

## Code of Ethics of SOTIO Biotech a.s.



Issued by	Enters into force
Chief Executive Officer	Approval by the Company's Board of Directors

Version	Amendment (Article)	Effective from
1.0	-	01.06.2025

## **1. Introductory Statement and Basic Principles**

- (1) The Company is part of the PPF Group Corporate Compliance program. In all of its activities, the Company ensures compliance with laws and regulations, international treaties, legitimately recognized rules of ethics, morals and fair business conduct, and it has therefore decided to introduce a Corporate Compliance program (hereinafter referred to as the **"CC Program"**), which includes also this code of ethics (hereinafter referred to as the **"Company Code of Ethics"**). The CC Program allows for the control of compliance with the relevant rules and monitoring of remedies in relation to deficiencies or wrongful acts, if any. The established internal control mechanisms are also applied in relation to the control of compliance with the CC Program.
- (2) The purpose of the Company Code of Ethics is to identify the fundamental rules and principles followed by the Company during its day-to-day activities and to establish corresponding obligations for the Company and its Staff. The Company Code of Ethics also establishes a framework in which all other applicable and effective internal regulations adopted within the Company shall be interpreted.
- (3) The list of rules in the Company Code of Ethics is not and cannot be exhaustive. In matters, situations, and relationships that are not expressly covered by the Company Code of Ethics or other Company's internal policies, Company and its Staff are obliged to behave and act in accordance with the principles, values, and objectives of the Company Code of Ethics, laws and regulations, international treaties, legitimately recognized rules of ethics, morals, and fair business conduct. Where the term "laws and regulations" is further used in the Company Code of Ethics, it also includes the relevant applicable international treaties.
- (4) The Staff acting on behalf of or in the interest of the Company or acting within the scope of activities of the Company are obliged to behave and act in such a way to preserve goodwill and reputation of the Company without raising any negative doubts about Company activities. Also, in their private activities, Staff should act in accordance with the principles, values, and objectives of the Company Code of Ethics, so as not to harm the Company, its goodwill, and reputation even indirectly.
- (5) The Company strictly condemns and rejects any criminal or tortious conduct. The Company and its Staff are obliged to refrain from any acts or activities that could be considered as contrary to public laws, in particular a crime, administrative offense, or misdemeanour.
- (6) The Staff do not promote the interests of the Company using illegitimate and illegal procedures. Neither the Company supports any persons or entities with an illegal object of activity or illegal focus. The Company considers violations of basic human rights and freedoms commonly recognized in the democratic world to be completely unacceptable and strongly condemns them. In setting the processes and practices applied in the Company, basic human rights and freedoms must be consistently guaranteed and no scope for discrimination in relation to these rights and freedoms must be given.
- (7) In the case of doubts regarding the application of laws and regulations to their actions and behaviour, Staff are obliged, in accordance with the established organizational rules, to consult the matter with their Manager, the Relevant Department, Relevant Body or member thereof, or an Authorized Staff Member.

## **2. Submission and Processing of Notifications**

- (8) In order to ensure the effective monitoring of compliance with the Company Code of Ethics, the Company has implemented a system that allows both Staff and third parties to submit Notifications which, depending on the decision of the Notifier, may be anonymous (see rules in Section 2.1 of the Company Code of Ethics).
- (9) The Notification, regardless of who or what it concerns, must be processed with due care and sufficient independence, and appropriate conditions must be created for the purposes of such processing.

- (10) The Notifier is always guaranteed at least as much protection as is required by the legislative provisions applicable in the given case.
- (11) The Notification is processed regardless of the identity of the Notifier and the chosen method of submission. Completely Unjustified Notifications are immediately excluded from processing within the CC Program. The submission of a Notification is not sanctioned in any way by the Company. Knowingly false or vexatious Notifications are not tolerated.

## **2.1 Notification at the Company Level**

- (12) A Notification is submitted at the Company level via one of the following means of communication :
- Company Ethics E-mail: [etickalinka@sotio.com](mailto:etickalinka@sotio.com);
  - Notification filed in person to the Company's General Counsel or Senior Lawyer;
  - A written Notification delivered to the Company's General Counsel or Senior Lawyer at the address: SOTIO Biotech a.s., Českomoravská 2532/19b, 190 00 Prague 9;
  - Company Ethics Hotline in Czech: +420 224175108;
  - Company Ethics Hotline in English: +420 224175109.

## **2.2 Notification Obligation**

- (13) If a Staff member has reasonable suspicions or knows of a fact that fulfils the requirements of the Notification, they are obliged to report it without undue delay to their Manager and Director of the Department.
- (14) A Staff member does not have a notification obligation according to the previous paragraph if they are aware that a Notification in the given matter is already being processed. However, if the Staff member is aware of key related information, which the Staff member believes may not yet be available within the relevant processes, then they are obliged to provide such information. Furthermore, the notification obligation according to the previous paragraph does not apply to a Staff member who, in the course of performing their controlling or related work duties, deals with (reveals, solves, proposes, or takes remedial measures, etc.) reasonable suspicions or facts that may fulfill the characteristics of a Notification.
- (15) When fulfilling the notification obligation, Staff should ensure that there is no violation of applicable laws and regulations, especially those regulating the protection of trade or banking secrets, the protection of confidential, classified or similar information or the nondisclosure obligation, unless these regulations expressly allow the breach of such protection or nondisclosure obligation when the specified conditions are met.

## **2.3 Other Rules for Processing of Notifications at the Company Level**

- (16) Other rules for processing Notifications are set out in the related internal regulations adopted at the Company level. The aforementioned internal regulations are always applied in accordance with the legislative provisions applicable in the given case.

## **2.4 Further Information on the Issue of Whistleblower Protection, including other Ways of Filing a Notification**

- (17) A Notification can also be made via the PPF Group web interface (<https://etickalinka.ppf.eu>), more information on this way of submission is contained in the PPF Group Code of Ethics.
- (18) For those Notifications that are also Notifications within the meaning of the legal regulation governing the protection of whistleblowers, detailed information regarding the relevant legal regulation (in particular information on which Notifications meet the requirements of the relevant legal regulation and who may be a whistleblower under the relevant legal regulation) can be found on the website of the Ministry of Justice of the Czech Republic dedicated to the issue of the protection of whistleblowers (<https://oznamovatel.justice.cz/>). This website also provides contacts

in case a whistleblower who has provided his/her identity decides to submit his/her notification under the first sentence of this point at the level of the Ministry of Justice of the Czech Republic. The Staff designated by the Company as responsible for receiving and processing those Notifications that are also Notifications within the meaning of the legal regulation governing the protection of whistleblowers are listed in Section 2.1 of the Company Code of Ethics.

### **3. Fundamental Principles for Internal Relations**

- (19) Internal relations within the Company are deemed to be relations between the Company and its Staff, relations between the Staff members themselves, or other relations within the Company. The Company and Staff comply with all applicable legal and internal regulations affecting the above-mentioned relations.
- (20) In the terms of internal relations, the Company fulfills the principles of a responsible approach to the environment, social area, and the area of corporate governance.
- (21) The Company does not allow any form of discrimination of Staff. All Managers are required to comply with the prohibition of discrimination within their approach towards Staff.
- (22) Furthermore, it is inadmissible to discriminate in any way against a Staff member who has reported a potential breach of legal or internal regulations or has submitted a Notification or any proposal to improve the Company's activities and procedures.
- (23) The Company respects the privacy of its Staff.
- (24) The Company does not allow any form of harassment, intimidation, forced labor, or illegal labor.
- (25) Managers are obliged to arrange due onboarding and professional training for subordinated Staff, including the participation of Staff in trainings organized by the Company within the prevention of acts and activities breaching the principles and rules of the Company Code of Ethics.
- (26) Managers are obliged to ensure that their subordinates understand the relevance and importance of the CC Program in the Company. Managers also reinforce subordinates' confidence in functioning of the CC Program in the Company to the best of their ability.
- (27) Staff protect and respect the integrity and privacy of their colleagues to the greatest extent possible. It is prohibited to speak inappropriately, offensively, or pejoratively about other Staff members or harass, intimidate, or humiliate them verbally or physically.

### **4. Fundamental Principles for External Relations**

- (28) An external relation is a relationship in which the Company, or a Staff member acts on behalf of, in the interest of, or within the scope of activities of the Company on the one hand, and any party outside the Company acts or is somehow affected by this relationship on the other hand. External relations especially refer to relations with public authorities, Business Partners, with the media, and the public.
- (29) In terms of external relations, the Company fulfills the principles of a responsible approach to the environment, social area and the area of corporate governance. The Company expects all its partners or counterparties to fully respect its responsible approach to these areas in their mutual relations. The rules of the Company Code of Ethics for external relations shall be adequately applied to the relations with partners or counterparties that the Company has as part of fulfilling its responsible approach to the aforementioned areas.

#### **4.1 Relations with Public Authorities**

- (30) The Company fully respects all legally effective decisions and binding instructions of public authorities. The Company also respects the independence and impartiality of these authorities.

- (31) Staff always cooperate properly and openly with public authorities.
- (32) Staff are obliged to provide public authorities with the proper cooperation required by applicable laws and regulations. As part of cooperation according to the previous sentence, Staff must provide public authorities with accurate, true, and up-to-date information and documents.
- (33) Staff must never and under no circumstances attempt to illegally influence the decisions and procedures of public authorities. Any potential attempts in this regard are absolutely rejected and not tolerated by the Company.
- (34) Staff are obliged to refrain from any activities that could give rise to any doubts about the nature of their relationships with public officials.

## 4.2 Business Relations

- (35) The Business Partners of the Company are its customers, suppliers (including auditors, advisors, consultants, legal representatives), investors or co-investors, funding entities, counterparties in mergers, acquisitions, and divestments of various assets, or other counterparties whose relation to the Company has the nature of a business relationship.
- (36) The rules of the Company Code of Ethics apply not only to ongoing business relationships, but also to the establishment of new business relationships and, in this respect, also affect potential Business Partners.
- (37) Staff always comply strictly with applicable laws and regulations in their negotiations with Business Partners.
- (38) When choosing a Business Partner, Staff are obliged to avoid a conflict of personal interests and interests of the Company. If, in accordance with usual market practice, Business Partners fully or partially reimburse Staff for the costs of participation in educational, discussion, representative, or promotional events organized by them, Staff are obliged, in accordance with the established organizational rules, to inform their Manager, the Relevant Department, Relevant Body or member thereof, or an Authorized Staff Member about their participation in each such event, and fulfill any other related obligations set by the Company. The Company is always obliged to centrally register cases where the payment of costs for one Staff member would exceed the threshold value of EUR 300 (or the equivalent in another currency). In order to fulfil the obligation according to the previous sentence, the costs are based on the costs communicated to the Staff member or otherwise known; if they are not known, then information about them should be additionally requested (unless it can be legitimately assumed, taking into account the nature of the event, that the costs should not exceed EUR 300 (or the equivalent in another currency)).
- (39) In communication and relations with Business Partners, Staff provide true and accurate information, in particular information about the activities and results achieved by the Company and information about facts relevant to the Business Partner's decision, and do not conceal any decisive circumstances. The provisions of Section 4.6 (*Disclosure of Information about the Company*) and Section 6 (*Information and Data Protection*) of the Company Code of Ethics are not affected by this.
- (40) Before conducting any business, the relevant Staff are required to become familiar with all applicable laws and regulations, and to comply with them.
- (41) Before carrying out a transaction, the relevant Staff are obliged to ensure, within their means, that the Business Partner is not involved in any illegal activity, that its funds come from legal sources, and that the transaction does not conflict with applicable laws and regulations affecting this transaction, so as to fulfil legal and contractual obligations. For the purposes of verification according to the previous sentence, it is necessary to have sufficient and trustworthy information about the Business Partner (i.e. to fulfil the principles of KYC and KYB).
- (42) In the case of a Business Partner who is a legal entity or entrepreneurial natural entity, the relevant Staff members are also obliged, prior to entering into a business transaction, to learn within their means what attitude a potential Business Partner has towards its compliance and control mechanisms (i.e. the existence of a corporate compliance program or system and their functionality).

to the extent that is proportionate to the size of the Business Partner and to the nature, scope and complexity of its business activities). For the purposes of Business Partner verification, the relevant Staff members make every effort that can reasonably be required of them and use all adequate means at their disposal.

- (43) Staff obtain information about Business Partners, competitors, or other parties only by means and to the extent that complies with applicable laws and regulations, and only from legitimate sources.
- (44) Within their activities, the Company and Staff never knowingly state untrue or distorted information about competitors, their products, services, or activities. Staff are prohibited from entering into any agreements, oral, written or implicit, formal or informal, with competing entities, which would in any way relate to competition, namely to the price, sales conditions, offer of products and services, preferential terms of supply of goods or services, or any agreement that could have a prohibited impact on competition.
- (45) When entering into contractual relationships with a Business Partner who is a legal entity or entrepreneurial natural entity, Staff always attempt to include in each contractual arrangement the obligation to comply with the applicable laws and regulations, minimum standard of rules of ethics, morals, and principles of fair commercial conduct. For this purpose, the Company has prepared some standardized contractual clauses that should be used when possible, and which are attached to the Company Code of Ethics.
- (46) Depending on the nature of the contractual relationship, the appropriate sanctions (e.g. an obligation to compensate damage caused, or the option of terminating the contractual relationship with the Business Partner) should be set out in order to discourage the contractual partner from failure to comply with the obligation according to the previous paragraph.
- (47) Staff shall keep records related to the negotiation of contractual terms with Business Partners (e.g. e-mails, versions of contracts etc.).

#### **4.3 Prevention of Corrupt Practices**

- (48) Within the framework of its corporate culture and principles of business conduct, the Company shall always apply procedures that are in accordance with the relevant legislation adopted under the United Nations Convention against Corruption.
- (49) In the event that the Company applies for a public contract, grant, subsidy, or other support, or the Company participates in a public tender or auction, Staff are obliged to strictly avoid any action that could be assessed as an attempt to obtain an unjustified advantage or unjustified influence on this activity.
- (50) The Company absolutely rejects the acceptance and offering of any unjustified advantage, unjustified performance, or other unjustified benefit, regardless of the form and method of providing such advantage, performance, or benefit (hereinafter referred to as a “**Bribe**”).
- (51) Should a Staff member want to provide or accept something which, regardless of content and form, could usually be considered valuable and which is, without any doubt, presented as a gift, i.e. without the expected corresponding counter-value (hereinafter referred to as a “**Gift**”), they are obliged to become familiar with applicable laws and regulations, internal regulations of the Company, and internal regulations of the Business Partner, if available to the Staff, and with the cultural and social conventions.
- (52) The following is not deemed to be a Bribe: (i) A Gift received or given in accordance with standard market practice in order to promote or support the good name of the donor, provided that giving or accepting the Gift is not an illegal or unethical act (i.e. no unfair or unethical benefit, advantage, or unjustified performance is or might be expected in return); and at the same time, (ii) it is a Gift whose nature, value, and frequency is not disproportionate in view of the relevant circumstances.
- (53) In accordance with standard market practice in relation to the Company’s activity or activities, the Company has established rules and thresholds for the purpose of prior mandatory approval of

Gifts provided to persons outside the Company and for the purpose of mandatory registration of Gifts received from the aforementioned persons and Gifts provided to them. For the purposes of the previous sentence, the threshold value is EUR 300 (or the equivalent in another currency). The mandatory registration of Gifts given and received includes the identity of the donor or recipient, as well as all circumstances that can be considered essential in connection with the Gift (especially the reason and purpose of receiving/giving the Gift).

- (54) Staff are obliged to report any attempt by third parties that is contrary to good morals or the principles of fair business conduct and that aims to influence Staff members' activities, their attitude, or decisions within the Company, without undue delay and in accordance with the established organizational rules, to their Manager and Director of the Department.
- (55) If a Staff member discovers that a corrupt act has taken place or may take place, they must report it, without undue delay and in accordance with the established organizational rules, to their Manager and Director of the Department.

#### **4.4 Anti-Money Laundering and Counter-Terrorist Financing Measures**

- (56) The Company absolutely rejects and condemns any activity or behaviour aimed at concealing profits or funds derived from illegal activities, making it impossible to identify the source of such profits or funds and their beneficial owner, or changing the nature of such profits or funds to give the impression of their legality. The Company also rejects and condemns any activity or behaviour that enables, supports, or condones any kind of terrorism.
- (57) Staff must strictly avoid all activities that could be deemed as concealing, transferring, holding, or using goods or funds that may stem from illicit activities, or other activities that could be deemed as concealing of the origin of such goods or funds, or creating obstacles to tracing their origin.
- (58) Staff must strictly comply with all applicable laws and regulations related to anti-money laundering and financing any illegal activities.
- (59) Staff must also strictly comply with all applicable laws and regulations related to combating terrorism and fighting against its support.
- (60) The Company cooperates only with Business Partners whose business plans are, to the best of the Company's (Staff's) knowledge, financed from legal sources. Within their means, Staff are obliged to verify that a Business Partner's funds come from legal sources. For this purpose, Staff shall collect and maintain documents and information related to Business Partners and transactions performed.
- (61) In any transaction performed as part of the activity or in the interest of the Company and leading to the acquisition of funds or economic resources, the relevant Staff member is obliged to properly specify the recipient and purpose of such funds or economic resources. All transactions according to the previous sentence are duly recorded and the relevant documentation is available.

#### **4.5 Restrictive Measures and Other International Sanctions**

- (62) The Company and its Staff follow Sanctions and Extensive Sanctions-Related Contractual Arrangements. The obligations of the previous sentence are specified in more detail in the Company's internal policy governing this area (i.e. the Sanctions Compliance Policy of SOTIO Biotech a.s.).
- (63) The Company and its Staff always make best efforts to monitor Sanctions and related risks.
- (64) As a precaution, the Company and its Staff act so as not to expose themselves, directly or indirectly, to the unnecessary risk of breaching Sanctions or Extensive Sanctions-Related Contractual Arrangements during their activities.
- (65) If a Staff member is aware of or suspects any risk related to Sanctions or Extensive Sanctions-Related Contractual Arrangements, even if it is only a hypothetical risk, they must report it without undue delay and in accordance with the established organizational rules to their Manager and Director of the Department.

#### **4.6 Disclosure of Information about the Company**

- (66) The Company does not tolerate and strictly rejects any manipulation of its financial results or other information about the Company.
- (67) The Company discloses information that is required by laws and regulations in a due and timely manner. Other information is disclosed by the Company while observing the principle of openness to the extent that is deemed to be appropriate in the relevant situation. The Company and its Staff observe the fact that disclosed information should always be accurate, true, and verified.
- (68) The Chief Executive Officer of the Company primarily communicates with the media on behalf of the Company, and then also General Secretary & Head of Communications, or other Authorized Staff members with the formers' knowledge and consent communicate with the media on behalf of the Company. Information about the Company can be posted on the Company's social networks only by the Staff members authorized to do so by decision of the Chief Executive Officer of the Company or General Secretary & Head of Communications. Other Staff are not individually authorized to provide the media with any information about the Company or to publish such information via any communication tools (including social networks).
- (69) If a Staff member has been contacted by the media and asked for information about the Company, they must report it without undue delay and in accordance with the established organizational rules to General Secretary & Head of Communications.

#### **5. Safety at Work, Staff Requirements, Conflict of Interest**

- (70) The Company considers occupational health and safety a priority. The Company and its Staff ensure that all legal and internal regulations relating to occupational health and safety are complied with, and act so as to prevent damage and harm caused by breaching such regulations.
- (71) Managers and Staff thoroughly eliminate potential risks related to work activities.
- (72) The Company adopts appropriate preventive measures to protect Staff health, and these are regularly checked for functionality and updated as necessary. For this purpose, the Company also arranges suitable courses, training, and testing for Staff relating to occupational health and safety.
- (73) The Company accepts proposals from the Staff to increase the level of occupational health and safety, which are subsequently processed, evaluated, and relevant measures are adopted, if they are justified.
- (74) If a Staff member suspects that laws and regulations relating to occupational health and safety have been breached or that such a breach is imminent, they must report such threat or breach without undue delay and in accordance with the established organizational rules to their Manager and Director of the Department.
- (75) The Company strictly insists on hiring quality and trustworthy Staff.
- (76) Recruiters, human resources specialists, or any other similar Staff involved in the hiring process shall ascertain, thoroughly and in compliance with applicable laws and regulations, whether job applicants meet all the important job requirements, e.g. education, competence, experience, absence of conflict of interests.
- (77) Staff strictly avoid situations that could be seen as a conflict of interests. A conflict of interests refers to a situation in which the interest of the Staff member is in conflict with the interest of the Company.
- (78) If there is a conflict or a threat of conflict of interests, the Staff member must report of such threat or conflict without undue delay and in accordance with established organizational rules to their Manager and Director of the Department.

#### **6. Information and Data Protection**

- (79) The Company adopts appropriate measures to ensure the protection of sensitive and confidential information and personal data.

## **6.1 Sensitive and Confidential Information Protection**

- (80) Staff handle sensitive and confidential information with the utmost care and strictly in accordance with laws and regulations, and binding contractual agreements.
- (81) Staff ensure not only the protection of sensitive and confidential information about the Company, but also the protection of any other information about their Staff and Business Partners.
- (82) Staff ensure that, within their work activities and while discussing business transactions or dealing with external relations, they communicate to other parties only data that is strictly necessary and related.
- (83) Staff ensure that the nondisclosure obligation of the third party with respect to sensitive and confidential information becomes part of the contractual relationship or communication with such party.
- (84) Staff ensure that, within their work activities, they do not interfere in any communication, documents, or data that are not addressed to them.
- (85) If a Staff member suspects that sensitive or confidential information has been disclosed or misused, or such disclosure or misuse is imminent, they must report such facts without undue delay and in accordance with established organizational rules to their Manager and Director of the Department.

## **6.2 Personal Data Protection**

- (86) Staff handle personal data with the utmost care and strictly in accordance with all applicable laws and regulations, and binding contractual agreements. Personal data refers to any personal data about the Staff, Business Partners, or any other data subjects.
- (87) Staff are obliged thoroughly to protect all personal data they have obtained in their work activities, and to provide it only to persons who are entitled pursuant to the applicable laws and regulations or written consent from the relevant data subject.
- (88) If a Staff member suspects that personal data have been disclosed or misused, or that such a disclosure or misuse is imminent, they must report of such facts without undue delay and in accordance with established organizational rules and internal regulations for the personal data protection (if any) to their Manager and Director of the Department.

## **7. Intellectual Property Protection**

- (89) The Company adopts appropriate measures to protect its rights arising from intellectual property and to respect the copyright of other entities.
- (90) Staff thoroughly protect intellectual property rights and comply with all applicable laws and regulations governing this area.
- (91) Staff are obliged always to ensure that they are entitled to use a specific subject of intellectual property rights (e.g. a specific copyrighted work).
- (92) If a Staff member suspects that intellectual property rights have been misused or could be misused, they must report of facts without undue delay and in accordance with established organizational rules to their Manager and Director of the Department.

## **8. Environmental Protection**

- (93) The Company is fully aware of its environmental responsibility and complies strictly with all the applicable laws and regulations governing environmental protection that apply to them.
- (94) The Company regularly analyzes the effects of its activities on the environment and adopts corresponding measures for environmental protection. These measures are updated regularly.

- (95) The Company minimizes the use of toxic or other hazardous substances and materials within its activities and ensures the relevant management of these substances and materials. The Company attempts to use only procedures and technology that are environmentally-friendly.
- (96) If a Staff member notices an event at the workplace that could have a negative effect on the environment, they must report such facts without undue delay and in accordance with established organizational rules to their Manager and Director of the Department.

#### **9. Final Provisions**

- (97) To ensure knowledge of the CC Program, Staff are trained and tested regularly.
- (98) This full version of the Company Code of Ethics enters into force on 1 June 2025 and replaces the previous version of the Company Code of Ethics dated 1 October 2021.

In Prague on .....

.....  
Prof. MUDr. Radek Špíšek, Ph.D.  
Chief Executive Officer  
SOTIO Biotech a.s.

## Annex No. 1 to the Company Code of Ethics: TERMS AND ABBREVIATIONS

Term/Abbreviation	Definition
<b>Authorized Staff Member</b>	A Staff member who, in accordance with the established organizational rules, is entrusted with the performance of a specifically defined agenda.
<b>Bribe</b>	Any acceptance or offering of an unjustified advantage, unjustified performance, or other unjustified benefit, regardless of the form and method of providing such advantage, performance, or benefit.
<b>CC</b>	Corporate Compliance (compliance with laws and regulations, international treaties, legitimately recognized rules of ethics, morals and fair commercial conduct in a corporate environment).
<b>CC Program (Corporate Compliance Program)</b>	System of mechanisms, the purpose of which is to prevent illegal and/or unethical conduct of the Company and Staff.
<b>Company</b>	SOTIO Biotech a.s., with its registered office at Českomoravská 2532/19b, Libeň, 190 00 Prague 9, ID no.: 10900004, registered with the Municipal Court in Prague, Section B, File 26378. The Company is part of the PPF Group.
<b>Company Ethics E-mail</b>	E-mail established for the purpose of receiving Notifications at the level of the Company and stated in Section 2.1 of the Company Code of Ethics.
<b>Completely Unjustified Notifications</b>	<p>A Notification submitted within the CC Program for which the grounds for processing under the CC Program are clearly absent. In particular, the following cases are considered Completely Unjustified Notifications:</p> <ul style="list-style-type: none"> <li>(i) spam, scam, hoax, phishing, and malware;</li> <li>(ii) exclusively harassing, offensive, or vulgar notifications;</li> <li>(iii) completely incomprehensible notifications;</li> <li>(iv) obviously, that is, without any doubt, an untrustworthy notifications;</li> <li>(v) notifications for which the CC Program is not intended (e.g. praise, standardized application, etc.);</li> <li>(vi) functionality test or other kind of test (e.g. security test) of communication channels intended for the purposes of the CC Program.</li> </ul>
<b>Director of Department</b>	Director of the department according to the Organizational and Signature Rules of the Company.
<b>Extensive Sanctions-Related Contractual Arrangements</b>	Any arrangement, provision, agreement or contract that is legally binding on the Company and that goes beyond the applicable Sanctions legislation (e.g. external financing agreements).
<b>Gift</b>	Anything that, regardless of its content and form, can usually be considered valuable, and which, without any doubt, is presented as a gift, i.e. without the expected corresponding counter-value.
<b>Illegal Act</b>	Any act of the Person Concerned resulting in Public Liability.
<b>Illegal State</b>	Any situation/state caused in whole or in part by the Person Concerned and resulting in Public Liability.
<b>KYB (Know Your Business)</b>	The principle consisting of the need to know one's business activity and all the relationships that are or should be part of it, to such an extent that allows the evaluation and confirmation of compliance of the given activity and relationships with laws and regulations.
<b>KYC (Know Your Customer / Client / Counterparty)</b>	The principle consisting of the need to know one's business partners or other counterparties, to the extent that allows the evaluation and confirmation that relations with them are or will comply with laws and regulations.
<b>Manager</b>	A person who is entitled at particular management levels to define and impose on subordinate Staff working tasks, organize, manage, and inspect their work, and provide them with binding instructions for this purpose.
<b>Notification</b>	<p>A new notification that meets all the following characteristics:</p> <ul style="list-style-type: none"> <li>i. it is a notification submitted by an external or internal Notifier or published trustworthy information;</li> <li>ii. it states or indicates a Violation of the Code of Ethics;</li> <li>iii. it indicates a potential Illegal Act, Illegal State or significant damage to reputation;</li> <li>iv. it is not a notification which, in terms of all its content, is subject to a Special Mechanism for Solutions.</li> </ul> <p>In case of doubt regarding the fulfilment of any of the mentioned characteristics, it is necessary to proceed as if it had been fulfilled.</p>

Term/Abbreviation	Definition
<b>Person Concerned</b>	A person within the Company who is affected by the Notification, i.e. esp. (i) the person who is supposed to have committed, in whole or in part, the conduct described in the Notification; (ii) the person who is supposed to have caused, in whole or in part, the situation described in the Notification; (iii) the person who is supposed to have had any unlawful profit or other unlawful non-financial benefit from the conduct or situation described in the Notification.
<b>PPF Group</b>	PPF Group N.V. and all its subsidiaries (with the exception as per the following paragraph). For purposes of conflicts of interests, PPF Group means PPF Group N.V. and companies in which PPF Group N.V. directly or indirectly hold a 20% or higher share in voting rights or share capital.
<b>PPF Group N.V.</b>	PPF Group N.V. with its registered office at Zuidplein 168, 1077 XV Amsterdam, the Netherlands, registered in the business register of the Netherlands Chamber of Commerce, registration number 33264887.
<b>Public Liability</b>	Liability for violation of (i) criminal law regulations or (ii) other public law regulations.
<b>Relevant Body</b>	A body that, in accordance with the established organizational rules, is entrusted with the execution of a specific materially defined agenda.
<b>Relevant Department</b>	A department that, in accordance with the established organizational rules, is entrusted with the execution of a specific materially defined agenda.
<b>Sanctions</b>	Restrictive measures and sanctions that: <ul style="list-style-type: none"> <li>i. are applicable to or otherwise binding on a Company, its Staff and activities,</li> <li>ii. have various intended purposes, most commonly consisting of the promotion of foreign policy objectives, restrictions on actions or ability to act of defined targets (e.g. states, governments, authorities, individuals, and entities) and prohibitions within certain areas covered by specific regulation (e.g. money laundering, terrorism, cyber attacks, human rights violations and circumvention of Sanctions),</li> <li>iii. are comprehensive or selective, and</li> <li>iv. have many various types, such as asset freeze, prohibition to make funds/economic resources available (that is often an implicit part of asset freeze), sectoral sanctions (focused on specific industries, e.g. finance, energy, defence, oil), travel bans, restrictions on imports and exports of goods and provision services, arms embargoes, restrictions on dual-use goods and technology.</li> </ul> <p>The term “applicable” used for the purposes of defining “Sanctions” means that Sanctions are capable of being applied in compliance with the applicable scope defined under the respective laws and regulations enacted by the competent authority of a state, group of states or international organization. The term “otherwise binding” used for the purposes defining “Sanctions” means that specified Sanctions laws and regulations have to be followed on the basis of Extensive Sanctions-Related Contractual Arrangements (e.g. external funding agreements).</p>
<b>Special Mechanism for Solutions</b>	A special mechanism readily available at the Company level that is, in accordance with the possible requirements of the relevant legislation and usual market practice, intended and used as a standard for processing certain types of submission and information (e.g. claims in respect of defective goods or services) arising from the normal ethical operation of the Company. If a specific submission or information processed within the Special Mechanism for Solutions meets the requirements of a special legal regulation (e.g. data protection, whistleblower protection, etc.), it must be ensured that the requirements of such a special legal regulation are met. If not precluded by applicable laws and regulations, the submission or information can be processed both within the Special Mechanism for Solutions and within the CC Program.
<b>Special Notification</b>	A sub-group of Notifications with a specific defining characteristic (e.g. Notifications received from a certain type of Notifiers or Notifications related to a certain type of subject). Notwithstanding the general definition of Notification in this Company Code of Ethics, the Company may define one or more sub-groups of Notifications and establish additional rules for such a group or groups of Notifications.
<b>Staff</b>	All individuals directly employed within the Company or acting on behalf of or to the benefit of the Company, including but not limited to staff from temporary work agencies, staff from a legal entity outside the Company on temporary allocation to the Company, managers and (members of) management (e.g. managing director, member of the board of directors) and supervisory bodies (e.g. member of the supervisory board).

Term/Abbreviation	Definition
<b>Violation of the Code of Ethics</b>	Violation of the Company Code of Ethics, including violation of any applicable legal regulation or internal policies.

## **Annex No. 2 to the Company Code of Ethics: SPECIMEN STANDARDIZED CONTRACTUAL PROVISIONS PURSUANT TO PARAGRAPH (45) OF THE COMPANY CODE OF ETHICS**

### **SAMPLE A**

[*The Company*] has adopted and complies with *the* internal corporate compliance program which is designed so that activities of [*the Company*] comply with applicable laws and regulations, rules of ethics and morals, and which includes measures, the objective of which is to prevent and detect breaches of mentioned regulations and rules [(*the Corporate Compliance Program*)].

[*The Contractual Partner*] (and any individual or legal entity that cooperates with the said [*Contractual Partner*] and that is used for the fulfilment of obligations from [*this Agreement*] or in relation to its conclusion and performance, i.e. staff members, representatives, or external collaborators) observes and complies with applicable laws and regulations, international treaties, fundamental moral and ethical principles. [*The Contractual Partner*] rejects any tortious acts and refrains from them. [*The Contractual Partner*] declares, to the best of [its/their] knowledge and belief, that neither [it/they] nor any of [its/their] staff members, representatives, or external collaborators has breached applicable laws and regulations in relation to the conclusion of [*this Agreement*].

[*The Contractual Partner*] is obliged to take all reasonable measures and use [its/their] best efforts to prevent [itself/themselves] or any of [its/their] staff members, representatives, or external collaborators from any infringement of applicable law and regulations committed in relation to the subject matter of [*this Agreement*].

Irrespective of the subject matter of [*this Agreement*], [*the Contractual Partner*] declares that [it/they] takes and shall take all reasonable measures and that [it/they] uses and shall use [its/their] best efforts to avoid any act or situation within [its/their] activity or in [its/their] favor which could threaten or damage [its/their] reputation in a manner that could result in negative consequences for [its/their] counterparties' reputation.

(If [*the Contractual Partner*] acts for [*the Company*] or on its behalf, [*the Contractual Partner*] will demonstrate that it complies with principles stated.)

### **SAMPLE B**

[*The Contractual Partner*] confirms that [it/they] has become familiar with [*the Code of Ethics of the Company (attached to this Agreement as Annex x)*]. [*The Company*] confirms that it has become familiar with [*the Code of Ethics of the Contractual Partner (attached to this Agreement as Annex y)*].

[*The Contractual Partner*] declares that [its/their *Code of Ethics*] is analogous to [*the Code of Ethics of the Company*] and is an applicable internal policy that is followed and shall be followed in relation to [*this Agreement*]. [*The Contractual Partner*] is obliged to take all reasonable measures and use [its/their] best efforts to prevent [itself/themselves] or any of [its/their] staff members, representatives, or external collaborators from any infringement of applicable laws and regulations committed in relation to the subject matter of [*this Agreement*].

[*The Company*] declares that [*the Code of Ethics of the Company*] is analogous to [*the Code of Ethics of the Contractual Partner*] and is an applicable internal policy that is followed and shall be followed in relation to [*this Agreement*]. [*The Company*] is obliged to take all reasonable measures and use its best efforts to prevent itself or any of its staff members, representatives, or external collaborators from any infringement of applicable laws and regulations committed in relation to the subject matter of [*this Agreement*].

Irrespective of the subject matter of [*this Agreement*], [*the Parties to this Agreement*] declare that they take and shall take all reasonable measures, and that they use and shall use their best efforts to avoid any act or situation within their activity or in their favour which could threaten or damage their reputation in a manner that could result in negative consequences for their counterparties' reputation.