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# **ANTI-CORRUPTION POLICY**

## **CENTURIA S.A.**

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## **§ 1. Introduction**

Centuria S.A. is fully committed to fighting corruption. For CENTURIA S.A., honesty, transparency and accountability are core values that form the foundation of the organizational culture. Any manifestation of corruption is unacceptable and will be fought. The Management Board of Centuria S.A. expects all its associates and business partners (customers, suppliers) to be familiar with and apply the principles contained in the Anti-Corruption Policy.

## **§ 2. Definition**

- 1) Management Office - is an organizational unit in the Company that supports the work of the Management Board
- 2) Contractor - an entity working with the Company under any civil law contract.
- 3) Corruption - offering, giving, requesting or accepting any undue financial or personal benefit in exchange for an act or failure to act in connection with the performance of a function.
- 4) Bribery - giving or promising to give a financial or personal benefit to a person performing a public function in connection with the performance of that function.
- 5) Material benefit - any income, material object, service, profit or other material value.
- 6) Personal benefit - a non-material benefit that improves the situation of the person who gains it.
- 7) Managerial venality - requesting or accepting a benefit by a person in charge of or employed by CENTURIA S.A. in exchange for abuse of authority or failure to perform a duty, which in particular may cause CENTURIA S.A. property damage.
- 8) Managerial bribery - giving or promising to give an advantage to a person related to CENTURIA S.A. to achieve unfair benefits.
- 9) Company - Centuria S.A.
- 10) Management Board - the Management Board of CENTURIA S.A.
- 11) Associate - a member of the Centuria S.A. team; persons providing work on a basis other than employment.
- 12) Policy - this document.

## **§ 3. Rules of conduct for Associates**

1. The Company does not consent to any form of Bribery or Corruption, or to any behavior that may be perceived as such.
2. The rules prohibit offering, promising or rewarding in kind or in cash a government official or other persons (Material or Personal benefits). This is to prevent these persons - after receiving the aforementioned benefits - from making decisions favorable to the Company or its Contractors. The above-mentioned activities may also not be carried out through third parties.

3. It is forbidden to accept anything in kind or cash from a person who is, or may be perceived to be, interested in exerting specific pressure on the Company or Contractors.

#### **§ 4. Responsibilities of Associates**

Each Associate is specifically obliged to:

- 1) to know and apply the Policy;
- 2) to be familiar with and comply with the provisions on crimes related to anti-corruption, i.e. in particular, but not exclusively, Article 229 of the Penal Code, Article 296a of the Penal Code, Article 299 of the Penal Code;
- 3) seek assistance from a supervisor or the Management Board if there is any ambiguity or doubt about how to apply the Policy and other anti-corruption rules;
- 4) not to take any action that could be considered corrupt;
- 5) refrain from offering, promising or giving bribes and other benefits to influence the decisions or actions of third parties;
- 6) prevent behavior that could be considered Managerial venality or Managerial bribery;
- 7) avoid conflicts of interest and report situations that may lead to them;
- 8) participate in anti-corruption training organized by the Company;
- 9) apply the principle of "many pairs of eyes" in the decision-making process and execution of tasks;
- 10) ensure transparency and documentation of all relevant decisions;
- 11) respond responsibly and without delay to detected irregularities. It is particularly important to document and report to your supervisor all business contacts where there is a risk of Corruption or Bribery, such as:
  - giving bribes,
  - acceptance of bribes,
  - accepting or agreeing to a bribe,
  - initiating bribe-taking activities,
  - undertaking or participating in an attempted Bribery.

#### **§ 5. Gifts and donations**

1. All sponsorships, donations, or other forms of support must be approved in advance by the Company's Management Board.
2. Associates are not allowed to accept gifts with a value of more than 100 euros or other special benefits from third parties. Acceptance of a gift or benefit with a value of more than 100 euros or several gifts with a value of more than 100 euros will be possible only with the approval of the Management Board Office.

3. An Associate is obliged to inform his/her supervisor if he/she receives a gift or benefit worth more than 25 euros.
4. Associates should use common sense. Before accepting a gift of more than nominal value, Associates should consult with their supervisor or the Management Board.
5. Associates are required to inform their supervisor or the Management Board of any corruption proposal received, any costly gift received, or any favor provided to the Contractor.
6. Associates are not allowed to give gifts of more than nominal value to Contractors. The Company avoids situations in which the acceptance of gifts by Contractors' associates could be perceived as an attempt to influence them in exchange for some benefit.

### **§ 6. Gift Rules**

1. No one should be pressured to accept a gift.
2. Monetary gifts should not be given.
3. Reasonable small gifts and small gestures of hospitality are permitted if they do not make the recipient feel obligated to anything and can similarly reciprocate.
4. In business contacts, it is permissible to provide meals, snacks and drinks, entertainment, as long as:
  - 4.1. such practice does not violate any laws, regulations or norms of behavior of the recipient's organization.
  - 4.2. business courtesies are in line with practices in the relevant market, are not shown too often, and their expressions are not costly (within reason).
5. It is permissible to invite to official, promoted or organized by the Company events (conferences, thematic meetings) for a larger group of Contractors.
6. In the case of an event addressed to individual Contractors, it is necessary to inform the supervisor ("two pairs of eyes principle") and ensure that it does not give rise to any return obligation.

### **§ 7. Public procurement**

The Company complies with the Public Procurement Law, and in particular:

- 1) it does not try to influence decision-makers by giving them gifts, promising them Personal benefits, and giving them Material benefits,
- 2) states in its offer such substantive conditions that it is able to meet,
- 3) honestly presents achievements and experience in its offer,
- 4) does not take actions that discredit competitors.

#### **§ 8. Reporting violations of regulations or the Policy by Associates**

1. The Company's Associate may report violation of this Policy in accordance with the communication channels currently in force within the Company.
2. The Company shall protect the identity of the Associate reporting the violation indicated in item 1 above.
3. The investigation of the violations indicated in item 1 above shall be conducted by persons designated by the Management Board for this purpose. The Associate's personal data shall not be disclosed to unauthorized persons, except with the express consent of the Associate. The Associate may be informed of the result of the investigation.

#### **§ 9. Reporting violations of regulations or the Policy by Contractors**

1. The Company's Contractor may report violation of this Policy in accordance with the communication channels currently in force within the Company.
2. The Company shall protect the identity of the Contractor reporting the violation indicated in item 1 above.
3. The investigation of the violations indicated in item 1 above shall be conducted by persons designated by the Management Board for this purpose. The Contractor's personal data shall not be disclosed to unauthorized persons, except with the express consent of the Contractor. The Contractor may be informed of the result of the investigation.

#### **§ 10. Internal control**

1. The Company has implemented an internal control system to monitor the implementation and application of the Policy.
2. The Company may randomly inspect the actions of Associates for compliance with the Policy.
3. If there is any doubt as to whether an Associate's action follows the Policy, the Company may restrict access to data, inspect documents or conduct an explanatory interview with the Associate. The Associate will be informed of such proceedings by his/her direct supervisor.

#### **§ 11. Symptoms that may indicate corrupt activities and principles of response**

1. Associates are required to pay attention to and report behaviors that indicate a risk of Corruption. Examples of behaviors that may indicate corrupt activities include:
  - 1.1. avoidance of internal controls,
  - 1.2. unusual actions and behaviors of the Associate,
  - 1.3. abuse of position,
  - 1.4. hiring and promoting relatives and friends, contrary to the referral program,
  - 1.5. abuse of Company funds,
  - 1.6. sudden improvement of the Company Associate's financial situation,

- 1.7. hiding information about transactions, business contacts,
- 1.8. failure to comply with the Company's internal procedures.
2. In case of reasonable suspicion of Corruption, the immediate supervisor shall take immediate protective measures, such as:
  - 2.1. taking away from the Associate matters or tasks that raise doubts about the honesty of the action,
  - 2.2. withdrawal of access to documentation,
  - 2.3. securing the workplace and tools (computer, telephone, other).

### **§ 12. Communication and Training**

Associates are required to participate in training on the application of the Policy. The Company shall provide Associates with access to the current version of the Policy and legal regulations.

### **§ 13. Monitoring and evaluation of effectiveness**

The effectiveness of the Policy is subject to periodic evaluation based on, among other things, the number of reported/suspected corruption incidents, and the results of the analysis are used to update the Policy.

### **§ 14. Consequences of violating the Policy**

1. Violation of the Policy and relevant anti-corruption laws by an Associate may result in the Company applying negative consequences, including termination of the cooperation agreement.
2. Violation of the Policy and relevant anti-corruption laws by Contractors may result in termination of cooperation with such a Contractor. In the case of corruption incidents caused by business partners (customers, suppliers), this may result in termination of the cooperation agreement or provision of services.

### **§ 15. Final Information**

The Policy is made available to Associates in the Company's internal resources, and to Contractors in a manner specified by the Company, enabling them to familiarize themselves with its content. Information about the Policy may also be published in the Company's publicly available communication channels, including its website.

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*Maciej Kalkowski*  
CEO

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Vice-president

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*Marcin Migacz*  
Vice-president