



**KAPRAIN GROUP
CODE OF CONDUCT**

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1. **OPENING STATEMENT**

The purpose of this Code of Conduct (hereinafter referred to as the "**Code of Conduct**") is to capture these basic rules that guide the KAPRAIN Group in the performance of its daily activities and to set out the corresponding obligations of the KAPRAIN Group and its Employees. The Code of Conduct also sets the framework against which all other internal regulations and policies of the Company and the KAPRAIN Group are to be interpreted.

KAPRAIN Group is interested in ensuring that the rules of the Code of Conduct are observed in all its activities and in all circumstances, and thus that the basic principles, values and rules of the KAPRAIN Group are respected.

Therefore, it has approved this Code of Conduct, which summarizes the basic values of the KAPRAIN Group, thus facilitating their understanding, interpretation and application in daily activities for both the KAPRAIN Group and all its Employees.

KAPRAIN Group and all its Employees, without exception, shall be governed by and obliged to comply with the Code of Conduct. The Code of Conduct contains the basic principles and values that the KAPRAIN Group follows and intends to follow in the future, and which constitute a binding guideline and framework for the KAPRAIN Group and its Employees. KAPRAIN Group adheres to the rules and principles set out in this Code of Conduct and does not tolerate their violation by KAPRAIN Group companies or by the Employees.

The list of rules in the Code of Conduct is not and cannot be exhaustive. KAPRAIN Group and its Employees shall, even in matters, situations and relationships not expressly covered by the Code of Conduct, behave and act in accordance with the principles and objectives of the Code

of Conduct, applicable laws, international treaties, generally accepted principles of morality, ethics, morality and fair business practices, so as to uphold and further develop the good reputation of the KAPRAIN Group.

2. **DEFINITIONS**

In the text of this Code of Conduct, the following terms will be used with the meanings indicated below:

Corporate Compliance - is a system of control mechanisms designed to prevent illegal and/or unethical conduct by the KAPRAIN Group and its Employees;

Person Concerned – a person whom the Submission concerns, i.e., in particular a person who has allegedly committed the act described in the Submission or has allegedly participated in it in some way, or a person who has allegedly received any benefit or gain from the act described in the Submission in any way, whether pecuniary or non-pecuniary;

Ethics e-mail – are email addresses set up for the purpose of receiving Submissions, namely the email etickalinka@kaprain.cz, the address of which is published at www.kaprain.cz, as well as email addresses published on the official websites of the Relevant Companies or, as the case may be, published on the intranet of the Relevant Companies;

Main CC Department - the legal department of KAPRAIN a.s., which is the competent body for receiving and evaluating the Submissions;

Kaprain a.s. – KAPRAIN a.s., a company having its registered office in Opletalova 1015/55, Nové Město, 110 00 Praha 1, Identification No (IČO): 289 50 216, registered in the Commercial Register maintained by the Municipal Court in Prague under file No. B 15500;

Submission - a report (including an internal report/notice) concerning a Violation of the KAPRAIN Group Code of Conduct and suggesting possible harm to the reputation of the KAPRAIN Group or possible tort or criminal liability of (a member of) the KAPRAIN Group or the Person Concerned, unless it is immediately apparent that such report is completely unfounded (and therefore inadmissible);

Employees – all natural persons directly employed within the KAPRAIN Group or acting on behalf of or in the interest of the KAPRAIN Group, including employees of an employment agency, employees of a legal entity outside the KAPRAIN Group temporarily assigned to perform work within the KAPRAIN Group, persons in a managerial position and (members of) statutory and supervisory bodies;

Legal Department – shall mean the legal department of KAPRAIN a.s., which represents the legal department within the KAPRAIN Group competent to act within the Corporate Compliance system;

Relevant Company Legal Department – shall mean the legal department of the Relevant Company included in the Relevant Companies List, which represents the legal department within the Relevant Company competent to act within the Corporate Compliance system;

Relevant Companies – shall mean those companies of the KAPRAIN Group specifically listed in the List of Relevant Companies;

List of Relevant Companies – shall mean the list of Relevant Companies, which is updated on regular basis and published on the KAPRAIN Group website;

KAPRAIN Group – shall mean the Company and entities controlled by it pursuant to Section 74 of Act No. 90/2012 Sb. (Collection of Laws), on Business Corporations, as amended; both individually and in the aggregate;

Company – shall mean KAPRAIN HOLDINGS LIMITED, a company having its registered office in Giannou Kranidioti 9, 1065 Nicosia, Cyprus, registered in accordance with Chapter 113 of the Companies Law under registration number HE 318384;

Bribe – any acceptance or offer of any undue advantage, benefit without legal justification or other undue benefit, regardless of the form or manner in which such advantage or benefit is provided;

Manager - is a person who is authorized at each level of management to determine and assign work tasks on subordinate Employees, to organize, direct and check their work and to issue binding instructions to them for this purpose;

3. **KAPRAIN GROUP VALUES**

The KAPRAIN Group's values are based on respect for and compliance with applicable laws and regulations, taking into account commitments arising from international treaties, basic moral and ethical principles, as well as the basic principles of fair business dealings.

4. **ADHERENCE TO THE CORE VALUES OF KAPRAIN GROUP**

KAPRAIN Group strictly sees to it that its activities comply with the basic moral and ethical principles as well as the basic principles of fair business dealings. Any conduct contrary to these principles is rejected and condemned by the KAPRAIN Group.

KAPRAIN Group strictly observes applicable laws and regulations and international treaties in all areas of its operations, in all its activities. In this way, the KAPRAIN Group ensures compliance with the law both externally in relation to any third parties and public authorities and internally in relation to its Employees.

KAPRAIN Group respects the national laws of the countries in which it operates and in which its companies and Employees carry out the activities of the KAPRAIN Group or in whose territory the activities and actions of the KAPRAIN Group may have an impact and influence. KAPRAIN Group also respects international treaties and agreements and the obligations and commitments arising therefrom for the KAPRAIN Group.

KAPRAIN Group and the Employees are obliged to observe, respect and represent the KAPRAIN Group in all their dealings where they act on behalf of the KAPRAIN Group, in the course of its business activities or in its interest, in such a way as to preserve its good standing and reputation and not to cast any doubt on the KAPRAIN Group's business. Similarly, in their private activities, the Employees shall act only and strictly in accordance with the applicable laws and provisions so that their actions do not in any way damage the KAPRAIN Group, its good standing and reputation.

KAPRAIN Group strictly condemns and rejects any criminal activity or offences. KAPRAIN Group and its Employees are obliged to refrain from any conduct or any activity that could be

considered tortious from the point of view of public law, i.e., in particular as a criminal offence, administrative offence or misdemeanor.

In the event of any doubt as to the application of the law to their actions/activities, the Employees are obliged to consult their Manager, the Legal Department or the Relevant Company Legal Department.

In order to ensure that compliance with the Code of Conduct is monitored as effectively as possible, the KAPRAIN Group has implemented a simple system that allows Employees and third parties to make Submissions concerning threats or violations of the basic principles of this Code of Conduct, even anonymously if the whistleblower so chooses. KAPRAIN Group does not place any restrictions on whistleblowers, it is helpful toward them and processes the Submissions regardless of the person of the whistleblower and the method of submission chosen. KAPRAIN Group does not penalize the Submissions in any way. However, KAPRAIN Group does not tolerate knowingly false or harassing Submissions.

The Submission can be made in the form of:

- *[personal notification to a designated member of the Main CC Department];*
- *[via Ethics email];*

If the Employee discovers or suspects that someone within the activities of the KAPRAIN Group, on its behalf or in its interest intends to commit or is committing any act contrary to this Code of Conduct and, in particular, which is in the nature of any offence, especially a criminal offence, he/she is obliged to report this without undue delay to the Main CC Department. In performing this duty, the Employee shall ensure that there is no violation of applicable laws, in particular those relating to the protection of confidential, classified and similar information.

The procedure for the internal settlement of the Submissions is regulated in detail by an internal regulation of the KAPRAIN Group referred to as the Corporate Compliance Internal Investigation of the KAPRAIN Group, adopted by the Relevant Companies (or, as the case may be, by internal regulations of the Relevant Companies that are in line with the Corporate Compliance Internal Investigation of the KAPRAIN Group).

5. BASIC PRINCIPLES IN RELATIONS BETWEEN THE KAPRAIN GROUP AND THIRD PARTIES

Relations with third parties shall mean in particular, but not exclusively, relations between the KAPRAIN Group and public authorities, business partners, suppliers, customers, potential customers, the media and the public - i.e., any relationship in which the KAPRAIN Group or the Employee acting on behalf of the KAPRAIN Group is involved, within the scope of its activities or in its interest, and in which any third party is also affected.

KAPRAIN Group does not tolerate and strictly rejects any manipulation of its financial results for any purpose whatsoever.

5.1 Relations with public authorities

KAPRAIN Group cooperates with public authorities in a fair and open manner. KAPRAIN Group respects the independence and impartiality of public authorities.

KAPRAIN Group and its Employees shall never, under any circumstances, attempt to unlawfully influence the decisions and actions of public authorities. KAPRAIN Group absolutely rejects and does not tolerate any attempts in this direction.

KAPRAIN Group respects the decisions and instructions of public authorities and strictly complies with them.

KAPRAIN Group and its employees are obliged to avoid any action or activity that could cast doubt on the nature of the relationship with persons acting on behalf of public authorities, in particular where these officials make decisions on procurement by the public authority.

KAPRAIN Group and its Employees are obliged to always provide the public authorities with accurate, true and up-to-date information and supporting documents necessary for their decision or course of action. In particular, KAPRAIN Group does not tolerate and strictly rejects any influence on its presented financial results for any purpose whatsoever.

5.2 Business relations and activities of the KAPRAIN Group

KAPRAIN Group is interested in the free and undisturbed development of the markets in which the KAPRAIN Group operates and, in the course of its business activities, complies with all laws and regulations applicable to its activities.

KAPRAIN Group and the Employees shall always strictly comply with the applicable laws and regulations in their dealings with suppliers, business partners and customers.

KAPRAIN Group and its Employees, in their relations with suppliers, business partners and customers, shall provide only true and unbiased and complete information and submit only complete, true and unbiased supporting documents. In particular, the Employees are obliged to provide true information about the performance and achievements of the KAPRAIN Group. The Employees are obliged to submit true and complete supporting documents or to provide true information about facts relevant to the decision of a supplier or business partner of the KAPRAIN Group and not to conceal any relevant circumstances.

Before carrying out any transaction, the relevant Employees are obliged to familiarize themselves with all relevant laws and regulations, in particular if the transaction is international, and to comply with these laws and regulations in the course of the KAPRAIN Group's business activities. Before conducting a business transaction, the relevant Employees are obliged to ensure to the best of their ability that the business partner is not involved in any illegal activity and that its sources are legal.

The Employees shall obtain information on competitors and customers only in a manner that complies with the applicable law and from legal sources. KAPRAIN Group and the Employees shall never knowingly provide false or misleading information about competitors, their products and services in the course of their business activities.

KAPRAIN Group and the Employees are obliged to communicate only true and undistorted information in all marketing activities promoting the KAPRAIN Group and its products and services and not to conceal any material facts.

The Employees are prohibited from entering into agreements, whether oral, written or implied, formal or informal, with competitors concerning any element of competition, including, but not limited to, price, terms of sale, product offerings, preferential terms for the supply of goods or provision of services, or any agreement that may have a prohibited effect on competition. The Employees are obliged to avoid any action that could be considered as an attempt by the

KAPRAIN Group to obtain an undue advantage in the process of award of a public contract, public tendering procedure or public auction, or to influence them.

5.3 Prevention of corrupt practices

KAPRAIN Group absolutely rejects any form of bribery and the acceptance and offer of any undue payments/payments without legal title or such benefits (hereinafter referred to as the "Bribe"). A Bribe is any monetary or non-monetary consideration (whether given directly or indirectly) to which there is no legal entitlement and the purpose of which is to gain or retain business otherwise than through one's own activities and economic performance, or to influence a business or other decision and/or to secure some other undue advantage.

The Employees are obliged to familiarize themselves with the relevant rules of the applicable laws and regulations, the internal regulations of the KAPRAIN Group and the internal regulations of the business partner, if available, as well as cultural and social customs before giving or accepting a gift or any other consideration (e.g., payment for services).

A gift that is provided in accordance with customary market practice primarily for the purpose of presenting or promoting the good standing of the KAPRAIN Group or the provision of which is not associated with illegal or unethical conduct and/or whose purpose is not to commit illegal or unethical conduct shall not be considered a Bribe, provided that the nature, value and frequency of the provision of such gift is not unreasonable in the circumstances. However, the provision of such a gift or other consideration with value in excess of CZK 5,000 (or its equivalent in foreign currency) must always be approved in advance in writing by the Manager of the relevant department of the KAPRAIN Group and the expenditure related to such a gift or other consideration must always be recorded, including the identity of the recipient, the reason and purpose of the gift, so that the record can be consulted at any time and the circumstances of the gift or consideration provided can be verified retrospectively. Similarly, participation in a social, educational or sporting event or other benefit (e.g., payment for services) is not a Bribe if the conditions described above in this paragraph are met.

The Employee shall report to the relevant Manager any attempt by a third party to influence his/her activities, attitudes or decisions within the KAPRAIN Group. Similarly, the Employee is obliged to report that an act has occurred or may occur that is corrupt in nature to his/her Manager or the Main CC Department.

5.4 Anti-money laundering measures

Money laundering is any actions intended to conceal the proceeds or funds coming from an illegal activity by making it impossible to determine the source of those proceeds or funds and their ultimate beneficial owner or by altering the nature of those proceeds or funds so as to give the appearance of legitimate proceeds or funds.

KAPRAIN Group and its Employees shall strictly avoid any action that could be considered as concealing, transferring, keeping or using items that could be of criminal origin, or as concealing or obstructing the identification of their origin.

KAPRAIN Group and its Employees shall strictly comply with all legislation related to anti-money laundering measures, the financing of any illegal activities, and combating terrorism and its support.

KAPRAIN Group collaborates only with customers and business partners whose business plans are, to the knowledge of the KAPRAIN Group/ Employees, financed from legal sources. The Employees are required to verify, to the best of their ability, that the activities of the selected business partner are legal and that their funds come from legal sources. To this end,

the Employees shall collect and store documents and information relating to business partners and transactions performed.

In any transfer of assets carried out by the KAPRAIN Group, within the scope of its business activities or in its interest, the relevant Employee is obliged to properly identify both the recipient of the consideration and the purpose of the consideration provided.

Any and all asset transfers carried out by the KAPRAIN Group within the scope of its business activities shall be duly recorded in the relevant documents.

5.5 Restrictive measures and other international sanctions

KAPRAIN Group and its Employees shall comply with restrictive measures and other international sanctions, (i) to the extent that they are binding on individual members of the KAPRAIN Group, their Employees or their activities under the laws governing them, and (ii) to the extent of the relevant contractual arrangements that are binding on that member of the KAPRAIN Group (hereinafter referred to as “Sanctions”).

KAPRAIN Group shall takes precautionary steps to ensure that its activities do not unnecessarily expose it, directly or indirectly, to the risk of violating the Sanctions.

If an Employee is aware of or suspects any risk related to the Sanctions, even if it is only a hypothetical risk, the Employee shall immediately notify the relevant Manager and/or CC Department/Main CC Department.

5.6 Disclosure of information

KAPRAIN Group shall disclose information required by law in due and timely manner. Other information shall be disclosed by the KAPRAIN Group in accordance with the principle of openness to the extent it considers appropriate in the particular situation. KAPRAIN Group shall ensure that the information it publishes is always accurate, true and verified.

The Employees are not authorized to independently provide any information about the KAPRAIN Group to the media or to publish such information through any communication tools, including social media.

The relevant Employee shall inform the Manager, the Legal Department, the Relevant Company Legal Department about any contact made to the Employee by the media, the substance of which is a request for information about the KAPRAIN Group or its activities and collaboration with business partners.

6. BASIC PRINCIPLES APPLICABLE TO RELATIONS WITHIN THE KAPRAIN GROUP

Relations within the KAPRAIN Group shall mean in particular the relations between the companies of the KAPRAIN Group, the relations between KAPRAIN Group and its Employees, and the relationships between the Employees with each other.

KAPRAIN Group and its Employees shall comply with the applicable law and internal regulations affecting internal relations within the KAPRAIN Group and relationships between Employees. KAPRAIN Group does not accept any form of discrimination against the Employees, even in terms of work assignment and valuation. All Managers are obliged to observe these principles in their treatment of the Employees.

KAPRAIN Group respects the privacy of its Employees.

KAPRAIN Group does not accept any form of harassment, intimidation, forced or illegal labor.

The Employees shall be as considerate and respectful as possible of the personality and privacy of their colleagues. It is unacceptable to make inappropriate, abusive or derogatory comments about other Employees, or to harass, intimidate, humiliate or insult them in any way through verbal or physical expressions.

It is unacceptable to discriminate in any way against Employees who have reported possible violations of labor, internal regulations or other law and who have made a Submission or any suggestion for improvement of the KAPRAIN Group's activities and procedures.

7. OCCUPATIONAL SAFETY

The KAPRAIN Group sees occupational safety and the protection and prevention of the Employees' health as one of its priorities. KAPRAIN Group and the Employees shall ensure compliance with all applicable laws and internal regulations of the KAPRAIN Group in the area of occupational safety and shall consistently prevent damage and injury caused by violations of these regulations. Managers and Employees shall consistently eliminate the risks, if any, associated with the performance of their work.

KAPRAIN Group shall take appropriate precautions to protect the health of the Employees and update these precautions as necessary. To this end, KAPRAIN Group shall, inter alia, provide the Employees with appropriate training, drills and examinations relating to occupational safety.

KAPRAIN Group shall receive with due attention suggestions from the Employees to improve the level of occupational safety and health, processes and evaluates them and, if justified, takes appropriate measures in this area. Any Employee is entitled to make a Submission in accordance with the preceding sentence.

If an Employee suspects that a violation of occupational safety laws and regulations has occurred or is imminent, the Employee is obliged to report this to the relevant Manager or the Main CC Department.

8. PROTECTING THE INTERESTS OF KAPRAIN GROUP, ITS EMPLOYEES, CUSTOMERS AND BUSINESS PARTNERS

KAPRAIN Group takes appropriate measures to protect all confidential internal information of the KAPRAIN Group and handles any data obtained about the Employees or third parties strictly in accordance with the applicable law and international treaties, with the utmost care and responsibility, in particular with regard to any communication with third parties.

KAPRAIN Group maintains the confidentiality of sensitive and private information about its Employees, customers and business partners obtained in connection with its activities.

KAPRAIN Group takes appropriate measures to protect the KAPRAIN Group's intellectual property rights and respects copyrights.

Neither KAPRAIN Group nor its Employees shall promote the interests of the KAPRAIN Group using illegitimate and illegal practices. Neither the KAPRAIN Group nor the Relevant

Companies support any organization or association with illegal scope of activities or illegal objectives.

8.1 Protection of sensitive and confidential information

KAPRAIN Group takes care not only to protect sensitive and confidential information about the KAPRAIN Group, but also to protect any other information about its Employees, customers and business partners.

The Employees shall ensure that they disclose only necessary and relevant data to third parties in the course of their activities and when carrying out business transactions. The Employees shall ensure that communications with a third party or a contractual relationship include an obligation of the third party to maintain confidentiality of the information disclosed. The Employees shall ensure that in the course of their activities they do not interfere with any communication not intended for them.

If an Employee suspects that sensitive or confidential data has been leaked or misused, or that such leakage or misuse is imminent, the Employee shall report such facts to the relevant Manager or the Main CC Department.

8.2 Personal data protection

Personal data shall mean any personal data collected by the KAPRAIN Group about the Employees, customers and business partners. KAPRAIN Group and the Employees shall strictly comply with all data protection regulations.

Each Employee is obliged to consistently protect all personal data with which he/she comes into contact in the course of his/her activities and to disclose such data only to persons who are authorized to receive it under the relevant legislation or written consent of the person concerned.

If an Employee suspects that personal data has been leaked or misused, or that such leakage or misuse is imminent, the Employee shall immediately report such facts to the relevant Manager or the Main CC Department.

8.3 Intellectual property protection

KAPRAIN Group and its Employees rigorously protect intellectual property rights and comply with all legislation and international conventions applicable in this area.

All Employees are obliged to protect the intellectual property rights of the KAPRAIN Group.

All Employees are obliged to respect the copyrights of others and always make sure that they are authorized to use a particular work.

If an Employee suspects that intellectual property rights have been or may be infringed, the Employee shall immediately report such facts to the relevant Manager or the Main CC Department.

8.4 Requirements for Employees; conflict of interest

KAPRAIN Group strictly ensures that only quality and trustworthy Employees work for KAPRAIN Group.

As part of the selection process, the Employees of the KAPRAIN Group who are in charge of human resources within the KAPRAIN Group and other Employees personnel who are involved in the process of selection of new KAPRAIN Group Employees shall consistently check the candidates for the respective position for all relevant requirements related to the position to be filled (e.g., education, qualifications, experience, absence of conflict of interest) and shall do so in accordance with the legal options.

A conflict of interest is a situation in which the interests of an Employee conflict with the Employee's duties within the KAPRAIN Group or conflict with the interests of the KAPRAIN Group/the relevant member of the KAPRAIN Group.

The Employees shall strictly avoid situations that could be considered a conflict of interest. In the event that a conflict of interest is imminent or occurs, they are obliged to report this fact immediately to the appropriate Manager or the Main CC Department.

9. PROTECTION OF THE ENVIRONMENT

KAPRAIN Group is fully aware of its environmental responsibility and strictly complies with all applicable environmental legislation.

KAPRAIN Group analyses on an ongoing basis the environmental impact of its activities, takes appropriate measures to protect the environment and updates these measures on regular basis.

KAPRAIN Group minimizes the use of toxic or otherwise hazardous substances and materials in its operations and ensures that toxic or otherwise hazardous substances and materials are managed appropriately. KAPRAIN Group strives to use only environmentally friendly processes and technologies.

If an Employee notices an event at the workplace that could have a negative impact on the environment, he/she is obliged to report this fact without undue delay to the relevant Manager or the Main CC Department.

10. FINAL PROVISIONS

The Code of Conduct governs all activities, decisions and actions of the KAPRAIN Group and its Employees and KAPRAIN Group and its Employees shall consistently comply with it.

The Code of Conduct is reviewed and updated on regular basis by KAPRAIN Group to reflect the current social need, the needs of the KAPRAIN Group and its Employees.

This full version of the Code of Conduct of KAPRAIN Group shall enter into force and effect on 2 January 2024 and shall supersede the previous version of the Code of Conduct of KAPRAIN Group. This full version of the Code of Conduct of KAPRAIN Group is available at <https://kaprain.cz>.