

# CODE OF CONDUCT

FOR ALL COMPANIES INCLUDED  
IN THE REKEEP GROUP  
(attachment No. 5)

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# 1. INTRODUCTION

- 1.1. As an employer and entrepreneur operating on the Polish market, the company included in the Rekeep Group (hereinafter referred to as 'Company') in its activity observes the law and the highest ethical standards.
- 1.2. The Company adopts this Code of Conduct as an expression of its strong commitment to ethical values and compliance with the law, in particular the condemnation of any corruptive or fraudulent conduct and anti-competition practices.
- 1.3. The Company shall strictly observe the laws and regulations, both local, national and European, and avoid any conduct that could be considered illegal. The management of the Company expects for every employee to do his or her utmost to ensure that the company does not infringe the law. However tempting it may be to ignore the law, the long-term consequences will always be detrimental.
- 1.4. That is why this Code of Conduct is supported by specific policies that constitute attachments to the Code and have the same value as the latter. These policies include:
  - a. Anti-corruption guidebook
  - b. Anti-monopoly and confidentiality guidebook
  - c. Employment guidebook
  - d. Statement concerning familiarising with the policies
  - e. Procedure concerning gifts and expenses, the value of which exceeds PLN 250 together with consent form for such an expense or gift
  - f. Procedure for reporting inaccuracies together with reporting form
  - g. Rules of conduct in case of unannounced inspection
- 1.5. The Code of Conduct defines rules which must be observed in all business activities of the company as well as gives the definition of misconduct which constitutes Compliance Irregularity. Combined, they constitute the framework for compliance programme.

# 2. SCOPE OF THE CODE OF CONDUCT

- 2.1. The Code of Conduct applies to:
  - a. all employees of the Company, members of the Company management board and the entire managerial staff;

b. associates and contracting parties of the Company.

2.2. For the purposes of this Code of Conduct:

- a. employees are defined as persons employed by the Company,
- b. associates are defined as persons related to the Company by specific task contracts or commission contracts,
- c. contracting parties are defined as:
  - suppliers, if the annual estimated or actual turnover exceeded the amount of PLN thous. 800, intermediaries
  - agents acting in the name or on behalf of the Company
  - any other entities engaged in business cooperation with the Company

All aforementioned entities will be hereinafter together with their associates referred to as 'associated entities'

Customers of the Company are not defined as contracting parties.

2.3. In order to become an employee or an associate of the Company it is necessary to familiarise yourself with this Code of Conduct and to submit the statement according to which you shall observe the Code [template of this statement can be found in attachment No. 2.]

## 3. RESPONSIBILITY FOR IMPLEMENTATION OF THE CODE OF CONDUCT

3.1. Management Board

3.1.1. Management Board of the Company bears full responsibility for implementing and effectively applying the compliance program and compliance culture at the Company.

3.1.2. Management Board of the Company organises on regular basis training sessions for employees and associates of the Company objective of which is to promote full understanding of the rules stemming from the Code of Conduct and Compliance Policies. The training should be provided to all newly hired employees or associates, and subsequently annually to all employees and associates.

3.1.3. Management Board of the Company prepares and regularly updates assessment of risks related to the legal environment of the Company and its business in order to identify said risks and introduce adequate preventive measures. Assessment of risks and preventive measures will be updated annually, unless a new risk is identified

during ongoing business activity.

3.1.4. Compliance officer supports Management Board in its compliance mission.

3.2. Managerial staff

3.2.1. The compliance officer is responsible for implementing the Code of Conduct and Compliance Policies, applying them effectively, clarifying situations raising doubt, and interpreting norms stemming from the Policy in ongoing everyday activity of the Company, as well as supervising, monitoring and updating them in accordance with commonly binding law and ethical standards.

3.2.2. In fulfilling his or her obligations, compliance officer should have the support of all persons holding managerial positions at the Company

3.2.3. Employees

3.2.4. All employees should act with the Company's best interests in mind, said Company being their employer and entrepreneur, without exposing it to risks of legal, financial or reputational liability.

3.2.5. In fulfilling their obligations they should act in accordance with applicable binding laws and regulations, the present Code of Conduct and applicable Compliance Policies, and in line with ethical values

3.2.6. They should be actively involved in the compliance program and contribute to the continuous development of compliance culture.

## 4. DOCUMENTING COSTS AND EXPENSES

4.1. Each employee and associate of the Company shall, within the framework of assigned tasks, maintain accurate financial documentation, including that pertaining to promotional expenses and gifts.

4.2. This documentation is subject to regular verification and should present actual costs and expenses faithfully.

4.3. Promotional and marketing expenses ("expenses") as well as the acceptance and offering of minor gifts are allowed at the Company if they are rational and proportionate to goals and attain goals. Exact instructions on how to assess these expenses are provided in the Guidebook on Corruption.

- 4.4. It is prohibited to accept or offer any gifts in monetary form (cash, bank transfer, prepaid card, restaurant vouchers or other documents expressing a given monetary amount.)
- 4.5. Receiving or offering a gift of a value exceeding PLN 250 is possible exclusively upon the superior's consent. The procedure for gifts and expenses exceeding PLN 250 is specified in attachment no. 3 to the Code of Conduct.

## 5. COMPLIANCE IRREGULARITIES

- 5.1. All breaches of the Code of Conduct and Compliance Policies or of other applicable laws and regulations constitute compliance irregularities.
- 5.2. The following misconduct should be considered, inter alia, as compliance irregularities:
  - a. Anti – competition – includes, among others, any agreements or arrangements or concerted practices between businesses or a decision or a non-binding recommendation by a trade association which have as their object or effect the prevention, restriction or distortion of competition; they include price fixing, limiting or controlling sales, production, technical development or investment, market sharing, application of dissimilar terms to equivalent transaction or bid rigging;
  - b. Corruption - entails the promise, offer, presentation, demand or acceptance of benefits in exchange for actions that may take the form of abuse of authority or failure to fulfill duties; corruption is a criminal offence and can be committed in the public field - bribing a person holding a public function, or in private field - bribing a person holding a managerial function in a private entity; anyone can be a briber; examples of corrupt practices have been presented in the Guidebook on Corruption;
  - c. Conflict of interest – entails any situation in which an employee or associate, or one of his/ her relatives, has a private material or personal interest, directly or indirectly, which actually or potentially influences or appears to influence the objective exercise of his/her duties as employee or associate to the detriment of the Company;
  - d. Fraud – entails situations of misappropriation of the Company's assets including intellectual property, know how, and clients database (i.e. theft, ghost employees, overstated expenses), fraudulent internal statements (i.e. false employment credentials, false time records, false financial documentation), false statements to

third parties as regulators, investors, contractors and law enforcement authorities, improper holding of accounting books and documentation, including falsifying or forging financial records, inaccurate fraudulent financial statement, etc.

- e. Breaches of confidentiality and business secrecy - entails disclosure, illegitimate use or transfer of any technical, technological, organisational or other information having an economic value for the Company to any unauthorised person/entity;
- f. Workplace violence – entails mobbing, discrimination, harassment, sexual harassment and any other conducts which are in breach of the binding provisions of law or ethic rules towards the employees or associates.

5.3. Compliance irregularities can entail legal, financial and reputational liability related to individuals working for the Company and for the Company as such. Therefore, if observed or discovered, the irregularity should be reported (to persons listed under point 7 of attachment No. 4 to the Code) and investigated, after it has been substantiated.

## 6. CONSEQUENCES OF COMPLIANCE IRREGULARITIES

### 6.1. Employees and associates

- 6.1.1. Failure to observe the Code of Conduct and Compliance Policies will entail disciplinary responsibility in relation to employees and will result in termination of cooperation in case of associates and contracting parties.
- 6.1.2. Compliance irregularities may also entail criminal liability of individuals.
- 6.1.3. In the event of a corruption or fraud conviction, imprisonment or other legal measure may be adjudged.

### 6.2. Company

- 6.2.1. If an employee or associate engages in compliance irregularities, the Company will suffer financial and reputational losses.
- 6.2.2. If the compliance irregularity constitutes a criminal offence, the Company can also incur criminal liability that can entail fine or prohibition of participation in public tenders, promotion or advertising of business, solicitation of subsidies from public funds.

- 6.2.3. Detailed consequences of corruption and anti-trust practices have been described in respective Guidebooks.

## 7. RELATIONS WITH ASSOCIATED ENTITIES

- 7.1. The Company may also be held liable if an associated entity or associate engages in compliance irregularities. Due to that fact entities cooperating with the Company must observe the highest ethical standards and act in compliance with laws and regulations.
- 7.2. Established and continued cooperation must take place on condition that:
- a. there occurs a reciprocal undertaking that the Company and associate entity will not engage in any misconduct that would violate provisions of law or regulations, constitute any other compliance irregularity or be unethical;
  - b. associate entity is familiarised with the Code of Conduct as well as the applicable statement has been submitted to it as well as an undertaking of familiarisation with them and their observance by persons who work, will work or who may work with the Company in the name or on behalf of an associate entity [a statement template constitutes Annex, no. 2 to the Code] took place.
- 7.3. At least two persons from the Company should take part in contacts with associate entities, which through actions or conducts of their representatives raise any doubts of an ethical or legal nature (principle of two pairs of eyes).

## 8. OBLIGATION TO REPORT COMPLIANCE IRREGULARITIES

- 8.1. Employees of the Company and entities cooperating with it shall report all irregularities seen at the Company that may constitute compliance irregularity.
- 8.2. The report should not be made in bad faith or for the purpose of harming anyone.
- 8.3. The Company declares its commitment to ensure confidentiality of reports and protection against any retaliation that a reporter could face.
- 8.4. Reports should be made in accordance with the procedure described in Attachment No. 4 to the Code.



## 9. PROCEDURE FOR INTERNAL INVESTIGATIONS

- 9.1. The internal investigation should be conducted fairly, independently, timely, and in strict confidentiality. Actions undertaken within the internal investigation should be duly documented.
- 9.2. In case of a report on compliance irregularity, the compliance officer (or other competent person who received the report) should proceed with a preliminary assessment:
  - whether the allegation is substantiated;
  - which Compliance Policy or legal or regulatory provision could have been breached;
  - what operational process at the Company could have been affected;
  - who could have been involved.
- 9.3. After the preliminary assessment, the compliance officer should inform the reporter whether the compliance officer will investigate or not. If the latter case is true, the compliance officer should explain reasons why he/she will not investigate.
- 9.4. If facts which have been reported warrant an investigation, the compliance officer should decide to investigate. A decision can be taken upon consultation with the head of the legal department and/or HR department.
- 9.5. The decision to investigate should include the scope and plan of the investigation and assignment of persons who will investigate (“investigators”).
- 9.6. Where a member of Management Board or member of Supervisory Board could be involved in the irregularity or when the matter implies a legal or technical complexity, including gathering evidence, or when there is a need for strict confidentiality - the compliance officer should consider hiring an external lawyer or external forensic expert. The final decision in this regard should be made by members of Management Board in compliance with representation rules and with the exception of members who could be involved in the irregularity which has been reported.
- 9.7. The internal investigation should cover – depending on the circumstances – inter alia, an analysis of documentation, gathering evidence, interviews with employees (reporter, witnesses, subject – a person potentially involved.) Evidence, especially electronic, should be gathered in an appropriate manner so as to ensure its credibility.
- 9.8. The subject should be given the possibility of discussing the allegation and of presenting exculpatory or mitigating circumstances
- 9.9. At the end of the internal investigation, investigators should draft a report from the

investigation indicating whether a compliance irregularity occurred and who was involved in it, what Compliance Policy or legal provision was breached, which operational process was affected and what factors contributed to the irregularity.

- 9.10. The report should also include recommendations on internal corrective actions, and if a legal department participated in the investigation – also recommendations concerning legal steps. If an employee was involved in the compliance irregularity, a separate memorandum should be drafted according to labour law regulations.
- 9.11. Based on the report from the internal investigation, Management Board should make a decision concerning further actions which should be made.

## 10. PERSONAL DATA PROTECTION

- 10.1. Personal data of persons who report compliance irregularities, being witnesses, specified in a report of irregularity or covered by investigation initiated to determine whether an irregularity took place, that include their identification data (including name and employer) as well as contact data (including telephone number, e-mail address), if indicated, can be processed by the Company as the personal data administrator. The purpose of processing will be to determine whether a compliance irregularity took place, as well as the risks and effects thereof upon the Company, and further legal measures, in particular, notification to relevant regulators or law enforcement authorities.
- 10.2. The Company processes said data on the basis of Art 6 section 1f) of Regulation on personal data protection<sup>1</sup> i.e. in light of the fact that processing is necessary for purposes stemming from legally justified interests of the Company as an administrator, with the exception of situations when interests or fundamental rights and freedoms of persons whose data is processed have an overriding nature in relation to such interests.
- 10.3. Persons whose personal data are processed by the Company in connection with notifications can demand to access their personal data, correct, delete, limit its processing or object to data processing by the Company, whereas these rights are subject to limitations stipulated by law.
- 10.4. In order to exercise the rights mentioned in 10.3, Company should be contacted in writing at the indicated address of the Company.

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<sup>1</sup> REGULATION (EU) 2016/679 OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (General Data Protection Regulation)

- 10.5. Persons whose personal data are processed by the Company in connection with notifications can file a complaint to the manager of Office for Personal Data Protection.
- 10.6. Personal data processed in connection with notifications may be forwarded to persons rendering legal assistance or audit services to the Company or to collect evidence according to regulations set forth in commonly binding law. Personal data that is collected in connection with notifications will not be forwarded outside the European Economic Area.
- 10.7. Personal data that is processed in connection with reports on compliance irregularities will be processed respectively for required periods on the basis of commonly binding law or until expiry of the limitation period.

## 11. ENTRY INTO FORCE

- 11.1. This Code of Conduct and attachments hereto enter into force as the resolution of Management Board of the Company of 25 of October 2019