

ANTI-CORRUPTION CODE

Implemented by resolution of the Management Board of Echo Investment S.A. dated 17 September 2018

1. Introduction

This Anti-Corruption Code is designed to ensure the compliance of all persons employed with Echo Investment S.A. ("Echo" or the "Company") or its affiliates (together, "Echo Group") with generally applicable anti-corruption legislation.

Guided by the highest standards of business ethics, Echo takes a strong stance against any corrupt practices. Echo does not and will not tolerate in its organisation any instance of offering, giving, seeking or receiving, whether directly or indirectly, any economic or personal benefits for the purpose of or in exchange for obtaining improper advantages for any Echo Group company or securing unduly preferential treatment for any third parties.

This Anti-Corruption Code applies to all personnel of Echo or other Echo Group companies, regardless of their service length, title, position, level of responsibility, or nationality, and whether working under contracts of employment or contracts under civil law, such as executive contracts, or on a full-time or part-time basis ("Employees").

All Employees must familiarise themselves with this Anti-Corruption Code and ensure they undergo corruption liability training on an annual basis. The Code is also a necessary part of the induction process of new hire Employees in the Echo organisation.

The standing Ethics Committee (the "Committee"), whose members shall include:

- (a) a Management Board Member appointed by resolution of the Management Board or by decision of the Management Board President;
- (b) Director or some other member (legal counsel or advocate) of Echo's legal department, appointed by the department's director;
- (c) a member of the Marketing Department appointed by resolution of the Management Board or by decision of the Management Board President;

shall be responsible for implementation, updates and enforcement of the Anti-Corruption Code, for provision of related training and for taking disciplinary action against Employees in breach of applicable rules.

All Employees must notify the Company of any breaches of the Anti-Corruption Code in accordance with Echo Whistleblowing Policy.

2. Corrupt Conduct

The Polish Criminal Code sets out rules to deal with crimes of corruption both in relations with public officials and in business relations.

Below we describe the fundamental notions related to crimes of corruption. Specific principles of criminal liability for such offences will be presented in the course of mandatory training provided by the Company to all Employees..

2.1. Public Corruption

Article 228 of the Criminal Code prohibits the giving or promising of any economic or personal benefits to any public officials in connection with their offices. This rule is further developed by Article 230a of the Criminal Code, which prohibits the giving or promising of any economic or personal benefits to an intermediary in exchange for illegally influencing the conduct of a public official in connection with his or her office.

NOTE: In addition to general anti-corruption laws, there are specific regulations that prohibit improperly influencing the course of a public contracting procedure, such as by coordinated action of the contracting authority and a tenderer (tender collusion/bid rigging).

2.1.1. Public official

This Criminal Code definition is broad and includes the President of the Republic of Poland, a member of the Parliament, a senator, a local authorities' councillor, a member of the European Parliament, a judge, a lay judge, a public prosecutor, an officer of a financial authority conducting preparatory proceedings or of authority superior to the financial authority conducting preparatory proceedings, a notary public, a court enforcement officer, a court-appointed probation officer and curator, a receiver, a court-appointed supervisor and administrator, a person passing rulings as a member of a disciplinary authority operating under a statute, a person employed in a government administration, other state or local government authorities, unless this person performs exclusively servicing duties, and any other person within the scope of this person's authorization to make administrative decisions, a person employed in a state or local government inspection authority, unless this person performs exclusively servicing duties, a person occupying an executive position in another state institution, an officer of an authority responsible for the protection of public safety or an officer of the Prison Service, a person performing active military service, except for territorial military service consisting in being at disposal to perform such service, a person employed in an international criminal court, unless this person performs exclusively servicing duties, a member of a self-government authority, a person employed in an organisational entity utilising public funds, unless this person performs exclusively servicing duties, as well as any other person whose public activity powers and duties are established or recognised by a statute or an international agreement binding for the Republic of Poland.

2.1.2. Economic or personal benefit

Public officials must not be offered economic or personal benefits. This includes gifts, whether of money or property, invitations to entertainment events, travel, preferential use of offeror's goods

or services, but also personal favours without measurable pecuniary value.

A benefit may be improper not only if provided directly to the public official but also if given to a third party, in particular to so-called closest persons or to an organisation (company, foundation) that is related to the public official.

The list above is merely an illustration. Echo recommends prudence in assessing whether any specific activity amounts to a economic or personal benefit as defined in the Criminal Code. If in doubt, consult the Committee.

2.1.3. Closest person

According to the Criminal Code, a closest person is a spouse, an ascendant, a descendant, a brother or a sister, a relative by marriage in the same line or degree, a relative by adoption as well as his or her spouse, and also a cohabitant.

2.1.4. In connection with public office

In order to be caught by Criminal Code anti-corruption regulations, the promised or offered benefit must be connected with the recipient's public office.

In practice, prohibited conduct includes also the provision of a benefit merely in exchange for the recipient showing a favourable attitude towards the offeror when acting within his powers, without necessarily having to take any specific official action. This may include, for example, granting a legally required license, waiving an administrative penalty, influencing decisions made by other officials in the same public organisation in relation to the offeror, taking adverse actions against offeror's competitors or giving the offeror a favourable treatment in future. Anti-corruption laws attach no relevance to whether the benefit was given or promised before or after the public official acted favourably for the offeror.

NOTE: While the foregoing may suggest that special occasion gifts (wedding, Christmas) are admissible as they are not strictly related to the public official's powers, Echo does not accept such gifts because they may give the impression of corrupt conduct.

2.2. Private-to-Private (Managerial) Corruption

Under Article 296a of the Criminal Code, it is prohibited in business-to-business relations to give or promise any economic or personal benefits to persons in the employ of or with managerial functions in an undertaking and for such persons to seek or receive such benefits. Any benefits given in business-to-business relations must not induce the recipient to act contrary to the interests of his or her company and must not be related to unfair competition practices or preferential treatments.

NOTE: Economic or personal benefit is defined in the same way as for the purposes of public corruption. Accordingly, it is a benefit provided in whatever form directly to a representative of a business partner or, potentially, to other individuals or legal entities related to such a representative.

3. Dealings with Public Officials

General rules

In their everyday business, Echo Employees should be alert to any issues which may fall under anti-corruption regulations whenever a public official is directly or indirectly involved.

In particular, Echo Employees whose job responsibilities require any interaction with public officials are under a duty to maintain such contacts in a transparent manner. Meetings with public officials are recommended to be held at their workplaces during office hours. Snail mail or electronic mail communications to public officials should be sent to their official addresses.

Below are examples of major sensitive situations that may give rise to anti-corruption concerns:

- (a) donations or sponsorships for entities connected to public officials;
- (b) gifts, meals, accommodation, entertainment or other hospitality for public officials or their closest persons;
- (c) engaging officials or their closest persons as employees, interns, consultants or representatives of Echo;
- (d) contracting intermediaries or advisors for contacts with public administration.

Echo Employees should heed, and timely report to the Committee about, any circumstances suggesting that an improper benefit may be given to a public official. Special attention should be paid to public officials' suggestions or expectations that Echo make payments to specific companies or organisations or engage specific intermediaries or subcontractors and to situations where any part of the transaction involves cash transfers.

Donations and sponsorships

Echo Group companies' financial support in the form of donations or sponsorships for any business entities or NGOs should serve legitimate and genuine purposes related to corporate social responsibility or promotion of Echo's brand or projects in the industry or in local communities. Any donation, sponsorship or similar contracts must in no way be used as vehicles of direct or indirect transfer of improper benefits to public officials.

The approval and execution process for donation, sponsorship or similar contracts is coordinated by the Committee. The Committee screens potential beneficiaries of Echo's support for connections with current or former public officials.

Below are examples of the configurations in which connections of this kind may exist:

- (a) the donation/sponsorship is intended for a public official or his or her closest person;
- (b) the donation/sponsorship is intended for an organisation or institution where a public official or his or her closest person holds an office or board position;
- (c) the donation/sponsorship is intended for a company or foundation of which a public official or his or her closest person is a shareholder or founder;
- (d) a public official or his or her close person is appointed as a contact person for the purposes of the donation/sponsorship contract;
- (e) a public official is soliciting financial support for a specific organisation.

Where a connection between the potential beneficiary and a public official is revealed, the contract may be entered into only in exceptional situations and upon prior written approval of the Committee, if all of the following is true:

- (a) the beneficiary has been screened under the Donations and Sponsorships Policy and no other circumstances have been revealed which would prohibit the contract;
- (b) the public official connected to the beneficiary is not involved and has not been involved over the past three years, whether directly or indirectly, in any administrative or public contracting processes that have an impact on the business or investment projects of Echo;
- (c) the office currently held by the public official has no impact on the business or investment projects of Echo.

Notwithstanding the foregoing, all Echo Employees formally or actually involved in approving, entering into or performing any donation, sponsorship or similar contract should be alert to formal and personal connections between the contract beneficiary and any public officials and to any other situations which may create an impression that whatever is contractually provided to the beneficiary is in fact an improper economic benefit for a public official. All concerns in these matters must be reported to the Committee.

Gifts, meals, accommodation, entertainment and other hospitality

Handing gifts to public officials or their closest persons is forbidden, except for low-value gifts of tangible property with an express logo of Echo. No gifts of cash or cash equivalents (such as gift cards) are allowed in any cases.

Inviting public officials to private events or meals is forbidden. Public officials may be invited only to public events addressed to a wide range of participants, such as the official openings of Echo objects. As part of such public events, it is permissible to offer all participants, including public officials, a meal appropriate in given circumstances. Promising or providing a public official with reimbursement of participation, travel or accommodation costs during any event is forbidden.

It is also forbidden to undertake any other actions which could result in the public official feeling obliged to reciprocate with any tokens of appreciation of a tangible value, such as favours or mutual consideration of Echo

Engagement of public officials

Recruitment to any position within (or engagement for the provision of any services to) Echo Group must include:

- (a) conducting a background check of the candidate with whom the contract is to be signed, using publicly available information, in order to identify potential compliance or reputational risks;
- (b) obtaining the new hire's status statement on whether he or she is a current or former public official or a closest person to the public official.

The HR department is responsible for the above. HR employees immediately inform the Committee in the event of identification of potential compliance or reputational risks. The Committee, after analysing the collected information, decides on the continuation of the recruitment process of a given candidate. The Committee may also take its own verification activities if the information collected is considered insufficient to take the abovementioned decision.

In addition, Echo Employees are obliged to immediately inform the Committee in the event of a change in the status as a current or former public official or a closest person.

Whenever current or former public officials or their closest persons are engaged as employees, interns, consultants or representatives of Echo Group companies, whether on a full-time, part-time or ad hoc basis, this must be a genuine engagement, i.e. it must involve real work or services for Echo, and may not be used as a vehicle of direct or indirect transfer of improper benefits to public officials.

All current or former public officials or their closest persons must be hired according to standard Echo recruitment or engagement procedures appropriate for the given position or service and may only be engaged upon prior written authorisation of the Ethics Committee which will not be granted unless all of the below is true:

- (a) the engagement meets some real staffing or service requirements of Echo; and
- (b) the engaged person's skills justify his or her engagement for the particular position or service; and
- (c) the person's fee or remuneration is at market rates appropriate for the position/service; and
- (d) the current or former public official being engaged, or a closest person being engaged, has not issued an administrative decision or any other type of ruling / decision to the benefit of Echo over the past five years;
- (e) the public office currently held by the official has no impact on the business or investment projects of Echo.

Echo Group companies engaging current or former public officials or their closest persons shall take special care to enforce and preserve the results or deliverables of their work (such as materials, analyses, reports, research or studies) to make sure their performance can be verified on a continuing basis as and when necessary so as to confirm that they actually perform their job. Any remuneration due to such persons may only be paid by bank transfer.

Intermediaries

When engaging intermediaries on behalf of Echo Group companies in areas where contact with public administration officials is necessary (including consultants genuinely providing agency in such contacts), the Echo Employees dealing with such engagements are required to exercise special care to ensure compliance with anti-corruption regulations.

NOTE: The "intermediary" category within the meaning of the Anti-corruption Code includes in particular architects contracted by Echo to process administrative decisions in the development and construction process.

Such engagements may only be offered to persons or firms who:

- (a) have clean business ethics record;
- (b) are not connected, whether personally or formally, to any public officials or their closest persons, including as officers, directors or shareholders of any entity, or as employees or staff of any entity at whatever position and whether on a full-time, part-time or ad hoc basis;
- (c) have read, and agreed to abide by, Echo policies, including the Code of Conduct and the Anti-Corruption Code, and have declared that no part of the remuneration

paid by Echo will be used to pay the cost of any economic or personal benefits for any public officials.

Prior to commencing cooperation with an intermediary who interacts with public officials, the Committee conducts a background check of the intermediary, using publicly available information, in order to identify potential compliance or reputational risks. The Committee, after analysing the collected information, decides on the cooperation with a given intermediary.

Echo Employees shall pay attention to and inform the Committee on any circumstances suggesting an unethical or non-compliant with Echo's standards behaviour of an intermediary. The Committee shall then immediately undertake actions aimed at verifying the reported circumstances and deciding on further cooperation with a given intermediary.

An agreement with an intermediary should contain, in particular, the following provisions, adjusted as needed to the nature of a given agreement:

- [The Intermediary] represents that none of its [shareholders / management board members / supervisory board members / employees / permanent contractors] is a public official within the meaning of Art. 115 § 19 of the Act of 6 June 1997 – Criminal Code (consolidated text: Journal of Laws 2017, item 2204, as amended) or a public official's next of kin and undertakes to notify [Echo] immediately of any subsequent relationship between [the Intermediary] and such persons.
- [The Intermediary] represents that it has read [Echo]'s internal anti-corruption regulations, including in particular the Code of Conduct and the Anti-corruption Code, and undertakes to comply with them in performing the activities contracted under this agreement.
- [The Intermediary] represents that it shall perform the activities contracted under this agreement in accordance with applicable laws, in particular the anti-corruption regulations provided for in the Act of 6 June 1997 – Criminal Code (consolidated text: Journal of Laws 2017, item 2204, as amended) and any other laws relevant to every jurisdiction in which the activities are to be performed.
- [The Intermediary] represents that no part of the remuneration provided for under [§ ...] of this agreement shall be used towards financing, even indirectly, any economic or personal benefits for any public officials or their next of kin.
- [The Intermediary] shall perform the activities contracted under this agreement in person. Delegating any activities to a [third party / sub-contractor] requires [Echo]'s prior approval provided in writing.
- [Echo] reserves the right to terminate this agreement for reasons attributable to [the Intermediary] upon learning that:
 - [the Intermediary], in performing the contracted activities, acts in violation of applicable laws or [Echo]'s internal regulations referred to in [§ ...] of this agreement;
 - a public official or a public official's next of kin is [the Intermediary]'s [shareholder / management board member / supervisory board member / employee / permanent contractor];
 - [the Intermediary] has delegated the performance of any actions contracted under this agreement to a [third party / sub-contractor] without [Echo]'s prior approval in writing.

To ensure top transparency, payments to intermediaries must be made on the basis of detailed statements of work and solely by way of bank transfers.

4. Dealings with Business Partners

General rules

Echo Employees involved in transactions with third parties must loyally represent the Company's interests. We offer fair treatment to our business partners on terms that are based exclusively on transparent considerations of a business nature. All conflicts of interests on the part of any Employees must be reported according to the Code of Conduct. In addition, the Committee must be notified of any attempt to obtain business for or from Echo Group companies in any unethical manner.

Prior to commencing cooperation with a business partner who, as a part of its business, often interacts with public officials, the Committee conducts a background check of the business partner, using publicly available information, in order to identify potential compliance or reputational risks. The Committee, after analysing the collected information, decides on the cooperation with a given business partner.

Echo Employees shall pay attention to and inform the Committee on any circumstances suggesting an unethical or non-compliant with Echo's standards behaviour of an intermediary. The Committee shall then immediately undertake actions aimed at verifying the reported circumstances and deciding on further cooperation with a given business partner.

Echo expects that rules arising from generally applicable anti-corruption laws will be complied with also by all of Echo's business partners. To this end, the Legal Department makes sure that any Echo contracts which it drafts or opines for Echo Group companies contain anti-corruption clauses which are appropriate for the nature of the particular contractual obligations, including at the minimum the following provisions, adjusted as needed to the object of a given agreement:

- [The Partner] represents that it shall perform the activities contracted under this agreement in accordance with applicable laws, in particular the anti-corruption regulations provided for in the Act of 6 June 1997 - Criminal Code (consolidated text: Journal of Laws 2017, item 2204, as amended) and any other laws relevant to every jurisdiction in which the activities are to be performed;
- [The Partner] represents that no part of the remuneration provided for under [§ ...] of this agreement shall be used towards financing, even indirectly, any economic or personal benefits for any public officials or their next of kin.

Gifts, meals, accommodation, entertainment and other hospitality

With regard to the rules concerning contacts between Echo Employees and representatives of their business partners, in particular handing gifts to these representatives or inviting them to meals or events - the relevant provisions of the Echo Investment Code of Conduct shall apply

5. Recordkeeping

All paper and electronic documentation collected and prepared in the course of execution of this Procedure shall be kept for at least 5 years counting from the day of:

- end of cooperation with a public official (if the documentation is related to such cooperation);

- creation of documentation (in other cases).

The Committee shall be responsible for storing and archiving the documentation. While certain actions in this regard may be commissioned to the Echo employees from outside of the Committee, the Committee will ensure proper control and supervision over these actions.

6. Auditing

Compliance with the provisions of this Code, as well as the performance of duties presented therein by Echo Employees and the Committee, will be subject to periodic examination by the internal audit team of Echo (the "Audit Team").

The Audit Team undertakes inspections and auditing activities based on an annual audit plan prepared by the Company's Audit Committee. Audit results together with recommendations will be presented to the Company.

In addition, the Audit Team may perform inspections and audit activities not provided for in the audit plan, on its own initiative, in particular when the Audit Team receives information on potential non-compliance with the Code.