ONDE	**ONDE S.A. CORRUPTION PREVENTION POLICY**		
	Drawn up by:	**Approved by:**	**Adopted by:**
Version: **1**	**Krzysztof Nawrocki** legal counsellor	**Mariusz Moczydłowski** acting Legal Department Director	**ONDE S.A. Management Board** with its resolution No. ... of ....

1. Aim and application of the Policy.
   1.1. This Policy establishes standards of conduct for ONDE S.A. and its employees and collaborators concerning prevention of corruption and conflicts of interests.
   1.2. This Corruption Prevention Policy was implemented to ensure transparency of Company operations towards its stakeholders, and to prevent corruptive behaviours undertaken by persons acting in the name or on behalf of ONDE S.A., as well as:
      1.2.1. strengthen awareness of employees and collaborators concerning identification of corruptive behaviours or a conflict of interests, and preventing them;
      1.2.2. specify ways for reporting suspected corruptive behaviours;
      1.2.3. establish rules concerning avoiding a conflict of interests;
      1.2.4. establish at the Company transparent rules for accepting and giving gifts.
   1.3. This Corruption Prevention Policy supplements current legislation concerning corruption prevention and provisions of the Company's Code of Ethics. The provisions of the Corruption Prevention Policy are inspired by international conventions, and in particular by: the United Nations Convention against Corruption adopted by the United Nation's General Assembly on 31 October 2003, the Convention on Combating Bribery of Foreign Public Officials in International Business Transactions, signed in Paris on 17 December 1997 and provisions of standards recommended for the compliance management system on counteracting corruption and the whistle-blower protection system in companies listed on markets organized by the Warsaw Stock Exchange S.A.

2. Scope of application
   2.1. This policy applies to all employees and collaborators of the Company.
   2.2. Ensuring adherence to provisions of the Policy shall be regularly monitored, and all necessary remedial actions shall be promptly identified and implemented.

3. Terms and acronyms.

   Terms used in the Code shall have the meaning provided below:

   3.1 ***"Company"*** – shall be understood as ONDE Spółka Akcyjna with its registered office in Toruń.

   3.2 **"*Administrator*" –** shall be understood as a person coordinating the process of drawing up, reviewing, publishing and archiving regulations and maintaining registers, available at: procedury@onde.pl.

   3.3 **"*Employee*"** – shall be understood as a person working for or providing services to the Company, regardless of the basis for establishing an employment relationship, including a person employed under a civil law agreement. For avoidance of any doubt, the Employee shall also be understood as people working for or providing services to the Company within the chain of value, regardless of existence or the nature of their contractual relationship with the Supplier, i.e.: employees/collaborators of delivery companies, subcontractors, and other business partners.

3.4 ***„Policy"*** – shall be understood as this Corruption Prevention Policy.

3.5 ***"Financial gain"*** – shall be understood as a financial gain obtained as a result of corruptive actions, in particular, illegally or in breach of ethical principles and good practices, which can be expressed in terms of money, also a gain for a third party.

3.6 ***"Personal gain"*** - shall be understood as an intangible gain obtained as a result of corruptive actions, in particular, illegally or in breach of ethical principles and good practices, improving the situation of a person gaining it or of a third party, e.g. a promise of a promotion or dealing with a certain issue faster.

3.7 ***"Corruption"*** – shall be understood as promising, offering, handing, demanding, or receiving by any person, directly or indirectly, any Financial gain, Personal gain or other, for themselves or for any other person, or accepting an offer or a promise of such actions in return for undertaking or refraining from action as a part of performance of a public function or professional and employee duties.

4. <u>Procedure/document contents:</u>

4.1. **General**

4.1.1. By adopting this Policy, the Company Management Board declares zero tolerance for any forms of Corruption and expresses their conviction that Corruptive behaviours hinder economic development, violate principles of competition, reduce safety and quality of services, and pose a threat to interests and image of the Company and its stakeholders.

4.1.2. The Company conducts business operations observing ethical standards, in a responsible and transparent way. The Company does not accept or allows the use of Corruption in the Company's internal and external relations.

4.2. **Obligations of Employees, Management, and the Company concerning corruption prevention**

4.2.1. The Employees are obliged to undertake all necessary actions to combat Corruption. In particular, the Employees are obliged to:

4.2.1.1. refrain from accepting Personal gain, Financial Gain, or a promise for obtaining them, and from making performance of an activity within the scope of their professional duties dependant on receiving Personal gain or Financial Gain,

4.2.1.2. refrain from accepting Personal gain, Financial Gain, or a promise for obtaining them, and from demanding them in return for abusing granted authorisations or failing to perform an obligation,

4.2.1.3. refrain from giving any Personal gain or Financial Gain to any person in relation to a public function held by them, as well as to refrain from actions aiming at persuading that person to violate legal regulations, or from giving or promising any Personal gain or Financial Gain for violating legal regulations,

4.2.1.4. refrain from invoking the Company's influences and position and from convincing other person about existence of the Company's influences to undertake intermediation in dealing with an issue in return for any Personal gain or Financial Gain, or a promise of receiving them,

4.2.1.5. refrain from giving or promising any Personal gain or Financial Gain in return for intermediation in dealing with an issue in a state or local government institution, international or national organisation, or in national or international organisational unit managing public funds, including in a State Treasury company, in the form of illegal influence on a decision, action or omission of a person holding a public function in relation to that function,

4.2.1.6. refrain from commuting any actions in breach of law, internal regulations, or ethics directed against the Company assets, including in particular property theft, appropriation, destruction, or damage,

4.2.1.7. read this Policy and apply rules included in it, and

immediately notify any violations of this Policy in accordance with section 4.6 below.

4.2.2. If any Corruption proposal is received from any entity or person, the Employee is obliged to clearly reject it and to promptly notify about that incident their Line Manager and the Compliance Officer or a Member of the Management Board.

4.2.3. Directors and Heads of organisational units are obliged to undertake all necessary actions to ensure that provisions of this Policy are implemented, and in particular, to communicate the anti-corruption rules specified in the Policy to all Employees reporting to them, and to supervise its application by supervised Employees.

4.2.4. Directors and Heads of organisational units are obliged to be role models for ethical attitudes, ensuring implementation of objectives of this Policy.

4.2.5. The Company is obliged, with due diligence observed, to maintain transparent relations with third parties, to exclude a possibility for Corruption.

4.2.6. The Company undertakes actions to include in agreements with contractors clauses forbidding corruptive activities, specifying in particular that no part of the remuneration for performance of such agreement will be used to cover costs of giving Financial Gain and/or Personal gain.

4.2.7. The Company verifies and accepts costs and expenditures, and ensures transparency in its cooperation with third parties, to prevent development of mechanisms facilitating offering financial gains using the Company property.

4.3. **Corruptive behaviours**

4.3.1. The most common and the easiest to recognised forms of behaviours that can be considered corruptive are:

4.3.1.1. bribery - including both its forms: passive, i.e. asking for, extorting, consent to receiving gains, and accepting the gain; and active, i.e. offering, promising, or giving gains;

4.3.1.2. using Company resources and assets for private purposes or personal gain;

4.3.1.3. paid protection/influence peddling - understood as invoking influences at an institution managing public funds, or giving the impression or convincing other person about existence of such influences, including proposing (active paid protection) or seeking (passive paid protection) intermediation in handling an issue in return for a financial or personal gain, or a promise of such gain.

4.3.1.4. irregularities in public tender proceedings (tender manipulations), winning contracts, and obtaining licences or permits and decisions of courts and public administration bodies;

4.3.1.5. intended illegal use of public funds;

4.3.1.6. favouring, nepotism, cronyism and other forbidden practices in the employee relations area.

4.3.2. Corruptive behaviours may also have a different form, in each case it is important to be able to recognise what behaviours should raise concerns:

4.4. **Areas at a particular risk of corruption**

4.4.1. Employees, in particular heads of organisational units at the Company, are obliged to identify risks of corruption within their activities on an ongoing basis, reliably and regularly perform internal control, and ensure transparency of processes and performed actions in terms of corruption prevention, and to promote ethical attitudes among Employees.

4.4.2. The areas at a particular risk of corruption are:

4.4.2.1. Receiving and giving business presents, and financial and intangible gains of other kind, to develop and maintain business relations;

4.4.2.2. Selection of suppliers of services and goods;

4.4.2.3. Preparing or participation in public tenders;

4.4.2.4. Contracting obligations and making purchases in the name and on behalf of the Company;

4.4.2.5. Conclusion of agreements, of importance due to their nature, conditions, or an entity with which a given contract is concluded;

4.4.2.6. Making payments in the name of the Company;

4.4.2.7. Relations with business partners, including suppliers;

4.4.2.8. Obtaining permits and positive decisions of national offices;

4.4.2.9. Inspections conducted by state or regulatory bodies;

4.4.2.10. External audit.

4.5. **Gifts and entertainment**

4.5.1. The Company understands that gifts and entertainment may have an advantageous influence on establishing and developing business relations, while they should not be a basic form for establishing and maintaining good business relations, and they should be given or received in accordance with limitations established by this Policy. The Company does not tolerate excessive forms of entertainment or gifts.

4.5.2. Each time before giving or receiving a gift or an invitation, the Employee is obliged to make sure that the nature of that activity and the value of the gift or the invitation conform to this Policy.

4.5.3. A gift is understood as any tangible or intangible item that has a monetary value, for which the person receiving it does not pay.

4.5.4. Receiving or giving a gift or an invitation cannot violate the following rules:

4.5.4.1. The value of the gift or the invitation does not exceed PLN 200 (a gift of a "small value");

4.5.4.2. The gift cannot be made in money or its equivalent (e.g. shares, vouchers, prepaid cards);

4.5.4.3. The gift or the invitation does not indicate that the giving party expects anything in return, and in particular, the gift or the invitation is not given in expectation of any business decision advantageous for the giver (e.g. bid selection, conclusion of an agreement);

4.5.4.4. The gift or the invitation is not given on the Employee's request;

4.5.4.5. Receiving or giving the gift or the invitation cannot violate the Company's good name or image;

4.5.4.6. The gift or the invitation concerns only the Employee, and not their closest family or third parties.

4.5.5. The Employee is obliged to report to their line manager that they received or given a business gift the value of which exceeds PLN 200, and to receive their consent to keep or give the gift or the invitation, as well as to notify the gift to the register of gains maintained by the Compliance Officer.

4.5.6. Should you have any doubts concerning the nature of the gift or the invitation and intents of the giver associated with the given gift or invitation, consult the Compliance Officer, your Line Manager, or the Legal Department.

4.5.7. Gifts or invitations in breach of this Policy, received against Employee's will, can be sold or transferred to the Eryk Grzeszczak Foundation - "ERBUD - shared challenges" .

4.5.8. The Company Employees cannot promise or give to public officers any amounts or property of other type, regardless of its value, in return for handling issues or supporting Company interests. The sole exception are small gifts given occasionally during presentations, events, and other meetings organised by the Company.

4.6. **Avoiding conflict of interest**

4.6.1. The Conflict of interests is understood as a situation when the Employee or a member of the Company body makes decisions or acts consciously in the name of the Company in a way that brings or may bring a gain (financial or personal) to themselves or people related to them, also in a situation when the interests of that Employee or member of the Company body influence or may negatively influence perception of the situation, decisions made, or performance of entrusted tasks.

4.6.2. The Company undertakes activities to identify and avoid conflicts of interests, and when such conflicts exist, it manages them accordingly.

4.7. **Areas for identification of conflicts of interests**

A conflict of interests may occur between:

4.7.1. Company business partners and the Employee, in particular when:

4.7.1.1. The Employee can obtain gains or avoid losses when the Company business partner suffers a loss or does not obtain a gain, if this is related to performance of an agreement between that business partner and the Company;

4.7.1.2. The Employee has reasons of financial or personal nature to treat one business partner better than the other;

4.7.1.3. The Employee receives or gives a financial gain the aim of which is to influence decisions made by the recipient, and which causes or may cause the recipient to feel a sense of obligation;

4.7.2. The Employee and the Company, in particular when:

4.7.2.1. the Employee's activities outside the Company cannot be reconciled with acting in the Company's interest. In particular, the conflict of interests may result from business. professional or political activities, employing of related persons, use of the Company's business potential and information, know-how, and experience gained in the Company in a way causing losses to the Company;

4.7.2.2. The Employee, acting in their own name, gains advantages or avoids losses, using knowledge or tools supplied by the Company, and in a consequence the Company suffers loss or does not gain advantages;

4.7.3. Company's business partners, in particular, when agreements or investments of two business partners have conflicting goals.

4.8. **Obligations of Employees and members of the bodies**

4.8.1. To minimise a risk of a conflict of interests, the Employees:

4.8.2. are obliged to identify conflicts of interests and avoid them during their professional activities;

4.8.3. notify the existing conflict of interests, when it is identified, to their line manager, who can decide about informing the Company Management Board or the Compliance Officer about that conflict;

4.8.4. are obliged to refrain from undertaking activities that may result in a conflict of interests between them and the Company, in particular to achieve personal gain, or activities that are in competition with the Company;

4.8.5. are obliged to ensure that their own interests do not collide either with their responsibilities towards the Company, or with the Company's obligation towards its customers or business partners;

4.8.6. are obliged to act loyally and make decisions in line with the Company's interests;

4.8.7. when they are involved in the decision-making process, they cannot exert the illicit influence on entities tendering for the investment or on persons associated with such entity;

4.8.8. are obliged to read and observe applicable procedures concerning management of a conflict of interest and participate in training sessions organised by the Company;

4.8.9. if they have any doubts, they must follow provisions of this Policy.

4.9. **Measures for managing conflicts of interests**

For each identified type of conflict, the Company implement suitable solutions to manage and monitor that conflict, and to prevent its potential adverse influence on the Company and its environment. This may include, in particular, obliging the Employee to:

4.9.1. specific supervision - to reasonably manage the conflict of interests, the Company may introduce specific monitoring and supervision over the cooperation with one or many cooperating entities;

4.9.2. refrain from undertaking professional activities for a specific agreement, execution, or order. A decision for transferring performance of activities associated with granting services is made by a member of the Management Board supervising a given area of operation.

4.10. **Reporting violations**

4.10.1. If any event violating this Policy occurs or it is suspected that such event could occur or it is highly probable that it will occur, the Employee is obliged to notify that situation or suspicion to the Company through dedicated channels.

4.10.2. Irregularities can be notified through channels for notifying violations listed below, which are created and handled in a way ensuring protection of a Whistle-blower, and of confidentiality of a Person whom the notification concerns.

4.10.2.1. By e-mail, to: naruszenia@onde.pl, when the Person whom the Notification concerns is the Member of the Management Board, to: radanaruszenia@onde.pl, and when the Person whom the Notification concerns is the Compliance Officer, to: zarzadnaruszenia@onde.pl

4.10.2.2. By a letter, sent to: ONDE S.A., ul. Wapienna 40, 87-100 Toruń, notifications sent via this route should be annotated on the envelope "A report of a violation of law - to be delivered directly to the Compliance Officer", or "A report of a violation of law - to be delivered directly to a Member of the Supervisory Board" when the Person whom the Notification concerns is the Member of the Management Board, and "A report of a violation of law - to be delivered directly to the President of the Management Board", when the Person whom the Notification concerns is the Compliance Officer.

4.10.2.3. In person or by phone to the Person receiving the notifications, at: 539-092-510.

4.11. **Final provisions**

4.11.1. The Compliance Officer is the highest tier in the organisation responsible for implementation and performance of the Policy.

4.11.2. This Policy must be reviewed at least once every 2 years; however, when there are no grounds for its amendment, its contents shall remain unchanged.

4.11.3. The Employee's failure to observe rules included in this Policy represents a breach of essential employee obligations.

4.11.4. Any violation of this Policy by Business partners may result in termination of cooperation with the Business partner who committed actions contravening principles expressed in this Policy.

5. Archiving of the policy:

The Administrator is a person responsible for archiving this Policy.

6. Change control.

The Compliance Officer and the Management Board are authorised to amend this Policy.

7. References and appendices:

7.1. Appendix No. 1 - Register of gains form

7.2. The Code of Ethics

8. History of changes.
   The policy changed as the whole and transferred to a new document template.

9. Reviews withdrawn
   ONDE S.A. POLICY CONCERNING CORRUPTION PREVENTION, SPONSORING, AND DONATIONS, introduced with the ONDE S.A. Management Board Resolution No. 01/12/2022 of 12/12/2022.

Appendix No. 1 - Register of gains form

REGISTER OF GAINS FORM

Item	Entered into the register on:	Details of an entity in which the incident occurred AT WHICH COMPANY?	Details of a person who received or gave the gain WHO?	Details of an entity from which the gain was received or to which it was given WHO TO? WHO FROM?	Date of receiving or giving the gain WHEN?	Description of the gain with its estimated value WHAT? VALUE	Description of circumstances of receiving or giving the gain HOW? WHERE?	Decision on a way of handling the received gain WHAT'S NEXT?	Details of the person making the entry	Notes
1.										
2.										
3.										
4.										
5.										
6.										
7.										