

## ANTI-CORRUPTION CODE OF CONDUCT IN P4 GROUP COMPANIES

### Recitals

Considering that the P4 Group performs its business in a transparent, responsible manner and in accordance with the highest ethical and legal standards, and that knowledge of anti-corruption laws and compliance with the principles and rules set out in the Code of Ethics by all Employees is a prerequisite for protecting the reputation and safety of the P4 Group, this Anti-Corruption Code of Conduct has been established.

### § 1 Definitions

For the purposes of the Anti-Corruption Code of Conduct, the following terms and definitions contained herein have the meanings provided below:

**Compliance Officer** – the person ensuring compliance of the operations of the P4 Group with legal regulations, norms or sets of recommendations to prevent any financial losses or damage to the reputation of the P4 Group.

**Business Day** – any day from Monday to Friday, excluding statutory holidays.

**Public Official** - an official or employee of public administration authorities, official or employee in the structure of public international organisations (e.g. European Union bodies) who has been elected or appointed to hold public office in legislative (e.g. Members of Parliament, Senators) or executive (e.g. Minister) bodies, or working in judicial authorities (e.g. judges, court registrars).

**P4 Group** – The Play Group (P4 Group) is a capital group consisting of P4 sp. z o.o. and its subsidiaries, with P4 sp. z o.o. as the parent company, established and operating under Polish law, with its registered office in Warsaw at 1 Wyalazek St. The structure of the Play Group (P4 Group) is published at: <https://ir.play.pl/pl/struktura>.

**Management** - members of the Management Board and members of Supervisory Boards of P4 Group companies.

**Anti-Corruption Code of Conduct** - this Anti-Corruption Code of Conduct.

**Code of Ethics** - PLAY Code of Conduct published on: CODE OF ETHICAL CONDUCT (play.pl)

**Corruption** - offering, promising, giving, demanding or accepting, directly or indirectly, any Financial or Personal Benefit, for oneself or for a third party, as well as accepting any proposal

or promise in consideration for an act or omission to act in performance of any official activity (in holding public office or in the course of business activities).

**Financial Benefit** - items or actions which give rise to any undue or unwarranted gains of financial nature, the value of which can be expressed in money, for oneself or for a third party, including, in particular, meals, gifts, invitations to events, donations, debt release or winning a tender.

**Personal Benefit** - any undue or unwarranted gain of non-financial nature improving the standing of a person or other persons related to him or her, e.g. a promise of employment of a particular person or promotion of the person closest to him or her, foreign scholarship, award of a decoration or sexual contacts.

**Cronyism** - supporting persons who do not have appropriate skills or qualifications, abusing the position held by favouring persons related to a given person through social connections.

**Nepotism** - abusing the position held by supporting relatives. One of the determinants of nepotism is direct professional subordination.

**Person holding public office** - a public officer, member of a local government authority or another public administration authority, person employed in an organisational unit using public funds, unless he or she provides services only, and any other person, whose rights and duties with respect to public activities are stipulated or recognised by a legal act or international agreement binding upon the Republic of Poland.

**Business Partner** - an individual performing business activities or a company or partnership acting as:

- a contractor, including a supplier, service provider or recipient of products or services of P4 Group companies,
- a representative of a P4 Group company in its relations with contractors or state authorities, e.g. a consultant, tax advisor, law firm,
- intermediary that supports a P4 Group company in acquiring contractors or sells products or services on behalf of a P4 Group company.

**Misconduct Reporting Procedure** - procedure for accepting and processing reports of violation, misconduct and fraud in P4 Group companies.

**Employee** - the management and any person employed by the P4 Group under an employment contract or cooperating with the P4 Group under another contract.

**Chief Executive Officer** - the Chief Executive Officer of P4 sp. z o.o., with its registered office in Warsaw.

**Supervisor** - the person supervising the Employee, except for the Management. For the Compliance Officer, the superior is the Chief Executive Officer.

**Company** - means P4 sp. z o.o., with its registered office in Warsaw.

**PlayDocs System** - means the electronic system of reviewing and archiving contracts used in certain P4 Group companies.

## § 2

### **Purpose of the Anti-Corruption Code of Conduct**

1. The purpose of the Anti-Corruption Code of Conduct is to limit and eliminate the risk of Corruption in the operations of the P4 Group companies in any aspect of their operations, in accordance with the “zero tolerance for Corruption” principle.
2. The Anti-Corruption Code of Conduct is addressed to all Employees and Business Partners and applies to all levels of the organizational structure.
3. Provisions of the Anti-Corruption Code of Conduct apply accordingly to persons cooperating with the Company under civil law contracts (among others, under a contract of mandate, contract for specific work, contract for services, management contract, contract for the post-graduate internship), including persons performing business activities (entrepreneurs).

### **§ 3**

#### **Types and forms of Corruption**

1. Employees and Business Partners are guided in their relations with each other by the values described in the Code of Ethics and this Anti-Corruption Code of Conduct.
2. The following types and forms of Corruption serve as examples only and are not exhaustive:
  - a) Business corruption in public transactions - occurs when the party accepting a Financial Benefit or Personal Benefit is a Person holding public office or person employed in a wholly-public entity (e.g. in a company wholly owned by the State Treasury or in a state-owned entity) and any person may be the giving party.
  - b) Business corruption in private transactions - occurs when the party accepting a Financial Benefit or Personal Benefit is a person associated with a wholly-private entity and any person may be the giving party.
  - c) Business corruption in public and private transactions - occurs when the party accepting a Financial Benefit or Personal Benefit is a person associated with an entity with a mixed ownership structure (e.g. a company with a majority or minority shareholding of the State Treasury) and any person may be the giving party.
  - d) Official corruption - concerns the conduct of a Person holding public office in the Republic of Poland (the Person holding public office in the Republic of Poland is the party accepting a Financial Benefit or Personal Benefit or a promise to provide the same) and of a Person holding public office in other countries and international organisations (the Person holding public office in a foreign country or a Public Official of an international organisation is the party accepting a Financial Benefit or Personal Benefit or a promise to provide the same).

- e) Management corruption - concerns the conduct of a person accepting a Financial Benefit or Personal Benefit or a promise to provide the same in exchange for which the accepting person exerts specific influence on his/her own or another person's business activities.
- f) Corruption in a public tender procedure - is one of examples of Corruption. It consists in preventing or impeding the holding of a public tender procedure or entering into agreement with another person so that the perpetrator would obtain a Financial Benefit. It may also consist in disseminating information or concealing material circumstances relevant for entering into a contract being the object of a public tender procedure.
- g) Influence peddling ("using one's influence") - is one of examples of Corruption. It consists in undertaking intermediation in dealing with a state or local government institution, international or national organisation or foreign organisation having public funds at its disposal in exchange for a Financial Benefit, Personal Benefit or a promise to receive the same. The perpetrator uses his or her influence or induces in the person concerned a belief in the existence of such influence or confirms such belief of the person concerned. Any person may be the perpetrator.
- h) Active influence peddling ("trading in influence") - is one of examples of Corruption. It consists in giving or promising to give a Financial Benefit or Personal Benefit to an intermediary in exchange for intermediation in dealing with a state or local government institution, international or national organisation or foreign organisation having public funds at its disposal. Intermediation consists in exerting illegal influence on a decision, act or omission of a Person holding public office. The aim of the perpetrator is to make payment to the intermediary, not necessarily to the Person holding public office. Any person may be the perpetrator.
- i) Active bribery - is an example of official Corruption and management Corruption in public, private as well as public and private transactions. It consists in offering, giving and promising to give any Financial Benefit or Personal Benefit in exchange for assistance in accomplishment of the other party's purpose.
- j) Passive bribery - is an example of official and management Corruption in public, private as well as public and private transactions. It consists in requesting or accepting any Financial Benefit or Personal Benefit in exchange for assistance provided to the other party in accomplishment of that other party's intended purpose.

#### **§ 4**

#### **Rules of procedure**

1. Any direct and indirect types and forms of Corruption in the operations of the P4 Group companies are prohibited, including, in particular, offering, giving, promising to give or authorising the giving of a Financial Benefit or Personal Benefit or accepting the same.
2. Activities prohibited in the operations of the P4 Group companies include, in particular:

- a) Corruption,
  - b) Nepotism,
  - c) Cronyism,
  - d) giving Financial Benefits to a Person holding public office to accelerate or ensure performance of routine activities by such person,
  - e) financing of political parties and their representatives as well as candidates for public offices.
3. In case of a justified suspicion, an Employee is obliged to exercise due diligence to verify whether a Business Partner or potential new Business Partner is not involved in Corruption.
  4. Prior to entering into a contract with a Business Partner, an Employee (business owner or the case coordinator in the PlayDocs System) is obliged to provide the Business Partner with a scan of the Anti-Corruption Code of Conduct and to draft a contractual provision (clause), pursuant to which the Business Partner will represent that it read the provisions of the Anti-Corruption Code of Conduct and acknowledges the same.
  5. An Employee or Business Partner is obliged to report any case of suspected occurrence of Corruption, Nepotism or Cronyism in the operations of the P4 Group immediately, but not later, however, than within 7 Business Days from the arising of such suspicion, to the Compliance Officer via one of the dedicated channels described in the Misconduct Reporting Procedure.
  6. An Employee or another Business Partner is obliged to report any case of suspected occurrence of Corruption, Nepotism or Cronyism on the part of the Business Partner or the arising of reasonable doubt as to the operations performed by such Business Partner, immediately, but not later, however, than within 7 Business Days from the arising of such suspicion, to the Compliance Officer via one of the dedicated channels described in the Misconduct Reporting Procedure.
  7. An Employee or Business Partner is obliged to report any case of suspected occurrence of Corruption, Nepotism or Cronyism in the activities of the Compliance Officer, immediately, but not later, however, than within 7 Business Days from the arising of such suspicion, to the Chief Executive Officer via one of the dedicated channels described in the Misconduct Reporting Procedure.
  8. Report on the suspected occurrence of Corruption, Nepotism or Cronyism should contain, at a minimum, the following information:
    - (a) specification of the type of the illegal act within the meaning of the Anti-Corruption Code of Conduct,
    - (b) description of the facts,
    - (c) evidence, if any (e.g. documents, witnesses) which could confirm performance of the illegal act within the meaning of the Anti-Corruption Code of Conduct, and

- (d) identification of persons that committed the illegal act within the meaning of the Anti-Corruption Code of Conduct.
- 9. Such report may be submitted orally or in writing, by mail, to the Company's address or by e-mail to the following e-mail address: [compliance@play.pl](mailto:compliance@play.pl)
- 10. The notification can be anonymous (unsigned), e.g. sent from an email address created by the Employee for this purpose or forwarded by a third party. In addition, a dedicated tool, the Play VCO System available from the website, can be used to handle notifications in the Company (including anonymous notifications): [Sygnalista | Play | Play](#).

## **§ 5**

### **Warning signs**

1. Examples of warning signs that may indicate the arising of the risk of Corruption:
  - a) negative reputation of a Business Partner, including its earlier participation or suspected participation in Corruption or other indicators of unfair conduct of the Business Partner,
  - b) no objective reason for using the services of a particular Business Partner,
  - c) a Business Partner acts contrary to contractual provisions, the selected Business Partner does not have appropriate skills, resources and experience required for the declared scope of cooperation,
  - d) a Business Partner is unwilling to enter into a written contract,
  - e) little knowledge about the Business Partner's operations,
  - f) frequent or excessive gifts or hospitality to an Employee,
  - g) requesting unusual ways of making payment, e.g. payment of large sums in cash or payment of the consideration to a third party,
  - h) very high commissions or unusual payment schemes (e.g. wire transfer to another entity or country).
2. Any Employee should take account of any other warning signs using, inter alia, his experience or expert judgement to identify situations that may potentially result in Corruption.
3. An Employee or Business Partner is obliged to inform the Compliance Officer of any warning sign in accordance with the rules stipulated in § 4 above.
4. If the P4 Group wishes to commence to cooperate with a new Business Partner, which the P4 Group has little information about and, despite exercising due diligence, is unable to obtain such information, an Employee is obliged to notify above to his/her Superior or the Compliance Officer, who will recommend the Superior in justified cases to carry out the due diligence of such Business Partner. The Company may resolve to limit performance of due diligence assessments depending on the value of a contract.

5. If a negative opinion about a Business Partner is obtained in any way in the course of cooperation with the same, an Employee is obliged to notify it to his/her Superior or the Compliance Officer, who will recommend the Superior in justified cases to carry out the due diligence of such Business Partner. A negative result of the due diligence should constitute a contractual basis for termination of cooperation with such Business Partner.

## **§ 6**

### **Sanctions for non-compliance with the rules of the Anti-Corruption Code of Conduct**

1. Failure to comply with the rules stipulated in the Anti-Corruption Code of Conduct may result in imposition of disciplinary sanctions on an Employee or Business Partner, including it may constitute the basis for termination of the employment contract or civil law contract, under which the Employee or Business Partner cooperates with the P4 Group.
2. Any conduct contrary to the rules stipulated in the Anti-Corruption Code of Conduct may violate generally applicable laws and, consequently, result in imposition of penal and legal, civil and legal or administrative and legal sanctions on the P4 Group and its Employees (e.g. a fine, pecuniary penalty, exclusion from public procurement, loss of orders) and in damage to the reputation of the P4 Group.

## **§ 7**

### **Miscellaneous**

1. The Compliance Officer is the person responsible for raising the awareness of Employees regarding Corruption, including for the arrangement of anti-Corruption trainings for Employees.
2. An Employee is obliged to participate in anti-Corruption trainings.
3. Should any doubts arise as to the interpretation of the provisions of the Anti-Corruption Code of Conduct, an Employee is obliged to clarify such doubts with his/her Superior. If the Superior has the above doubts, he/she is obliged to clarify the same with the Compliance Officer.
4. The Anti-Corruption Code of Conduct is subject to review and update, if any, performed not less than once per year by the Compliance Officer.
5. An Employee and Business Partner is obliged to comply with the rules stipulated in the Anti-Corruption Code of Conduct.
6. An Employee is obliged to sign a statement that he/she read the Anti-Corruption Code of Conduct and to submit such statement to the Director of the Human Resources and Payroll Department or to his/her Superior so that it could be included in the Employee's personal files, within 14 business days from the date of entry into force of the Anti-

Corruption Code of Conduct or commencement of cooperation with the P4 Group. A standard form of the statement on reading the Anti-Corruption Code of Conduct has been attached as **Appendix no. 1** to the Anti-Corruption Code of Conduct.

- 7. The Anti-Corruption Code of Conduct renders the rules stipulated in the Code of Ethics more specific.

**Appendix no. 1 to the Anti-Corruption Code of Conduct**

Standard form of the statement on reading the Anti-Corruption Code of Conduct

.....  
(place and date)

.....  
.....  
.....

(Employee's full name/



Business Partner's particulars)

.....  
.....  
.....

(Unit/Organizational section)

**STATEMENT**

I hereby represent that I read the provisions of the Anti-Corruption Code of Conduct, I understand all provisions contained in the same and undertake to comply with the Anti-Corruption Code of Conduct and follow its provisions.

.....  
(legible signature)