

# Rules on the Acceptance and Giving of Gifts by GPW Employees

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## 1. Definitions and Abbreviations

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**CO (Compliance Officer)** – a function performed by:

- a person employed as Director or Deputy Director of the Compliance Department (DCO), or
- another person designated by the Management Board Member supervising DCO, provided that the person holds a position no lower than Expert within DCO.

**DCO** – Compliance Department.

**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.

**GPW** – Warsaw Stock Exchange S.A.

**Public Official** – as defined in Article 115 §13 of the Polish Criminal Code, including but not limited to:

- the President of the Republic of Poland;
- members of parliament, senators, and local government councillors;
- Members of the European Parliament;
- judges, lay judges, prosecutors, notaries, bailiffs, court-appointed guardians, trustees, administrators, and other persons specified by law;
- employees of government administration, state authorities, or local government bodies authorized to issue administrative decisions;
- employees of state or local government audit and inspection bodies;
- persons holding managerial positions in other state institutions;
- officers responsible for public security or prison services;
- active military personnel;
- employees of international criminal tribunals (except where performing only service-related functions);
- inspectors of the Water Inspection Authority.

**Material Benefit** – a financial benefit whose actual or estimated value exceeds PLN 200 gross, either as a single gift or cumulatively within a calendar year from the same GPW Client.

**GPW Client:**

- Exchange Member;
- issuer of financial instruments admitted to trading on a regulated market or alternative trading system;
- market data distributor;
- Authorized Adviser;
- GPW IPO Partner;
- any other entity maintaining a business relationship with GPW (GPW contractor).

**Conflict of Interest** – a conflict of interest as defined in the GPW procedure *Rules for Managing Conflicts of Interest at Warsaw Stock Exchange S.A.*

**Financial Benefit** – any asset or service with a measurable monetary value that results in either an increase in assets or a reduction of liabilities, thereby primarily satisfying a material need.

**Personal Benefit** – any non-financial advantage or privilege that improves an individual's situation or satisfies personal needs, including employment opportunities, promotion, influence over decisions, access to information, training, invitations to events, preferential treatment, reduction of responsibilities, or other intangible benefits.

**Person Performing a Public Function** – a Public Official and other persons specified under applicable laws, including members of local government bodies and employees of entities managing public funds.

**Employee** – any individual employed by GPW under an employment contract, mandate contract, or any other civil-law agreement, including members of the GPW Management Board, unless otherwise specified.

**Gift** – any tangible item or action (financial or non-financial) that provides a benefit. This includes, among others, goods, services, favors, contracts, promotions, employment opportunities, loans, or use of property.

**Customary Business Gift** – a symbolic gift of nominal value exchanged in accordance with accepted business customs (e.g., during holiday periods) that is not intended to influence business, administrative, or professional decisions, such as small confectionery items, calendars, or low-value promotional materials.

**Rules** – these Rules for Accepting and Giving Gifts by GPW Employees.

## **2. Purpose and Scope**

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### **2.1**

The purpose of these Rules is to prevent situations in which the professionalism, objectivity, impartiality, or integrity of GPW Employees could be questioned, or the reputation of GPW could be adversely affected as a result of accepting or giving gifts.

Employees are required to report any observed violation of these Rules.

### **2.2**

GPW applies a zero-tolerance approach to misappropriation, fraud, corruption, and any other unlawful or unethical conduct related to the acceptance or giving of gifts.

### **2.3**

These Rules define:

- a. the conduct required of Employees when receiving a Gift;
- b. the circumstances in which Employees may give a Gift;
- c. the maintenance of a register of received Gifts.

### **2.4**

These Rules shall be applied together with all applicable laws and internal GPW regulations. Matters relating to the prevention of misappropriation, fraud, corruption, and other unlawful or unethical conduct are governed in particular by the following internal regulations:

- Anti-Corruption and Fraud Prevention Policy at GPW;
- Code of Ethics;
- Rules for Managing Conflicts of Interest at GPW;
- Whistleblowing and Whistleblower Protection Procedure.

## **3. Rules for Accepting and Giving Gifts by Employees**

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### **3.1**

Whenever giving or receiving any gift, Employees must ensure that acceptance or provision of the gift is permissible under these Rules.

### **3.2**

Employees must not accept or give Gifts if:

- a. the recipient is a person performing a public function, particularly a Public Official, regardless of the gift's value, form, or circumstances;

- b. doing so would violate applicable law;
- c. the gift could be perceived as an attempt at bribery, including offering or promising a financial or personal benefit in order to influence actions or decisions, induce a breach of law, or reward unlawful conduct;
- d. the gift consists of cash, cash equivalents (e.g., vouchers or gift cards), or securities;
- e. it constitutes a Material Benefit;
- f. acceptance of the Gift could raise doubts regarding the Employee's impartiality or objectivity, affect the performance of official duties, or create an expectation of reciprocity;
- g. acceptance of the Gift creates or may create a Conflict of Interest;
- h. the Gift is disproportionate to standard business relations or could lead to personal involvement or a risk of Conflict of Interest.

### 3.3

The following do not constitute Gifts for the purposes of these Rules:

- a. meals accompanying business or professional meetings, provided that they are occasional and do not violate other GPW policies;
- b. complimentary participation in locally organized conferences or meetings related to the financial market hosted by GPW Clients, where travel and accommodation costs are borne by GPW or participation conditions are specified in an agreement between GPW and the GPW Client. Where the organizer covers participants' travel or accommodation expenses, the Management Board Member supervising the Employee's organizational unit may, at the Employee's request and with the approval of the Employee's direct manager, authorize participation in such event.

### 3.4

Reporting Received Gifts

- a. Employees must report any Gift received from a GPW Client to DCO immediately after receipt.

In particular, reporting is required when:

- the value of the Gift is difficult to estimate; or
- a Gift initially accepted later proves to constitute a Material Benefit.

Employees must exercise due care and use their best judgment when estimating the value of a received Gift.

b. Reporting is not required for:

- low-value promotional items and advertising materials such as pens, key rings, mugs, calendars, and other promotional gadgets displaying the giver's logo;
- customary business gifts (e.g., holiday gifts), provided that their value does not exceed PLN 200 per occasion or cumulatively within a calendar year from the same Client.

c. A Gift Declaration, in accordance with Appendix 1 to these Rules, must be submitted to DCO in writing or by email to: **konflikt@gpw.pl**

### 3.5

Management of Gift Notifications

a. Upon receipt of a notification, DCO records the information in the Register of Received Gifts maintained in accordance with Appendix 2 to these Rules.

b. Where a Gift's value is difficult to estimate, DCO determines its value based on publicly available information concerning the prices of comparable goods and services. The determined value is entered into the Register and communicated to the reporting Employee.

c. If a Gift accepted by an Employee is subsequently determined to constitute a Material Benefit, DCO shall decide whether it should be:

- returned to the donor; or

- otherwise disposed of in an appropriate manner.
- d. DCO informs the Employee of its decision, records the outcome in the Register of Received Gifts, and coordinates implementation of the decision.
- e. Gifts may constitute taxable income. Employees who accept Gifts are responsible for paying any applicable income tax where required by law.
- f. Documentation related to the Register of Received Gifts shall be archived and retained for at least five years from the date of notification.

#### **4. Final Provisions**

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##### **4.1**

By 31 January of each calendar year, Employees must submit a declaration confirming compliance with these Rules during the preceding year, using the template provided in Appendix 3.

##### **4.2**

Employees and Management Board Members shall submit the declaration through one of the following channels:

- a. via the JIRA system;
- b. electronically by email to: **oswiadczenia.compliance@gpw.pl**
- c. in paper form, using the template specified in the relevant appendix to this procedure.

##### **4.3**

DCO shall review these Rules at least once a year and update them whenever necessary.

##### **4.4**

GPW Employees are required to familiarize themselves with and comply with these Rules. Failure to comply may result in disciplinary measures. In cases involving criminal conduct, Employees may also be subject to criminal liability, including imprisonment, restriction of liberty, or fines imposed by the competent public authorities.