

Anti-corruption policy at



1. Purpose and scope:

Due to the use in N! the principle of "zero tolerance for bribery and corruption", this Policy contains tips that will help identify and mitigate the risk of abuse in the form of bribery or corruption.

The Policy should be implemented and followed on an equal footing with the Code.

The policy of "zero tolerance for bribery and corruption" applies to Employees and Co-workers of N!, as well as business partners acting on behalf of N!.

This Policy should reach all N! stakeholders! (including customers, suppliers, consultants, subcontractors and other business partners).

It is important that this Policy is not the sole source of information or interpretation of any business situation within or outside N!. Therefore, Employees and Co-workers of N! are advised to getting acquainted with the applicable legal provisions regarding bribery and corruption.

In the event that an Employee or Co-worker of N! is not sure how to behave in a situation of threat of corruption or bribery, he/she should contact his/her superior or Compliance Officer (in person, by phone or through dedicated channels: Compliance advisory channel, Channel for reporting irregularities).

2. List of definitions, concepts and abbreviations:

Compliance – Compliance Management System, activities aimed at ensuring that all business activities of N! were consistent with applicable law and internal and external regulations.

Compliance Officer - responsible person in N! for compliance issues.

Corporate governance - these are the principles and standards relating to the broadly understood management of an organization.

Company – NetWorkS! Sp. z o. o.

Compliance advisory channel - e-mail address: Compliance.Desk@networks.pl, inquiries regarding Compliance issues can be sent to this e-mail address.

Channel for reporting cases of non-compliance - e-mail address Compliance.Zglozenie@networks.pl, a potential case of non-compliance, irregularities or abuse can be reported to this e-mail address.

Code – NetWorkS Code of Business Ethics!

N! – NetWorkS! Sp. z o. o.

Policy – Anti-corruption policy at NetWorkS!

Employee – a person remaining with NetWorkS! Sp. z o. o. in the employment relationship.

Owner – Orange Polska S.A. and/or T-Mobile Polska S.A.

Co-worker of N! - a natural person who is not an employee of the Owner and undertakes all kinds of actual or legal activities for N! based on all types of contracts concluded between N! and a legal or natural person with whom a given natural person undertaking activities for N! cooperates on the basis of an employment contract or another type of contract.

3. Roles and responsibilities:

Persons using the document: all Employees and Co-workers of N!.

4. Description of conduct:

1. Assumptions

In NI we apply the principle of "zero tolerance for bribery and corruption" in relation to all aspects of business activity.

NI in the fight against corruption and bribery, it is subject to the provisions of Polish law. The rules of interaction with persons performing public functions are regulated by Polish law, in particular the Penal Code. Acting contrary to the law is a crime.

The entire management staff, including the Management Board, is obliged to assume a key role in creating an organizational culture in which corruption and bribery are not tolerated and actions are taken to minimize their occurrence.

The Policy should be communicated and promoted among Employees and Co-workers of NI, supported by training initiatives that enable proper understanding and use of its principles in everyday work.

2. Bribery and corruption, persons performing public functions

2.1. What is bribery and corruption?

Bribery is:

- proposing, promising or conveying (active) or
- soliciting, demanding, receiving or agreeing to receive (passive)

benefits in any form, of any value in order to achieve the intended purpose. Bribery can take many forms, but it usually involves a "quid pro quo" exchange - meaning that bribes are offered or given in exchange for making a specific decision or taking specific actions to the benefit of the giver. Such action is illegal and violates the law, is unethical and contrary to accepted social principles.

Bribery may be committed by means of: cash, cash equivalents (e.g. vouchers, coupons) or loans, payment for travel, accommodation or entertainment costs, favors, including the offer of a job or internship, gifts and souvenirs (e.g. perfumes, jewellery, use of club membership, trips and other valuable items and benefits), donations to charities or institutions affiliated or sponsored by the public sector, support for political activities, etc.

Corruption is the abuse of public position or power to obtain private benefits and the abuse of influence in relation to commercial activities in which state authorities do not participate. According to the Policy, corruption is bribery, extortion or solicitation, influence trading and legalization of income from these practices.

An example of an attempt to exert influence on a person performing a public function, contrary to the principles of the Policy, may be offering a gift in order to increase the chances that a public official will take action to the benefit of the donor or offering a gift to a public official, as a result of which he will make a specific decision.

Examples of inappropriate behaviour by a person performing a public function occur when the person: "turns a blind eye" to breaking the law or tolerates non-compliance with applicable regulations; does not perform a task that should normally be performed (e.g. does not carry out

required inspections before issuing a permit); reduces customs duties; unfairly favors one of the applicants for a permit or decision; guarantees privileged tax rates, etc.

Examples of bribery in the private sector: transferring a specific amount of money or anything of value to an employee of the purchasing department (the person making the purchase, the merchant), which is intended to result in that person purchasing the products or services of a given company and not the competition; promising financial benefits to business partners in order to encourage them to cooperate; offering financial benefits to an employee of a company that supplies equipment in order to obtain preferential treatment, e.g. shortening delivery times; promising the family of an employee of another company the opportunity to pay for a holiday (e.g. use of a summer house), which would result in concluding a contract with that company and not with the competition, etc.

2.2. Persons performing public functions

To persons performing public functions in accordance with Article 115 of the Penal Code. § 13 of the Penal Code includes:

- 1) the President of the Republic of Poland,
- 2) MP, senator, councillor,
- 2a) a member of the European Parliament,
- 3) a judge, lay judge, prosecutor, financial officer of a body of preparatory proceedings or an authority superior to a financial body of preparatory proceedings, notary, bailiff, probation officer, trustee, court supervisor and administrator, a person adjudicating in disciplinary bodies operating under the act,
- 4) a person who is an employee of government administration, another state body or local government, unless he/she performs only service activities, as well as another person to the extent to which he/she is authorized to issue administrative decisions,
- 5) a person who is an employee of a state control body or a local government control body, unless he/she performs exclusively this function service activities,
- 6) a person holding a managerial position in another state institution,
- 7) an officer of a body appointed to protect public security or an officer of the Prison Service,
- 8) a person performing active military service,
- 9) an employee of an international criminal tribunal, unless he/she performs exclusively service activities.

Particular attention should also be paid to business relationships with foreign public officials, that is, persons holding legislative, administrative or judicial positions in a foreign country, whether appointed or elected, as well as persons holding public functions for a foreign country, including officials of a public agency or public enterprises and officers or representatives of public international organizations.

In the context of this Policy you should also consider: representatives of political parties, political candidates, close relatives (e.g. parents, siblings, spouses or children) all mentioned in this section.

2.3. Who can commit bribery or corruption?

Acts of bribery and corruption are common, although they do not always concern representatives of public authorities, state officials, or, in a broader sense, people performing public functions.

The phenomena of bribery and corruption also concern the business activities of private enterprises. In this case, the phenomenon should be broadly defined as all forms of bribery taking place outside the public sector.

Bribery in the sphere of private business is related to corrupt activities of employees or representatives in contacts with business partners in order to gain an advantage over competitors, without the participation of government officials.

3. Transparency of Corporate Governance

Employees and Co-workers of N! are obligated:

- act justly, honestly, honourably,
- try to act in a modern, dynamic and friendly way,
- ensure the openness and transparency of your activities,
- act in accordance with applicable law and internal procedures.

Thanks to this attitude, business partners will perceive N! as an innovative and responsible company that can be trusted. In N! we have a zero tolerance policy for corruption and bribery in all aspects of our business.

In accordance with the adopted Policy, activities such as bribery, extortion or inducement, influence trading, legalization of income from corruption activities, etc., are always prohibited in any form, regardless of whether they are direct or indirect activities, both in N! and in and in relations with its stakeholders.

A person who reports suspected fraud or refuses to participate in bribery or corruption will not face any negative consequences of their decision.

4. Corruption risk areas (corruption threats)

Part of maintaining good business relationships is giving and receiving gifts or invitations to various types of meetings. Please remember that these actions do not violate good manners, applicable law, or the rules applicable in N!. Due to the above, before the Employee/Co-workers of N! accepts a gift or before offering it to someone, he/she should make sure that his/her action is consistent with the principles adopted in N! (Gift Policy, Gift Acceptance Policy).

Examples of some actions that are considered unacceptable:

- transfer, promise to provide, offer or solicitation of gratification in the form of payment, gift, trip, invitation or other benefit in order to achieve a specific business benefit or in gratitude for achieving a business advantage,
- transfer, promise to transfer, offering gratification in the form of payment, gift, trip, invitation (meals, events, entertainment), or other benefit to a government official or intermediary in order to improve or speed up routine procedures,
- promise to pay or accept payment from third parties if you suspect or are certain that they expect specific business benefits in return.

Employee/Co-worker N! cannot accept or give bribes (financial gratifications). These types of gratifications are usually monetary amounts that are intended to guarantee or accelerate routine activities of officials. If Employee/Co-worker of N! finds himself/herself in a situation in which he/she has no choice but to pay a bribe due to a threat to life, health or freedom – he/she should do everything necessary to protect himself and then report this event to his/her superior and Compliance as soon as possible Officer (in person, by phone or through dedicated channels: Compliance Advisory Channel, Irregularity Reporting Channel), who has the authority to respond appropriately to such events.

We expect third parties to apply the principles of this Policy with due diligence.

5. Obligations of the Employee/Co-worker of N!

Pursuant to this Policy, activities of a bribery or corruption nature are always prohibited in any form, regardless of whether they are direct or indirect, both in N! and in relations with its stakeholders.

Preventing, detecting and reporting cases of bribery and other forms of corruption is the responsibility of all Employees and Co-workers of N!.

If Employee/Co-worker of N! suspects that such a violation has occurred or may occur in the future, he/she should report this fact to his/her superior or Compliance Officer as soon as possible (in person, by phone or through dedicated channels: Compliance advisory channel, Channel for reporting cases of non-compliance).

A person who reports suspected fraud or refuses to participate in corruption or bribery procedures will not face any negative consequences of his/her decision.

6. Money laundering

Money laundering is the introduction of funds from criminal activities into financial circulation. The goal is to hide the illegal origin of the collected money. Corruption is a predicate offense for money laundering, i.e. all funds obtained as a result of it are "dirty money".

N! takes all necessary measures to prevent money laundering within its sphere of influence.

7. Measures to prevent bribery and corruption

7.1. Awareness raising and training

This Policy, as one of the elements of the Compliance at NetWorkSI, is communicated both internally and externally.

N! conducts activities aimed at raising awareness and regular training of Employees and Co-workers of N!, including mandatory training for employees most exposed to the risk of bribery or corruption, regardless of their position.

N! provides its management staff, employees and associates with N! appropriate guidelines enabling the identification and prevention of the risk of bribery or corruption in relations with business partners.

7.2. Get advice and information

If you are not sure how to behave in the event of a threat of bribery or corruption, please contact your supervisor or Compliance Officer.

7.3. Reporting potential and actual abuses

An Employee or Co-worker of N! who has actual grounds to believe that an Employee, Co-worker of N!, manager or business partner of N! acted inconsistently with the principles of the Policy or other regulations of N! in this respect or may have violated any anti-corruption regulations, he/she should immediately report this information to the Compliance Officer (in person, by phone or through dedicated channels: Compliance Advisory Channel, Channel for reporting cases of non-compliance).

Employees and Co-workers of N! can, without fear of disciplinary consequences, reprisals or discriminatory actions, present their doubts, seek advice, and report in good faith an observed situation or action. Reports are treated confidentially and examined with due care. Reports submitted in bad faith may expose the author to disciplinary and legal consequences.

Data on the basis of which the identity of the reporting person can be determined may be disclosed only with the consent of that person, unless they are disclosed at the request of an authorized body acting under the law, in particular at the request of a court or prosecutor.

Data on the basis of which the identity of the person indicated in the report can be determined may be disclosed only when the report is deemed justified, unless they are disclosed at the request of an authorized body acting under the law, in particular at the request of a court or prosecutor.

7.4. Record keeping, transparency and control procedures

N!'s procedures, which guarantee the reliability of accounting books and records, ensure that financial statements cannot be used to conceal corruption or bribery. All books, invoices, notes and other documents relating to transactions with third parties, such as customers, suppliers and other business partners, must be prepared, maintained and audited to the highest level of accuracy and completeness.

Employee or Co-worker of N! in a situation where he/she makes a payment on behalf of a company, he/she must always be aware of the purpose of the payment and assess whether it is proportionate to the product or service. An Employee or Co-worker of N! is obliged to obtain a receipt or invoice each time, specifying the reason for payment. In case of any doubts or questions related to payments, an Employee or Co-worker of N! should contact his/her supervisor and, if necessary, the Compliance Officer.

7.5. Storage

In N! appropriate procedures are used to ensure the storage of documents indicating the correct implementation and effective application of the rules on counteracting corruption and bribery.

7.6. Employee Responsibility

Failure to comply with the rules contained in this Policy constitutes a breach of employee duties and may result in the employee being held to disciplinary liability under the Work Regulations and criminal liability under generally applicable law.

7.7. Risk mapping

In N! corruption and bribery risk mapping is used and regular (at least once a year) updates in this respect are made.

7.8. Conflict of interest

A conflict of interest may occur when a person or his or her close relatives, e.g. parents, siblings, spouse or children, friends or business partners, may use their activities and professional position to achieve private or business benefits, and this action may have a negative impact for the performance of his/her official duties.

All Employees and Co-workers of N! are obliged to act with the aim of avoiding a situation in which their private interests could conflict with the interests of N!.

In the event of a conflict of interest or doubts in this respect, this fact should be reported to the superior, who should analyse the situation and, after possibly consulting the Compliance Officer, take appropriate action.

7.9. Financial support for political activities

N! prohibits any action aimed at providing financial support to political parties or organizations.

7.10. Charitable donations and corporate sponsorships

Charitable donations and sponsorships are donations and financial contributions made in good faith for charitable purposes, with the intention of demonstrating social and civic responsibility. Their goal is to support the communities in which the company operates (e.g. by sponsoring events from which the proceeds are intended for social purposes).

N! allows donations to be made only (i) if they are not related to any business transaction and do not result from the intention to acquire or retain customers, (ii) they are made in a transparent manner, (iii) they are legal, (iv) do not conflict with the Code and the guidelines of the beneficiary organization (v) and are justified.

Expenditures allocated to charitable activities should be included in financial books and registers in a way that allows for full transparency and reporting in this area.

7.11. Due Diligence procedure

N! applies due diligence procedures in relation to business partners in order to eliminate the risk of corruption, bribery, non-compliance with economic sanctions, money laundering, financing of terrorism, fraud risk, etc.