

Quality Management System

Unified Anti-Corruption Policy of MOSTOSTAL ZABRZE Group

Link to standard: 7.1, 7.5, 10

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The document is supervised in electronic form.

1. Policy objective and object

The Anti-Corruption Policy has been developed to adopt common and unified anti-corruption standards in the entire MOSTOSTAL ZABRZE Group.

The Anti-Corruption Policy takes into account the standards adopted by the Warsaw Stock Exchange [Giełda Papierów Wartościowych w Warszawie S.A.] "Standards recommended for the anti-corruption compliance management system and whistleblower protection system in place at companies listed on the markets organised by the Warsaw Stock Exchange ".

2. Scope of application

This policy applies to all companies of MOSTOSTAL ZABRZE Group, i.e.:

- 1) MOSTOSTAL ZABRZE S.A.,
- 2) MOSTOSTAL ZABRZE Realizacje Przemysłowe S.A.,
- 3) MOSTOSTAL ZABRZE Gliwickie Przedsiębiorstwo Budownictwa Przemysłowego S.A.,
- 4) MOSTOSTAL ZABRZE Konstrukcje Przemysłowe S.A.,
- 5) MOSTOSTAL ZABRZE Biprohut S.A.,
- 6) MOSTOSTAL ZABRZE Elektro Sp. z o.o.
- 7) MOSTOSTAL ZABRZE Nieruchomości Sp. z o.o.
- 8) Przedsiębiorstwo Robót Inżynieryjnych S.A.

3. Terminology and abbreviations

Policy	Unified Anti-Corruption Policy of MOSTOSTAL ZABRZE Group
Company	a company belonging to MOSTOSTAL ZABRZE Group (GMZ)
MZ	Mostostal Zabrze S.A.
MZRP	Mostostal Zabrze Realizacje Przemysłowe S.A.
MZ GPBP	Mostostal Zabrze Gliwickie Przedsiębiorstwo Budownictwa Przemysłowego S.A.
MZKP	MOSTOSTAL ZABRZE Konstrukcje Przemysłowe S.A.
MZB	Mostostal Zabrze Biprohut S.A.
MZE	MOSTOSTAL ZABRZE Elektro Sp. z o.o.

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MZN	MOSTOSTAL ZABRZE Nieruchomości Sp. z o.o.
PRInż	Przedsiębiorstwo Robót Inżynieryjnych S.A.
Corruption	using one's function or position in exchange for receiving undue benefits, regardless of their form
Conflict of interest	a situation in which the private interest of an employee is contrary to the interest of the Company

4. Responsibility

The Management Board Office of the MZ is responsible for the content of this Anti-Corruption Policy, while the control function is entrusted to the Internal Auditor.

5. Policy principles

5.1 Prohibition of corruption

It is unacceptable to make any business decisions based on corrupt activities.

Corrupt activities include:

- bribery
- use of company funds and assets for private purposes or personal gain,
- paid protection,
- influence peddling, which involves giving or promising to give an intermediary a pecuniary or personal benefit in exchange for intermediation, such as support for the selection of a supplier, contractor, service provider,
- irregularities concerning public procurement, contracts, concessions or court decisions,
- evasion of customs or tax obligations, etc,
- conscious, unlawful use of company funds,
- favouritism,
- nepotism, cronyism.

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5.2 Giving and receiving gifts

Due to the specific nature of the activities of the Companies of the MOSTOSTAL ZABRZE Group, it is acceptable business practice to receive and give occasional gifts and invitations to company celebrations or meals. However, situations in which the acceptance of gratuities influences business decisions, particularly the selection or evaluation of a customer or contractor, are not acceptable. All gifts and invitations must not exceed the standards of generally understood hospitality.

Taking into account applicable business standards, it is permissible to give non-corrupt gifts on special occasions or during Christmas and New Year. In this case, a list of people and companies to whom we intend to give gifts is prepared, indicating the nature of the cooperation. The maximum limit for a gift given or received is the equivalent of EUR 100.

All marketing activities conducted by the Companies take into account the above anti-corruption principles.

5.3 Conflict of Interest

Employees and associates of MOSTOSTAL ZABRZE Group cannot create a situation of conflict of interest in which their private interests are contrary to the interests of any of the companies belonging to MOSTOSTAL ZABRZE Group. Conflict of interest is also understood as any situation in which an employee or associate is unable to make objective decisions due to personal or family relationships.

MOSTOSTAL ZABRZE Group does not tolerate the use of position for personal benefit or the benefit of family members or relatives. Each employee or associate of MOSTOSTAL ZABRZE Group is obliged to inform their immediate superior of the occurrence of a potential conflict of interest in order to minimise the risk of its occurrence.

All employees and associates of MOSTOSTAL ZABRZE Group are prohibited from conducting activities that cause a conflict of interest.

Political activities cannot relate to the performance of work or cooperation with MOSTOSTAL ZABRZE Group and remains exclusively within the private sphere of life. In particular, an employee or associate in connection with or in the course of performing work for MOSTOSTAL ZABRZE Group:

- does not agitate for a particular political grouping or party,
- does not use the Company's assets, areas and buildings or the time allocated to work for the purpose of political agitation or gaining support,

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- does not use their political position to exert pressure on other MOSTOSTAL ZABRZE Group employees or associates.

Each employee or associate of MOSTOSTAL ZABRZE Group conducting political activity should take all actions or refrain from actions to exclude the occurrence of a conflict of interest in the areas described above.

5.4 Granting of financial benefits using the Company's assets

The Companies do not and will not make decisions in the future regarding the establishment of corruption funds. The internal audit operating within MOSTOSTAL ZABRZE Group will monitor compliance with the prohibition on the establishment of corruption funds at all levels of the organisation during audits.

Each employee of the Company takes care of the Company's assets entrusted to him and uses them as intended and not for corrupt purposes.

5.5 Sponsorship and donations

The Companies have a transparent policy on sponsorships and donations. The purposes for which donation funds should be spent are defined in the Regulations on the Management of Funds of the Special Purpose Donation Fund. The Regulations are public and available at <https://mz.pl/csr/fundusz-celowy-darowizn/>. The Fund may be established at any of the Companies and is financed with funds from the net profit of the respective Company based on the decision of the Annual General Meeting. The list of sponsored entities and recipients of donations, together with an accounting of the funds spent, is submitted annually to the MZ Supervisory Board for its evaluation.

5.6 Reporting of violations

In a situation where a violation raises the risk of money laundering and terrorist financing, the "Internal Procedure for Anti-Money Laundering and Countering the Financing of Terrorism" should be followed.

For other violations, the reporting method described in the "Procedure for anonymously reporting violations of law and ethical standards and procedures" should be used.

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5.7 Anti-corruption clause in contracts (other than employment contracts)

5.7.1 Contracts subject to the application of the anti-corruption clause

An anti-corruption clause applies to contracts in the following categories.

Categories of contracts	Examples of contracts
<p>1. Contracts concluded with customers</p>	<p>1. Contracts for construction/renovation/demolition work; 2. Contracts for installation work; 3. Contracts for the construction of steel structures, industrial structure components, machinery and equipment; 4. Contracts for overhaul/repair of machinery and equipment; 5. Contracts for services to the customer (in particular, contracts for design work, engineering services, supervision, work management); 6. Other contracts related to the performance of works within the framework of constructed or existing facilities.</p>
<p>2. Subcontracts</p>	<p>1. Contracts for construction/renovation/demolition work; 2. Contracts for installation work; 3. Contracts for the construction of steel structures, industrial structure components, machinery and equipment; 4. Contracts for overhaul/repair of machinery and equipment; 5. Contracts related to the performance of the contract to the customer (in particular, contracts for design work, engineering services, supervision, work management, transportation services, lease of: premises, machinery, equipment, containers, scaffolding); 6. Contracts for purchases related to the performance of the contract to the customer</p>
<p>3. Contracts for external services</p>	<p>1. Contracts for consulting services; 2. Intermediary contracts (including agency contract, commission contract, commercial agency agreement); 3. Contracts for technical support in the field of business operation; 4. Contracts related to the implementation of IT systems; 5. Contracts for auditing services; 6. Contracts for financial services and other contracts of a similar nature; 7. Contracts for brokerage or insurance agency services; 8. Contracts for management and other contracts of a similar</p>

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	<p>nature;</p> <p>9. Other contracts for the provision of services not directly related to the contracts performed to the customer</p>
4. Contracts related to purchases	<p>1. Sales contracts;</p> <p>2. Supply contracts;</p> <p>3. Leasing contracts;</p> <p>4. Other contracts under which the company acquires tangible or intangible assets not directly related to the contracts performed to the customer.</p>
5. Contracts related to real estate	<p>1. Contracts for the sale of real estate;</p> <p>2. Rental contracts;</p> <p>3. Lease contract;</p> <p>4. Other contracts related to temporary use/lease of real estate or parts thereof;</p> <p>5. Contracts for management of real estate;</p> <p>6. Service contracts related to maintenance/servicing.</p>
6. Other contracts	<p>1. Contracts for specific work;</p> <p>2. Cooperation contract;</p> <p>3. Donation contract;</p> <p>4. Contract of lending for use</p> <p>5. Consortium contract;</p> <p>6. Loan contract;</p> <p>7. Contracts for the acquisition of shares/enterprise of a third party;</p> <p>8. Other contracts related to the operation of an enterprise.</p>
7. Contracts related to banking activities	-
8. Contracts related to insurance activities	-

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5.7.2 Content of the anti-corruption clause for the contracts described in Section 5.7.1

The following template for the content of the anti-corruption clause is introduced.

Anti-Corruption Clause

1. The Parties will fully comply with all applicable anti-corruption laws as well as the requirements and guidelines of the Parties' internal anti-corruption policies, both directly and through controlled or related business entities of the Parties.
2. The Parties ensure that in connection with the conclusion and implementation of this Contract, none of the Parties, nor any of its owners, shareholders, stockholders, members of the management board, members of the supervisory body, proxies, representatives, directors, employees or any other person acting on its behalf and for its benefit, directly or indirectly:
 - (i) has not made, proposed or demanded,
 - (ii) has not promised to make, or authorised to make,
 - (iii) will not make, propose, demand, promise to make or authorise to make,any payment or other transfer constituting a financial or other benefit, or any other advantage directly or indirectly to any public person or private person - in order to obtain their decision, influence or action on their part that may result in any favour or advantage, if the action indicated in (i)-(iii) violates or would violate anti-corruption laws or the requirements and guidelines contained in the Parties' internal anti-corruption policies.
3. The Parties ensure that no part of the remuneration for the implementation of this Contract will be used to cover the costs of granting financial or other benefits by any Party or the persons indicated in section 2 above.
4. The Parties are obliged to immediately inform each other about any violation of the provisions of this Anti-Corruption Clause. At the written request of one of the Parties, the other Party will provide information and answer reasonable questions of the other Party regarding the Party's compliance with this Anti-Corruption Clause.
5. In order to perform the obligation referred to in section 4 above, during the period of execution of this Contract, it shall be ensured that any person may anonymously report violations of the provisions of this Anti-Corruption Clause by any Party by e-mail to naruszenia@mz.pl. In order to protect one's interests, if a violation is reported in anonymous form, proof of the violation must be retained.
6. In the event of a justified suspicion of a violation of this Anti-Corruption Clause by one of the parties, the other party reserves the right to conduct an anti-corruption audit of the party suspected of violating the anti-corruption clause in order to verify that party's compliance with the provisions of this Anti-Corruption Clause.

5.7.3 Procedure for applying the anti-corruption clause in contracts

The anti-corruption clause in the wording indicated in section 5.7.2 shall be used whenever the Company is a party proposing the text of the contracts indicated in section 5.7.1, or in the absence of an anti-corruption clause in the text of the contracts indicated in section 5.7.1 proposed by another party,

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subject to the following sentence. In the categories of contracts under numbers 7-8 in the table in section 5.7.1, as well as in contracts concluded with natural persons not conducting business activity, the provisions of section 6 of the template for the content of the anti-corruption clause.

If a party to the contract refuses to sign the clause, discussions should be held to negotiate the content of the anti-corruption clause acceptable to the parties to the contract. If the parties fail to reach an agreement on the content of the anti-corruption clause, the matter is referred to the Management Board of the Company for a decision:

1. on the adoption of the anti-corruption clause in the wording acceptable to the parties to the contract during the negotiations to date;
2. on developing a new proposal for an anti-corruption clause and resuming negotiations;
3. on withdrawal from the conclusion of the contract.

In the event of another rejection of the proposed anti-corruption clause presented in accordance with pt. 2), the matter is referred again to the Company's Board of Directors for the decision referred to in pt. 1) or 3).

If the Company is not the party proposing the text of the contracts indicated in section 5.7.1, the text of the anti-corruption clause proposed by another party is accepted, provided that it is in compliance with the Policy.

In view of the Policy, the anti-corruption clause is not applied in the contracts indicated in section 5.7.1 concluded between the Companies of MOSTOSTAL ZABRZE Group.

5.8 Anti-corruption clause for employees

5.8.1 Work positions subject to the mandatory application of the anti-corruption clause

The anti-corruption clause with the content indicated in section 5.8.2 below must be signed by each employee of the Companies of MOSTOSTAL ZABRZE Group employed in a job position in which, especially in relation to the decision-making powers assigned to the position, the phenomenon of corruption may occur, in particular (1) members of Management Boards of the Companies of MOSTOSTAL ZABRZE Group, (2) directors or managers and their deputies, (3) chief specialists, auditors or employees employed in independent positions (e.g. coordinators, specialists) (4) employees of the sales department or offer department, in particular those who have or may have direct contact with customers or broadly understood contractors (for example, suppliers, service providers/recipients or intermediary entities in business transactions), and (5) employees of the implementation department or production department employed as project managers or managers.

In case of doubt, the Management Board of the Group of Companies or direct supervisor should assume that the anti-corruption clause should be signed by the employee in question. The clause may be introduced into the employment contract or constitute a separate obligation of the employee, which is kept in the employee's personnel file. The anti-corruption clause, if not part of the employment contract, should be signed together with the employment contract. With regard to existing employees, the anti-corruption clause, as a separate commitment of the employee, should be signed after the implementation of this policy.

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5.8.2 Content of the anti-corruption clause for employees

The following template for the content of the anti-corruption clause for employees of the Companies belonging to MOSTOSTAL ZABRZE Group is introduced.

Anti-corruption clause for an employee of MOSTOSTAL ZABRZE Group

1. I undertake to comply with all applicable anti-corruption laws as well as the requirements and guidelines contained in the Unified Anti-Corruption Policy of MOSTOSTAL ZABRZE Group with which I have been acquainted. In particular, I undertake:
 - (i) not to make decisions based on corrupt activities;
 - (ii) comply with the rules regarding giving and receiving gifts in MOSTOSTAL ZABRZE Group;
 - (iii) not to create situations of conflicts of interest in which my private interest is contrary to the interest of any Company of MOSTOSTAL ZABRZE Group;
 - (iv) not to use my position for personal benefit or the benefit of my family members and relatives.
2. I further undertake to immediately inform my employer of any violation of anti-corruption laws as well as the requirements and guidelines contained in the Unified Anti-Corruption Policy of MOSTOSTAL ZABRZE Group by any employee, associate, member of any body, any contractor, business partner or customer of any Company of MOSTOSTAL ZABRZE Group.
3. I acknowledge that I may anonymously report violations of the law and internal anti-corruption standards by e-mail to naruszenia@mz.pl. In order to defend my interests, if I report a violation anonymously, I will keep proof of its occurrence.

5.9 Anti-corruption clause for management board members who are not employees of Mostostal Zabrze Group

If an employee of MOSTOSTAL ZABRZE S.A. is also a member of the Management Board of a subsidiary company, then they sign an anti-corruption clause as part of the employment relationship.

If a person is appointed to the Management Board of the Company of MOSTOSTAL ZABRZE Group without being employed under an employment contract or civil law contract, the following anti-corruption clause shall apply. The clause should be signed immediately after appointment to the Management Board.

Anti-corruption clause for a member of the Management Board of the Company of MOSTOSTAL ZABRZE Group

1. I undertake to comply with all applicable anti-corruption laws as well as the requirements and guidelines contained in the Unified Anti-Corruption Policy of MOSTOSTAL ZABRZE Group with which I have been acquainted. In particular, I undertake:
 - (i) not to make decisions based on corrupt activities;
 - (ii) comply with the rules regarding giving and receiving gifts in MOSTOSTAL ZABRZE Group;
 - (iii) not to create situations of conflicts of interest in which my private interest is contrary to the interest of any Company of MOSTOSTAL ZABRZE Group;

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- (iv) not to use my position for personal benefit or the benefit of my family members and relatives.
2. I further undertake to immediately notify the Management Board of MOSTOSTAL ZABRZE S.A. of any violation of anti-corruption laws as well as the requirements and guidelines contained in the Unified Anti-Corruption Policy of MOSTOSTAL ZABRZE Group by any employee, associate, member of any body, any contractor, business partner or customer of any Company of MOSTOSTAL ZABRZE Group.
 3. I acknowledge that I may anonymously report violations of the law and internal anti-corruption standards by e-mail to naruszenia@mz.pl. In order to defend my interests, if I report a violation anonymously, I will keep proof of its occurrence.

In the development of this Policy, the *Standards recommended for the anti-corruption compliance management system and whistleblower protection system in place at companies listed on the markets organised by the Warsaw Stock Exchange* published by the WSE were used.

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POLICY PGMZ-2 REVISION LOG		Version: A
No.	Description of changes	Signature
1.	Change of section 5.7 "Anti-corruption clause in contracts": the title of sections 5.7 and 5.7.2 was changed, the content of the table was changed, changes were introduced in the anti-corruption clause in points 5 and 6, adjustment of section 5.7.3 to the introduced changes, minor editorial changes were also introduced.	
2.	Introduction of a new section 5.8 "Anti-corruption clause for employees"	
3.	Introduction of a new section 5.9 "Anti-corruption clause for management board members who are not employees of MOSTOSTAL ZABRZE Group"	
	End of changes	