

**COMPLIANCE IS EVERYONE'S RESPONSIBILITY**



## **Anti-Corruption Code of Vita 34 AG Capital Group**

**in force as of 18 November 2024**

## INTRODUCTION:

In its operations, Vita 34 AG Capital Group complies with the highest legal and ethical standards. The Group strives to ensure that all its activities are not only legal, but also in accordance with best practices and standards.

The purpose of this Anti-Corruption Code is to specify the basic rules of conduct applicable in the Group, which are to prevent any corrupt behaviors, build an organizational culture that rejects corruption and promotes ethical attitudes among all employees.

The Capital Group companies, as part of strengthening efficient and effective organization, undertake to:

- comply with anti-corruption laws;
- follow anti-corruption standards and good practices;
- meet and promote the highest standards of ethics and transparency in the conduct of business activity; and
- continuously improve anti-corruption activities.

This Anti-Corruption Code applies to all processes carried out in the Capital Group.

Each Entity covered by the Anti-Corruption Code is obliged to:

- be familiar with the Anti-Corruption Code and comply with the anti-corruption rules set out therein;
- undergo periodic training on the Anti-Corruption Code and the Internal Regulations related to it.

The management of each company in the Capital Group undertakes to:

- implement anti-corruption policies;
- supervise the implementation of this Anti-Corruption Code and related documents;
- play a key role in building, promoting and communicating an organizational culture consistent with anti-corruption principles.

The Anti-Corruption Code constitutes a clarification of the provisions of the Capital Group Code of Ethics, in particular the principle "*We do not tolerate corruption or dishonest behavior*" and should be interpreted in accordance with the Group Code of Ethics and the anti-corruption regulations of commonly applicable legal provisions in individual countries.

**Entities covered by the Anti-Corruption Code** – all natural persons providing work or services and performing functions in or for the Company, including: employee, temporary employee (including replacement), person providing work on a basis other than an employment relationship, including on the basis of a civil law contract, proxy, member of the Company's body, intern, volunteer, apprentice as well as contractors, suppliers and business partners and other persons and entities related to the Company.

## 1. DEFINITIONS:

- 1.1 **Group or Capital Group** – Vita 34 AG Capital Group;
- 1.2 **Company** – each of the companies in the Capital Group;
- 1.3 **Public Official** – a person employed at an organizational unit disbursing public funds, as well as other persons authorized or required to conduct a specific public activity based on applicable laws and regulations;
- 1.4 **Anti-Corruption Code** – this document, applicable in Vita 34 AG Capital Group;
- 1.5 **Code of Ethics** – the Code of Ethics of the Capital Group implemented in the companies of the Capital Group from 1 January 2024;
- 1.6 **Internal Regulations** – all procedures, instructions, resolutions, ordinances and other similar internal regulations of the Company or the Capital Group, setting forth the standards regulating the conduct applicable in the Company, imposing obligations or granting rights to the persons engaged by the Company;
- 1.7 **Conflict of Interest** – a situation where the personal or financial interest of the –directly or indirectly threatens or may threaten their impartiality or independence in performing their job duties, making decisions or performing other tasks entrusted by the Company;
- 1.8 **Corruption** – granting, accepting, promising or demanding by any person undue financial or non-financial benefit for themselves or other third party in exchange for abusing power, failure to perform a duty or any other use of function performed or position held that is illegal or violates the principles of community life, constituting a socially detrimental reciprocity.

## 2. HOW TO IDENTIFY CORRUPTION RISKS?

The definition of Corruption set out in this Anti-Corruption Code applies to all the Capital Group companies in accordance with applicable local laws and international anti-corruption regulations, including the UN Convention against Corruption of 31 October 2003 and the OECD Guidelines.

Corruption may be any action consisting in **unauthorized offering, promising, giving, accepting or seeking undue financial or non-financial benefits**.

By corruption, we mean in particular: the abuse of entrusted power for private gain, which can be instigated by individuals or organisations. It includes practices such as facilitation payments, fraud, extortion, collusion, and money laundering. It also includes an offer or receipt of any gift, loan, fee, reward, or other advantage to or from any person as an inducement to do something that is dishonest, illegal, or a breach of trust in the conduct of the undertaking's business. This can include cash or in-kind benefits, such as free goods, gifts, and holidays, or special personal services provided for the purpose of an improper advantage, or that can result in moral pressure to receive such an advantage.

The value of the benefits is not important in the case of Corruption – financial benefits may also include the **smallest amounts of money**, as well as non-financial benefits – even **small favors**.

In the case of Corruption, also the manner of obtaining the benefit does not matter – whether an undue benefit is obtained **directly** (e.g. cash received personally or some help with a promotion) or **indirectly** (e.g. by accepting or giving gifts).

Not only an action causing a particular result may constitute a corrupt act. Corruption may also manifest itself through **encouraging a person or a group of persons to act or refrain from certain acts they are required or authorized to perform**.

The definition of Corruption is **universal** in its nature – any action meeting the above prerequisites shall be considered Corruption under the Anti-Corruption Code adopted by the Group, **regardless** of the place where the action took place.

Remember that sometimes even legitimate actions may ultimately result in Corruption.

**Corruption example:**

**Situation:** Giving a donation to an official in exchange for a decision favorable to the Company.

## **2.1 What are the types of benefits?**

A benefit can be both financial and non-financial.

**Financial Benefit** – refers to any form of remuneration having a monetary value, including, but not limited to cash transfer or bank transfer. A Financial Benefit may also be the transfer of funds in another form, such as prepaid payment cards, vouchers, tangible gifts or other assets that, under the circumstances, lead to the enrichment of a natural or legal person.

**Non-Financial Benefit** – refers to any form of benefit that has no direct monetary value or is incalculable for money. These may be activities or privileges that indirectly improve a person's professional, personal, or social situation. Examples of such benefits include, but are not limited to: obtaining a promotion, promising employment, making valuable contacts or providing confidential information.

In addition to the examples listed, a Financial or Non-Financial Benefit may be any other form of remuneration or privilege that, in the circumstances, may be considered inconsistent with applicable ethical or legal principles.

## 2.2 What are the mechanisms behind Corruption?

### REMEMBER !

Corruption does not only concern public officials or public persons. It happens in the private sector as well.

### 2.2.1 Private sector

In the private sector, Corruption may include, but not be limited to transferring Financial or Non-Financial Benefits to counterparties, business partners or even associates.

In the private sector, the goal of Corruption is usually to influence the selection of a particular offer. Corruption may be committed not only by an employee of one of the Capital Group companies, but also by any natural person providing work or services and a legal person providing services, including intermediaries, contractors, suppliers, business partners, as well as other persons and entities related to the Company, whose activities may affect the situation of the Company.

### 2.2.2 Public sector

Public sector Corruption is most often related with spending public money.

In principle, this is the case when the person involved is a **Public Official** according to the legal definition in force in a given country.

## 3. WHAT TO DO WHEN WITNESSING CORRUPTION?

Even the most reliable anti-corruption management system cannot always prevent all irregularities.

Therefore, it is crucial to **respond appropriately** to any conduct that may bear the hallmarks of Corruption.

The management of each of the companies of the Capital Group is responsible for the conducting anti-corruption activities to prevent Corruption in all Companies.

### 3.1 How to react?

If you notice that the actions of your colleague, contractor or subcontractor may be considered as fulfilling the characteristics of Corruption and therefore raise your doubts, **do not hesitate to speak up or report your doubts to the immediate supervisor, a member of the International Compliance Team or through the system of reporting irregularities, if one exists in your organization.**

If, while working for the Company, you are offered a financial or non-financial benefit or someone requests such a benefit in exchange for you taking some action, **strongly**

**refuse and report the situation to your supervisor (also in the event of suspected provocation by competitors, mass media or authorities).**

### 3.2 Conflict of Interest

As part of the Capital Group, we strive to maintain the highest ethical standards.

Be aware that Conflict of Interest encourage corrupt behavior. Therefore make sure you avoid situations where your financial, economic or other interest directly or indirectly threatens or may threaten your impartiality or independence in performing your job duties, making decisions or performing other tasks entrusted to you by the Company.

In order to prevent the occurrence of a Conflict of Interest, follow the principles below in the performance of your duties:

- Selflessness principle – when making decisions, do not be guided by private interest and do not expect benefits for yourself or your close ones (family, friends);
- Impartiality principle – act transparently and honestly in business matters, not being guided by personal preferences, always respecting the principles of fair competition.

**The private interest is understood in the following dimensions:**

- Personal – matters related to one's own property or professional career;
- Family – benefits for the family that may violate your professional duties, the interest of your family at the expense of performing official duties;
- Group – favoring the interest of the group to which you belong, at the expense of impartial decisions.

**If you suspect that a Conflict of Interest may arise, you should immediately exclude yourself from the matter and inform your supervisor.**

### 3.3 System of reporting irregularities in the Company

You should report any suspicious activity through **the system of reporting irregularities in the Company, if such a system is in place.** The rules for using this system are set out in the relevant Procedure for Reporting of Irregularities and Whistleblower Protection. All reports made through it are carefully analyzed and considered in accordance with the rules set out in the Procedure in force in a given company of the Capital Group.

In each country where Capital Group companies have implemented **system of reporting irregularities** in accordance with local regulations, an external electronic reporting system is utilized, allowing **the safe and confidential** submission of concerns regarding irregularities. This online reporting platform is operated by an independent third-party provider, however the compliance functions are conducted internally, either by the Compliance Officer or by individuals appointed for this purpose by the

management board in each Company. In each country, where the system of reporting irregularities in the Company, is in place it is accessible in the local language and is available not only to employees but also to suppliers and customers.

In Companies that do not have a formal system of reporting irregularities in place, any conduct that raises your suspicions should be reported directly to your **supervisor or to member of the International Compliance Team working in the given Company**. If your supervisor is suspected, then the report should be directed to the Company's senior management or the owner.

Any individual who, in good faith, reports incidents of Corruption or bribery shall be protected from any form of retaliation, discrimination, or adverse action as a result of their reporting in all Capital Group companies.

The individuals conducting investigations in each Capital Group companies operate independently from the management or executives involved directly in the matter under review. This approach is essential to prevent conflicts of interest, ensuring both objectivity and fairness throughout the investigation process.

Each company within the Capital Group will ensure that any findings from reports are appropriately examined and communicated to relevant management and supervisory bodies as necessary. This will be done in alignment with local regulations and principles, ensuring that all findings are shared appropriately and responsibly within the structure of each respective country.

If the Company identifies a corruption-related or Code of Conduct related violation (reported through the system of reporting irregularities in the Company reported directly or to your **supervisor or to member of the International Compliance Team working in the given Company**), the violation will be also reported to the local Risk Management Officer and/or the Group Risk Management Officer who will assess its impact on the Company's operations, reputation, and finances together with the responsible risk owner. This violation will then be included in the Company's risk inventory either as an ad hoc reporting or as part of the regular reporting, allowing appropriate corrective actions to be taken.

Please note that the Capital Group companies do not accept reports made in bad faith. Reports that are malicious, false, unauthorized and aimed, for example, at defaming other people, will be treated as abuse and may lead to appropriate consequences.

**The system of reporting irregularities** is implemented in order to protect both individual companies in the Capital Group and personnel of these Companies.

The reports referred to above play a key role in ensuring the safety of the entire Capital Group. With these reports, companies in the Group can identify areas of activity at increased risk, which allows for more effective prevention of problems in the future and minimization of the risk of Corruption.

Detailed information on possible ways to make reports is available on the websites of the Companies that have implemented the system of reporting irregularities.

### 3.4 Whom to contact when in doubt regarding Corruption?

The person to whom you can report any doubts is **your immediate supervisor**, as well as an assigned **individual who is a member of the Group International Compliance Team**.

You may ask them any questions regarding the Anti-Corruption Code, as well as the principles of ethical conduct and other Internal Regulations applicable at the Capital Group or the Company.

## 4. ANTI-CORRUPTION RULES

**All personnel and people acting for and on behalf of the companies belonging to the Capital Group are obliged to comply with the following rules:**

- 4.1 Zero tolerance for any form of Corruption.
- 4.2 It is forbidden to accept, offer, demand, directly or indirectly, material or personal benefits or their promise, in connection with the performance of professional duties, if such action meets the characteristics of Corruption.
- 4.3 It is forbidden to invoke influence in the Capital Group or other organizations or public institutions in order to obtain an undue financial advantage (influence peddling).
- 4.4 Conflict of Interest, understood among other as a factual or formal state, as a result of which the objectivity and impartiality in the performance of the assigned duties are disturbed, should be avoided.
- 4.5 Enhanced precautions should be taken in areas particularly exposed to the risk of Corruption.
- 4.6 The Capital Group undertakes due diligence to cooperate with business partners who conduct business activity in an honest, ethical manner and in accordance with the standards in force in a given country.
- 4.7 The Capital Group uses anti-corruption clauses in Companies with appropriate Internal Regulations, obliging business partners to comply with minimum ethical standards.
- 4.8 In business contacts with business partners of the Capital Group companies, care must be taken to ensure the honesty and transparency of these relations and to maintain their formal character.
- 4.9 **The following are not acceptable\*:**
  - accepting gifts where this could affect a business decision;
  - transferring or accepting cash or cash equivalents as well as invitations of a luxury nature;
  - giving gifts to persons performing public functions, public officials, in situations that may create the impression of the transfer of corrupt assets.
- 4.10 It is forbidden to sponsor political organizations in a direct or indirect manner.

*\*Small gifts, invitations are acceptable as long as their value is in accordance with the laws and procedures in force in a given country and they do not affect the business decisions made.*



- 4.11** Recruitment and promotion in the Group's companies are based on clearly defined, objective criteria, in accordance with the Internal Regulations in this scope, excluding nepotism, cronyism and influence peddling.

## **5. WHAT ARE THE CONSEQUENCES OF VIOLATING THE ANTI-CORRUPTION CODE?**

Violation of the principles indicated in this Anti-Corruption Code, depending on the circumstances, may result in the imposition of disciplinary or legal sanctions.

### **5.1 Disciplinary actions**

A personnel of one of the Capital Group companies who has violated the Anti-Corruption Code or other Internal Regulations in force in companies belonging to the Capital Group may be subject to disciplinary penalties provided for in the laws in force in a given country, in particular in the Labor Code or Work Regulations of a given entity.

### **5.2 Legal actions**

In the event that the violation of the Anti-Corruption Code or other Internal Regulations in force in the Capital Group companies is, in accordance with the law, a criminal offense, criminal proceedings may be initiated against the perpetrator.

Such action, depending on the nature of the act, may be taken at the request of a company in the Capital Group or ex officio.

The basis for legal liability may also be a breach of the Anti-Corruption Code or other Internal Regulations in force in the Capital Group or in one of its companies, which results in damage to the Company or third parties. In this case, the breach may lead to civil proceedings to obtain compensation for the damage suffered.

## **6. TRAINING**

All Capital Group employees will undergo trainings on the Anti-Corruption Code to ensure a thorough understanding of the standards and practices necessary to prevent bribery and Corruption.

This training will cover in each Capital Group entities identifying, avoiding, and reporting corrupt practices, emphasizing the importance of compliance with both internal policies/codes and applicable laws. By providing continuous education and resources, we aim to equip all employees with the knowledge and skills needed to uphold the integrity of the Capital Group and prevent any involvement in corruption.

*This Anti-Corruption Code applies to Vita 34 AG Capital Group, and in the event of a name change, any references to Vita 34 AG Capital Group shall automatically refer to the new Capital Group name from the date it is officially introduced, without the need to amend this Anti-Corruption Code.*

*Anti-Corruption Code of Vita 34 AG Capital Group*

*Approved by the Management Board of Vita 34 AG on 5 November 2024*