



NATIONAL AGENCY
ON CORRUPTION
PREVENTION

MODEL ANTI-CORRUPTION PROGRAM OF A JURIDICAL PERSON

ADOPTED
by the National Agency
on Corruption Prevention,
Order No. 794/21
dated 10 December 2021

Registered in the Ministry of Justice of Ukraine
on 31 December 2021
at No. 1702/37324

TABLE OF CONTENTS

Preamble (values)	4
I. GENERAL PROVISIONS	5
1. Terms and Definitions	6
2. Purpose and Scope	9
3. Responsible Leadership, Business Reputation, and Integrity	10
4. Standards of Professional Ethics	11
II. RIGHTS, RESPONSIBILITIES, AND PROHIBITIONS	12
1. Rights and Responsibilities of the Company's Founders (Members), Director, Members of Governing Bodies, Officials of All Levels, Employees (except for the Anti-Corruption Officer), and Representatives	13
2. Prohibited Corrupt Practices	14
III. LEGAL STATUS OF THE ANTI-CORRUPTION OFFICER AND THEIR SUBORDINATES	16
1. General Provisions	17
2. Rights and Responsibilities of the Anti-Corruption Officer	18
3. Guarantees of Independence	23
IV. CORRUPTION RISK MANAGEMENT	26
V. AWARENESS-RAISING	29
1. Regular Training on Preventing and Identifying Corrupt Practices	30
2. Clarifications and Consultations Provided by the Anti-Corruption Officer to Employees	32
VI. PREVENTION AND DUE DILIGENCE	33
1. Prevention and Resolution of Conflicts of Interest	34
2. Collaboration with Business Partners	38
3. Business Hospitality Policy and Procedures. Gifts	40
4. Charity and Sponsorship	42
5. Support of Political Parties	44
6. Due Diligence in Mergers and Acquisitions	45
7. Due Diligence on Employment Candidates	47
VII. REPORTS, INVESTIGATION AND RESPONSIBILITY	48
1. Reporting Potential Corruption or Corruption-Related Offenses, Other Violations of the Law of Ukraine On the Prevention of Corruption	49
2. Whistleblower Rights and Protection Guarantees	51
3. Reporting Violations of this Program	53
4. Internal Investigations	54
5. Disciplinary Liability for Violations of this Program	57
VIII. SUPERVISION, CONTROL, AMENDMENT OF THIS PROGRAM	58
1. Supervision and Control	59
2. Amending this Program.	61
ANNEX	63



Preamble (values)

Aware of its responsibility for promulgating the values of the rule of law and integrity, aiming to achieve its sustainable development, caring for its own business reputation, to encourage the use of fair commercial practices and in the interests of, including, but not limited to, its investors, employees, business partners, customers, _____ (full name of the juridical person) ("Company") relies on this Anti-Corruption Program ("Program")¹ and declares herein that its founders (members)², governing bodies, officials, and employees are governed in their activities and in legal relations with business partners, government authorities, local self-government, other juridical and natural persons by the principle of "zero tolerance" for corruption in any forms and manifestations and take (will take) all and any steps allowed by laws and this Anti-Corruption Program to prevent, detect, and combat corruption.

The Company declares its principled stance and condemns corruption as an illegal and unethical way of doing business.

¹ Some provisions of this Program shall only apply to juridical persons of public law and are marked with the asterisk (*).

² Founders (members) of a juridical person that are the Cabinet of Ministers of Ukraine, central government authorities, other government bodies, oblast, Kyiv and Sevastopol city, rayon, Kyiv city rayon administrations, oblast, rayon, city councils, Kyiv and Sevastopol city councils are not to be listed in the anti-corruption program.



I. General Provisions

1. Terms and Definitions

1. In this Program, the terms listed below are used in the meanings provided:

- **charitable activity** – voluntary personal and/or financial aid intended to promote lawful interests of beneficiaries of charitable aid in the areas of charitable activity defined by law, which does not involve the Company making a profit or receiving any remuneration or compensation paid on behalf or in the name of the beneficiary of charitable aid;
- **contribution to support a political party** – cash or any other property, advantages, privileges, services, loans (credits), intangible assets, any other intangible or non-monetary benefits, the Company's sponsorship of events or any other activities in support of a party, goods, works, or services provided by the Company free of charge or preferentially (at a price below the market value of identical or similar works, goods, or services in the relevant market), received by the political party or its local organization that has acquired juridical personality in the statutory manner;
- **business hospitality** – entertainment (e.g. business breakfasts, lunches, dinners, buffets, tasting and other events (conferences, cultural and sporting events)), reimbursement of travel expenses, accommodation, other expenses made by or for the Company to establish or build business relations or for any other purposes related to the Company's activities;
- **business relations** – relations between the Company and a business partner that i) are associated with the Company's business, professional, or economic activities, ii) arise under a legal transaction or the Company's pursuit of other activities, and iii) persist after their establishment;
- **business partners** – juridical and / or natural persons with whom the Company maintains, enters into, or intends to enter into, business relations;
- **facilitating payments** – informal and illegal payments to official persons to facilitate / expedite / simplify or, in some cases, properly implement statutory procedures that the Company is legally entitled to obtain without making such payments;
- **corruption risk** – the probability of a corruption or corruption-related offense, another violation of the Law of Ukraine On the Prevention of Corruption that will negatively affect the activities of the Company;

- **improper advantage** – cash or any other property, advantages, privileges, services, intangible assets, any other intangible or non-monetary benefits that are offered, promised, provided, or received other than on lawful grounds;
- **zero tolerance for corruption** – absolute intolerance for corruption in any manifestations;
- **the Company's representative** – a person duly authorized to act on behalf or in the interests of the Company and to represent the Company in its relations with third parties;



- **official person:**
- the person authorized to perform functions of the state or local self-government under clause 1, part one, Article 3 of the Law of Ukraine On the Prevention of Corruption.
- a person equated to persons authorized to perform the functions of the state or local self-government under clause 2, part one, Article 3 of the Law of Ukraine On the Prevention of Corruption;
- a staff member of the executive support service under Article 92 of the Law of Ukraine On Civil Service;
- a candidate President of Ukraine and candidate people's deputy of Ukraine registered in the statutory manner;
- a director, another official of a business company in which the state or municipality owns a share exceeding 50 percent;

- a foreign official (a person holding legislative, executive, or judicial office of another state, including jurors, any other person who performs public functions for another state, including for a state agency or state-owned enterprise);
- a foreign arbitrator, a person authorized to resolve civil, commercial, or labor disputes in another state by way of alternative dispute resolution;
- an official of an international organization (an employee of an international organization or any other person authorized by the organization concerned to act on its behalf);
- a member of the International Parliamentary Assembly, of which Ukraine is a member;
- a judge and an official of an international court;
- **sponsoring activity (sponsorship)** – the Company's voluntary material, financial, organizational, and other support of any event or activity to popularize the Company's name, trademarks, and service marks.

2. Others terms used in this Program have meanings defined in the Law of Ukraine On the Prevention of Corruption.

2. Purpose and Scope

1. The purpose of this Program is to maintain an effective system for preventing and combating corruption, the Company's compliance with anti-corruption laws subject to the world best practices.

2. This Program lays down a set of measures (rules, standards, and procedures) for preventing, detecting, and combating corruption in the Company's activities that shall be at least equal in scope and substance to those provided by the Law of Ukraine On the Prevention of Corruption and the Model Anti-Corruption Program of a Juridical Person adopted by the National Agency on Corruption Prevention in its order.

3. Measures to prevent, detect, eliminate, or minimize corruption risks are prioritized in the Company's activities.

4. This Program is binding on the Company's founders (members), director, governing bodies, officials of all levels, employees, representatives, and on persons that are trained in the Company or perform certain work under civil-law contracts concluded with the Company.

5. This Program is binding on all business entities (subsidiaries, separate units, branches, representative offices) controlled by the Company.

6. This Program applies to all areas of the Company's activity, including its relations with its business partners, official persons, government authorities, local self-government, other juridical and natural persons.

7. Provisions on the obligation to respect and implement this Program are included in the Company's internal work regulations, regulations on structural units, all employment agreements, including contracts, and job descriptions.

8. This Program has been adopted under a decision (order) of the director of the Company following its discussion with the Company's officials of all levels and employees.

9. This Program is openly and permanently accessible for the Company's employees, officials of all levels, governing bodies, representatives, and business partners³.

The content of the Program is arranged based on the sample attached to this Program.

³This sub-clause indicates how and where the text of the Program should be put in hard copy and/or electronic form, including on the juridical person's website (if any).

3. Responsible Leadership, Business Reputation, and Integrity

1. The Company's director, governing bodies, officials of all levels undertake to lead the Company's employees by example, demonstrating ethical behavior and zero tolerance for corruption, a principle that underlies the business culture, routine business practices, and business reputation of the Company.

2. The Company's director, governing bodies undertake to demonstrate leadership and responsibility by:

1) complying with the requirements of anti-corruption laws;

2) procuring appropriate implementation, effective operation, regular analysis, timely review, and improvement of the system of prevention and combating of corruption at the Company in order to adequately respond to corruption risks in the Company's activities;

3) cultivating the culture of zero tolerance for corruption in all areas of the Company's activities;

4) appointing a person responsible for implementing this Program ("Anti-Corruption Officer"), creating adequate material and organizational work conditions, facilitating the Anti-Corruption Officer in performing their tasks and functions provided by the Law of Ukraine On the Prevention of Corruption and this

Program, supporting the independence of the Anti-Corruption Officer;

5) encouraging officials at all levels to demonstrate leadership in preventing and combating corruption within their powers;

6) directing employees to support the Company's anti-corruption policy and personally contribute to the performance of the system for preventing and combating corruption;

7) making the policy of preventing and combating corruption known both within the Company and in its relations with its business partners, official persons, government authorities, local self-government, other juridical and natural persons;

8) creating conditions required by the Law of Ukraine On the Prevention of Corruption for reporting potential corruption or corruption-related offenses, other violations of the Law of Ukraine On the Prevention of Corruption;

9) respecting whistleblower rights and protection guarantees offered by the Law of Ukraine On the Prevention of Corruption;

10) providing a timely and proper statutory response to corruption or corruption-related offenses actually (potentially) committed by members of the Company's governing bodies, officials of all levels, employees.

4. Standards of Professional Ethics

1. While fulfilling their respective official (contractual) responsibilities, the Company's founders (members), director, members of governing bodies, officials of all levels, Anti-Corruption Officer, employees, and representatives:

1) strictly adhere to the generally accepted ethical rules of conduct and the requirements of the Company's code of ethics (if any);

2) are tolerant and respectful of the political views, ideology and religion of others;

3) act regardless of their personal interests, personal attitude to any persons, their own political views, ideology, religion or other personal views or beliefs;

4) do not disclose or use any confidential information that has become known to them as they fulfill their official (contractual) responsibilities, except as may be required by law;

5) are competent, timely, effective, and responsible in fulfilling official (contractual) responsibilities, executing decisions and instructions of bodies and officials that they report to, are accountable to or controlled by, and do not allow any abuse and inefficient use of funds and property of, the Company.

2. The Company's founders (members), director, governing bodies, officials of all levels, Anti-Corruption Officer, employees, representatives shall

avoid any obviously criminal actions, decisions, and instructions and take steps to reverse such decisions and instructions.

3. The Company's officials of all levels, Anti-Corruption Officer, employees, representatives shall avoid executing any decisions or instructions of the management that are obviously criminal.

4. The Company's official, Anti-Corruption Officer, employee, or representative that is presented for execution with decisions or instructions that are obviously criminal shall immediately notify their immediate supervisor or the Company's director or founders (members) and the Anti-Corruption Officer in writing.

5. No official, Anti-Corruption Officer, or employee may be dismissed or forced to resign, disciplined or subjected to or threatened with other adverse measures (retaliation) by the management for their refusal to execute decisions or instructions that are obviously criminal.

6. The Company's officials, employees, Anti-Corruption Officer may not be disciplined for refusing to join corrupt practices, even if the refusal concerned may cause the Company to lose a competitive advantage or potential profit.

II. Rights, Responsibilities, and Prohibitions

A close-up photograph of a hand holding a red pen, writing on a document. The document contains text that is partially obscured by the large white title overlay. The background is a blurred wooden surface.

1. Rights and Responsibilities of the Company's Founders (Members), Director, Members of Governing Bodies, Officials of All Levels, Employees (except for the Anti-Corruption Officer), and Representatives

1. The Company's founders (members), director, members of governing bodies, officials of all levels, employees, and representatives may:

1) propose improvements to this Program;

2) request that the Anti-Corruption Officer provide consultations and clarifications on the implementation of this Program and other internal documents of the Company regarding the prevention of corruption and on anti-corruption laws;

3) have the Anti-Corruption Officer recommend on a further course of action when and if planned actions or decisions (legal transactions) may be a source of corruption risks.

2. The Company's founders (members), director, members of governing bodies, officials of all levels, employees, and representatives shall:

1) comply with the requirements of the Law of Ukraine On the Prevention of Corruption, this Program and internal documents adopted towards its implementation, procure the implementation of this Program;

2) fulfill their official (contractual) responsibilities subject to the legitimate interests of the Company;

3) immediately report (incitement to) violations of the requirements of this Program, corruption or corruption-related offenses, other violations of the Law of Ukraine On the Prevention of Corruption by the Company's founders (members), director, members of governing bodies, officials of all levels, employees, existing or prospective business partners to the Company's Anti-Corruption Officer, director (head of executive body) or founders (members) in the manner laid down in this Program;

4) immediately report the occurrence of a real, potential conflict of interest in the manner laid down in this Program; take steps to prevent and resolve an actual or potential conflict of interest; avoid any actions or decision-making in the context of a real conflict of interests;

5) avoid any conduct that may be regarded as a willingness to commit a corruption or corruption-related offense related to the Company's activities;

6) keep the Anti-Corruption Officer informed on the giving and receiving of business hospitality and presents in the manner laid down by the Company;

7) note and take into account the Anti-Corruption Officer's recommendations.

2. Prohibited Corrupt Practices

1. The Company's director, members of governing bodies, officials of all levels, Anti-Corruption Officer, employees, and representatives shall not:

1) accept an offer or promise of, or receive, an improper advantage, or demand the provision of such an advantage to themselves or another natural or juridical person for performing or failing to perform any action using their position in the Company or in connection with their activities for the benefit of the Company, in the interests of the person offering, promising, or providing such advantage, or in the interests of a third party;

2) abuse their powers by intentionally using their powers against the interests of the Company to obtain improper advantage for oneself or for another natural or juridical person;

3) offer, promise, or provide an improper advantage (directly or through a third party) to officials and/or their relatives, other natural persons, for performing or failing to perform any acts of commission/omission by using their authority, official status, powers to obtain or maintain any advantage for the Company;

4) perform actions or make decisions in the context of a real conflict of interest;

5) use any property or funds of the Company for personal gain;

6) organize, intermediate, or personally make any cash or non-

cash payments or settlements with the Company's business partners, other natural or juridical persons, when and if such payments or settlements are not allowed by law or agreements concluded by the Company;

7) influence, directly or indirectly, the decisions of the Company's employees to obtain an improper advantage for themselves or for others;

8) perform any actions that directly or indirectly incite other employees, officials of all levels to violate the requirements of the Law of Ukraine On the Prevention of Corruption or this Program;

9) give and receive gifts in violation of the requirements of the laws and this Program related to the provision and receipt of business hospitality and gifts;

10) after dismissal or any other termination of cooperation with the Company, disclose or otherwise use for their interest, information, including confidential information, which became known to them as they exercised their powers, performed their contractual obligations, except as may be required by law.

2. The Company prohibits the making of facilitating payments to official persons, including those to expedite any formal procedures related to obtaining permits, to make respective decisions in favor of the Company, or to gain other advantages for the Company.

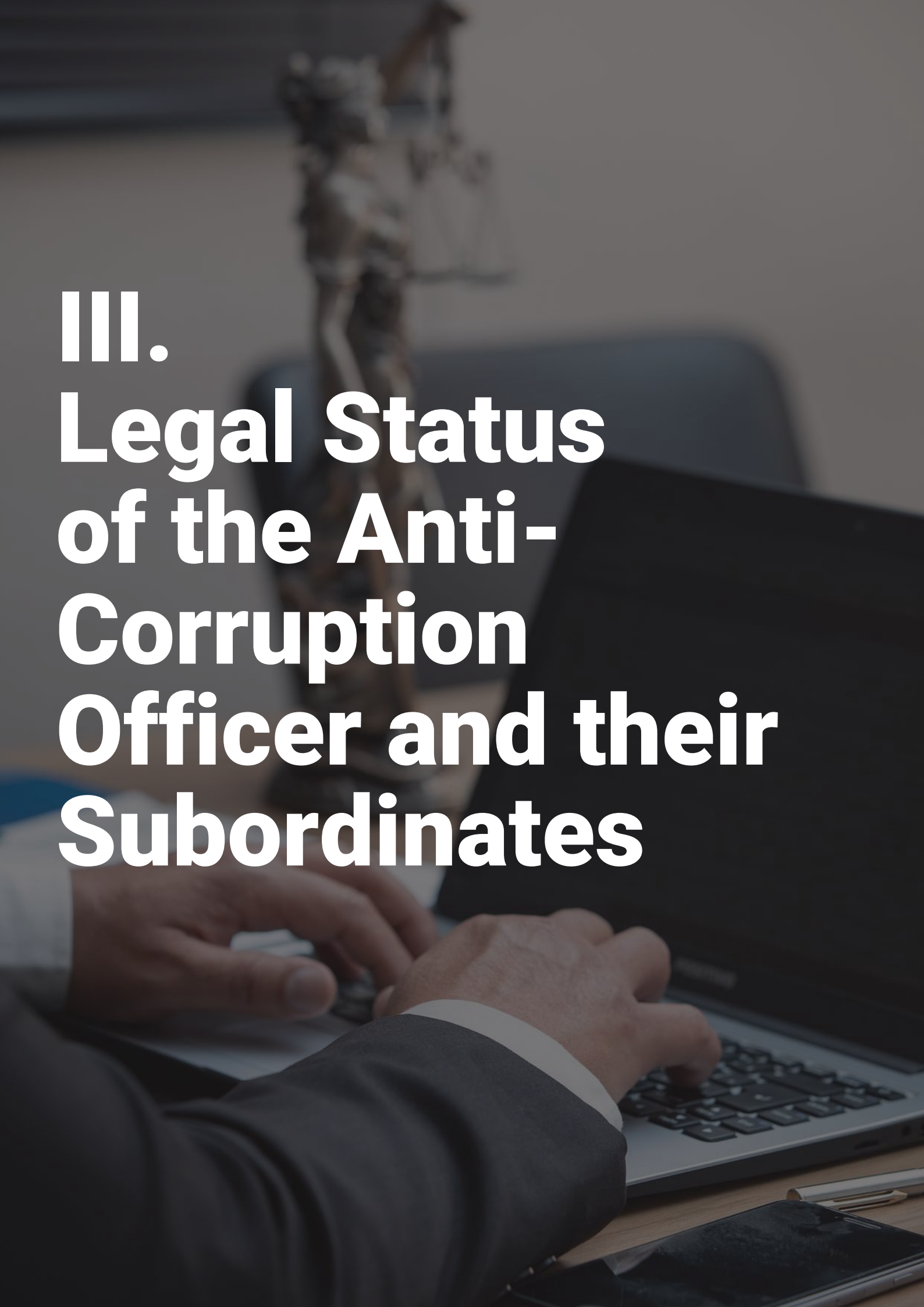
A payment for expedited consideration

made to the account of a government authority or local self-government, company, institution, organization, official person, state / local budget, the amount and making of which is allowed by law (e.g. payment for expedited registration of patents), shall not be deemed a facilitating payment.

The Company's official, employee, or representative who is asked for a facilitating payment shall i) notify the person requesting it of the prohibition of this payment, ii) refuse to make the payment, and iii) immediately inform their immediate supervisor and the Anti-Corruption Officer of the request.

The Company's official, employee, or representative who has doubts that a payment may be classified as a facilitating payment and be prohibited shall consult the Anti-Corruption Officer.

3. Prohibitions apply on any territory without limitation, on the territory of any state, regardless of national customs, local practices, or conditions of competition in effect in that state.

The background image shows a person's hands in a dark suit typing on a laptop keyboard. In the background, a statue of a person is visible, slightly out of focus. The overall scene is dimly lit, with a dark overlay on the image.

III. Legal Status of the Anti- Corruption Officer and their Subordinates

1. General Provisions

1. The legal status of the Anti-Corruption Officer is determined by the Law of Ukraine On the Prevention of Corruption and this Program.

The Anti-Corruption Officer shall be appointed by the Company's founders (members) or director to a separate position in accordance with labor laws and constitutional documents of the Company.

The Anti-Corruption Officer reports to, is accountable to, and controlled by the Company's director⁴.

Requirements to persons that may be appointed Anti-Corruption Officer are laid down in the Law of Ukraine On the Prevention of Corruption.

2. The Anti-Corruption Officer may be dismissed early in cases laid down in the Law of Ukraine On the Prevention of Corruption.

The Anti-Corruption Officer may be dismissed on the initiative of the Company's director or founders (members) subject to a duly granted consent of the National Agency on Corruption Prevention⁵.

3. The Anti-Corruption Officer may engage employees of the structural unit (if set up) subordinated to the Anti-Corruption Officer, and (with the

consent of the Company's director) other employees of the Company, in performing the Anti-Corruption Officer's functions by giving them oral and written instructions and monitoring their execution.

Employees of the structural unit subordinated to the Anti-Corruption Officer are appointed and dismissed (if termination of the employment contract is initiated by the Company's director or founders (members)) with the consent of the Anti-Corruption Officer.

4. To implement this Program within unincorporated separate units of the Company, designated persons ("Designated Persons") may be appointed under a decision of the Director of the Company (or the Supervisory Board, if set up).

Designated Persons shall perform and exercise their responsibilities and rights laid down in this Program for the Anti-Corruption Officer within the activities of the Company's unincorporated separate units at which they work.

Within the scope of their official responsibilities, the Anti-Corruption Officer may give oral and written instructions to, demand their execution by, and monitor the activities of, the Designated Persons.

⁴ The organizational model of operation of the Anti-Corruption Officer (Anti-Corruption Officer's unit) in the juridical person may require that it report to, be accountable to and controlled by the Supervisory Board, if set up.

⁵ This provision is applied by juridical persons listed in part two, Article 62 of the Law of Ukraine On the Prevention of Corruption.

2. Rights and Responsibilities of the Anti-Corruption Officer

1. The Anti-Corruption Officer shall:

1) fulfill their responsibilities impartially;

2) organize the drafting of, draft, and submit the Company's internal documents on the formation and implementation of this Program to the director (executive body/supervisory board) for approval;

3) organize a regular assessment of corruption risks in the Company's activities;

4) procure collaboration and coordination between the Company's structural units in preparing, carrying out, and controlling the implementation of, activities required by this Program;

5) provide explanations and one-on-one consultations on the implementation of this Program and anti-corruption compliance to the Company's founders (members), director, governing bodies, officials of all levels, employees;

6) provide the Company's employees or persons that are trained in the Company or perform certain work under civil-law contracts with the Company with guidance and consultation on reporting potential corruption or corruption-related offenses, other violations of the Law of Ukraine On the Prevention of Corruption and whistleblower protection, deliver training on these matters;

7) ensure that the public is informed about anti-corruption activities undertaken by the Company;

8) organize advanced training of the Company's employees on preventing and combating corruption;

9) regularly, at least once in 2 years, take advanced training, initiate the Anti-Corruption Officer's professional (advanced) training to the Company's director;

10) take steps to identify, and facilitate the resolution of, conflicts of interest, make the Company's director aware of the identified conflict of interest and steps taken to resolve it;

11) organize and perform due diligence on the Company's business partners, due diligence in mergers and acquisitions (takeovers);

12) participate in the Company's employment procedures, inter alia, by initiating, organizing, and conducting candidate due diligence;

13) check for corruption risks and approve payments and expenses related to charity and sponsorship, contributions to support political parties;

14) check for existing corruption risks and approve (endorse) the Company's draft organizational and administrative

documents, legal transactions (agreements);

15) organize internal channels for reporting potential corruption or corruption-related offenses, other violations of the Law of Ukraine On the Prevention of Corruption;

16) receive, and arrange for scrutiny and investigation of, reports on potential corruption or corruption-related offenses, other violations of the Law of Ukraine On the Prevention of Corruption;

17) participate in internal investigations conducted in accordance with this Program;

18) inform the Company's director or founders (members) of facts potentially suggesting the commission of corruption or corruption-related offenses and other violations of the Law of Ukraine On the Prevention of Corruption by members of governing bodies, officials of all levels, employees, representatives of the Company;

19) when a corruption or corruption-related offense is detected or such an offense by members of governing bodies, officials of all levels, employees of the Company is reported, take steps to terminate the offense in question and promptly, within 24 hours, report it to the specially authorized anti-corruption authority in writing;

20) organize the work of and participate in an official investigation intended to identify the causes and conditions that have caused a corruption or corruption-related offense or a failure to comply with the Law of Ukraine On the Prevention of Corruption otherwise, as requested by a specially authorized anti-corruption authority or an order of the National Agency on Corruption Prevention*;

21) collaborate with whistleblowers, procure compliance with their rights and protection guarantees provided by the Law of Ukraine On the Prevention of Corruption;

22) make whistleblowers aware of their rights and responsibilities under the Law of Ukraine On the Prevention of Corruption, the status and outcomes of consideration, verification and/or investigation of information reported by them;

23) keep the National Agency on Corruption Prevention informed of cases where the Company's personnel unit fails to send a certified hard copy of the administrative document on imposition of a disciplinary action and the information card attached to the administrative document on imposition (cancellation of the administrative document on imposition) of a disciplinary action on a person for corruption or corruption-

related offenses so that such details can be entered into the Unified State Register of Corruption or Corruption-Related Offenders;

24) verify the declarants' submission of declarations and duly report failures to submit or late submission of such declarations to the National Agency on Corruption Prevention*;

25) make sure that registers are created and maintained for:

- the Company's employees held liable for violations of requirements of this Program, a corruption or corruption-related offense, other violations of the Law of Ukraine On the Prevention of Corruption;
- due diligence on business partners, employment candidates, in mergers and acquisitions (takeovers) conducted in accordance with this Program;
- internal investigations conducted in accordance with this Program;
- reports of a conflict of interest, a corruption or corruption-related offense, other violations of the Law of Ukraine On Prevention the of Corruption, violation of the requirements of this Program;
- business hospitality and gifts;

26) procure the supervision, control,

and monitoring of compliance with this Program, anti-corruption laws;

27) evaluate the outputs of activities required by this Program;

28) draft a report on progress with this Program;

29) cooperate with government authorities, local self-government, other juridical persons, non-governmental and/or international organizations on anti-corruption matters;

30) fulfill other official responsibilities provided by the Law of Ukraine On the Prevention of Corruption, this Program, internal documents of the Company adopted in pursuance of the Law of Ukraine On the Prevention of Corruption and this Program, inter alia, those related to scrutiny of whistleblower reports and compliance with whistleblower rights and guarantees of protection.

2. The Anti-Corruption Officer may:

1) have the Company's governing bodies and members of governing bodies, officials of all levels, employees and representatives provide oral and written explanations of circumstances that may suggest a violation of the Law of Ukraine On the Prevention of Corruption and this Program in terms of the prevention and resolution of conflicts of interest and other existing requirements, restrictions, and prohibitions, and on other matters related to the implementation of this Program;

2) summon and interview persons whose acts of commission or omission are related to facts reported by a whistleblower, including the Company's officials of all levels;

3) subject to statutory restrictions, access documents and information administered by the Company, which the Anti-Corruption Officer needs to perform their responsibilities, make or procure copies thereof;

4) procure from other structural units of the Company information, documents or copies thereof, including those containing confidential information (except for state secret), which the Anti-Corruption Officer needs to perform their responsibilities;

5) process information, including personal data, in compliance with personal data access laws;

6) have access to the Company's warehouses, production and other facilities when and if anti-corruption activities are required;

7) gain access to the Company's electronic data storage and processing tools which the Anti-Corruption Officer needs to perform their responsibilities and, if necessary, require a hard copy recording of relevant data;

8) sign and send requests to government authorities, local self-government, enterprises, institutions, organizations of all forms of ownership, unincorporated separate units of the Company for information and materials directly related to the responsibilities of the Anti-Corruption Officer;

9) sign and send letters to the National Agency on Corruption Prevention or any other specially authorized anti-corruption authorities, reporting corruption or corruption-related offenses, other violations of the Law of Ukraine On the Prevention of Corruption;

10) control the activities of, give instructions and orders to, and demand the implementation thereof by, Designated Persons at unincorporated separate units of the Company;

11) apply to the National Agency on Corruption Prevention regarding violations of the whistleblower's and their relatives' rights;

12) select a person to be responsible for the exercise of the Anti-Corruption Officer's whistleblower protection powers out of the Anti-Corruption Officer's subordinates;

13) exercise other powers laid down in the Law of Ukraine On the Prevention of Corruption intended for comprehensively addressing reports of corruption or corruption-related offenses and other violations of the Law of Ukraine On the Prevention of Corruption, including whistleblower reports, protecting their rights and freedoms;

14) initiate due diligence procedures to be conducted on grounds laid down in the Law of Ukraine On the Prevention of Corruption and this Program;

15) initiate internal investigations into potential violations of the Law of Ukraine On the Prevention of Corruption and this Program;

16) propose disciplinary action against persons guilty of violating the Law of Ukraine On the Prevention of Corruption, this Program to the director of the Company;

17) participate in meetings of the Company's working groups and commissions on matters within the competences of the Anti-Corruption Officer;

18) initiate meetings on the

prevention and detection of corruption, the implementation of this Program;

19) engage the Company's employees in the exercise of the Anti-Corruption Officer's powers with the consent of the Company's director;

20) propose improvements to the work of the Anti-Corruption Officer / the Anti-Corruption Officer's unit to the director / supervisory board of the Company;

21) approach the Company's founders (members), director, governing bodies on matters of the exercise and fulfillment of the Anti-Corruption Officer's powers and official responsibilities;

22) exercise other rights conferred by the Law of Ukraine On the Prevention of Corruption, this Program, employment contract, job description of the Anti-Corruption Officer, other internal documents of the Company.

3. Guarantees of Independence

1. The Anti-Corruption Officer shall be independent in performing their functions in the Company. No interference in the activities of the Anti-Corruption Officer by the Company's founders (members), director, governing bodies and members of governing bodies, officials of all levels, employees, representatives, business partners, or any other persons is allowed.

2. Interference shall be understood as:

1) refusal to provide the Anti-Corruption Officer with information, records, access to information and records that the Anti-Corruption Officer is entitled to access;

2) any influence on the Anti-Corruption Officer's decision-making and actions that is beyond the statutory authority of the governing body/influencing person, the Company's Articles, decisions of governing bodies or internal documents of the Company (for example, directing the substance of conclusions to be drawn up by the Anti-Corruption Officer following the due diligence on business partners; regarding the declarants, reports on late submission of declarations by which cannot be delivered to the National Agency on Corruption Prevention, etc.);

3) acts of commissions/omission that restrict or violate the Anti-Corruption Officer's rights (for example, unreasonable

denial of planned annual leave; unreasonable denial of leave for training/advanced training included in the relevant schedule; unreasonable limitation of the size of, or failure to make, incentive and compensation payments required by their employment and collective employment agreements, etc.);

4) acts of commissions/omission that prevent the Anti-Corruption Officer from performing their official responsibilities (for example, by unreasonably sending the Anti-Corruption Officer on a business trip away from work; unreasonably denying the Anti-Corruption Officer access to their workplace, personal computer; unjustifiably seizing documents kept by the Anti-Corruption Officer; failing to provide the Anti-Corruption Officer with material resources necessary to perform their tasks, failing to grant access to the Company's document management system, communication, etc.);

5) imposing responsibilities on or issuing instructions to the Anti-Corruption Officer on matters that are or go beyond their powers as defined by the Law of Ukraine On the Prevention of Corruption and this Program and limit them in fulfilling their official responsibilities;

3. The Anti-Corruption Officer may not be dismissed or forced to resign, disciplined or subjected by the Company's

founders (members), director, governing bodies to any other actual or threatened adverse measures (reassignment, certification, change of workplace conditions, rejection of promotion, pay cut, refusal to renew the employment contract, etc.) for implementing anti-corruption activities, detecting and reporting potential corruption or corruption-related offenses, other violations of the Law of Ukraine On the Prevention of Corruption.

Adverse measures also include formally lawful decisions and actions of the Company's founders (members), director, governing bodies that are selective by, inter alia, not being applied to other employees, managers in similar situations and/or not having been applied to the Anti-Corruption Officer in similar situations (under similar circumstances) earlier.

4. Disciplinary action may be taken against the Anti-Corruption Officer with the prior consent of the Supervisory Board (if set up at the Company) or the body whose administrative domain includes the Company / the body that manages equity interests owned by the state in the authorized capital of the Company ("authorized administrative body")⁶.

5. The Anti-Corruption Officer may be

suspended by the director of the Company with the prior consent of the Supervisory Board (if set up at the Company) or the authorized administrative body⁷.

6. In the event of breach of the guarantees of independence, the Anti-Corruption Officer shall report this to the Supervisory Board of the Company (if set up at the Company) or the authorized administrative body⁸ and, if necessary, the National Agency on Corruption Prevention.

7. The Company's founders (members), director, governing bodies, officials of all levels shall:

1) support the independence of the Anti-Corruption Officer;

2) provide the Anti-Corruption Officer with adequate material and organizational working conditions (a separate office, safety lockers for keeping records, a workplace equipped with office furniture, computer and organizational equipment, Internet access, office supplies, means of communication, an e-mail account) and resources sufficient to fulfill tasks assigned to the Anti-Corruption Officer;

3) facilitate the fulfillment by the Anti-Corruption Officer of the tasks provided by the Law of Ukraine On the Prevention of Corruption and this Program; when

⁶ This requirement applies to state, community-owned enterprises or companies where the state holds 50% or more interest in and no supervisory board has been set up.

⁷ This requirement applies to state, community-owned enterprises or companies where the state holds 50% or more interest in and no supervisory board has been set up.

⁸ This requirement applies to state, community-owned enterprises or companies where the state holds 50% or more interest in and no supervisory board has been set up.

requested by the Anti-Corruption Officer, provide information and records required by the Anti-Corruption Officer for performing their responsibilities, facilitate internal investigations, engage employees/resources for the Anti-Corruption Officer and the Anti-Corruption Officer's subordinates to perform their responsibilities;

4) respond within a reasonable period to written and oral requests, proposals, and recommendations of the Anti-Corruption Officer provided by them while implementing this Program.

A red envelope is shown, partially open, revealing a stack of US dollar bills. The bills are fanned out, showing the number '20' and the serial number 'JH0046'. The envelope is placed on a light-colored surface. In the background, a portion of a laptop keyboard is visible, showing keys like '1', '2', 'Q', 'A', and 'ctrl'.

IV. Corruption Risk Management

1. To effectively prevent corruption in its activities, the Company applies a risk-based approach and creates a risk management system that involves i) regularly assessing, ii) taking measures necessary and sufficient to mitigate, iii) further monitoring and controlling, corruption risks that may affect the Company's activities, and updating existing anti-corruption activities subject to changes in the Company's internal and external context.

2. The Company regularly assesses corruption risks in its activities in order to:

1) identify internal and external corruption risks to which the Company's business processes are exposed;

2) assess the adequacy, appropriateness, and effectiveness of existing measures undertaken to properly mitigate corruption risks so identified;

3) analyze and measure the level of corruption risks so identified;

4) prioritize high-risk business processes subject to the nature and vulnerability of business processes to corruption risks, levels of corruption risks assessed;

5) develop measures to effectively mitigate corruption risks to which the Company's activities are exposed.

3. A regular corruption risks assessment in the Company's activities is organized by the Anti-Corruption Officer.

4. The Company may perform an internal and/or external corruption risks assessment.

The internal corruption risks assessment is performed by a working group made up of staff members of the Company's structural units.

The external corruption risks assessment is performed by audit, legal, consulting companies or independent experts engaged by the Company.

5. The Company shall assess corruption risks in its activities at least once every 2 years.

6. The Company may decide to assess its corruption risks by following a statutory procedure⁹.

7. A risk register shall be created following the corruption risks assessment in the Company's activities.

8. The risk register shall include:

1) identified corruption risks, areas (directions) of the Company's activities they are identified in, their descriptions, sources, existing mitigating measures and an assessment of their adequacy, appropriateness, and effectiveness;

⁹To assess corruption risks, the juridical person may also apply both international and national risk management standards.

2) levels of corruption risks detected;

3) proposed activities to mitigate identified corruption risks (including by updating / implementing new anti-corruption measures at the level of the Company and / or business processes), due dates (deadlines) for their implementation, designated departments/ owners, resource requirements, performance indicators).

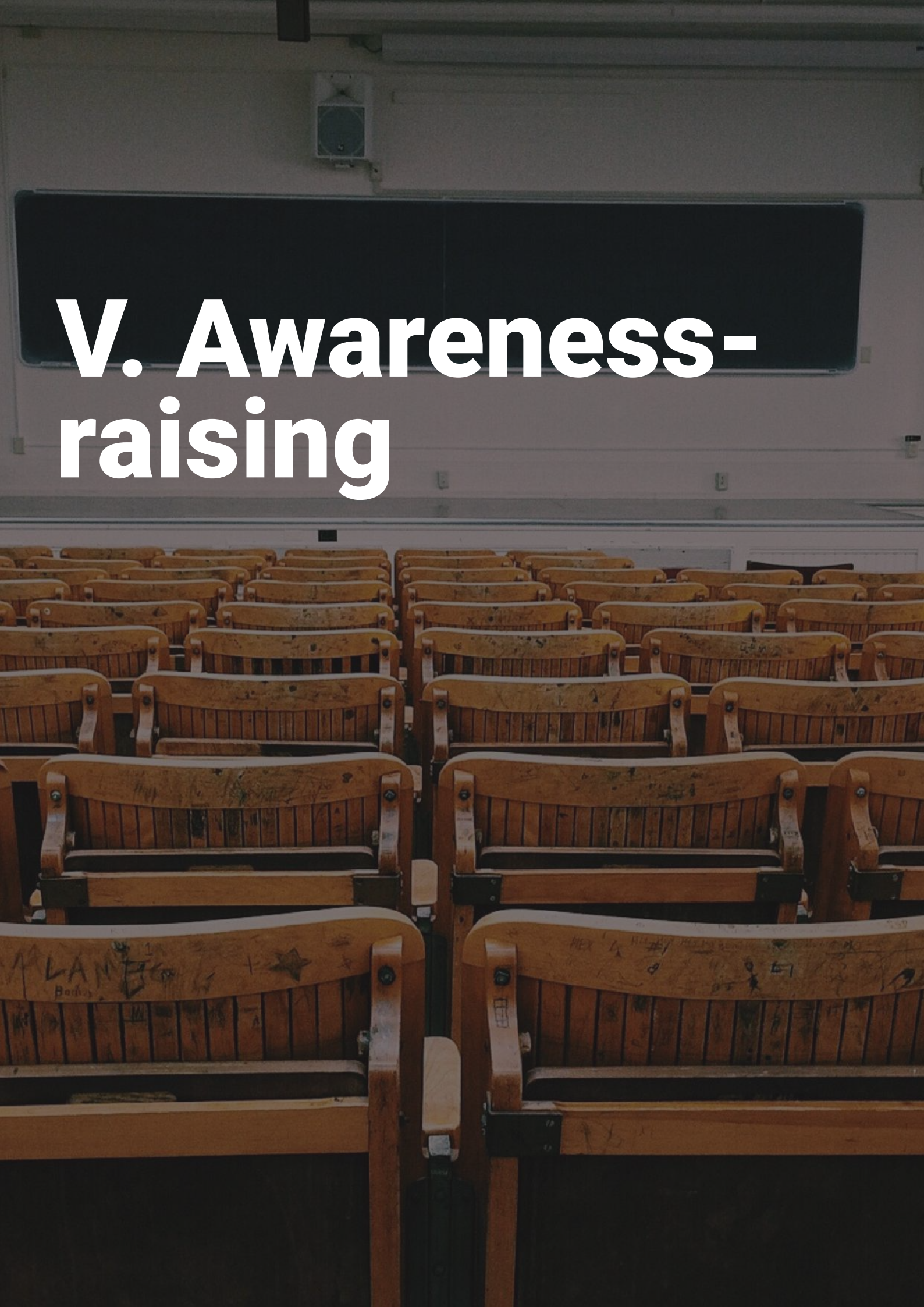
9. Once created following corruption risk assessment, the risk register shall be submitted for approval to the director (executive body or supervisory board) of the Company.

10. The director (executive body or supervisory board) of the Company approves the risk register and procures the implementation of measures provided for in it, including by updating existing anti-corruption measures, and allocates resources necessary for this purpose.

11. The risk register shall be made available to the Company's member (founder) upon their request.

12. The risk register is provided for execution to designated departments / owners and may also be posted on the Company's website (if any) for review by all stakeholders.

13. The Anti-Corruption Officer monitors measures intended to mitigate the identified corruption risks, drafts and submits reports on progress with such measures in the manner and by dates specified in this Program.



V. Awareness-raising

1. Regular Training on Preventing and Identifying Corrupt Practices

1. To cultivate an appropriate anti-corruption culture, the Anti-Corruption Officer shall ensure that the Company's newly appointed employees, representatives, and persons that are trained or perform certain work at the Company are made duly aware, as a mandatory condition, with the provisions of the Law of Ukraine On the Prevention of Corruption, this Program and the Company's internal documents adopted in pursuance thereof.

2. The Company should properly and adequately provide awareness on the provisions of this Program and the Company's internal documents on preventing and combating corruption, amendments to anti-corruption laws and their practical application to all employees, representatives, and business partners of the Company by way of notification (communications).

3. The Anti-Corruption Officer is responsible for raising awareness on prevention and identification of corruption.

4. The Company provides regular professional (advanced) training to the Company's director, members of governing bodies, officials of all levels, employees, Anti-Corruption Officer, and, if necessary, representatives.

5. The director of the Company and the Anti-Corruption Officer shall take advanced training on the prevention and detection of corruption at least once in 2 years.

6. Scheduled training for other officials of the Company is conducted based on:

1) the annual thematic schedule compiled by the Anti-Corruption Officer and approved by the director of the Company;

2) documents that the parent (holding) Company forwards to the Company for execution.

7. Anti-corruption training programs (basic and advanced) are implemented either remotely or in person.

8. The topic and form of training activities (seminars, lectures, workshops, training sessions, one-on-one lessons, webinars, etc.) are selected subject to:

1) legislative amendments;

2) proposals of the Company's founders (members), director, governing bodies, officials of all levels, and employees;

3) findings of progress monitoring/assessment of this Program;

4) findings of the regular corruption risks assessment in the Company's activities;

5) findings of due diligence and internal investigations;

6) findings of anti-corruption compliance audits conducted by the National Agency on Corruption Prevention.

9. When and if actual corruption offenses are detected in the Company's activities, the Anti-Corruption Officer shall i) list employees who are involved in performing high-risk business processes and should take mandatory unplanned training, and ii) create and implement the appropriate training program.

10. The training ends with a test of trainees to check their assimilation of educational information or with another form of final control of progress.

11. The Anti-Corruption Officer keeps records of advanced training events on the prevention and detection of corruption, records of those present at such events, and evaluates their effectiveness.

2. Clarifications and Consultations Provided by the Anti-Corruption Officer to Employees

1. The Company's founders (members), director, members of governing bodies, officials of all levels, employees, and representatives may ask the Anti-Corruption Officer for oral or written clarification or consultation on provisions of this Program.

2. The Anti-Corruption Officer offers clarifications or consultations by a reasonable date, but not later than by 10th day after receipt of the request. If unable to offer clarifications or consultation by the specified date, the Anti-Corruption Officer may extend consideration of the request and must respectively notify the person requesting the clarification or consultation. The total term of consideration of the request may not exceed 30 days of receipt thereof by the Anti-Corruption Officer.

3. The Anti-Corruption Officer summarizes the most common questions and answers given and published generalized explanations (consultations, etc.) for reference on resources available to the Company's employees and/or communicates them otherwise (for example, by e-mail).

4. The Anti-Corruption Officer may choose other forms to provide clarifications and consultations on the implementation of this Program and anti-corruption laws (leaflets, guides, video addresses, etc.).

VI.

Prevention and Due Diligence

insurance, if
Committee.

10. **Assignment.** The Contractor
Agreement, or delegate the power
the prior written consent of the

SIGNATURE

1. Prevention and Resolution of Conflicts of Interest

1. The Company seeks to prevent conflicts of interest from adversely affecting the interests of the Company and of its clients/customers, founder(s)/member(s) by preventing, identifying, and resolving conflicts of interest.

2. The Company prevents and resolves conflict of interest by relying on the principles of:

1) making employees aware of situations that have signs of a conflict of interest;

2) preventing conflicts of interest;

3) taking a case-by-case approach in considering and evaluating each situation that has signs of a conflict of interest.

3. The Company's employees have the obligation to notify their immediate supervisor and the Anti-Corruption Officer of the existence of a real or potential conflict of interest in writing on or before the business day following the day on which they learned or should have learned about the conflict of interest concerned, avoid performing actions or decision-making in the context of a real conflict of interest, and take steps to resolve the real or potential conflict of interest.

4. If a real or potential conflict of interest arises for the Company's director,

the director shall notify thereof the Anti-Corruption Officer and the person or body (including collective) whose powers include dismissing/initiating dismissal of the Company's director in writing.

5. If a real or potential conflict of interest arises for a Company's representative, the representative shall notify the Anti-Corruption Officer thereof in writing.

6. If a real or potential conflict of interest arises for the Anti-Corruption Officer, the Anti-Corruption Officer shall notify the Company's director/Supervisory Board in writing (if the Anti-Corruption Officer is accountable to and controlled by the Company's Supervisory Board).

7. The immediate supervisor of the person shall, within two working days of notification of the existence of a real or potential conflict of interest for their subordinate, decide, by taking note of the Anti-Corruption Officer's recommendations, on the manner of resolving the conflict of interest, of which the employee shall be notified.

8. The immediate supervisor that has become aware of their subordinate's conflict of interest (including when the supervisor detects the conflict of interest for a subordinate who fails to disclose

it) shall report it to the Anti-Corruption Officer and take steps required by this Program to prevent and resolve the conflict of interest.

9. Conflicts of interest are resolved by one or any combination of:

1) suspending the employee from fulfilling an assignment, performing actions, making decisions, or participating in decision-making in the context of a real or potential conflict of interest;

2) relying on external control over how the person fulfills the assignment concerned, performs certain actions, or makes decisions;

3) restricting the employee's access to certain information;

4) revising the scope of job (functional) responsibilities of the employee;

5) reassigning the employee to another position;

6) dismissing the employee.

10. The procedure for taking steps to resolve a conflict of interest and its special features for different categories of persons shall be established by the Anti-Corruption Officer subject to these requirements:

1) an employee may only be reassigned to another position with their consent when and if i) the real

or potential conflict of interest in the employee's activity is permanent and cannot be resolved otherwise, and ii) a vacancy exists of a nature that matches the personal and professional qualities of the employee;

2) the employee shall be dismissed due to the existing conflict of interest when and if the real or potential conflict of interest in the employee's activity is permanent and cannot be resolved otherwise, including when the employee does not consent to being reassigned or to surrender the private interest;

3) the Company shall terminate its legal relationship with a representative for which a potential or actual conflict of interest arises. The Company's representative for which the conflict of interest is permanent shall be listed among entities which services are not to be used and/or which should not be made any payments.

11. The decision to resolve a conflict of interest that arises for the Company's director shall be made by a person or body (including collective) whose powers include dismissing/initiating the dismissal of the Company's director within two working days after notification. The decision made shall be immediately made available to the person concerned and to the Anti-Corruption Officer.

12. Employees of the Company may take their own steps to resolve their conflict of interest by surrendering the private interest concerned and providing supporting documents to their immediate supervisor and the Anti-Corruption Officer.

13. The Company's director may take their own steps to resolve their conflict of interest by surrendering the private interest concerned and providing supporting documents to the Anti-Corruption Officer and to the person or body (including collective) whose powers include dismissing/initiating the dismissal of the Company's director.

14. When and if a real or potential conflict of interest arises for a person that is a member of a collective body (governing body of the Company (supervisory board, management board, another executive body), commission, working group, tender committee, etc.) while this body resolves the affected matter, the person concerned shall notify the respective collective body and the Anti-Corruption Officer thereof in writing.

15. The person concerned must not:

1) participate in drafting documents required for decisions to be made by the collective body on the affected matter;

2) participate in considering (discussing) the affected matter;

3) vote on the affected matter.

16. If withdrawal of the member of the Company's collective body renders this body incompetent, the person concerned may participate in decision-making under external control. The decision to introduce external control is made by the collective body concerned.

17. External control is exercised by the Anti-Corruption Officer participating in the proceedings of the collective body as an observer without the voting right.

18. Typical situations of a conflict of interest may include:

1) being involved in the making of, or making, the decision to conclude an employment contract with, promote, determine pay of, offer financial incentives to, impose penalties on their close person;

2) concluding legal transactions with close persons on behalf of the Company;

3) making, or having the person that is subject to this Program make, a decision that may impact the acquisition of benefits by another business entity whose business decisions actually controlled by such person or close person, where such a person, their close person is the founder (member), employee, receive or used to receive compensation or gifts, used to be or are trained;

4) having the person that is subject to this Program, a sole proprietor register, or having such person set up, a juridical

person that provides services/performs works identical to those provided/performed by the Company;

5) serving as a senior manager at another juridical person whose interests may conflict with the interests of the Company;

6) making, or being involved in the making by the person subject to this Program of, decisions about oneself, including in terms of remuneration, any financial or non-financial benefit, internal/official investigation.

2. Collaboration with Business Partners

1. The Company seeks to cooperate with business partners who pursue their business legally and ethically and interaction with whom does not pose corruption risks for the Company.

2. Before establishing business relations with business partners, the Company shall advise them of the Company's principles and requirements in the area of preventing and combating corruption laid down in this Program, other policies created in pursuance here of, including the due diligence procedure.

3. The Company conducts due diligence on prospective business partners (prior to the conclusion of legal transactions) and existing business partners (after legal relationships are established with them).

4. The due diligence on the Company's prospective or existing business partners is conducted by the Anti-Corruption Officer. Other structural units of the juridical person may also be engaged in conducting the due diligence.

5. Criteria, grounds, procedure, and regularity of the due diligence on the Company's business partners are set forth in the Company's internal documents drafted by the Anti-Corruption Officer and approved by the director (executive body) of the Company.

6. Due diligence procedures (scope)

and regularity, business partner selection criteria depend on the domain and venue of activity of the Company's entity, the nature and level of corruption risks that may arise in the relationship with the business partner.

7. Due diligence on the Company's business partners is performed to:

1) check the business reputation of the business partner for tolerance for corruption, that is whether the business partner has the reputation of an entity whose activities are corruption-related (even if there are no judgments to this effect), and whether the business partner will serve as an intermediary transferring an improper advantage to (or receiving same from) third parties;

2) check whether the business partner has an anti-corruption program (or other anti-corruption policies), the status of its (their) actual implementation, its willingness (or refusal) to comply with the principles and requirements of the Company and anti-corruption laws;

3) identify potential corruption risks emerging from the conclusion (execution) of the legal transaction;

4) minimize the probability of, or verifying the fact of, a corruption or corruption-related offense, other violations of anti-corruption laws as and when the Company establishes and/or

consummates its legal relationships with a business partner.

8. In the event of reasonable doubts about the business reputation of the business partner, potentially causing corruption risks for the Company, the Company reserves the right to refuse to establish/continue business relations with the business partner subject to statutory requirements, including those of the Law of Ukraine On Public Procurement.

9. Materials of due diligence on business partners should be stored for at least 5 years.

10. Agreements (contracts) that the Company enters into with its business partners may include anti-corruption clauses. The purpose of the anti-corruption clause is for the Company to give guarantees and representations of its compliance with anti-corruption laws applicable to the Company and to be given similar guarantees and representations by its business partner.

Wordings of the anti-corruption clause are drafted by the Anti-Corruption Officer subject to the Company's areas of activity.

3. Business Hospitality Policy and Procedures. Gifts

1. The Company shall specify its general policies and procedures for providing and receiving business hospitality and gifts subject to statutory requirements.

2. The Company's director, members of governing bodies, officials of all levels, employees, representatives shall avoid offering business hospitality, gifts to official persons, their close persons, existing or prospective business partners, their employees or representatives, if such business hospitality, gifts may be considered as incitement or willingness to commit a corruption offense related to the Company's activities.

3. Gifts may be given and received, and business hospitality may be provided and received while the Company establishes or maintains business relations or strives to achieve another business purpose if and only if they meet all of these criteria:

1) they are not intended to influence the objectivity of any decision related to the conclusion of legal transactions, delivery or receipt of services, information, any other advantages for the Company;

2) they do not constitute a hidden improper advantage (for example, to win or continue to receive commercial orders

or improper advantage);

3) they correspond to the generally accepted notions of hospitality (for example, the gift is a souvenir);

4) they are not prohibited by laws of the state in which they are given and/or accepted;

5) their value does not exceed limits set by the laws and the Company;

6) they are not prohibited under, and do not exceed the value set in, the internal documents of the receiving entity;

7) disclosure of the gift, business hospitality will not create a risk to the business reputation of the Company or the beneficiary of the gift, business hospitality;

8) gifts, business hospitality are reasonable, non-excessive, and appropriate in the context of establishing/maintaining business relationships.

4. Gifts in the form of money (cash or non-cash), cash equivalent (gift cards or gift vouchers) may not be given or received.

5. Employees that have doubts as to whether the gift, business hospitality is acceptable should consult the Anti-Corruption Officer in the manner laid

down in this Program for consultation and/or clarification.

6. The Company's director, members of governing bodies, officials of all levels, employees, representatives shall notify the Anti-Corruption Officer of an actually given or received gift/business hospitality that meets generally accepted notions of hospitality within one working day in the manner laid down by the Company.

4. Charity and Sponsorship

1. The Company engage in charitable and sponsoring activities that are not prohibited by law and internal documents of the Company.

2. The Company engages in charitable and sponsoring activities in accordance with the law and if there is no reasoned opinion of the Anti-Corruption Officer that they involve corruption risks.

3. The Anti-Corruption Officer checks planned charitable, sponsoring activities in advance and approves draft legal transactions related to charitable, sponsoring activities to make sure that the charitable, sponsoring aid is not used as an improper advantage or for any other illegal purpose.

4. The Anti-Corruption Officer conducts an advance due diligence on planned charitable and/or sponsoring activities in the manner determined by the Company.

5. The Company must not carry out charitable and/or sponsoring activities when and if:

1) their performance i) is a condition for the conclusion of any legal transaction, the making of a decision by a government authority or local self-government, or ii) pursues the purpose of obtaining an improper advantage in business;

2) the business partner/official

person insists on a certain type of charitable and/or sponsoring activity being performed solely through a specific entity;

3) it is carried out in order to influence an official person or in exchange for any improper advantage for the Company from business partners.

6. The Company's primary tools of control over charitable and sponsoring activities include:

1) due diligence on potential beneficiaries of charitable and sponsoring aid in the manner used to due diligence on business partners or otherwise as may be established by the Company;

2) prior approval of charitable and sponsoring projects and legal transactions by the Anti-Corruption Officer;

3) monitoring procedures determined by the Company at its discretion for whether charitable and sponsoring aid is used for the intended purpose;

4) public disclosure, in the manner required by the Company, of the conduct of charitable and sponsoring activities to enable public control (unless legally prohibited).

7. The Company maintains registers

of contributions made by the Company for charitable and sponsoring activities. Such registers and financial statements on charitable, sponsoring activities, their beneficiaries are to be stored for at least 5 years.

5. Support of Political Parties

1. The Company does not support political parties if it is expressly prohibited by the law or the Company's policy.

2. Unless prohibited by the law and the Company's policy, the Company may make contributions in support of political parties in the manner laid down in the Law of Ukraine On Political Parties in Ukraine.

3. The Company's total contribution (the sum of contributions) in support of a political party during one year may not exceed the limit set by the Law of Ukraine On Political Parties in Ukraine.

4. Contributions in support of political parties may only be made if there is no reasoned opinion of the Anti-Corruption Officer that they involve corruption risks.

5. In addition to the Anti-Corruption Officer, other structural units of the Company may be engaged in accordance with the Company's policy on support of political parties in auditing compliance, including anti-corruption compliance, and compliance with this Program.

6. The Company maintains a register of contributions made in support of political parties. This register and financial statements on transactions involving contributions in support of political parties, their beneficiaries are to be stored for at least 5 years.

7. The Company shall apply the rules laid down in this section when supporting political parties within any state subject to the restrictions on the support of political parties laid down in the laws of the state concerned.

6. Due Diligence in Mergers and Acquisitions

1. When planning and implementing legal transactions such as mergers and acquisitions, the Company shall conduct due diligence on the juridical person that is subject to merger or acquisition to detect corruption risks, verify the purpose and procedure of such legal transaction for compliance with anti-corruption laws and this Program.

2. The due diligence shall be conducted before and after the legal transaction.

3. The scope of the due diligence shall be determined by the Company based on the nature and level of corruption risks that may arise in connection with the legal transaction with a particular entity that is subject to merger or acquisition.

4. The Anti-Corruption Officer shall be, and other persons may be, engaged in the due diligence.

5. Prior to the legal transaction, the due diligence involves:

1) analyzing the history and activities of the entity that is subject to merger or acquisition, the structure of its founders/members/ultimate beneficial owners;

2) identifying connections of the entity that is subject to merger or acquisition with official persons and the nature of their interactions;

3) analyzing key elements of the anti-corruption system (anti-corruption program, etc., corruption risk management system) of the entity that is subject to merger or acquisition;

4) identifying instances of corruption that the entity that is subject to merger or acquisition may be implicated in (details of ongoing investigations/court proceedings);

5) checking for effective sanctions, if any, imposed on the entity that is subject to merger or acquisition;

6) establishing the range of, and the nature of contractual relations with, counterparties of the entity that is subject to merger or acquisition (customers, suppliers, intermediaries) that pose high corruption risks;

7) analyzing internal control mechanisms of the entity that is subject to merger or acquisition (control over legal transactions involving high corruption risks, gift giving, business hospitality, charitable and sponsoring activities etc.);

8) analyzing the operational status of the system, if any, for reporting corruption or corruption-related offenses, other violations of the Law of Ukraine On the Prevention of Corruption;

9) determining the scope and nature

of matters to be addressed after the legal transaction is concluded.

6. The Company's director (relevant governing body) should have regard to findings of the due diligence when making the final decision on the legal transaction.

7. After the legal transaction is concluded, the due diligence involves:

1) detecting inconsistencies in the system of anti-corruption measures of the entity that is subject to merger or acquisition;

2) ensuring compliance of the system of anti-corruption measures of the entity that is subject to merger or acquisition with the nature and level of corruption risks inherent to it;

3) determining adjustments to harmonize the system of anti-corruption measures with the requirements of anti-corruption laws.

8. If the anti-corruption due diligence reveals facts of corruption, the Company takes steps to terminate and duly report them to specially authorized anti-corruption authorities, and to prevent such practices in the future.

7. Due Diligence on Employment Candidates

1. In order to implement this Program, the Company conducts due diligence on employment candidates for positions vulnerable to corruption risks as part of personnel selection.

2. Due diligence on candidates is performed to:

1) establish whether the conclusion of an employment contract with the candidate raises corruption risks for the Company;

2) establish whether the conclusion of an employment contract with the candidate results in a violation of anti-corruption laws;

3) make sure that the candidate agrees to comply with the requirements of this Program.


3. The decision to conclude an employment contract is made subject to the requirements of anti-corruption laws.

4. Candidates for positions vulnerable to corruption risks shall be checked by the Anti-Corruption Officer. Following the due diligence, the Anti-Corruption Officer shall draft a reasoned opinion for the director of the Company on whether corruption risks arise or not.

5. The procedure for due diligence on candidates and the list of positions vulnerable to corruption risks are

determined by the Company.

6. Materials of the due diligence on candidates for positions vulnerable to corruption risks shall be stored in personal files throughout the retention period thereof.

A person is shown from the chest up, wearing a light-colored sweater and a headset. They are holding a smartphone in their right hand, which displays a blue and white interface. The background is dark and out of focus. Overlaid on the image is the text 'VII. Reports, Investigation and Responsibility' in a large, white, sans-serif font.

VII. Reports, Investigation and Responsibility

1. Reporting Potential Corruption or Corruption-Related Offenses, Other Violations of the Law of Ukraine On the Prevention of Corruption ¹⁰

1. The Company creates favorable conditions for whistleblowers and ensures respect for whistleblowers as part of the Company's business culture.

2. The Company creates conditions for whistleblowers' reporting on attempted, suspected and actual corruption or corruption-related offenses, other violations of the Law of Ukraine On the Prevention of Corruption ("Report," "Reporting") by:

1) creating and maintaining mandatory channels that the person can use to submit a report and be guaranteed anonymity ("Reporting Channels") and, if necessary, through the Unified Whistleblower Reporting Portal;

2) determining internal procedures and mechanisms in accordance with the Law of Ukraine On the Prevention of Corruption for receiving, investigating, and properly responding to Reports;

3) providing potential whistleblowers with guidance and consultations on Reporting;

4) introducing mechanisms for encouraging and cultivating the Reporting culture;

5) respecting whistleblower rights and protection guarantees.

3. It is up to whistleblowers which Reporting Channel to choose for Reporting purposes.

4. Whistleblowers are guaranteed confidentiality in the manner and on conditions laid down in the Law of Ukraine On the Prevention of Corruption.

5. A person may submit a Report without indicating its author (anonymously).

6. Details of Reporting Channels shall be communicated to all employees, including as they are hired, posted on the Company's information stands and website (if any).

7. The Company encourages business partners to use the Reporting Channels to report any known facts of corruption or corruption-related offenses, other violations of the Law of Ukraine On the Prevention of Corruption allegedly committed by the Company's director, members of governing bodies, officials of all levels, employees, and representatives.

8. The Report should include

¹⁰ The basic principles of reporting and scrutinizing of reports on potential corruption or corruption-related offenses, other violations of the Law of Ukraine On the Prevention of Corruption, and cooperation with whistleblowers are laid down in Section VIII of the Law of Ukraine On the Prevention of Corruption.

verifiable facts in support of the alleged corruption or corruption-related offense, another violation of the Law of Ukraine On the Prevention of Corruption.

9. The anonymous Report is to be considered if it refers to a specific person and includes verifiable facts.

10. Reporting incentives are offered by the Company by:

1) adopting the Company's internal documents determining the form of incentives, organizational principles of the incentive mechanism;

2) providing guidance and consultations on Reporting;

3) encouraging whistleblowers morally and financially.

11. The Reporting culture is built by the Company by:

1) adopting the Company's internal documents on ethical conduct in the Company, inter alia by fostering respect for whistleblowers as responsible citizens;

2) conducting internal exercises to build the Reporting culture;

3) conducting regular awareness-raising and outreach activities.

2. Whistleblower Rights and Protection Guarantees

1. Whistleblowing is an honorary right of every employee of the Company.

2. The whistleblower has the rights and guarantees of protection laid down in Articles 53³–53⁸ of the Law of Ukraine On the Prevention of Corruption. Among others, they may:

1) submit evidence in support of their Report;

2) receive acknowledgment of receipt and registration of their Report;

3) expect confidentiality;

4) be informed on the status and outcomes of the consideration, check and/or investigation into facts reported by them;

5) be released from legal liability for Reporting, disseminating information specified in the Report, even though such Report may include violations of their employment, civil, or other responsibilities or obligations;

6) be released from civil liability for pecuniary and/or non-pecuniary damages caused by Reporting, except when a knowingly false Report is submitted.

3. The whistleblower accrues rights at the time of making the Report that includes actual data in support of the alleged corruption or corruption-related offense, another violation of the Law of

Ukraine On the Prevention of Corruption.

4. The whistleblower shall be given guarantees of protection of their rights in the manner and on conditions laid down in the Law of Ukraine On the Prevention of Corruption.

5. The identities of the whistleblower, their close persons, or any other data that may help identify the whistleblower, their close persons, must not be disclosed to third parties that are not engaged in considering, auditing and/or investigating facts reported by the whistleblower or to persons whose acts of commission or omission are covered by the whistleblower's report, except in cases allowed by law.

6. Information about whistleblowers may only be accessed by the director of the Company, the Anti-Corruption Officer, and employees designated by the Anti-Corruption Officer and engaged in receiving and considering Reports in the Company.

7. If confidential information about the whistleblower is leaked, the Anti-Corruption Officer, the Company's director (executive body) shall, upon an application of the person concerned or at their own discretion, immediately take all and any steps to avoid adverse consequences (retaliation) for the whistleblower associated with such disclosure.

8. The Company prohibits whistleblower intimidation, humiliation, or harassment, the actual or threatened imposition of other adverse measures (retaliation) against whistleblowers (denial of employment; dismissal or coercion to resign; disciplinary action; other measures, including formally lawful decisions and actions that are selective by, inter alia, not being applied to other employees in similar situations and/or not having been applied to the employee concerned in similar situations earlier).

9. No whistleblower may be dismissed or forced to resign, disciplined or subjected to any other actual or threatened adverse measures (retaliation) for Reporting.

10. The founders (members), director, governing bodies, officials of all other levels, Anti-Corruption Officer create conditions for whistleblower protection within their respective powers.

11. Whistleblower rights and protection guarantees extend to the whistleblower's close persons.

3. Reporting Violations of this Program

1. Employees and persons that are trained at the Company or perform certain work, representatives, and business partners of the Company may report any facts of violations of this Program, actual incitement of the Company's employees, director, officials of all levels, members of the governing bodies to commit corruption or corruption-related offenses, other violations of the Law of Ukraine On the Prevention of Corruption directly to the Company's director (head of the executive body), Anti-Corruption Officer or founders (members), or email the Company at _____. The Company may come up with other ways of delivering and receiving information.

2. The procedure for considering such communications and collaborating with the reporting person, guarantees of confidentiality of the reporting person and protection of their rights are determined in an internal document of the Company.

4. Internal Investigations¹¹

1. If a Report is received or signs of a corruption or corruption-related offense, other violation of the Law of Ukraine On the Prevention of Corruption or this Program allegedly committed by the Company's governing body member, official, employee or representative detected, the Anti-Corruption Officer shall first verify information that has been reported (detected) in accordance with the Law of Ukraine On the Prevention of Corruption and internal documents of the Company.

2. If the information that is received (detected) about corruption or corruption-related offenses, other violations of the Law of Ukraine On the Prevention of Corruption involves acts of commission or omission of the director of the Company, such information shall be delivered by the Anti-Corruption Officer without prior verification within three days to the authority authorized to review or investigate same subject to investigative jurisdiction laid down in Article 216 of the Code of Criminal Procedure of Ukraine and provisions of Article 255 of the Code of Ukraine on Administrative Offenses, and a copy of the letter concerned shall be forwarded to the National Agency on Corruption Prevention if it is not an entity authorized to review such information.

The information that has been received (detected) shall also be delivered to the authority whose powers include appointing (electing) and dismissing the director of the Company (the body whose management scope includes the Company/the Company's founders (members)/Supervisory Board).

3. If a Report is received or signs of a corruption or corruption-related offense, other violation of the Law of Ukraine On the Prevention of Corruption or this Program allegedly committed by the Anti-Corruption Officer be detected, prior verification of such information shall be conducted in accordance with the Company's internal documents.

4. Following prior verification, a decision (decisions) are made to:

1) take steps to terminate the violation; or

2) appoint an internal investigation if facts (detected) described in the Report prove to be true or require further verification; or

3) immediately, within 24 hours, report the offense in writing to the specially authorized anti-corruption entity if signs of a corruption or corruption-related offense be detected; or

¹¹Pursuant to Article 63 of the Law of Ukraine On the Prevention of Corruption, the anti-corruption program of juridical persons referred to in part two, Article 62 of this Law may contain a provision on the procedure for internal investigations.

4) close the proceedings if facts described in the Report (detected) prove to be untrue.

5. The internal investigation is to verify the actual facts of the alleged corruption or corruption-related offense, another violation of the Law of Ukraine On the Prevention of Corruption or this Program.

6. The internal investigation shall be conducted by a commission.

7. The commission must include the Anti-Corruption Officer, except when the investigation is initiated as and when facts be detected or information is received suggesting that a corruption or corruption-related offense, other violation of the Law of Ukraine On the Prevention of Corruption or this Program has been committed by the Anti-Corruption Officer.

8. All officials and employees of the Company regardless of their position have the obligation to facilitate internal investigations and provide available documents and materials as they become necessary.

9. The Company's official or employee that is under internal investigation may be suspended from work (on statutory grounds) or otherwise restricted in accessing material, informational, and other resources of the

Company during the internal investigation, to which effect a decision should be made by the Company's director or, for an investigation that concerns the director, by _____¹².

10. Following internal verification, a decision (decisions) are made to:

1) take steps to terminate the violation;

2) take disciplinary action against the guilty persons;

3) determine ways of eliminating the causes, conditions, and consequences of the violation, steps to prevent such violations in the future;

4) take measures to restore individual rights and legitimate interests and compensate for damage caused to juridical and natural persons as a result of the violations; and/or

5) forward materials to a pretrial investigation authority if signs of a criminal offense are detected or to other bodies authorized to react to offenses revealed.

11. The internal investigation shall not last for more than 30 (thirty) calendar days from completion of the prior verification. If the reported (revealed) information cannot be verified by the specified date, the director of the Company shall extend

¹² Specify the entity whose powers include appointing (electing) and dismissing the juridical person's director (the body whose management scope includes the juridical person/the juridical person's founders (members)/supervisory board).

the internal investigation to 45 days.

12. The procedure for conducting internal investigations shall be determined by the Company.

13. The Anti-Corruption Officer has access to internal investigation files, which are to be stored for at least 5 years.

5. Disciplinary Liability for Violations of this Program

1. For violating provisions of this Program, the Company's employees are subject to disciplinary liability in accordance with the laws, the rules of the Company's internal work regulations, provisions of employment contracts.

2. The Company's personnel unit sends the National Agency on Corruption Prevention a certified hard copy of a disciplinary action decision (order) of the Company's director and an information card to the administrative document on imposition (cancellation of the administrative document on imposition) of a disciplinary action on a person for corruption or related offenses so that details of the disciplinary action for corruption or corruption-related offenses can be entered into the Unified State Register of Corruption or Corruption-Related Offenders.

3. The Company's director (executive body) shall procure measures for the commission of a corruption or corruption-related offense.



VIII. Supervision, Control, Amendment of this Program

1. Supervision and Control

1. The Anti-Corruption Officer is in charge of supervision and ongoing control of compliance with this Program by the Company's founders (members), director, members of governing bodies, officials of all levels, employees, and representatives.

2. The Anti-Corruption Officer supervises and controls compliance with this Program by:

1) considering and responding to Reports;

2) auditing activities undertaken by the Company's employees to implement this Program;

3) auditing organizational and administrative documents, legal transactions, other documents of the Company referred to in this Program, and their drafts, for corruption risks;

4) regularly monitoring compliance with this Program.

The Company may determine i) the procedure for regular and extraordinary checks of the Company's employees, conducting an expert examination of documents, and ii) additional forms of supervision and control over compliance with this Program, subject to special features of its business.

3. If the Anti-Corruption Officer's supervision or control over compliance with this Program reveals signs of a

corruption or corruption-related offense, the Anti-Corruption Officer shall request to the Company's director the initiation of an internal investigation to be conducted in accordance with this Program and internal documents of the Company.

4. The Anti-Corruption Officer shall produce a report on progress monitoring of this Program at least once every 6 months by dates and in the manner specified by the Company's director (Supervisory Board) ("Monitoring Report"). This report is equated to an annual assessment of outputs of activities laid down in this Program.

If there are Designated Persons whom the Anti-Corruption Officer's powers are delegated to appointed in the Company's separate units, anti-corruption officers appointed in subsidiary business entities over which the Company exercises control, then the Anti-Corruption Officer shall produce a consolidated Report.

5. The Monitoring Report shall contain:

1) the status of activities laid down in this Program;

2) outputs of activities laid down in this Program;

3) detected violations of the requirements of the Law of Ukraine On the Prevention of Corruption, this Program,

steps taken to eliminate and prevent such violations in future;

4) the number and findings of checks, audits, and internal investigations;

5) actual violations of the guarantees of the Anti-Corruption Officer's independence;

6) the progress with implementing measure designed to eliminate or minimize corruption risks;

7) training events delivered on prevention and detection of corruption and the progress with assimilation of knowledge;

8) cooperation with whistleblowers;

9) newly identified corruption risks;

10) proposals and recommendations.

6. The Monitoring Report may include any other information related to the implementation of this Program.

7. Generalized findings of progress monitoring of this Program are to be posted and made publicly available to the Company's employees and on the Company's official website (if any).

8. The Anti-Corruption Officer shall at least annually organize the evaluation of outputs of activities required by this Program.

9. Assessment findings are to be summarized by the Anti-Corruption

Officer in a written report, to be submitted to the Company's director, supervisory board, and founders (members).

10. An assessment of outputs of activities laid down in this Program shall be carried out against the criteria determined by the Anti-Corruption Officer and include information at least to the extent required for the Monitoring Report.

2. Amending this Program

1. The Company's director procures feedback mechanisms and other internal processes designed to maintain and continuously improve this Program.

2. This Program shall be revised:

1) following:

- corruption risks assessment in the Company's activities;
- supervision and control over compliance with, and evaluation of outputs of activities required by, this Program;

2) in the event of amendments to laws, including anti-corruption laws, affecting the Company's activities;

3) in the event of changes in the Company's organizational structure and business processes (if necessary).

3. Amendments to this Program may be initiated by the Anti-Corruption Officer and the Company's founders (members), director (executive body), supervisory board, officials of all levels, and employees.

4. Proposed amendments to this Program are to be submitted to the Anti-Corruption Officer, who shall analyze and systematize them.

5. The Anti-Corruption Officer shall submit to the Company's director an annual summary of proposed

amendments to this Program and recommend whether they should be incorporated or declined.

6. On receiving a summary of proposed amendments to this Program from the Anti-Corruption Officer, the Company's director should initiate an open discussion by employees (team) and founders (members).

7. Whenever the founders (members) or the Anti-Corruption Officer insist on urgently amending this Program, the Company's director shall initiate a discussion thereof as soon as possible, but not later than 10 days from receipt of such proposals.

8. If proposed amendments to this Program are approved by the Company's founders (members) and employees (team), the Company's director shall issue a decision (order) adopting such amendments, which become an integral part of this Program.

9. Amendments to this Program may not set standards and requirements lower than those provided by the Law of Ukraine On the Prevention of Corruption and the Model Anti-Corruption Program of a Juridical Person adopted under an order of the National Agency on Corruption Prevention.

**Head of the Department
for Corruption Prevention
and Detection**

Serhiy DERKACH

TABLE OF CONTENTS

of the Anti-Corruption Program of a Juridical Person

Preamble(values).....	3
I. GENERAL PROVISIONS.....	3
1. Terms and Definitions.....	3
2. Purpose and Scope.....	5
3. Responsible Leadership, Business Reputation, and Integrity.....	7
4. Standards of Professional Ethics	8
II. RIGHTS, RESPONSIBILITIES, AND PROHIBITIONS.....	9
1. Rights and Responsibilities of the Company's Founders (Members), Director, Members of Governing Bodies, Officials of All Levels, Employees (except for the Anti-Corruption Officer), and Representatives.....	9
2. Prohibited Corrupt Practices.....	10
III. LEGAL STATUS OF THE ANTI-CORRUPTION OFFICER AND THEIR SUBORDINATES.....	12
1. General Provisions.....	12
2. Rights and Responsibilities of the Anti-Corruption Officer	13
3. Guarantees of Independence.....	18
IV. CORRUPTION RISK MANAGEMENT.....	21
V. AWARENESS-RAISING.....	23
1. Regular Training on Preventing and Identifying Corrupt Practices.....	23
2. Clarifications and Consultations Provided by the Anti-Corruption Officer to Employees.....	24
VI. PREVENTION AND DUE DILIGENCE.....	25
1. Prevention and Resolution of Conflicts of Interest.....	25
2. Collaboration with Business Partners.....	28
3. Business Hospitality Policy and Procedures. Gifts.....	30
4. Charity and Sponsorship.....	31
5. Support of Political Parties	32
6. Due Diligence in Mergers and Acquisitions.....	33
7. Due Diligence on Employment Candidates.....	35
VII. REPORTS, INVESTIGATION AND RESPONSIBILITY.....	35
1. Reporting Potential Corruption or Corruption-Related Offenses, Other Violations of the Law of Ukraine On the Prevention of Corruption.....	35
2. Whistleblower Rights and Protection Guarantees.....	37
3. Reporting Violations of this Program.....	38
4. Internal Investigations.....	39
5. Disciplinary Liability for Violations of this Program.....	41
VIII. SUPERVISION, CONTROL, AMENDMENT OF THIS PROGRAM.....	42
1. Supervision and Control.....	42
2. Amending this Program.....	44