




## CODE OF ETHICS

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BINDING STATUS OF DOCUMENT:	ALL PROVISIONS OF THIS DOCUMENT SHALL BE MANDATORY FOR ALL EMPLOYEES AND CORPORATE GOVERNANCE BODIES OF SUDOP PRAHA A.S., INCLUDING THIRD PARTIES.		

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**PURPOSE:**

**The purpose of this Code of Ethics is the following: Compliance with generally accepted ethical principles, including their application in accordance with the Company values of SUDOP PRAHA A.S.; developing positive relations with customers and Business Partners, and refraining from any action, which would be in conflict with the law or ethical principles; the emphasis is put on eliminating or reducing risks of criminal liability, encompassing all activities of the Persons Responsible, Employees and partners of SUDOP PRAHA A.S.**

**DEFINITION AND OBJECTIVE OF THE MAIN PROCESS:**

Ensuring continuous optimization and compliance of activities and processes of the Company with both internal regulations and generally binding laws, standards, rules and ethical principles in order to reduce risks and financial losses.

**The overall goal of the process is to ensure the following:**

- (a) Compliance of the Company's internal regulations with those that are generally binding;
- (b) Mutual accord of internal regulations; and
- (c) Compliance of all activities with generally binding laws and internal regulations of the Company.





## TERM DEFINITIONS FOR THE PURPOSES OF THE CODE OF ETHICS; ABBREVIATIONS

**SUDOP PRAHA A.S.** – the Company as defined in Art. 4.1, hereinafter referred to as the “Company”;

**Code of Ethics** – This Code of Ethics, hereinafter referred to as “the Code”;

**Persons Responsible** – Shall mean the following (according to the provisions of Art. 8 (1) of the Act on criminal liability of legal persons): (1) the Statutory Body or member of the Statutory Body of the Company, or any other person that is authorized to act on behalf of or for the Company; (2) a person who performs a management or supervisory activity in the Company; (3) a person who exercises material decisions on the way the Company is managed, if his/her actions were at least one of the conditions for a consequence to arise, which establishes criminal liability;

**Employee** – A member of the Management and other bodies of the Company, director, head and any other employee;

**Management** – Directors and Heads of Centres;

**Statutory Body** – Any member of the Board of Directors or the Supervisory Board of SUDOP PRAHA A.S.;

**Partner** – A person different from an Employee, working in the Company or cooperating with the Company on whatever grounds (including Business Partners);

**Public power:** National authorities, i.e. state authorities, e.g. ministries, courts, the Police, various administrative offices, and local authorities, both local (e.g. local Police) and professional (e.g. disciplinary commissions of public professional associations);

**Compliance hotline** – A communication channel set up by the Company for reporting any illegal or unethical behaviour, by way of contacting the Compliance contact, as specified on the Company’s portal:

*<http://gserver1.praha.sudop.cz/portal/index.php/forum/co-sudop-zaujima>*

**Ethics Committee** – A 3-member committee, consisting of the Compliance Officer, one Employee representative and one senior Employee representative;

**Compliance Officer** – A person authorized by the Company and carrying out the various activities under the Compliance Program;

**The Company** – All Employees, senior Employees, directors and members of Statutory Bodies;

**Business Partner** – Co-operators or third parties involved in processing customer orders;

**Client** – A customer, the relationship with whom is based on a contract.



**BASIC COMPANY INFORMATION:**

Company's name:	<b>SUDOP PRAHA a.s.</b>
Company seat:	Praha 3 – Žižkov, Olšanská 2643/1a, PSČ 13080
Identification number:	25793349
File number:	B 6088, as kept by the Municipal Court in Prague
Date of registration:	August 31, 1999
Legal form:	Joint-stock Company (Czech "Akciová společnost")

**Statutory Body – Board of Directors:**

Ing. TOMÁŠ SLAVÍČEK, Chairman of the Board of Directors

Ing. IVAN POMYKÁČEK, Deputy Chairman of the Board of Directors

Mgr. Ing. EVA KUDYNOVÁ KLIMTOVÁ, Deputy Chairman of the Board of Directors

**Supervisory Board:**

Ing. JOSEF FIDLER, Chairman of the Supervisory Board

Ing. JAROSLAV VOSÁHLO, Deputy Chairman of the Supervisory Board

Ing. ZBYNĚK MUSIL, Supervisory Board Member (Employee representative)

**Sole shareholder:**

Sudop International B.V.

1071DV Amsterdam, Johannes Vermeerplein 11, The Netherlands

Registration number: 24307132





## INTRODUCTION

### ABOUT SUDOP PRAHA A.S.

SUDOP PRAHA a.s. is a design, consulting and engineering Company specialising in comprehensive solutions of transport infrastructure needs, in particular in railway structures, road and highway structures and urban transport systems. We design comprehensive technical solutions of construction for a variety of applications including bridges, tunnels, and engineering structures, communication and signalling systems, electrification and power supply as well as solving issues such as transport management and organisation, transport technology and rolling stock, workshops, logistics, pricing policy, the economics of transport and financing and the environmental impact of projects.

Other areas in which SUDOP PRAHA a.s. operates include design of ground and industrial structures, engineering networks, telecommunications and power engineering. SUDOP PRAHA a.s. also provides consulting services in the area of regional development, transport services and project financing.

SUDOP PRAHA a.s. is a modern, thriving Company following long-term traditions. In terms of the scope and quality of the services provided the Company ranks amongst the top consulting firms in the Czech Republic. A wide variety of professional skills, long-term experience and modern technical background make it possible for SUDOP PRAHA a.s. to cooperate with significant investors when working on large complex transport infrastructure projects.

SUDOP PRAHA A.S. is member of the International Association for Bridge and Structural Engineering, Czech Association of Consulting Engineers (CACE), Czech Concrete Society of ČSSI, the Czech ITA/AITEST Tunnelling Committee, Czech Road Society and of the Interoperability of Railway Infrastructure platform.

SUDOP PRAHA A.S. has an integrated quality, environment, safety, health, and information safety policy in place.

#### **SUDOP PRAHA A.S. meets the following standards:**

ČSN EN ISO 9001:2009

ČSN EN ISO 14001:2005

ČSN OHSAS 1800:2008

ČSN ISIEC 27001:2014

## GENERAL PRINCIPLES OF THE COMPANY'S CODE OF ETHICS

The Company's purpose of pursuing business activities and generating profit shall, at all times, be realized in full compliance with the law and the moral and ethical principles that are – at the highest level – enshrined especially in this Code, as well as, in a generalized version, in **“The Company's 10 Golden Rules on Compliance”**, which form an integral part of this Code.





Within the Company's organizational structure this Code has the authority of an internal regulation of supreme legal force – i.e. an order. It is superior to all the Company's other internal regulations which shall always be consistent with it.

All participants shall be loyal to the goals and legitimate interests of the Company. To achieve the above goals the Company requires its Statutory Bodies, Management and all Employees as well as partners to abide by the principles, values and standards of behaviour as set out, especially in this Code, when they exercise their activities and fulfil their duties.

#### **Basic principles and values of the Company's functioning:**

Providing services to individuals and legal entities in accordance with the primary purpose, i.e. in accordance with the activities as stipulated in the Commercial Register, with an emphasis on the interests of customers and Business Partners.

A clear and obvious interest of the Company is to lawfully carry out its activities with a high degree of respect *vis-à-vis* ethical standards and the rights of customers, while, under no circumstances, participate in criminal activities or benefit from them or cause material and non-material harm to others.

Efficient functioning of the Company – The goal is to implement and coordinate the Company's activities so as to ensure that the Company's funds and assets are used in an economic and efficient manner.

Safety – The goal is to achieve a level of safety of one's activities in order to prevent risks to life, health, the environment or assets of the Company or third parties. It shall further involve implementing business goals with respect to the protection and preservation of the environment and natural resources at all times. To this end and in accordance with the law, it also involves taking appropriate and effective measures, while emphasising the implementation and use of available technology.

Transparency – The goal is to follow the principle of transparency in all activities of the Company, its Statutory Body, Management and all other Employees and partners, while safeguarding confidentiality of information, trade secrets and know-how in pursuing its business.

Compliance with laws and ethical principles – The goal is to respect and comply with laws and ethical principles in any activity across the Company, including adequate supervision of the activities of the Company's partners in the context of their cooperation with the Company.

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#### OWNER RELATIONS

The Company shall act in the interest, for which it was founded by its Owner, and shall regularly inform the Owner about its strategy, current financial position and the results achieved; it shall conscientiously apply the principle of honesty, accountability and transparency in its management.

### CODE OF ETHICS

#### **The Code shall represent:**

- A binding internal regulation of supreme authority – an order, passed by the Company's Board of Directors, which summarizes the principles of professional conduct within the Company, including the respective obligations and responsibilities of Statutory Bodies and other Persons Responsible, Employees and partners.



- An internal regulation aimed at safeguarding an ethical and legal framework of the Company's activities, including effective prevention and detection of violations of generally binding regulations relating to the activities of the Company.
- A key document for the successful achievement of the goals and purpose of the Company, in accordance with the laws and principles of ethical business.
- A binding guide to behaviour and conduct in the context of relationships both within the Company and encompassing negotiations and representation of the Company externally – not only for the Company's Employees, but also its partners.

This Code may be amended or supplemented in the same manner as it was passed. Changes or additions to the Code should be made primarily on the basis of changes in the legislation, practical experience and on the basis of proposals by the Company's Employees; the Company welcomes and supports such proposals.

This document is subject to the Company's IMS.

## PUBLIC AVAILABILITY AND KNOWLEDGE OF THE CODE

In the framework of the ISO system and the Compliance program every Employee shall be informed of this Code. In accordance with ISO standards, this Code is available for inspection to individual Employees on the Company's intranet portal as part of the ISO guidelines.

It shall also be available in paper form from individual Centres' secretariats.

For the Company partners the Code shall be available on the Company's website: [www.sudop.cz](http://www.sudop.cz)

Responsibility for the full implementation of the Code lies with the Company's Statutory Body; it is bound to ensure that all Employees and the Persons Responsible be made familiar with the Code and, with their signature, commit to adhere to it.

Employees and Persons Responsible must undergo a proper and provable training on the standards contained in this Code, as well as on the risk of the Company's criminal liability, as well as on how to prevent and eliminate such risk. The Company shall commit to holding such training on a regular basis.

The Statutory Body, the Company Management, and its officers shall be responsible for ensuring that the Employees familiarise themselves with the provisions of this Code, they shall be informed of its meaning and purpose, and that they put it into practice.

Every person to whom this Code applies is obliged to turn to their superiors, the Department of Legal Services or the Compliance Officer when performing their activities for the Company, using the Compliance hotline, and ask for an explanation of the provisions of the Code, should they be in doubt about its meaning and/or application.

## ADHERENCE TO THE PRINCIPLES ESTABLISHED BY THE CODE

The Code shall apply to all members of the Company's Board of Directors and Supervisory Board, directors, senior Employees, Employees and partners. Where the isolated term Employee is used in this Code, it shall be deemed to also include all of the persons as listed above.





The principles stated in this Code shall also apply to third parties acting on behalf of the Company or as representatives thereof, also in cases where the Company might be committed or made liable by the acts of third parties.

The Employees concerned shall reasonably seek to translate the principles set out in this Code into contractual relationships with third parties.

All Employees of the Company shall adhere to a high level of professional conduct and ethics, irrespective of what level of management or job level they occupy in the Company.

At all times, the Company shall also make a reasonable effort to make business corporations, in which it owns even a minority stake, adopt a code of ethics, whose principles are based on the same principles as this Code.

The Company's Board of Directors shall be authorized, by its discretion, to grant an exemption from the scope of the provisions of this Code, however only due to extraordinarily serious reasons and in isolated cases. A positive decision of the Board of Directors regarding such an exemption must be preceded by a positive decision of the Ethics Committee, granted after relevant deliberations. As regards its decision, the Board of Directors shall in particular ensure that the actions based on the exemption were in accordance with all legal requirements.

Breach of the obligation to respect the provisions of this Code shall be considered a serious breach of the obligations arising from the relationship between the person and the Company.

All the Company's Employees and all the Persons Responsible shall adhere to the Code. Breach of the standards of the Code by Employees or Persons Responsible shall be considered misconduct and as such shall be punished in accordance with the relevant provisions of the Labour Code. Compensation for any damage shall be governed by the relevant provisions of the Labour Code and/or Civil Code.

The Company is aware that the Code needs to be continually amended, extended and updated. The clear and obvious commitment of the Company is to ensure, by any means, that criminal action is avoided.





## THE PRINCIPLES OF THE COMPANY'S ACTIVITIES

### BASIC PRINCIPLES OF PURSUING BUSINESS ACTIVITIES

The basic principles of the Company's business are inferred from the principles on which this Code is built.

Business activities are always carried out mainly in accordance with generally binding regulations, in pursuit of high quality and honest fulfilment of obligations, environmental protection and efficient management of the Company's resources.

The Company, in line with its abilities and possibilities, supports charitable activities. Likewise, it shall sponsor charity events or causes with a charitable purpose. Sponsorship contracts shall always be concluded in writing and under transparent conditions.

The Company shall neither harm nor make use of the reputation of its competitors and shall not attempt to obtain information about its competitors' business in an illicit way.

### PRINCIPLES OF AWARDING CONTRACTS

All the Company's Employees and the Persons Responsible are obliged to comply with applicable laws and the Company's internal regulations, especially with this Code, when concluding contracts and submitting tenders with third parties. The Company shall always submit tender bids containing accurate data. When it detects any non-standard processes in the award procedure, it shall notify the competent authorities of the fact, in particular any requirements for an unjustified advantage put forward by a person acting on behalf of the contractor.

If in doubt about the correctness of the procedure for contracting and submitting tenders for contracts, the Employees are required to immediately turn to the Company's Department of Legal Services, requesting information on how to proceed in an appropriate way.

### CONDUCT IN COMPETITIVE CIRCUMSTANCES

When entering competitive relations, the Company shall always follow the rules of fair competition and observe the laws in this area, including rules adopted at the level of European Union law.

The Company shall not participate in either formal or informal agreements that would violate competition and infringe the law, nor shall it abuse its market position otherwise.

By legitimate means, all Employees of the Company shall seek to maintain and improve the Company's competition standing in the relevant market.

Competition cases, especially those of its eventual violation, shall always be resolved in cooperation with the Company's Department of Legal Services.



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## THE POLICY OF A TRUE VIEW IN ACCOUNTING

As regards the Company's records and accounts, it shall always proceed in accordance with generally binding laws, adhere to accounting principles and standards, as well as report and record accurate and complete information.

The Company has adequate mechanisms for internal and external audits in place and related processes ensuring compliance of accounting and reporting with requirements as set out in the legislation.

No Employee shall behave in such a manner that could deliberately or through negligence lead to false, inaccurate or incomplete records of the Company's performance.

The Company's performance shall be recorded in an accurate way and its accounts shall be kept in accordance with relevant laws and relevant methodology papers and guidelines of the Company.

The Company undertakes to ensure that all transactions are duly authorized, verifiable, and that they are recorded, entered into accounts in a timely, proper and accurate way and properly documented.

When negotiating transactions with persons controlling or persons controlled it is necessary to proceed with maximum transparency and in accordance with the *Accounting Rules*, as adopted by the Financial and HR Director of the Company.

Company's final accounts shall be produced in time and shall contain correct, clear and comprehensible information about the Company's financial standing and economic results.

The Company shall strictly control the accounting method and as part of this activity it shall continuously make efforts to conduct audits and other inspections of the Company's economic management in a proper and responsible way, while spreading awareness of their importance and significance within the Company.

None of the Company's Employees shall act, nor shall they force someone else, including customers, suppliers, creditors or advisors to act, so as to influence, manipulate or mislead – directly or indirectly – any person conducting an audit or review of financial statements. Such acts are considered to also involve offering benefits or threatening cancellation or actual cancellation of existing contractual relations in the audit or review of the Company's financial statements.

Managing the Company's property, i.e., in particular, its acquisition, use, decommissioning and sell-off, shall be based on responsible economic analyses, take into account risk assessment involving due diligence and shall be carried out fully in accordance with generally accepted rules.

The Company shall process and prepare accurate records for tax purposes and provide for the compiling and filing of tax returns for all its tax obligations, in a manner and within time limits as stipulated by law. The Company shall duly and in a timely manner pay its taxes and avoid any conduct that could be considered tax evasion.

All Employees who, as part of their work, prepare the documentation concerning the economic management of the Company, shall proceed with due care to ensure all documents are complete and correct, clear and understandable.

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## ENVIRONMENTAL PROTECTION POLICY

In its activities, the Company shall place great emphasis on environmental protection.





The Company shall seek to minimize the negative impacts of its activities on the environment, to achieve sustainable development and optimize the use of natural resources.

The Company commits its Employees to strictly comply with all relevant laws in the field of environmental protection.

The Company is committed to encourage its Employees to actively contribute to environmental protection within their work duties, even beyond the requirements as stipulated by law. The Company's actions shall avoid any environmental damage. At the same time, Employees and the Persons Responsible shall separate waste and protect the environment in their work practices.

The Company shall take into account its interest in environmental protection in its relations with its suppliers and trade and other contractors in an active manner.

#### THE POLICY ON PROTECTING INTELLECTUAL PROPERTY RIGHTS, INCLUDING THE USE OF SOFTWARE

The Company shall seek protection of the rights pertaining to its intellectual property and avoid undue interference with the intellectual property rights of third parties.

Employees shall manage intellectual property generated by the Company within its activities properly (i.e. handle it in accordance with laws and internal regulations, while properly protecting it).

Employees are required to use personal computers and/or similar hardware in a responsible manner and in the context of their work only. Its eventual use for personal purposes requires the employer's prior consent and must have a reasonable form and extent, while Employees are required to protect the security of the Company's information systems and the data contained therein.

Within their own work, Employees are entitled to use their own legally acquired software and hardware only with the prior consent granted in accordance with internal regulations.

Copying, selling, using or distributing information, software or other data and/or intellectual property contrary to laws on intellectual property protection or license agreements is strictly prohibited.

#### THE POLICY ON HEALTH AND SAFETY AT WORK

The Company shall provide for and monitor health and safety at work, which shall be implemented, *inter alia*, by consistent adherence to the ....(ISO) standard.

Effective protection of health and safety at work has been adopted by the Company as one of the main principles of responsible and successful performance of its activities.

The Company shall also actively support education and training on the prevention of occupational accidents and Employees' awareness of the risks arising from the performance of work duties, especially by way of an established system of training in health and safety at work.

All Employees shall adhere to and respect the relevant principles of health and safety at work and take precautions provided by the Company for protecting their health and its property.

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

In terms of health and safety at work the Employees are required to comply with all relevant laws and internal regulations of the Company. Any questions regarding the said laws on the part of Employees should be directed to their immediate superior.





It is strictly forbidden to drink alcohol and use narcotic and psychotropic substances in the workplace and outside the workplace during working hours, enter the workplace under the influence of such substances as well as use them outside of working hours in a way that could affect job performance or jeopardise health and safety in the workplace.

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## PRIVACY POLICY

The Company and its Employees are required to process, store and use personal data and other information in accordance with laws as well as internal regulations.

In the course of employment and after its termination all Employees are obliged to protect and properly manage any information they obtain or create in connection with their work for the Company, regardless of its content or form.

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## THE POLICY ON MANAGING COMPANY PROPERTY

Company Employees are required to act in accordance with generally binding laws and the Company's internal regulations when managing its property.

When carrying out their duties, Employees of the Company are primarily obliged to act so as to prevent misuse, damage or destruction of Company property, while effectively preventing damage.

Company Employees shall use the property they manage with due diligence; they shall not misuse entrusted funds for their private purposes unless otherwise agreed between the Company and the Employee.

Company assets shall be used to achieve the Company's goals, while ineffective or illegal management of its property damages the Company as a whole.

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

When managing Company funds, Employees are obliged to act with the utmost care. In particular, they are required to ensure that transactions are properly documented and recorded for accounting purposes.

Negligence, waste or unauthorized use of Company property shall be considered a gross violation of an Employee's duties towards the Company.



## POLICY ON THE CONDUCT AND BEHAVIOUR OF EMPLOYEES AND PERSONS RESPONSIBLE, THE RELATION OF THE COMPANY TOWARDS ITS EMPLOYEES AND EMPLOYEES' RIGHTS

### PRINCIPLES OF SELECTING EMPLOYEES AND EMPLOYEES' BEHAVIOUR

The Company shall put a pivotal emphasis on stable relationships with its Employees, based on joint efforts to implement the Company's goals.

The Company shall strive to make certain that persons in relevant positions fulfil all requirements for the performance of their work in that position. The Company shall also aim to ensure the maximum expertise and qualifications of its Employees.

Company Employees shall act so as to keep the highest standards of personal and professional integrity, especially when it comes to acting honourably, responsibly, respectfully and in accordance with good manners. When acting on behalf of the Company, its Employees are required to always do so with due caution, due professional diligence and respect for the laws and internal regulations of the Company, including this Code. When in doubt concerning the decisions passed by the Company, the instructions issued by the Persons Responsible or concerning the interpretation of generally binding and/or internal standards, Employees are obliged to request all necessary information and/or expert opinions before proceeding further in the decision process, so as to minimize the risk of their misconduct and/or violating rules, even if it is in the form of a negligent violation.

Working conditions within the Company shall always comply with the requirements of national legal norms and regulations as well as of those of relevant conventions of the International Labour Organisation (ILO) that are binding on the Czech Republic.

The Company shall grant equal opportunities to jobseekers in obtaining jobs and to Employees for their professional growth. This, in particular, shall be true when it comes to race, colour, gender, nationality, religion, ethnicity or political affiliation or any other distinct characteristics.

The Company shall not allow and shall punish discrimination or harassment in the workplace. The Company especially opposes sexual harassment and/or unwelcome attempts by any of the Employees to enter into a sexual or other intimate relationship with another Employee. Likewise, other emotionally charged expressions, whether physical or verbal, of inappropriate nature, are prohibited as well as creating a work environment that is hostile, degrading, intimidating or offensive towards an individual or group of people of a particular sex for the above reasons.

Forced or slave labour and/or any other form of forced labour is strictly prohibited in the Company's workplaces. The Company shall prohibit practices that would restrict free movement of Employees, excluding restrictions as laid down by laws or the Company's internal regulations adopted on the basis of laws, particularly with regard to compliance with protection of health and safety at work.

The Company shall not employ persons whose age is less than the statutory minimum age limit. The Company rejects child labour.

The standard weekly working time, overtime and the right to rest correspond to laws, collective agreements with trade unions as well as international conventions.

The Company shall respect the generally binding laws governing the remuneration of Employees for work and is committed to granting its Employees fair remuneration for their work.

Company Employees are required to act so that their political activity, if any, does not have any negative impact on the Company and on respecting the obligations arising from employment or other relationship with the Company.





## POLICY ON BEHAVIOUR AND CONDUCT OF PERSONS RESPONSIBLE

In addition to their tasks arising from laws, the employer's internal regulations and its instructions, Management and senior Employees of the Company are required to strive to ensure the following:

- They act as examples to others by their honest behaviour and actions, in particular by strict adherence to laws and internal regulations;
- They see to it that their subordinates have sufficient knowledge and resources to enable them proper performance of work in accordance with laws, the provisions of this Code and other internal rules of the Company;
- They implement the standards as contained in the Code as well as all the other related Company rules;
- They support Employees who, in good faith, ask questions or express doubts as regards compliance with rules and ethical conduct, while ensuring that no unlawful penalties or revenge are pursued *vis-à-vis* Employees.

## POLICY ON THE COMPANY'S RELATIONS TOWARDS EMPLOYEES

### THE COMPANY'S RELATIONS TO EMPLOYEES

*Vis-à-vis* its Employees, Company Management is committed to adhere to rules according to which:

- (a) It shall fully respect the rights of its Employees, including the confidentiality of transferred messages, and recognize their privacy, personal values and needs;
- (b) It shall actively make available all the information that Employees should be aware of and/or need to know in relation to their work;
- (c) It shall actively promote regular training of its Employees;
- (d) It shall continuously provide for an adequate and motivating work environment and ensure the preservation of its dignity;
- (e) It shall grant Employees the right to submit suggestions for improvements, or complaints;
- (f) It shall allow Employees to contact a legal aid institution;
- (g) It shall voluntarily provide its Employees with adequate room, should they wish to participate actively in the development of the Company and are interested in participating in decision-making;
- (h) It shall properly ensure the necessary health and safety at work;
- (i) It shall recruit new Employees based on non-manipulated tenders; Employees shall be recruited according to their qualifications, abilities, and skills;
- (j) It shall remunerate its Employees fairly for their work, while, as far as possible, it provides Employee benefits;
- (k) They shall be entitled to file complaints, suggestions, ideas and other submissions pointing to unethical conduct or proposing remedy measures;
- (l) They shall be entitled to apply for training to enhance their qualifications or which relates to the job position they occupy.





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## EMPLOYEES' RELATIONS TOWARDS THE COMPANY

*Vis-à-vis* the Company, the Employees are committed to adhere to rules according to which they shall:

- Always act in favour of the Company and act so as not to damage its reputation;
- Conscientiously adhere both to the existing laws and internal regulations, while undertaking to actively check the recency of relevant regulations that they need in order to perform their work;
- Prevent the possibility of a conflict of their own interests with those of the Company and/or its partners; in particular, they shall not use their position in the Company, gathered information and/or business contacts acquired while working for the Company for their own benefit or that of another person and/or perform work for suppliers and competitors, unless it is for scientific, pedagogical, journalistic, literary or artistic activities, managing their own assets, holding honorary functions unless the activity has a negative impact on the business policy of the Company or on performing tasks that have been entrusted to Employees;
- Ensure safety protection while using IT systems and processing data;
- Keep the Company's know-how confidential, respect copyrights of others and protect other forms of intellectual property, even after termination of employment;
- Not misuse confidential information (i.e. internal information, inaccessible to the public) and/or business contacts acquired in connection with their work for their own benefit or the benefit of another person or for other than official purposes; they shall treat such data cautiously and with due diligence;
- Under no circumstances offer, promise, and provide gifts and other improper benefits to third parties or persons, unless they are promotional items provided with the knowledge of the Management of the Company or it involves small gifts or hospitality in the normal course of business practices, and certainly they shall not accept and demand them;
- Care about their appearance and professional growth;
- Promptly report suspicion of serious breaches of the Code, violation of criminal and other laws;
- Properly use working hours to perform the assigned tasks while approaching their work in a diligent and creative manner.

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## RELATIONSHIPS AMONG EMPLOYEES

*Vis-à-vis* one another, the Employees of the Company are committed to adhere to rules according to which:

- They shall treat their colleagues with dignity, mutually respect each other's rights and not embarrass them with unacceptable proposals; smoking is permitted in designated areas only;
- They shall respect the opinions of others, as well as communicate with each other amicably;
- Superiors shall avoid any harassment of Employees; this also applies to subordinates *vis-à-vis* their superiors;
- Superiors shall trust their subordinates, entrust them with clear and achievable goals and encourage them to develop an attitude of responsibility.



## POLICY ON HOW TO PRESENT AND REPRESENT THE COMPANY

Company Employees within the framework of their activities are required to always act in a representative manner, thus contributing to building the Company's good image and reputation.

Company Employees are required to treat the Company name, its logos, symbols and other signs identifying or representing the Company in accordance with legal protection of such names, logos, symbols and signs, with due respect and dignity, in particular not to use them in an inappropriate manner.

Employees of the Company acting on its behalf shall always act in a serious and polite manner towards third parties. Any contact with third parties shall be carried out in a manner that respects the dignity of the people and contributes to the Company's good reputation. The Company shall act in a reliable, fair and credible manner, especially towards its customers.

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

## POLICY ON NEGOTIATING WITH BUSINESS PARTNERS AND CLIENTS

The Company and all its Employees are required to treat Business Partners and Clients with integrity and in accordance with the law at all times. Company Employees are obliged to make their contribution to the Company always meeting its obligations to Business Partners and Clients.

In order to maintain and develop the level of its business, the Company shall choose its Business Partners in an appropriate and objective manner, in particular based on the quality and price of their services, with regard to the values as enshrined in this Code. In doing so, the Company shall respect the generally binding rules of conduct under competition, which relate to it.

In offering its services to customers the Company and its Employees shall communicate – in a clear and comprehensible form – truthful, unbiased and complete information. It shall respond to all customer inquiries in the same way. The Company shall abstain from using false advertising.

The Company and its Employees shall always treat customers politely and helpfully, in a fair manner and with due professional care.

All contractual relationships with Business Partners and Clients must be negotiated and concluded in accordance with the laws and internal regulations of the Company.

Unless the law stipulates otherwise, the Company undertakes not to disclose confidential information about them without the consent of its Business Partners and Clients.

All business transactions must be based on current market conditions and anticipated development thereof.

The Company requires its Business Partners to comply with laws and shall adequately strive to ensure that they adhere to the rules as contained in this Code, while keeping the content of their business relationship with the Company secret.





**The Company shall always:**

- Fulfil its contractual obligations consistently, while resisting to accept commitments that it will not be able to meet;
- Provide high-quality services for which it shall claim full responsibility;
- Aim to fully satisfy the expectations and requirements of its Clients. In the framework of contractual relations, all Company Employees must act so as to fulfil customers' expectations.
- Approach its customers in a fair and honest manner, while every relationship and contact with Clients shall always be characterized by professional fairness and transparency;
- Use methods, which are fully consistent with the law, when selling goods or services;
- Seek to establish professional and positive relations with customers, to the satisfaction of both parties, through the activities of its Employees and Statutory Bodies;
- The Company's Employees, under no circumstances, provide its Clients with services or other forms of cooperation, which would breach the law and internal regulations;
- Ensure that the Company's Employees do not receive any transaction from Business Partners, which might jeopardize their independence within the Company or transparency of their activities;
- Take an open attitude towards third parties, who are impacted by its business, and is ready to discuss these mutual relations;
- Observe trade secrets and respect the confidentiality of information about its Business Partners.

**POLICY ON NEGOTIATING WITH PUBLIC AUTHORITIES**

In dealing with public authorities, the Company shall always act in accordance with the law, while complying with internal procedures as adopted by internal regulations in this field.

The Company shall have internal processes in place to ensure coordinated and centralized communication with public authorities.

The Company and its authorized and/or empowered staff shall cooperate with public authorities, especially when providing relevant information as required by such authorities, in accordance with the law, in cases of checks and audits of the Company, as well as in contacts with them. The Company shall always provide this information in a true and complete manner.

Company Employees are entitled to cooperate with public authorities in areas where their expertise and experience gained in the course of their activities will contribute to assist them effectively in performing public interest tasks or to prevent serious threats to the environment, health and safety or property. In doing so, however, it is necessary to observe the principles of protection of information in accordance with this Code.

The Company shall provide public authorities with maximum cooperation, which they can justly require, in carrying out statutory inspections.

The Company shall seek to enhance technical progress of society through cooperation with public institutions, universities and other organizations involved in research and development related to the Company's activities.



## POLICY ON ACCEPTING AND OFFERING AND/OR PROVIDING GIFTS

Accepting or offering and/or providing any financial gifts and gifts granted in kind, other tangible goods, services and other benefits, including acquisition of rights, shall, as a general principle, be prohibited, unless approved by the Compliance Officer.

As an exception to the preceding paragraph, business or presentation objects may be accepted and/or provided, taking into account the particular circumstances of the case, provided that their acceptance and/or provision is in accordance with the law and internal regulations, especially the ethical principles set out in the Code. Conventional gifts of symbolic nature that are accepted, offered or provided under standard commercial practices are acceptable if in line with ethical business practices and they do not influence the sound business judgment of the person receiving the gift. It is prohibited to receive, both directly and indirectly, gifts in cash or gifts of significant value.

When in doubt or if questions arise about the appropriateness of accepting a gift, Employees shall be obliged to contact the Compliance Officer via the Compliance hotline.

## POLICY ON PROTECTION AGAINST CORRUPTION

The Company shall oppose and actively stand up to all forms of corruption.

In line with its fight against corruption, the Company shall especially ban any provision or promise of payments, other things or rights towards any third party and/or their acceptance from any third party, for example in order to obtain or retain contracts or influence official procedures.

Company Employees may not, for any reason whatsoever, directly or indirectly offer, promise, provide to or demand or accept from anyone bribes and/or other undue benefits in order to obtain or retain a business opportunity or some other service. Company Employees are equally banned from using third parties for the purpose of pursuing the prohibited activities as mentioned above.

Violations of the ban on corrupt practices shall also include offering employment opportunities to a person or members of one's own family.

Only authorized responsible Company Employees are allowed to provide information regarding the Company to the media.

Company Employees shall not disclose to a third party (including unauthorised Employees of the Company) personal data and other sensitive information about customers, suppliers, Business Partners or Employees of the Company, except where it is permitted or required by law.

Company Employees shall not grant unauthorized persons access to the Company premises or its information systems and computer network.

Company Employees shall be obliged to use information acquired in the course of work for the Company only for the performance of their work and fulfilling the objectives of the Company.

If Company Employees are requested or called upon by a public authority – beyond ordinary activities, which they usually perform – to submit oral information concerning the Company or its activities, they shall be obliged to inform the Department of Legal Services without delay and before the actual submission of information.





If Company Employees are requested or called upon by a public authority to submit internal documentation concerning the Company or its activities, they are obliged to proceed in accordance with the Company's internal regulations on managing internal documentation.

The provisions of the above paragraphs of this Code shall not apply in cases where the requested internal information is to help avert imminent or developing damage to health and property. In such cases, the Employee shall inform the Department of Legal Services of the provision of internal information subsequent to its provision, but without undue delay.

Company Employees shall neither bring information from their former employer into the Company, in conflict with laws, nor use such information without their former employer's prior consent in an unauthorized manner.

To protect relevant information, the Company shall provide, *inter alia*, a high level of security of its IT systems that are designed to process and store information.

The Company shall strictly adhere to laws concerning the handling of classified information within the meaning of the Act no. 412/2005 Czech Coll., on protection of classified information and security competence, as amended.

## CONFLICT OF INTEREST

The Company shall carry out all its activities so as to avoid the emergence or mere appearance of a conflict of interest, to the maximum extent possible; it expects its Employees to act in the same way.

Conflict of interests shall mean in particular interests of a personal nature (e.g. the existence of ownership, commercial or other financial interests in the business corporations of suppliers, customers or competitors) that could affect the independence of a person assessing what is in the interests of the Company and deciding on ways to pursue such interests.

Employees are required to take into consideration the borderline between their professional and private life, and always act so as to stay independent and avoid the possibility of conflicts of interest, including the appearance of a conflict of interest and/or threatening their independence from the interests that are in conflict with the Company's interests.

Employees, especially in the course of their professional activities, shall not engage in business or transactions in which they are personally involved, be it directly or indirectly, and that could lead to a conflict of interests.

If in doubt about avoiding their own conflict of interest and/or that of any other Employee, Employees are required to immediately notify their immediate superior, and/or head of the relevant Company department to which the Employee is assigned.

Any Employee who works for any other person having a current or future business relationship with the Company or who has a financial, commercial, professional, family or social relationship with such a person, shall notify their immediate superior about this fact in writing.

Employees performing activities identical with the principal activity of the Company shall not repeatedly engage in any private business or other activity identical to the principal activity of the Company without approval of the Board of Directors.

Without the permission of the Company, Employees shall not grant customers and other third parties unjustifiably discounted prices for the Company's products or services, or other benefits, except





for those that are consistent with the Company's pricing policy, especially as expressed in the Company's current price lists and internal regulations.

It is particularly unacceptable to jeopardize one's personal independence by accepting borrowings or cash and/or in-kind loans or other services from customers, suppliers and/or Business Partners, or grant them such borrowings or cash and/or in-kind loans as a private person. This prohibition shall not apply to entering legal relationships under standard conditions provided by customers, suppliers or Business Partners, if, at the same time, these are legal relationships without any relationship to or not relating to the performance of activities for the Company.

Any work-related or work unrelated relationships between Employees must not impact the standard work performance of Employees or teams.

If in doubt about any issue regarding a potential conflict of interest, Employees shall ask their immediate superior who shall provide them with appropriate assistance in this regard.

## MISUSE OF CONFIDENTIAL BUSINESS INFORMATION

Employees are required to adhere to laws prohibiting the misuse of confidential business information.

Employees shall not, under any circumstances, use or disclose to third parties information that is not publicly available and to which those third parties do not have authorized access. Furthermore, such information may not be used for personal benefit or the benefit of other third parties when directly or indirectly trading securities, financial derivatives or commodities. The Company shall make appropriate efforts to ensure that these principles are put in place also in relations with Business Partners who gather information in cooperation with the Company.

## CRIMINAL LIABILITY OF THE COMPANY – MANDATORY INFORMATION AND RULES

The law on criminal liability of legal persons stipulates that a Company may be prosecuted for the acts of its Employees and the Persons Responsible.

A Company is criminally liable if an offence is committed by its Employee in the performance of his/her work tasks or by a Person Responsible on its behalf, in its interest or in the context of its activity, if such an offence can be attributed to him/her.

An offence can be attributed to the Company if the offence was committed by action by the Person Responsible. It can also be attributed if it was committed by an Employee under the following conditions:

- (a) On the basis of a decision, approval or instruction by a Person Responsible;
- (b) Because of the fact that the Person Responsible did not carry out such measures:
  - (ba) that it should have done under another law; or
  - (bb) that may be reasonably expected of him/her, particularly if he/she failed to carry out compulsory or necessary checks on the activities of Employees or other persons who report to them, or if they failed to take the necessary measures to prevent or avert the consequences of the offence.

Employees and the Persons Responsible are obliged to report the risk of the Company's criminal liability to a person named for this purpose.

The Company's Persons Responsible are required by the law on criminal liability of legal persons to respect the law and the Company's internal regulations while knowing them, reflect on each of their decisions and be prudent in their actions toward Employees.





The Company's criminal liability shall arise notwithstanding the fact that it is impossible to determine who was the natural person who acted.

## POLICY AGAINST THE LEGALIZATION OF PROCEEDS FROM CRIME

The Company and its Employees shall not perform or be involved in any activity that might indicate acceptance or legalization of proceeds from criminal activities in any form or by any means, which shall mean, for example, transfer of property knowing that such property is derived from criminal activities, for the purpose of concealing or disguising the illicit origin of such property or of assisting any person who participates in committing such crimes.

Before establishing any business relationship with a third party the Employees concerned shall adequately examine available information (particularly information from publicly available sources) on the future Business Partners and suppliers, while verifying whether the future Business Partners and suppliers are trustworthy, and, eventually, whether their operations do not raise doubts about the legality of their activities.

## ZERO TOLERANCE POLICY TOWARDS CRIME

### PRINCIPLES OF CRIME PREVENTION

The Company shall openly reject any criminal activity on the part of the Company, its Persons Responsible and Employees.

The Company shall actively seek to uncover crime that would be committed in connection with its activities. In order to achieve this goal the Company shall create an environment in which it encourages proactive notifications by its current and former Employees, as well as other third parties, of practices occurring in connection with its activities and such that could be classified as a criminal offence (hereinafter referred to as "whistle blowing").

Whistleblowers alerting on crime must be assured maximum confidentiality. Whistle blowing can also be anonymous or on behalf of a group of persons.

The general organizational component in terms of whistle blowing is the Department of Legal Services. Receiving warnings and suggestions in the context of whistle blowing is the primary task of the Compliance Officer and shall be carried out by the Compliance hotline.

### PRINCIPLES OF MONITORING AND CONTROL

The Company is committed to always have complex internal mechanisms in place for detecting crime and other breaches of the law.

The Company shall put special emphasis on the fact that internal checks of compliance with the law are real, consistent and regular.

Company Employees shall cooperate fully within all internal control activities of inspection bodies, especially during internal investigation, internal or external audits and other forms of investigations of criminal activity or other infringements of the law.

Employees are required to refuse any conduct or activity by way of which they might commit a crime, breach the law or the Company's internal standards.



In criminal proceedings Company Employees are obliged to provide the competent authorities with relevant cooperation. In doing so, however, it is vital to observe the principles of protection of information in accordance with this Code.

In connection with the investigation, Company Employees may not withhold, tamper with or fail to communicate relevant information.

Company Employees are required, to the extent possible, to preserve the confidentiality of the investigation.

Refusal or obstruction of cooperation, knowingly providing false information or otherwise misleading internal or external auditors, investigators, the Company's Compliance Officer, the Department of Legal Services or other organizational units of the Company or any public authorities, shall be considered a serious breach of the obligations arising from the relationship between the person and the Company.

## SANCTIONS AND INTERNAL MEASURES

Apart from the obligation to report criminal offences or other violations of the law the Company shall always seek to introduce internal measures as necessary to investigate any violations of the law, determine their causes and apply possible preventive proposals to amend its internal rules, which should avoid repeating the same violations in the future.

In addition to any civil, administrative or criminal-law penalties by public authorities in connection with crimes or other violations of the law on the part of its Employees the Company shall apply appropriate disciplinary and legislative (labour law) measures and sanctions.

Company Employees, who voluntarily refrain from wrongful conduct, make every effort to avoid any adverse consequences of such behaviour, report the conduct in a manner as prescribed by this Code and cooperate fully in the investigation of the infringement, can be exempted from disciplinary and labour law measures and sanctions, taking into account the circumstances of the case.





## THE PROCEDURE ON SUSPICION OF CRIMINAL OR OTHER ILLEGAL ACTIVITIES, EXAMINING POTENTIAL INFRINGEMENTS; INTERNAL INVESTIGATIONS

The main interest of the Company shall be to ensure that every infringement in connection with the Company's activities or illegal status quo are promptly identified, effectively prevented from further existence and that their emergence and circumstances are properly investigated.

Employees are entitled to submit complaints, suggestions, ideas and other submissions to warn of suspicion of crimes, infringement, breach of the Code, acts encouraging corruption or actual corrupt behaviour, personal revenge on colleagues or Business Partners, providing unethical and false information, as well as to propose improvement measures or make any other submissions.

In the event of finding out about infringements or illegal status quo, all Company Employees are required to make every effort, taking into account the particular circumstances of the case, that they may reasonably be required to make, to stop such infringements or illegal status quo and avert the harmful consequences thereof.

Notifications of such crime or other unlawful behaviour or of suspicion of such activity shall be made via the Company's Compliance hotline in a way as explained in the Company's intranet and Internet web sites. For the purpose of such notifications, a mailbox bearing the text "Box Of Trust" (Schránka důvěry) is also available, as well as a special e-mail address and Web Form. The Compliance Officer shall collect such notifications, process the submissions and forward them to be discussed within the Ethics Committee. He/She shall be responsible for the completeness, accuracy and objectivity of the submissions made.

The Ethics Committee shall review and decide on the procedure for processing individual submissions as reported via the Compliance hotline, including suggestions that have been made anonymously. Members of the Ethics Committee and the Compliance Officer shall keep confidential all facts which they learn in connection with their activities as members of the Ethics Committee.

Internal investigation is an effective instrument to enable the Company to investigate the origin and circumstances of infringements. Internal investigation enables the Company to investigate, in a discreet and institutionalized manner, alleged wrongdoing, examine the scope and extent of participation of the persons involved in such actions and take an informed decision on further steps.

Initiation of internal investigation is subject to the consideration and decision of the Ethics Committee, while the investigation itself shall be conducted by the Director of Security. The opening of an internal investigation may be decided upon by the Ethics Committee both based on a submission made via Compliance hotline, and without such a submission on the Ethics Committee's own initiative.

In the case a notification is made directly to a senior Employee, he/she shall receive such notification and inform, without delay, the Compliance Officer about it in person or via the Compliance hotline.

### **THE ETHICS COMMITTEE SHALL PROMPTLY DEAL WITH THE CASE WHILE:**

- It shall shelve the case if it finds the notification to be groundless;
- Otherwise, it shall immediately authorize the Compliance Officer to commence internal investigation.



In the context of internal investigations, the Compliance Officer (or Employees as delegated by him/her, and/or even in cooperation with the notifier) shall examine the very existence of the infringement and subsequently its circumstances, severity and scope, while collecting and documenting all relevant documents and evidence.

The Compliance Officer shall, without undue delay, compile a written report containing the results of the notification and any internal investigations, to be submitted to the Ethics Committee, with annexes including all relevant documents and evidence.

The Compliance Officer shall propose to the Ethics Committee steps that are necessary in respect of the situation, such as filing a criminal complaint or initiating cooperation with the Police of the Czech Republic or with other public authorities. The Ethics Committee shall discuss the proposal and decide on further action.

The Company shall not penalize any person who, in good faith, files a notification of suspected infringement, even if the notified conduct is subsequently proven not to have been illegal.

All persons involved in processing the infringement notification shall maintain maximum confidentiality in relation to the facts and the whistleblower.

Should the findings of internal investigations, when dealt with by the Ethics Committee, reveal any need for the adoption of internal measures, the Compliance Officer shall inform the Company's Board of Directors of this circumstance, while initiating the drafting of a proposal in this regard.





## THE COMPANY'S 10 GOLDEN RULES ON COMPLIANCE

1. **Doing business in a responsible manner in order to ensure sustained growth of the Company in accordance with the law.**
2. **Emphasis on ethical principles, respect for business practices and good morals.**
3. **Efficient and economical operation of the Company while saving resources.**
4. **Environmental protection within all Company activities.**
5. **Transparency of all processes both inside and outside the Company.**
6. **Regular preventive checks on procedures within the Company.**
7. **Open and honest relations with customers, suppliers, Business Partners and third parties.**
8. **Combating corruption in a consistent manner.**
9. **Zero tolerance towards crime.**
10. **An effective notification system and eliminating violations of the Code of Ethics (Compliance hotline).**

