

Anti-Corruption Compliance Policy

Preamble

The company Metrostav DIZ s.r.o. (hereinafter referred to as the “**Company**” or “**Metrostav DIZ**”) has a zero tolerance policy towards corruption and crime in general. Similarly, the Company does not tolerate any form of illegal or unethical conduct and condemns such conduct.

Introduction

- 1** This document (hereinafter referred to as the “**Anti-Corruption Compliance Policy**” or the “**Policy**”) of the Company is based on the Code of Ethics of Metrostav Group and is addressed to all employees of the Company, including members of the supervisory and statutory bodies of the Company (hereinafter collectively referred to as “**employees**”), as well as to all business partners of the Company, regardless of the goods or services they provide or deliver to the Company (hereinafter collectively referred to as “**business partners**”).
- 2** The Anti-Corruption Compliance Policy is a binding document of Metrostav DIZ, which acts both internally towards the Company’s employees and externally to declare to all the Company’s business partners and third parties its commitment to the rules of compliance with legal regulations, the fight against corruption and bribery and the rules against conflicts of interest.
- 3** The Anti-Corruption Compliance Policy is a tool of Metrostav DIZ through which the Company fulfils its objectives in the area of the Anti-Corruption Compliance System in accordance with its strategy.

Definition of terms

For the purposes of this Policy:

- Anti-Corruption Compliance System** – a system of principles, rules, values, objectives, internal measures and procedures that has been implemented in the Company’s organisational and management documentation in accordance with the requirements of ISO 37301 (Compliance management systems – Requirements with guidance for use) and ISO 37001 (Anti-bribery management systems – Requirements with guidance for use), and which combines elements of a Compliance management system and an Anti-bribery management system with the aim of preventing, detecting and responding to conduct whose elements are inconsistent with the objectives and principles on which the systems are based;
- corruption** – the abuse of a public or private office for personal gain;
- bribe** – an inducement or reward offered, promised or given, either directly or indirectly, to a participant in a private business transaction or to an official for the purpose of obtaining any commercial, contractual, regulatory or personal advantage on the basis of the dishonest performance of the function or activity of the person bribed;
- abuse of position** – the use of one’s own influence within a public authority or association with persons holding public authority to obtain benefits or preferential treatment for another person, usually (but not exclusively) for a fee; abuse of position is considered a form of corruption;e;

- e. **official person** – a civil servant performing state administration in administrative offices¹ or an official of a self-governing territorial unit², a member of a local government council, a judge, a public prosecutor, a member of the armed forces, a member of the security forces, a municipal police officer, the President of the Republic, a member of parliament or the government.

Purpose of the Policy

- 1 The purpose of this Policy is to set out a framework for the desirable conduct of the Company's employees and its business partners in relation to key areas of the Company's business from the perspective of the risk of corruption, bribery, malpractice and conflict of interest.
- 2 This Anti-Corruption Compliance Policy:
 - a. establishes binding rules of conduct and behaviour that all employees of the Company are obliged to follow both in the performance of their employment tasks or in connection with them, and in business dealings with the Company's business partners;
 - b. sets out the responsibilities of the Company's employees and the Company itself in relation to corruption, bribery, conflict of interest rules and compliance with the law in general;
 - c. declares the Company's commitment to its business partners and third parties in the areas of legal compliance, anti-corruption and anti-bribery and conflict of interest rules;
 - d. provides information and guidance to the Company's employees and business partners to identify and address issues related to corruption, bribery and conflicts of interest;
 - e. provides information and guidance to the Company's employees and business partners to identify and address issues related to corruption, bribery and conflicts of interest;

Scope of the Policy

The Anti-Corruption Compliance Policy covers:

- a. all persons who act in an employment or other similar relationship to the Company or who act on its behalf towards external entities outside of the Metrostav Group;
- b. all business partners of the Company.

Responsibility for the implementation of the Policy

- 1 This Anti-Corruption Compliance Policy has been approved by the Board of Managing Directors of Metrostav DIZ, which is the Company's statutory body (the "**Company's Management**"), in order to demonstrate the Company's commitment to address the issues of compliance with legal regulations, anti-corruption and anti-bribery and conflict of interest rules.
- 2 In connection with the requirements of this Policy and the requirement to comply with legal regulations in general, Metrostav DIZ has established within its structure the position of Compliance Officer (hereinafter referred to as the "**Compliance Officer**"), who is responsible for, among other things:
 - a. monitoring implementation and compliance with this Policy;
 - b. overseeing general compliance with this Policy;

¹ In accordance with the provisions of Section 1(1)(a) of Act No. 234/2014 Coll., on the Civil Service, as amended.

² In accordance with the provisions of Section 2(4) of Act No. 312/2002 Coll., on officials of local self-government units and on amendments to certain acts, as amended.

- c. providing regular and adequate training on the requirements of this Policy to the Company's employees;
- d. ensuring that the requirements of this Policy are adequately communicated to the Company's employees and third parties;
- e. reporting on the implementation of this Policy and the implementation, adequacy and performance of the Company's Anti-Corruption Management System.

3 The Company's management is responsible for implementing this Policy into the Company's processes, for meeting its objectives, and for monitoring and reviewing the achievement of these objectives.

4 Managers at all levels of the Company are responsible for implementing this Policy within their departments and for ensuring that the Company's employees under them are aware of and understand this Policy.

Company's attitude and expectations

1 The Company, in the course of its business activities and in accordance with the moral principles of the Metrostav Group, acts at all times and under all circumstances in accordance with legal regulations and ethical standards and categorically rejects any form of corruption. The Society has a zero tolerance policy towards corruption and bribery. For this reason, any form of corruption, including bribery and extortion, is not tolerated by the Company.

2 The Company is committed to act professionally, fairly and honestly at all times and to comply with the legal frameworks of all countries in which it operates.

3 The Company is committed to implementing and enforcing an effective anti-corruption and anti-bribery system in its operations and business relationships.

4 The Company expects its business partners to adopt a similar zero-tolerance approach to corruption and bribery.

5 The Company expects its employees to act at all times in accordance with the law, the Company's internal regulations, ethical standards and good morals, and to act professionally and with the highest professional care.

6 The Company requires all of its employees, without exception, to read, understand and agree to comply with this Policy. The Company expects a similar commitment from its business partners.

Corruption, bribery and abuse of position

1 The Company acts at all times and in all circumstances in accordance with the law. The Company is fully aware of the seriousness of the consequences that corrupt conduct, or even the mere suspicion of such conduct, could have on its business activities, including criminal and civil consequences for the Company itself or, as the case may be, for its employees who acted in its name and on its behalf.

2 **The company categorically forbids:**

- a. providing bribes to any person;
- b. accepting bribes from any person;
- c. any form of hinting or suggesting the possibility of offering or accepting a bribe, soliciting a bribe, offering or arranging for a bribe, or otherwise dealing in bribes; or
- d. using other people to do any of the above.

3 In general, a bribe may be anything given to any person with the intention of inducing them to abuse their office or position or to engage in other unlawful conduct, or to reward them for the abuse of office or other unlawful conduct. It may therefore be any financial or non-financial advantage (including a gift) resulting from the improper or unlawful conduct of a person in a particular position. A bribe can therefore take any form, e.g.:

- a. cash;
- b. wire transfer of funds;
- c. any form of goods;
- d. various types of gifts and acts of hospitality;
- e. offer of any services;
- f. offer to pay private costs;
- g. an offer of employment or
- h. offering to make political or charitable contributions.

4 It does not matter whether the person who abuses their office or otherwise acts unlawfully is also the person who accepts the bribe. An example of this would be a situation where a relative of such a person is offered employment in exchange for abuse of office or other illegal conduct. Such conduct also constitutes a bribe and is prohibited.

5 An employee of the Company who suspects any form of corrupt conduct, bribery, abuse of position or other violation of legal or ethical standards in connection with the Company's activities shall promptly inform the Compliance Officer of such conduct or suspicion, either in person or via e-mail compliance@metrostavdiz.cz, or, if applicable, the Company's attorney or their immediate supervisor.

Conflict of interests

1 Conflicts of interest arise when the employee's private interests conflict with the interests of the Company, or when such a situation may arise even in theory.

2 An employee's personal, social, financial, or political interests may be considered to be private interests that could (even if only apparently) affect the employee's loyalty to the Company or their ability to objectively perform their duties to the Company, or the interests of the employee's family members or persons close to the employee.

3 If an employee of the Company acts in their private interest without giving proper notice or if they put their private interests ahead of the Company's interests, the Company may be harmed or its professional conduct called into question.

4 The Company expects employees to be able to recognize potential conflicts of interest that may arise in the course of their activities.

5 In general, conflicts of interest should be avoided, and if a conflict of interest is unavoidable, it should be approached in such a way that the Company does not suffer damage or other negative consequences.

6 An employee is in conflict of interest with the interests of the Company at all times if he/she carries out a gainful activity that is identical to the Company's business without the Company's prior written consent.

7 The Company shall be entitled to withdraw its consent at any time and the employee shall be obliged to cease his/her gainful activity without any delay.

- 8 There is no conflict of interest if the employee, even without the Company's consent, carries out scientific, pedagogical, journalistic, literary and artistic activities in accordance with Section 304 of Act No. 262/2006 Coll., the Labour Code, as amended.⁹ Employees are required to disclose any and all potential conflicts of interest to their immediate supervisor and the Compliance Officer, either in person or via email compliance@metrostavdiz.cz.
- 9 If an employee has any doubts regarding the existence of a conflict of interest, they are obliged to address their request for assistance or clarification to the Compliance Officer, either in person or via e-mail compliance@metrostavdiz.cz, or alternatively to the Company's legal counsel or their immediate supervisor.
- 10 Obligations imposed on members of the Company's bodies with regard to the prohibition of competition and conflict of interest by Act No. 90/2012 Coll., on Commercial Companies and Cooperatives (the Business Corporations Act), as amended, or other legislation, as the case may be, are not affected by the provisions of this Policy.

Provision of financial donations by the Company

- 1 Financial donations are always and at all times made by the Company in full transparency and in accordance with all legal and accounting regulations.
- 2 Financial donations shall not be made by the Company as consideration in the expectation of undue advantage or with the intention or the appearance of intention to distort, directly or indirectly, the rules of fair competition.
- 3 Support in the form of a financial donation by the Company is permissible only towards organisations or individuals for the purpose of supporting education, culture, sport, support for the operation of organisations associated with the Company or charitable or other public benefit activities, and only on the basis of a written donation agreement.

Sponsorship by the Company

- 1 Sponsorship provided by the Company is always and at all times carried out in full transparency and in compliance with all legal and accounting regulations.
- 2 Sponsorship provided by the Company shall not be provided as consideration in the expectation of undue advantage or with the intent or appearance of intent to directly or indirectly distort the rules of fair competition.
- 3 The main purpose of entering into sponsorship agreements is to create, improve or maintain awareness of the Company, improve its image, promote its business name or logo, or raise the profile of projects implemented by the Company.

Policy on giving and accepting gifts from the Company's employees

- 1 The Company is aware that the provision and acceptance of gifts, invitations and other acts of hospitality by its employees from external entities outside the Metrostav Group or in connection with the Company's activities may in some cases be a normal part of standard business relationships.
- 2 Notwithstanding this, the Company requires at all times and in all circumstances that such gifts are occasional, appropriate to the circumstances and do not give the impression that they are bribes for the purpose of illegal or unlawful remuneration, or raise doubts about the objectivity, impartiality or legality of the conduct of the Company and its employees.
- 3 For the purposes of this Policy, a gift is any item, regardless of its origin, nature or characteristics, which is given free of charge and voluntarily in the context of a social relationship, whereby promotional items, invitations and treats, i.e. in particular invitations to cultural or sporting events or activities, social events, celebrations, lunches or trips, with the exception of Company events and educational events, are also considered a gift under this document.
- 4 Company employees may only give or accept a gift that is consistent with the following policy:
 - a. **legality of the gift** – the gift that is given or received must be legal in terms of its content, i.e. it must not be or include items or activities that are prohibited by law;
 - b. **legitimacy of the gift** – the gift that is given or received must be legitimate in terms of its content, i.e. it must not be or include items or activities that may be considered inappropriate or unprofessional;
 - c. **legitimacy of the motivation for the gift** – the gift must not be directed or aimed at obtaining future favourable treatment from the giver or recipient of the gift towards the Company;
 - d. **appropriateness of the gift** – the gift must be reasonable and appropriate in light of the circumstances, social customs, usages and generally accepted practices wherever the Company conducts its business; appropriate gifts are those that are modest and do not influence the employee's decision-making or loyalty to the Company and are consistent in frequency with normal social practices.
- 5 In cases of gifts that do not meet the above parameters, they must be refused by a Company employee or may not be given by a Company employee.

Communication

- 1 Metrostav DIZ emphasises awareness of its Anti-Corruption Compliance Programme towards its employees, business partners and third parties. For this reason, this Policy, which is a tool for the implementation of the Anti-Corruption Compliance System, is publicly and permanently available on the Metrostav DIZ website.
- 2 The Company also takes care to ensure that the information provided in connection with the implementation of its Anti-Corruption Compliance System is clear so that all employees of the Company, its business partners and third parties can easily understand its meaning, principles and intentions.

Training

The Company shall provide regular training to all its employees in relation to this Policy and the operation of the Anti-Corruption Compliance System from the time they commence their employment or similar relationship and at scheduled intervals determined by the Company.

Due diligence and the Company's employment process

- 1 As part of its structure and employment process, Metrostav DIZ has identified the types of positions with a potentially higher risk of behaviour that fulfil the characteristics of corruption, bribery or conflict of interest. The list of the above-mentioned type of positions is contained in the Company's internal regulations.
- 2 As part of the hiring process, the Company screens candidates applying for the above-mentioned types of positions prior to their employment or similar relationship with the Company in order to minimize the potential risk of corruption, bribery or conflict of interest within the Company's organization.

Due diligence and screening process of the Company's business partners

- 1 Metrostav DIZ places considerable emphasis on the screening of its business partners. For this reason, the Company has implemented process tools within its organization to screen potential business partners.
- 2 Prior to entering into a contractual relationship and during the term of the contractual relationship with a business partner whose risk of compliance with legal regulations and rules against corruption and bribery is higher due to the nature of its activities or the type of contractual relationship being entered into, the Company conducts a proper and appropriate screening of the business partner.
- 3 At the same time, the Company requires sufficient assurances from its business partners regarding the adoption of appropriate internal processes in relation to legal compliance and the fight against corruption and bribery.

Reporting possible violations of the Anti-Corruption Compliance Policy

- 1 The Company guides and encourages its employees and third parties to report any suspected breaches of this Policy as soon as possible, and the Company fully supports its employees and third parties in this regard.
- 2 Both employees of the Company and third parties may also submit their complaints via the Metrostav Group Ethics Line (hereinafter referred to as the "**Ethics Hotline**"),
- 3 The Ethics Hotline is a tool for reporting incorrect, unethical or illegal conduct in violation of the Metrostav Group Code of Ethics..
- 4 The Ethics Hotline is available either electronically at <https://www.skupinametrostav.cz/cs/eticky-kodex>, or by telephone via the answering machine at +420 800 120 111.
- 5 Any complaint can also be submitted to the Ethics Hotline anonymously.

- 6 The Company undertakes to properly document and investigate each complaint received and, in the event of a finding of corruption, conflict of interest or other violation of legal or ethical standards, to draw the necessary consequences and to propose and implement corrective measures.
- 7 In order to expand the range of possibilities for entities to contact the Company with their suggestions regarding possible violations of the principles of the Anti-Corruption Compliance Policy, the Company has established a special e-mail address compliance@metrostavdiz.cz which is used to submit complaints from entities in connection with the functioning of the Anti-Corruption Compliance System in the Company. This email address is managed by the Compliance Officer.
- 8 Intentionally or knowingly false or misleading suggestions intended to harm the allegedly acting person may be treated as a separate unwanted action, from which the Company will draw appropriate consequences.

Whistleblower protection

- 1 The Company is committed to providing appropriate support to anyone who reports in good faith a concern or suspected violation under this Policy and guarantees whistleblowers protection, security and confidentiality.
- 2 Retaliation against anyone who has made a complaint through the Ethics Hotline or the Company's other complaint channels is not permitted.
- 3 Under no circumstances will the Company tolerate retaliation or mistreatment of any kind as a result of an employee or third party reporting in good faith their suspicion that an actual or suspected violation of the rules or policies under this Policy has occurred or may occur in the future.

Monitoring, evaluation and feedback

- 1 The Company's management, with the assistance of the Compliance Officer, monitors the appropriateness of the implementation of this Policy and its compliance and in this context regularly evaluates the effectiveness, adequacy and functionality of its Anti-Corruption Compliance System.
- 2 In the event that deficiencies are identified in the implementation of this Policy, appropriate corrective action shall be taken by the Company.
- 3 The Company reviews the effectiveness, functionality and suitability of its Anti-Corruption Compliance System through internal audits at regular intervals.
- 4 Any employee of the Company may comment on this Policy or the effectiveness, adequacy and functionality of the Company's Anti-Corruption Compliance System and suggest ways to improve it.
- 5 The Company's employees may submit their suggestions and proposals for improvement of the Company's Anti-Corruption Compliance System either in person or via e-mail to compliance@metrostavdiz.cz to the Compliance Officer, who will then communicate them to the Company's management.

Consequences of breaking the rules

In the event that an employee of the Company violates the principles set out in this Policy, in particular in relation to cases of corruption and bribery, the Company will, after a proper investigation of the matter, impose employment consequences on the employee in accordance with the Labour Code. However, this does not affect the Company's obligation to refer the matter to the law enforcement authorities for investigation where required by law.

Final provisions

This Anti-Corruption Compliance Policy takes effect on 18. 11. 2021.