

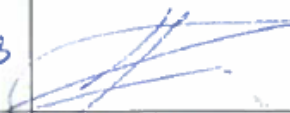

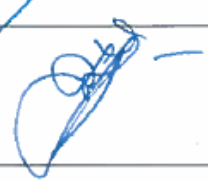



Corruption Prevention Policy

Group document, approved by the CEO of UAB MAXIMA GRUPĖ 2020-02-03, Order No. 01-39	
Document level	D
Type	Policy
No.	GP-G1000-01
Version	2.0
Effective date	2020-02-04

INFORMATION CONTAINED IN THIS DOCUMENT IS THE COMMERCIAL SECRET OF THE COMPANY.
IMPORTANT: only the electronic version published on the company intranet is considered the latest version the document. Every employee of the Company must use the latest version of the document.

APPROVAL RECORDS

POSITION, NAME, SURNAME	DATE	SIGNATURE
Document Owner Head of Prevention Valerijus Pogorelskis	2020-02-03	
Prepared by Head of Internal Audit Darja Podolskaja	2020-02-03	
Additional approver Head of Legal Services Lina Žolynė	2020-02-03	
Process Management Representative Process Manager Kristina Vaznelytė	2020-02-03	

CONTENTS

1. Objective	4
2. Document users	4
3. Terms and definitions	4
4. Anti-corruption commitments	4
5. Sponsorship and donations	5
6. Gifts and other benefits	5
7. Conflicts of Interest	5
8. Purchasing	6
9. Nepotism and cronyism	6
10. Foreign Public Officials	6
11. Policy implementation, oversight, and control	6

1. Objective

- 1.1. The purpose of this Policy is to set out the main Corruption prevention principles and requirements of the Group Companies along with guidelines for their implementation, thereby creating the context and conditions for compliance with the highest standards of business transparency throughout the Group Companies.

2. Document users

- 2.1. The Policy applies to all Employees of the Group Companies, including members of management and supervisory boards and committees as well as persons hired under civil law contracts and on other grounds, regardless of the form or remuneration of their relationship with the Group Company in question.

3. Terms and definitions

- 3.1. **Group Companies** - MAXIMA GRUPĚ, UAB, and all legal entities it directly or indirectly controls.
- 3.2. **Employee** - a person hired under an employment agreement or civil law contract or who on some other basis works or holds a position at a Group Company, including members of management or supervisory boards or committees, regardless of the form or remuneration of their relationship with the company in question.
- 3.3. **Gift** - an item, service or other benefit of any value that is received or provided free of charge (such as money, drinks, tickets, invitations, discounts, trips, services, accommodation, hospitality, etc.).
- 3.4. **Conflict of Interest** - a situation where an Employee, in performing his / her duties, makes or contributes to making a decision or carries out an order connected to private interests of his / her own or of a person close to him / her.
- 3.5. **Corruption** - any action involving the abuse of power entrusted by the Group Companies seeking some advantage for oneself or third parties.
- 3.6. **Policy** - this Corruption prevention policy.
- 3.7. **Foreign State** - any foreign country except the country where a Group Company operates, including all of a foreign country's institutions from the municipal to the national level. The notion of Foreign State also includes international organisations.
- 3.8. **Foreign Public Official** - any person holding a position in Foreign Public authorities which have legislative power or perform functions of public administration, including but not limited to judicial authorities, independently of whether the person is elected or appointed to the position. Additionally, a person who holds a position in a public legal entity or an international organisation is also considered to be a Foreign Public Official.

4. Anti-corruption commitments

- 4.1. The Group Companies do not tolerate Corruption in any form and take preventive measures to prevent manifestations of Corruption in the Group Companies.
- 4.2. Compliance with provisions of the law and norms of behaviour:
 - 4.2.1. In their activities, the Group Companies and their Employees comply with all requirements of the law and other legal acts applicable to the Group Companies, including anti-corruption legislation.
 - 4.2.2. In situations where this Policy, the law, and other legal acts do not specify the relevant norms of behaviour, the Group Companies and their Employees behave in such a way as to comply with what society accepts as the highest standards of reliability, honesty and transparency.
- 4.3. Disclosure of information and transparent accounting:
 - 4.3.1. The Group Companies ensure that their activities and goals are transparent and clearly declared.

- 4.3.2. Group Companies' accounting must be accurate and correctly reflect all transactions and events, strictly complying with all applicable legislation and local business accounting standards / international financial reporting standards.
 - 4.3.3. Management and oversight of Group Companies' documents must be accurate and correct, conducted in strict compliance with applicable legislation. The Group Companies do not tolerate and forbid any actions related to destroying, damaging, distorting or otherwise manipulating original documents.
- 4.4. Principle of zero tolerance for Corruption:
- 4.4.1. The Group Companies are committed to operating in accordance with the principle of zero tolerance for Corruption. They apply the principle of zero tolerance for Corruption in relations with both the public and the private sectors.
 - 4.4.2. The Group Companies do not tolerate any form of Corruption or acts of a corrupt nature specified in laws or other legal acts applicable to the Group Companies or in this Policy, including such forms of Corruption as requesting or offering a bribe, trading in influence, facilitation payments, and other acts performed as a way of seeking/demanding or offering a bribe, trading in influence, facilitation payments, or of hiding such crimes with the nature of Corruption.
 - 4.4.3. Group Companies' business partners, suppliers, and other third parties that have relationships with Group Companies also must base their activities on the principles of ethical and responsible business and abide by the ant-corruption provisions of applicable legislation.

5. Sponsorship and donations

- 5.1. The Group Companies refrain from any form of influence, direct or indirect, and from financing or in any other way providing support for politicians, political parties or movements, their representatives or their candidates, election campaigns, and foundations and other organisations established by politicians or persons associated with them.
- 5.2. Each Group Company is responsible for granting sponsorship and donations in keeping with the legislation in force and internal policies.

6. Gifts and other benefits

- 6.1. The Group Companies only accept and offer business Gifts that are within the normal standards of business relations and transparency. Group Companies do not tolerate any Gifts, payments or hospitality which encourage or reward a decision or which seek to obtain favour or special status in any matters related to Group Companies.
- 6.2. Employees are required not to directly or indirectly demand from third parties any Gift related to their responsibilities in a Group Company. Gifts and business hospitality may only be offered or accepted if done in keeping with the law, this Policy and the internal rules of the Group Company concerned.
- 6.3. Group Companies only accept invitations to events, meals and entertainment if there are important business reasons for the Company to participate in such events and such hospitality is normal and usually acceptable, not of excessive value, and provided and received with no explicit or implicit commitment of any kind by the recipient of the hospitality to the provider. Travel, accommodation and other expenses related to such hospitality are paid by the relevant Group Company.
- 6.4. Each Group Company establishes the rules applicable to its Employees for accepting, receiving and offering Gifts and for behaviour with them.

7. Conflicts of Interest

- 7.1. Group Companies' business decisions and actions are based on the principle of greatest benefit for the Group Companies. Employees must avoid any kind of Conflict of Interest which could negatively influence the impartial and objective performance of their duties or functions.
- 7.2. Group Companies' work instruments, financial and material resources, and internal and confidential information may be used only for the performance of Employees' direct responsibilities, except in cases where another use is regulated clearly and in writing.

- 7.3. Each Group Company establishes the procedures applicable to its Employees for declaring Conflicts of Interest as well as measures for avoiding and for managing Conflicts of Interest.

8. Purchasing

- 8.1. The Group Companies ensure that all their purchasing is conducted transparently, in accordance with the requirements of equal treatment, non-discrimination, mutual recognition, proportionality and objectivity. An internal control mechanism must be put in place in the Group Companies to ensure the performance of these requirements.

9. Nepotism and cronyism

- 9.1. Favouring of family members or relatives (nepotism) or of friends or any other associates (cronyism) is not tolerated within the Group Companies, nor are relationships of direct subordination or control among such persons tolerated. Employees are selected without discrimination, transparently, conscientiously, based on their competencies and in accordance with the law.

10. Foreign Public Officials

Employees who interact with Foreign Public Officials or operate in Foreign States must abide by principles of zero tolerance for Corruption and the provisions set out in the Policy, regardless of whether or not acts of a corrupt nature are punishable in the Foreign State.

11. Policy implementation, oversight, and control

- 11.1. The members of the Group Companies' management bodies and heads of structural divisions demonstrate by their own behaviour the standard of behaviour envisaged in this Policy and ensure that activities in the areas entrusted to their responsibility are conducted in keeping with the provisions of this Policy.
- 11.2. The heads of Group Companies are responsible for ensuring that this Policy is duly approved and that the Employees of the Group Company in question are duly acquainted with it.
- 11.3. Within each Group Company there must be a designated person responsible for oversight and control of Corruption prevention matters in that Group Company.
- 11.4. To ensure effective and timely implementation of this Policy, Group Companies periodically organise trainings and consultations for Employees, seeking to raise Employees' anti-corruption awareness and encourage anti-corruption practices. The planning and implementation of trainings and the organisation of consultations is the responsibility of the person designated as responsible for Corruption prevention matters at the Group Company in question.
- 11.5. Seeking to ensure the performance of the provisions of this Policy, prevent violations, and promote transparency and trust, each Group Company maintains a trust line that helps to create conditions in the Group Company in question for reporting violations of the Policy and for obtaining information needed for its implementation.
- 11.6. If the Employee of MAXIMA GRUPĚ, UAB who performs Corruption prevention functions receives a report of possible or suspected violations of this Policy related to other Group Companies, that Employee of MAXIMA GRUPĚ, UAB must conduct a preliminary investigation and present the results to the head of the Group Company in question.
- 11.7. Support is provided at the Group Companies to Employees who report possible instances of Corruption and other violations of this Policy, such as giving, accepting, promising or offering unlawful recompense, harassment, Conflict of Interest, and so on. Group Companies ensure such persons' confidentiality and personal identity protection as envisaged in the relevant legal acts.
- 11.8. The Employee of MAXIMA GRUPĚ, UAB performing Corruption prevention functions initiates periodic meetings and community support for Employees performing Corruption prevention functions in the Group Companies with the aim of sharing good practices, news about Corruption prevention, other information that might be relevant to the Group Companies, and so on.
- 11.9. Each Group Company ensures that all possible violations of the Policy are duly investigated by authorised and competent persons. The results, conclusions and recommendations of an investigation are presented to the members of the management bodies of the Group Company in question.

- 11.10. Group Companies seek that all their suppliers, contractors, subcontractors, consultants, intermediaries, support recipients and other business partners abide by the requirements of this Policy. For that reason, the Policy is published on the websites of the Group Companies.
- 11.11. A violation of the provisions of this Policy is considered to be a gross violation of labour discipline for which disciplinary action may be taken. On detecting signs of criminal activity, Group Companies inform the relevant law enforcement authorities.
- 11.12. This Policy applies to MAXIMA GRUPÉ, UAB directly and to other Group Companies when approved by the head of the Group Company in question.