

ERG S.A. ANTI-CORRUPTION POLICY



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I. Introduction

ERG S.A. (hereinafter referred to as the “**Company**”) is convinced of the need to comply, within the framework of its business activities, with the applicable regulations, including provisions of the law and ethical standards aimed at preventing all forms of corruption. The Company feels obliged to promote its business in a transparent and responsible manner, respecting the highest ethical standards. The responsibility for achieving this goal lies with all employees, collaborators and representatives of the Company.

The Company adopts a zero tolerance policy towards any corrupt behaviour.

This Anti-Corruption Policy has been approved by the Company’s Management Board and accepted for application in all of the Company’s organisational units.

This Policy applies to all employees, collaborators and representatives of the Company, and the Company’s management makes all efforts to communicate its principles to all persons performing any services for or on behalf of the Company. These persons are obliged to ensure compliance of their actions with local, national and international laws and with regulations applicable to the business conducted, taking into account the principles covered by this Anti-Corruption Policy.

In addition, the Company supports and encourages its Customers, business partners and suppliers to follow in their activities the principles of ethics, act with integrity and comply with the applicable laws, including in particular to prevent all forms of corruption.

Conducting business ethically and responsibly is the main and basic principle guiding the Company within the framework of its activity.

The purpose of this document is to provide all employees, collaborators and partners of the Company with a set of principles that must be complied with in all of the Company’s business activities and to indicate behaviours that may constitute cases of corruption or paid protection (influence peddling), which are consequently unacceptable to the Company, as well as to indicate how to behave if a threat of corruption or behaviour bearing the hallmarks of corruption occur.

The principles set out in this document supplement the provisions of national and international anti-corruption law.

II. Definitions

Corruption is deemed to mean giving, offering, accepting, demanding or expecting a bribe or any other undue benefit, whether tangible or intangible, in exchange for or with the aim of obtaining a specific action or omission, as well as the promise thereof.

A material benefit offered or accepted may have in particular the following forms:

- money (in cash, by transfer) or any money substitutes (e.g. vouchers, prepaid cards, gift cards, bitcoin, etc.),
- services in kind, i.e. entertainment, travel, catering, e.g. tickets, accommodation, etc.

Actions or omissions expected in exchange for an undue material benefit may have in particular the following forms:

- preferential treatment e.g. when selecting a bid, entering into a contract,
- employment for yourself, one's friends or family members,
- confidential information.

Acts of corruption include:

- bribery,
- paid protection/influence peddling (invoking influence in certain institutions to handle a specific matter, procure funds, etc.),

each of which may take an active form, consisting in offering, giving or promising specific benefits or invoking certain influence, and a passive form, consisting in accepting or demanding specific benefits or seeking intermediation in the handling of a matter.

III. Anti-Corruption Policy principles

All employees, collaborators and representatives of the Company are obliged to proceed in accordance with the applicable law and with the provisions of this Anti-Corruption Policy, applying the principle of zero tolerance for corruption and influence peddling in all aspects of the business conducted.

1. According to the Anti-Corruption Policy adopted, employees, collaborators and representatives of the Company are prohibited from undertaking, both in internal and in external relations, any of the following actions, regardless of whether they are taken directly or through other persons:

- bribery, both by accepting or demanding benefits and by giving or offering them,
 - influence peddling, both by offering assistance in handling a specific matter on the basis of actual or declared influence in exchange for expected specific benefits, and by seeking such assistance in exchange for the offering of benefits.
2. Employees, collaborators and representatives of the Company are not allowed to offer, give, promise, demand or accept any financial or personal benefits:
 - which could be seen as illegal, unethical or inappropriate,
 - whose aim to influence the terms of a transaction,
 - which are granted in cash or its equivalent (e.g. gift cards, vouchers).
 3. It is prohibited to give gifts or render favours outside the standard business relationships to existing or prospective customers, their employees or agents or other persons with whom the Company has contractual relationships or with whom it intends to negotiate a contract.
 4. As part of standard business relationships, accepting or offering small non-pecuniary gifts, catering services, etc. is acceptable with the aim of supporting the process of establishing, keeping up and developing essential business relationships. However, before offering or accepting such gifts or services, it is necessary to make sure that they do not involve any expectation on the part of the other party with regard to any specific behaviour, and that the other party cannot perceive such gifts or services in this way, given the context of the situation. The above does not apply to accepting and offering small Christmas gifts, which are part of the Polish culture and customs.
 5. Gifts in the form of sums of money are absolutely prohibited, and if they are offered, they must be refused. This also applies to any cash equivalents such as gift cards, vouchers, etc.
 6. When making or receiving any payments, make sure you know what they payment is for and whether the amount is correct and adequate to the value of the respective goods or services.
 7. The Company keeps its books of account and pursues its financial policy in a transparent manner and in compliance with the applicable law. It is prohibited to use, including putting into circulation, fake documents and invoices, as well as to make incorrect, ambiguous or misleading accounting entries. It is prohibited to use any accounting solutions, procedures or techniques with the aim of making or receiving illegal payments.

IV. Anti-Corruption Policy implementation

1. The Company's Management Board will take steps to familiarise all of the Company's employees and collaborators with the provisions of this Anti-Corruption Policy, in particular by distributing a copy of this document among the staff and by displaying it in publicly accessible spaces in the Company's premises.
2. Persons representing the Company outside, including in particular Members of the Management Board, proxies and representatives within the framework of contacts with the Company's partners shall be obliged to transmit this Anti-Corruption Policy to them. It is recommended that this Anti-Corruption Policy be enclosed to commercial contracts concluded or that references be included in such contracts to the Policy with an indication of the website address where the document is available. Under no circumstances may the contracts entered into contain provisions that contradict the provisions of this Policy.
3. The Company will ensure general availability of the contents of the Anti-Corruption Policy at all times by uploading the document to the Company's website.
4. Training is envisaged for the Company's employees and collaborators, including discussion of the following:
 - the provisions of the Anti-Corruption Policy,
 - the principles adopted within the Company with regard to offering or accepting benefits to/from other collaborators or partners of the Company,
 - the methods of responding to cases of violation of the Anti-Corruption Policy.

The training should cover in the first place the persons responsible for establishing, keeping up or developing business relationships with the Company's partners, including in particular employees of the Company's Sales Department.

5. The possibility is envisaged for the Company's Management Board to issue detailed guidelines on specific practices and behaviours which are considered acceptable or unacceptable in the light of this Anti-Corruption Policy.
6. It is the duty of all employees and collaborators of the Company to avoid situations and actions that might lead to corruption. Failure to comply with the provisions of the Anti-Corruption Policy on the part of employees or collaborators will be treated as a violation of employee duties and may result in disciplinary liability as well as in criminal liability under the provisions of the generally applicable law in force.

7. If you have any doubts as to how to behave in a situation of a threat of corruption or influence peddling, you should contact your direct superior or the Company's Management Board.
8. A mechanism is introduced in the Company for reporting cases of violation of the provisions of this Anti-Corruption Policy, described in detail in section V below.

V. Reporting violations of the Anti-Corruption Policy

It is the duty of employees and collaborators to prevent, detect and report cases of bribery, as well as other forms of corruption and influence peddling.

If you suspect that such a violation has occurred or may occur in the future, you should report it as soon as possible. You can report this:

- by e-mail, by writing to etyka@erg.com.pl,
- by putting a written report in the dedicated box.

The Company will not take measures such as termination of the contract of employment or of the labour-based relationship against employees and collaborators reporting irregularities. There will be no tolerance for any form of discrimination or harassment against anyone reporting in good faith their concerns or suspicions about potential corruption phenomena.

Data making it possible to identify the reporting person may be disclosed only with the respective person's consent, unless they are disclosed at the request of a competent authority acting in accordance with the provisions of the law, including in particular at the request of a court or of a public prosecutor.

Data making it possible to identify the person indicated in the report may be disclosed only once the report has been considered justified, unless they are disclosed at the request of a competent authority acting in accordance with the provisions of the law, including in particular at the request of a court or of a public prosecutor.

All reports will be taken examined and thoroughly inspected. Detailed explanatory proceedings are conducted with regard to reports involving potential liability on the part of a collective entity.

VI. Employee liability

Failure to comply with the principles contained in the Anti-Corruption Policy constitutes a violation of employee obligations and may result in the employee being held to disciplinary liability under the Work Rules and to criminal liability resulting from the provisions of the generally applicable law in force.

