



Anti-Corruption and Fraud Prevention Policy at GPW

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1. Definitions and Abbreviations

DCO – Compliance Department.

Supplier – an entity providing goods or services under a written agreement concluded with GPW.

Misappropriation – the unlawful appropriation, disposal, or use of entrusted funds, property, assets, or other organizational resources for personal gain or in a manner that exposes the organization to loss or damage. For the purposes of this Policy, Misappropriation also includes corrupt practices and other related forms of fraud.

Corruption Fund – a pool of funds used by a company to finance activities constituting the criminal offence of active bribery as defined in Article 229 of the Polish Criminal Code.

GPW – Giełda Papierów Wartościowych w Warszawie S.A. (Warsaw Stock Exchange S.A.).

Head of Organizational Unit – Director, Deputy Director, or Team Leader.

Corruption – any act involving the request, offer, giving, or acceptance, directly or indirectly, of a bribe or any other undue benefit, or the promise thereof, which distorts the proper performance of any duty or conduct expected of the recipient of such bribe, undue benefit, or promise. In particular, Corruption includes:

a. **Bribery** – accepting a financial or personal benefit, or a promise thereof, in connection with the performance of a public function (passive bribery), or offering, giving, or promising a financial or personal benefit to a person performing a public function in connection with that function (active bribery);

b. **Trading in Influence** – claiming to have influence over an institution managing public funds, creating or reinforcing another person's belief in the existence of such influence, and offering (active trading in influence) or seeking (passive trading in influence) intermediation in exchange for a financial or personal benefit;

c. **Commercial Bribery** – requesting or accepting a financial or personal benefit, or a promise thereof, by a person holding a managerial position in a business entity or working for such entity under an employment contract, mandate contract, or contract for specific work, in exchange for abusing their authority or failing to fulfil their duties, where such conduct may cause financial damage to the entity or constitute an act of unfair competition or unlawful preferential treatment of a purchaser or recipient of goods, services, or other benefits.

Fraud – fraud or any other act or omission that constitutes a breach of law or internal regulations and results in an improper benefit for the perpetrator or losses incurred by GPW.

Subcontractor – an entity performing work for GPW on behalf of and under the responsibility of a Supplier.

Policy – the Anti-Corruption and Fraud Prevention Policy at GPW.

Whistleblowing Procedure – an internal GPW regulation establishing the rules for confidential reporting of violations or reasonable suspicions of violations committed by GPW Employees.

Employee – any natural person employed by GPW under an employment contract, mandate contract, or any other civil law agreement, including members of the GPW Management Board and members of the GPW Supervisory Board (solely in connection with the performance of their supervisory duties towards GPW), unless otherwise specified.

Gift – any tangible item or action (financial or non-financial) that provides a benefit. This may include tangible items, favours, contract awards, promotions, employment opportunities, loans, use of property, and similar benefits.

Internal Audit Rules – the Rules for Conducting Internal Audits at Giełda Papierów Wartościowych w Warszawie S.A.

Exchange Council – the Supervisory Board of Giełda Papierów Wartościowych w Warszawie S.A.

Corruption Risk – the likelihood of actions involving the offering, accepting, requesting, or giving of financial or personal benefits that may affect the impartiality of employee decisions or the conduct of entities.

Rules for Accepting and Giving Gifts by GPW Employees – an internal GPW regulation defining the procedures applicable when Employees receive or give Gifts.

Rules for Managing Conflicts of Interest at GPW – an internal GPW regulation defining the procedures applicable where there is a risk of a conflict of interest.

2. Purpose and Scope

2.1

The purpose of this Policy is to establish and implement consistent rules of conduct aimed at significantly reducing the risk of corruption-related misconduct, including Misappropriation, and to implement the Standards Recommended for Compliance Management Systems in the Area of Anti-Corruption and Whistleblower Protection in Companies Listed on Markets Operated by Giełda Papierów Wartościowych w Warszawie S.A.

2.2

This Policy defines the responsibilities of DCO in relation to anti-corruption activities and the obligations of Employees regarding the prevention of Corruption, Fraud, and Misappropriation.

2.3

The purpose of this Policy is to strengthen Employee awareness of the actions necessary to mitigate the risk of corruption-related misconduct, including Misappropriation.

2.4

The purpose of this Policy is also to ensure that Employees are able to report, in good faith, suspected violations related to this Policy without fear of retaliation.

2.5

GPW adopts a zero-tolerance approach to Corruption, Fraud, and Misappropriation in all areas of its operations.

2.6

This Policy shall be applied together with applicable laws and all internal regulations in force at GPW.

3. General Principles

3.1

GPW prohibits all forms of Corruption, Fraud, and Misappropriation.

In particular, Employees are prohibited from offering or giving any financial or personal benefit, encouraging others to provide such benefits, or engaging in any conduct that could expose GPW to the risk of non-compliance with anti-corruption laws.

3.2

Each Employee is responsible for identifying Corruption Risk, including the risk of Misappropriation, within the scope of their duties and for reporting identified cases of Corruption, Fraud, or Misappropriation in accordance with the Whistleblowing Procedure.

The receipt of a Gift must be reported in accordance with the Rules for Accepting and Giving Gifts by GPW Employees.

3.3

Heads of Organizational Units should pay particular attention to unusual events that may indicate Corruption, Fraud, or Misappropriation, especially in the course of functional supervision and control activities.

3.4

Separate regulations govern cooperation with Suppliers and Subcontractors, in particular the Policy on Suppliers and the Supply Chain with Respect to Human Rights, Ethical and Environmental Matters in the GPW Group, the Due Diligence Procedure at GPW, the Supplier Policy at GPW, and the Procurement Procedure.

Under these regulations, Suppliers and Subcontractors are required, among other things, not to engage in or tolerate any form of corruption, fraud, or misappropriation. GPW does not accept any such practices in its relations with Suppliers.

3.5

In accordance with the above regulations, GPW expects Suppliers and Subcontractors to comply with ethical principles, including anti-corruption standards, and to implement internal policies or procedures designed to prevent corruption, fraud, and misappropriation.

Cooperation with business partners should be conducted in a transparent, fair, and lawful manner.

Furthermore, agreements concluded by GPW with Suppliers or Subcontractors should contain anti-corruption clauses.

3.6

DCO is responsible for:

- a. providing guidance on the interpretation of this Policy;
- b. monitoring GPW's exposure to Corruption Risk on an ongoing basis, including receiving reports, maintaining registers in accordance with the Whistleblowing Procedure, and conducting periodic internal audits in accordance with the Internal Audit Rules;
- c. where Corruption, Fraud, or Misappropriation occurs, recording the event in the operational incidents register and preparing corrective action plans aimed at preventing similar events in the future.

3.7

DCO is required to record all investigative and control activities in an appropriate register, ensuring completeness of information, including descriptions of actions taken and their results or findings.

4. Reporting Corruption

4.1

Where Corruption or Fraud occurs or is suspected, Employees are required to document their refusal and notify DCO of the incident in accordance with the Whistleblowing Procedure.

4.2

To document a refusal, the Employee must prepare an internal memorandum containing:

- a. the date, time, and place of the incident;
- b. details of the person making the offer (if known);
- c. a description of the proposal and the circumstances in which it was made;
- d. information regarding any witnesses present.

4.3

The Employee is also required to preserve any electronic evidence (e.g., emails, text messages, instant messaging communications) in its original form, where available, and submit such evidence together with the documented refusal to DCO.

4.4

All documents submitted to DCO (the documented refusal and supporting materials) must be appropriately marked and secured against unauthorized access (e.g., password-protected files), in accordance with the requirements applicable to legally protected information set out in the GPW Information Security Policy.

5. Misappropriation

5.1

Any acts of Misappropriation, understood as the unlawful appropriation, disposal, or use of entrusted funds, property, assets, or other organizational resources for personal gain or in a manner that exposes the organization to loss or damage, are strictly prohibited and unacceptable at GPW.

5.2

For the purposes of this Policy, Misappropriation is treated as a form of corrupt conduct and related fraud, regardless of the method used or the value of the resulting loss.

5.3

Every Employee is required to immediately report any suspicion of Misappropriation or activities that may lead to Misappropriation in accordance with Section 4 of this Policy.

5.4

Where Misappropriation is identified or reasonably suspected, the organization shall take appropriate action in accordance with Section 7.3.

6. Financial Audits

6.1

To verify that no Corruption Funds operate within GPW, GPW shall undergo a financial audit conducted by an independent, specialized external audit firm at least once every three years.

7. Final Provisions

7.1

In the event of Corruption, Fraud, or Misappropriation, the GPW Management Board shall implement corrective measures aimed at preventing similar incidents from occurring in the future.

7.2

DCO shall review this Policy at least once a year and update it whenever necessary.

7.3

GPW Employees are required to familiarize themselves with and comply with this Policy. Failure to comply with the Anti-Corruption and Fraud Prevention Policy at GPW may result in disciplinary action. Where a criminal offence has been committed, Employees may also be subject to criminal liability, including imprisonment, restriction of liberty, or fines imposed by the competent public authorities.