

ANTI-BRIBERY AND ANTI-MONEY LAUNDERING POLICY (THE "POLICY")

Foreword by the Chairman of the Board of Directors

Dear Colleagues

ENERGO-PRO a.s. (the "**Company**"), together with its affiliates (the "**Group**"),¹ is a leading hydropower operator, distributor and supplier of electricity in Central and Eastern Europe, meeting energy demand and serving the needs of an actively developing region.

We generate almost 3 TWh of power annually and serve more than 2 million grid customers, distributing 11 TWh of electricity in Georgia and Bulgaria. The Group employs nearly 9,000 people. Our engineering operations, including Litostroj Engineering a.s. and Litostroj Power d.o.o., develop and manufacture hydro turbines and hydrotechnical equipment, building on more than 100 years of industrial tradition.

We can be proud of the Group's achievements to date and current standing. This is a business that sustains each and every one of us. But we need to protect it.

We need to recognise that we are exposed to the risks of bribery, money laundering and other improper behaviour by our presence in emerging markets, our activities in regulated sectors and our engagement with many suppliers, customers and other entities. These risks arise in our dealings not only with public officials, at home and abroad, but also with business partners.

An act of bribery or money laundering by a single person could discredit all of us, including in the eyes of our investors and lenders, with serious consequences.

If, however, we all behave with integrity, and others recognise our integrity, we will together have created something of great value. In everything that we do for the Group, we must protect and further develop that asset.

In order to meet this goal, we must all work to align our behaviour with the provisions of the Policy. That is why I ask you to take the time to read and understand the Policy. Colleagues will provide you with training and the opportunity to ask questions and make comments. Please use the Policy in your day to day work as a resource that helps you to resolve ethical concerns and act with integrity.

The future of the Group, and its continuing success and growth, depends on the integrity of each and every one of us.

Yours faithfully



Jaromír Tesař
Chairman of the Board of Directors
ENERGO-PRO a.s.

¹ The Group includes DK Holding Investments, s.r.o., the sole and direct shareholder of ENERGO-PRO a.s., and all of its direct and indirect subsidiaries.

1. Introduction

Group companies interact with many public and private entities. At each such interface a risk exists that bribes may be given or received or that money laundering takes place. Interactions with the following persons and other entities are particularly important:

- politicians interested in the energy sector;
- licensing and permitting authorities;
- authorities responsible for administering feed-in tariffs, green bonuses or other RESS;
- authorities that allocate any public service obligations;
- tax authorities;
- market operators purchasing balancing services;
- multi-lateral organisations involved in market liberalisation;
- customers purchasing generated electricity or distribution services (including as regards new connections and reconnections);
- suppliers of electricity to our distribution business;
- suppliers of equipment and other goods and services;
- construction contractors;
- providers of professional services;
- lobbyists;² and
- providers of debt or equity funding.

The Policy has been designed to address and mitigate the risks of bribery and money laundering in the key areas indicated above. It applies to all managers (including directors and other officers), employees and other colleagues within the Group ("**employees**") and to certain associated persons (see section 6 below).

2. Aims

The Policy is intended to:

- express the Group's commitment to ensuring that all employees and associated persons act lawfully and with integrity when performing their work;
- contribute to the development of integrity among all employees and associated persons and enhance the Group's reputation and its relationships with third parties, both public and private;
- define bribery and how to avoid it, and enable the detection and treatment of bribery; and
- define how to recognize and deal with money laundering.

3. Policy implementation and ongoing management

An anti-bribery and anti-money laundering committee (the "**Committee**") will be responsible for the introduction and overall implementation of the Policy, including the supervision of training activities and the review of reports of internal investigations into alleged irregularities. The Committee has three members: one member of the Board of Directors, the Group head of the Human Resources Department ("**HHR**") and the Group general counsel ("**GC**").

The Human Resources Department will arrange regular training for employees, including by e-learning, to promote a full understanding the provisions of the Policy (see section 8 below) and other meetings to gain feedback on how the Policy is working.

² The use of lobbyists per se is not contrary to the requirements of the Policy. Care should, however, be taken in this sensitive area, including by the use only of registered lobbyists, where registration is required by the laws of any jurisdiction.

The GC will assess the risks of bribery and money laundering in the Group on an ongoing basis in order to propose to the Committee adequate preventive measures. He or she will also assist with the clarification and interpretation of the Policy and undertake a review at least annually so as to propose updates to the Committee.

4. What is bribery?

Bribery means a person, whether acting directly or through an intermediary, giving something to another person as an inducement or reward for the second person (or another person) acting in an improper way. It also means the second person receiving the thing in question. Generally, it does not matter whether the recipient is a public official (home or foreign), business partner, employee or agent. It also does not matter whether the thing in question, the bribe, is a financial or other advantage, or even whether it is actually given or accepted. It is enough to offer, promise, request or agree to receive the bribe. The improper behaviour of the recipient of the bribe (or other person) means such person acting in bad faith, in breach of trust or unfairly for or against any person.

Explanatory questions and answers about bribery are set out in **Annex 1**.

5. What is money laundering?

Money laundering means converting the proceeds of crime into legitimate property or activities, thus hiding their true source. Money laundering often constitutes a criminal offense, depending on local laws. The activities stipulated below can be regarded as money laundering:

- the conversion or transfer of property, knowing that such property is derived from criminal activity or from an act of participation in such activity, for the purpose of hiding or disguising the illicit origin of the property or of assisting any person involved in the commission of such activity to evade the legal consequences of that person's action;
- the hiding or disguise of the true nature, source, location, disposition, movement, rights with respect to, or ownership of, property, knowing that such property is derived from criminal activity or from an act of participation in such activity;
- the acquisition, possession or use of property, knowing, at the time of receipt, that such property was derived from criminal activity or from an act of participation in such activity; and
- participation in, association to commit, attempts to commit and aiding, abetting, facilitating or counselling the commission of any of the actions referred to in the bullet points above.

Annex 2 to this Policy contains an indicative list of indicators which may give rise to suspicion that a transaction involves money laundering.

6. Associated persons

Depending on the facts, Group companies (i.e. legal persons, not individuals) may commit a criminal offence due to bribery committed by persons associated with them. These associated persons could be employees or other persons providing a service to a given Group company, such as commercial agents or lobbyists. Such a situation could arise when an associated person bribes another person with the intention of obtaining or retaining a business advantage for the relevant Group company.

Examples of such a business advantage could be a regulator granting more favourable trading conditions (such as an increased feed-in tariff or network charges) or a business partner entering into a contract that is beneficial to the Group (such as a power purchase agreement). An associated person may believe that he or she is acting in the Group's best

interests, however in reality the relevant Group company may suffer corporate criminal liability, resulting in substantial fines or even its dissolution.

For the above-mentioned reasons, entry into a contract with an associated person should occur only after a diligent screening intended to verify:

- the scope and nature of the services to be provided by the associated person;
- the business justification of receipt of the services;
- the identity and integrity of the associated person; and
- the overall legitimacy of the initiative.

Before an associated person begins to cooperate with the Group, it (or he or she) must:

- read the Policy and issue of a statement of familiarisation in the form set out in **Annex 3** (or issue an equivalent statement by agreed electronic means); and
- legally agree with the relevant Group company not to engage in bribery.

The management of any Group company may (acting in good faith and with due care) limit the application of the above-mentioned requirement in proportion to the level of risk that any associated person poses to such Group company, whether due to the nature of the services provided by such associated person or the value of such services or payment made for them.

Persons engaged as associated persons of any Group company must act with integrity and implement adequate measures with a view to preventing bribery.

Wherever practicable, a contract entered into by a Group company and an associated person should be signed by two people from the Group company. This “four eyes principle” will reduce the risk of the contract failing to meet the standards required under the Policy.

7. Specific required behaviours

Gifts and hospitality

The giving and acceptance of gifts and hospitality are allowed within the Group if they are reasonable, rational, proportionate to goals and are likely to attain those goals. Clearly, concerns will arise where a transaction takes place only as a result of, or in connection with, any gift or hospitality.

In order to determine whether a particular gift or instance of hospitality meets the above-mentioned criteria, an employee or associated person must consider the circumstances in which it is contemplated (including the persons involved, place and timing), together with the reasons for it.

It is prohibited to give or accept any gifts in cash (cash, bank transfer, prepaid cards, etc.) or goods equivalent to cash (gold, jewellery, vouchers, financial instruments, etc.).

The giving and acceptance of a gift or item of hospitality with a value exceeding:

- USD 75 (or its equivalent in any currency) must be reported to a superior;
- USD 150 (or its equivalent in any currency) must be approved by a superior; or
- USD 300 (or its equivalent in any currency) must be refused or, if received, handed over to a superior free of charge for donation to charity.

The management of any Group company may (acting in cooperation with the Committee) impose lower thresholds than those set out above, if so required by the laws of the jurisdiction in which such Group company is incorporated or operates.

The procedure for giving and accepting gifts and hospitality is specified in **Annex 4**.

All employees and associated persons of every Group company must keep appropriate documentary records relating to giving or accepting gifts and hospitality. These documentary records should faithfully present the actual costs and expenses involved.

Sponsorship and contributions to associations and entities, trade promotions

No sponsorship of any political party or movement is permitted under the Policy.

Any sponsorship of or contributions to associations or other entities, or to trade promotions, will be made only after a diligent screening in order to verify:

- the scope and nature of the sponsorship or contribution;
- the business justification of the sponsorship or contribution;
- the identity and integrity of the recipient; and
- the overall legitimacy of the initiative.

The form and timing of the sponsorship or contribution must be carried out consistently with the terms of the Policy.

Preparation and control of accounting records

The Group has an effective system of internal audits in relation to its accounting books and records.

The Group maintains adequate accounting controls in order to provide reasonable assurance that financial statements comply with generally accepted accounting principles and, in any case, applicable legislation and/or IFRS.

Internal control systems include specific controls at different organizational levels, with proper operational implementation.

8. Training

The Policy will be published on the Company's website and will be distributed to all new employees against completion of a Statement of familiarisation in the form set out in **Annex 3** (or issuance of an equivalent statement by agreed electronic means).

The Human Resources Department will ensure appropriate training with a view to ensuring that all employees comply with the terms of the Policy. The Human Resources Department will provide a summary of the training records to the Committee at least annually or without delay upon request.

The training program will be divided per the following employee levels:

- management and employees most exposed to the risk of bribery or money laundering; and
- other employees.

Participation in training sessions, including e-learning courses, will be mandatory for all employees. Training will focus primarily on applicable legislation, the requirements of the Policy and practical ways in which to avoid bribery and money laundering and act with integrity.

The Human Resources Department will ensure that all employees are trained at least once every three years.

9. Reporting obligation and internal investigations

All employees and associated persons must report any irregularities of which they become aware that may constitute bribery or money laundering.

The reporting process is confidential and the person making a report will be fully protected against victimisation and other unfair treatment.

Reports should be made in accordance with the procedure described in **Annex 5**.

Each report will trigger the internal investigation procedure described in **Annex 6**.

10. Consequences

The Group has a zero-tolerance approach to bribery and money laundering.³ Any employee involved in bribery or money laundering will face disciplinary action and possible dismissal. A contract entered into with any associated person may in such circumstances be terminated.

If a Group company becomes aware of possible bribery or money laundering, it may have a legal obligation to report it to relevant law enforcement bodies. The Group company will always respect any such reporting obligation.

11. Data protection

Annex 7 describes the rights of Group companies to process as a data administrator the personal data of employees and individual associated persons reporting irregularities (as defined above) or involved in any internal investigation triggered by such a report.

12. Entry into force

This Policy enters into force and is effective on and from 31 December 2019.

Annexes to the Policy:

1. Questions and answers about bribery
2. Indicators for suspicion of money laundering
3. Statement of familiarisation with the Policy
4. Procedure with regard to qualifying gifts and hospitality
5. Procedure for reporting irregularities
6. Internal investigation procedure
7. Data protection

³ Group companies which are regarded as "obliged" entities within the meaning of local anti-money laundering legislation are required to comply with specific anti-money laundering obligations (e.g. customer due diligence).

Annex 1

Questions and answers about bribery

What is a bribe?

In the context described below, a bribe is a financial or other advantage.

A financial advantage means cash, but it can also mean bank transfers, prepaid cards, gift cards, loans, subsidies, a new or increased asset, a decreased liability, free use of an asset, personal property (e.g. a car, jewellery, valuable glass or porcelain), real property (e.g. an apartment), domestic or foreign travel, or entertainment (e.g. an invitation or ticket to a concert, sporting event or conference).

Other advantages are something that have no financial value, as such, but may satisfy some need or desire, such as an offer of employment, promotion or sexual activity.

Who can commit an act of bribery?

International anti-bribery law, and the Policy, apply to acts carried out by people in the public sector (such as public officials, both at home and abroad) and also the private sector (such as people engaged in business activities, employees and commercial agents).

These people are expected to act properly, which may mean acting in good faith, in a position of trust and/or impartially. If such people act improperly because of a bribe (which may be an inducement to act in a certain way or a reward for having so acted), both the giver and recipient of the bribe will commit an act of bribery.

Is an act of bribery a criminal offence?

Yes. In addition, the giver of a bribe may cause a company to which he or she is connected also to commit a criminal offence, as described below.

Does it matter who accepts the bribe?

No. It is irrelevant whether, in connection with any bribe, the person who acts improperly is the recipient of the bribe or another person.

It is also irrelevant whether the recipient of the bribe can actually influence a decision or action of a public official. So-called trading in influence therefore falls within the scope of international anti-bribery laws and the Policy.

Does the bribe actually need to be given or accepted?

No. Even if a bribe is not actually given or accepted, the offer, promise, request or agreement to receive it is itself an act of bribery and a criminal offence.

Can any financial or other advantage, even of a small value, constitute a bribe?

Yes, if the financial or other advantage is provided to induce or reward improper behaviour, as described above.

Can a gift as an expression of gratitude ever be made to a public official?

As a general rule, employees and associated persons should not give gifts to public officials.

It may, however, be possible to give a gift expressing gratitude to a public official if the gift is:

- symbolic and with little actual value;
- offered in a transparent manner;
- not expected by the person holding public office; and
- given only after the conclusion of the relevant actions (not before).

The following gifts are prohibited under the Policy:

- cash or cash equivalents;
- watches;
- collector pens;
- skiing equipment; and
- foreign travel or accommodation.

Please seek internal advice before giving gifts to public officials.

What gift or marketing or items of hospitality are allowed?

Please see **Annex 4** with respect to which gifts and items of hospitality are permitted under the Policy, and what financial thresholds require a person to report and/or request consent to offer (or accept) and/or not to offer (or accept) a gift or item of hospitality.

In general, employees and associated persons should carefully consider the circumstances and timing of any gifts and hospitality.

The purpose of a gift or item of hospitality must always be permitted, including the following:

- establishment or maintenance of business contacts;
- care for the image or reputation of a Group company; and
- promotion of the goods or services of a Group company.

The intentions of the recipient of the gift or item of hospitality must also be considered. Evidence should be sought that the parties involved are acting in good faith and with no intention of acting improperly or having acted improperly.

Finally, it should be determined before any gift is given or item of hospitality is offered, given or accepted whether:

- any tender or similar process of any Group company is underway or pending in which the offeror of the proposed gift or hospitality takes part;
- any tender or similar process of the offeree of the proposed gift or hospitality is underway or pending in which any Group company takes part; and
- any gift or hospitality has in the past been given or accepted by any of the persons referred to above.

Can a financial or other advantage given through a third-party be considered bribery?

Yes. Bribery can take place when an advantage constituting a bribe is given through a third party. This could be a company that allegedly renders services to the bribing company, only to transfer the bribe to the ultimate recipient. The procedure frequently entails the issue of invoices for the provision of fictitious services by the intermediary company.

What is improper behaviour involving private sector persons?

Examples of improper behaviour include:

- granting preferential treatment in tender proceedings to a bidder whose offer is not the most economically advantageous;
- selecting a supplier according to vague or arbitrary criteria rather than on sound business terms;
- concluding a contract on terms more beneficial to the counterparty; and
- purchasing services where performance is (in whole or part) fictitious.

What is improper behaviour involving public sector persons?

Examples of improper behaviour include:

- granting a contract in tender proceedings, a more favourable feed-in-tariff or higher network charges in breach of relevant rules;
- waiving a fine or other penalty in breach of relevant rules;
- deciding in favour of a party to court proceedings other than as required by the law or facts of the dispute; and
- carrying out a tax audit of a competitor without lawful reason.

Are facilitation payments permitted?

Facilitation payments are payments to a public official to induce or reward the performance of an existing duty, or speed up such performance. They are prohibited under the Policy.

Can a company be held liable if its employee or associated person engages in bribery?

Yes. Under the laws of some jurisdictions (such as the Czech Republic), a company may be criminally liable if an employee or other person providing a service to it (such as a commercial agent or lobbyist) bribes another person with the intention of obtaining or retaining a business advantage for the company.

What are the effects of bribery on employees and associated persons?

Any employee involved in bribery will face disciplinary action and possible dismissal. The contract entered into with any associated person may be terminated.

Any such person will also be at risk of criminal liability. If found guilty of a criminal offence, he or she may face fines and/or imprisonment. A court may also order that person to remedy any financial harm caused.

What are the effects of bribery on the Company (or another Group company)?

If an employee or associated person entity engages in bribery, the Company (or other Group company) may receive a severe blow to its reputation.

The Company (or other Group company) may also be at risk of corporate criminal liability. Under Czech criminal law, a company may incur a financial penalty of up to CZK 1.5 billion (approximately, USD 95 million) and/or a prohibition on:

- carrying on its business activity;
- participating in public tenders or performing public contracts; and/or
- accepting grants and subsidies.

A court may make its judgment public, thereby causing severe reputational damage.

In extreme cases, a Czech court could order the company to be dissolved.

Annex 2**Indicators for suspicion of money laundering**

It is not possible to provide an exhaustive list indicating money laundering or scenarios which could be regarded as suspicious in terms of money laundering. The examples below are demonstrative and non-exhaustive matters which might give rise to suspicion of money laundering:

- the transaction has no apparent purpose, makes no obvious economic sense or it is conducted in unusual (nonstandard) circumstances;
- the transaction is required without a reasonable explanation, or is outside the ordinary range of goods or services normally required by the Group or is outside of the business or experience of the Group;
- the client or business partner refuses to provide any information requested in connection with the purpose of the transaction;
- the ownership structure of the client or business partner appears unusual or excessively complex given the nature of the company's business;
- the client or business partner avoids face-to-face contact or pursues a transaction without certain safeguards, such as electronic signatures;
- the client or business partner extensively uses offshore accounts, companies or structures in circumstance where the client or business partner need not use the same; and/or
- the client or business partner is located in a country which is regarded by the European Commission as having weak anti-money laundering and terrorist financing regimes.⁴

Each employee and associated person should apply business sense to determine whether there may be other reasons giving rise, in respect of any transaction with a client or a business partner, to a suspicion of money laundering.

In case of doubt, if a transaction gives rise to suspicion of money laundering, each employee or associated person may consult the director of the legal department of the relevant Group company (or, if none, the GC).

⁴ The European Commission adopted a list of third countries with weak anti-money laundering and terrorist financing regimes on 13 February 2019. These countries include: Afghanistan, American Samoa, The Bahamas, Botswana, Democratic People's Republic of Korea, Ethiopia, Ghana, Guam, Iran, Iraq, Libya, Nigeria, Pakistan, Panama, Puerto Rico, Samoa, Saudi Arabia, Sri Lanka, Syria, Trinidad and Tobago, Tunisia, US Virgin Islands and Yemen.

Annex 3
Statement of familiarisation with the Policy

STATEMENT

I, the undersigned [**name**],

[acting on behalf of [**company**], as its duly authorised representative]*

declare that I:

- have familiarised myself with the Anti-Bribery and Anti-Money Laundering Policy of ENERGO-PRO a.s., together with its affiliates (the "**Group**") (the "**Policy**")
- understand the contents of the Policy
- undertake to observe the provisions of the Policy [and to procure that the managers (including directors and other officers), employees and other colleagues of [**company**] observe the provisions of the Policy]*
- understand that any breach of the provisions of the Policy may result in disciplinary action and possible dismissal (for managers (including directors and other officers), employees and other colleagues) and/or a ground for contract termination (for business partners).

I also consent to the rights of each Group company described in **Annex 7** to the Policy to process my personal data as a data administrator if at any time I am involved in the reporting of irregularities or in any proceedings initiated to determine whether an irregularity took place.

[**place**] [**date**] [**name**]

* delete as appropriate

Annex 4

Procedure with regard to qualifying gifts and hospitality

[Gift or hospitality for employee or associated person \(offered or accepted\)](#)

An employee or associated person must report to his or her superior (or contractual contact person) the acceptance of a gift with a value exceeding USD 75 (or its equivalent in any currency) or the acceptance of an item of hospitality (paid for by a third party) with a value exceeding USD 75 (or its equivalent in any currency).

An employee or associated person must request approval from his or her superior (or contractual contact person) for the acceptance of a gift with a value exceeding USD 150 (or its equivalent in any currency) or the acceptance of an item of hospitality (paid for by a third party) with a value exceeding USD 150 (or its equivalent in any currency).

If the relevant superior (or contractual contact person) withholds his or her approval of an offered or accepted gift or item of hospitality (paid for by a third party), in each case with a value exceeding USD 150 (or its equivalent in any currency), that gift or item of hospitality must be refused by the employee or associated person. Any gift already accepted in such circumstances must be handed over to the relevant superior (or contractual contact person) free of charge for donation to charity.

If an employee or associated person is offered a gift or an item of hospitality (paid for by a third party) with a value exceeding USD 300 (or its equivalent in any currency), that gift or item of hospitality must be refused. Any gift already accepted in such circumstances must be handed over to the relevant superior (or contractual contact person) free of charge for donation to charity. In particular cases justified by circumstances, a superior (or contractual contact person) may grant an exception in writing permitting the employee or associated person to accept and retain the gift or receive the item of hospitality.

[Gift or hospitality for third party \(offered or given\)](#)

An employee or associated person must report to his or her superior (or contractual contact person) any gift or item of hospitality given or granted (paid for by a Group company) with a value exceeding USD 75 (or its equivalent in any currency).

An employee or associated person must request approval from his or her superior (or contractual contact person) to give a gift or grant an item of hospitality to a third party (paid for by a Group company) with a value exceeding USD 150 (or its equivalent in any currency).

An employee or associated person must not offer or give a gift or offer or grant an item of hospitality to a third party (paid for by a Group company) with a value exceeding USD 300 (or its equivalent in any currency). In particular cases justified by circumstances, a superior (or contractual contact person) may grant an exception in writing permitting the employee or associated person to offer or give the gift or offer or grant the item of hospitality.

[Reporting and request approval form](#)

The form for reporting offer or acceptance of, or requesting the approval of a superior (or contractual contact person) with respect to, any of the above-mentioned matters is set out in the Appendix below. The form must be submitted by email or, once established, any intra-Group information sharing platform.

In considering whether to grant any approval, the relevant superior (or contractual contact person) must take the following matters into consideration:

- the business justification of the proposed gift or item of hospitality:
 - establishment or maintenance of business contacts;
 - care for the image or reputation of a Group company; or
 - promotion of the goods or services of a Group company;
- the identity of the person(s) to whom (or from whom) the gift or item of hospitality is offered, given, granted or accepted;
- the identity of any relevant affiliate or connected person of such person(s); and
- the circumstances and timing of the proposed gift or grant of hospitality, in particular whether:
 - any tender or similar process of any Group company is underway or pending in which the offeror takes part;
 - any tender or similar process of the offeree is underway or pending in which any Group company takes part; and
 - any gift or hospitality has in the past been given or accepted by any of the persons referred to above.

Appendix to Annex 4
Reporting and request approval form

1. Your data:

Position/workplace:

First name:

Surname:

Email (must be work):

Telephone number (must be work):

Depending on the circumstances, including whether a gift or item of hospitality has been accepted by or offered to you, or given or offered by you, please complete the relevant information below.

2. [I am reporting that I have accepted:

- a gift in the form of **[what?]**
- item of hospitality in the form of **[what (includes travel, accommodation or meal)?]**
- which was (or will be) given or occurred (or will occur) **[when?]***

[I am requesting consent so that I can:

- accept the offer from another person of:
 - a gift in the form of **[what?]**
 - item of hospitality in the form of **[what (includes travel, accommodation or meal)?]**
 - (to be) offered or given **[when?]**
- offer or give to another person:
 - a gift in the form of **[what?]**
 - item of hospitality in the form of **[what (includes travel, accommodation or meal)?]**
 - (to be) offered or given **[when?]***

* delete as appropriate

- The total cost is **[complete]**
- The unit cost (per person) is **[complete]**

3. Data on person(s):

- Who offered or gave the gift or item of hospitality? **[complete]**
- To whom was the gift or item of hospitality offered or given? **[complete]**

4. Identity of any relevant affiliate or connected person of such third party

- **[complete]**

5. The business justification of the proposed or actual gift or item of hospitality is (please tick any applicable box):

- establishment or maintenance of business contacts
- care for the image or reputation of a Group company
- promotion of the goods or services of a Group company

other **[complete]**

6. Have you in the past, in respect of the third party or affiliate or connected person indicated above:

- offered or given a gift or hospitality (paid for by a Group company) (please tick the applicable box)?

- yes
- no

- been offered or accepted a gift or hospitality (paid for by a third party) (please tick the applicable box)?

- yes
- no

- If the reply to either of the above questions is yes, please state details of the same

[complete]

7. Has the third party or affiliate or connected person indicated above in the past, in respect of you:

- offered or given a gift or hospitality (paid for by a third party) (please tick the applicable box)?

- yes
- no

- been offered or accepted a gift or hospitality (paid for by a Group company) (please tick the applicable box)?

- yes
- no

- If the reply to either of the above questions is yes, please state details of the same

[complete]

8. Any further information

- **[complete]**

[place] [date] [name]

Annex 5

Procedure for reporting irregularities

Reporting obligation

Each employee and associated person must report any irregularity that constitutes or may constitute bribery or money laundering. Reporting of this kind is sometimes called whistleblowing. The Group is fully supportive of whistleblowing when undertaken in accordance with the principles and procedures set out in the Policy.

A report must be made on the basis of facts of which the reporting person is actually aware. It should be made in good faith and not for the purpose of benefitting or harming any person.

To the extent possible, each report should be accompanied by documents or other data providing evidence of the matters described in the report. There is, however, no requirement actively to seek documents or other data that are not available to the reporting person.

Reports should be made using the form set out in the Appendix below and submitted by email or, once established, any electronic intra-Group platform.

To whom to report

An employee must report any irregularity (as defined above) to:

- the country head of the Human Resources Department (or, if none, the HHR); or
- if he or she suspects that his or her superior is involved in the irregularity or if there is no response to the report within 14 days after it is made, the HHR.

An associated person must report any irregularity (as defined above) to:

- the contact person indicated in the agreement concluded between the associated person and the relevant Group company; or
- if it (or he or she) suspects that the contact person is involved in the irregularity or if there is no response to the report within 14 days after it is made, the GC.

Reports will be investigated in accordance with the procedure set out in **Annex 6**.

The persons receiving reports submitted under this Policy will consider whether external reporting is required in the relevant jurisdiction and, where necessary, compile a report under local anti-money laundering legislation if it appears that conduct occurred which would require such a report.

Required reporting or voluntary self-reporting to relevant prosecuting and other bodies will take place in accordance with local requirements applicable to each Group company.

Rights and obligations of reporting person

The reporting of irregularities will be treated in the strictest confidence. Making a report will not affect the employment terms of an employee or the contractual or commercial position an associated person. No reporting person may be victimised or subjected to other unfair treatment. Any such behaviour on the part of an employee or associated person will be treated as a disciplinary matter or serious commercial relationship issue.

Until the investigation procedure has been completed, the reporting person may not disclose any alleged irregularity to any person inside the Group (other than as required above) or outside it, including to the media. Any such disclosure on the part of an employee or associated person will be treated as a disciplinary matter or serious commercial relationship issue.

Appendix to Annex 5
Irregularity report form

Your data

Position/workplace:

First name:

Surname:

Email (may be work or personal):

Telephone number (may be work or personal):

Possible irregularity

Please indicate, to the extent known to you, the following information:

- What was the possible irregularity (that constitutes or may constitute bribery or money laundering) and when and where did it take place? **[complete]**
- What individuals or companies were involved in the possible irregularity and who did or may have benefitted from it? **[complete]**
- Did any individual or Group company lose any money or suffer any other loss? If so, how much money or what loss? **[complete]**
- Do you have any documents or other data providing evidence of the possible irregularity and, if so, what? **[complete]**
- How do you know about the possible irregularity? Did you personally witness an act or conversation? If so, what, where and when? Did you hear about a possible irregularity from another person? If so, from whom? **[complete]**
- What other circumstances/information are, in your view, relevant to the possible irregularity? **[complete]**

In what capacity are you submitting this report (please tick any applicable box)?

- Employee
- Associated person
- Perpetrator (acting alone)
- Perpetrator (acting with others)
- Victim (acting alone)
- Victim (acting with others)
- Competitor
- Other (please specify)

Evidence

Please indicate whether you possess documents or other data providing evidence of the possible irregularity (please tick any applicable box):

- I have no documents or other evidence
- I have documents in hard copy
- I have documents in electronic form
- I have other evidence in hard copy
- I have other evidence in electronic form

Annex 6

Internal investigation procedure

If a report of a possible irregularity (as defined in **Annex 5**) is received from an employee or associated person of any Group company, the internal investigation procedure set out below will be activated.

Receipt and initial verification of report of an irregularity

Initial verification of a report will be made by the recipient referred to in **Annex 5**. If any Group company has an Internal Audit Division, this will undertake instead of the recipient the initial verification of the report and the other steps described below.

The recipient of a report will, without unreasonable delay but in any event within 14 days after the date of receipt of the report:

- determine whether the following information has been provided:
 - whom the report concerns (employee, associated person or other);
 - where and when the possible irregularity took place;
 - the circumstances surrounding the possible irregularity (with regard to the business activities of the Group);
 - whether the reporting party possesses documents or other data providing evidence of the matters described in the report; and
 - whether the reporting party states the source of its knowledge of a possible irregularity;
- call for supplementary information if it is determined that any information required in the report form or immediately above is missing;
- call for documents or other data indicated by a reporting party in the report (if missing);
- determine whether the relationship between the reporting party and the person to whom a report relates suggests that the report was made in bad faith;
- analyse the report and any accompanying documents and other data for credibility and the reasonable likelihood that an irregularity took place; and
- identify any other person who may have taken part in or witnessed reported events.

Decision to conduct or forgo internal investigation

On the basis of the initial verification of a report, the recipient of the report will decide, based on objective grounds and in good faith, either to conduct an internal investigation or to forgo such an investigation. The recipient should so inform the reporting party by email (using the email address set out in the report) or, once established, any electronic intra-Group platform within 14 days after the date of receipt of the report. If a decision is made to forgo an internal investigation, the recipient should provide reasons for the same in a reasonable scope and with a reasonable content.

In the event of a decision to conduct an internal investigation, the recipient will forward both the report and the initial verification, including all supporting evidence, to the director of the legal department of the relevant Group company (or, if none, the GC).

That person will, based on objective grounds and in good faith, either verify the decision of the recipient with regard to the need to conduct an internal investigation or rescind the decision to conduct the internal investigation and forego the same, in the latter case informing the reporting party by email (using the email address set out in the report) or, once established, any electronic intra-Group platform within 28 days after the initial date of receipt of the report.

If either the initial recipient or the person named in the paragraph above decides to forgo an internal investigation, the reporting party may appeal to the Board of Directors (or equivalent director or other officer of any Group company) about such decision, providing reasons in a reasonable scope and with a reasonable content. The Board of Directors (or equivalent director or other officer, as appropriate) will, based on objective grounds and in good faith, inform the reporting party by email (using the email address set out in the report) or, once established, any electronic intra-Group platform within 14 days after the date of receipt of the appeal either verify the decision to forego an internal investigation or rescind the decision and initiate an internal investigation.

If an irregularity was allegedly committed by any member of the Board of Directors (or equivalent director or other officer of any Group company), information will also be provided without delay by the initial recipient of the report to the Supervisory Board (or equivalent supervisory body of that Group company), copying the GC, in order for it (or them) to make recommendations as to further action to the Ultimate Beneficial Shareholder of the Company.

If an irregularity was allegedly committed by any member of the Supervisory Board (or equivalent supervisory body of any Group company), information will also be provided without delay by the initial recipient of the report to the Board of Directors (or equivalent director or other officer of that Group company), copying the GC, in order for it (or them) to make recommendations as to further action to the Ultimate Beneficial Shareholder of the Company.

Appointment of investigation commission

If a decision is taken to conduct an internal investigation (which is not later rescinded as described above), the director of the legal department of the relevant Group company (or, if none, the GC) will without unreasonable delay:

- appoint an investigation commission consisting of a representative of the Internal Audit Division (if any), the legal department (if any), a representative of the Human Resources Department (appointed by the country head of the Human Resources Department (or, if none, the HHR)) and a senior manager of the part of the Group's business which is affected by the irregularity; and
- carry out an initial analysis of the actual or likely future effects of the irregularity and whether binding law requires the irregularity to be reported to relevant public authorities.

If binding law requires the irregularity to be reported to relevant public authorities, the director of the legal department of the relevant Group company (or, if none, the GC) will immediately report this fact to the Board of Directors (or equivalent director or other officer of any Group company) and make such a report or, if he or she lacks authority to do so, request that the Board of Directors (or equivalent director or other officer of any Group company) does so, in each case as a matter of urgency.

Organisation and course of the internal investigation

The investigation commission appointed as described above to conduct the internal investigation will without unreasonable delay:

- determine in respect of the internal investigation:
 - each Group company affected;
 - each party suspected of involvement in the irregularity (position, legal and factual relationship with the relevant Group company, position within the organization, scope of rights, duties and tasks);

- what documents, including electronic documents, other data or evidence should be analysed and where they are located; and
 - who in any Group company may have known about the irregularity; and
- if considered necessary or expedient, select and instruct an external lawyer or forensic auditor to collect further information and evidence and assist with the internal investigation.

The investigation commission will also undertake the following tasks without unreasonable delay:

- securing documentation, including in electronic form, and other data and evidence;
- securing information from financial reporting, monitoring, billing, correspondence of employees and the content of emails and other electronic messages;
- undertaking interviews with employees, associated persons and other contracting parties and taking notes and making recordings from such interviews; and
- analysing the collected information and evidence in order to determine and assess whether:
 - an irregularity took place;
 - what it entailed;
 - who was involved;
 - when and where it took place;
 - in what circumstances it took place;
 - the Group company and/or the part of the Group's business which was affected;
 - whether the irregularity arose intentionally, recklessly or negligently; and
 - the actual or likely future effects of the irregularity,

(the "**Key Issues**").

Report from the internal investigation

After conducting the internal investigation, the investigation commission will without unreasonable delay draft a concluding report that includes analysis and recommendations as to further action.

The concluding report will set out:

- findings on each of the Key Issues;
- what information and evidence, especially documents and other data, support the findings on the Key Issues; and
- recommendations as to the following:
 - in relation to employees found to have taken part in an irregularity, action through disciplinary procedures and/or termination of employment;
 - in relation to associated persons and other contracting parties found to have taken part in an irregularity, contractual measures including termination of contract;
 - proposed organizational, technical, legal or other solutions pertaining to the relevant Group company and/or the part of the Group's business which was affected;
 - a statement of any criminal offence reasonably likely to have been committed and any applicable reporting obligation to relevant public authorities; and
 - other legal action, particularly with a view to mitigate the actual and likely future effects of the irregularity.

Recommendations should also be formulated in the concluding report if there was no determination that an irregularity took place or its perpetrator was not identified but

nevertheless a significant risk of the occurrence of an irregularity to the Group's business was identified.

Each concluding report will be provided without delay to the Committee in order for it to make recommendations as to further action to the Board of Directors.

If the internal investigation concerned any member of the Board of Directors (or equivalent director or other officer of any Group company), the concluding report will also be provided without delay to the Supervisory Board (or equivalent supervisory body of that Group company) in order for it (or them) to make recommendations as to further action to the Ultimate Beneficial Shareholder of the Company.

If the internal investigation concerned any member of the Supervisory Board (or equivalent supervisory body of any Group company), the concluding report will also be provided without delay to the Board of Directors (or equivalent director or other officer of that Group company) in order for it (or them) to make recommendations as to further action to the Ultimate Beneficial Shareholder of the Company.

Annex 7 Data Protection

Personal data of employees and individual associated persons who report irregularities (as defined in **Annex 5**) or are involved in any proceedings initiated to determine whether an irregularity took place may be processed by the relevant Group company as a data administrator.

The purpose of processing will be to determine whether an irregularity took place, the risks of the same to the Group and further legal measures, including reporting bribery or money laundering to relevant law enforcement bodies.

The relevant Group company will process personal data on the basis of the legally justified interests of the data administrator, except where the interests or fundamental rights and freedoms of data subjects have an overriding nature.

Persons whose personal data is processed as described above will have the right to request the relevant Group company to grant them access to such personal data and to correct, delete, limit the scope of the data processing or object to the data processing. The above-mentioned rights are subject to limitations stipulated by law. Data subjects will also have the right to file a complaint with any public authority responsible for the protection of personal data.

Personal data that is processed as described above may be forwarded to persons rendering legal assistance or forensic audit services to the relevant Group company or for the purpose of collecting evidence in accordance with generally binding law. No personal data originating within the European Economic Area will be forwarded outside the European Economic Area.

Personal data that is processed as described above will be processed for the periods permitted or required by generally binding law or until expiry of any applicable statute of limitations.
