

TAMEH POLSKA sp. z o.o. Anticorruption Policy

TAMEH
2020



Contents

1. INTRODUCTION	2
2. CODE OF BUSINESS ETHICS	2
3. LEGAL CONTEXT	3
4. PURCHASES	5
5. COUNTERPARTIES, BUSINESS PARTNERS, OTHER THIRD PARTIES	5
6. MERGERS AND ACQUISITIONS.....	7
7. COMPANY EMPLOYEES	8
8. PRESENTS.....	8
9. ENTERTAINMENT AND TRAVEL.....	8
10. PAYMENTS TO POLICIANS AND POLITICAL PARTIES.....	9
11. PAYMENTS TO TRADE UNIONS	9
12. PAYMENTS TO CHARITIES / AS PART OF SOCIAL RESPONSIBILITY OF BUSINESS.....	10
13. ACCOUNTING REQUIREMENTS	10
14. INTERNAL CONTROLS.....	11
15. AUDITS.....	12
16. RULES OF REPORTING ILLEGAL BEHAVIORS	12
17. CRIMINAL AND CIVIL LIABILITY	12
18. PRACTICAL RULES FOR DEALING WITH CORRUPTION RISKS	12
19. MONITORING THE RISK OF CORRUPTION	16
20. GENERAL GUIDANCE AND CONTACT PERSONS	18

1. Introduction

TAMEH POLSKA sp. z o.o. (hereinafter: TAMEH, Company) operates within the structures of two Capital Groups made up of listed entities following the highest integrity standards. The principles of fair conduct adopted by the Company and in relations with the Company do not result from the policies of said Capital Groups only, but primarily from the intrinsic conviction of their righteousness and reasonableness. TAMEH's reputation is that of integrity/fairness and adherence to the rules of ethics in its operations and business relations.

Maintaining the reputation and trust in the Company and in relations with its stakeholders should be considered the top priority for the Company and each of its employees.

A way to accomplish the above goals is to prevent and counteract all signs of corruption. This Anti-Corruption Policy of TAMEH POLSKA sp. z o.o. is intended to facilitate this task

The Anticorruption Policy followed the model of:

- 1) TAURON Group Anti-Corruption Policy,
- 2) ArcelorMittal Corruption Prevention Guidelines.

When developing the Anticorruption Policy, some of the rules set forth in the *Anticorruption Guidance for Officers*, issued in 2014 by the Central Anticorruption Bureau were taken into account.

The Anticorruption Policy set out the main rules for anticorruption conduct and describes situations giving rise to the risk of some corruptive acts and behaviours which are harmful for the Company. Given the almost unlimited number of possible situations or acts of corruptive nature, the purpose of this Anticorruption Policy is to lay down the guidelines which may be useful not only in the obvious situations, but also in situations where clear evaluation and manner of conduct may require a thorough analysis and consultations.

Both TAMEH staff (irrespective of their jobs/positions) and any person or entity which provides services to our organisation, are obliged to familiarise with the Anticorruption Policy and act in conformity herewith.

The rules/guidelines specified in the Anticorruption Policy are binding and should be complied with as such.

When making decisions concerning the conduct at work or in business relations, the supervisor, Compliance Officer, HR Director, Legal Counsel or Board Member may provide advice and support.

2. Code of Business Ethics

TAMEH acts in compliance with the anti-corruption regulations in its business, including the Convention adopted by the Organisation for Economic Co-operation and Development (OECD Convention), the Criminal Law Convention on Corruption adopted by the Council of Europe in January 1999 and the anti-corruption regulations applicable in Poland. The obligation of abiding by the local, national and international laws and regulations applicable to the Company's business activity, including the anti-corruption regulations, are also contained

in the Code of Business Ethics adopted by the Company. Each employee of the Company has received a copy of the Code of Business Ethics, has attended the training on the principles stipulated therein and has undertaken to comply with them. The training is organised for employees who commence their employment with the Company.

3. Legal context

In 1999, the OECD adopted the Convention on Combating Bribery of Foreign Public Officials in International Business Transactions, which provides that bribery in business transactions:

- raises serious moral and political concerns,
- undermines good governance and sustainable economic development and
- distorts international competitive conditions.

All OECD member countries, including Poland, adopted laws whereby bribery of public officers, including foreign officials, is a criminal offence. Similar conventions were adopted by other international organisations.

Pursuant to the legal regulations applicable in Poland, including the *Act on the Central Anti-Corruption Bureau*, corruptive conduct includes primarily:

- 1) promising, offering or handing in, by a Company employee or a person representing the Company either directly or indirectly, any undue benefits to a person, in return for illegal action or omission to act with respect to the Company,
- 2) demanding or accepting by a Company employee or a person representing the Company either directly or indirectly, any undue benefits or proposals or promises of such benefits, in return for illegal actions or omission to act with respect to the Company.

Undue benefits may be of financial or personal nature.

Financial benefits include property/assets which can be priced or valued in money. These may include, without limitation: cash, transfers, loans granted on very convenient terms and conditions, prepaid cards, a voucher which enables payment for goods, donation, cancelled debt, jewellery, a valuable tangible gift, a discount unavailable for others, a paid trip or holiday travel, a paid attendance at a seminar, a ticket, an invitation to sports or cultural events, a pass for regular use of sports or recreational services, other tangible items of value for the recipient.

Personal benefits cannot be estimated or valued in a simple way, but they may be of material value for the recipient. These may include, without limitation: preferential treatment, fast access to services which are difficult to access, hiring a member of one's family or a close person, even though they fail to satisfy certain recruitment criteria, access to confidential information of value for the recipient, unduly favourable decision, a consulting/advisory service, abstaining from official procedures which may identify inaccuracies and which are the responsibility of the recipient of such undue benefits, concealment of information unfavourable for such a person.

The most frequent form of corruption is bribery, which consists of handing in money, gifts or other benefits to make the recipient commit a dishonest act, an illegal act or an act which undermines the trust vested in such a person in business relations. The anti-corruption law

forbids offering, paying or authorising payment of any cash amounts, gifts or other valuable services to any public officer in order to:

- influence the activities or decisions of a public officer,
- encourage a officer to commit any act infringing the duties of such a person,
- ensure unfair advantage in a given situation,
- encourage the officer to use his/her powers in a government agency to get assistance in gaining or retaining a business of a given scope,
- ask an appointed individual to do so.

The term “gain or retain a business activity” is broadly understood as a business benefit, such as a permit or a tax exemption.

Corruption is considered a criminal offence even if a bribe is not intended to gain or retain a business activity. The act of corruption of a person in order to make him/her abstain from exercising their duties is a criminal offence.

Payments which facilitate performance of the public officer duties by an official are a form of bribery which:

- is of insignificant amount and is offered to a low-level officer,
- is to secure an action or a service which a person or a company is entitled to receive anyway, routinely and legally (such as routine administrative formalities).

Therefore, TAMEH could be held accountable in a situation where it has infringed the above law. It is forbidden to hand in bribes, including payments which facilitate performance of the official duties by an officer.

The Company’s employees to whom a request for such payment is made should report the same to the supervisor or the Legal Counsel.

A public officer is:

- an official or employee of the government (holding administrative, court or legislative authorisation) or of a department, agency or representative office of the government or any other person acting in official capacity on behalf of or for the government (e.g. an entity appointed to verify orders on behalf of a government agency or to collect excise duty).
- an official or employee of “a public international organisation” or any other person acting in official capacity on behalf of or for such an international organisation (public international organisations include for example: the UN, the World Bank, the European Commission),
- an employee of a company or another business entity in which a government unit has a shareholding and/or which may be either directly or indirectly influenced by such a government unit (such an employee may be considered a public officer even if the employee is engaged in business activity and not government activity),
- a political party or a member of a political party or a candidate to a position in politics.

Special awareness is required in respect of persons who are known or suspected of being family members of public officers or companies which are controlled by family members or public officers, so as to avoid a situation where such persons could act as intermediaries in providing illegal payments to public officers.

Corruption may also take the form of actions in which public officers do not take part. In TAMEH such actions are strictly forbidden by the Code of Business Ethics and the Anti-Corruption Policy.

4. Purchases

Procurement, which includes both the purchase of materials, products, equipment and purchase of all types of services (including repair, modernisation, investment, advisory services) is one of the major areas generating the risk of corruption.

Groups of staff most exposed to the risk of corruption:

- employees directly contacting counterparties, initiating and conducting the purchasing processes for the supply of materials, machines and services,
- employees cooperating with third parties to complete the contracted services,
- personnel accepting the materials and machines supplied, and the services performed, on behalf of the Company,
- managers of units responsible for purchasing materials, machines and services,
- managers of units responsible for investment (capex), repair and modernisation works,
- employees responsible for completion of the project in cooperation with third party consultants.

It is essential that the Company can prove that order-related decisions are fully transparent, based on the internal rules of supplier selection and do not result from unethical and non-compliant activities.

The internal regulations governing orders for supplies contain specific rules governing the timeframes, processes, conflicts of interest, security of tender information and documents. During a tender procedure, no entertainment events should be attended, no gifts should be accepted or no other actions taken involving the presence of the person engaged in the tender process. No attempts should be made to obtain information unavailable to the public in breach of the aforesaid rules. Each employee is obliged to get to know the rules of acquiring suppliers and to abide by said rules. When in doubt, consult the supervisor or the Legal Counsel to avoid breach of the rules.

5. Counterparties, business partners, other third parties

Bribes must not be handed in through intermediaries and payments must not be made to a third party if it is known that all or some of the amount will be given either directly or indirectly to a public officer. "Known" in the preceding sentence includes purposeful and deliberate disregard of such knowledge.

All Company-related business decisions should be based on ethical and legal premises. No employee of the Company or a third party acting on its behalf is entitled to illegally influence a public officer.

The Company must carry out due diligence of its business partners (including agents, consultants, suppliers, other intermediaries, partner consortia and joint ventures, counterparties or main subcontractors, distributors, etc.) to assess the risk of corruption to protect against engaging in business relations with such entities. For example, before engaging an agent, one must ensure that the person will not be used to hand in a bribe. If the outcome of the due diligence of an agent proves unsatisfactory, no business relations must be established with him. The due diligence shall be carried out in conformity with the rules set out in this Policy and with other rules governing specific types of business / risk areas.

The Company must verify that none of its business partners has the reputation of being prone to corruption (even if no corruption-related judgment has been passed with respect to such an entity) or that no investigation is underway involving any of its business partners, and no relevant judgment has been passed or ban issued (with respect to lawyers) in connection with corruption. If the foregoing is found, the Company should establish, insofar as possible, the facts relating to the case and on this basis make a decision bearing in mind the risk to the Company's and its Partners' good name.

The outcome of the due diligence should be retained on files for minimum eight years.

Additionally, depending on the outcome of the inspection and the degree of confidentiality of the case, the Company may use the services of third-party providers to perform additional or more detailed due diligence with respect to natural persons or corporations.

The use of the services and remuneration of third parties shall be subject to the following principles:

- 1) payments to third parties must be reasonable and reasonably reflect the value of the services provided,
- 2) third parties should have a documented history of operation in a given sector,
- 3) third parties should not be recommended by public officers,
- 4) services provided by third parties must be legal and the nature and prices thereof should be established in a relevant contract,
- 5) third-party companies may not be paid abroad, unless there are proper and reasonable grounds for such payments, and the payment process was approved in advance in writing by the Legal Counsel and the Company's Management Board. Avoidance to pay taxes is not the right justification in this case.

Each contract with a third party must include corruption-related clauses. Model clauses:

1. The counterparty agrees to fully comply with all applicable anti-corruption regulations, including the regulations specific in the jurisdiction of its country of registration and jurisdiction of the country in which the contract is performed (if different) as well as abide by the guidelines regarding corruption prevention provided by TAMEH.
2. The Counterparty represents that:

- a) it is an authorised representative of the supplier/contractor and is not a government official or an employee or a member of a political party either at present or throughout the effective term of this contract,
 - b) it shall promptly notify TAMEH about being appointed to act in any of the above capacities,
 - c) such appointment shall automatically lead to termination of this contract.
3. The counterparty agrees that all payments to it shall be made only after TAMEH has received a detailed and accurate invoice supported with the appropriate documents. TAMEH shall make payments under the contract in the invoice currency, only by transfer (the currency and the payment instrument shall not be negotiable) to the counterparty's account maintained by the identified financial institution.
 4. The Counterparty agrees to keep accurate books, records and invoices, and agrees that TAMEH is authorised to audit, if necessary through external auditors, all books, records and invoices together with the related documents of the counterparty in terms of their conformity with all applicable anti-corruption regulations, and it further agrees to fully cooperate during such an audit.
 5. The counterparty agrees not to subcontract either part or the total of the contract to another natural or legal person without TAMEH's prior consent to be given in writing.
 6. If the counterparty is in breach of any of the anti-corruption regulations or Anti-Corruption Policy, it shall be deemed a gross infringement of the contractual provisions which will authorise TAMEH to terminate the contract. If this occurs, the counterparty shall waive all claims to payments under the contract, including payments for services completed. TAMEH may also terminate the contract or suspend payments if, acting in good faith, it is convinced that the counterparty infringed, intends to infringe or caused infringement of any of the anti-corruption regulations. TAMEH shall not be liable for claims, losses or damage resulting from the breach of the above regulations or this anti-corruption clause by counterparty or in connection with termination of the contract by the force of this clause and the counterparty shall indemnify TAMEH against any claims, losses or damage in this respect.

This Anti-Corruption Policy applies to agents and business partners who are engaged in business with the Company or with external companies on its behalf.

6. Mergers and acquisitions

In case of mergers or acquisitions, TAMEH may be exposed to the risk of taking over the successor liability for all instances of anti-corruption law breaches by the merging or acquired entity. This may considerably affect the reputation of the Company or distort business and result in sanctions if such breaches are revealed at a later stage. For this reason, a detailed due diligence is required to verify corruption risks and adequate anti-corruption provisions must be included in the acquisition agreement, as well as other available options must be considered to avoid the successor liability prior to finalizing the transaction. Although the acquisitions of assets do not involve successor liability, it is still essential that an exact due diligence is performed with a view to corruption risks and that the acquisition agreement is worded so as to exclude liability for anti-corruption law breaches relating to acquisition of assets. If, as part of the acquisition

of assets, current business is also acquired, such transaction should be treated in the same way as acquisition of shares.

All issues relating to the anti-corruption law which will arise in the course of due diligence should be reported to the Company's Legal Counsel.

7. Company employees

Integrity and honesty of the Company's employees shall be ensured by following the below rules:

1. The key positions should be given to those employees only whose honesty and integrity is documented and has never been subject to any doubts.
2. In a situation where a position is to be occupied by a new employee, conformity with the Procedure for verification of information about employees before making a decision to employ, which is developed and implemented by the HR Department, should be ensured and adequate training should be delivered to ensure compliance

8. Presents

Before giving any presents, employees must get to know the internal regulations in this respect and guidelines on corruption prevention.

No presents must be given to public officers except for promotional items of little value, such as inexpensive pens, mugs, T-shirts, calendars, etc., that bear the name and/or logo TAMEH, provided that this is not prohibited by internal law and that it is not made with a corrupt purpose.

The Code of Business Ethics also forbids giving any gifts or providing any favours apart from the standard business relations to the existing and prospective clients, their employees or agents, and to other persons who are bound by any contractual relations with the Company or with whom the Company intends to negotiate a contract.

The Company employees must not accept gifts or gratifications from companies cooperating or intending to cooperate with TAMEH, such as suppliers or potential suppliers, apart from promotional gifts of low value.

Presents in the form of money are entirely forbidden, and if offered they must be refused.

9. Entertainment and travel

Entertainment and travel offered by or provided to the Company's employees in connection with the business activity should be modest and be clearly aimed at facilitating business negotiations. Generally, business entertainment in the form of food and drinks can be offered provided that it is legal, consistent with the Company's policy governing the sales costs, general and administrative expenses, its frequency is reasonable and, if possible, it is reciprocal.

More restrictive rules apply to business entertainment and travel provided by the Company employees or third parties acting on its behalf to public officers.

TAMEH may pay or reimburse public officers for reasonable costs of travel and accommodation or costs directly related to:

- a) promotion, demonstration or information concerning the Company's products and services, or
- b) signing or performance of a contract between the Company and the government represented by a public officers.

provided that the payment or reimbursement of the costs of travel, entertainment and accommodation is legally acceptable and the Legal Counsel or the Company's Management Board expressed their consent.

Each time, the purpose of the trip must be specified and approved in advance, and the costs shall be reimbursed based on documentation and correspondence which must be retained on file. Cash payments and cash per diems must be avoided, and the costs of travel and accommodation must be reimbursed to the government unit or agency and not directly to the public officers. Any deviations from these rules are only possible after prior approval by the Legal Counsel or the Company's Management Board. No family members of public officers may be invited to trips or events of this type. If, despite the above rule, a public official is accompanied by a family member during a trip or event, the Company shall not reimburse the costs incurred by such a person.

10. Payments to politicians and political parties

Cash payments or services performed on behalf of the Company to any political parties or politicians may only be offered in conformity with the law and all the requirements of public disclosure must be fulfilled in this situation.

Such payments shall be subject to prior written consent to be given by the Legal Counsel and the Company's Management Board.

If any cash payment or service to a political party or a politician is being contemplated, the rules set out in the Code of Business Ethics governing the conflict of interest must be followed. This means that any person who is in any way linked to the politician or the political party should not engage in the decision-making process relating to such payment.

It should be noted that payments to political parties or politicians may be interpreted as bribes. If the Company is in the course of negotiating a government contract or license, or if the government verifies a confidential issue relating to the Company, such payments may be considered a bribe.

A political party or a member of a political party, or a candidate to a position in politics are included in the definition of the "public officer".

11. Payments to trade unions

Cash payments or services performed on behalf of the Company to any trade union, trade union members or an entity controlled by a trade union may only be offered in conformity with the law and all the requirements of public disclosure must be fulfilled in this situation. Such payments

shall be subject to prior written consent to be given by the Legal Counsel and the Company's Management Board.

If any cash payment or service to a trade union, a trade union member or an entity controlled by a trade union is being contemplated, the rules set out in the Code of Business Ethics governing the conflict of interest must be followed. This means that any person who is in any way associated with the trade union, a trade union member or an entity controlled by a trade union should not engage in the decision-making process relating to such payment.

Attention must be given to the fact that trade unions, trade union members or entities controlled by trade unions may be used to give a bribe to public officers, and thus payments made to trade unions or member of trade unions or entities controlled by trade unions may be interpreted as bribes.

12. Payments to charities / as part of social responsibility of business

There is a risk that bribes may take the form of a donation to a charity or sponsorship. Always ensure that funds paid to a charity do not depend on conclusion or selection of a business transaction to be made. Funds should always be provided to a charity and not to a specific person. Such donations should be adequately monitored and should comply with the KPIs.

Donations should be provided only to charities registered and governed by the applicable law of a country. The persons representing a charity must be known and facts concerning the organisation and its management must be investigated. It must be verified whether it is possible to know to whom and for what purpose the funds will be provided. For example, if a company is in the course of negotiating a government contract or license, or if the government verifies a confidential issue relating to the company, such payments may be considered a bribe.

Particular attention must be given to analyse the facts connected with charities indicated or recommended by a client or a public officer. In this case, a charity may act as an intermediary to forward illegal payments to a client or an official.

Payments to charities and as part of social responsibility of business should be made in conformity with the Company's strategy in this respect, and prior to making a donation, the unit responsible for the issues of social responsibility of business should be consulted.

Additionally, considerable donations to charities and as part of the social responsibility of business involving government units shall be subject to prior written consent to be given by the Legal Counsel and the Company's Management Board.

13. Accounting requirements

The Company is legally obliged to prepare and keep books of account, accounting records and accounts which reflect its transactions and management of assets to an extent sufficiently detailed and accurate.

Using false documents and invoices or making inaccurate, unclear or misleading entries in the books or using other procedures, techniques or accounting solutions which hide or otherwise cover illegal payments is strictly forbidden.

14. Internal controls

The Company has developed and applied an internal accounting control system intended to ensure to a satisfactory extent that:

- a) transactions are performed in conformity with specific or general authorisations issued by the management,
- b) transactions are registered in conformity with the requirements, in a way which enables:
 - preparation of financial statements in conformity with the generally applicable accounting standards and other criteria applicable to such statements and
 - accounting for the balance of assets
- c) access to assets is compliance with the specific or general authorisations issued by the management,
- d) recorded balance of assets is verified against the existing assets at reasonable intervals and if differences are found, the relevant actions are taken.

The Company has implemented solutions and procedures of internal controls which correspond to the above criteria and enable compliance with the Anticorruption Policy.

One of the elements of an effective internal control system for sales and financial services is the verification of transactions and demand of repayment/reimbursement of costs with a view to warning signs which indicate an inadequate commercial base or excessive risk. Frequent warning signs are listed below:

- A transacting party has some existing business links or other close personal relations with a customer or a public officer, has recently been a customer or a public officer or is taken into account solely due to its influence on the customer or a public officer.
- A customer or a public officer recommends or insists on selection of a party to a transaction.
- The transacting party does not agree to accept the anticorruption clauses of the contract, acts as a shell company or another unorthodox corporate structure, insists on applying non-standard or suspected ordering procedures, refuses to reveal the identity of its owners or demands that the contract be dated retrospectively or otherwise modified to falsify information.
- A transacting party has bad business reputation or has been accused of corruption, participation in dishonest profits, fraud or other offences, or has bad references from third parties or has no references at all.
- A transacting party has no registered office, personnel or qualifications adequate to provide the required services.

- A claim for payment/reimbursement of the costs is non-standard or there is no adequate documentation to support it, amounts are unusually high or not proportional to the anticipated services, there is no compliance with the terms and conditions of the contract or it involves the use of cash or bearer's documents.
- A demand for payment/reimbursement of costs requires an account not covered by the accounting system, is subject to a jurisdiction in a country other than the place of service provision or its form is non-compliant with the applicable law.
- A demand for payment/reimbursement of costs is described as necessary to conclude a transaction or to "make the necessary preparations".

The above list is not a closed set, and the warning signs may differ depending on the nature of a transaction or demand for payment / reimbursement of costs and the geographic market or nature of business.

The personnel should regularly evaluate whether any warning signs exist in a specific situation.

15. Audits

The Company carries out audits to ensure compliance with anti-corruption laws.

16. Rules of reporting illegal behaviors

Any doubts the Company's employee may have in respect of potential bribery or corruption incidents should be immediately notified to the supervisor, the Compliance Officer or a Member of the Management Board.

17. Criminal and civil liability

Criminal liability involves a fine or imprisonment, which may be considerable.

Fines imposed on natural persons must not be paid by their employer.

Apart from criminal liability, both natural persons and companies involved in corruption may be subject to liability for the losses caused by the corruptive act and may be sued to compensate for the losses. This may happen, e.g. in a situation where a tender participant who loses the tender sues the tender winner to whom the contract was awarded as a result of corruptive activities to recover the costs incurred in connection with the tender and the lost profits.

According to the law, this Anticorruption Policy and other internal policies, all instances of fraud and bribery committed by the Company's employees are penalised and are subject to sanctions up to and including termination of the employment contract.

18. Practical rules for dealing with corruption risks

The Company Management are aware that total elimination of acts of corruption may prove difficult or even unachievable. However, the Management Board with the highest determination

undertakes and commissions preventive and detection measures aimed at complete elimination of this type of acts.

Apart from the development and implementation of this Anticorruption Policy, anticorruption prevention activities include, among others:

- 1) adoption and implementation of the Code of Business Ethics which lays down, among other things, the general rules of conduct intended to limit the risk of corruption.
- 2) appointment of an internal audit unit and the Compliance Officer responsible for, without limitation, identification of risk and evaluation of the internal control system in the Company,
- 3) adoption and deployment of the Internal Control System Regulations in TAMEH POLSKA sp. z o.o, which, among other things, provide for a more specific manner of exercising the functional control intended to limit the risks, including the risk of corruption.

The detection measures are taken in response to the signals received from counterparties and Company employees and based on information obtained from Management Board Member and organisational unit managers in the Company. They usually have the form of investigative audit / inspection.

If an act of corruption is identified, the following measures are taken:

- 1) systemic measures intended to implement additional control mechanisms to eliminate or hinder future acts of corruption,
- 2) disciplinary measures with respect to the employees who committed the act of corruption.

In exceptional situations, after all aspects of an event have been considered, to disrupt the solidarity between the party that corrupts and that is corrupted, as well as solidarity within one of the parties, the Management Board may mitigate the disciplinary measures with respect to an employee taking part in an act of corruption on condition that this is communicated to the supervisor, the Compliance Officer or Management Board Member before they have been informed about the corruption from other sources.

Anticorruption measures are taken in situations and relations between the Company employees and its counterparties. The employees should be aware that an act of corruption usually does not occur during the first meeting or contact with a counterparty (e.g. during the first phone call).

The party which intends to corrupt a Company employee or another person will attempt to estimate the other party's vulnerability to corruption. This may take the form of:

- 1) obtaining information about the person to be potentially corrupted, including his or her family, financial, work-related problems, etc., - excessive openness in this respect may be helpful for the corruptor and may facilitate preparation of a corruptive offer for the person to be potentially corrupted; one must remember that to ensure the comfort of objective decisions, professional and personal interests must be set apart,
- 2) testing the assertiveness of the person to be potentially corrupted by handing in small gifts to them, which gain value with time - one must remember that "testing" may start with a company pen, through a company calendar and, imperceptibly, it may take the form of a bottle of good wine, a paid trip or an envelope with cash - it is our

assertiveness, the ability to decisively refuse, that determines whether we will stay at the level or low-value gifts permitted by the internal rules, or we will let ourselves be led to the area of unethical and criminal practices.

If the corruptor does not receive a firm communication that the other party is not vulnerable to corruptive proposals, the next phases of corruption may occur, including:

- 1) proposals to “handle the issue”, “act in a non-standard way”, etc. - in this situation a firm response is necessary to make the corruptor aware that we are not interested in the proposed solution; if firmness does not have the expected effect, the meeting or talk should be completed, the superior should be notified about the situation,
- 2) a promise of a benefit or an attempt to hand in a benefit, but acts of this type are offences, and should be notified to the supervisor; they also require a relevant memo.

Work in areas subject to the risk of corruption requires adoption and adherence to specific strategy of conduct whereby, based on hitherto knowledge about the rules and ways of counterparty’s behaviour, situations which give rise to the risk of corruption are anticipated and avoided. This may take the form of:

- 1) a clear attitude which does not give the impression of openness to accept even the smallest gifts,
- 2) participating in meetings with counterparties together with supervisors or fellow employees,
- 3) not leaving the counterparty alone in the room,
- 4) keeping adequate distance from the counterparty, unwelcoming response to attempts at unreasonable closeness.

If a situation occurs where:

- 1) a gift was accepted as a minor one, but the accepting employee is in doubt in this respect, the fact should be notified to the supervisor and, if required by the internal rules for gift accepting and giving, hand over the gift to the latter so that further procedures can be performed according to said rules,
- 2) the counterparty, despite the employee’s objections, leaves the gift and leaves the premises, a memo shall be made to document the situation and, depending on the circumstances, the supervisor or the enforcement authorities must be notified, and the gift must be handed over to the supervisors to follow the internal procedures.

Situations giving rise to corruption may be limited by proper conduct, particularly in the relationship between the supervisor and subordinate personnel, as well as through systemic measures. Such measures include without limitation:

- 1) talks with fellow employees about corruption risks which may occur while performing one’s duties, experience sharing,
- 2) proposing reasonable changes to the existing procedures to limit the risk of acts of corruption,
- 3) informing how to counteract corruption and training in this area - particularly for employees in those areas of the Company which are exposed to the risk of corruption and employees commencing their work with the Company,

- 4) early response to corruption symptoms, in particular where their number or frequency intensifies,
- 5) measures preventing reoccurrence of similar events in future,
- 6) informing about a conflict of interest, abstaining from participation in proceedings which may generate a conflict of interest,
- 7) accuracy and transparency of conduct of the Company management,
- 8) monitoring the status of each task,
- 9) rotations in teams of employees,
- 10) decisions made jointly by committees,
- 11) decisions made on the basis of prior analyses performed by other employees,
- 12) second-party verification of documents issued or preliminary decisions,
- 13) random follow-up functional control of various aspects of the tasks performed,
- 14) adoption of the rules for reporting suspicions and incidents of corruption,
- 15) internal audits and inspections,
- 16) supplier satisfaction surveys, contractor satisfaction surveys, etc.
- 17) understanding the professional and personal problems of the subordinate personnel.

Procedure in the event of justified suspicion of occurrence of an act of corruption:

- 1) requesting that the employee discontinue his or her ongoing assignments,
- 2) transferring the employee to other duties, or to another unit,
- 3) informing the Company's Management Board and the Compliance Officer,
- 4) commencement of an internal inspection/audit.

Procedure in the event of obtaining evidence that an act of corruption was committed:

- 1) immediate blocking of all users of the employee;
- 2) ban on access to documentation of the ongoing and completed tasks,
- 3) notifying the Management Board, HR Director and Compliance Office about the situation,
- 4) securing materials, documents, objects, etc. which may be connected to the act of corruption,
- 5) informing the enforcement authorities about the event.

Acts of corruption may take place in each working environment. The employee's vulnerability is decisive for them to actually occur. Unfortunately, the Company has limited possibilities to influence the vulnerability, it may only take verification measures during the recruitment process. Management of risk, including corruption risk, in the areas and processes implemented by personnel in the Company is limited primarily to deployment of adequate control mechanisms (measures adopted to limit the risk) and to exercise embedded controls (control procedures are performed in the form of a functional control, intended to ensure the application of control mechanisms adopted for them). Risk management is thus exercised systemically.

Notwithstanding the above systemic measures, reliable and transparent performance of the employment duties seems to be one of the major issues, and so does the adherence to the rules of the Code of Business Ethics, and careful observance and - if applicable - notification of suspected corruption in one's working environment. The whistleblower is assured of anonymity and may not be subject to any retaliation. One must remember, however, that reports may be unfounded. Each time, the Company activates its resources to verify the signals, which may sometimes involve considerable expenses and in a situation where corruption reports are unfounded, the Company may assert claims from the whistleblower also if he or she is not a Company employee.

It bears emphasis that potential acts of corruption may be detrimental to our Company financially and organisationally, which will translate, sooner or later, to the satisfaction from the work we do.

The Management Board, managers and the Compliance Officer are not indifferent to any signal of corruption, and each such a signal is verified even if it means engaging considerable resources for the Company.

19. Monitoring the risk of corruption

For the process of corruption risk monitoring, the commitment of the Company employees is essential. Each of us may be the first one to notice the symptoms of potential situation or act of corruption. All Company employees, in particular the managers of areas and processes, should be aware of situations that are conducive to corruption. The knowledge in this respect may be very helpful at an early stage of corruption risk monitoring and in identifying situations or acts of corruption.

Situations conducive to corruption:

- 1) insufficient oversight and content-related supervision of staff,
- 2) excess trust in the subordinated personnel,
- 3) maintaining contacts with counterparties by an individual employee, no substitutions,
- 4) no response to identified acts of corruption,
- 5) personal problems of personnel, primarily financial and family problems, addictions (e.g. gambling), costly hobbies
- 6) the employee's justified or unjustified feeling of being underestimated.

Symptoms which may be indicative of corruption:

- 1) sudden change of the employee's behaviour or unusual behaviour, closing off, interest in activities which are not within the employee's area of competence, frequent absence from the workstation to make phone calls,
- 2) careless documentation of the work done, numerous errors and inaccuracies in documentation, failure to adhere to internal regulations,
- 3) no response to obvious deficiencies and inaccuracies in the documentation received from a counterparty,
- 4) difficulties in finding some documents,

- 5) making decisions which are beyond the employee's scope of authorisation,
- 6) avoiding to justify the decisions made,
- 7) failure to inform supervisors and fellow workers about the actions taken,
- 8) seeking to perform specific tasks or to frequently perform tasks of similar nature,
- 9) noticeable lack of objectivity as regards certain tasks or counterparties,
- 10) attempts to influence decisions of other employees, in particular in respect of tasks and responsibilities which should not be the object of interest of an employee who can potentially commit acts of corruption,
- 11) uncritical acceptance and justification of counterparty's requests for performance of additional works, frequent annexes to contracts,
- 12) signing acceptance certificates individually or representing the Company by a narrow group of the same employees,
- 13) adoption of unusual payment terms,
- 14) pushing for conclusion of a contract which is not favourable for the Company,
- 15) no commitment to the works done,
- 16) no response to minor inaccuracies identified,
- 17) avoidance of inspection/audit activities,
- 18) unwillingness to change the scope of duties or location of the workplace,
- 19) unwillingness to be promoted,
- 20) unwilling attitude to personal changes in the group of fellow employees,
- 21) avoidance to be absent from work (holiday leaves, medical leaves), no longer holiday breaks,
- 22) very high standard of living, incommensurate to the employee's likely income,
- 23) alcohol abuse, use of intoxicating agents,
- 24) interest in gambling.

The occurrence of a single symptom usually results from the employee's carelessness. The occurrence of multiple symptoms in the same case may be indicative of intentional behaviour on the part of the employee or a group of employees, and may have corruptive grounds. It bears emphasis that each of the above symptoms, even if more than one, does not yet prove that corruption has occurred, but it signals that the area and the employee must be closely monitored.

Due to an exceptional nature and import of acts of corruption, each such act must be reported to the Management Board Members and the Compliance Officer who, for the purpose of the Management Board, prepares a periodic corruption incident report.

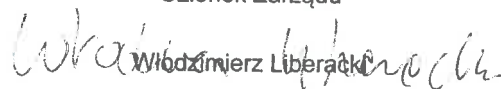
20. General guidance and contact persons

As this Anticorruption Policy does not provide for each and every possible situation, the Company employees should rely on their own judgment and common sense when assessing a situation. When in doubt, contact your supervisor, the Compliance Officer, the Legal Counsel or a Management Board Member.

TAMEH POLSKA sp. z o.o.
Prezes Zarządu


Kristina Červenková

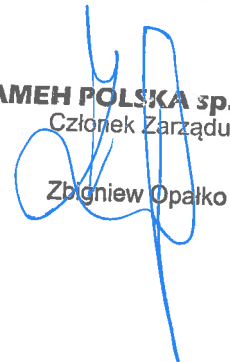
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