Employees must not engage in any form of bribery, whether it be directly, indirectly, or through a third party.
5. **Facilitation Payments and Kickbacks** The Company does not accept and will not make any form of facilitation payments of any nature. The Company recognizes that facilitation payments are a form of bribery that involves expediting or facilitating the performance of a public official for a routine governmental action and the Company also recognizes that they tend to be made by low level officials with the intention of securing or speeding up the performance of a certain duty or action. The Company does not allow kickbacks to be made or accepted which are typically made in exchange for a business favour or advantage.



6. **Political Contributions** The Company will not make donations, whether in cash, kind, or by any other means, to support any political parties or candidates as this may be perceived as an attempt to gain an improper business advantage.
7. **Business Relationships with Third Parties** It is the Company's policy that:-
- Appropriate due diligence is carried out in respect of any third party who performs or will perform services for or on the Company's behalf.
 - The Company shall avoid dealing with any third party known or reasonably suspected to be paying bribes.
 - The Company requires its suppliers (e.g. contractors and consultants) to comply strictly to all applicable laws and all contracts with third parties must be authorized and documented.
8. **Reporting of 'Red-Flags'** If any Company Personnel encounters any of these red flags while working for the Company, then such red flags must be promptly reported to the Company:-
- The Company Personnel becomes aware that a third party engages in, or has been accused of engaging in, improper business practices.
 - The Company Personnel learns that a third party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a 'special relationship' with government officials.
 - A third party insists on receiving a commission or fee payment before committing to sign up to a contract or written agreement with the Company, or carrying out a government function or process for the Company.
 - A third party requests payment in cash and/or refuses to sign a formal fee agreement, or to provide an invoice or receipt for a payment made.
 - A third party requests an unexpected additional fee or commission to 'facilitate' a service.
 - A third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services.
 - The Company Personnel is offered an unusually generous gift or offered lavish hospitality by a third party.
 - A third party requests that a payment is made to "overlook" potential legal violations.
 - A third party requests that the Company Personnel provide employment or some other advantage to a friend or relative.



- j. The Company Personnel receives an invoice from a third party that appears to be non-standard or customized.
- k. The Company Personnel notices that the Company has been invoiced for a commission or fee payment that appears large given the service stated to have been provided.
- l. A third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to the Company; and/or the Company Personnel asks a public official to provide a service and they request a payment which the Company Personnel considers unreasonable and which does not reflect the fair market value of the service to be provided.

9. **Books and Records** The Company shall maintain all its books, records, and accounts that fairly and accurately reflect the transactions and dispositions of the assets of the Company in accordance with applicable laws and all contracts, agreements and documents that bind the Company.

10. In addition, payments made on behalf of the Company should include adequate supporting documentation to accurately describe the nature and purpose of any payment.

11. To minimize and prevent the risk of fraudulent financial activities from occurring, the Company will ensure and administer additional financial and accounting controls that are commonly designed to detect and prevent improper payments and all invoices, memoranda and other documents and records relating to the Company's dealings with various entities shall be properly recorded.

12. All contracts or documents of the Company shall accurately describe the transactions to which they relate, and no false or misleading entries should be made in the books, records, or accounts of the Company for any reason.

13. **Protection** Company Personnel who refuse to take part in bribery or corruption, or report in good faith under this Policy of their suspicion that an actual or potential bribery or other corrupt offence has taken place or may take place in the future will be protected from detrimental treatment/retaliation. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavorable treatment connected with raising a concern.

