CORPORATE CODE OF ETHICS

Corporate Ethical Principles

The Corporate Ethical Principles (the "Principles") set forth the standards by which Metropolitan Steel Corporation, Limited, its directors, officers, and employees must comply in conducting their various business activities.

In particular, management must assume the responsibility for implementing the Principles and for taking all necessary actions in order to promote awareness of the Principles among all those concerned. Management must also heed the voice of the Company's stakeholders, both internally and externally, and promote the development and implementation of systems that will contribute to the achievement of ethical corporate behavior. In the event of a violation of the Corporate Code of Ethics, management must investigate the cause of the violation, develop reforms to prevent its recurrence, and make information publicly available regarding its intended actions for reforms. If health or safety is placed in danger, the company will carry out its responsibility to society by promptly disclosing any information necessary to minimize such risk. After the prompt public disclosure of appropriate information regarding the violation, responsibility for the violation and its effects will be clarified and disciplinary action will be taken against persons responsible, which include the highest levels of management where necessary.

Metropolitan Steel Corporation Limited will:

1. **Operate business fairly and honestly and comply with applicable laws, rules, and principles of society**

- The Company operates its business in compliance with all applicable laws, rules, principles, and norms of society. The company rejects all contacts with individuals or entities involved in activities in violation of the law or accepted standards of responsible social behavior, which adversely affect public order and the wholesome operation of the Company.

2. **Create a safe, comfortable and productive workplace and respect the individuality and differences of employees**

- The Company respects the independence and creativity of its employees and encourages an atmosphere in which their independence and creativity are utilized in its business activities.

- The Company is committed to protecting the health and safety of its employees and to respecting their rights in order to create a workplace free from discrimination.

- The Company manages the employees' personal information in an appropriate manner.

3. Respect the interests of stakeholders in the company

- The Company strives to maintain a friendly and healthy relationship with its stakeholders including customers, suppliers, employees and shareholders.

4. Be a good corporate citizen that contributes to local communities

- The Company cooperates closely with local communities, in which it plays a part in their growth.

5. Respect the culture and customs of other nations and contribute to the growth and development of their communities

- The Company establishes relationships of mutual trust with overseas local communities through business activities that respect and understand their culture and customs. Further, the Company contributes to the development of local industries by building excellent relationships with the local communities and working in close cooperation with local companies.

STANDARDS OF CORPORATE CONDUCT

To put the Principles into concrete use in its daily business activities, the Company adopted the Standards of Corporate Conduct (the "Standards") consisting of the following items. While the Principles provide the universal concepts by which the company, its directors, officers and employees must comply, the Standards provide a basic guide to help implement the Principles in day-to-day business practices.

1. Offering excellent products, services and product safety

It is clear that the Company can remain financially viable only if the products and services it offers are beneficial to society.

To achieve excellence in quality, it is critical that products and services themselves are safe and free from defects harmful to life, health and property. The company makes its utmost effort to achieve this goal.

(1) Compliance with laws and guidelines regarding product safety

We will avoid causing damage to users' lives, bodies and property due to product defects. In order to ensure product safety, the Company must pay utmost attention to product safety in all aspects of business, from research and design to manufacturing, distribution and sales. In addition, the Company must strictly comply with all laws and guidelines regarding product safety where applicable.

(2) Prevention of reoccurrence of the accident

Unless the cause of the defect is determined and fixed, the accident will reoccur. The accumulation and use of information that is made available by proper investigation can prevent reoccurrence of the accident. General Managers of the departments are encouraged to develop a system whereby an employee can immediately access such information.

(3) Responding to inquiries and complaints from customers

Employees are encouraged to response courteously to inquiries from customers. Employees must provide timely and appropriate responses to inquiries and complaints from customers, especially when an accident or quality problem occurs.

(4) Appropriate protection of personal information

The Company must treat personal information and customer information appropriately in compliance with applicable laws, including the Act concerning Protection of Personal Information and guidelines that ministries or trade associations establish.

2. Fair and excellent relationship with customers, suppliers, and other parties

The Company strictly prohibits directors, officers and employees from gaining and offering unjust and unreasonable gifts and entertainment in connection with business practices. Directors, officers and employees will conduct their daily business activities with integrity and ethical responsibility to avoid misunderstanding and dishonorable criticism by the public.

(1) With customers

Gifts and entertainment for customers are not to be excessive and unreasonable in light of the accepted standards of our society. Offering personal and arbitrary rebates including discounts and commissions is strictly prohibited. Offers of rebates and commissions will be approved in accordance with the applicable internal rules of each business segment.

(2) With suppliers and contractors

The selection of suppliers and contractors will be made on the basis of price, quality, delivery and other reasonable standards. Employees will not receive gifts and entertainment from suppliers and contractors that is excessive and unreasonable in light of the accepted standards of our society. All employees receiving such gifts and entertainment will report the gifts and entertainment to their superiors. Employees will reject or return excessive and unreasonable gifts and entertainment in a timely manner.

3. Relations between Employees and the Company

(1) Respect for the identities and differences of employees

The Company strives to respect the identities and differences of its employees and to maintain and improve personnel systems and work conditions that can provide employees with a sense of richness and fulfillment. We will evaluate employees based on objective and fair standards of

their accomplishments. In addition, we will cultivate employees to be creative individuals with expertise.

(2) Respect for the privacy of employees

The company strives to control employees' personal information properly in compliance with applicable laws and pays close attention to the protection of employees' privacy.

(3) Respect for human rights and prohibition of discrimination

The Company is committed to maintaining a healthy and productive workplace free from harassment and discrimination based on race, creed, color, gender, religion, nationality, language, physical traits (disability), wealth, origin or any other reasons whatsoever. The company has zero tolerance for any sexual harassment, which is recognized as a social issue these days. Should a violation of this policy be found, the Company will investigate immediately, provide aid to the victim, and take necessary action to prevent reoccurrence.

(4) Maintenance of a safe and healthy workplace

The company gives first priority to the health and safety of all personnel in all stages of its business operation, including the use and disposal of manufacturing equipment, parts and raw materials. The company complies with all relevant laws, company regulations, rules and standards.

(5) Eradication of accidents in the workplace

Nothing is more valuable than the safety and health of our employees in the workplace. The maintenance of a healthy and safe workplace is one of the most important matters for the Company, which has severe working environments such as steelworks, various kinds of factories, and construction sites. Although serious accidents do not happen often in the Company, we must strive to continue improving our work environment based on previous incidents. To eliminate accidents in the workplace, we must comply with all relevant laws and regulations, such as the Company Regulation regarding Workplace Health and Safety and the Company Regulation regarding Administrative Organization to Maintain Workplace Health and Safety, as a basic premise. Employees, too, must enhance their sensitivities to detect danger in day-to-day activities. Furthermore, we must create and maintain internal systems to promptly take countermeasures -]]-]-against such danger.

(6) Environmental conservation and disaster prevention

Compliance with environment-related laws is a social responsibility for the Company, which has a close relationship with the local community.
Employees are encouraged to review the Company Regulation regarding Environment Preservation and act accordingly in order to conserve the environment at workplaces and communities where our businesses are located.

To prevent disasters and to minimize the increase of injuries and damages when a disaster occurs, employees are encouraged to review all the relevant company regulations, such as the Company Regulation regarding Disaster Prevention, and the Company Regulation regarding Fire Prevention and make use of them in daily operations.

4. Relations between Society and the Company

(1) Compliance with laws

The Company conducts its business in compliance with laws and accepted standards of responsible social behavior. As stated earlier regarding the antitrust laws, all employees must recognize that serious violation, in which criminal liabilities can be imposed, may drive the company to the edge of extinction. Employees must recognize the significance and never commit such a violation. Employees are expected to take sincere actions to comply with the following laws that our society requires a company to observe.

(2) Securities Regulation (Financial Instruments and Exchange Act)

Employees must comply with the Company Regulation regarding Prevention of Insider Trading. Employees will not buy or sell stocks or other securities knowing nonpublic material information that affects an investor's decision of investment.

(3) Laws prohibiting bribery

Employees will not make corrupt payments to domestic and overseas government officials for the purpose of obtaining and retaining business or in relation to implementation of the officials' duties.

5. Rejecting contracts with organizations involved in activities in violation of the law

The company rejects all contacts with any individuals and entities that adversely affect social order and wholesome business activity. In particular, management is expected to not be afraid of them and take the lead to reject such contacts.

(1) Public disclosure

The Company will disclose information that society needs to know through timely and appropriate means, excluding trade secrets and confidential information under non-disclosure agreements. By doing so, the Company maintains communication with society and ensures that its business activities are fair, transparent and in observance with accepted social standards. The information that society truly requires is not limited to only information required for disclosure under applicable laws and regulations. The Company will actively disclose fully-verified accurate information that customers, suppliers, contractors, employees, shareholders, investors

(including prospective shareholders), and the local community need to know as stakeholders of the Company. Employees are expected to understand what information each stakeholder would like to know through day-to-day communication. Based on that understanding, employees must provide stakeholders honestly with relevant information from responsible sections including Sales, procurement and general administration. Employees are expected to answer requests for disclosure in accordance with the following policies:

- ⌘ Do not refuse to answer unless there is legitimate reason.
- ⌘ Do not give false information.
- ⌘ Say clearly that you cannot answer, if you are unable to answer the question.
- ⌘ Do not give different responses from request to request or from questioner to questioner.

(2) Control for appropriateness and accuracy of financial reporting

The Company appreciates that reliable financial reporting is a prerequisite
For achieving the trust of all stakeholders and will establish internal control systems to enhance the reliability of its financial reporting. In addition, the Company will properly record and report the information with regard to financial, tax and accounting matters pursuant to the applicable laws and regulations as well as the accounting principles.

(3) Commitment by management

Should violations of the Code occur, management must exert strong leadership to minimize damage and maintain the social trust in the Company. To be more specific, management will take responsible and appropriate action, including giving direction by them to investigate facts and causes and create a plan to prevent reoccurrence. In addition, where health or safety is placed in danger, management will provide society with timely and accurate information. Further, management will find the party responsible for the violation and take disciplinary action, which society deems fair and appropriate. If the violation is serious, management will realize its own supervisory responsibility and be severely punished.

METROPOLITAN STEEL
MSC CORPORATION LTD.

IMPLEMENTING THE CORPORATE CODE OF ETHICS

1. Promoting awareness of the Corporate Code of Ethics inside and outside the company

(1) To promote awareness of the Code, we have distributed the Corporate Code of Ethics Handbook, which contains the text of the Code. The Code is also published on our homepage to make it widely available both inside and outside the company.

2. Organization to implement the Corporate Code of Ethics

The starting point to implement the Corporate Code of Ethics is communication of your concern to resolve the problem with your manager. The manager is expected to clarify the cause of the problem and actively resolve the problem when he or she receives a report. In addition, in the case that consulting one's manager is not appropriate or the department or group is unable to resolve the problem, we will appoint representatives with whom employees can directly consult on the problems and concerns regarding the Code. Should sweeping reform be necessary, the Compliance Committee will actively take up the issues.

(1) We have nominated compliance leaders who are general managers of departments and compliance managers who are managers designated by the general managers in order to promote awareness of the Code in the workplace. Should any problem arise in implementing the Code, the compliance leaders are to take appropriate measures in consultation with the general manager of the planning and administration department (as the person responsible for compliance), who oversees each internal company.

(2) The Compliance Committee has the authority to advise the Board of Directors of corrective measures in the case of a serious violation.

(3) The compliance leader will report the status of each department or group in implementing the Code to the secretariat of the Compliance Committee using a specified format.

Approved By:

Mohammad Umar Mehkari

Chief Executive

Head office: Main Office Building, 1st Floor, Plot No. HE-1, Landhi Industrial Area, Karachi-75120, (Pakistan), G.P.O Box No. 470.
Tel : 35081428-35081430, Fax : 35081425, Email : mscl@cyber.net.pk, metsteel@cyber.net.pk ,Website: www.metropolitansteel.com.pk