

## ANTICORRUPTION POLICY

### I. Definitions:

- a. **Company** - ROBYG S.A. with the registered seat in Warsaw (Al. Rzeczypospolitej 1, 02-972 Warsaw), entered into the register of entrepreneurs maintained by the District Court for the Capital City of Warsaw in Warsaw, 13<sup>th</sup> Trade Division of the National Court Register under number KRS 0000280398, tax identification number NIP 525-23-92-367, statistical number REGON 140900353, initial capital: PLN 28,940,119.90 (contributed in full),
- b. **Group Company** - company affiliated with ROBYG S.A. in terms of capital,
- c. **ROBYG Capital Group** - the Company and Group Companies,
- d. **Personnel** - an employee or individual collaborating with ROBYG Capital Group,
- e. **Employee** - an individual employed at ROBYG Capital Group pursuant to an employment contract,
- f. **Regular Collaborator** - an individual providing services to ROBYG Capital Group on the basis of a civil law contract, including under a sole proprietorship carried out on a permanent basis,
- g. **Contractor** - a natural person, legal person or an organisational unit without legal personality that has entered into a contract with a company of ROBYG Capital Group, that has submitted a quotation to a ROBYG Capital Group company or has received a request for proposal from a ROBYG Capital Group company, or that is negotiating with a ROBYG Capital Group company with a view to conclude a contract or is seeking to enter into a business relationship with a ROBYG Capital Group company,
- h. **Public Official** - an individual as defined in Article 115 § 13 of the Penal Code, including above all:
  - an individual who is an employee of the government administration, another state or local government body, unless they perform exclusively service activities (e.g. secretary, telephonist, cleaner, supply and maintenance worker), as well as other individuals to the extent that they are entitled to issue administrative decisions,
  - an individual who is an employee of a state regulatory body or of a local government regulatory body, unless they perform exclusively service activities,
  - an individual holding a managerial position in another state institution,
- i. **Economic advantage** - an economic gain, avoidance of loss or reduction of a burden on the property that has a value measurable in money,
- j. **Personal advantage** - an advantage of a non-economic nature that improves the position of the person who receives it,
- k. **Conflict of interest** - a potential or actual conflict of interest between the interests of the Management Board, Personnel or a person close to the Management Board or Personnel and the interests of the Company or a Group Company, including a situation where there is a risk that the Management Board or Personnel will be guided by their own financial or personal interests, which may expose the Company or a Group Company to economically or legally unjustified decisions or actions,
- l. **Compliance Officer** - an individual appointed by the Management Board to oversee compliance with the Compliance Policy,
- m. **Management Board** - members of the Management Board and proxies of the Company or a Group Company,
- n. **Management** - members of the Management Board of the Company or a Group Company and managers of organisational units,
- o. **Representative** - a business partner authorised to act on behalf of a ROBYG Capital Group company,
- p. **Facilitation payments** - a customary small amount of money or a modest gift to a Public Official to expedite or facilitate routine official or administrative actions,
- q. **International sanctions** - coercive measures taken by states against another state/government or individual/entity in implementation of a decision of a competent authority,
- r. **Risk assessment system** - a set of warning signals describing the functioning of a business partner or Representative which, due to the risk they generate, should be subject to increased monitoring due to the risk of negatively impacting the legal, tax security or reputation of a ROBYG Capital Group company.

### II. Objectives:

The document sets out the principles for conducting business activity by ROBYG Capital Group and contains the basic regulations for granting and accepting advantages, as well as general principles and rules of conduct in

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business relations in order to prevent suspicions of corruption and bribery.

In particular, the principles are aimed at preventing:

- granting Business Partners and counterparties with direct or indirect, unjustified and unlawful economic or personal advantages;
- exercising unfair influence on business decisions;
- any impression of influence on government bodies, authorities, state or other officials, including Public Officials, including the granting of any economic or personal advantages.

If in any doubt arising from this document, the Employee or Regular Collaborator is expected to contact the Compliance Officer.

ROBYG Capital Group conducts business in accordance with applicable laws and regulations and follows the principles of fair competition. It does not tolerate corruption on the part of Employees, Regular Collaborators or Contractors. Failure to comply with the above principles may give rise to suspicions of corruption, and the consequences of this may be significant both for the individuals or entities involved and for ROBYG Capital Group as a whole. These may include not only fines and penalties imposed by state authorities, but also reputational damage, as well as cancellation of contracts and claims for damages.

With the above in mind, this policy sets out the operating principles and governs further responsibilities:

### **III. Scope of application and legal basis:**

This Policy applies to all Regular Collaborators, Employees and bodies of ROBYG Capital Group companies.

It is based, inter alia, on:

- national laws, in particular those concerning the prevention of corruption, fraud and embezzlement;
- European Union laws aimed at strengthening cooperation between Member States in law enforcement to prevent crimes, which apply to both the private and public sectors (e.g. regarding public procurement), setting standards for Member States in addressing corruption.

If a country has laws or regulations that are stricter than these guidelines, they shall prevail.

### **IV. Prohibition of bribery, kickbacks and corruption:**

#### **1. Principles and extension of the definition:**

Corruption means unlawful inducements, promises or granting of unlawful economic or personal advantages, favours and other benefits offered, promised or accepted in order to influence fair, objective and appropriate business or official decisions.

Corruption is a criminal offence. Criminal offences related to corrupt behaviour may include fraud, embezzlement, anti-competitive arrangements involving tendering procedures and money laundering.

Accepting or offering unlawful and undue financial or other gratifications is considered unlawful, as is offering or demanding such advantages. In this context, financial advantages are construed as any form of direct or indirect payment or benefit. Undue gratification may include tangible or intangible advantages such as gifts, invitations, including forms of entertainment, loans, deferrals, favours, discounts or any other items of financial value, including services, transportation, other facilities or meals, which shall collectively be hereinafter referred to as gifts and invitations. As corrupt behaviour cannot always be identified clearly and unambiguously in everyday business life, the following principles are intended to provide general guidance and assistance to all Employees and Regular Collaborators of ROBYG Capital Group.

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## 2. Gifts and invitations:

Employees and Regular Collaborators of ROBYG Capital Group shall not give or accept gifts, invitations, expressions of hospitality, unless permitted by the provisions of this Policy.

Gifts are any given or accepted advantages for which no fee is charged or the fee charged is grossly inadequate in comparison with the market value. Gifts may be tangible goods of monetary value or non-monetary benefits, such as invitations to attend meetings not directly related to official duties; gifts may also be expressions of hospitality such as social gatherings, sporting events, meals and entertainment. Promotional materials containing the Company's or a Group Company's logo, such as T-shirts, calendars, pens and other similar items of small value, shall be excluded from the definition of a Gift.

This Policy shall not apply to invitations that Employees and Regular Collaborators of ROBYG Capital Group receive from or give to Contractors, business partners to meetings and events related to performance of business tasks, such as, for example, "Cornerstone" meetings, "Topping out" meetings, meetings that initiate or conclude business projects.

This Policy shall not apply to business meetings with Contractors and business partners of the Company or a Group Company that are undertaken for the purpose of building and maintaining business relationships, such as meetings at a restaurant. Employees and Regular Collaborators of ROBYG Capital Group shall only participate in such meetings as part of their business tasks.

The participation of Employees and Regular Collaborators of ROBYG Capital Group must not lead to a conflict of interest. Any doubts regarding adherence to the Company's procedures shall be clarified with the Compliance Officer before any action is taken.

Utmost care in the application of this Policy shall be exercised by individuals who supervise or are directly involved in the selection of service providers, suppliers or consultants, persons preparing and making decisions in purchasing procedures, members of tender committees. This shall also apply to those who supervise the execution of contracts, persons who carry out the acceptance of tasks, works, results of contracts concluded by the Company or a Group Company, individuals who prepare a quotation or individuals responsible for sales or hiring.

### 2.1. Giving and offering of gifts or invitations:

Employees and Regular Collaborators of ROBYG Capital Group shall not offer or give gifts, invitations, expressions of hospitality to Public Officials.

In each situation, one shall consider whether the gift, invitation, expression of hospitality is reasonable and justifiable under the circumstances. This consideration shall take into account, first and foremost, the purpose for which the gift, invitation or expression of hospitality is offered.

The manager of a business unit shall obtain approval from the Compliance Officer for the categories of gifts, invitations, expressions of hospitality to be offered in accordance with this Policy.

Gifts, invitations, expressions of hospitality that could be considered inappropriate, cause embarrassment to the recipient, or in any other way negatively affect the business relationship between the Company and the gifted third party shall not be given.

Giving gifts and invitations to Contractors or inviting Contractors by Employees and Regular Collaborators of ROBYG Capital Group is only allowed if:

- it is in accordance with the rules of social coexistence, rules of a particular social culture or customary in a particular culture,
- it is not in the cash form and is of low value, and
- it complies with local laws and good practice.

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In case of any doubt as to whether a planned gift or invitation to be given or offered to a Contractor is acceptable, in accordance with the above criteria, the Employee or Regular Collaborator of ROBYG Capital Group intending to give such gift or invitation should consult the Compliance Officer.

## 2.2. Requests for and acceptance of gifts and invitations:

No Employee or Regular Collaborator of ROBYG Capital Group shall request gifts or invitations from Contractors. Acceptance by an Employee or Regular Collaborator of ROBYG Capital Group of gifts and invitations from Contractors is only permitted if such gifts:

- are appropriate,
- are not in the cash form and is of low value, and
- comply with local laws and good practice.

Any receipt of a gift or invitation shall be reported to the Compliance Officer. An Employee or Regular Collaborator may retain a gift or invitation received only after the Compliance Officer has determined that the gift or invitation received complies with the guidelines listed above.

Employees and Regular Collaborators of ROBYG Capital Group may attend trainings, conferences, symposiums organised by Contractors if the topics are related to the scope of their professional duties. Their intention to participate in a given event shall be notified to their immediate superior and, upon their approval, to the Compliance Officer. The costs of transport and accommodation shall be paid by the Company or a ROBYG Capital Group Company, and participation shall be subject to mandatory notification to the register maintained by the Compliance Officer.

## 2.3. Monetary limits and approval of gifts, hospitality and invitations:

Without additional restrictions and without the consent of superiors, it shall be permissible for Employees and Regular Collaborators to accept and give gifts, invitations and hospitality with a value of up to PLN 200.00 gross, but only in connection with performance of business tasks.

Employees and Regular Collaborators may accept and give gifts, invitations, expressions of hospitality with a value of PLN 200.00 to PLN 500.00 gross provided that they have received documented approval from their superior and have informed the Compliance Officer. If the Employee or Regular Collaborator does not receive approval, gifts received shall be returned immediately to the giver, unless this would result in the situation described in section 2.4 below, in which case such gift shall be forwarded to the Compliance Officer.

The acceptance or intention to give a gift (invitation, hospitality) with a value in excess of PLN 500.00 gross shall only take place after consulting the Compliance Officer and obtaining consent from the Management Board Member in charge of the Employee's or Regular Collaborator's organisational unit.

The consents referred to above shall be given electronically and sent immediately to the Compliance Officer by the Employees and Regular Collaborators who receive them.

## 2.4. Return of a gift:

In the event that an Employee or Regular Collaborator of ROBYG Capital Group receives a gift or invitation from a Business Partner, the acceptance of which is not permitted, in accordance with the provisions of par. 2.2, the Employee and Regular Collaborator shall return the gift to the Contractor together with an appropriate statement citing the business rules of ROBYG Capital Group.

If, after thorough consideration, the Employee or Regular Collaborator concludes that return of the gift could be perceived by the Business Partner as a sign of disrespect, the Employee or Regular Collaborator shall refer the gift to the Compliance Officer to determine further course of action. The Employee and Regular Collaborator shall also ensure that the Business Partner is informed of this and asked to refrain from giving gifts in the future.

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## 2.5. Reporting and tax obligation:

The Compliance Officer shall submit an annual report on implementation of the Policy with regard to giving and accepting gifts as part of the compliance risk management report.

The Compliance Officer shall maintain a register of gifts given and accepted. Every gift received and given with a gross value of more than PLN 200.00 shall be reported to the register. A template of the register is attached as Appendix 1 to this Policy.

Organisational units shall report to the Compliance Officer information on gifts given and accepted in the organisational unit by the 20<sup>th</sup> of each month for the previous month.

Advantages received, which result in a gratuitous gain in the property of the recipient, having a specific financial dimension, shall trigger a tax obligation to the extent set out in the Act on Personal Income Tax. A benefit or advantage of not more than PLN 200.00 at any one time shall be exempt from taxation.

Employees and Regular Collaborators shall account for the benefit/advantage received themselves, in the manner prescribed by the Act on Personal Income Tax.

The value of gifts, invitations and hospitality received by an Employee or Regular Collaborator during one month from the same person shall be added up.

Organisational units of ROBYG Capital Group companies making benefits/advantages shall collect on an ongoing basis and submit to the tax organisational unit information on persons receiving and the monetary value of benefits or advantages to the extent determined by internal regulations of a respective ROBYG Capital Group company on tax settlements by 15 January of each year for the previous year. The said unit shall prepare and send tax information to the competent tax authority according to an established model on the basis of data provided by the organisational units of the company.

## **V. Conflict of interest:**

### **1. General principles:**

There are many types of conflicts of interest that involve a wide range of behaviours and circumstances. Typically, a conflict of interest arises when two or more parties have conflicting interests in an area of joint activity. An Employee or Regular Collaborator may encounter a conflict of interest that has the potential to affect their professional judgement and objectivity, or culpably impede proper performance of their duties and obligations towards other Employees, Regular Collaborators or Contractors.

A "conflict of interest" in this sense means a situation in which there is an objective probability that the personal interest of an Employee or Regular Collaborator may influence whether they will act solely in the interest of ROBYG Capital Group.

Employees and Regular Collaborators shall be guided primarily by the interests of ROBYG Capital Group companies.

Any Employee and Regular Collaborator of ROBYG Capital Group who has a business relationship with a Contractor on behalf of ROBYG Capital Group or intends to enter into such a relationship shall promptly report in writing to their superior and the Compliance Officer any conflicts of interest that may arise for them or a person close to them from their relationship with the Contractor. Conflicts of interest may include, but are not limited to:

- relationships at the workplace,
- provision of formal or business favours to clients or business partners,
- activities outside the workplace.

Management staff are responsible for putting in place frameworks and procedures to identify, counter escalate,

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and manage conflicts of interest. However, each Employee and Regular Collaborator is responsible for identifying and reporting conflicts of interest so that they can be managed and resolved appropriately.

## 2. Detailed principles:

An Employee or Regular Collaborator shall not carry out activities that would be competitive to the activities of ROBYG Capital Group companies.

The Company does not accept a situation in which Employees or Regular Collaborators who are married, in a relationship of consanguinity or affinity in a straight line or in a lateral line up to the second degree, or who are related by adoption, custody or guardianship, are in a business relationship.

An Employee or Regular Collaborator shall not make decisions on the employment of persons with whom they are married, in a relationship of consanguinity or affinity in a direct line or in a lateral line to the second degree, or related to them by adoption, custody or guardianship, irrespective of their service relationship.

An Employee or Regular Collaborator shall not perform control activities towards persons with whom they are married, in a relationship of consanguinity or affinity in a direct line or in a lateral line to the second degree, or related to them by adoption, custody or guardianship, irrespective of their service relationship.

An Employee or Regular Collaborator shall not accept personal advantages.

An Employee or Regular Collaborator shall not ask for economic advantages in exchange for a promise of a formal or business favour.

## 3. Compliance Officer's activities:

The Compliance Officer shall maintain a Record of disclosed conflicts of interest, in accordance with the template attached as Appendix 2 to this Policy.

The Compliance Officer shall analyse all disclosed cases of conflict of interest on an ongoing basis and propose remedial actions. In particular, these actions shall include introducing appropriate internal regulations and providing appropriate consultations.

The Compliance Officer shall be authorised to carry out checks and make appropriate recommendations in the event of emergence of a conflict of interest or a potential conflict of interest. If a recommendation is not implemented, the Compliance Officer shall inform the relevant Management Board Member.

## 4. Donations and sponsorship:

### 4.1. Objectives of sponsorship activities:

Sponsorship represents promotional activities that are part of the marketing strategy of ROBYG Capital Group. These activities are intended to implement strategic marketing objectives aimed at strengthening the brand of ROBYG Capital Group companies and acquiring new customers.

Sponsorship activity is intended to create a positive image of ROBYG Capital Group companies as companies which are reliable, trustworthy, caring both for their customers and employees, shareholders/partners and other stakeholders. Sponsorship activities are expected to reinforce the perception of ROBYG Capital Group companies as entities that care for the environment and the surroundings, develop and contribute to building company value.

Sponsorship should serve to increase the awareness, recognition and reach of the ROBYG brand in the specific environment targeted by these activities.

The involvement of ROBYG Capital Group companies in sponsorship activities should be carried out in accordance with this Policy.

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## 4.2. Objectives of sponsorship activities:

Sponsorship activities implement the marketing strategy of ROBYG Capital Group companies by:

- promoting, disseminating and enhancing the impact by increasing the awareness, recognition and reach of the ROBYG brand,
- building a positive reputation of ROBYG Capital Group companies, including gaining recognition by the public and local communities,
- building a positive reputation of ROBYG Capital Group companies by transferring associations with the sponsored entity onto the ROBYG brand,
- supporting promotional and commercial activities,
- reaching out with the promotional message to relevant entities and communities from the point of view of the implementation of the strategy of ROBYG Capital Group companies.

## 4.3. General principles:

All sponsorship activities shall be transparent and understandable. It must be clear to whom the donation or sponsorship is made, who the ultimate recipient of the payment is and what the recipient uses it for.

ROBYG Capital Group does not make any donations to charitable or non-profit organisations (hereinafter referred to as "donations") or undertake sponsorship activities that are contingent on an obligation to purchase or establish cooperation on the part of the donation recipient. Donations or sponsorship shall never be offered or granted on terms that could compromise independence of the donation recipient.

The following activities shall be prohibited:

- donations, sponsorship and other promotional activities in favour of politicians, political parties or organisations in which members of parliament, senators, local councillors, employees of state or local government administration bodies, employees of state or local government control bodies,
- donations to profit-making organisations, and
- donations or sponsorship activities that are not in line with the objectives of ROBYG Capital Group or that could harm ROBYG Capital Group.

## 4.4. Terms of conducting sponsorship activities:

Sponsorship activities conducted at ROBYG Capital Group companies are generally conducted by the Company on its own behalf and on behalf of Group Companies.

Sponsorship activities of a local nature may be conducted directly or indirectly by Group Companies pursuant to this Policy.

Local Group Companies' activities concerning the ROBYG brand and not the brand of the Group Company in question shall be in each case coordinated with the Company.

Sponsorship activities may be undertaken by the Company or a Group Company upon fulfilment of the following conditions:

- a positive financial result recorded by the company in the financial year prior to the sponsorship activity,
- availability of sufficient funds necessary to settle its current obligations,
- written approval from the Chairman of the Company's Supervisory Board.

## 4.5. Areas of sponsorship activity:

ROBYG Capital Group companies focus their sponsorship activities on the following areas:

- initiatives supporting the development of local communities and residents' communities,
- ecology and environmental protection,

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- cultural activities,
- promotion of knowledge with particular focus on the area of residential construction,
- charitable activities.

When selecting a particular sponsorship project, its promotional potential and the possibility of creating a positive image shall be taken into account.

ROBYG Capital Group companies should strive to obtain a sponsorship position adequate to the resources involved in a given sponsorship project.

ROBYG Capital Group companies ought to seek industry exclusivity, i.e. a prohibition for the sponsored party to perform the services under the sponsorship agreement for the benefit of entities engaged in activities that compete with those of ROBYG Capital Group companies.

#### 4.6. Sponsorship agreements:

Sponsorship agreements:

- shall be concluded directly with the sponsored entities. Financial transfers are to be made directly into the account of the sponsored entities,
- shall guarantee the possibility to immediately stop financing sponsorship activities in case of deterioration of the economic and financial situation of the sponsor,
- shall guarantee the possibility of immediate termination of sponsorship activities financing in the event of a suspected breach of law in the contracted activity, occurrence of a conflict of interest or corruption,
- shall include provisions on liquidated damages in case of non-performance or breach of the contract by the sponsored entity,
- shall contain provisions guaranteeing appropriate allocation of financial resources to expenses related to fulfilling commitments towards the sponsor,
- shall specify the form and content of the reports required from the sponsor on performance of the services, ensuring that the reports contain information allowing the monitoring and evaluation of performance.

Where confidentiality clauses are included in sponsorship agreements, as a general rule, confidentiality obligations shall apply to the sponsor and the sponsored entity.

#### 4.7 Charitable activity:

ROBYG Capital Group companies may also carry out charitable activities in the form of donations and supporting charitable activities in other ways (e.g. through benefits in kind) without any reciprocal benefits from the supported entity.

Donations or sponsorship also include services or products that are to some extent similar to donations in that they are not fully linked to consideration in return (e.g. the granting of a product to a welfare institution at a reduced price).

The above provisions of this Sponsorship Policy shall apply mutatis mutandis to the conditions of such support.

## VI. Other information:

### 1. Business Partner Code of Conduct:

When entering into business contracts, anti-corruption clauses shall apply. Care should be taken to ensure that anticorruption clauses are inserted into all contracts between ROBYG Capital Group companies and the Contractor, in order to ensure that the anticorruption clause contained in the contract forms the basis for a proper business relationship.

In the event that a Contractor refuses to comply with and adopt the Code, the Compliance Officer must be



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contacted and the reasons for refusal and, if necessary, the decision of the Employee or Regular Collaborator responsible for concluding the business relationship agreement shall be properly documented.

## 2. Selection of the Contractor (business partner):

ROBYG Capital Group companies shall treat all business partners in a uniform manner to ensure fair and effective competition, including in particular equal access to information related to the procurement process.

The management of each of ROBYG Capital Group companies shall ensure that a standardised internal tendering procedure, or objective selection of the Contractor, is applied to suppliers of goods and services.

Relationships with the business partner shall be established on the basis of selection criteria set in the contract before bids are obtained. The selection criteria shall be documented (e.g. confirmed in the material documenting the selection of the bid, stated in the request for proposal/information letter, etc.).

Employees and Regular Collaborators involved in relations with business partners (e.g. decision makers in the selection of a contractor, contracting officers) shall submit an annual declaration on the absence of conflicts of interest in accordance with the template set out in Appendix 3 to this Policy.

In particular, the following situations shall be considered as conflicts of interest:

- the Employee or Regular Collaborator are themselves applying for the contract in question, or have any interest in a business partner applying for the contract in question or executing the contract in question,
- the Employee or Regular Collaborator are married, in a relationship of consanguinity or affinity in a straight line or in a lateral line up to the second degree, or are related by adoption, custody or guardianship with the business partner, its legal representative or a member of the management or supervisory bodies of the business partner applying for the contract in question or executing the contract in question,
- the Employee or Regular Collaborator had, before the expiry of a period of three years from the date on which the purchasing process in question was initiated, an employment, contract of mandate, contract for specific work or any other similar civil law relationship with the business partner, or was a member of the management or supervisory bodies of the business partner applying for the contract in question or executing the contract in question,
- the Employee or Regular Collaborator has such a legal or factual relationship with the business partner that this might give rise to reasonable doubt as to their impartiality.

Employees and Regular Collaborators responsible for establishing and maintaining relationships with business partners whose value exceeds PLN 500,000 in an annual period shall assess the business partner in terms of operational, legal, tax and reputation risks in accordance with the risk assessment system outlined below. In justified cases, the ROBYG Capital Group company may reserve in the contract the right to verify the information presented by the business partner (e.g. by visiting the partner's premises, business intelligence agency). The Company may, on the basis of risk assessment, determine the overall level of risk associated with the business partner (low, medium, high).

Employees and Regular Collaborators responsible for establishing relationships with business partners shall verify the sanction lists. The establishment of relationships with an individual, legal entity, organisation or country in contravention of the sanctions imposed constitutes a breach of those sanctions. The actions taken or restrictions applied depend on the type of sanctions imposed.

In particular, verification shall be carried out on the basis of publicly available sanctions lists:

- for sanctions of the European Union: <https://webgate.ec.europa.eu/europeaid/fsd/fsf> (EEAS homepage > EEAS > Consolidated list of sanctions)
- for sanctions of the Office of Foreign Assets Control, at the US Department of Treasury: <https://sanctionssearch.ofac.treas.gov> (Home » Resource Center » Financial Sanctions » SDN List » Consolidated Sanctions List Data Files),
- for sanctions of UNO: <https://www.un.org/sc/suborg/en/sanctions/un-sc-consolidated-list> (Home >

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Consolidated Sanctions List);

- for sanctions of Great Britain: <https://www.gov.uk/government/publications/financial-sanctions-consolidated-list-of-targets/consolidated-list-of-targets>

Employees and Regular Collaborators responsible for maintaining relationships with business partners classified as high risk entities shall periodically monitor (no less frequently than every 6 months) the partner not only in terms of contract performance, but also in terms of operational, legal, tax and reputational risks that may have arisen after the partner's relationship is established.

In order to facilitate business risk assessment, the Company has developed a risk assessment system allowing for an objectivised partner assessment and documentation:

- in terms of operational risk, assessment shall concern, inter alia, financial credibility (balance sheet, profit and loss account, cash flows), human capital and operational experience based on publicly available records, public information or, if necessary, documents requested from the business partner including, in particular, financial forecasts,
- in terms of reputation risk, assessment shall include, inter alia, industry distinctions and certificates held, quality management systems implemented,
- in terms of legal risk, analysis shall include, among other things, verification whether the business partner has contact with public administration authorities, how often and in what form (e.g. routine administrative proceedings, coordination meetings, presentations),
- in terms of tax risk, analysis shall include, inter alia, verification of the partner in the National Court Register or in the Central Information and Business Activity Register, verification in the REGON database, verification of VAT status in national (<https://ppuslugi.mf.gov.pl/>) and European ([http://ec.europa.eu/taxation\\_customs/vies/?locale=PL](http://ec.europa.eu/taxation_customs/vies/?locale=PL)) tax registers, submission of an application to the appropriate head of the tax office to confirm whether the taxpayer is registered as an active or exempt VAT taxpayer, and in terms of "sensitive" goods - verification whether the partner is included in the list of entities that have provided a guarantee deposit (<http://kaucja-gwarancyjna.mofnet.gov.pl>),
- as part of periodic monitoring, analysis shall concern available public information on irregularities in the partner's activity, interest in the partner on the part of regulators (e.g. construction supervision authorities, Polish Financial Supervision Authority - KNF, Office of Competition and Consumer Protection - UOKiK, Personal Data Protection Office - UODO), inconsistent or untrue facts or documents established in the course of cooperation.

The risk assessment carried out and the periodic monitoring shall be documented in such a way that the analyses and verification activities actually carried out can be established at a later stage.

### 3. Relationships with public administration bodies:

ROBYG Capital Group companies shall not accept or make any facilitation payments regardless of their form. ROBYG Capital Group companies recognise that facilitation payments are a form of bribery.

Representatives of ROBYG Capital Group companies do not have the authority within their powers of attorney to make any facilitation payments regardless of their form.

Gifts, invitations, expressions of hospitality to Public Officials shall be prohibited. This prohibition shall not include invitations which are given to ceremonial meetings and events organised by ROBYG Capital Group companies, such as, for example, "Cornerstone", "Topping out", meetings to initiate or conclude business projects.

Invitations to participate in events / meetings organised by ROBYG Capital Group companies, addressed to Public Officials, shall indicate the full scope of the event allowing for reasonable estimation of its costs to be covered by ROBYG Capital Group companies. The best practice is to send the invitation to representatives of public administration bodies to the address of the office, allowing them to delegate the relevant persons themselves.

ROBYG Capital Group companies require that at least two Employees of a ROBYG Capital Group company and/or Representatives of a ROBYG Capital Group company participate in meetings with representatives of public

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administration bodies, going beyond routine official or administrative activities. The course of such meetings shall be documented in such a way that the topics discussed during the meeting can be subsequently determined (e.g. by drafting an internal memo or by sending an email to the persons dealing with the topic in question and/or their superiors).

Employees, Regular Collaborators and Representatives of ROBYG Capital Group companies involved in relations with public administration bodies (e.g. persons making decisions on selection of a contractor, ordering contracts) shall submit annually a declaration of absence of conflict of interest in accordance with the template set out in Appendix 4 to this Policy. In particular, the following situations are considered to be conflicts of interest:

- the Employee, Regular Collaborator or Representative is married, in a relationship of consanguinity or affinity in a straight line or in a lateral line up to the second degree, or is related by adoption, custody or guardianship to a Public Official involved in the decision making process regarding the affairs of the ROBYG Capital Group company,
- the Employee, Regular Collaborator or Representative has such a legal or factual relationship with a Public Official involved in the decision making process regarding the affairs of the ROBYG Capital Group company that it may raise reasonable doubts as to their impartiality.

The Director of the Company's Legal Department shall maintain a register of business partners who are in contact with public administration authorities and who act as Representatives of a ROBYG Capital Group company.

## **VII. Deviations from application of the Anticorruption Policy:**

Any deviations from application of this Policy shall be documented and may be made with the written approval of the Company's Management Board and the opinion of the Compliance Officer.

The Compliance Officer shall maintain a register of deviations from application of this Policy.

## **VIII. Monitoring of compliance with the Anticorruption Policy:**

Any violations of this Policy shall be reported by Employees and Regular Collaborators through the communication channels described in the Whistleblowing Procedure of ROBYG Capital Group.

Monitoring of compliance with this Policy shall be carried out at the request of the Compliance Officer at least once a year.

The Compliance Officer shall submit periodic reports to the Management Board on implementation of this Policy.

## **IX. Legal effects:**

If the Management Board becomes aware of a material breach by an Employee or Regular Collaborator of these guidelines, it shall obtain an opinion from the Compliance Officer from the legal and compliance perspective.

Based on this opinion, a decision shall be made as to whether the company will (i) take disciplinary or employment law measures towards the Employee, (ii) seek compensation, or (iii) report the violation of the relevant criminal provisions to the competent law enforcement authority.

## **X. Entry into force and publication:**

This regulation shall be effective as of 26.01.2023.

The latest applicable version shall be available on the intranet and from the Compliance Officer.

Employees and Regular Collaborators shall receive regular training on anticorruption measures and regulations.



## Appendix 1

### REGISTER OF GIFTS ACCEPTED / GIVEN

for the period of:.....

**Organisational unit**

No.	Date of giving/ receipt of the gift	Information of the gift recipient and information on their relationship with ROBYG (e.g. employee /contractor, customer)	Information of the gift donor and information on their relationship with ROBYG (e.g. employee /contractor, customer)	Description of the gift	Estimated value of the gift	Purpose/ reason of giving /receiving the gift	First name and surname of the person authorising the receipt / handing over of the gift
1							
2							
3							

## Appendix 2

### TEMPLATE OF THE RECORD OF DISCLOSED CONFLICTS OF INTEREST

NO.	First name and surname / organisational unit	Description of the conflict	Actions proposed by the Compliance Officer	Actions undertaken to implement the Compliance Officer's recommendations	Comments of the Compliance Officer

## Appendix 3

### TEMPLATE OF THE DECLARATION ON ABSENCE OF CONFLICT OF INTEREST WITH A BUSINESS PARTNER

Place, date

#### Declaration on absence of conflict of interest

I, the undersigned (first name and surname)

In connection with the requirements of the Anticorruption Policy of ROBYG Capital Group, I represent that in the year of ..... I did not remain in a conflict of interest with any of the business partners the relationships with whom I was or am responsible for.

Moreover, I represent that I will immediately notify ROBYG S.A. of any circumstances posing a conflict of interest or which may cause its emergence.

Signature

## Appendix 4

### TEMPLATE OF THE DECLARATION ON ABSENCE OF CONFLICT OF INTEREST WITH A PUBLIC OFFICIAL

Place, date

#### Declaration on absence of conflict of interest

I, the undersigned (first name and surname)

In connection with the requirements of the Anticorruption Policy of ROBYG Capital Group, I represent that in the year of ..... I did not remain in a conflict of interest with any of the public officials representing a public administration body the relationships with whom I was or am responsible for.

Moreover, I represent that I will immediately notify ROBYG S.A. of any circumstances posing a conflict of interest or which may cause its emergence.

Signature