

# CONFLICTS OF INTERESTS POLICY GRUPY KĘTY S.A.

## 1. INTRODUCTION

The Code of Ethics of Grupa Kęty S.A. states: “We avoid situations which may lead to conflicts with the company’s interest and, therefore, we inform our employer about the cases of having relations (*e.g. financial ones*) with customers, competitors, counterparties and other entities cooperating with the company.”

Therefore, each employee has a duty to familiarise themselves with this Policy and to abide by it.

## 2. POLICY OBJECTIVE

The purpose of this policy is to establish principles for the identification, management and prevention of conflicts of interests.

## 3. SCOPE AND APPLICATION

This Policy applies to all employees of Grupa Kęty S.A. and its subsidiaries. Please note that applicable laws of a given country constitute the overarching principles in each area of the company’s operations and that they should be applied first. The principles contained in this document only supplement these regulations. The Conflicts of Interests Policy describes situations that may be associated with an occurrence of a conflict of interests and the principles to be applied in such cases by employees of Grupa Kęty.

## 4. 4. DEFINITIONS

**4.1 Conflict of interests** – circumstances that may result in a conflict of interests between an employee and Grupa Kęty. A conflict of interests may arise in particular when:

- a. an employee has a reason of a financial or other nature to favour one counterparty over another; it also applies to the cooperation between companies of Grupa Kęty;
- b. an employee may obtain benefits or avoid losses to the detriment of the interests of Grupa Kęty, including reputation-related interests;
- c. an employee carries out the same activities referred to in the Central Registration and Information on Economic Activity (CEiDG) / National Court Register (KRS) as Grupa Kęty;
- d. an employee receives from a counterparty a financial benefit in connection with a service provided by or for the counterparty;
- e. an employee is engaged in business activities which can be detrimental in any way to the interests of Grupa Kęty in the economic, financial or reputation-related sense and, at the same time, is employed as a manager or officer in Grupa Kęty;
- f. an employee and their relatives are in a subordination relation in the workplace.

**4.2 Relatives** – an employee’s spouse, ascendants or descendants, siblings, relatives by affinity in the same line or degree, adopted children and their spouses, as well as a person remaining in cohabitation.

**4.3 Counterparties** – natural or legal persons cooperating or seeking the cooperation with Grupa Kęty S.A. They include both customers, i.e. recipients, and providers of products and services.

**4.4 Grupa Kęty** – Grupa Kęty S.A. and other subsidiaries of the Group.

**4.5 Confidential informatio** – precisely defined information relating directly or indirectly to an entity whose shares are traded on the regulated market (*e.g. Warsaw Stock Exchange*), which has not been made public and which, if made public, may have a significant effect on the share price of the entity or on the price of related derivative financial instruments (*e.g. pre-emptive rights*).

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## 5. RULES APPLIED IN THE AREAS OF POTENTIAL RISK

5.1 Employees shall refrain from taking any actions which could undermine the credibility and integrity of any employee and of Grupa Kęty, and which may be perceived as causing conflict of interests between the employee and Grupa Kęty.

5.2 An employee of Grupa Kęty shall inform their direct supervisor if they or their relatives participate in supervisory or management authorities of entities competing with Grupa Kęty, or if they remain in the employment relation within the meaning of the Polish Labour Code with another competitor. In addition, an employee shall inform their superior if they or their relatives hold shares or interests giving control over more than 10% of shares or interests in entities competing with Grupa Kęty.

5.3 If an employee has knowledge that there may be a conflict of interests between them and Grupa Kęty or such a conflict has occurred, they shall immediately inform their direct supervisor of the same. An employee's superior shall decide about taking further measures in the case, including e.g. about prohibiting the employee from performing the job duties in respect of which a conflict of interests has occurred or may occur.

5.4 The direct superior of an employee, being aware of a potential conflict of interests between Grupa Kęty and the employee, should not entrust to the employee, as part of their duties, any tasks that cause any conflict of interests between Grupa Kęty and that employee, or result in a possibility of such a conflict of interests.

5.5 If an employee must perform the activities referred to in item 5.4, the process of their implementation should be particularly supervised by the employee's superior to protect the interests of Grupa Kęty.

5.6. Employees may not use the name and logo of Grupa Kęty and its business printed matter and forms to carry out activities unrelated to their job duties.

5.7 IT equipment and company cars made available to employees of Grupa Kęty may not be used in activities other than those carried out for Grupa Kęty, especially paid activities.

5.8 Employees or companies controlled by employees due to ownership or through the participation of these employees in their managing or supervisory bodies may not provide services or supply other products to Grupa Kęty unless they have received the permission of the President of the Management Board of a given company being a part of Grupa Kęty and unless it is done on a transparent basis with a duly justified and documented benefit for Grupa Kęty. In such cases, a given employee may not participate in the decision-making process concerning the selection of a given offer.

5.9 Employees with access to Confidential information on Grupa Kęty may not conclude, based on such information, transactions in shares of Grupa Kęty S.A. both on their own account or on account of their relatives.

5.10 Employees who are relatives within the meaning of item 4.2 may not be in a subordination relation (*and, as a result, in a superior-subordinate relation*). If such a situation occurs, director of a given function is required to take action to eliminate it. If the situation concerns the function director, the President of the Management Board of a given company shall be responsible for taking measures in order to eliminate it.

5.11 Function directors and Management Boards of the companies being part of Grupa Kęty shall analyse potential conflicts of interests in relations of superiority and subordination also considering different kinds of personal relations between employees of which they are aware, and employees shall disclose such relations. In particular, such relations include family relations associated with status – siblings, siblings' spouses as well as parents and children of employees not living with those employees in the same household.

## 6. REPORTING VIOLATIONS

This Policy clarifies the guidelines contained in the Code of Ethics of Grupa Kęty, therefore, potential violations of the policy must be reported in a manner and on principles similar to those applicable in the case of reporting violations of the Code of Ethics of Grupa Kęty.