

# MOSTOSTAL WARSZAWA CAPITAL GROUP ANTICORRUPTION CODE

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## 1. Introduction

MOSTOSTAL WARSZAWA Capital Group is committed to conducting its business activities in an honest and transparent manner. This means a commitment to avoid all forms of corruption, to comply with all applicable anti-corruption legislation and to follow the recommendations of international organisations such as the Organisation for Economic Co-operation and Development and the United Nations in this regard.

This Anti-Corruption Code of Mostostal Warszawa Group (hereinafter the "Code") reflects the increasingly widespread trend worldwide to outlaw Corruption and to prosecute and severely punish various manifestations of Corruption not only in public but also private sector.

Acciona Construccion - company from Acciona Group, which is a strategic investor in MOSTOSTAL WARSZAWA - is a signatory of the United Nations *Global Compact*, under which it has committed to fight corruption and bribery in all countries where operates. This demand also remains applicable to MOSTOSTAL WARSZAWA's commitment and this document provides guidelines for avoiding inappropriate behaviour that is prohibited under applicable anti-corruption, national and international laws.

The principles of business conduct described in the Code apply to all Stakeholders, including Employees and all Business Partners of MOSTOSTAL WARSZAWA (including contractors, customers, agents, intermediaries, advisers, consultants and suppliers), regardless of legal form of cooperation linking them with MOSTOSTAL WARSZAWA.

The Code introduces a principle of "zero tolerance" with regard to perpetrators of any events and circumstances constituting any form of corruption: bribery, paid patronage, nepotism, conflict of interest, cronyism or unacceptable gifts. All MOSTOSTAL WARSZAWA Employees are obliged to strictly comply with the provisions of the Code and applicable anti-corruption legislation. Any violations in this respect will be investigated and may result in MOSTOSTAL WARSZAWA taking legal and disciplinary measures. This approach stems from the fact that a breach of the Code may expose the Group to legal, financial and reputational risks and jeopardise the continuity of its business operations. All Employees should also be aware that violations of the anti-corruption provisions may result in civil or criminal sanctions under generally applicable laws.

Particularly high expectations for setting an appropriate tone from the top as to the stance described in the Code rest with the Management, who are expected to set an example of behaviour to be presented by subordinate Employees.

The purpose of the Code is to provide guidance, support and guidelines to all Stakeholders on both desirable behaviour and prohibited attitudes.

## 2. Definitions

Ultimate beneficiary - natural person(s) who directly or indirectly controls an entity through the power vested in it by legal or de facto circumstances which make it possible to exercise decisive influence over acts or activities undertaken by the entity or natural person(s) on whose behalf an economic relationship is established or occasional transaction is carried out (not carried out in the context of economic relationship).

Mostostal Warszawa Capital Group ("Capital Group", "MOSTOSTAL WARSZAWA") - capital group, non-corporate economic organism formed by Mostostal Warszawa S.A. - the parent company and legally autonomous companies related through capital or organisational subordination to parent company and controlled by it within the meaning of Polish Accounting Act.

Gratuity - inter alia, form of a bribe in nature of gift of little material value, given to expedite or facilitate formal acts or non-discretionary services, such as obtaining business licence or permit, issuing entry or exit visa, telephone, electricity or water services, or customs clearance, etc.

Donation - gratuitous, contractual transfer of benefit to recipient (enrichment of the recipient) at the expense of donor's estate.

Stakeholder - entity that can influence or be influenced by Group's activities, e.g. person, natural person, legal entity, public office, government or local administration, communities, institutions, foundations and associations, etc.

Conflict of interest - situation in which Employee's ability to perform his or her duties in particular business process in impartial and objective manner is compromised for personal reasons related to family, caring relationships, business interests or any other self-interest or shared interest of Employee with any of participants in that business process. Conflict of interest also arises when it appears that personal interest may affect impartial and objective performance of duties in accordance with the interests of the Group.

Corruption - promising, offering, giving, requesting or accepting, directly or indirectly, a pecuniary or personal advantage, for oneself or another person, on one's own behalf or on behalf of another person, as well as accepting an offer or promise for an act or failure to act in the performance of an official act (in the exercise of a public function or in the course of business).

Material benefit - objects or actions that lead to any undue or unjustified gain of a material nature (the value of which can be expressed in money) for oneself or for another person, including, but not limited to, cash, gifts, meals, invitations to sporting or cultural events, donation, exemption from debt or winning a tender.

Personal benefit - an undue or unjustified benefit of a non-pecuniary nature (which cannot be expressed in money) that improves the situation of a person or other persons related to that person, such as promises of employment or promotion to the person or a loved one, a course or training, a scholarship, a medal or sexual contact.

Code of Conduct - Code of ethics and conduct applicable to the Group.

Compliance Officer - Head of the Compliance Management Department, an employee within the structure of Mostostal Warszawa S.A. competent for Compliance, including those responsible for Corruption issues.

Favoritism - mutual support of persons linked by membership of the same group or kinship, usually for social standing or material gain, not based on merits of those persons but on the fact of familiarity.

Bribery - a materialised form of Corruption.

Mostostal Warszawa S.A. - parent company in Mostostal Warszawa Capital Group with its registered office in Warsaw.

Company - a company from Mostostal Warszawa Capital Group

Nepotism - special instance of cronyism: favouring members of own family when filling vacancies and assigning dignities.

Business Partner - any counterparty (i.e. a supplier, service provider or recipient of products or services of Group companies, representative (i.e. an entity or person who represents a Group company or the Group in dealings with counterparties or state authorities, e.g. a consultant, law firm), intermediary (i.e. entity or person that assists a Group company in obtaining contractors or sells products or services on behalf of Group company or Group) or any other entity which Group companies have any business relationship with.

Paid patronage - situation where person, claiming to have influence in state or local government institution, international or domestic organisation or foreign organisational unit which has public funds at its disposal, or inducing or convincing another person of the existence of such influence, undertakes to act as intermediary in settling a matter in exchange for a financial or personal benefit or its promise.

Gift policy – Group's policy on giving and accepting gifts.

Employee - any person employed by a Group company irrespective of the basis and dimension of employment, including an employment contract; a trainee, apprentice, volunteer or any person cooperating with Group company under another contract, such as a contract of mandate, contract for specific work, management contract, etc.

President - President of the Management Board of Mostostal Warszawa or another Group company.

Supervisor - the person who directly supervises an Employee.

Management position - position held by any person in charge of at least one Employee in Group Companies.

Sponsorship (sponsoring) - form of promotion whose essence is association, whereby a positive image of sponsored is transferred to the sponsor. Sponsor's logo most often accompanies events or activities of sponsored institutions.

Related person - spouse or person in similar relationship, parents, children, adoptees, relations by affinity, siblings of Employee or his/her spouse and spouses of such persons; legal persons or unincorporated entities whom Employee has been linked with during last two years by employment or other corresponding professional relationship, provided that this involves performance of management, advisory, administrative or representative duties or constitutes acquisition of shares in share capital exceeding 5% if the company is not a public company and 1% if the company is a public company within the meaning of Public Offerings Act.

Transaction - series of interrelated formal actions and activities that result in achievement of intended commercial, economic or legal objectives.

Public official - any officer or employee of government body or state-owned company or entity, any officer or employee of government agency or local government or regulatory body, any candidate for political body or member of political party, any officer or employee of international public organisation (e.g. United Nations, World Bank), or any person who acts officially for or on behalf of any of the above. The term also includes relatives up to third degree of consanguinity or affinity in direct line and persons or companies related to public official.

Political contributions - contributions made to political parties, politicians or political candidates at both local and central government level.

Contract owner - person who defines scope of the contract and agrees with external entity material terms of the contract to be concluded, including price - in particular: Area Director, Director of Contract Groups, Production Director, Contract Director, Contract Manager, Side Managers or any other person entrusted with these activities by listed heads of organisational units, person from production preparation area, and within scope of central purchasing - person from the Purchasing Coordination Department responsible for processes related to performance of these activities, as well as other persons whose responsibilities include performance of these activities.

### 3. General principles

At MOSTOSTAL WARSZAWA it is strictly forbidden:

- 3.1. Offering bribes or promising bribes to public officials or private persons or accepting bribes from them on behalf of themselves or another person.
- 3.2. Offering or accepting Gratuities in order to initiate or expedite formal processes.
- 3.3. Offering gifts or gratuities to government officials or any other outside entity in violation of the Code, or accepting gifts or gratuities.
- 3.4. Making political contributions on behalf of MOSTOSTAL WARSZAWA.
- 3.5. Usage of Sponsorship or Donations as means of obtaining favourable treatment or non-authorised competitive advantage.
- 3.6. To tolerate existing Conflict of Interest situation, including in particular the use of MOSTOSTAL WARSZAWA's relationships or business contacts for its own personal benefit or benefit of external entities.
- 3.7. Establishing business relationships with external parties without meeting the minimum due diligence requirements aiming at their verification.

### 4. Specific rules

#### 4.1. Promising and giving Bribes to and accepting Bribes from public officials and private individuals

MOSTOSTAL WARSZAWA does not accept neither tolerate offering or giving Bribes. Employees are prohibited from promising, giving or offering Bribes or any other form of gratuity or similar benefit to any individual, public or private entity, including on behalf of others (including, but not limited to client or potential client, Public Official, political party, candidate for public office or party position or any Business Partner, including intermediary such as agent, attorney or consultant) in order to:

- (i) unlawfully influencing any action or decision of such person or entity;

- (ii) unlawfully obtaining or securing unlawfully obtained business opportunity or market advantage for the Group or intended for the Group or securing the maintenance of any unlawfully obtained market advantage.

Employees are prohibited from accepting, giving or promising to give Bribes or any other form of gratuity or other benefit of a similar nature, regardless of place and time of such circumstances, from or to any person or entity that may be intended or may be perceived by a reasonable external observer to be intended to:

- (iii) unlawfully obtain influence or maintain influence unlawfully obtained over decisions or actions of Bribe's recipient;
- (iv) unlawfully obtain business advantage or maintain unlawfully obtained business advantage or possibility of obtaining such advantage;
- (v) secure market advantage illegally obtained through the Bribe.

## 4.2. Offering or accepting gratuities in exchange of facilitating initiation or acceleration of formal administrative or official procedures

Employees are prohibited from giving or encouraging giving Gratuities. In situation where Employee is confronted with a demand to give Gratuity, which may often implicitly involve a form of extortion, Employee shall refuse to make such payment unless there is imminent danger to Employee or Employee's relatives. In the above circumstances, MOSTOSTAL WARSZAWA accepts up front Employee's decision to give a Gratuity, based solely on his/her own judgement appropriate to the individual situation in which Employee finds himself/herself. In such case, after transferring Gratification, Employee must immediately inform his/her Supervisor and the Compliance Officer of any such situation has arisen.

## 4.3. Gift Policy

### 4.3.1 General principles

Employees must not offer or accept gifts, rewards or other benefits to or on behalf of themselves or others from any person or entity in connection with MOSTOSTAL WARSZAWA's business that could affect the impartiality of any party to relationship, influence business decision or cause breach of professional obligations or at least lead to external, reasonable observer to have perception of such influence or breach.

It is prohibited to offer or accept payments or donations either in cash or cash equivalents (bearer cheques, vouchers, gift vouchers, prepaid cards, etc.).

### 4.3.2 Derogations

As exception, Employees may offer and accept gifts that are reasonable, proportionate and are simultaneously related to promotion, presentation, development or description of Group's products or services. In assessing what is reasonable and proportionate, Employees should consider gift value, benefits received and frequency of offering the same or similar gifts or benefits to the same person.

In any case, it is necessary that gift or benefit meets the following conditions together:

- (i) was not given in expectation of reciprocation (it was not a favour in return)<sup>1</sup>,
- (ii) was in accordance with generally accepted social standards, taking into account the customs of the professional or business sector in which it is offered or accepted,
- (iii) was given in open and transparent manner and was not of such nature that could be embarrassing to the recipient if the gift was made public,
- (iv) complied with laws and internal regulations, including those applicable to recipient,
- (v) met value limit not exceeding PLN 200 gross and was not given/received to/from the same entity more than twice in a calendar year.

If in doubt, Employees should consult the Compliance Manager.

#### 4.3.3 Recording of gifts

Information on gifts received as well as those given, regardless of value, must be forwarded to the Compliance Manager for entry in the Benefits Register, prior to acceptance and gift (Appendix 1), with exception to 4.3.5. below.

#### 4.3.4 Return of gifts

Gifts not meeting the above requirements are returnable to the donor.

Any gifts or benefits which, for relational or cultural reasons, cannot be returned, must be placed at disposal of Human Resources Department.

Employee who has received gift that, in accordance to the Policy, must be returned or placed at disposal of Human Resources Department, should thank the donor and inform them of these guidelines.

#### 4.3.5 Advertising gadgets

Promotional gifts of marketing nature of small value or items bearing the Company logo of small value (lanyards, mugs, calendars, etc.), which may be given or received without restriction and without registration obligation mentioned above, do not constitute a gift, provided that this is done in accordance with the Gift Policy.

#### 4.3.6 Other gifts

Invitations for meals, study visits, other domestic or foreign trips and organised entertainment events (tickets to concerts, culture performances, sporting events, etc.) are subject to approval and regime of rules for business expenses, business invoicing, cards usage and other relevant regulations related to expenditure of Company funds. If they are approved in accordance with these, they are also deemed to be permitted under the Policy, except in cases where, due to their frequency,

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<sup>1</sup> a gift to secure a favour in return should be seen as a Bribe



characteristics or circumstances, reasonable external observer could interpret them as affecting impartiality of the recipient, in particular this applies to:

- (i) promotional items of immaterial value.
- (ii) tips that exceed the amount considered reasonable according to accepted social standards and principles of courtesy.
- (iii) occasional benefits arising from special and exceptional reasons (e.g. Christmas gifts) provided they are not cash and are intangible and reasonable.
- (iv) free tickets to sporting or cultural events sponsored by the Group under the conditions set out in the relevant internal regulation in this regard.

Acceptance referred to above shall be decided in each case individually by Supervisor after consultation with the Compliance Officer.

The gifts described above are subject to registration obligation referred to in 4.3.3.

#### 4.4. MOSTOSTAL WARSZAWA's position on political support

MOSTOSTAL WARSZAWA implements approach of strict political neutrality. The Group does not sponsor or make donations to any political party, political party candidates or to foundations or other organisations that may serve as intermediary for political donations.

Group's policy does not place restrictions on Employees to make voluntary personal political contributions, from their own resources and on their own behalf, to be politically active at their after work time and on their own behalf, including standing for political positions and undertaking them, expressing personal opinions on legislative or political matters or being otherwise politically active.

Use of Group's logo and name in any expressing private political support by Employees is prohibited.

#### 4.5. Use of sponsorship and donations as a mean of obtaining preferential treatment

MOSTOSTAL WARSZAWA, being aware of its impact on local communities among which it conducts its business activities, undertakes initiatives contributing to development of these communities and therefore allows Sponsorships and Donations to be used for charitable organisations, working for their benefit.

The Group, being aware of risk of improperly granted Donations or Sponsorships that may be interpreted as corruption mechanisms of making payments or contributing funds in order to obtain undue favourable treatment in business activities, evaluates all potential cases of Donations and Sponsorships in accordance with internal regulations in force in this respect binding at MOSTOSTAL WARSZAWA.



Before accepting a Donation or Sponsorship, it is essential to ensure that it will not be used to conceal illegal payments to government officials or others. Any Donation made by the Group to charity organisation, as well as any Sponsorship to such charity organisation, must not raise any question as to its appropriateness or regularity, and must not violate any applicable laws or internal regulations. Any Employee undertaking to make Donation to charity organisation on behalf of MOSTOSTAL WARSZAWA must be duly authorised to do so, in accordance with relevant internal regulation.

#### 4.6. Conflict of interest

Conflict of interest arises when Employees' personal, family, professional or financial interests affect his or her objective judgement in connection with or in course of discharging his or her duties towards Mostostal Warszawa, for which he or she works or for which he or she provides services, adversely affecting the interests of Mostostal Warszawa, or when it appears that personal interest may affect impartial and objective performance of duties in accordance with Groups' interests.

Conflicts of interest may arise within professional or personal relationships between Employees and Related Persons and MOSTOSTAL WARSZAWA.

Conflict of interest may arise when Employee or Business Partner has a personal interest connected to business activities of Related Persons. The personal interest may be direct or indirect and relate not only to Employee's own interests but also to Related Persons.

Conflicts of interest may arise from family relationships, personal relationships (including, but not limited to sexual relationships), gainful activity, social affiliations, ownership of shares in other companies or other circumstances that limit or otherwise condition Employee's ability to make objective decisions, causing damage to MOSTOSTAL WARSZAWA.

Groups' Employees are obligated to avoid situations, including participation in Transactions, in which their personal interests could come into conflict or be perceived by a reasonable external observer as coming into conflict with interests of MOSTOSTAL WARSZAWA.

Such situations include:

- (i) using information obtained in course of carrying out official tasks for MOSTOSTAL WARSZAWA for one's own benefit or benefit of other entities or persons;
- (ii) transmission of such information to external parties in their interest or on their behalf;
- (iii) acting in a way that constitutes or could be perceived as constituting using of such information for personal purposes.

In any case of Conflict of Interest, interests of MOSTOSTAL WARSZAWA Group must take precedence.

If situation is assessed in Employee's opinion as real or potential Conflict of Interest, Employee must refrain from taking any decision related to these matters and immediately inform Supervisor and the Compliance Officer of Conflict of Interest that has arisen or may potentially arise.

Supervisor, together with the Compliance Manager, will take appropriate action to properly investigate the situation indicated, assess it and, as a result, classify the situation as:

- (1) not constituting Conflict of Interest or

- (2) constituting a Conflict of Interest, and then verify it:
- (i) negatively, as irrelevant or
  - (ii) positively, as relevant.

In case when Conflict of Interest is positively verified as relevant Supervisor, together with the Compliance Manager, will promptly determine appropriate action to remove Conflict of Interest and subsequently remove Conflict of Interest. The Compliance Manager will inform in writing the Board member responsible for Compliance Department of Conflict nature, when and how it will be removed.

Group Employees must in particular refrain from:

- Carry out transactions with the Group in case of Conflict of Interest, with exception to operations carried out at arm's length as to products and services for the benefit of customers and Employees.
- To use name MOSTOSTAL WARSZAWA or to refer to one's position in the Company in order to exert unauthorised influence in course of private Transactions.
- To use business opportunities offered to MOSTOSTAL WARSZAWA for their own benefit, provided they have not been previously rejected by the Company.
- Obtaining benefits from third parties, unless such benefits are permitted under the Group's anti-corruption guidelines.
- Maintain a business relationship with a competitor providing services identical to Employee's responsibilities towards the Company.
- To supervise, review or influence contracting process or evaluation of the work of a person in relation to whom Employee's decision-making capacity may be compromised.
- Participate case in which Employee's personal, family, professional or financial interests come or may come into direct or indirect conflict with interests of MOSTOSTAL WARSZAWA.
- To exploit for one's own benefit or benefit of others business opportunities related to MOSTOSTAL WARSZAWA's business that arise in context of Employee's work and/or to compete, directly or indirectly, with MOSTOSTAL WARSZAWA.
- Participate in and/or influence decisions regarding negotiations or contracting process with suppliers or selection, recruitment and promotion of Employees, should they find themselves in a Conflict of Interest situation.
- Use confidential information relating to the Group or third parties held by MOSTOSTAL WARSZAWA for purpose of making a present or future profit for themselves or third parties.

Employee shall make a declaration at the stage of conducting employment of no Conflict of Interest occurring in accordance with Exhibit 2a, or report immediately when acknowledges an existence of Conflict of Interest in accordance with Exhibit 2b, to Human Resources Department.

## 4.7. "Know your Business Partner" requirements in process of establishing business relationship with an external party

### 4.7.1. Principles in general

MOSTOSTAL WARSZAWA establishes professional relationships with external parties in connection with its business activities, such as suppliers, consultants, agents and other Business Partners. The applicable global anti-corruption standards do not always distinguish between effects of actions performed by companies and those performed by a person acting on their behalf. In accordance to the law, both Employees and Companies can be held liable for improper payments made by joint ventures, business partners, agents, consultants, subcontractors, suppliers or any other person providing services for or on behalf of the Company or otherwise representing or acting on behalf of the Company, even if the Company had no knowledge of such improper payments.

Where the establishment of relationships with external entities is necessary for business reasons, Employees must exercise due diligence in their selection process, in accordance with the following principles, which include the verification and identification of these entities and its documentation.

All MOSTOSTAL WARSZAWA Business Partners accept in writing compliance with the MOSTOSTAL WARSZAWA Business Partner Code of Conduct (Appendix 5).

Where Transactions entered into by the Group require the participation of external parties, MOSTOSTAL WARSZAWA seeks at the first place to ensure the involvement in these Transactions Business Partners recognised on the market that have proven track record of experience in their industry and are recognised for their compliance with the highest ethical standards.

### 4.7.2. Basic *due diligence* – standard duty of care

Prior to signing contract, Contract' Business Owner, which value exceeds PLN 3,000,000 gross, is required to implement a *due diligence* (background check) procedure with respect to each Business Partner with whom the Company intends to conclude a contract, whether a company or an individual, including at least the following elements:

1. Identification of person (or persons) representing Business Partner, in particular person who legally and de facto manages Business Partner and its Ultimate Beneficiary;
2. Identify type of activity that is a main source of income for Business Partner;
3. Obtain confirmation confirming Business Partner's reputation from the market as well as its professional experience in the subject matter of the contract.
4. Written acceptance of MOSTOSTAL WARSZAWA's relevant anti-corruption regulations by Business Partner.

The third party is required to provide documentation confirming details of its bank account(s) to which payments will be made for services provided. Bank accounts of other parties will not be accepted.

Particular attention should be paid to situation if the account is located in a country listed as a high-risk country, according to the publication of the Ministry of Finance of the Republic of Poland at:

<https://www.gov.pl/web/finanse/publikacje-fatf>

or in a listed tax haven:

<https://isap.sejm.gov.pl/isap.nsf/DocDetails.xsp?id=WMP20220000341>

The results of the above verification shall be documented by Contract Holder in form of questionnaire attached as Appendix 3. The questionnaire shall remain valid for a period of 12 months, provided that there have been no significant changes in Business Partner's situation.

#### 4.7.3. In-depth *due diligence*- extraordinary duty of care

Obligation to exercise enhanced *due diligence* on Business Partner is required if additional risks are identified:

1. The business activities to be performed by Business Partner for MOSTOSTAL WARSZAWA are to take place, in part or in whole, in a high-risk country or tax haven.
2. Business Partner:
  - (i) refuses to accept MOSTOSTAL WARSZAWA's Code of Conduct for Business Partners (Annex 5) or
  - (ii) reject inclusion of Anti-corruption clause in contract, or
  - (iii) material collected in response to points 4.7.2. 1-4 is unsatisfactory.

Enhanced due diligence consists of in-depth investigation of integrity and transparency of Business Partner activities and its senior management, which will be documented in accordance with Part Two of template Annex 3.

Compliance Manager, on basis of official reports from institutions or international organisations, will publish annually communication identifying jurisdictions considered to be high risk as well as a list of tax havens.

Any business relationship with external entity that may create basis for dealings with Public Officials must be covered by a written contract containing appropriate provisions anti-corruption standards, which must be expressly referred to in contract, which external entity is also obliged to comply with.

Legal Department provides necessary advice by drafting and reviewing contracts with external parties.

Contract owner provides oversight to ensure that contracts are signed for legitimate purposes, remuneration is set on basis what is considered to be in line with market standards and finance specialist for ensuring that contracts are properly settled.

## 5. Anti-corruption contractual clause

### 5.1. General principle

MOSTOSTAL WARSZAWA conducts its business activities in a responsible manner, complying with the law, including in particular the provisions concerning the prevention of various forms of corruption in the areas of business activity, i.e.: money laundering and terrorist financing, employee rights, occupational health and safety rules, competition protection law, property protection regulations and the principles of exercising due diligence in the verification of its clients,

collaborators, subcontractors or persons with help of whom construction or related services will be provided to or by the Company.

Mostostal Warszawa expects the same standards to be met by any external entity with which it enters into cooperation agreements. It is therefore mandatory to include a clause in any contract with an external entity that reads as Appendix 4.

## 5.2. Refusal to accept the clause

In case of external entity refusing to accept the above mentioned contractual provisions due to implementation of its own anti-corruption contractual clauses, it is permissible to replace the above anti-corruption clause with an appropriate provision provided by an external entity, provided that the provisions are at least as restrictive. The Compliance Manager or a member of the Legal Department shall analyse the admissibility of the above substitution at request of the Contract Owner.

In case of refusal to accept any anti-corruption provisions, the Company shall withdraw from further negotiations of business terms with Business Partner.

# 6. Final provisions

## 6.1. Accounting and financial control principles

Accounting and financial control standards and procedures applied by the Group are designed to prevent usage of books, records and accounts to conceal wrongful acts, in particular Corruption and Paid Protection. In order to achieve these, any payments or benefits granted on behalf of the Group must have a legitimate and defined purpose and must be made to actual and known beneficiaries in accordance with:

- international law on sanctions, embargoes, anti-money laundering and terrorist financing,
- delegation of decision-making powers and banking authorisations issued in accordance with Group procedures,
- methods for approval of orders, deliveries and payments, and accounting as described in the Group's purchasing procedures.

## 6.2 Scope

Employees are required to comply with the rules of conduct described in the Code and to implement mechanisms for their supervision appropriate to their areas of responsibility.

## 6.3 Training

Employees receive regular training on corruption prevention. Training course may be conducted by e-learning or in another form if Employees do not have the necessary computer resources; training is conducted by the Compliance Manager. The training course must end with a test, which is required to be passed with 80% correct answers. If Employee does not obtain minimum score, he or she must repeat training course.

Failure to complete the course by agreed deadline may result in a disciplinary sanctions in accordance to applicable Work Regulations.

## Annexes

### Annex 1

#### TEMPLATE OF THE REGISTER OF BENEFITS OF MOSTOSTAL WARSZAWA S.A.

Lp.	Date of transfer	Gift description	Value of gift [PLN]	Name of beneficiary/donor	Total value of gifts received in the year _ _ _ _	Value of expenditure gifts in a given year cumulatively

Annex 2a

## DECLARATION OF INTERESTS

In accordance with standards of Mostostal Warszawa Capital Group regarding prevention and management of conflicts of interest, I, the undersigned, hereby declare that with regard to my actions and business activities related to provision of work for Mostostal Warszawa S.A. or the performance of an object of commission or work under a civil law contract, in which I directly and indirectly participate, there is no conflict of interest with interest of Mostostal Warszawa S.A.

I acknowledge and understand that conflict of interest exists if my ability to perform my official or identical duties for Mostostal Warszawa S.A. in impartial and objective manner may be compromised for reasons relating to my relatives, spouse, relations by affinity or adoption, personal relationships, membership in organisations, my other business or gainful activity of the named persons or any other common interests with the named persons.

I confirm that, to the best of my knowledge, there are no instances or circumstances, past or present, or those that may occur in foreseeable future, that would cast doubt on my objectivity in performance of my duties or obligations to Mostostal Warszawa S.A.

I confirm that if, prior to or in course of performing my official or identical duties, I become aware that I have or may have a conflict of interest, I will report it immediately to my supervisor and refrain from any action related to it.

Signature, date and place: .....

Name: .....

Non-management position: .....

I further confirm that I am currently not, and have not been within the last 2 (two) years, a member of the management bodies of other companies, that I do not hold more than 5% of shares in other companies, nor more than 1% in case of companies listed on the Warsaw Stock Exchange, that I am not a proxy, advisor, manager or administrator of another company, that I am not another type of representative of other companies, nor am I a member of executive bodies of foundations or associations.

Signature, date and place: .....

Name: .....

Management position: .....



Annex 2b

## DECLARATION OF CONFLICT OF INTEREST

In accordance with Mostostal Warszawa Group's standards for prevention and management of conflicts of interest, I, the undersigned, understanding that a conflict of interest exists when my ability to perform a commission, work, service or job for Mostostal Warszawa S.A. in impartial and objective manner may be jeopardised for reasons related to my relatives, spouse, relations by affinity or adoption, personal relationships, membership of organisations, my other gainful activity or the gainful activity of the persons mentioned or any other common interest with the persons mentioned, I hereby declare that, with respect to business or identity activities in which I directly or indirectly participate, a conflict of interest exists or may exist consisting in:

.....

.....

.....

.....

.....

.....

.....

.....

Signature, date and place: .....

Name: .....

Position: .....

Annex 3

## TEMPLATE FOR THE 'GET TO KNOW YOUR BUSINESS PARTNER' QUESTIONNAIRE

### Chapter I. Fundamental analysis

#### Part 1 Basic data.

Main activity according to KRS/CEIDG/EBR	
Address:	
Identification numbers	
NIP	
REGON	
Description of effects of the arrangements made to confirm reputation and professional experience of the Business Partner (e.g. analysis of publicly available sources of information, references, statutes, agreement, concessions, licences, permits, professional experience, etc. required for the performance of the future contract) :	

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Part 2. Ownership structure\*.

Shareholders >5%						
Shareholders >5%						
Voting rights >5%						

*\*possible to attach a diagram of the ownership structure*

Entity listed on any stock exchange in the European Union? If yes, please indicate the ISIN (International Securities Identification Number) code and the city of incorporation of the relevant stock exchange:

ISIN code:	
City	

Part 3 Actual beneficiary - compulsory for unlisted companies.

*The following data can be obtained according to the declaration submitted by the actual Beneficiary, extract from the National Court Register, certificate of entry in the business register.*

	1.	2.	3.	4.	5.	6.	7.	8.
Name								
Citizenship								
Address								
Identification number								

available (PESEL or date of birth)								
Type of ownership (>25% of shares/voting rights)								
Volume %								

Part 4. Elevated risk profile.

4.1 Is the entity established in a tax haven? Yes/No

4.2 Is the entity established or doing business in a country identified on the list of high risk countries?  
Yes/No

If even one of the answers to questions 4.1-4.2 is positive or if no significant findings have been made in terms of 1-3 indicated above, Chapter II should be completed, otherwise the questionnaire should be signed, which concludes the survey:

Contract holder (Name First Name) ..... Supervisor (Name First Name) .....

Caption: .....

Date .....

I accept the above:

Compliance Manager: ..... Date .....

**Chapter II. Advanced analysis**

Conclusions from a business intelligence report or other available source of in-depth analysis about the entity:

.....

.....

.....

.....

.....

Date .....

Date: .....

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## Annex 4

**ANTI-CORRUPTION CLAUSE**

*(1) Each Party certifies that, in connection with the performance of this Agreement, it will comply with and exercise due diligence in respect of all applicable anti-corruption laws issued by the competent authorities in Poland and the European Union, whether acting directly or through controlled or affiliated business entities of the Parties.*

*(2) Each Party further certifies that, in connection with the performance of this Agreement, it will comply with all applicable requirements and internal regulations regarding standards of ethical conduct, anti-corruption, lawful settlement of transactions, costs and expenditures, avoiding conflicts of interest, giving and receiving gifts, and reporting and explaining irregularities, either directly or by acting through controlled or affiliated business entities of Parties.*

*(3) The Parties declare that they are aware of and will observe and will be obligated by Code of Conduct for Business Partners of Mostostal Warszawa, allocated on Mostostal Warszawa S.A. webpage: [www.mostostal.waw.pl/relacje-inwestorskie/lad-korporacyjny](http://www.mostostal.waw.pl/relacje-inwestorskie/lad-korporacyjny).*

*(4) The Parties warrant that, in connection with the execution and performance of this Agreement, none of the Parties, nor any of their respective owners, shareholders, officers, directors, employees, subcontractors, or any other person acting on their behalf, has made, offered, promised, authorized, or will make, offer, promise to make, or authorize any payment or other transfer constituting a financial or other benefit, or any other benefit directly or indirectly to: (i) any officer, director, employee, representative, agent or broker of a Party or of any controlled or affiliated business entity of a Party; (ii) any public official, defined as an individual performing a public function within the meaning given to that term in the legal system of the country where this Agreement is implemented or where the registered offices of the Parties or of any controlled or affiliated business entity of the Parties are located; (iii) any political party, member of a political party, or candidate for political office; (iv) to any representative, agent or intermediary for the payment of any of the aforementioned persons; or (v) to any other person or entity for the purpose of obtaining their decisions, influence or actions that may result in any unlawful favour or for any other improper purpose where such action violates or may violate the anti-corruption laws issued by the competent authorities in Poland and in the European Union, either directly or by acting through the Parties' controlled or affiliated business entities.*

*(5) The Parties shall immediately inform each other of any breach of these provisions. Upon written request by either Party, the other Party shall provide information and respond to reasonable inquiries from the other Party relating to the performance of this Agreement in accordance with these provisions.*

*(6) In cases of suspected corrupt activities carried out in connection with or for the purpose of the performance of this Agreement by any representatives of a Party, Mostostal Warszawa S.A. reserves the right to carry out an anti-corruption audit at the Party in order to verify compliance with the provisions of this paragraph, including in particular to clarify any issues relating to suspected activities or actions, to which the Party agrees.*

*(7) In case that there are grounds to believe that a Party is engaging (or wishes to engage) in corruption, Mostostal Warszaw S.A. reserves the right to terminate the contract with seven (7) days' notice. Mostostal Warszawa S.A. will be reimbursed for any amounts it has incurred up to that date.*



## CODE OF CONDUCT FOR BUSINESS PARTNERS OF MOSTOSTAL WARSZAWA

MOSTOSTAL WARSZAWA Group, in support of values contained in the United Nations *Global Compact* (Global Pact), to which Acciona Construcción, the main shareholder of MOSTOSTAL WARSZAWA, is a signatory, has taken on challenge of gradually implementing ten universal principles on which this initiative based concept of business operations. MOSTOSTAL WARSZAWA Group has also committed to keeping its stakeholders informed, in a completely transparent and objective manner, of progress made in this process.

ACCIONA and MOSTOSTAL WARSZAWA therefore encourage their suppliers, contractors and other collaborators to join United Nations Global Compact: [www.unglobalcompact.org](http://www.unglobalcompact.org) and to report regularly on progress made in their implementation.

MOSTOSTAL WARSZAWA aims to extend its commitment to suppliers, contractors and collaborators to ensure stable and long-lasting business relationships based on honesty, transparency and trust, minimising risks of violations of human and social rights and ensuring strict compliance with laws and regulations, particularly on environmental impact issues, while ensuring continued supply of goods and services.

MOSTOSTAL WARSZAWA applies number of fair, objective and non-discriminatory criteria in process of selection of suppliers, contractors and collaborators. ACCIONA and MOSTOSTAL Capital Group promotes fair competition, fair treatment and avoids conflicts of interest of any kind, endeavouring to stand in line with the Code of Conduct and to combat fraud and corruption.

This is the way MOSTOSTAL WARSZAWA commits to make positive contribution to society by its activities and expects suppliers, contractors and collaborators to also cooperate in these areas, adopting the same principles in their own operations, in their affiliated entities, as well as in relation to all categories of people with whom they have business relations with, such as employees, subcontractors and other partners.

### Business principles

#### Transparency and ethics

For MOSTOSTAL WARSZAWA, corporate transparency, integrity and business ethics are key to maintaining lasting business relationships. Accordingly, the Group is committed to conduct all activities in compliance with applicable laws and regulations, maintaining highest ethical standards.

MOSTOSTAL WARSZAWA expects from its suppliers, contractors and other collaborators:

- Compliance with applicable laws, regulations and rules.

- Avoiding any unethical behaviour or conduct; even if it does not involve breach of law, but may damage MOSTOSTAL WARSZAWA's reputation.
- Refraining from participating in actions and activities that compromise basic ethical principles or threaten rules of law.
- Transparency and honesty when communicating financial, commercial and corporate information.
- To observe rules of confidentiality; not to use or share information obtained in confidence within framework of business relationship, unless expressly authorised by MOSTOSTAL WARSZAWA or because of legal obligation or in accordance with the law.
- Guarantee privacy of personal data to which they have access in performance of their activities.
- Adhere to highest ethical and moral standards, refraining from practices involving corruption in all its forms, including extortion and bribery.
- Refraining from offering, directly or indirectly, any payments in cash or in-kind equivalents on behalf of MOSTOSTAL WARSZAWA Group companies, neither to its employees or others, with the intention to unlawfully obtain or maintain such business advantage or unauthorised business advantage.
- Compliance with economic, trade, financial sanctions or provisions of laws, regulations or restrictive measures imposed, adopted, imposed or enforced by the United Nations and the European Union and countries according to published sources on Polish Government website.
- MOSTOSTAL WARSZAWA encourages its suppliers, contractors and other collaborators to have their own policies and codes of ethical conduct, setting out behaviours in line with fundamental ethical principles towards their stakeholders.

#### Human and social rights

MOSTOSTAL WARSZAWA embraces values expressed in the Declaration of Human Rights, resolutions of International Labour Organisation (aimed at respecting dignity of individual) and the UNICEF Convention on Children Rights.

MOSTOSTAL WARSZAWA therefore expects all its suppliers, contractors and other collaborators to:

- Uphold and respect protection of globally recognised fundamental human rights within its sphere of influence and not to be complicit in violations or abuses of human rights.
- Reject any kind of physical, psychological or moral harassment or abuse of power and any other behaviour that constitutes intimidation or violates rights of persons.
- Provide working environment where all employees are treated with dignity and respect, free from intimidation, violence, sexual exploitation or abuse, verbal or psychological harassment and ill-treatment.
- Prohibit forced labour in all its forms by adopting employment practices that are in line with International Labour Organisation conventions in this area.
- Comply with wage and working time laws and regulations, respecting employees' rights (minimum wage, overtime pay, rest and holiday periods).
- Not to accept discrimination in employment and work on the grounds of age, race, colour, sex, religion, descent, nationality, sexual orientation, physical ability, pregnancy, health, public opinion, trade union membership or marital status and to comply with the legal requirement for the social employment of persons with disabilities in accordance with national legislation.
- To promote freedom of association and effective recognition of rights to collective bargaining.
- Eliminate juvenile labour by not employing minors in any type of work, with the minimum age of admission to employment being no lower than the age of completion of compulsory schooling, in accordance with relevant national legislation. Adolescents should not be engaged in work that may be hazardous, interfere with their education or be harmful to their health or physical, mental, social or moral development.

MOSTOSTAL WARSZAWA calls on its contractor suppliers and other collaborators to put in place policies and practices that are in line with the above-mentioned international standards, ensuring respect for human and social rights of people associated with their operations.

## Health and safety

MOSTOSTAL WARSZAWA promotes implementation of health and safety policy in the workplace, corresponding to requirements established by relevant national legislation, ensuring working environment in which health and safety of employees is respected.

MOSTOSTAL WARSZAWA applies health and safety standards and rules and expects this from its suppliers, contractors and other collaborators:

- Provide its employees with safe and healthy conditions in the workplace, committing to international safety standards.
- Provide, as a minimum, access to potable water and sanitation, fire safety, industrial hygiene, sufficient lighting and ventilation and adequate protection for any activity.
- Apply preventive measures to avoid hazards in the workplace and respond in case of accidents at work.
- Train their employees to be aware of the above measures and apply them to ensure safety of themselves, other employees, customers, suppliers, contractors and colleagues and anyone else who may be affected by their activities.

MOSTOSTAL WARSZAWA recommends that suppliers, contractors and other collaborators have occupational risk prevention policy that is adhered to by all stakeholders.

## Quality and environment

Protecting and respecting environment is one of the fundamental pillars of MOSTOSTAL WARSZAWA's operations, as demonstrated by its adherence to environmental best practice in all business activities and its commitment to promoting initiatives to combat climate change and protect biodiversity.

In line with this philosophy and practice, MOSTOSTAL WARSZAWA expects all its suppliers, contractors and other collaborators to:

- Maintain effective environmental policy and comply with applicable environmental laws and regulations.
- Prioritise attitudes that prevent breaches and encourage initiatives that promote greater environmental responsibility and achieve environmental efficiencies in where they do business, gather equipment and obtain resources.
- Design production processes to make efficient use of available resources and minimise environmental impact.
- Encourage development and dissemination of environmentally friendly technologies.
- Ensure that effective systems are in place to identify, control and mitigate environmental impacts caused by its activities in terms of consumption of natural resources, management of emissions, waste, hazardous substances and discharges.
- To restore, using all necessary means, previous state in case of environmental damage.

MOSTOSTAL WARSZAWA recommends that its suppliers, contractors and other collaborators apply quality and environmental policy that guarantees respect and environmental sustainability.

These rules apply to all suppliers, contractors and other collaborators of Group companies.

MOSTOSTAL WARSZAWA will consider continuing to establish or withdraw from business relationships with suppliers, contractors and/or other collaborators who do not comply with the principles set out in this document.