

**Table of Contents**

1.	Purpose .....	3
2.	Definition and objective of the main process .....	3
3.	Definition of terms for the purposes of the Code of Conduct and abbreviations used.....	3
4.	Introduction.....	4
5.	General principles of the Company's Code of Ethics .....	4
6.	Code of Ethics .....	5
7.	Publicity and knowledge of the Code .....	5
8.	Compliance with the principles set out in the Code .....	6
9.	Principles of the Company's activities .....	7
9.1.	Basic principles of business activity .....	7
9.2.	Procurement principles .....	7
9.3.	Principles of conduct in competition .....	7
9.4.	Principle of faithful representation in accounting .....	7
9.5.	Environmental protection principle .....	8
9.6.	Relationship to the owner.....	8
10.	Dealing with business partners and clients .....	8
11.	Dealing with public authorities.....	9
12.	Principles of conduct and behaviour of employees and responsible persons, the Company's relationship with employees and the rights of employees.....	10
12.1.	Principles of employee selection and behaviour.....	10
12.2.	Principles of conduct and behaviour of responsible persons .....	11
12.3.	Employee relations principles.....	11
12.3.1.	The Company's relationship with its employees .....	11
12.3.2.	Employee relationship with the Company.....	12
12.3.3.	Relationship between employees .....	12
12.4.	Principles of presentation and representation of the Company.....	13
12.5.	Principles of handling the Company's assets .....	13
12.6.	Principles on accepting and offering or giving gifts.....	13
13.	Principles of protection against corrupt behaviour.....	14
13.1.	Indications of criminal activity.....	14
14.	Principles for the protection of intellectual property rights, including the use of software.....	16
15.	Occupational health and safety .....	16
16.	Information protection principle .....	16
17.	Conflict of interests .....	17
18.	Abuse of confidential business information .....	18
19.	Criminal liability of the Company - mandatory information and rules .....	18
20.	Anti-money laundering principles .....	19
21.	Zero tolerance of crime .....	19
21.1.	Crime prevention principles.....	19
21.2.	Monitoring and control principles.....	19
22.	Sanctions and internal measures.....	20
23.	Principles of the procedure for the detection of suspected criminal or other unlawful conduct, investigation of possible unlawful conduct, internal investigation.....	20
24.	Ten ethical principles of the Company .....	22



## 1. Purpose

The purpose of the Code of Ethics is to comply with generally accepted ethical principles and their application in accordance with the corporate values of METROPROJEKT Praha a.s., to develop positive relationships with customers and business partners and to refrain from any action that would be contrary to legal regulations or ethical principles, with an emphasis on eliminating or reducing the risk of criminal liability in all actions of responsible persons, employees and partners of METROPROJEKT Praha a.s.

## 2. Definition and objective of the main process

Continuously ensuring optimization and compliance of the company's activities and processes with both internal and generally binding legal regulations, standards, rules and ethical principles in order to limit risks and financial losses.

**The basic aim of the process is to ensure:**

- a) compliance of the company's internal regulations with generally binding legal regulations,
- (b) consistency of internal rules and
- c) compliance of all activities with generally binding legal and internal regulations of the company.

## 3. Definition of terms for the purposes of the Code of Conduct and abbreviations used

**Ethics Committee** - a three-member committee consisting of the person responsible for Compliance, an employee representative and a representative of senior employees;

**Code of Ethics** - This Code of Ethics is hereinafter referred to as the "Code";

**Client** - customer on the basis of a contractual relationship;

**Management** - directors and heads of centres;

**METROPROJEKT Praha a.s.** - hereinafter referred to as the "Company";

**Business partner** - a co-operator or third party involved in the order for the customer;

**Responsible persons** - according to Section 8(1) of the Act on Criminal Liability of Legal Entities, this means 1) the statutory body or a member of the statutory body of the Company, or another person who is authorised to act on behalf of or for the Company; 2) the person who performs management or control activities in the Company; 3) the person who exercises decisive influence on the management of the Company, if his/her actions were at least one of the conditions for the occurrence of a consequence that gives rise to the criminal liability of the Company;

**Compliance Officer** - a person authorized by the Company to carry out individual activities arising from the Compliance Program;

**Partner** - a person, other than an employee, working for or with the Company in any capacity (including a business partner);

**Trust Box** - a communication channel established by the Company for reporting possible illegal or unethical conduct to a point of contact as defined on the Company's intranet.

**Company** - all employees, officers, directors and members of the statutory bodies.

**Statutory body** - any member of the Board of Directors or Supervisory Board of METROPROJEKT Praha a.s.;

**Public power:** [state bodies](#), i.e. [state](#) authorities, e.g. [ministries](#), [courts](#), [police](#), various [administrative authorities](#), etc. or [local](#) authorities, both [territorial](#), e.g. [municipal police](#), and [professional](#), e.g. disciplinary committees of public professional chambers.

**Employee** - a member of the management and other bodies of the Company, director, manager and any other employee.



## 4. Introduction

**METROPROJEKT Praha a.s.**, is a design, consulting and engineering Company specialized in complex solutions of transport infrastructure issues, especially railway constructions, road and motorway constructions, urban public transport systems. It not only designs the overall technical solution of the structures, including bridge, tunnel and engineering structures, communication and signalling systems, electrification and power supply, but also addresses issues of transport management and organisation, transport and rolling stock technology, repair base, logistics, tariff policy, transport economics and financing, and the impact of structures on the environment.

METROPROJEKT Praha a.s. is a modern, prosperous Company that has built on long-standing traditions. The range and quality of its services make it one of the top consulting firms in the Czech Republic. A wide range of professional skills, many years of experience and modern technical background enable METROPROJEKT Praha a.s. to cooperate with major investors on large complex transport infrastructure projects.

METROPROJEKT Praha a.s., is also a member of the Association of Business Entities in Construction, the Czech Tunnelling Committee ITA/AITEST, the Road Contractors Association Prague, the Czech Road Society, the Czech Concrete Society ČSSI, the Association of Transport Enterprises of the Czech Republic, the Railway Infrastructure Association, the Association for Transport Telematics of the Czech Republic and the Chamber of Commerce of the City of Prague.

METROPROJEKT Praha a.s. has an established integrated quality, environmental, health and information safety policy.

### **METROPROJEKT Praha a.s. meets the requirements of the following standards:**

ČSN EN ISO 9001;

ČSN EN ISO 14001;

ČSN ISO 45001;

HSN EN ISO/IEC 27001;

NATO requirements for quality verification in design, development and production according to the standards of ČOS 051672 (AQAP 2110).

## 5. General principles of the Company's Code of Ethics

The Company's purpose of conducting business and making profits is always carried out in full compliance with the legal regulations and moral and ethical principles, which are enshrined at the highest level, in particular in this Code and in a generalised form also in the "**Ten Principles of Ethics of the Company**", which form an integral part of this Code.

This Code is an internal regulation of the highest legal force within the Company's organisational structure - the Code of Conduct. It takes precedence over all other internal regulations of the Company, which must always be in compliance with it.

All stakeholders are loyal to the goals and legitimate interests of the Company. To achieve the above, the Company requires its statutory bodies, management and all employees and partners to adhere to the principles, values and standards of conduct set out in this Code in the performance of their activities and duties.

### **Basic principles and values of the Company:**

Provision of services to natural persons and legal entities in accordance with the primary purpose, i.e. in accordance with the activities listed in the extract from the Commercial Register, and with an emphasis on the interests of customers and business partners.

The Company's clear and obvious interest is to conduct its business in a lawful manner with a high degree of respect for ethical standards and the rights of its customers and in no way



to participate in or benefit from criminal activity or to cause property or non-property damage to others.

Efficient Company economics - implementation and coordination of the company's activities in such a way that the Company's financial resources and assets are used economically and efficiently.

Safety - achieving such a level of safety of activities that there is no risk to life, health, environment or property of the Company or third parties. Implementing business objectives always with regard to the protection and preservation of the environment and natural resources. Taking appropriate effective measures to this end and in accordance with legislation, and emphasising the implementation and use of available technologies.

Transparency - observance of the principle of transparency of all activities of the Company, its statutory body, management and all other employees and partners, while maintaining the rightfully protected confidentiality of information, trade secrets and know-how in business.

Compliance with legal regulations and ethical principles - Respecting and complying with legal regulations and ethical principles in all activities across the Company, including adequate control of the activities of the Company's partners in connection with their cooperation with the Company.

## 6. Code of Ethics

### Presents:

- a binding internal regulation of the highest force - on a par with the ISR Manual - approved by the Board of Directors, summarising the principles of professional conduct within the Company, including the respective duties and responsibilities of the statutory bodies, and other responsible persons, employees and partners.
- an internal regulation aimed at ensuring an ethical and legal framework for the Company's activities, including effective prevention and detection of violations of generally binding regulations applicable to the Company's activities.
- a fundamental document for the successful fulfilment of the Company's objectives and purpose, in accordance with the legal regulations and the principles of ethical business conduct.
- a binding manual of conduct and behaviour in relations within the Company and in the conduct and representation of the Company externally, not only for employees but also for the Company's partners.

This Code may be amended or supplemented in the same manner as it was adopted. Amendments or additions to the Code should be made primarily on the basis of changes in legislation, knowledge from practice and on the basis of suggestions from employees, which the Company welcomes and encourages.

This Code is subject to the management of the Company's ISR.

## 7. Publicity and knowledge of the Code

As part of the ISR and Compliance Program, every employee of the Company will be familiarized with this Code. This code is available for individual employees to view in



accordance with ISO standards on the Company's intranet portal under the ISR management documentation.

It is also available in paper form from the Controlled Documentation Manager.

For the Company's partners, the Code is available on the Company's website at: [www.metroprojekt.cz](http://www.metroprojekt.cz).

Responsibility for the full implementation of the Code lies with the Company's statutory body, which must ensure that all employees and responsible persons are familiar with the Code and that they sign a commitment to comply with the Code.

Employees and responsible persons must be properly and demonstrably trained in the standards contained in this Code, as well as in the risk of incurring, preventing and avoiding criminal liability for the Company. It undertakes to carry out training on a regular basis.

It is the responsibility of the statutory body, the management of the Company and the senior employees of the Company to ensure that employees are familiar with the provisions of this Code, are made aware of its meaning and purpose and put its application into practice.

Each person to whom this Code applies is required to seek clarification of the provisions of the Code from his or her superiors, the Compliance Officer and, through the Compliance Officer, the Company's legal support body, or through the Trust Box if he or she is in doubt as to its meaning or application.

## **8. Compliance with the principles set out in the Code**

This Code applies to all members of the Board of Directors and Supervisory Board, directors, officers, employees and partners of the Company. Where the term employee is used separately in this Code, it shall also include all of the above persons.

The principles set out in this Code also apply to third parties acting as agents of the Company and where the Company may be obliged or liable for the actions of third parties.

Relevant employees have a duty to make reasonable efforts to incorporate the principles set out in this Code into contractual relationships with third parties.

All employees of the Company are required to maintain a high level of professional conduct and ethics, regardless of their level of management or position within the Company.

At the same time, the Company will at all times use such efforts as may be fairly required to ensure that business corporations in which it has an interest, even a minority interest, adopt a code of ethics based on the same principles as this Code.

The Board of Directors of the Company is authorised to grant exemptions from the provisions of this Code by resolution, but only for extremely serious reasons in very rare cases. A positive decision by the Board of Directors to grant an exemption must be preceded by a positive decision by the Ethics Committee after prior discussion. In connection with its decision, the Board of Directors shall take particular care to ensure that the conduct on the basis of the exemption granted complies with all legal regulations.

A breach of the obligation to comply with the provisions of this Code will be regarded as a serious breach of the obligations arising from the person's relationship with the Company.

All employees and all responsible persons of the Company are obliged to comply with the Code. Violation of the Code standards by employees or responsible persons will be considered a breach of work duties and as such will be sanctioned in accordance with the relevant provisions of the Labour Code. Compensation for any damages will be dealt with in accordance with the relevant provisions of the Labour Code or the Civil Code.

The Company recognises that the Code needs to be continuously supplemented, developed and updated. The Company's clear and obvious commitment is not to allow criminal activity in any way.



## **9. Principles of the Company's activities**

### **9.1. Basic principles of business activity**

The basic principles of the Company's business activities are derived from the principles on which this Code is based.

Business activities are always carried out primarily in accordance with generally binding regulations, in an effort to ensure quality and fair performance of obligations, environmental protection and efficient management of the Company's resources.

The Company supports charitable activities to the best of its ability and capacity. It also sponsors charitable events or causes of a public benefit purpose. Sponsorship agreements are always concluded in writing and under transparent conditions.

The Company does not damage or take advantage of competitors' goodwill in any way and does not attempt to obtain information about competitors' business in a fraudulent manner.

### **9.2. Procurement principles**

All employees and responsible persons of the Company are obliged to comply with applicable legal regulations and the Company's internal regulations, in particular this Code, when concluding contracts and making offers to third parties. The Company always submits a bid with truthful information. If any irregularities in the procurement procedure are detected, they shall report them to the competent authorities, in particular requirements of undue advantage to the person acting on behalf of the contracting authority.

In the event of any doubt as to the correctness of the contracting and bidding process, employees are required to immediately contact the Company's legal support body through the Compliance Officer to determine the appropriate course of action.

### **9.3. Principles of conduct in competition**

The Company, in the context of its participation in competition, always complies with the rules of fair competition and legislation in this area, including the rules adopted at the level of European Union law.

The Company does not participate in formal or informal anti-competitive agreements that are contrary to legal regulations or otherwise abuse its market position.

All employees of the Company shall strive by legitimate means to maintain and improve the Company's competitive position in the relevant market.

Cases concerning competition, and in particular possible distortions of competition, are always handled in cooperation with the Company's legal support body.

### **9.4. Principle of faithful representation in accounting**

The Company's accounting and management records are always kept in accordance with generally binding legal regulations, accounting principles and standards are observed, and true and complete information is reported and recorded.

The Company has adequate internal and external control mechanisms and related processes to ensure that accounting and reporting comply with the requirements set out in legal regulations.

No employee shall conduct himself or herself in a manner that could, intentionally or by omission, result in false, inaccurate or incomplete records of the Company's affairs.

The Company's financial performance is faithfully recorded and accounted for in accordance with the relevant legal regulations and the Company's applicable methodologies and policies.

The Company is committed to ensuring that all transactions are properly authorized, verifiable, and that they are timely, properly and accurately recorded, accounted for and properly documented.



When negotiating transactions with controlling or controlled entities, it is necessary to proceed with maximum transparency and in accordance with **PE-2 Accounting Methodology** adopted by the Chief Economic and Human Resources Officer of the Company.

The Company's financial statements must be prepared in a timely manner and must give a true, clear and understandable view of the Company's financial position and results of operations.

The Company consistently monitors the manner in which its accounting records are maintained and, as part of this activity, consistently endeavours to ensure that audits and other reviews of the Company's management are carried out properly and responsibly, and to develop awareness within the Company of their importance and significance.

No employee of the Company shall commit any act or coerce anyone else, including customers, suppliers, creditors or advisors of the Company, to commit any act that would directly or indirectly influence, manipulate or mislead any person auditing or reviewing the Company's financial statements. Offering benefits or threatening to cancel or terminate existing audit or financial statement review engagements is also considered such conduct.

The management of the Company's assets, i.e. in particular their acquisition, use, disposal and divestment, is based on responsible economic analyses, takes into account risk assessment with due care and is carried out in full compliance with generally binding regulations.

The Company prepares and maintains accurate records for tax purposes and ensures the preparation and filing of tax returns for all tax liabilities to which it is subject in the manner and within the time limits prescribed by law. The Company pays taxes properly and on time and avoids any actions that could be considered tax evasion.

All employees who, as part of their work, prepare documents relating to the Company's management will exercise due care to ensure that all documents are complete and correct, clear and understandable.

## **9.5. Environmental protection principle**

The Company places particular emphasis on environmental protection in its activities.

The Company strives to minimize the negative impact of its activities on the environment and to ensure sustainable development and optimization of the use of natural resources.

The Company commits its employees to strict compliance with all relevant environmental legal regulations.

The Company is committed to encouraging its employees to actively contribute to environmental protection in their work activities even beyond the requirements required by legal regulations. The Company behaves in such a way that no environmental damage is caused. At the same time, employees and responsible persons separate waste and protect the environment in their work practices.

The Company also actively takes into account its interest in environmental protection in its relations with its suppliers and business and other contractual partners.

## **9.6. Relationship to the owner**

The Company acts in the interest for which it was established by its owner and regularly informs the owner about its strategy, current financial situation and results; it applies the principles of honesty, accountability and transparency in its management.

## **10. Dealing with business partners and clients**

The Company and all its employees have a duty to deal with business partners and clients fairly and lawfully in all circumstances. The Company's employees have a duty to contribute to ensuring that the Company meets its obligations to business partners and clients at all times.



In order to maintain and develop the level of its business activities, the Company selects business partners in an appropriate and objective manner, especially on the basis of quality and price of performance, taking into account the values enshrined in this Code. The Company complies with the generally binding rules of conduct in competition that apply to it. The Company and its employees shall provide true, unbiased and complete information to customers in a clear and understandable manner when offering its services. It also answers all customer queries in the same way. The Company does not engage in misleading advertising.

The Company and its employees always treat customers with courtesy and friendliness, correctly and with due professional care.

All contractual relationships with business partners and clients must be negotiated and concluded in accordance with legal regulations and the Company's internal regulations.

The Company undertakes not to disclose confidential information about business partners and clients without their consent, unless otherwise required by legal regulations.

All business transactions must be based on current market conditions and their expected development.

The Company requires Business Partners to comply with legal regulations and makes reasonable efforts to comply with the rules contained in this Code and to maintain confidentiality about the content of their business relationship with the Company.

#### **The Company always:**

- consistently meets its contractual obligations and avoids making commitments that it will not be able to keep.
- provides a high quality service for which it is fully responsible.
- strives to fully satisfy the client's expectations and requirements. All Company employees must act to meet customer expectations within the contractual relationship.
- treats the Company's customers in a fair and honest manner and every relationship and contact with clients is always characterized by professional fairness and transparency.
- uses methods in the sale of goods and services that are fully compliant with the law.
- must strive to establish professional and positive relationships with customers to the satisfaction of the parties through the actions of its employees and statutory bodies.
- under no circumstances may the Company's employees offer services to clients or any other form of cooperation that would be contrary to legal regulations and the Company's internal regulations.
- ensure that employees of the Company do not accept any consideration from business partners that could compromise their independence within the Company or the transparency of their actions.
- takes an open attitude towards third parties affected by its activities and is prepared to discuss these interactions.
- maintains trade secrets and respects the confidentiality of information about its business partners.

## **11. Dealing with public authorities**

In its dealings with public authorities, the Company always acts in accordance with the law, in compliance with the internal processes adopted in this area by the Company's internal regulations.





The Company has internal mechanisms to ensure coordinated and centralized communication with public authorities.

The Company and its authorised employees cooperate with public authorities, in particular in cases of providing relevant information requested by these authorities in accordance with legal regulations, in cases of inspections and investigations of the Company's activities, as well as in cases of other contact with them. This information is always complete and truthful. Company employees may cooperate with public authorities in areas where their expertise and experience gained in the course of their activities will contribute to the effective assistance in the performance of tasks of public interest or the prevention of serious threats to the environment, health and safety or property. In doing so, however, the information protection principles of this Code must be observed.

The Company shall give the public authorities the fullest cooperation that can reasonably be required in carrying out lawful inspections by those authorities.

The Company seeks to advance the Company's technical progress through cooperation with public institutions, universities and other organizations involved in research and development related to the Company's activities.

## **12. Principles of conduct and behaviour of employees and responsible persons, the Company's relationship with employees and the rights of employees**

### **12.1. Principles of employee selection and behaviour**

The Company places key emphasis on a stable relationship with its employees, based on a joint effort to achieve the Company's goals.

The Company strives to ensure that the persons assigned to a given position meet all the requirements for the performance of the job in that position. The Company also strives for maximum expertise and qualification of its employees.

The Company's employees act with the highest standard of personal and professional attitude, in particular, they act honestly, responsibly, with respect and in accordance with good manners. Employees are obliged to act on behalf of the Company at all times with due care, professional diligence and respect for legal regulations and the Company's internal regulations, including this Code. In the event of ambiguity regarding the decisions issued by the Company, instructions of responsible persons or ambiguity in terms of interpretation of generally binding or internal standards, employees are obliged to request all necessary information or expert opinions for further action in order to minimize the risk of their own excess or violation of binding rules, even in the form of negligent fault.

Working conditions within the Company always comply with the requirements of national legal standards and regulations and the relevant International Labour Organisation (ILO) conventions to which the Czech Republic is bound.

The Company provides equal opportunities for job seekers to obtain a position as well as for employees to grow professionally. In particular, without regard to race, colour, sex, nationality, religion, ethnic or political affiliation or other distinctive characteristics.

The Company does not tolerate or sanction discrimination or harassment in the workplace. In particular, the Company rejects sexual harassment or unwelcome attempts by any employee to engage in sexual or other intimate relationships with another employee. However, other inappropriately emotionally tinged physical or verbal language is also prohibited, as is creating a work environment that is hostile, undignified, intimidating or offensive to an individual or group of people of a particular gender for that reason.

Forced or slave labour or any other form of involuntary labour is completely prohibited in the Company's workplaces. The Company prohibits the application of practices that would restrict the free movement of employees, except for the restrictions provided for by legal



regulations or by the Company's internal regulations adopted on the basis of legislation, in particular with regard to compliance with OSH.

The Company does not employ persons below the legal minimum age. The Company completely rejects child labour.

The normal weekly working hours, overtime and the right to rest are in accordance with legal provisions, collective agreements concluded with trade unions and international conventions.

The Company respects the generally binding legislation governing the remuneration of employees for their work and undertakes to provide its employees with fair remuneration for the work they do.

Employees of the Company are obliged to conduct themselves in such a way that their political activities do not have any negative impact on the Company and in compliance with the obligations arising from the employment or other relationship with the Company.

## 12.2. Principles of conduct and behaviour of responsible persons

In addition to their duties under legal regulations, the employer's internal regulations and its instructions, management and senior employees are required to ensure that they:

- set an example for others by their honest behaviour and actions, especially by strictly observing legal and internal regulations;
- ensure that their subordinates have sufficient knowledge and resources to enable them to perform their work properly in accordance with legal regulations, the provisions of this Code and other internal regulations of the Company;
- enforce the standards contained in the Code and all other related Company policies;
- support employees who raise questions or concerns in good faith about compliance and ethical behaviour and ensure that there is no unlawful sanctions or retaliation against employees.

## 12.3. Employee relations principles

### 12.3.1. The Company's relationship with its employees

The Company's management is committed to observing the following rules for its employees according to which it:

(a) fully respect the rights of its employees, including the confidentiality of messages carried, and recognize their privacy, personal values and needs,

(b) proactively make available all information that employees should know or need to know to do their job,

(c) actively support the regular training of its staff,

(d) smoothly provide an adequate and motivating working environment and ensure that his or her dignity is preserved,

(e) grant staff the right to make suggestions for improvements or complaints,

(f) allow staff members to contact a legal aid body,

(g) voluntarily provides adequate space for its employees who wish to take an active part in the development of the Company and are interested in participating in decision-making,

(h) properly ensure the necessary health and safety at work,

(i) recruit new staff on the basis of non-manipulated tender procedures; staff shall be recruited on the basis of their qualifications, skills and abilities,

(j) fairly compensates its employees for the work they do and provides employee benefits to the best of its ability,



(k) are entitled to submit complaints, suggestions, proposals and other submissions drawing attention to unethical conduct or suggesting measures for improvement,  
(l) are entitled to request training which will enhance their qualifications or which is related to their job

### **12.3.2. Employee relationship with the Company**

Employees commit themselves to the Company to abide by the rules according to which they:

- always act for the benefit of the Company and in such a way as not to damage the Company's reputation,
- conscientiously comply not only with applicable legal regulations, but also with internal regulations, and undertake to actively seek out the most up-to-date relevant regulations they need to perform their work,
- avoid the possibility of conflicts between their own interests and those of the Company or its partners, in particular, they must not use their position in the Company, information or business contacts acquired in the course of their work for the Company to enrich themselves or others, or perform work for suppliers and competitors, unless it is scientific, pedagogical, journalistic, literary or artistic activity, the management of their own property, the holding of an honorary position, or unless such activity has a negative impact on the Company's business policy or the performance of the tasks entrusted to the employee,
- ensure security protection when using IT systems and processing data,
- maintain confidentiality of the Company's know-how, respect the copyrights of others and protect other forms of intellectual property, even after termination of employment,
- do not misuse confidential (internal, not available to the public) information or business contacts obtained in connection with their professional activities for their own benefit or for the benefit of another person or for any purpose other than a professional one; they shall handle such data prudently and with due care,
- in no case offer, promise or provide gifts or other undue benefits to third parties or persons, unless they are promotional items provided with the knowledge of the Company management or are small gifts or treats within the scope of normal business practices, and certainly not accept or request them,
- take care of their appearance and professional growth,
- without undue delay report suspected serious violations of the Code, violations of criminal and other legal provisions,
- make proper use of working hours to perform assigned tasks and approach their work conscientiously and creatively,

### **12.3.3. Relationship between employees**

Employees of the Company agree to abide by the rules of conduct towards each other, according to which they:



- treat their colleagues with respect, respect each other's rights and do not bother them with unacceptable suggestions; smoking is only allowed in designated areas,
- respect the views of others, as well as communicate with each other in a friendly manner,
- supervisors shall avoid any bullying of employees; this also applies to subordinates towards their supervisor,
- supervisors trust their subordinates, set clear and achievable goals and encourage a sense of responsibility.

#### **12.4. Principles of presentation and representation of the Company**

Employees of the Company are obliged to act in a representative manner at all times in the course of their activities and thus contribute to the Company's good name and reputation.

The Company's employees are obliged to treat the trade name, logos, symbols and other signs identifying or representing the Company in accordance with their legal protection, with due respect and dignity, in particular not to use them in an inappropriate manner.

Company employees acting on behalf of the Company shall always act seriously and courteously towards third parties. All contact with third parties shall be conducted in a manner that respects the dignity of such persons and is conducive to the good reputation of the Company. The Company thus ensures reliable, correct and trustworthy behaviour, especially towards its customers.

Employees of the Company and other persons acting on behalf of the Company are obliged to use the current Company's graphic manual.

#### **12.5. Principles of handling the Company's assets**

The Company's employees are obliged to act in accordance with generally binding legal regulations and the Company's internal regulations when handling the Company's property.

The Company's employees are primarily obliged to conduct their activities in such a way as to avoid abuse, damage or destruction of the Company's property and to effectively prevent damage.

Employees of the Company shall manage the property entrusted to them with due care; they shall not misuse the funds entrusted to them for their private purposes, unless otherwise agreed between the Company and the employee.

The Company's assets are used to achieve the Company's objectives, and inefficient or illegal use of assets harms the Company as a whole.

All documents and rights arising therefrom are also the property of the Company and employees are obliged to treat them as such.

Employees are obliged to exercise the utmost care when handling the Company's funds. In particular, they must ensure that transactions are properly documented and recorded.

Negligence, waste or unauthorized use of Company property is considered a gross breach of duty to the Company.

#### **12.6. Principles on accepting and offering or giving gifts**

Accepting or offering or providing any monetary or in-kind gifts, other tangible goods, services and other benefits, including the acquisition of rights, is generally prohibited unless approved by the Compliance Officer.

An exception to the preceding paragraph is made for business or presentation items, the acceptance or donation of which, in view of the specific circumstances of the case, is in accordance with legal regulations and the Company's internal regulations, in particular the ethical principles set out in this Code. Ordinary token gifts accepted, offered or given in the ordinary course of business are acceptable as long as they are consistent with ethical



business practices and do not impair the sound business judgement of the donee. It is forbidden to directly or indirectly accept monetary gifts or gifts of significant value.

If there are any doubts or questions about the appropriateness of accepting a gift, employees are required to contact the Compliance Officer via the Trust Box.

### **13. Principles of protection against corrupt behaviour**

The Company rejects and actively opposes all forms of corrupt behaviour. The concept of corruption is not defined in the Czech legal system, yet corruption offences within the meaning of Act No.40/2009 Coll, the Criminal Code, as amended, includes in particular the acceptance of a bribe (Section 331), bribery (Section 332), indirect bribery (Section 333), fraud in insolvency proceedings (Section 226), violation of regulations on competition rules [Section 248(1) (e)], negotiation of an advantage in the award of a public contract, public tender and public auction (Section 256(1) and (3)), bid rigging in the award of a public contract and public tender (Section 257(1)(b) and (c)), or bid rigging in a public auction (Section 258(1)(b) and (c)). Offences that have the characteristics of corrupt behaviour in certain specific situations include, for example, offences of breach of duty in the management of foreign property (Sections 220 and 221) and misuse of information and position in business dealings (Section 255).

The Company's anti-corruption efforts aim to provide an environment in which corrupt behaviour is discouraged and asset protection is emphasised. Compliance with legal regulations, this Code of Conduct, other internal documents of the Company, as well as knowledge of ethical principles in the performance of work and their observance is essential.

As part of the fight against corruption, the Company prohibits, in particular, any provision or promise of payment, other thing or right to any third party, or the acceptance thereof from any third party, for example, for the purpose of obtaining or retaining contracts or influencing an official procedure.

Employees of the Company shall not, for any reason whatsoever, directly or indirectly, offer, promise, give or solicit bribes or other improper benefits to anyone for the purpose of obtaining or retaining a particular business opportunity or other service. Company employees may not use third parties for the prohibited activities listed above.

Offering or obtaining employment opportunities for a person or members of his or her family, or other non-material benefits, may also be considered a violation of the prohibition against corrupt conduct.

The Company is prepared to take adequate corrective action in the event that misconduct is found. The basic pillar of the Company's anti-corruption measures is that every senior employee of the Company quantitatively and qualitatively evaluates the fulfilment of obligations arising from anti-corruption measures, the effectiveness of their fulfilment, the implementation of remedial measures, and, where appropriate, proposes updating the Code of Ethics.

#### **13.1. Indications of criminal activity**

The Company has a thorough understanding of the indicators of illegal, criminal and corrupt behaviour. Their increased presence is not yet proof, but should lead to increased attention by staff and those in charge.

The most valid indicators are:

- the costly lifestyle of those involved in the process;
- secondary employment without appropriate consent or notification;



- rejection of career advancement outside the current job classification, resistance to role changes or reassignments, especially if they are associated with an improvement or at least the prospect of an improvement in salary;
- increasing closed-mindedness, sudden changes in behaviour towards colleagues and superiors;
- spending too much time at work, refusing to take vacations;
- declining identification with superiors and tasks;
- circumvention or 'disregard' of regulations; increasing number of 'small irregularities'; deviations from transaction and operational procedures and their subsequent documentation;
- failure to react to suspicious moments and events or tolerance of illegal behaviour;
- social problems, personal weaknesses (alcohol addiction, drug addiction, gambling);
- frequent personal contacts between the employee and the counterparty involved in decision-making activity;
- visits by counterparties only when "their" department employee is present;
- missing conflicts with counterparties where they usually arise;
- a friendly tone or conspicuous concession when dealing with the counterparty;
- other actions to accommodate counterparties;
- third-party hospitality (special conditions on purchases, vouchers for restaurants and shops, invitations to private or business events of business partners);
- lack of controls in places where there is a risk of corrupt behaviour;
- repeated submissions directed at specific individuals;
- verbal agreements instead of written arrangements, lack of an audit trail documenting the progress of the case;
- an employee communicates with a business partner through channels other than the Company's official communication channels;
- concentration of tasks on one person;
- lack of transparency;
- the employee or business partner has been previously convicted of a criminal offence, particularly of a corrupt nature;
- the business partner refuses to conclude the contract in writing;
- the business partner considers a non-standard commission that may be contrary to the terms and conditions stated in the contract;
- a business partner requests a contract in a non-standard, unusual place;
- the business partner requires payment in cash;
- the business partner requires payment by non-standard means, outside the country where the business is established; in general, payment requires unusual features;
- the business partner refuses to issue a payment receipt or tax document.



## 14. Principles for the protection of intellectual property rights, including the use of software

The Company shall take care to protect the rights arising from its intellectual property and shall not unreasonably interfere with the intellectual property rights of third parties.

Employees must properly manage (i.e., dispose of and properly protect in accordance with legal and internal regulations) the intellectual property created by the Company in the course of its business.

Employees are required to use personal computers or similar hardware equipment in a responsible manner and only in the course of their work assignments. Any personal use requires the employer's prior consent and must be reasonable in form and degree, and employees are required to protect the security of the Company's information systems and the data contained therein.

An employee is authorised to use his own legally acquired software and hardware equipment and resources in the course of his work only with prior approval granted in accordance with internal regulations.

Copying, selling, using or distributing information, software or other data or intellectual property in violation of intellectual property protection laws or licensing agreements is strictly prohibited.

## 15. Occupational health and safety

The Company ensures and monitors workplace safety and occupational health, which is, among other things, fulfilled by strict compliance with the ČSN ISO 45001 standard.

The Company has adopted effective protection of personal health and safety in the workplace as one of the cornerstones of responsible and successful business performance.

The Company also actively promotes education in the area of accident prevention and employee awareness of the risks arising from work activities, in particular through an established system of occupational health and safety training.

All employees must observe and comply with the relevant health and safety policies and follow the precautions established by the Company to protect their health and Company property.

All employees are required to keep their workplace safe and tidy.

Employees are obliged to comply with all relevant legislation and internal Company regulations regarding occupational health and safety. For any queries regarding this legislation, staff members should contact their line manager.

It is strictly forbidden to consume alcoholic beverages and narcotic and psychotropic substances at the workplace and during working hours and outside the workplace, to enter the workplace under the influence of these substances, as well as to use these substances outside working hours in such a way that could affect work performance or impair health and safety at the workplace.

## 16. Information protection principle

The Company and its employees are obliged to process, store and handle personal data and other information in accordance with legal regulations as well as the Company's internal regulations.

During and after the employment relationship, all employees of the Company are obliged to protect and properly handle all information they obtain or create in connection with their work for the Company, regardless of its content or form.

Only authorised responsible employees of the Company are authorised to provide information concerning the Company to the media.

Company employees shall not disclose to any third party (including unauthorized Company employees) personal data and other sensitive information about a customer, supplier,



business partner or Company employee, except as permitted or required by legal regulations.

Company employees shall not allow unauthorized persons access to the Company's premises or to its information systems and computer network.

The Company's employees are obliged to use the information obtained in the course of their work for the Company only for the performance of their work tasks and the fulfilment of the Company's objectives.

If the Company's employees are asked or requested by a public authority to provide verbal information about the Company or its activities, they are obliged to inform the Company's legal support body without delay and before providing the information.

If employees of the Company are requested or required by a public authority to submit internal documentation relating to the Company or its activities, they are obliged to comply with the Company's internal regulations governing the handling of internal documentation.

The provisions of the above paragraphs of this Code do not apply in cases where the requested internal information is intended to help prevent imminent or emerging damage to health or property. In such cases, the employee concerned shall inform the Company's legal support body of the disclosure of internal information only after it has been provided, but without undue delay.

Employees of the Company are also prohibited from bringing information from their former employer into the Company in violation of legal regulations or from making unauthorized use of such information without the prior consent of their former employer.

In order to protect information, the Company ensures, among other things, a high level of security of its information technology systems that are designed to process and store information.

The Company strictly complies with the legal regulations concerning the handling of classified information within the meaning of Act No. 412/2005 Coll., on the protection of classified information and on security clearance, as amended.

## **17. Conflict of interests**

The Company conducts all of its activities in such a way as to avoid, as far as possible, the appearance or mere suggestion of a conflict of interest, and expects its employees to do the same.

Conflicts of interest include, in particular, interests of a personal nature (for example, the existence of ownership, business or other financial interests in business corporations of suppliers, customers or competitors) that could affect the independence of the person assessing what is in the Company's interest and deciding how to advance such interests.

Employees are required to respect the boundary between their professional and private lives and to act at all times to maintain their independence and avoid the possibility of conflicts of interest, including the appearance of conflicts of interest, or impairment of their independence by interests that conflict with those of the Company.

In particular, staff members shall not, in the course of their professional activities, engage in business or transactions in which they have a direct or indirect personal interest and which could give rise to a conflict of interest.

Employees are obliged to immediately inform their immediate superior or the director of the relevant department of the Company to which the employee is assigned in case of any doubts about the exclusion of a conflict of interest of their own or any other employee.

Any employee who works for any other person who has a present or future business relationship with the Company or who has a financial, business, professional, family or social relationship with such person must inform his or her immediate supervisor in writing.

Employees performing activities consistent with the Company's business may not repeatedly engage in any private business or other activity consistent with the Company's business without the approval of the Company's Board of Directors.





Employees may not, without the Company's consent, provide customers and other third parties with unjustified discounted prices for the Company's products or services or benefits other than those that are in accordance with the Company's pricing policy, expressed in particular in the Company's applicable price lists and internal regulations.

In particular, it is unacceptable to jeopardise your personal independence by accepting a loan or a loan in cash or in kind or any other consideration from customers, suppliers or business partners or by giving them a loan or a loan in cash or in kind as a private person. This prohibition does not apply to the entry into legal relationships on normal terms and conditions with customers, suppliers or business partners, if the legal relationship is not related to the Company or to the performance of activities for the Company.

Any work or non-work relationships between employees must not interfere with the standard work performance of the employee or work team.

If an employee is unsure of any question regarding a potential conflict of interest, he/she shall ask his/her immediate supervisor, who shall provide him/her with appropriate assistance in this matter.

## **18. Abuse of confidential business information**

Employees are required to comply with legal regulations prohibiting the misuse of confidential business information.

In particular, staff members may not under any circumstances use or disclose to third parties information which is not publicly available and to which such third parties do not have legitimate access. Furthermore, this information may not be used for personal gain or to benefit other third parties in direct or indirect trading in securities, financial derivatives or commodities. The Company will make an appropriate effort to ensure that these principles are also applied in its relationships with business partners who receive information in the course of working with the Company.

## **19. Criminal liability of the Company - mandatory information and rules**

The Corporate Criminal Liability Act provides that a company may be prosecuted for the actions of its employees and responsible persons.

A company shall be criminally liable if an offence is committed by an employee in the performance of his or her duties or by a responsible person in its interest or in the course of its business, if such offence is attributable to him or her.

A criminal offence can be attributed to a company if it was committed by the conduct of a responsible person. It can also be attributed if it was committed by an employee:

- (a) on the basis of a decision, approval or instruction of the responsible person;
- (b) because the responsible person has failed to take measures which:
  - (ba) should have been carried out under another legal regulation, or
  - (bb) may fairly be required to do so, in particular by failing to exercise the necessary or required control over the activities of employees or other persons under their supervision or by failing to take the necessary measures to prevent or avert the consequences of the offence committed.

Employees and responsible persons are obliged to report risks of criminal liability of the Company to a person selected for this purpose.

Those responsible for the Company are obliged by the Corporate Criminal Liability Act to respect legal regulations and the Company's internal regulations with knowledge, to think through every decision and to be prudent in their actions towards employees.

Failure to identify the specific individual who acted does not prevent the Company from being held criminally liable.



## 20. Anti-money laundering principles

The Company and its employees shall not engage in or be involved in any activity that might suggest the receipt or laundering of the proceeds of crime in any form or by any means, which is, for example, the transfer of property knowing that such property is the proceeds of crime, for the purpose of concealing or disguising the illicit origin of such property, or for the purpose of assisting a person who is engaged in the commission of such crime.

Before entering into any business relationship with a third party, relevant employees shall adequately review available information (in particular information from publicly available sources) about future business partners and suppliers to verify that they are trustworthy or that their activities do not raise questions about the legality of their activities.

## 21. Zero tolerance of crime

### 21.1. Crime prevention principles

The Company openly denies any criminal activity on the part of the Company, its officers and employees.

The Company actively seeks to detect crimes committed in connection with the Company's activities. In order to achieve this goal, the Company creates an environment in which active whistleblowing by current and former employees of the Company, as well as other third parties, of practices that occur in connection with the Company's activities and that could be considered a criminal offence (hereinafter "whistleblowing") is encouraged.

Whistleblowers must be guaranteed maximum confidentiality. Whistleblowing can also be done anonymously or on behalf of a group of people.

The general organisational unit in the area of whistleblowing is the Company's legal support body. The primary person responsible for receiving whistleblowing alerts and suggestions is the Compliance Officer via the Trust Box.

### 21.2. Monitoring and control principles

The Company is committed to having comprehensive internal mechanisms in place at all times to detect the commission of crimes and other violations of legal regulations.

The Company places great emphasis on realistic, consistent and regular internal compliance checks.

The Company's employees are obliged to cooperate fully with auditing bodies in all internal control activities, in particular internal investigations, internal or external audits and other forms of investigations relating to the commission of crimes or other violations of legal regulations.

Employees are required to refuse to engage in any act or activity that could commit a criminal offence or violate legal regulations or internal Company standards.

The Company's employees are obliged to provide appropriate cooperation to the competent authorities in criminal proceedings. In doing so, however, the information protection principles of this Code must be observed.

Company employees shall not withhold, alter or conceal relevant information in connection with an investigation.

Company employees have a duty to maintain the confidentiality of the investigation to the maximum extent possible.

Refusal or obstruction of cooperation, knowingly providing false information or otherwise deceiving internal or external auditors, investigators, the Company's Compliance Officer, the Company's legal support body or other organizational units of the Company or any public authorities will be treated as a serious breach of the person's obligations under the relationship with the Company.



## 22. Sanctions and internal measures

In addition to the obligation to report the commission of a crime or other violation of legal regulations, the Company always seeks to ensure that the necessary internal measures are taken to investigate the violation of legal regulations, determine its causes and, if necessary, make preventive proposals to change internal rules to prevent the recurrence of the same violations in the future.

In addition to any civil, administrative or criminal penalties imposed by public authorities in connection with the commission of crimes or other violations of legal regulations by employees, the Company also imposes appropriate disciplinary and (employment) legal measures and sanctions.

Employees of the Company who voluntarily refrain from their illegal conduct, make every effort to avoid the harmful consequences of such conduct, report such conduct in the manner set forth in this Code and cooperate fully in the investigation of the illegal conduct may, taking into account the circumstances of the case, be exempted from disciplinary and labour law measures and sanctions.

## 23. Principles of the procedure for the detection of suspected criminal or other unlawful conduct, investigation of possible unlawful conduct, internal investigation

It is in the Company's core interest to ensure that any illegal act in connection with the Company's business or illegal condition is promptly detected, effectively prevented from continuing, and that its occurrence and its circumstances are properly investigated.

Employees are entitled to file complaints, suggestions, motions, and other submissions alleging the commission of a crime, a violation of legal regulations, a violation of the Code, conduct that encourages corruption or corrupt conduct itself, settling personal scores with colleagues or business partners, providing unethical or false information, or suggesting measures for improvement or other submissions.

All employees of the Company, in the event of discovery of an illegal act or illegal condition, are obliged to make all efforts that may be fairly required of them, having regard to the particular circumstances of the case, to stop it and to avert its harmful consequences.

Notice of the commission of a crime or other illegal activity or suspicion of such activity shall be reported to the Company's Ethics Hotline in the manner set forth on the Company's intranet and website. In order to be able to report such alerts, a mailbox is set up with the text "Trust Box". The person responsible for Compliance collects the notifications, processes the individual suggestions and forwards them to the Ethics Committee for consideration. It is responsible for the completeness, accuracy and objectivity of the submissions.

The Ethics Committee reviews and decides on the procedure for dealing with individual complaints reported via the Trust Box, including those made anonymously. The members of the Ethics Committee and the person responsible for Compliance are obliged to maintain confidentiality of all facts of which they become aware in connection with their activities in the Ethics Committee.

An effective tool for the Company to investigate the origin and circumstances of a violation is an internal investigation. Internal investigations allow the Company to investigate suspected wrongdoing in a discreet and institutionalised manner, to examine the extent and degree of involvement of those involved in the wrongdoing, and to decide on a course of action with knowledge of the matter.

The initiation of an internal investigation is subject to the discussion and decision of the Ethics Committee, and the investigation is conducted by the Security Director. The Ethics Committee may decide to initiate an internal investigation either on the basis of a complaint received in the Trust Box or without such a complaint on its own initiative.

In the case of a notification made directly to a superior employee, the latter shall receive the notification and immediately inform the Compliance Officer in person or via the Trust Box.



The Ethics Committee will discuss the case without delay, stating that:

- if it finds no merit in the notification, it shall drop the case;
- Otherwise, the Compliance Officer will immediately instruct the Compliance Officer to initiate an internal investigation.

As part of the internal investigation, the person responsible for Compliance (or his/her delegated employees, possibly in cooperation with the notifier) will examine the existence of the violation itself and subsequently its circumstances, severity and extent, and will collect and document all relevant documents and evidence.

The Compliance Officer will prepare a written report on the results of the review of the notification and any internal investigation for the Ethics Committee without undue delay, which will include all relevant documentation and evidence.

The person responsible for Compliance will also submit to the Ethics Committee a proposal for the necessary steps that the situation requires, such as filing a criminal complaint or initiating cooperation with the Czech Police or other public authorities. The Ethics Committee will discuss the proposal received and decide on further action.

The Company will not penalize in any way persons who in good faith make a report of a suspected violation, even if the illegality of the reported conduct is not subsequently confirmed.

All persons dealing with a notification of an infringement are obliged to maintain the maximum possible confidentiality of the information in relation to the facts notified and the person of the notifier.

If the findings of an internal investigation under discussion by the Ethics Committee reveal the need for any internal measures, the Compliance Officer shall inform the Board of Directors of this fact and initiate the drafting of such measures.



## **24. Ten ethical principles of the Company**

- 1. Responsible conduct of business activities to ensure sustainable growth of the Company in accordance with legal regulations.**
- 2. Emphasis on ethical principles, respect for business practices and good manners.**
- 3. Efficient and economical operation of the Company while conserving resources.**
- 4. Environmental protection in all Company activities.**
- 5. Transparency of all procedures inside and outside the Company.**
- 6. Regular preventive control of procedures within the Company.**
- 7. Open and honest dealings with customers, suppliers, business partners and third parties.**
- 8. Consistent crackdown on corrupt behaviour.**
- 9. Zero tolerance for crime.**
- 10. An effective system for reporting and eliminating conflicts with the Code of Conduct (Trust Box).**