

ANTI-CORRUPTION POLICY

OF TREFL S.A.

Trefl Spółka Akcyjna
ul. Kontenerowa 25 81-155 Gdynia, Poland
KRS 0000036560, NIP (Tax Identification Number) PL5851357118, REGON (Business Identification Number)
191928047, BDO (Waste Database) 000004494,
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I. OBJECTIVES

In its operations, Trefl S.A. follows a policy to prevent corruption and corruption-generating conduct.

Our aim is for every person employed at Trefl S.A. to be in a position to identify corrupt activities and to know what to do if such activities occur.

This Trefl S.A. Anti-Corruption Policy provides some examples of corrupt activities, including malpractices that constitute prohibited conduct and the rules for identifying, reporting and preventing them within the organisation.

The implementation of the rules set out in this document means that everyone, whatever their function within the Company, helps to ensure that the Company meets the standards of corporate social responsibility and protects the market reputation and image of Trefl S.A.

II. DEFINITIONS

1. **Anti-Corruption Policy (AP)** – this internal act adopted by Trefl S.A., a set of written rules and accepted standards of conduct designed to counteract corruption at Trefl S.A.
2. **Employee** – any natural person employed at Trefl S.A. and performing work on the basis of an employment contract.
3. **Associate** – any person cooperating with the Company, in particular as a supplier of services or products.
4. **Customer** – an entity purchasing goods or services for its own or further distribution, so as to obtain a specific benefit.
5. **Counterparty** – a natural or legal person cooperating with Trefl S.A. in the area of its business operations with a view to achieving a mutual benefit, intended primarily to expand its business.
6. **Public official** – for the purposes of this Anti-Corruption Policy, a Public Official is defined as, in particular, a person performing a public function and/or holding a position in public administration bodies (central or local government) at any level and in auxiliary units of such bodies, state institutions (created by the state or under the control of state authorities; performing specific tasks e.g. in the field of security), courts; a notary, public bailiff, court superintendent, receiver, etc. (public officials), any person who has a specific professional position or competence related to the exercise of public authority and the performance of public service tasks.
7. **Company** – Trefl Spółka Akcyjna (Trefl S.A.) based in Gdynia, ul. Kontenerowa 25, 81-155 Gdynia, entered in the Register of Entrepreneurs of the National Court Register at the Gdańsk - Północ District Court in Gdańsk, 8th Commercial Division of the National Court Register under KRS number 0000036560, with a share capital of PLN 25,812,800.00, paid-up in full, NIP (Tax Identification Number) 5851357118, REGON (Business Registry Number) 191928047, BDO (Waste Database) 000004494.
8. **Gift** – a financial or personal benefit whose value is equivalent to EUR 100 (at the exchange rate of the Euro currency published by the National Bank of Poland on the day of receiving/giving the gift), as permitted by Trefl S.A. to offer, give or accept on behalf of Trefl S.A. to or from counterparties while establishing or maintaining business relations, presented as a symbolic expression of gratitude and respect to the other party, typically in connection with special events or circumstances (e.g. a visit of representatives to the other party's premises, termination of contractual negotiations, extension of business cooperation, Christmas), the giving or acceptance of which does not constitute a corrupt activity.
9. **Notification** – communicating, as prescribed by this Policy, information about a reasonable suspicion of a corrupt activity at Trefl S.A., i.e. an abuse committed by a person acting on behalf of Trefl S.A. (offering an undue benefit) or a corrupt activity targeted at Trefl S.A. (receiving and accepting a corrupt proposal) which constitutes a violation of the Trefl S.A. Anti-Corruption Policy. The mere fact that Trefl S.A. has received a promise to obtain an undue benefit, even though it has not been accepted by the Company, shall be also reported.
10. **Conflict of interest** – mutual intersection of the Employee's own and professional interests, in particular a situation where the Employee is engaged in business activities that are competitive with respect to the company, where the Employee is employed by a contracting party of Trefl S.A. or by an entity whose interests conflict with those of Trefl S.A.
11. **Corruption** – offering, proposing, promising, soliciting, giving or accepting, whether directly or indirectly, any undue financial or personal benefit in exchange for acting or failing to act in the

performance of one's professional duties. Corruption may occur in the public or private sector, taking a variety of forms, such as **bribery, facilitation payments, nepotism, embezzlement or influence peddling**. Corruption can also meet the criteria for criminal acts as defined in the Criminal Code and also the criteria for acts of unfair competition.

12. **Undue financial benefit** – a consideration that is undue and prohibited under the applicable law, this Policy and Trefl S.A. internal regulations, typically expressed in money, in excess of EUR 100, which is the agreed value of an acceptable Gift at Trefl S.A.
13. **Undue personal benefit** – a non-pecuniary benefit, undue and unlawful under the applicable law, this Policy and Trefl S.A. internal regulations, given, promised or proposed to the obliged person or third parties improving the situation of the person who receives it, i.e. anything that is considered to be beneficial and satisfying the need of the person who receives the personal benefit, which is not expressed directly in monetary form, such as favouritism, nepotism, the awarding of an honourable title, the awarding of a medal, the acquisition of certain skills.
14. **Team** – the Ethics Team appointed at Trefl S.A. to oversee compliance with ethical standards at Trefl S.A., in particular in line with the Code of Business Ethics of Trefl S.A. and the Anti-Corruption Policy effective at the Company, including receiving notifications of ethical violations, such as corruption events, analysing notifications and taking follow-up action according to the procedures adopted by Trefl S.A., with a view to protecting the interest and reputation of Trefl S.A., and respond to questions regarding matters of ethics from staff, associates and persons performing tasks within the scope of the Company's activities.

III. CORRUPT ACTIVITIES

Corrupt behaviour is punishable where a particular provision of the law so states in terms of criminal liability; the fact remains that, irrespective of this, corruption, resulting in specific damage, most often financial damage, continues to be subject to professional and civil administrative liability¹. A basic list of corrupt activities describing their elements is given below.

Table 1. Corrupt activities

Item	Concept	Definition
1.	BRIBERY²	giving, taking or requesting a financial or personal benefit (bribe) in exchange for performing a specific action; it is classified as passive bribery (venality), i.e. accepting bribes, and active bribery (bribery), i.e. giving or promising a specific financial benefit.
2.	NEPOTISM	favouring family or close family members, partners and acquaintances when making appointments, assigning titles or other benefits, frequently with no regard to objectively defined criteria for doing so and the achievements and qualifications of these individuals. It is most likely to appear in relation to politics, business and higher education.

¹ If the offender is convicted of corrupt activities, they may be sentenced to deprivation of public rights, prohibition from holding office or practising a profession.

² Based on the legal status as at 17 October 2024: Passive bribery (venality) is a criminal act under Article 228 of the Polish Criminal Code, while active bribery is a criminal act under Article 229 of the Polish Criminal Code – both acts are punishable by imprisonment from 6 months to a maximum of years. 20 years (depending on the value of the financial benefit taken).

3.	INFLUENCE PEDDLING³	acting as an intermediary in handling a matter in exchange for a financial benefit or the promise of one, through one's influence in the institution concerned.
4.	CORRUPT EXTORTION	consists of coercing a person to grant a pecuniary or personal benefit by means of threats, violence or other forms of pressure, in exchange for doing or abstaining from doing something; it is a form of corruption combining the features of extortion and bribery; e.g. threats against entrepreneurs: coercing entrepreneurs to pay bribes for favourable administrative decisions or avoiding controls; pressure, threats against public officials to obtain benefits.
5.	FALSIFICATION OF DOCUMENTS AND RECORDS	drafting documents in a deceptive manner, by concealing facts, leaving them out of account, recording untruths and attesting untruths in documents.
6.	ABUSE OF POWER/OFFICE⁴	involves using one's powers or usurping powers to gain an undue advantage.

The risk at Trefl S.A. with regard to the occurrence of corrupt activities involves the following forms of action: promising, offering, giving any undue material or personal benefit, except for ordinary Christmas gifts and promotional materials (in compliance with tax regulations and applicable law) to any person, including a person holding a public function, for that person or through that person to another person, in exchange for doing or not doing something in a specific case, with a view to obtaining an advantage or preference in a specific case; e.g. accepting financial benefits from representatives of the Company's suppliers and giving undue preference to particular suppliers of the Company in a manner that infringes the principles of fair competition.

IV. AREAS OF ACTIVITY OF TREFL S.A. WITH AN INCREASED RISK OF CORRUPTION

1. In business operations, corruption may potentially arise in any area. The following areas are particularly vulnerable to corrupt activities:
 - a. commercial and investment activities and contracting (including participation in tenders),
 - b. marketing and promotional activities,
 - c. activities related to the hiring, remuneration and promotion of Employees and Associates,
 - d. activities including the execution of financial operations and financial reporting of the Company.
2. Individuals in managerial positions are required to appraise and counteract the risk of corruption in the unit (Division, Department) they lead. Should Trefl S.A. receive a notification that a corrupt activity has taken place or is suspected at Trefl S.A., they shall report such occurrences to the Company's Management Board so that further steps and corrective actions can be taken in compliance with this Policy.

³ Based on the legal status as at 17 October 2024: Influence peddling represents a criminal offence under Articles 230 and 230a of the Polish Criminal Code, punishable by imprisonment from 6 months to 8 years.

⁴ Based on the legal status as at 17 October 2024: Abuse of office represents a criminal offence under Article 231 § 2 of the Polish Criminal Code, punishable by imprisonment up to 10 years. In many instances, this can be accompanied by an allegation of abuse of trust under Article 296 of the Polish Criminal Code.

V. GIFTS, INVITATIONS AND MORE

Members of the Management Board, Employees and Associates of the Company are allowed to offer and accept benefits such as gifts (company products, event vouchers, etc.) provided that the gift is given to or accepted from a person:

1. is a gift or an invitation the value of which does not exceed the equivalent of EUR 100,
2. is intended as an act of courtesy, symbolic in nature, related to a specific event or occasion, consistent with the customary practice in business relations and intended exclusively to build positive relations with the Counterparties in question,
3. does not suggest that the party giving the gift expects anything in return,
4. does not involve the receipt of benefits by the recipient's relatives, their immediate family and those in close relationships with the recipient.

The following is not a corrupt act:

1. participating in a business meeting with lunch/dinner, provided that this is an expression of hospitality, remains in the context of the business relationship and does not form part of a deliberate action to obtain undue advantage in return from the other party,
2. granting prizes related to the participation of an Employee/Associate in competitions, tournaments or sports competitions if they have officially represented the Company by volunteering to participate in the event.

VI. RULES OF COMMUNICATION WITH COUNTERPARTIES OF TREFL S.A.

Basic principles of communication with Counterparties:

1. Any contact with the Company's Counterparties (its representatives) should occur in connection with a business relationship (in accordance with the agreement concluded, order processing standards, protection of the interests of both parties in business transactions, confidentiality obligations, compliance with tax law obligations, etc.).
2. The Company's Counterparties should be contacted in the manner determined in the Company and with a given Counterparty, e.g. via e-mail correspondence, traditional mail, telephone, as well as through direct meetings at the Company's registered office or at the Counterparty's premises. When communicating by e-mail, one should use business addresses from the "@trefl.com" domain, assigned in line with Trefl S.A. employment standards. Furthermore, one should be mindful of the standards of courtesy and polite language, except when, in the context of the established business relationship, the parties communicate without any formal phrases.
3. All materials owned by Trefl S.A. are a trade secret of the Company (e.g. draft agreements, presentations, marketing materials, bids, documentation regarding products or goods on sale, the Company's internal documents, procedures, regulations, orders) and, in the context of communication with Contractors, should be used for a purpose accurately determined according to a documented request, demand or application of a given person, authority, etc. to make them available, and further shared in a secure manner in compliance with the data protection procedures adopted by Trefl S.A.
4. Presentations of products and solutions as slides, printed materials and demo software should contain only factual and marketing elements concerning the presented solutions in relation to the establishment or implementation of a business relationship with the given Counterparty.

VII. REPORTING CORRUPT ACTIVITIES AND CONSULTATIONS

1. Employees, associates and persons carrying out tasks as part of the Company's business, for and on behalf of the Company, shall promptly inform the Trefl S.A. Ethics Team of any potential corruption event, as described in point 3 of this Part.
2. Persons who are not part of the organisation may make a notification about a possible or suspected corruption event at Trefl S.A. in accordance with the Trefl S.A. Code of Business Ethics by sending an e-mail to etyka@trefl.com
3. In the event that a corrupt activity has been committed by a person employed by Trefl S.A. or a reasonable suspicion has arisen that a corrupt act has been committed by an Employee, such an incident may be reported under the *Internal Reporting and Follow-up Procedure* based on the provisions on reporting (the whistleblower procedure).
4. All notifications of actual and suspected corruption events, inquiries regarding corruption and other forms of unethical behaviour inconsistent with the standards adopted by Trefl S.A. should be addressed to the Trefl S.A. Ethics Team by email at etyka@trefl.com, in the form of a completed Notification Form, the template of which is attached as Appendix No. 1 to this Policy: Notifications of corruption events may be accepted from private e-mail addresses where an employee, an associate or a person performing tasks as part of the Company's operations for and on behalf of the Company does not have a business e-mail address assigned at Trefl S.A.
5. Upon receiving a Notification, members of the Ethics Team shall inform the Management Board and the Head of the Legal Department. Where a Notification concerns acts on the part of a Member of the Management Board and/or the Head of the Legal Department, Members of the Ethics Team should inform the following as appropriate:
 - a. the Management Board if the Head of the Legal Department is suspected of a corrupt activity,
 - b. the Head of the Legal Department if a Member of the Management Board is suspected of a corrupt activity.
6. Anyone who has information on a reasonable suspicion of the occurrence or a reasonable suspicion of a corrupt activity at Trefl S.A. may secure evidence confirming corruption at Trefl S.A., for instance audio or video recordings and documents, and attach them to the Notification or submit them to the Company in person or by traditional correspondence provided that this does not constitute a prohibited act and does not pose a threat to the safety, health and life of that person or other persons.
7. The person who has made a Notification shall be made aware of their obligation of confidentiality with regard to the Notification and shall not be authorised to take any steps with a view to clarifying the circumstances of the event, investigating the facts or obtaining explanations, evidence, etc.
8. No retaliation of any kind is permitted at Trefl S.A. against any person (Employee, Associate) and any person reporting a corruption event or suspicion of such an event where such person makes a Notification in good faith, even where such Notification is subsequently deemed to be unfounded. To act in good faith means to act in an honest manner, free from any intention to retaliate or intentionally cause harm to a specific person or entity. Any deliberate reporting of false information shall be subject to liability in accordance with common law.

VIII. PROCEDURE FOR INVESTIGATING NOTIFICATIONS OF CORRUPT ACTIVITIES

1. The Team shall brief the Management Board and the Management Board shall appoint at least 3 authorised persons to clarify the matter, i.e. from the Legal Department, the Human Resources Department and the Organisation and Administration Department.
2. When investigating and explaining the circumstances identified in a Notification, it is important to make every effort to determine the facts in an accurate manner and beyond reasonable doubt.
3. The process for handling Notifications is as follows:
 - a. The information provided in a Notification shall be verified without undue delay.
 - b. If the Notification is found to be valid and a corrupt activity has taken place, the Company's Management Board shall appoint a Team to investigate the circumstances of the Corrupt Activities.
 - c. In the course of clarifying the circumstances of the acts, the person suspected of having performed acts of a corrupt nature shall be given the opportunity to state their position on the matter.
 - d. Having investigated the case and collected evidence, the Company's Management Board shall decide on further steps in the case, in particular on the application of sanctions against the offender in terms of professional (employee) liability, third party liability and on whether to notify law enforcement authorities of the suspected offence committed by the person concerned; it may also determine extra corrective measures to be implemented in the Company.

IX. FINAL PROVISIONS

1. The implementation and oversight of compliance with the Policy is the responsibility of the Company's Management Board.
2. All Employees, Associates and anyone undertaking tasks in the Company's operations for and on behalf of the Company are required to read and follow this Policy.
3. Any amendments hereto shall be effected in writing, using the method adopted by the Company for introducing internal legal acts.
4. The Anti-Corruption Policy is introduced at Trefl S.A. by way of an Ordinance and becomes effective on the date of promulgation.
5. The up-to-date Anti-Corruption Policy can be consulted at the Company's registered office, via the Company's website at www.trefl.com and in the Company's intranet resources (Treflopedia).

**PRESIDENT
OF THE MANAGEMENT BOARD**

Kazimierz Wierzbicki

Appendix No. 1: CORRUPTION NOTIFICATION FORM
CORRUPTION NOTIFICATION FORM

<p>1. Please specify the subject of the notification (by category: bribery, nepotism, influence peddling, corrupt extortion, falsification of documents/records, abuse of power/function or other)</p>
<p>2. Please describe the incident, including the participants (by job title, first and last name, if known)</p>
<p>3. Please provide your details: (First name, last name, e-mail address)</p>
<p>4. Please specify your role / position / function (Employee/former employee/associate of Trefl S.A., a representative of a Counterparty, Employee/former Employee/Associate of a Counterparty, shareholder of Trefl S.A., other person)</p>

Appendix No. 2: EMPLOYEE'S STATEMENT ON HAVING READ THE ANTI-CORRUPTION POLICY OF TREFL S.A.**EMPLOYEE'S STATEMENT
ON HAVING READ THE ANTI-CORRUPTION POLICY OF TREFL S.A.**

First and last name

Employee identification number

I hereby state that I have read the Anti-Corruption Policy adopted by Trefl S.A. and undertake to follow it.

.....
date and signature of the employee making the statement

X. Appendix: PRACTICAL TIPS

To summarise the above, below you can find practical guidance on how to act in compliance with Trefl S.A.'s Anti-Corruption Policy.

1. The **GOAL** shall be always decisive for the evaluation of a given measure.
2. **Gifts**
 - a. yes, but up to the equivalent of EUR 100 – this may concern the purchase/value of, for instance, flowers, company gadgets, small special gifts e.g. of traditional nature, in the Christmas/Easter season, as well as for one's name day, birthday, promotion, anniversary, cinema tickets, theatre tickets and tickets for other cultural or educational events,
 - b. where the value is uncertain and it is highly likely that the value of a gift is more than the equivalent of EUR 100, the person involved shall report the acceptance of this gift to their superior, who shall review the situation and decide whether a breach of this Anti-Corruption Policy has occurred – if the supervisor concludes that a corrupt activity has occurred, they shall make a notification (see point VII PA) and further work with the Company in order to return the gift to the donor or take other remedial action where possible.
3. The following may be a **warning signal** to suspect a corrupt activity:
 - a. reluctance of a Business Partner to conclude a written agreement,
 - b. gifts or forms of hospitality from a Business Partner that are frequent or disproportionate,
 - c. request from the other party to choose unusual payment methods, e.g. payment by cash or payment of remuneration to a third party, or unusual payment patterns (e.g. transfer to another entity or another country),
 - d. inducement to omit procedures or standards for counterparty verification and establishment of terms of cooperation,
 - e. despite lacking the skills, resources and experience required for the declared scope of cooperation, a selected Business Partner offers material benefits in exchange for a business relationship (signing a contract, purchasing goods, etc.).
4. We are **fighting corruption together**, so below you can find a summary of the relevant issues and practical tips regarding prevention of corruption:
 - a. **Knowledge of the Anti-Corruption Policy:** I know the provisions of the Anti-Corruption Policy adopted by the organisation where I work and I implement its provisions – when in doubt, I consult my supervisor or persons authorised to accept notifications regarding the organisation's ethics rules; I consult my supervisor to determine possible actions for upcoming business meetings; I report any irregular situations that raise doubts and I do not take hasty actions on my own against persons involved in corruption; where necessary, I help eliminate the risk of corrupt activities on the part of the organisation.
 - b. **Training and education:** I take an active part in training organised by my employer in the company; I closely examine real-life examples of corruption so as to be able to have a clearer idea of the related risks and consequences.
 - c. **Ethical culture:** I encourage ethical and honest conduct in business relations with customers and colleagues; I lead others by example with the way I behave, thus helping to build an organisational culture within the company based on standards of ethics and corporate social responsibility.