

A.P.N. Promise S.A.

Anti-Corruption Policy

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1. Introduction to Anti-Corruption Policy

In its business activity, A.P.N. Promise S.A. applies a policy of zero tolerance for any behavior with characteristics of corruption or corruption fostering.

This Anti-Corruption Policy should be read together with the applicable Polish and international legal regulations in the scope regarding the corruption, which jointly set a model pattern of behavior in the event of encountering the corruption in professional life. A.P.N. Promise S.A. reserves the right to change and update this Anti-Corruption Policy at any time, however any changes or updates that have been made are effective from the time they have been announced within the internal organizational structure of A.P.N. Promise S.A. and a written confirmation of getting familiar with its content by the entity/person they have been presented to.

2. The purpose of Anti-Corruption Policy

The purpose of this A.P.N. Promise S.A. Anti-Corruption Policy is to establish policies and procedures aimed at preventing and reacting to situations inconsistent with Anti-Corruption Policy, Polish and international legal regulations, agreements concluded by A.P.N. Promise S.A. and ethical standards and principles in the field of corruption.

3. Subjective scope of Anti-Corruption Policy

- 1) This Anti-Corruption Policy is addressed to all A.P.N. Promise S.A. employees providing work or services to A.P.N. Promise S.A. as part of an employment relationship or under civil-law agreements, A.P.N. Promise S.A. suppliers and service providers, as well as to any third parties representing A.P.N. Promise S.A. in contacts with public or private sector entities.
- 2) Infringement of the provisions of this Anti-Corruption Policy may lead to disciplinary sanctions, including termination of cooperation with given person or entity and to impose criminal sanctions by external entities.
- 3) Familiarization with this Anti-Corruption Policy does not exempt the person or entity to whom it has been submitted from getting acquainted with and applying to anti-corruption regulations applicable in Poland and entities with which A.P.N. Promise S.A. maintains business contacts.

4. Policies and procedures of Anti-Corruption Policy

What is corruption?

Without limiting the other definitions adopted in Polish and international legal regulations, corruption is any behavior among others consisting of:

- direct or indirect offering, promising and giving material or personal benefits or other benefits to third persons and entities;
- direct or indirect receipt or demand of material or personal benefits by third person or entity;
- legalizing income from the above-mentioned corrupt practices;

in any form, of any value that can be considered a case of corruption in the sense of Polish and international legal regulations.

Contacts with public officials and public persons

During the contacts of entities covering the scope of this Anti-Corruption Policy acting on behalf of A.P.N. Promise S.A. with public officials, the provisions of this document should be strictly observed, whereas in case of any doubts as to the compliance or legality of actions taken, please contact immediately the Anti-Corruption Compliance Team.

Public official is:

- the President of the Republic of Poland,
- a member of parliament, a senator, a councillor,
- a member of the European Parliament,
- a judge, a lay-judge, a prosecutor, an official of a financial body of preparatory proceeding or of a body supervising a financial body of preparatory proceedings, a notary public, a bailiff, a probation officer, a receiver, a court-appointed supervisor and administrator and a person adjudicating in disciplinary bodies acting pursuant to law,
- an employee in a state administration, another state authority or local government, unless exclusively a service employee and anyone else authorized to make administrative decisions,
- an employee of a state audit and inspection authority, or a local government auditing and inspection authority, unless exclusively a service employee,

- a person in a managerial position in another state institution,
- an official of an authority responsible for the protection of public security, or an official of the State Prison Service,
- a person performing active military service,
- an employee of an international criminal tribunal, unless exclusively a service employee.

Public person:

The definition of a public official presented above is a definition taken from the Polish Criminal Code. This Anti-Corruption Policy expands the catalog of persons in contacts with which its provisions must be strictly observed. In addition to the entities listed above, a public person may include anyone, regardless of rank or title, who is:

- a director, officer, representative, agent or employee of any government-owned company;
- any person with the responsibility to allocate or influence expenditures of government funds, including persons serving in unpaid, honorary or advisory positions;
- an officer or employee of a public international organization;
- any person acting in official capacity or on behalf of any government or public international organization;
- any officer or employee of a political party;
- a candidate for any political office;
- a close relative of any of the above.

Example of corruption behaviors:

At the time of performing any benefits for and on behalf of A.P.N. Promise S.A. it is forbidden in particular to take actions that are:

- **bribery**

offering (directly or indirectly), giving and making promises of giving any financial benefits to obtain business or personal advantage, in particular to persuade the other party to act in bad faith or breach the principles of impartiality; it is forbidden for entities subject to this

Anti-Corruption Policy to, directly or indirectly, giving, offering or making promises to give and authorizing the giving of any financial benefits in order to:

- influencing the actions or decisions of a public official/person/third entity as part of his/her job duties;
- urging a public official/person/third entity to act or omit inconsistent with his/her obligations under the law;
- use of a public official/person/third entity to influence decisions by state authorities;
- ensuring unfair competitive advantage;

in some legal orders public officials or public persons are not allowed to receive any financial benefits (regardless of their value), therefore contacts with public officials and public persons should be conducted with particular caution and transparency;

- **offering illegal commissions**

offering illegal commissions as part of a contract for contractor's employees or other techniques such as subcontracting, purchase orders or consulting agreements, directing payments to public officials or public persons, contractors' employees, their relatives or business partners;

- **enforcement**

direct or indirect demand for financial benefit or its acceptance;

- **giving gratifications**

giving gratifications, including even small payments, aimed at speeding up or ensuring the performance of routine activities by public officials or public persons (e.g. obtaining permits);

- **financing of political parties and their representatives**

as well as candidates for public positions without the consent of the management board of A.P.N. Promise S.A. and without carrying out legal analysis of the lawfulness of such action;

- **employment of public officials or public persons**

employing persons (and their families), who simultaneously act as public officials or public persons, whereby the decision to employ such persons may be taken provided that employment is in accordance with local legal regulations, actions taken by a public official or public person on behalf A.P.N. Promise S.A. do not lead to a conflict of interests with their official duties and their employment cannot lead to suspicion of bribery;

Gifts

It is forbidden to give, hand over, donating any gifts to public officials/persons/third parties or members of their families, close relatives, which are not A.P.N. Promise S.A. promotional gadgets. Under no circumstances is it permissible to give, transfer, donate monetary values and gifts that are unlawful under the relevant legal order.

Charitable donations

From time to time, A.P.N. Promise S.A. may make charitable donations in the form of in-kind services, knowledge, time, or direct financial contributions. Charitable contributions are acceptable, provided:

- the request for a donation is made in writing and sufficiently describes the charitable purpose of the donation, any business reason for the donation, and all details about the recipient;
- the donation is consistent with this Anti-Corruption Policy, Polish and international legal regulations, agreements concluded by A.P.N. Promise S.A. and ethical standards and principles in the field of corruption;
- proper due diligence shall be performed to ensure that the recipient is a bona fide charitable organization and the recipient has no connection to a government official who is in a position to act or take a decision in favor of the A.P.N. Promise S.A.
- the donation will not be used to obtain any benefits (business or otherwise) in exchange for it;
- it is approved in writing by the management board of the A.P.N. Promise S.A. in advance;
- it is accurately recorded in A.P.N. Promise S.A. books and records.

5. Establishing contacts with contractors

Before establishing partner/business/commercial contacts with a new contractor of A.P.N. Promise S.A., due diligence should be exercised in verifying the future contractor's business, bearing in mind the compliance of the contractor's business with this Anti-Corruption Policy. The future contractor should be informed about this Anti-Corruption Policy and, depending on the circumstances, should be undertaken to appropriate application of these provisions. In case of any doubts as to the compliance of the current or future contractor's business with this Anti-Corruption Policy, please contact the Anti-Corruption Compliance Team.

6. Corruption incidents reporting

Compliance with the provisions of this Anti-Corruption Policy, prevention of corruption incidents and reaction to corruption incidents is the responsibility of every person or entity covered by its subjective scope.

Anyone who experiences or takes knowledge of an incident inconsistent with this Anti-Corruption Policy and/or other legal regulations in the field of corruption is obliged to report the incident to the Anti-Corruption Compliance Team, its direct supervisor or directly to the management of A.P.N. Promise S.A. These incidents can be reported, for example to the e-mail address of Team member, relevant supervisor or management board member along with a description of the incident.

Such report can also be sent anonymously to special e-mail address: antykorupcja@promise.pl

A.P.N. Promise S.A. undertakes not to draw any consequences against persons reporting corruption behaviors and to keep their identity secret, unless disclosure of it is necessary to take appropriate action against reported infringement.

7. Anti-Corruption Compliance Team

As part of A.P.N. Promise S.A. there is a Anti-Corruption Compliance Team whose primary task is to prevent and react to situations inconsistent with Anti-Corruption Policy, Polish and international legal regulations, agreements concluded by A.P.N. Promise S.A. and ethical standards and principles in the field of corruption.

The Anti-Corruption Compliance Team also performs an opinion-giving, consulting and training role – it provides answers in case of any doubts related to the A.P.N. Promise S.A. Anti-Corruption Policy and other sources concerning the corruption, as well as in the case of emerging doubts related to current or hypothetical facts.

Reports should be forwarded to the following address: antykorupcja@promise.pl

8. Constant monitoring and risk assessment of corruption incidents

A.P.N. Promise S.A. undertakes to continuously monitor compliance with the provisions of this Anti-Corruption Policy and other legal regulations in the field of corruption, including also ad hoc assessment of each reported incident.

A.P.N. Promise S.A. shall regularly assess the risk of corruption incidents, covering all persons or entities to whom this Anti-Corruption Policy addressed. Received results shall be recorded (documented) and shall be kept by the Anti-Corruption Compliance Team for subsequent risk analysis.