



Polski Koncern Naftowy ORLEN
Spółka Akcyjna

**President of the Management Board
Chief Executive Officer**

**Disposition No 29/2022/DG
of 14 July 2022**

on: introduction of the *Policy for the Prevention of Corruption and Fraud in the ORLEN Group*

In order to protect reputation by ensuring transparency and compliance with the law, internal regulations and ethical standards in force in companies from the ORLEN Group as well as to reduce corruption and fraud risk and improve the security of economic interests of the ORLEN Group, it is hereby ordered as follows:

§ 1

1. The following is hereby introduced to be applied: *Policy for the Prevention of Corruption and Fraud in the ORLEN Group*, which forms Annex 1 to this Disposition, hereinafter referred to as the "Policy".
2. The Policy sets out standards effective in companies from the ORLEN Group as regards the prevention of corruption and fraud.
3. The Policy must be applied in conjunction with generally binding provisions stipulated in legal acts and internal acts in force in companies from the ORLEN Group.
4. Whenever this Disposition and the Policy refer to "companies from the ORLEN Group", it shall mean "PKN ORLEN S.A., companies from the ORLEN Group within the meaning of the Policy, their branches and agencies."

§ 2

1. The Management Board of PKN ORLEN S.A. appoints the Anti-corruption Coordinator from among employees of the Control and Security Office.
2. The Anti-corruption Coordinator at PKN ORLEN S.A.:
 - 1) coordinates cooperation as part of the corruption prevention system in the ORLEN Group,
 - 2) provides the Director of the Control and Security Office of PKN ORLEN S.A., by the 28th of February of each year, with the *Annual Report* on the implementation of the Policy for the previous year, in accordance with Annex 2 to this Policy,

- 3) develops the anti-corruption training programme for the ORLEN Group,
 - 4) organises professional development training in the area of corruption and fraud prevention for anti-corruption coordinators in companies from the ORLEN Group,
 - 5) participates in conducting anti-corruption training to the extent necessary to ensure its correct implementation,
 - 6) holds subject-matter supervision over the development of training and information materials on corruption and fraud prevention at PKN ORLEN S.A.,
 - 7) initiates and assesses proposals for control mechanisms aimed at improving the security of business processes at PKN ORLEN S.A.,
 - 8) updates the anti-corruption clause of PKN ORLEN S.A. and assesses, to that extent, diverging positions reported in the course of business relations with trading partners concerning corruption and fraud prevention,
 - 9) provides consultations for employees of PKN ORLEN S.A. as regards questions and doubts related to corruption and fraud prevention;
 - 10) assesses anti-corruption policies implemented in companies from the ORLEN Group and internal regulations of PKN ORLEN S.A. regarding the prevention of corruption and fraud,
 - 11) modifies the scope of reporting specified in the *Annual Report* in the case of existence of circumstances justifying its update.
3. The Anti-corruption Coordinator in a company from the ORLEN Group:
- 1) Identifies the training needs of a company from the ORLEN Group to the extent covered by the requirements laid down in this Policy, and develops and submits information on identified training needs by the 30th of August of each year to the anti-corruption coordinator of PKN ORLEN S.A. The anti-corruption coordinator in a company from the ORLEN Group which is also the parent company in its capital group shall provide the anti-corruption coordinator of PKN ORLEN S.A. with a collective list of training needs of the relevant capital group,
 - 2) develops a training plan and supervises the compliance of training course implementation with the programme referred to in § 2 (2)(3) of this Disposition,
 - 3) ensures, in collaboration with the anti-corruption coordinator of PKN ORLEN S.A., internal and external communication of a company from the ORLEN Group regarding rules for the prevention of corruption and fraud in the ORLEN Group,
 - 4) provides the anti-corruption coordinator of PKN ORLEN S.A., by the 31st of January of each year, with the *Annual Report* on the implementation of the Policy for the previous year, in accordance with Annex 2 to the Policy,
 - 5) reports special cases of corruption and fraud to the anti-corruption coordinator of PKN ORLEN S.A., regardless of the obligation specified in item 4 above, provided that it is required by the interests of the ORLEN Group,

- 6) coordinates cooperation related to the prevention of corruption and fraud in their own capital group in the ORLEN Group, which is also the parent company,
- 7) provides consultations for employees of a company from the ORLEN Group as regards questions and doubts related to corruption and fraud prevention,
- 8) assesses internal regulations insofar as specified in the Policy, including as regards the application of control mechanisms in business processes,
- 9) reports initiatives aimed at reducing the risk of corruption and fraud to the anti-corruption coordinator of PKN ORLEN S.A.

§ 3

Obligations of the following persons:

- 1) Anti-corruption Coordinator of PKN ORLEN S.A. is under an obligation to prepare informational and training materials regarding corruption and fraud prevention,
- 2) HR Executive Director, in cooperation with the Director of the Control and Security Office, is under an obligation to organise training in PKN ORLEN S.A. regarding the prevention of corruption and fraud, on terms and conditions specified in the Policy,
- 3) Directors responsible for internal and external communications, in cooperation with the Anti-Corruption Coordinator of PKN ORLEN S.A., is under an obligation to immediately publish informational materials presenting the most important rules of the Policy.
- 4) Director of the Control and Security Office is under an obligation to make the anti-corruption clause (hereinafter referred to as "Anti-corruption Clause"), a model of which forms Annex 1 to the Policy, available in the repository of effective clauses in Dok-system, PKN ORLEN S.A. Agreement Module.

§ 4

1. The Director of the Control and Security Office is under an obligation to:
 - 1) submit the Policy to companies from the ORLEN Group in accordance with the *ORLEN Group Security Standard* in order for companies from the ORLEN Group to implement the Policy into effect and, to the necessary extent, introduce provisions to internal documents of companies from the ORLEN Group within 3 months from the date of receipt of this Disposition,
 - 2) inform the Director of the Capital Group Office and chairpersons of Supervisory Boards of companies from the ORLEN Group that the Policy has been provided to the said companies,
 - 3) monitor the implementation process referred to in § 4 (1) (1) hereof and provide information about implementation to the Director of the Capital Group Office.
2. In companies from the ORLEN Group, branches and agencies thereof registered abroad, the Policy shall be implemented in accordance with legal requirements of the country of registration and to the extent appropriate for the specific operations of the company.

3. In connection with the implementation of and compliance with the Policy, the Management Board of a company from the ORLEN Group shall, after consulting the anti-corruption coordinator of PKN ORLEN S.A., appoint the anti-corruption coordinator from among employees of its security department or – where a specific company from the ORLEN Group does not have a separate security department within its organisational structure – other areas of the company from the ORLEN Group which do not implement the processes mentioned in section 5.1 of the Policy. In the case of companies from the ORLEN Group which form their own capital group, it is permitted to appoint a single anti-corruption coordinator for that group of companies. Anti-corruption coordinators appointed in companies from the ORLEN Group on the basis of regulations referred to in § 8 (1) shall continue to perform their functions, unless the company from the ORLEN Group decides otherwise.
4. In a company from the ORLEN Group which does not have a separate security department within its organisational structure, the anti-corruption coordinator shall be directly subordinate to the president of the management board of that company from the ORLEN Group.
5. The anti-corruption coordinator does not perform the function of the coordinator within the meaning of the corporate collective labour agreement.

§ 5

The Director of the Control and Security Office, in cooperation with directors directly subordinate to Members of the Management Board of PKN ORLEN S.A., is under an obligation to review internal regulations under their supervision and adapt them to comply with the provisions laid down in the Policy within 6 months from the effective date of this Disposition.

§ 6

Supervision over compliance with this Disposition shall be exercised by the Director of the Control and Security Office.

§ 7

Responsibility for preparation of a proposal on update of the Policy, in case of circumstances justifying it, shall be borne by the person in charge of the Economic Security Department.

§ 8

1. The following shall be repealed:
 - a) Disposition No 45/2018/DG of 14 November 2018 concerning the introduction of the Anti-corruption Policy in the ORLEN Group, including Annex 1 of 13 October 2021,
 - b) Disposition No. 16/2019/DG of 11 March 2019 concerning the introduction of *Principles for monitoring the security of business processes in PKN ORLEN S.A.*
2. Amendment of the Annexes 1 and 2 to the Policy does not require amending this Disposition. Whenever documents mentioned in the preceding sentence is updated, the Head of the Economic Security Department shall inform all employees of PKN ORLEN S.A. about the amendment of these documents in the manner adopted by PKN ORLEN S.A.

§ 9

1. All employees of PKN ORLEN S.A. with access to the Dok-system are under an obligation to confirm that they have read and understood the provisions hereof and of the Policy for the Prevention of Corruption and Fraud in the ORLEN Group by pressing the “confirm” [“*potwierdź zapoznanie*”], available in the preview of the document.
2. The managers of organisational units are under an obligation to:
 - 1) supervise whether employees referred to in paragraph 1 above have read and understood the provisions hereof and of the Policy in the Dok-system,
 - 2) familiarise employees who do not have access to the Dok-system with the provisions of this Disposition and the Policy,
 - 3) familiarise new employees with the provisions of the Policy before permitting them to commence work.

§ 10

The Disposition shall come into force as of the date of its publication.

**President of the Management Board
Chief Executive Officer**

Daniel Obajtek

Drawn up by: GC
Consulted with: GB, GP, GK, KF, KG, SN, FZ, MK



POLICY

for the prevention of corruption and fraud in the ORLEN Group

PKN ORLEN S.A., as a reliable business entity and business partner that operates in a responsible and transparent manner, which gains its competitive advantage solely due to the quality, price and innovative characters of offered products and services, declares and expects a zero-tolerance approach to any symptoms and cases of corruption and fraud, while also promoting pursuit of activities based on ethical values and compliance with the law and market standards regulating issues related to the prevention of corruption and fraud, on all markets on which companies from the ORLEN Group, their branches and agencies operate.

The Policy for the prevention of corruption and fraud in the ORLEN Group (hereinafter referred to as the “Policy”) was established in order to ensure a fair and transparent model of business activities conducted by the ORLEN Group that guarantees trust, security of economic trade, free competition and value for all stakeholders of the ORLEN Group.

The Policy supplements the provisions laid down in the Code of Ethics of the ORLEN Group, especially as regards building awareness and determining rules of conduct aimed at reducing the risk of corruption and fraud.

Subject to the requirements of local legal regulations regarding the prevention of corruption and fraud, the requirements of this Policy apply to all employees of companies from the ORLEN Group, regardless of the form of cooperation and position held, and to all other stakeholders of companies from the ORLEN Group, especially entities acting on behalf of companies from the ORLEN Group.

Actions incompliant with the Policy may damage the reputation of the company from the ORLEN Group and lead to legal or financial liability of employees, companies or other stakeholders of companies from the ORLEN Group, and to the termination of cooperation and seeking claims related to liability for damage.

1. Objectives of the Policy

- 1.1. The establishment of uniform and consistent rules of conduct for companies from the ORLEN Group, aimed at reducing the risk of corruption and fraud in the course of pursued business activity, especially in relations with public administration representatives and trading partners.

- 1.2. The determination of measures and responsibilities in companies from the ORLEN Group, the implementation of which leads to the reduction of the risk of corruption and fraud.
- 1.3. The improvement of awareness of employees, external representatives and stakeholders of companies from the ORLEN Group to the extent of adopted ethical standards.

2. Definitions and terminology

- 2.1. Terms used in the Policy shall have the following meaning:

public officer	a natural person performing a public function within the meaning assigned to that term in the legal system of the country in which the company from the ORLEN Group conducts its business activity;
ORLEN Group	means PKN ORLEN S.A. and commercial companies being the subsidiaries thereof within the meaning of the International Financial Reporting Standard 10 – Consolidated Financial Statements or another standard applicable in lieu thereof, including their branches and agencies;
conflict of interests	<ol style="list-style-type: none"> 1) mean a situation where a person in a position subject to a conflict of interest assessment at a company from the ORLEN Group, within the meaning of the <i>Policy for the prevention of corruption and fraud in the ORLEN Group</i>, or an external representative of a company from the ORLEN Group makes a decision or wilfully engages in activities on behalf of a company from the ORLEN Group in a manner that brings or may bring undue benefit (financial or personal) to them or entities connected thereto, 2) mean in a situation where the interests of a person in a position subject to conflict of interest assessment at the a company from the ORLEN Group, within the meaning of the <i>Policy for the prevention of corruption and fraud in the ORLEN Group</i>, or an external representative of a company from the ORLEN Group – in connection with connections in law or in fact to another natural or legal person – influence or may influence an assessment of a situation, decisions taken, or performance of entrusted tasks, and the nature of the legal or factual connection raises justified concerns regarding the fairness of that person or external representative;
trading partner	means a natural or legal person or an entity without legal personality;

- 1) being a party to an agreement concluded by a company from the ORLEN Group or performing services for a company from the ORLEN Group based on a placed order,
- 2) with whom the company from the ORLEN Group conducts talks to conclude an agreement or place an order;

corruption	means the act of promising, offering, giving, receiving or soliciting to accept an undue financial or personal benefit, regardless of its value, in breach of the applicable law, as an incentive or reward for a person acting or withholding from acting in connection with the performance of official or professional duties; corruption is one of the examples of fraud;
financial benefit	each good or service the value of which may be expressed as a monetary value. A financial benefit means a benefit for yourself or a third party and may consist in increasing assets (e.g. a loan on preferential terms, gift, winning a public procurement procedure) or reducing liabilities (e.g. avoidance of losses in assets, debt forgiveness), which in each case leads primarily to the satisfaction of a material need;
personal benefit	a non-financial benefit improving the situation of its recipient or satisfying their needs. A personal benefit is a benefit for yourself or a third party and may consist, for example, in promising to accept/receive a job offer or offering a better position at the current place of work;
control mechanisms	actions having an impact on the probability that fraud risk may materialise and the scale of its impact on the activity of the ORLEN Group. Control mechanisms also mean formal, organisational or operating solutions the purpose of which is to prevent or identify cases and symptoms of corruption and fraud;
fraud	an action or omission that constitutes a breach of law, internal regulations or rules effective in companies from the ORLEN Group, as a result of which the person committing that action or omission or entities connected with them gain undue benefits or which results in unjustified losses borne by companies from the ORLEN Group. The gains or losses may be of a financial, material or non-material nature – which also includes personal benefits and reputational losses. Fraud means, in particular, all forms of corruption;

person performing a public function	means, in particular, a public official and other persons indicated in legal regulations of the country in which the company from the ORLEN Group conducts business activity, including members of local government bodies or employees of organisational units managing public funds;
employee	a person employed in the company from the ORLEN Group under an employment contract, regardless of working time specified in the employment contract. For the purposes of this Policy, an employee also means a person providing services for a company from the ORLEN Group under a civil law contract or holding a function in the management or supervisory board of a company from the ORLEN Group on the basis of a resolution on the appointment or a statement of the partner, shareholder of the company;
external representative of a company from the ORLEN Group	each external entity representing a company from the ORLEN Group in contacts with trading partners, suppliers, customers and state or local government institutions as well as each external entity that supports a company from the ORLEN Group in customer acquisition or sells goods, products or services, on behalf of that company; external representatives are persons acting on behalf or in the interest of a company from the ORLEN Group on the basis of a legal transaction.

2.2. Whenever the Policy references rules for:

2.2.1. accepting and giving gifts, it means rules specified in the *Policy for accepting and giving gifts in the ORLEN Group* (hereinafter referred to as: "Gift Policy"),

2.2.2. managing conflicts of interest, it means rules specified in the Policy for managing conflicts of interest in the ORLEN Group (hereinafter referred to as: "Policy for managing conflicts of interest"),

– implemented in companies from the ORLEN Group by means of separate internal regulations.

2.3. On the basis of separate internal regulations, companies from the ORLEN Group carry out processes of trading partner verification as well as accepting and investigating the reports of a breach of law.

3. Prohibited behaviours

3.1. PKN ORLEN S.A. declares and expects a zero-tolerance approach towards any and all symptoms or cases of corruption and fraud that may, in particular, have the form or character specified in section 3 of this Policy.

3.2. It is prohibited to commit **bribery**, understood as demanding, accepting or promising a financial or personal benefit and granting or promising to grant a financial or personal benefit in return for abusing powers or failing to

discharge obligations, which may cause a financial loss to a company from the ORLEN Group or which constitutes an act of unfair competition or an unacceptable preferential act to the benefit of a buyer or recipient of goods, a service or a performance. The above does not apply to accepting and giving permitted gifts, in accordance with the rules specified in the Gift Policy.

- 3.3. It is prohibited to commit **bribery**, understood as granting or promising a financial or personal benefit to a person performing a public function in connection with the performance of that function. It is also prohibited to take actions aimed at soliciting a person who performs a public function to infringe legal provisions or grant or promise to grant the said person a material or personal benefit for breaching the law. The above does not apply to accepting and giving permitted gifts, in accordance with the rules specified in the Gift Policy.
- 3.4. It is prohibited to commit **influence peddling in business activity**, understood as alluding to influence and position in companies from the ORLEN Group or suggesting to another person or strengthening their belief that such influence may be exerted, and undertaking to act as an intermediary to arrange any matter in return for a financial or personal benefit or a promise thereof.
- 3.5. It is prohibited to commit **influence peddling in public administration**, understood as granting or promising to grant a financial or personal benefit in return for acting as an intermediary in arranging a matter in a state institution, local and regional government institution, international or national organisation or in a foreign organisational unit managing public funds, consisting in unlawful exertion of influence on a decision, action or omission to act by a person performing a public function, in connection with the performance of that function.
- 3.6. It is prohibited to commit tender interference in order to obtain a financial or personal benefit, prevent or hinder a tender or procurement procedure or enter into an agreement with another person acting to the detriment of the owner of property or a person or institution for whom the tender or procurement procedure is conducted. It is also prohibited, in connection with a tender or procurement procedure, to disseminate information or conceal significant circumstances of importance to the conclusion of a contract being the subject of a tender or procurement procedure or to enter into an agreement with another person acting to the detriment of the owner of property or a person or an institution for whom a tender or procurement procedure is conducted.
- 3.7. It is prohibited to commit **sports corruption**, understood as demanding, accepting or promising a financial or personal benefit and granting or promising to grant a financial or personal benefit in return for unfair behaviour that may affect the result or progress of sports competition organised by a sports federation or an entity operating on the basis of an agreement concluded with that federation, or an entity operating under its authorisation.
- 3.8. It is prohibited to **keep inaccurate financial documentation**, understood as material damage caused to a company from the ORLEN Group by not

keeping records of business activity or keeping inaccurate or false records, especially by destroying, deleting, hiding or falsifying documents concerning business activities pursued by companies from the ORLEN Group.

- 3.9. It is prohibited to **act to the detriment of resources of a company from the ORLEN Group**, understood as theft, misappropriation, destruction or any use of resources of companies from the ORLEN Group that is contrary to the provisions of law, internal regulations or intended use of these resources.
- 3.10. It is prohibited to **commit cronyism and nepotism**, understood as abuse of a held function or mutual support by representatives of the same group, e.g. due to a familial relationship, intimacy or membership in the same political, religious, trade, ethnical organisation, etc. in order to obtain financial or personal benefits, on the basis of acquaintance rather than substantive grounds specified in the regulations in force in companies from the ORLEN Group.
- 3.11. It is prohibited to **make contributions to political parties**, understood as payment made by companies from the ORLEN Group to national or foreign political parties or movements, or supporters thereof, regardless of their form.
- 3.12. It is prohibited to **exert pressure or influence**, which means that the actions of companies from the ORLEN Group related to sponsorships, barter and donations cannot take the form of exerting pressure or influence on the decision-making process of the beneficiary.
- 3.13. It is prohibited to take any other actions prohibited by generally applicable laws, including but not limited to scams, document forgery, perjury.
- 3.14. Actions of an entity aimed at the performance of provisions laid down in this Policy cannot give rise to negative consequences from a company from the ORLEN Group, if as a result of conduct compliant with the Policy the said entity failed, in particular, to acquire or retain a customer, sell a product or service, achieve an objective or otherwise create economic or reputational gain for the ORLEN Group.
- 3.15. In the case of any doubts regarding the aforementioned prohibited behaviours, it is necessary to promptly contact your immediate supervisor or the anti-corruption coordinator in the company from the ORLEN Group.

4. Obligations of management boards, employees and external representatives of companies from the ORLEN Group

- 4.1. Management boards of companies from the ORLEN Group are under an obligation to:
 - 4.1.1. implement the Policy and improve the effectiveness of formal and organisational solutions aimed at reducing the risk of corruption and fraud, and to present and promote fair and transparent rules of conduct,
 - 4.1.2. monitor and identify risks of corruption and fraud in business processes, especially by supervising the application of control mechanisms in business processes under supervision,

- 4.1.3. ensure transparency in contacts with contracting parties and public administration, insofar as it does not breach business secrecy,
 - 4.1.4. provide support, cooperate and participate in the exchange of information within the ORLEN Group regarding risks related to corruption and fraud,
 - 4.1.5. ensure communication and training to raise awareness among employees, external representatives and trading partners of companies from the ORLEN Group as regards the prevention of corruption and fraud.
- 4.2. Employees and external representatives of companies from the ORLEN Group are under an obligation to:
- 4.2.1. comply with the rules laid down in this Policy, including to avoid prohibited behaviours, and in the event of obtaining information or a suspicion that the said behaviours were committed – to report them to their supervisors, either in person or anonymously via channels for reporting breaches of law in companies from the ORLEN Group, including to the Control and Security Office of PKN ORLEN S.A.,
 - 4.2.2. comply with legal requirements in force in all countries in which companies from the ORLEN Group conduct their business activities,
 - 4.2.3. comply with ethical standards adopted in companies from the ORLEN Group and avoid conflicts of interest in all undertaken activities, especially in economic transactions with natural persons, trading parties, public institutions and community-based organisations,
 - 4.2.4. use anti-corruption clauses and declarations confirming the compliance of anti-corruption and ethical standards adopted by trading partners with the requirements of companies from the ORLEN Group in relations with trading partners,
 - 4.2.5. use control mechanisms and ensure the transparency of processes mentioned in section 5.1 hereof.
- 4.3. In business processes in which employees or external representatives of companies from the ORLEN Group have or may have influence over the choice made by the trading partner as a result of decisions made or opinions issued, it is necessary to observe the rules regarding:
- 4.3.1. equal access of trading partners to information on conducted activities,
 - 4.3.2. restricted access of unauthorised persons to information on conducted activities,
 - 4.3.3. the prevention of undue financial or personal benefits,
 - 4.3.4. the exercise of due diligence in the performance of business activities.
 - 4.3.5. exclusion from activities in a situation where there may be a potential conflict of interests.
- 4.4. Process owners are responsible for coordination as well as accurate and timely assessment (testing) of control mechanisms aimed at reducing corruption and fraud in specific business processes.

5. Control mechanisms in the business processes of PKN ORLEN S.A.

- 5.1. Control mechanisms are used in all business processes in which the risk of corruption and fraud has been identified, including:
 - 5.1.1. wholesale and retail purchase and sale of materials, goods, products and services,
 - 5.1.2. investment processes,
 - 5.1.3. processes related to sponsorship, marketing, advertising, lease, franchise, acquisition, gratuitous transfer, donation and rental of assets,
 - 5.1.4. mergers and acquisitions,
 - 5.1.5. financial processes,
 - 5.1.6. payroll and HR processes,
 - 5.1.7. information security management processes,
 - 5.1.8. investor relation management processes,
 - 5.1.9. cooperation with public administration and audit authorities,
 - 5.1.10. audit and control operations,
 - 5.1.11. consulting services,
 - 5.1.12. trading partner verification processes,
 - 5.1.13. entry into agreements and amendment thereof.
- 5.2. It is recommended not to enter into economic relations with trading partners as part of business activity, if:
 - 5.2.1. reliable information has been obtained indicating that the trading partner may have acted in a way that is in breach of legal requirements, in particular if information has been obtained that the trading partner or a person performing functions in its bodies or holding a managerial position in the trading partner's company was convicted for offences specified in Articles 228 to 230a and Article 250a of the Penal Code, Articles 46 to 48 of the Act of 25 June 2010 on Sport or Article 54.1 to 54.4 of the Act of 12 May 2011 on the Reimbursement for Medications, Foodstuffs Intended for Particular Nutritional Uses and Medical Devices by mean of a legal judgement,
 - 5.2.2. the trading partner refuses to sign an anti-corruption clause or proposes anti-corruption provisions that are not acceptable to the anti-corruption coordinator of PKN ORLEN S.A.
- 5.3. When assessing corruption risk, the following circumstances are taken into consideration:
 - 5.3.1. business relations pertain to a trading partner from a country with a high corruption perceptions index published, for example, by Transparency International (www.transparency.org),
 - 5.3.2. persons holding positions in the governing bodies of the trading partner are linked to politically exposed persons within the meaning of

- regulations concerning the prevention of money laundering and terrorism financing,
- 5.3.3. the trading partner demands the adoption of non-standard contractual provisions, terms or conditions or payment terms;
 - 5.3.4. there are other symptoms indicating the existence of the risk of corruption or fraud in connection with the trading partner.
- 5.4. The decision on cooperation between PKN ORLEN S.A. and a trading partner not recommended due to anti-corruption reasons is made by the business process owner, with the exclusion of proceedings conducted on the basis of provisions regulating public procurement contracts and having regard to the provisions of competition protection law and energy law.
 - 5.5. Agreements with trading partners shall include an anti-corruption clause that includes, *inter alia*, anti-corruption standards applicable to each of the parties to the agreement and information on methods for reporting breaches of law in connection with the conclusion and performance of the agreement adopted by the parties to that agreement.
 - 5.6. The anti-corruption clause shall not be used in agreements between companies from the ORLEN Group and in personnel agreements concluded by PKN ORLEN S.A. in connection with the hiring of employees.
 - 5.7. In the case of establishment of relations with a trading partner, in business processes referred to in section 5.1 of this Policy as a result of which it is planned to conclude an agreement with an estimated value higher than PLN 500 thousand or an equivalent thereof in another currency determined according to the exchange rate of the National Bank of Poland, the person responsible for the relevant procedure in PKN ORLEN S.A. is under an obligation to apply to the Control and Security Office of PKN ORLEN S.A. for the assignment of an economic security expert. The detailed rules regarding the participation of the economic security expert in procedures are laid down in separate internal regulations, including the *Procurement Instruction in PKN ORLEN S.A.*
 - 5.8. The trading partner selection process, contents of the agreement and its amendment must be documented in electronic form, in available information technology systems of the company from the ORLEN Group, to the extent ensuring the documentation of the course of the assessment and decision-making process.
 - 5.9. Each obligation agreement concluded by PKN ORLEN S.A. must be assigned an agreement manager within the meaning of a separate internal regulation on the introduction of the "Instruction for the preparation, registration, assessment, acceptance, execution and archiving of Agreements concluded by Polski Koncern Naftowy ORLEN Spółka Akcyjna".
 - 5.10. Agreements must not be concluded and powers of attorney under these agreements must not be granted to entities whose participation in business processes implemented by them may cause a justified suspicion of bias or other financial, economic or personal interest, other than the

interest of PKN ORLEN S.A. In the case of already concluded agreements, the obligation to verify the entity for representation of PKN ORLEN S.A. rests with the business area responsible for the relevant process covered by the signed agreement.

- 5.11. PKN ORLEN S.A. keeps electronic registers of granted powers of attorney, commercial agreements and trading partners.
- 5.12. PKN ORLEN S.A. implements and maintains uniform rules and internal regulations regarding taxes, accounting, debt enforcement, asset management, customer service, internal control and information security, cooperation with control authorities of public administration and document flow that are compliant with the law and applicable standards.
- 5.13. PKN ORLEN S.A. implements and maintains uniform rules and internal regulations concerning the division of responsibilities between organisational units and human resources management, including the determination of rules for recruitment and the scope of obligations of employees.
- 5.14. PKN ORLEN S.A. enables the reporting of breaches of law and the protection of individuals reporting these breaches against retaliatory actions. At least one channel for reporting breaches of law must ensure the ability to submit the report anonymously and the confidentiality of data identifying the individual reporting a breach in cases where reports are not submitted anonymously, in accordance with a separate internal regulation.
- 5.15. The management and individuals participating in business processes that lead to the selection of a trading partner in PKN ORLEN S.A. are under an obligation to submit statements on legal or factual connections that may raise justified doubts as to their impartiality, in accordance with the rules laid down in the *Conflict of Interest Management Policy* or other internal regulations.
- 5.16. The giving and acceptance of gifts in PKN ORLEN S.A. is permitted on terms and conditions specified in the Gift Policy.
- 5.17. When participating in merger and acquisition projects, PKN ORLEN S.A. conducts an audit in terms of the risk connected with taking over responsibility for cases of a breach of regulations concerning the prevention of corruption and fraud, and the results of risk analysis based on findings made during that audit must be included in the decision-making process and in formulating contractual clauses the purpose of which is to limit the liability of PKN ORLEN S.A. for the violation of corruption and fraud regulations.
- 5.18. The cases of suspected corruption and fraud are investigated in accordance with the rules for conducting verification or control procedures adopted by PKN ORLEN S.A.
- 5.19. Subject to the specific nature of activities pursued by companies from the ORLEN Group, control mechanisms in companies from the ORLEN Group are implemented, monitored and updated having regard to the results of the analysis of risk for the area of preventing corruption and fraud in business processes and findings from audits and controls which identified cases of corruption and fraud. The specific nature of activities pursued by companies

from the ORLEN Group may result from its formal and legal status envisaged for companies being a warehouse system operator or distribution system operator on the basis of energy law, the *Compliance Programme* in force at the company and other legal regulations specifying the rules of independence and neutrality of a warehouse system operator or distribution system operator.

6. Communication, Training and Reporting

- 6.1. In order to ensure an appropriate level of awareness of stakeholders of the Policy, the main assumptions of the Policy shall be published in internal media and on websites of companies from the ORLEN Group.
- 6.2. Employees and external representatives of companies from the ORLEN Group shall have access to mandatory corruption and fraud prevention training.
- 6.3. Corruption and fraud prevention training is mandatory for all employees of companies from the ORLEN Group and held regularly every two years. Training may be held in the form of e-learning.
- 6.4. The corruption and fraud prevention training programme shall be developed by the Anti-Corruption Coordinator of PKN ORLEN S.A.
- 6.5. The exchange of information between companies from the ORLEN Group to the extent regulated by this Policy cannot be in breach of requirements laid down in the provisions of law and internal regulations of the ORLEN Group concerning the protection of personal data, trade secrets and business secrets.

7. Final Provisions

- 7.1. The Control and Security Office of PKN ORLEN S.A. shall implement business objectives of PKN ORLEN S.A. and the entire ORLEN Group, cooperate with law enforcement authorities and ensures the security of companies from the ORLEN Group to the extent of preventing and identifying corruption and fraud, and assesses the compliance of actions taken by employees with the applicable laws and internal regulations.
- 7.2. This Policy shall apply accordingly in companies from the ORLEN Group registered abroad, to the extent compliant with legal requirements of the country of registration and international law.
- 7.3. The Policy shall be subject to review and update every two years, which shall be conducted by the Economic Security Department.

ANTI-CORRUPTION CLAUSE

1. Each of the Parties certifies that, in connection with performance hereof, it shall exercise due diligence and shall comply with all legal provisions applicable to the Parties as regards the prevention of corruption, issued by competent authorities in Poland and in the territory of the European Union, both directly and while acting through business entities controlled by or affiliated with the Parties.
2. Each Party declares that it has implemented procedures for the prevention of corruption and conflict of interests, and in the period of the last three years members of managing, control or supervisory bodies or representatives of the Parties have not been convicted by a final judgement for a corruption offence.
3. Each of the Parties additionally certifies that, in connection with performance hereof, they shall comply with all requirements and internal regulations applicable to the Parties as regards standards of ethical conduct, prevention of corruption, settlement of transactions, costs and expenses in compliance with the law, conflict of interests, giving and accepting gifts and anonymous reporting and clarification of irregularities, both directly and while acting through business entities controlled by or affiliated with the Parties.
4. The Parties guarantee that, in connection with the conclusion and performance hereof, neither of the Parties and none of their owners, shareholders, stockholders, members of the management board, directors, employees, subcontractors and no other person acting on their behalf have made, proposed, promised to make or will propose to make or authorise any payment or another transfer constituting a financial benefit or any other benefit, either directly or indirectly, to any of the following:
 - (i) any member of the management board, director or another employee or agent of a Party or any business entity controlled by or affiliated with the Parties,
 - (ii) a public official understood as a natural person performing a public function within the meaning granted to this term in the legal system of a country in which the present Agreement is performed or in which registered offices of the Parties or any business entity controlled by or affiliated with the Parties are located;
 - (iii) any political party, member of a political party or candidate for a post in a state office;
 - (iv) any agent or intermediary in exchange for payment to any of the aforementioned; and
 - (v) any other person or entity – in order to obtain their decision, influence, or actions which may result in any privilege inconsistent with the law or for any other improper purpose, if the said action is or would be in breach of legal provisions on the prevention of corruption, issued by competent authorities in Poland and in the territory of the European Union, both directly and while acting through business entities controlled by or affiliated with the Parties.
5. The Parties are under an obligation to immediately inform each other about each and every case of a breach of provisions laid down in this anti-corruption clause. At a written request of one of the Parties, the other Party shall provide information and answers to justified questions concerning the performance of this Agreement, to the extent compliant with the provisions of this anti-corruption clause.
6. Each of the Parties certifies that during the period of performance of this Agreement, it shall enable each person acting in good faith to report breaches of law via electronic mail to the address: naruszenieprawa@orlen.pl or by phone: +48 800 322 323 – without caller identification.

7. In case where it is suspected that corrupt actions may have been committed in connection with or for the purpose of performance of this Agreement by any representatives of any Party, the Parties shall cooperate in good faith to clarify the circumstances pertaining to potential corrupt actions.

**ANNUAL REPORT
on the implementation of the “Policy for the prevention of
corruption and fraud
in the ORLEN Group”**

1.	The number of cases of prohibited behaviours mentioned in the Policy, identified in a company from the Capital Group/the ORLEN Group*:	
2.	The number of reported breaches of law in a company from the ORLEN Group/the ORLEN Group*: – including anonymous reports:	
3.	The number of cases referred to law enforcement authorities in a company from the ORLEN Group/the ORLEN Group*:	
4.	The number of cases concerning fraud transferred to other organisational units of a company from the ORLEN Group/the ORLEN Group*:	
5.	The number of individuals who reported a breach of law, provided protection in a company from the ORLEN Group/the ORLEN Group*:	
6.	The number of identified undisclosed conflicts of interests in a company from the ORLEN Group/the ORLEN Group*:	
7.	The number of registered gifts accepted by a company from the ORLEN Group/the ORLEN Group*:	
8.	The number of registered gifts given by a company from the ORLEN Group/the ORLEN Group*:	
9.	The number of controls conducted in connection with a suspicion of corruption, fraud or a conflict of interests:	
10.	The number of controls that confirmed cases of corruption fraud or activity as part of a conflict of interests:	

* leave items in as appropriate.