

**InPost Group**  
**Anti-Corruption Policy**

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At InPost an essential part of responsibly conducting operations is behaving in accordance with our values. We are acting with honesty, integrity and respect, being convinced that transparent business conduct fosters innovation, competitiveness and is the socially responsible way to behave. We are committed to conducting business ethically and being a reliable partner to our clients and business partners. We maintain a zero-tolerance policy towards corruption of any kind, whether public or private, active or passive. We are committed to proactively build awareness about corruption risks amongst our team members and quickly react to any reported misbehaviour.\*

To stay true to our core values and maintain InPost Group's reputation, each of our Staff members\*\* and third parties\*\*\* acting on our behalf or cooperating with us must be able to recognize risky situations and know how to adequately respond to them.

While InPost Code of Conduct provides guidance on common ethics and compliance issues in several areas, this Anti-Corruption Policy and specific directives and references made in this document form the backbone of our anti-corruption compliance programme.

## 1. INTRODUCTION

### Purpose of this Policy

This Anti-Corruption Policy presents corrupt practices, principles to be followed, and approvals required to protect InPost against corruption and maintain our reputation for integrity. It provides practical guidance based on common risk scenarios and explains where to find support.

This Policy is distributed to all our Staff members and third parties through the Intranet and is publicly available on the InPost external websites.

We expect our Staff members and third parties to understand and comply with it. Compliance is a condition of employment or conducting business with us.

Violations, regardless of which InPost Group company it pertains to, or place of activity, may lead to disciplinary sanctions, depending on the facts - ranging from a simple warning (or equivalent measure) up to and including termination of employment or civil law contract, as provided in applicable local regulations, including the collective bargaining agreements. Violating anti-corruption laws can also expose individuals to civil lawsuit and criminal penalties and other punitive measures, including imprisonment.

\* As defined in the InPost Group Code of Conduct

\*\* All InPost Staff memberStaff members, temporary workers and permanent subcontractors

\*\*\* Any individual or organisation entered contact while conducting business activities, including actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

## Regulatory framework

Following international conventions, such as the 1997 OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions and the 2004 United Nations Convention against Corruption, almost all countries in the world have passed criminal laws sanctioning corruption. These laws are enforced by the local authorities of each relevant country.

Several countries have passed laws with an extraterritorial reach. Such laws allow the relevant authorities from such countries to prosecute and sanction acts of corruption committed - by persons and companies - beyond their borders. Persons and companies may thus be prosecuted for the same conduct in several countries at the same time. Such laws with an extraterritorial effect include:

- a. **The Sapin II Act** (which supplements the French Penal Code provisions incriminating bribery and influence peddling) and applies to large French companies (exceeding certain thresholds) - such as Mondial Relay - and to all their branches, subsidiaries and entities they control (whether French or foreign). It imposes the implementation of corruption and influence peddling prevention and detection programs. Failure to implement such programs is sanctioned. The Sapin II Act also facilitates prosecution of corruption and influence peddling in France when such conduct took place abroad and involved foreign public officials.
- b. **The United Kingdom Bribery Act (UKBA)**. It applies to private or public acts of corruption committed in the United Kingdom or abroad by any individual with a close connection with the United Kingdom (citizen or resident) and by any company conducting all or part of its business in the United Kingdom regardless of its headquarters' location. InPost Group companies may thus also be subject to the UKBA. Failing to prevent corruption - meaning a situation where a company did not implement sufficiently robust measures for the prevention and detection of corruption - is defined as an offence under the UKBA.
- c. **The Foreign Corrupt Practices Act (FCPA)** in the United States of America (US). The scope of the FCPA is limited to corruption of foreign public officials\*. It applies to three categories of persons:
  - any company that has securities registered in the US or is otherwise required to file periodic reports with the SEC, and their Staff memberStaff members, officers, directors, shareholders, or any other person acting on their behalf ("issuer");
  - any individual who is a citizen, national, or resident of the US, as well as any company with its principal place of business in the US, or organized under the laws of the US and its Staff memberStaff members, officers, directors, shareholders, or any other person acting on its behalf ("domestic concerns");
  - any natural or legal person that has committed an act of corruption from US soil or by using US postal mailing services, or any other means or interstate commerce tool (such as the US dollar, a US bank, etc.) ("territorial jurisdiction").

Given its wide scope, although InPost or any InPost Group companies are neither listed in US nor have a company organized under the laws of US, it is likely to be subject to the FCPA in a number of situations.

As a result of the extraterritorial reach of anticorruption laws in certain jurisdictions, the same facts/conduct can be prosecuted in several countries simultaneously.

This Anti-Corruption Policy will be reviewed and updated as needed to reflect changes to the applicable legislation, or at least every two years.

### Practical scenario

Staff member of Procurement Department of one of the Polish InPost Group companies is offering a bribe to a Chinese public official who is questioning dispatching of APM production components to Poland, by sending him a wire through a Polish bank to a Chinese bank in US dollars. The person may be prosecuted in:

- Poland (as a Polish citizen, Staff member of a Polish legal entity initiating the wire transfer in Poland);
- China (as a Chinese public official was corrupted and the bribe was received on a bank account in a Chinese bank);
- US (as the bribe was in US dollars).

### Practical scenario

A British citizen employed in Mondial Relay in France as expansion manager is offering 4 premium seats for a match at Estadio Santiago Bernabéu to a building inspector overseeing construction of a new hub located near Madrid in order to ensure clearance in the building protocol. The person may be prosecuted in:

- Spain (as influence peddling is forbidden under Spanish law and the misconduct took place in Spain);
- France (as Sapin II facilitates prosecution of corruption and influence peddling in France when such conduct took place abroad and involved foreign public officials, Spanish Mondial Relay branch belongs to French entity that falls under Sapin II jurisdiction);
- UK (act was committed by British citizen)

## 2. CORRUPTION

### Corruption in general

Corruption is the act of directly or indirectly soliciting, offering, giving or agreeing to give any undue advantage (or potential advantage) to a person for their own benefit (or that of someone else), in order to get them to do or refrain from doing (or because they have done or refrained from doing) something in the performance of their duties at any time, whether directly or indirectly, actively or passively.



The term undue advantage refers not only to sums of money, whether in the form of cash, wire transfer or otherwise, commonly called bribes but also to:

- In-kind advantages, such as gifts, meals, invitations, entertainment, providing luxury accommodation for a private use, paying for a trip, sponsorship, charitable donations etc.;
- Preferential treatment, such as conclusion of a contract outside of the standard bidding process, a customs exemption or a waiver of penalty following a tax investigation, job offers or granting of internships to the benefit of the bribee or the bribee's close circle of family and friends;
- Providing confidential information that use may result in financial or other benefits.

Doing or refraining from doing something that is typically related to the facilitation of standard process or refraining from execution of standard requirements by the person receiving undue advantage towards the corrupter only or sharing some information that will give the corrupter a competitive advantage.

Both offering or giving anything in order to obtain an undue advantage (active corruption) and requesting, accepting or receiving anything in order to receive an undue advantage (passive corruption), are corrupt practices condemned by most countries' laws, meaning that offering, promising, or soliciting an undue advantage is as punishable as actual payment of the bribe, even if such advantage is not actually conferred. Authorizing such action is equally an act of corruption. At any time means that the timing of giving an undue advantage i.e., prior or post doing or refraining from doing something that is not significant to the assessment of the act of corruption, as undue advantage may be granted in the form of an award after completing agreed activities.

The act of corruption may be both direct - when the corruptor personally approaches the bribee, or indirect - when the bribee is approached via agents, intermediaries, subcontractors or third parties. All parties involved in the performance of an act of corruption are liable to sanctions – the initiator, the intermediary and the bribee.

**InPost has a zero tolerance policy with respect to all forms of corruption, both public and private.**

### **Public corruption**

Corruption of public officials is severely prosecuted and sanctioned in most of the countries. It leads to more punitive sanctions than corruption of private individuals, as it often results in embezzlement of public funds.

A public official is a person:

- Who is holding a legislative, executive, or judicial office in a state or local government;
- Who is elected or appointed to provide a public service and/or perform any public function including as agents;
- Who is working in publicly funded missions (e.g., healthcare professionals or judicial experts);
- Who is a royal family member;
- Who is employed by a state-owned or -controlled enterprise;
- Who is employed at a university or any other bodies wholly or partially controlled by a state or local government (in some jurisdictions);
- Who is a public servant of an international governmental organization;
- Who is a candidate for a political office or who is a person having a significant position, with decision-making power, in a political party.

Among public officials there are “politically exposed persons” or “peps”. Pep is an individual that holds a prominent public position or function or is closely related to or is known to be a close associate of such a person. Due to their role and potential influence, peps are more exposed to corruption offences.

For purposes of this policy, close relatives and close associates of public officials, even if they are not a public official themselves, should be treated as if they were. Corrupting a close relative of a public official results in the same sanction as conferring an undue advantage directly on an official himself or herself.

Inpost strictly prohibits any attempt to obtain any favours from public officials by any means, including gifts, cash payments, or any other advantage. Similarly, any solicitation from a public official must be refused unambiguously.

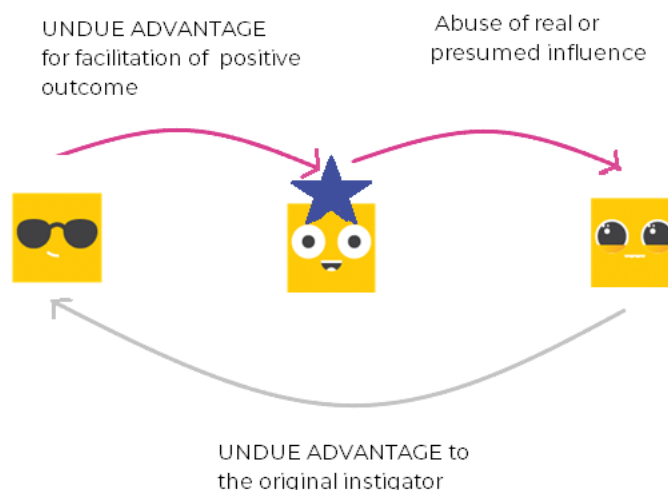
### Private corruption

When an undue advantage is promised, offered to or conferred on a private-sector individual, as opposed to a public official, it is considered an act of private corruption.

Private corruption often takes place during a selection process organized by a private enterprise such as tendering, hiring or employing, or in which a private company participates to sign a sales contract with another company in the private sector. For example, a supplier promising or conferring an undue advantage in exchange for confidential information during a call for tenders is considered an act of private corruption and is condemned by law, as well as by this policy.

### Influence peddling

Influence peddling is the act of directly or indirectly offering, granting, or agreeing to grant, or soliciting or accepting a benefit or a payment to a person who has a real or potential influence on the decision-making of a public official. This act is done with the intent that the person in question will persuade the decision-maker to act in a desired manner.



In most countries, influence peddling is a form of corruption. In France however, it is a distinct criminal offence.

## **Extortion**

Extortion may be defined as seeking an undue advantage through the use of violence, threat of violence or coercion. One example of extortion is a blackmail.

Certain public officials abuse their authority to obtain undue advantage, for example by soliciting an undue advantage in exchange for obtaining permissions or certificates more timely, or by waiving fines during tax investigations. These are also forms of extortion.

Inciting extortion constitutes a corruption offense in most countries. Inpost prohibits any form of inciting extortion, unless a person's life or physical safety is in danger.

## **Facilitation payments**

Facilitation payments are small amounts of money or any kind of advantage of value transferred or granted by a person in a non-transparent manner (i.e., without a receipt) to a public official in order to secure or accelerate an administrative procedure leading to a decision which the person is otherwise entitled to.

## **Fraudulent bookkeeping**

Fraudulent bookkeeping refers to accounting entries concealing corruption or influence peddling. It also refers to illegal alteration of a company's financial statements in order to manipulate a company's apparent health or to hide profits or losses.

InPost accounting standards described in accounting policies must be strictly adhered to. No manipulation or falsification of accounting entries or the so-called reporting window dressing will be tolerated.

## **Sanctions for corruption (of any kind) and influence peddling**

As indicated above, corruption and influence peddling are illegal in almost every country and may lead (depending on the jurisdiction) to:

- Heavy criminal sanctions (imprisonment and fines) for both Staff memberStaff members and InPost or its Directors & Officers or an entry in the criminal record
- A requirement to pay damages to the party or parties injured by the acts of corruption or influence peddling
- Invalidation of agreements and procurement contracts or disqualification from participating in public tenders
- Harm to InPost Group's image and reputation

## **Conflict of interest**

A conflict of interest arises when someone's personal interests (financial or of other nature) actually influence, may potentially influence or might be perceived to influence one's professional duties and responsibilities and in effect result in abuse of one's official position for private gain.

The personal interests in question may be those of the person directly or of the people the person is close to (spouse/partner, family circle, person who the person may be influenced by, or whom the person may exert influence over). The conflict may also arise from a professional relationship with a customer, supplier, partner, or competitor of the group, or with any other economic agent or public official that has developed into a friendship over the years.

Conflicts of interests are not per se illegal, but they can raise doubts as to the objectivity, neutrality, and impartiality of a decision and create a context facilitating corruption, influence peddling, illegal acquisition of interests or favouritism. In some cases, they also lead to acts of corruption.

Therefore, it is important to be aware of the existence of actual, potential or perceived conflicts of interest and properly disclose and report them.

Anybody may be confronted with the conflict of interest situation while working for InPost. To prevent the situation in which conflict of interest leads to acts of corruption or raise doubts, such conflict must be identified, reported and if need be, remediated, as soon as it arises and before any commercial act is undertaken.

**Step 1 - Locate situations where conflict of interest may arise.** Different professions have different types of conflicts of interest. Knowing what you may encounter in your profession will prepare you for dealing with the situation when it arises.

**Step 2 - Make note of your personal relationships.** You may have a relationship with someone who may benefit in some way from your position at InPost.

**Step 3 - Consider your personal interest and the interest of InPost.** Check if on the way to satisfy your personal interest your actions may result in infringement of InPost's interest and whether you do not abuse your professional duties and responsibilities. Evaluate potential gains and losses of each party in order to assess financial impact and gravity of potential conflict of interest.

**Step 4 - Consider the appearance of a potential conflict of interest.** Even if you are not obtaining anything from the conflict of interest situation, it may still raise doubts and give wrong perception.

**Step 5 - Disclose your conflict of interest.** Disclosure is the remedy to everything. Potential conflicts of interest should be disclosed to the parties that will be affected by your decision or action. This should be done as soon as possible and before any commercial act is undertaken.

InPost Staff member Staff members must promptly disclose actual, potential or perceived conflict of interest. In case of questions or uncertainty regarding the correct handling of a potential conflict, the Compliance Officer should be contacted.

### **3. HANDLING BUSINESS RELATIONSHIPS WHILE AVOIDING RISKY CONDUCT**

This section presents the principles that must be followed and approvals that must be obtained to protect InPost against corruption risks.

#### **Relationships with third parties in general**

Doing business necessitates coming into contact with various third parties and building professional relationships.

However, it is important to remember that in some professional situations conflict of interest occurs and some behaviours or intentions of the other party may not be fair and compliant. It is crucial to distinguish standard business conduct and cooperation, customary exchange of courtesy from corrupt behaviours.

Our Anti-Corruption Policy does not cover every business circumstance you may encounter in your daily working life. However, it should provide you with enough information to deal with many of the issues you are likely to face. Always remember that you are not alone and that you should consult your Manager, HR or Compliance Officer if you have any questions or need assistance.



## **Relationships with agents & intermediaries**

Intermediaries are persons or companies that facilitate a business relationship between a InPost and a customer or a supplier. They may be persons or companies running PUDOs, couriers, business introducers/network expansion agents or consultants.

When using an intermediary, you must first verify their integrity and reputation, as well as their financial and technical ability to provide the required services. A written contract must set the required services out in detail, the fees to be paid accordingly, and the activity reports to be provided. Furthermore, InPost must be able to audit the intermediary's activities.

### **Practical scenario - setting up APM business in a new country**

InPost wants to begin APM operations in a new country where e-commerce sales are taking off. Having limited knowledge of the local environment, the entity decides to start by hiring agents who can offer a broad range of services (market studies, logistics, site acquisitions etc.) and act on InPost's behalf as its local representatives.

PERMITTED: This is allowed if the prospective agent's integrity is verified first, a contract is entered into to provide a framework for the business relationship, and the commission fees are proportionate to the services provided and consistent with the market practice.

### **Practical scenario - Exceptional commission fee**

Mr Dubois has been running a PUDO point in France for the past 5 years. The agreement provides for a 0.30 EUR commission fee per distributed parcel. The accounting clerk discovered that in the past 6 months he had been receiving 0.50 EUR per distributed parcel. While attempting to explain this situation with the Manager responsible for operations and relations with the agents in this region, the latter explained that this exceptional increase in fee was a compensation for additional efforts, however the internal audit showed no volume increase in this PUDO. Everybody knows that the responsible Manager and Mr Dubois are close relatives. The change in commission has not been made in the contract, just changed by the Manager in the system.

PROHIBITED: Manager should report his ties with Mr Dubois (conflict of interest) and shall not offer him any preferential treatment without a valid reason such as volume increase, as per standard conditions of co-operation with PUDOs. Changes in commission should have been documented in the contract approved as per authorization rules and input into CRM system according to the defined document flow process.

## **Public and private tenders**

A call for tenders is a procedure organized by a purchaser to generate offers and quotations from several suppliers or service providers based on the purchaser's specifications outlining the required products or services.

A call for tenders is public when the purchaser organizing the tender is a public entity, and private when the purchaser organizing the tender is a private entity. Public tenders often follow specific laws regulating public tenders and imposing specific rules – which are also in place to prevent corruption of public officials and ensure proper spending of public funds.

Like any selective process, tendering can attract corruption or influence peddling, such as:

- Paying an amount of money or providing an undue advantage to the purchaser's representative, or relatives or friends of the purchaser's representative;
- Unduly influencing the purchaser's representative in exchange for payment or undue advantage in order to be favoured as a supplier. This may be obtained by changing the order specification or disclosing some information by which the supplier would get competitive advantage over their competitors;
- Using subcontractors who purposely overcharge in order to indirectly benefit the purchaser's representative;
- Extortion used by purchaser's representative to obtain undue advantage.

In order to avoid the risk of conflict of interest while setting up a tender, InPost staff memberstaff members must follow the procurement and contract signing procedures, implement all controls over the purchase process, always disclose conflict of interest and follow four eyes principle while negotiating with prospective vendors.

While responding to a call for tenders, InPost staff memberstaff members must never unduly influence the purchaser in any way. Enhanced vigilance must be applied when dealing with public tenders and public officials. In case of doubt, the legal department or compliance officer must be contacted.

#### **Practical scenario - fulfilment**

Agata works as a salesperson and sells fulfilment services to b2c e-commerce clients. She was contacted by the owner of kids2win e-store, who is interested in outsourcing their stock management, order collection and dispatch process, and asked her to place the offer on behalf of InPost in the call for tenders.

After discussion with her manager, they both decided that in order to better understand the prospective client's needs and prepare specifications with a view to ensure that they will be written in a way which allows InPost to offer its services in response to the call for tenders, agata and another team member will meet the client to discuss details at client's office.

PERMITTED: the discussion of the request for tender content, confirmation of understanding and specification of client needs before placing an offer is permissible, when it does not encompass any compensation or undue advantage.

#### **Practical scenario - family reunion**

Municipality transport department is launching a public tender for smart courier services in order to give its citizens the possibility to deliver and receive documents needed for obtaining car registration via apms. Marek is working for the team that prepares the offer on behalf of InPost. During the last weekend he participated in the family reunion and he discovered that his cousin's wife – anna – is working in for the municipality and is involved in the call for tender. Marek has started to enquire her about competitors' offers already placed in order to investigate their pricing level, so he could adjust the offer he prepares if needed. He is very grateful to anna and agrees that his wife will invite anna to a spa next saturday.

PROHIBITED: this situation is a conflict of interest – marek should report and disclose it. He should not be discussing the subject of the public tender, nor asking for any information, and should increase his vigilance in contacts with the public official. He should also refrain from giving or promising to give them anything, even indirectly. He should be aware that this is a public tender and provision of the slightest undue advantage or side exchange of confidential information in order to influence the outcome of a tendering process may be classified as a corruption act and InPost could be disqualified from participating in public tenders.

## Gifts

Gifts are not per se illegal when they are given or received with nothing expected in return. Giving small gifts is often a part of local custom or culture. Inpost staff memberstaff members are not allowed to request or demand a gift. While discouraged, a gift given to or received from a third party is permitted, if all the following conditions are met:

- A gift is given or received solely as a courtesy in the context of standard business relationships in a light of laws and customary practices in the country in which it is given;
- A gift does not create any sense of obligation or an appearance of impropriety i.e., is not perceived as an undue advantage;
- A gift is given to or received from a business contact. Family members or friends of InPost staff member or of a business contact can never be ultimate beneficiaries;
- The value of a gift is appropriate considering the recipient's position, the circumstances and the occasion for which it is given. In order to define what is an appropriate value InPost has defined thresholds per country stated in the appendix 1 to be used as a reference. If the permissible values in a business contact's applicable policies are lower, the business contact's thresholds must be respected;
- A gift is not frequently given to or received from the same person;
- A gift is never given or received in cash or cash equivalents (such as vouchers or pre-paid gift cards);

If given by InPost staff member – expenses incurred must be recorded fairly and accurately in the company's books and records, including identification of the beneficiary of a gift.

All gifts, other than branded items of low nominal value, which include small mementos and promotional items such as mugs, pens or calendars, whether given to or received by an InPost staff member must be approved in advance by the manager. Value of the gift can never exceed the thresholds stated in **Appendix 1**. In case of doubts, you shall consult our compliance officer, whose written advice may be relied upon.

Specific rules apply when a gift giver or receiver is a public official. As a rule, such gifts should not be offered or accepted. Any attempt to give or receive a gift should be reported to the compliance officer.

### Practical scenario – box of chocolates for Christmas

As the end of the year approaches, Sales Director of one of the Polish InPost Group companies wants to thank their key customers' business contacts for excellent cooperation during the year by giving each of them a Christmas card and a box of quality chocolates in the shape of an APM designed by the local chocolate producer for InPost according to Marketing Department's specification. The value of each gift is within the limit set for Poland.

The purchase order for gifts was placed in accordance with the purchasing standards and documented with an invoice. Sales Director also prepared a list of the beneficiaries.

PERMITTED: If there are no ongoing negotiations with the gift recipients at that time, such initiative, as it is customary in Poland and in line with the rules stated above, is permitted.

### **Practical scenario - Goodbye gift**

Marta works for InPost Procurement Department and is responsible for procuring operational and logistics materials and spare parts. She has established good working relationships with one of the suppliers, who has been delivering high quality products for many years and has been assessed positively by the Company. During the last service review meeting, that again showed that both parties are fully satisfied with the up-to-date cooperation, Marta's business contact – Roman – said that he would be retiring next month and presented his new colleague, who would take over his duties. Two days after the meeting, a small bouquet with a note addressed to Marta, in which Roman thanked her for past few years of good cooperation, was delivered by a courier to the front desk. Marta does not feel comfortable about this present as she knows receiving gifts is strongly discouraged and while working in procurement function, she wants to remain transparent. She wants to talk to her manager, but she is on holidays for next two weeks and the flowers are waiting for her at the reception.

PERMITTED: If there are no ongoing negotiations with the supplier, Marta may accept the gift that is customary and of the value below the set thresholds. She should inform her manager via e-mail about the gift received and she may send a farewell note to Roman. In case of doubts, she should contact the Compliance Officer.

### **Practical scenario - happy & prosperous new year**

Mr Zhang is working for the company that supplies steel components for apm manufacturing. At the beginning of the year, he arrived in Cracow for a meeting with r&d and production departments to discuss specification of new components to be delivered. Prior to his travel he had read about polish customs and discovered that for christmas eve people give to their relatives few carp scales and coins to be carried in their wallets all year long in order to attract luck and money. That reminded him of a chinese tradition of giving a red envelope with lucky money inside for chinese new year, especially to minors. He decided to combine these two customs and along with the baskets of chinese teas and gadgets branded with his company logo, he offered the participants of the meeting envelopes with carp scales and lucky money inside to be given to their kids and relatives. What should r&d and production departments' staff memberstaff members do?

PROHIBITED: by accepting the gift, the staff memberstaff members would breach anti-corruption policy as conditions for new components are still being negotiated, cash and cash equivalents are strictly forbidden, and gifts are partly aimed to be given to their relatives. They should excuse themselves to mr zhang and refuse to accept the gifts.

### **Practical scenario - a case of wine**

InPost procurement department has just launched a call for tenders for the purchase of forklifts over the next three years. During commercial negotiations with one of the bidding suppliers, the latter gifts an InPost staff memberstaff member with a case of expensive wine.

PROHIBITED: timing of the gift here is critical as the tender is ongoing. In such a situation there will be a presumption that the supplier is offering the gift in order to obtain an undue advantage i.e., signing the contract. In this context, all gifts must be refused, even if they are of low value.

## Meals, invitations and entertainment

Doing business over a meal is common practice in the business world. In order to build business intimacy with clients or suppliers you may offer or receive invitation to entertainment events such as galas, conferences, seminars – combined with business meetings, but often followed by participation in plays, concerts or sport games.

These meals or events are legitimate opportunities to build business relationships, however they may also bring the risk of creating an appearance of impropriety or undue advantage.

For this reason, offering or accepting meal or entertainment invitations are allowed only if all of the following conditions are met:

- A meal or event invitation is given or received solely as a courtesy in the context of standard business relationships. The entertainment is legal and socially acceptable;
- A meal or invitation does not create any sense of obligation or an appearance of impropriety i.e., is not perceived as an undue advantage;
- A meal or event invitation is given to or received from a business contact. Family members or friends of InPost staff memberstaff members or of a business contact can never be ultimate beneficiaries. If offered by InPost – staff membera staff member is present at the event;
- Value of a meal or event invitation is appropriate considering the recipient's position, the circumstances and the occasion for which it is made. In order to define what is an appropriate value, InPost has defined thresholds for meal or event invitations per person and per country, stated in **Appendix 1** to be used as a reference,
- A meal or event invitation is not given frequently to or received from the same person;
- Reciprocal meal or event invitations between InPost staff memberstaff membersstaff members from the same entity are not allowed,
- In case of participation of more than one of InPost staff memberstaff membersstaff members in a meal or event, the expenses are paid by the most senior staff member;
- If offered by an InPost staff memberstaff member – expenses incurred must be recorded fairly and accurately in the company's books and records, including information regarding participants of the meal or event.

All meal and event invitations must be approved in advance by the manager. Value of a meal or event invitation can never exceed the thresholds stated in the **Appendix 1**. In case of doubts, you shall consult our compliance officer, whose written advice may be relied upon.

Specific rules applies when a meal or event invitation is offered to or received from a public official. As a rule, they should not be offered or accepted. In specific situation (e.g., working lunch, business conference etc.) Must be pre-approved by the compliance officer.

### Practical scenario - lunch

Victor is working with one of the clients on the service implementation to be provided by InPost at our premises. The contract with the client is already signed and the pricing – agreed. During lunch break, he invites the client for lunch in the restaurant located in the office building and covers the bill.

PERMITTED: there are no ongoing negotiations and the value of lunch is below the threshold. Lunch offered to the client working at our premises is a standard courtesy. Victor should remember to properly document and settle the expense.

### **Practical scenario - tennis match**

Arnaud is working on the project requiring the use of suppliers. At the time of the call for tenders, a representative of one of the suppliers, which is the company from the public sector, invites arnaud to a tennis match at roland garros, claiming he wants to discuss some matters prior to the offer submission.

Prohibited: arnaud must decline this invitation. He may end up in a conflict of interest situation that may even be considered corruption if the supplier expects undue compensation in exchange, such as confidential information or even preferential treatment during the bid. In the context of a call for tenders, all suppliers must have access to the same information and their offers must be evaluated using the same measure.

Special attention shall be made as the supplier is a public official. Arnaud should notify his manager and compliance officer in writing about this proposal and discuss with them to determine the appropriate course of action with respect to that supplier.

### **Hiring, sham job applicants, and internships**

With respect to human resources, there is a particular corruption risk at the stage of the recruiting process. Granting a sham job or internship refers to situations in which a candidate is hired – with a permanent or temporary contract – because of their personal relationship (family, friend, or partner) with a client, supplier, staff member or public official in exchange for the initiation or continuation of a business relationship or any other benefit.

Sham jobs may be a form of direct or indirect corruption act, regardless of the employment contract's term. Sanctions are harsher when the beneficiaries have ties to public officials.

To mitigate the corruption risk in the context of a recruitment process all new hires must be based on objective criteria indicating a match between the job description and the applicant's qualifications and a hiring decision must be approved as per hiring procedure.

An applicant with personal ties to a client, supplier, other staff member holding exposed role within InPost or public official must not be systematically rejected. However, such an applicant may only be hired according to the standard procedure, not as a favour in exchange for an anticipated or expected undue advantage.

### **Practical scenario - recommending a goddaughter**

Mr González has been working in the central hub in Spain for the past few years. Last week he has seen an internal work advertisement for a vacancy in the IT department. His goddaughter, of whom he is very proud as she is the first master's degree holder in the family, has recently graduated from Universitat Politècnica de Catalunya. He believes that with her degree and professional skills she would be a perfect match for the vacancy. He wants to help her by sending her application to the relevant Human Resources Department himself.

PERMITTED: Recommending family members is an allowed practice, however the following conditions must be met: the standard hiring procedure must be followed, the Staff memberStaff member must notify Human Resources of their conflict of interests and they must refrain from participating in the decision-making process.

### **Practical scenario - an internship for turning a blind eye**

There is a fire inspection performed in one of the depots in France following an incident that took place the previous week. Although Mr. Lemaître – the depot manager – believes that all general anti-fire installations are in the perfect condition and have recently undergone all required audits, he is concerned about the fire extinguishers that had been recently replaced. The fire incident the previous week showed that one of the extinguishers did not work correctly and the Procurement department is now in the process of explaining this quality shortage with the supplier. Therefore, Mr. Lemaître is worried about the outcome of the inspection. Mr. Lemaître knows that the inspector's son is having trouble finding a job. Hoping he will be indulgent when writing his report, the Staff member offers to hire the son for an internship.

**PROHIBITED:** All inspections, certifications and authorizations must be granted to InPost without any quid pro quo. All candidates for a job or internship must be hired based on objective criteria indicating a match between the vacancy and the applicant's qualifications and a hiring decision must be approved as per hiring procedure.

### **Political contributions**

Although InPost is involved in the communities in which it lives and operates, it is the Group policy not to make, directly or indirectly through a third party, any cash or in-kind contribution to any political organization

### **Practical scenario - supporting a brother in his political campaign**

A brother of an InPost staff member – Mr. Nowak from Warsaw – asked Mr. Nowak to finance his legislative campaign as he runs for the office of the city councilman. The staff member made a cash contribution to his brother's political party via bank transfer from his personal bank account and on his own behalf. Afterwards, Mr. Nowak posted information on his donation on his publicly accessible Facebook profile, expressing his personal support for his brother and wishing him good luck in the elections.

**PERMITTED:** membership in a political organization constitutes one of the citizen's rights and cannot be limited by the employer. Financial contributions made by physical persons to any political parties or organizations in Poland is in line with the provisions of the relevant legal acts. If the contribution is made in a staff member's own capacity, is not associated with InPost and does not give any undue advantage to InPost, the staff member has the right to support his candidates or political organizations.

### **Practical scenario - Green City**

Mr. Kowalski works as a project manager of Green City initiative that aims to enhance co-operation between InPost and local authorities in the area of APM deployment, at the same time introducing environmentally friendly solutions for the benefit of local communities. During the meeting with the city mayor, he received a question whether InPost may contribute to his election campaign that starts in the coming weeks, by giving a donation to his political party. Personally, Mr. Kowalski is a great supporter of this political party and although he established a good working relationship with the current city mayor, he is afraid that the refusal may have an adverse effect on further co-operation.

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PROHIBITED: Mr. Kowalski should clearly inform the city mayor that InPost does not make any cash or in-kind contribution to any political organization. In case the city mayor persists or makes this contribution a prerequisite for further co-operation, Mr. Kowalski should immediately report it to the Compliance Officer.

### **Charitable donations, patronage & sponsorship**

InPost is involved in creation of positive impact in the communities in which it operates. Corporate Social Responsibility ("CSR") is part of our business strategy. InPost acts as a patron by providing financial support, expertise, or equipment to non-profit organizations without seeking to receive any direct economic benefit in return. Such form of financing is provided with a view to support public interest activities.

Donations are a way to provide money, goods, or services for charitable purposes without expecting a direct benefit in return from the beneficiary, including any advertising benefits.

Sponsorship is a public relations technique. InPost provides financial or technical support to social, cultural, or sporting events in order to directly benefit from this opportunity to promote its brand and boost its reputation.

CSR initiatives, charitable donations and sponsorships may create a conflict of interest or be construed as a form of bribery or corruption that is prohibited by law and InPost Anti-Corruption Policy.

Therefore, before engaging in any of such activity, the following rules must be observed:

- purpose of the support must be clearly stated and must be in line with InPost's values and Code of Conduct, CSR strategy or Marketing strategy;
- the recipient of the support must not be an individual, but an organization. In case of donations, depending on the legal or tax jurisdiction it may be required to be registered as non-profit organization;
- payments are never made in cash or using an individual's bank account;
- the recipient should sign the contract for donation or sponsorship and if needed, issue a written payment receipt or confirmation, specifying the amount received. The documentation shall be kept for future audits;
- InPost should have the right to audit if the support given was spent according to the agreed purpose;
- any conflict of interest, even potential or perceived, associated with the support given must be disclosed and properly handled. Special attention to be made if the potential beneficiary of patronage, donation or sponsorship has ties to PUBLIC OFFICIAL or Politically Exposed Person or has ties with InPost's clients;
- any donation or sponsorship is approved by the Compliance Officer;
- the expenditures for the support are fairly recorded in InPost's books.

### **Practical scenario - kitty for a colleague's daughter**

Alex was asked by his colleague from Marketing Department if he could participate in a kitty organized within the team for the benefit of Maria's daughter who has been recently diagnosed with a serious disease and her treatment will be very expensive. Working in the marketing function he recalls that any InPost donation shall not be made for an individual nor in cash, however he thinks that as an individual person and friend of Maria he may donate some money on his behalf.

PERMITTED: Alex is free to donate to any charity in his own name if he wishes to. However, if he wanted to donate on behalf of InPost, he should follow the rules as outlined above.



### **Practical scenario - supporting a customer's wife's charity**

Anna has been negotiating a large sales deal for the past several weeks. The customer is requiring a donation to a charity his wife works for, in exchange for awarding InPost the contract. Anna knows, that on top of work for the charity, the customer's wife is a prominent local politician.

**PROHIBITED:** A charitable donation must never be a condition for conclusion of a business contract and must not be approved nor granted while there are ongoing negotiations as it could be construed as a request or granting of an undue advantage. Also, the fact that the beneficiary is associated with a PEP should also raise a concern and should be reported to the Compliance Officer.

### **Lobbying**

Lobbying can be defined as an activity intended to influence a public decision and in particular the content of a law or a regulatory act.

In general, lobbying is legal. It contributes to the proper functioning of government institutions insofar as it informs those in power of the various interests at stake so they can make sound decisions. Lobbying differs from influence peddling in that the means used to influence the decision through lobbying are legitimate: they are based on economic, political, commercial, or technical arguments. It becomes illegal when, for example, a lobbyist has no specific added value (such as a special expertise in the field, persuasiveness, or access to a third party having this expertise), and their sole input consists of their friendship with a public official decision-maker or aims to receive an undue advantage such as changes in laws that are beneficial for the business of the lobbyist or their family or friends, or by obtaining confidential information before the competitors.

In many countries such as France, Poland and the UK, lobbying is defined by law. It is often subject to strict ethical rules and must be declared in a public registry if certain conditions are met. Lobbying is forbidden unless it is specifically approved by the InPost group CEO and the compliance officer. Any lobbying activity carried out on behalf of InPost must be transparent, in accordance with the applicable legislation.

### **Practical scenario - consultation with social partners**

The government is planning to update existing the postal law to adapt it to current market needs and risks related to money laundering and terrorism. As a standard pre-legislation process, the government launches consultations with social partners i.e., business industry in order to verify the practicality of the new rules being imposed. InPost is sending its representative to the consultation meeting. Big companies from the postal services industry do the same. Some of the obligations imposed would require deep process adaptations and from business point of view, a longer vacatio legis is needed to meet all the new standards. The InPost representative is aware that the short implementation time is an issue for the entire industry. His participation in the meeting was accepted by the InPost Group CEO and the Compliance Officer. The representative is known for his high ethical standards and integrity.

**PERMITTED:** Participation in a business consultation within the legislation process is allowed if it is transparent, follows applicable laws and the input of the representative/lobbyist is based on the legitimate arguments. During the process the lobbyist should avoid any conflict of interest situation.

### **Practical scenario - rugby and champagne**

While a law on video surveillance is being discussed before parliament in France, the APM Network Development Director decides to invite some members of parliament whom the Director knows to be particularly drawn to the topic, to attend a rugby game in the VIP box with champagne and a sumptuous meal. At the end of the game, the Director hands them a document with proposed amendments to the law in question.

**PROHIBITED:** While InPost can legitimately defend its interests when draft legislation may impact its activities during consultation with the social partners done in transparent manner, its representatives must avoid any side discussions mixing business and entertainment (e.g., during a sporting event).

### **Joint ventures, consortiums, mergers & acquisitions or disposals**

InPost may acquire new businesses (companies or various assets), sell others, or create joint ventures with external partners.

Acquisition transactions present specific corruption risks. Acts of corruption committed by a target company before it is purchased may lead to sanctions (for both the acquired company and its management), including hefty fines which may reduce the company's value, disrupt the company's operations, and negatively impact its reputation. Also, if InPost does not conduct sufficient due diligence of the target regarding corruption risks before the acquisition and allows pre-existing corruption schemes to persist post-closing, InPost may be sanctioned even if the corruption act itself was done prior to the acquisition.

A sale of InPost Group company to a third party accused of corruption is likely to negatively impact InPost Group's reputation.

Special attention is needed while running the business within a consortium or by a joint venture. Acts of corruptions committed by consortium partner or by a joint-venture are also likely to impact InPost, especially if InPost is the consortium leader or controls a joint-venture.

In order to avoid corruption risks while acquiring new entities, selling the Group companies or doing business as a consortium or joint venture, below steps must be taken prior or soon after the deal closing:

- pre-sounding checks regarding the target entity, potential purchaser in case of disposal, or joint venture/consortium partner must be performed at the early stage of the transaction planning and due diligences must be carried out at every key stage and key business area of the transaction;
- contractual negotiations must be carried;
- integration of the new company must be organized as quickly as possible, as regards the implementation of InPost Group's Compliance and anti-corruption program. In case of a joint-venture or consortium, InPost Group's representatives must ensure that the business partner has an equally robust compliance programme implemented or as a non-negotiable condition agrees to follow InPost Group's standards and gives InPost Group audit rights, especially if one InPost Group companies acts as a consortium leader or controls a joint-venture.

During the acquisition and disposal transactions, parties often use expertise of third parties, such as consultants, advisors, and subcontractors. During the selection process, InPost must ensure that the third party has both the requisite qualifications and a solid reputation for business integrity.

### **Practical scenario - Adopting a partner's compliance program**

During negotiations to create a joint venture with a partner, the latter proposes that the new company adopt its compliance program.

PERMITTED: This is possible if the compliance program in question meets InPost Group's standards and that InPost has the right to audit the joint venture to check that the program is correctly implemented.

### **Practical scenario - post merger integration**

During the acquisition process, legal due diligence indicated that a target company had not implemented any procedures and controls regarding gifts. Although the review of the accounts did not show any past corruption practices, it was indicated to the target's management that after the conclusion of the deal InPost Group Compliance and anti-corruption Policies must be implemented, including the gifts policy from the very first day as a part structured remediation plan developed with the Compliance Officer. The target's management refused to participate in the trainings being comprehensive part of the mentioned remediation plan claimed they are busy with the daily operations.

PROHIBITED: When shortages of the control environment, especially these related to corruption risks, are detected during the due diligence, a structured remediation plan must be developed and implemented. This plan must include mandatory trainings for all staff as well as regular controls. Every Staff member and third party co-operating with InPost must comply with its Policies and participate in the obligatory trainings.

### **Fraudulent bookkeeping and window dressing**

Finance Departments' Staff memberStaff members play a vital role in ensuring that InPost's accounting books and records are not concealing corruption or influence peddling. In most countries concealing corruption is prosecuted as the corruption acts themselves.

As a listed company, InPost has developed Group Accounting Policies and a set of financial controls that must be implemented across the InPost Group.

All accounting entries must be documented, verified and approved, and reflect true and fair view of the transaction. All payments must be approved, verified and documented. InPost financial statements must reflect the true financial situation of the Group.

No manipulation or falsification of accounting entries concealing any form of corruption or influence peddling will be tolerated.

### **Practical scenario - system error**

Albert works in the Treasury Department and he is responsible for preparation of payment proposals. He has noticed that one of the transactions looks suspicious, because payment amount is twice as high as usual. He knows that for this supplier InPost UK pays monthly 5.000 GBP for renting the space and the proposal shows 10.000 GBP and is a sum of 2 invoice lines with the second one missing an AP invoice number. He called his colleague Mary from AP Accounting and after verification of the root cause it turned out that during the payment generation process, a system error has occurred and the invoice was transferred to the payment module twice. The error has been reported to Chief Accountant and IT support and proper remedy actions were implemented, including post factum verification of payments made during the last month and balances reconciliation. It turned out this was the only erroneous transaction, which after the approval by Chief Accountant was reversed.

PERMITTED: Reversal of erroneous accounting entries is permitted if properly documented and approved. Proper control environment in accounting allows for timely detection of mistakes, duplicates and other human or system errors that may occur.

### **Practical scenario - Formula 1**

Solange works in the Accounting Department. Jean- Baptiste, a friend of hers, is working in the Commercial Department and is negotiating a deal with a large client. Jean-Baptiste is aware that his client is a motor sport enthusiast and he would like to buy him an EUR 1,500 Formula 1 ticket for a to impress him and win the deal. Jean-Baptiste knows this expense is way above any InPost gifts threshold. But as his annual bonus depends on the sales volumes that can be doubled by acquiring this client, he wants to do whatever is possible. Therefore, he approaches Solange and in the name of longstanding friendship asks her to settle the expense and book it under a miscellaneous account.

PROHIBITED: Solange should never agree to misclassify a gift or to conceal an expense. Manipulating books and records is a violation of InPost Group Anti-Corruption Policy and may result in the Staff member being sanctioned, up to and including termination. If Jean-Baptiste offered such an expensive gift, he would put himself in a situation that can be characterized as offering a bribe, which is a criminal offense punishable by heavy fines and imprisonment. Hence, if Solange agrees to misclassify the expense, she will be manipulating a record and may become an accomplice to the misconduct.

#### **4. REPORTING VIOLATIONS AND RAISING CONCERNS**

Any Staff member or third party who, in good faith, becomes aware of any form of corruption, both actual or alleged is encouraged to report it to our Compliance Officer:

Compliance Officer

**Arleta Adamus**

Integer.pl S.A.

Wielicka 28, 30-552 Kraków

Poland

or by emailing us at:

[compliance@InPost.pl](mailto:compliance@InPost.pl) or [compliance@InPost.eu](mailto:compliance@InPost.eu).

Raising concern process/whistleblowing is voluntary, confidential, and allows anonymity unless not permitted by a country's local law. For details or country specific rules please contact our Compliance Officer or refer to InPost's Whistleblowing Policy available at [InPost.eu](http://InPost.eu) and in Intranet. You may also contact us to ask for advice and guidance about fraud, corrupt practices, conflicts of interest, unfair competition and other forms of ethical misconduct that do not comply with this policy, our values, or our Code of Conduct.

InPost prohibits all retaliation against a Staff member or third party who reports in good faith a breach of the rules or laws, even if the charge subsequently proves unfounded. Acting in good faith means acting without malicious intent or dishonesty. Knowingly reporting false information will not be tolerated.

#### **5. FINAL PROVISIONS**

This policy is a part of the InPost Group Compliance System and constitutes an appendix to the InPost Group Code of Conduct.

All questions pertaining to this policy shall be posed either to the local HR office or to the Compliance Officer.

InPost Group may introduce amendments hereto at all times and for any reason whatsoever, with the reservation that such an amendment shall be communicated to the Staff each and every time. This Policy replaces any and all current internal regulations in place in InPost Group Companies covering the scope hereof, unless such internal regulations are required and strictly governed by local law, in which case such policies shall constitute Appendices hereto and take precedence wherever the provisions hereof are not in line with the relevant legal regulations.

If local legal provisions in countries where individual InPost Group companies have their business seat require more stringent or more comprehensive anti-discrimination or anti-harassment policies, individual policies in line with local legal regulations shall constitute Appendices hereto.