

**ENERGO-PRO GROUP**

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**ANTI-BRIBERY & ANTI-  
MONEY LAUNDERING POLICY  
2024**



## **ANTI-BRIBERY AND ANTI-MONEY LAUNDERING POLICY (THE "POLICY")**

### **1. Introduction**

ENERGO-PRO a.s. (the "**Company**"), together with its affiliates (the "**Group**"),<sup>1</sup> interacts with many public and private entities. At each such interface a risk exists that bribes may be given or received or that money laundering takes place. Interactions with the following persons and other entities are particularly important:

- politicians interested in the energy sector;
- licensing and permitting authorities;
- authorities responsible for administering feed-in tariffs, green bonuses or other RESS;
- authorities that allocate any public service obligations;
- tax authorities;
- market operators purchasing balancing services;
- multi-lateral organisations involved in market liberalisation;
- customers purchasing generated electricity or distribution services (including as regards new connections and reconnections);
- suppliers of electricity to our distribution business;
- suppliers of equipment and other goods and services;
- construction contractors;
- providers of professional services;
- lobbyists;<sup>2</sup> and
- providers of debt or equity funding.

The Policy has been designed to address and mitigate the risks of bribery and money laundering in the key areas indicated above. It applies to all managers (including directors and other officers), employees and other colleagues within the Group ("**employees**") and to certain associated persons (see section 6 below).

### **2. Aims**

The Policy is intended to:

- express the Group's commitment to ensuring that all employees and associated persons act lawfully and with integrity when performing their work;
- contribute to the development of integrity among all employees and associated persons and enhance the Group's reputation and its relationships with third parties, both public and private;
- define bribery and how to avoid it, and enable the detection and treatment of bribery; and
- define how to recognize and deal with money laundering.

### **3. Policy implementation and ongoing management**

An anti-bribery and anti-money laundering committee (the "**Committee**") is responsible for the introduction and overall implementation of the Policy, including the supervision of training activities. The Committee has three members: one member of the Board of Directors, the Group head of the Human Resources Department ("**HHR**") and the Group general counsel ("**GC**").

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<sup>1</sup> The Group includes DK Holding Investments, s.r.o., the sole and direct shareholder of ENERGO-PRO a.s., and all of its direct and indirect subsidiaries.

<sup>2</sup> The use of lobbyists per se is not contrary to the requirements of the Policy. Care should, however, be taken in this sensitive area, including by the use only of registered lobbyists, where registration is required by the laws of any jurisdiction.

The Human Resources Department arranges regular training for employees, including by e-learning, to promote a full understanding the provisions of the Policy (see section 8 below) and other meetings to gain feedback on how the Policy is working.

The GC assesses the risks of bribery and money laundering in the Group on an ongoing basis in order to propose to the Committee adequate preventive measures. He or she also assists with the clarification and interpretation of the Policy and undertakes a review at least annually so as to propose updates to the Committee.

#### **4. What is bribery?**

Bribery means a person, whether acting directly or through an intermediary, giving something to another person as an inducement or reward for the second person (or another person) acting in an improper way. It also means the second person receiving the thing in question. Generally, it does not matter whether the recipient is a public official (home or foreign), business partner, employee or agent. It also does not matter whether the thing in question, the bribe, is a financial or other advantage, or even whether it is actually given or accepted. It is enough to offer, promise, request or agree to receive the bribe. The improper behaviour of the recipient of the bribe (or other person) means such person acting in bad faith, in breach of trust or unfairly for or against any person.

Explanatory questions and answers about bribery are set out in **Annex 1**.

#### **5. What is money laundering?**

Money laundering means converting the proceeds of crime into legitimate property or activities, thus hiding their true source. Money laundering often constitutes a criminal offense, depending on local laws. The activities stipulated below can be regarded as money laundering:

- the conversion or transfer of property, knowing that such property is derived from criminal activity or from an act of participation in such activity, for the purpose of hiding or disguising the illicit origin of the property or of assisting any person involved in the commission of such activity to evade the legal consequences of that person's action;
- the hiding or disguise of the true nature, source, location, disposition, movement, rights with respect to, or ownership of, property, knowing that such property is derived from criminal activity or from an act of participation in such activity;
- the acquisition, possession or use of property, knowing, at the time of receipt, that such property was derived from criminal activity or from an act of participation in such activity; and
- participation in, association to commit, attempts to commit and aiding, abetting, facilitating or counselling the commission of any of the actions referred to in the bullet points above.

**Annex 2** to this Policy contains an indicative list of facts or matters which may give rise to suspicion that a transaction involves money laundering.

#### **6. Associated persons**

Depending on the facts, Group companies (i.e. legal persons, not individuals) may commit a criminal offence due to bribery committed by persons associated with them. These associated persons could be employees or other persons providing a service to a given Group company, such as commercial agents or lobbyists. Such a situation could arise when an associated person bribes another person with the intention of obtaining or retaining a business advantage for the relevant Group company.

Examples of such a business advantage could be a regulator granting more favourable trading conditions (such as an increased feed-in tariff or network charges) or a business partner entering into a contract that is beneficial to the Group (such as a power purchase agreement). An associated person may believe that he or she is acting in the Group's best interests, however

in reality the relevant Group company may suffer corporate criminal liability, resulting in substantial fines or even its dissolution.

For the above-mentioned reasons, entry into a contract with an associated person should occur only after a diligent screening intended to verify:

- the scope and nature of the services to be provided by the associated person;
- the business justification of receipt of the services;
- the identity and integrity of the associated person; and
- the overall legitimacy of the initiative.

Before an associated person begins to cooperate with the Group, it (or he or she) must:

- read the Policy and complete a statement of familiarisation in the form set out in **Annex 3** (choosing whichever is relevant for an employee, an individual third party associated person or a corporate third party associated person), submitting the same by agreed electronic means; and
- legally agree with the relevant Group company not to engage in bribery.

The management of any Group company may (acting in good faith and with due care) limit the application of the above-mentioned requirement in proportion to the level of risk that any associated person poses to such Group company, whether due to the nature of the services provided by such associated person or the value of such services or payment made for them.

Persons engaged as associated persons of any Group company must act with integrity and implement adequate measures with a view to preventing bribery.

Wherever practicable, a contract entered into by a Group company and an associated person should be signed by two people from the Group company. This "four eyes principle" will reduce the risk of the contract failing to meet the standards required under the Policy.

## **7. Specific required behaviours**

### **Gifts and hospitality**

The giving and acceptance of gifts and hospitality are allowed within the Group if they are reasonable, rational, proportionate to goals and are likely to attain those goals. Clearly, concerns will arise where a transaction takes place only as a result of, or in connection with, any gift or hospitality.

In order to determine whether a particular gift or instance of hospitality meets the above-mentioned criteria, an employee or associated person must consider the circumstances in which it is contemplated (including the persons involved, place and timing), together with the reasons for it.

It is prohibited to give or accept any gifts in cash (cash, bank transfer, prepaid cards, etc.) or goods equivalent to cash (gold, jewellery, vouchers, financial instruments, etc.).

The giving and acceptance of a gift or item of hospitality with a value exceeding:

- USD 75 (or its equivalent in any currency) must be reported;
- USD 150 (or its equivalent in any currency) must be approved; or

- USD 300 (or its equivalent in any currency) must be refused or, if received, handed over free of charge for donation to charity.

All above-mentioned reports and requests for approval must be submitted in accordance with the procedure described in **Annex 4**.

The management of any Group company may (acting in cooperation with the Committee) impose lower thresholds than those set out above, if so required by the laws of the jurisdiction in which such Group company is incorporated or operates.

All employees and associated persons of every Group company must keep appropriate documentary records relating to giving or accepting gifts and hospitality. These documentary records should faithfully present the actual costs and expenses involved.

#### Sponsorship and contributions to associations and entities, trade promotions

No sponsorship of, or donations to, any political party or movement is permitted under the Policy. This includes politicians and any public office candidates.

While our people are allowed to participate in political processes outside of working hours (clarifying that they are not representing us in any way), political involvement on behalf of the Company and Group is prohibited.

Any sponsorship of or contributions to associations or other entities, or to trade promotions, will be made only after a diligent screening in order to verify:

- the scope and nature of the sponsorship or contribution;
- the business justification of the sponsorship or contribution;
- the identity and integrity of the recipient; and
- the overall legitimacy of the initiative.

The form and timing of the sponsorship or contribution must be carried out consistently with the terms of the Policy.

#### Preparation and control of accounting records

The Group has an effective system of internal audits in relation to its accounting books and records.

The Group maintains adequate accounting controls in order to provide reasonable assurance that financial statements comply with generally accepted accounting principles and, in any case, applicable legislation and/or IFRS.

Internal control systems include specific controls at different organizational levels, with proper operational implementation.

### **8. Training**

The Policy has been published on the Company's website and will be distributed to all new employees against completion of a Statement of familiarisation in the form set out in **Annex 3** by agreed electronic means.

The Human Resources Department organises appropriate training with a view to ensuring that all employees comply with the terms of the Policy. The Human Resources Department provides a summary of the training records to the Committee at least annually or without delay upon request.

The training program will be divided per the following employee levels:

- management and employees most exposed to the risk of bribery or money laundering; and
- other employees.

Participation in training sessions, including e-learning courses, is mandatory for all employees. Training focuses primarily on applicable legislation, the requirements of the Policy and practical ways in which to avoid bribery and money laundering and act with integrity.

The Human Resources Department ensures that all employees are trained at least once every three years.

## **9. Whistle Blowing**

All employees and associated persons must report any irregularities of which they become aware that may constitute bribery or money laundering. Please follow the procedure set out in the Group Whistle Blower Policy.

The reporting process is confidential and the person making a report will be fully protected against retaliation and other unfair treatment.

## **10. Consequences**

The Group has a zero-tolerance approach to bribery and money laundering.<sup>3</sup> Any employee involved in bribery or money laundering will face disciplinary action and possible dismissal. A contract entered into with any associated person may in such circumstances be terminated.

If a Group company becomes aware of possible bribery or money laundering, it may have a legal obligation to report it to relevant law enforcement bodies. The Group company will always respect any such reporting obligation.

## **11. Entry into force**

This version of the Policy enters into force and is effective on and from 1 July 2024 and replaces in full any earlier version of the Policy.

Annexes to the Policy:

1. Questions and answers about bribery
2. Indicators for suspicion of money laundering
3. Statement of familiarisation with the Policy
4. Procedure with regard to qualifying gifts and hospitality

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<sup>3</sup> Group companies which are regarded as "obliged" entities within the meaning of local anti-money laundering legislation are required to comply with specific anti-money laundering obligations (e.g. customer due diligence).

## **Annex 1**

### **Questions and answers about bribery**

#### **What is a bribe?**

In the context described below, a bribe is a financial or other advantage.

A financial advantage means cash, but it can also mean bank transfers, prepaid cards, gift cards, loans, subsidies, a new or increased asset, a decreased liability, free use of an asset, personal property (e.g. a car, jewellery, valuable glass or porcelain), real property (e.g. an apartment), domestic or foreign travel, or entertainment (e.g. an invitation or ticket to a concert, sporting event or conference).

Other advantages are something that have no financial value, as such, but may satisfy some need or desire, such as an offer of employment, promotion or sexual activity.

#### **Who can commit an act of bribery?**

International anti-bribery law, and the Policy, apply to acts carried out by people in the public sector (such as public officials, both at home and abroad) and also the private sector (such as people engaged in business activities, employees and commercial agents).

These people are expected to act properly, which may mean acting in good faith, in a position of trust and/or impartially. If such people act improperly because of a bribe (which may be an inducement to act in a certain way or a reward for having so acted), both the giver and recipient of the bribe will commit an act of bribery.

#### **Is an act of bribery a criminal offence?**

Yes. In addition, the giver of a bribe may cause a company to which he or she is connected also to commit a criminal offence, as described below.

#### **Does it matter who accepts the bribe?**

No. It is irrelevant whether, in connection with any bribe, the person who acts improperly is the recipient of the bribe or another person.

It is also irrelevant whether the recipient of the bribe can actually influence a decision or action of a public official. So-called trading in influence therefore falls within the scope of international anti-bribery laws and the Policy.

#### **Does the bribe actually need to be given or accepted?**

No. Even if a bribe is not actually given or accepted, the offer, promise, request or agreement to receive it is itself an act of bribery and a criminal offence.

#### **Can any financial or other advantage, even of a small value, constitute a bribe?**

Yes, if the financial or other advantage is provided to induce or reward improper behaviour, as described above.

#### **Can a gift as an expression of gratitude ever be made to a public official?**

As a general rule, employees and associated persons should not give gifts to public officials.



It may, however, be possible to give a gift expressing gratitude to a public official if the gift is:

- symbolic and with little actual value;
- offered in a transparent manner;
- not expected by the person holding public office; and
- given only after the conclusion of the relevant actions (not before).

The following gifts are prohibited under the Policy:

- cash or cash equivalents;
- watches;
- collector pens; and
- skiing equipment.

Please seek internal advice before giving gifts to public officials.

#### What gift or marketing or items of hospitality are allowed?

Please see **Annex 4** with respect to which gifts and items of hospitality are permitted under the Policy, and what financial thresholds require a person to report and/or request consent to offer (or accept) and/or not to offer (or accept) a gift or item of hospitality.

In general, employees and associated persons should carefully consider the circumstances and timing of any gifts and hospitality.

The purpose of a gift or item of hospitality must always be permitted, including the following:

- establishment or maintenance of business contacts;
- care for the image or reputation of a Group company; and
- promotion of the goods or services of a Group company.

The intentions of the recipient of the gift or item of hospitality must also be considered. Evidence should be sought that the parties involved are acting in good faith and with no intention of acting improperly or having acted improperly.

Finally, it should be determined before any gift is given or item of hospitality is offered, given or accepted whether:

- any tender or similar process of any Group company is underway or pending in which the offeror of the proposed gift or hospitality takes part;
- any tender or similar process of the offeree of the proposed gift or hospitality is underway or pending in which any Group company takes part; and
- any gift or hospitality has in the past been given or accepted by any of the persons referred to above.

#### Can a financial or other advantage given through a third-party be considered bribery?

Yes. Bribery can take place when an advantage constituting a bribe is given through a third party. This could be a company that allegedly renders services to the bribing company, only to transfer the bribe to the ultimate recipient. The procedure frequently entails the issue of invoices for the provision of fictitious services by the intermediary company.

#### What is improper behaviour involving private sector persons?

Examples of improper behaviour include:



- granting preferential treatment in tender proceedings to a bidder whose offer is not the most economically advantageous;
- selecting a supplier according to vague or arbitrary criteria rather than on sound business terms;
- concluding a contract on terms more beneficial to the counterparty; and
- purchasing services where performance is (in whole or part) fictitious.

#### What is improper behaviour involving public sector persons?

Examples of improper behaviour include:

- granting a contract in tender proceedings, a more favourable feed-in-tariff or higher network charges in breach of relevant rules;
- waiving a fine or other penalty in breach of relevant rules;
- deciding in favour of a party to court proceedings other than as required by the law or facts of the dispute; and
- carrying out a tax audit of a competitor without lawful reason.

#### Are facilitation payments permitted?

Facilitation payments are payments to a public official to induce or reward the performance of an existing duty, or speed up such performance. They are prohibited under the Policy.

#### Can a company be held liable if its employee or associated person engages in bribery?

Yes. Under the laws of some jurisdictions (such as the Czech Republic), a company may be criminally liable if an employee or other person providing a service to it (such as a commercial agent or lobbyist) bribes another person with the intention of obtaining or retaining a business advantage for the company.

#### What are the effects of bribery on employees and associated persons?

Any employee involved in bribery will face disciplinary action and possible dismissal. The contract entered into with any associated person may be terminated.

Any such person will also be at risk of criminal liability. If found guilty of a criminal offence, he or she may face fines and/or imprisonment. A court may also order that person to remedy any financial harm caused.

#### What are the effects of bribery on the Company (or another Group company)?

If an employee or associated person entity engages in bribery, the Company (or other Group company) may receive a severe blow to its reputation.

The Company (or other Group company) may also be at risk of corporate criminal liability. Under Czech criminal law, a company may incur a financial penalty of up to CZK 1.5 billion (approximately, USD 95 million) and/or a prohibition on:

- carrying on its business activity;
- participating in public tenders or performing public contracts; and/or
- accepting grants and subsidies.

A court may make its judgment public, thereby causing severe reputational damage.

In extreme cases, a Czech court could order the company to be dissolved.

## **Annex 2**

### **Indicators for suspicion of money laundering**

It is not possible to provide an exhaustive list indicating money laundering or scenarios which could be regarded as suspicious in terms of money laundering. The examples below are demonstrative and non-exhaustive matters which might give rise to suspicion of money laundering:

- the transaction has no apparent purpose, makes no obvious economic sense or it is conducted in unusual (nonstandard) circumstances;
- the transaction is required without a reasonable explanation, or is outside the ordinary range of goods or services normally required by the Group or is outside of the business or experience of the Group;
- the client or business partner refuses to provide any information requested in connection with the purpose of the transaction;
- the ownership structure of the client or business partner appears unusual or excessively complex given the nature of the company's business;
- the client or business partner avoids face-to-face contact or pursues a transaction without certain safeguards, such as electronic signatures;
- the client or business partner extensively uses offshore accounts, companies or structures in circumstance where the client or business partner need not use the same; and/or
- the client or business partner is located in a country which is regarded by the European Commission as having weak anti-money laundering and terrorist financing regimes.<sup>4</sup>

Each employee and associated person should apply business sense to determine whether there may be other reasons giving rise, in respect of any transaction with a client or a business partner, to a suspicion of money laundering.

In case of doubt, if a transaction gives rise to suspicion of money laundering, each employee or associated person may consult the director of the legal department of the relevant Group company (or, if none, the GC).

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<sup>4</sup> The European Commission adopted a list of third countries with weak anti-money laundering and terrorist financing regimes on 13 February 2019. These countries include: Afghanistan, American Samoa, The Bahamas, Botswana, Democratic People's Republic of Korea, Ethiopia, Ghana, Guam, Iran, Iraq, Libya, Nigeria, Pakistan, Panama, Puerto Rico, Samoa, Saudi Arabia, Sri Lanka, Syria, Trinidad and Tobago, Tunisia, US Virgin Islands and Yemen.

**Annex 3**  
**Statement of familiarisation with the Policy**

STATEMENT - EMPLOYEE\*

I, the undersigned, declare that I:

- have familiarised myself with the Anti-Bribery and Anti-Money Laundering Policy of ENERGO-PRO a.s., together with its affiliates (the “**Group**”) (the “**Policy**”)
- understand the contents of the Policy
- undertake to observe the provisions of the Policy
- understand that any breach of the provisions of the Policy may result in disciplinary action and possible dismissal.

I am also acquainted with the rights of each Group company to process my personal data as a data administrator if at any time I am involved in the reporting of irregularities or in any proceedings initiated to determine whether an irregularity took place.

Date:

Name, Surname:

\* use as appropriate

STATEMENT – ASSOCIATED PERSON (INDIVIDUAL)\*

I, the undersigned, declare that I:

- have familiarised myself with the Anti-Bribery and Anti-Money Laundering Policy of ENERGO-PRO a.s., together with its affiliates (the “**Group**”) (the “**Policy**”)
- understand the contents of the Policy
- undertake to observe the provisions of the Policy
- understand that any breach of the provisions of the Policy may form a ground for contract termination.

I am also acquainted with the rights of each Group company to process my personal data as a data administrator if at any time I am involved in the reporting of irregularities or in any proceedings initiated to determine whether an irregularity took place.

Date:

Name, Surname:

\* use as appropriate

STATEMENT – ASSOCIATED PERSON (COMPANY)\*

I, the undersigned, acting on behalf of the company identified below as its duly authorised representative, declare that I:

- have familiarised myself with the Anti-Bribery and Anti-Money Laundering Policy of ENERGO-PRO a.s., together with its affiliates (the “**Group**”) (the “**Policy**”)
- understand the contents of the Policy
- undertake to observe the provisions of the Policy and to procure that the managers (including directors and other officers), employees and other colleagues of the company identified below observe the provisions of the Policy
- understand that any breach of the provisions of the Policy may form a ground for contract termination.

I am also acquainted with the rights of each Group company to process my personal data as a data administrator if at any time I am involved in the reporting of irregularities or in any proceedings initiated to determine whether an irregularity took place.

Date:

Name, Surname:

Company:

\* use as appropriate

## **Annex 4**

### **Procedure with regard to qualifying gifts and hospitality**

#### **Gift or hospitality for employee or associated person (offered or accepted)**

An employee or associated person must report to a person (the “**ABC Contact Person**”) designated from time to time by the country head of the Human Resources Department – or, if none, the HHR – (or contractual contact person) the acceptance of a gift with a value exceeding USD 75 (or its equivalent in any currency) or the acceptance of an item of hospitality (paid for by a third party) with a value exceeding USD 75 (or its equivalent in any currency).

An employee or associated person must request approval from his or her ABC Contact Person (or contractual contact person) for the acceptance of a gift with a value exceeding USD 150 (or its equivalent in any currency) or the acceptance of an item of hospitality (paid for by a third party) with a value exceeding USD 150 (or its equivalent in any currency).

If the relevant ABC Contact Person (or contractual contact person) withholds his or her approval of an offered or accepted gift or item of hospitality (paid for by a third party), in each case with a value exceeding USD 150 (or its equivalent in any currency), that gift or item of hospitality must be refused by the employee or associated person. Any gift already accepted in such circumstances must be handed over to the relevant ABC Contact Person (or contractual contact person) free of charge for donation to charity.

If an employee or associated person is offered a gift or an item of hospitality (paid for by a third party) with a value exceeding USD 300 (or its equivalent in any currency), that gift or item of hospitality must be refused. Any gift already accepted in such circumstances must be handed over to the relevant ABC Contact Person (or contractual contact person) free of charge for donation to charity. In particular cases justified by circumstances, an ABC Contact Person (or contractual contact person) may grant an exception in writing permitting the employee or associated person to accept and retain the gift or receive the item of hospitality.

#### **Gift or hospitality for third party (offered or given)**

An employee or associated person must report to his or her ABC Contact Person (or contractual contact person) any gift or item of hospitality offered, given or granted (paid for by a Group company) with a value exceeding USD 75 (or its equivalent in any currency).

An employee or associated person must request approval from his or her ABC Contact Person (or contractual contact person) to offer or give a gift or offer or grant an item of hospitality to a third party (paid for by a Group company) with a value exceeding USD 150 (or its equivalent in any currency).

An employee or associated person must not offer or give a gift or offer or grant an item of hospitality to a third party (paid for by a Group company) with a value exceeding USD 300 (or its equivalent in any currency). In particular cases justified by circumstances, an ABC Contact Person (or contractual contact person) may grant an exception in writing permitting the employee or associated person to offer or give the gift or offer or grant the item of hospitality.

#### **Reporting and request approval form**

Forms for reporting the offer, acceptance, giving or granting of, or requesting the approval of an ABC Contact Person (or contractual contact person) with respect to, any of the above-mentioned matters can be found as described in the Appendix below. The form must be submitted by agreed electronic means.

In considering whether to grant any approval, the relevant ABC Contact Person (or contractual contact person) must take the following matters into consideration:

- the business justification of the proposed gift or item of hospitality:
  - establishment or maintenance of business contacts;
  - care for the image or reputation of a Group company; or
  - promotion of the goods or services of a Group company;
- the identity of the person(s) to whom (or from whom) the gift or item of hospitality is offered, accepted, given or granted;
- the identity of any relevant affiliate or connected person of such person(s); and
- the circumstances and timing of the proposed gift or grant of hospitality, in particular whether:
  - any tender or similar process of any Group company is underway or pending in which the offeror takes part;
  - any tender or similar process of the offeree is underway or pending in which any Group company takes part; and
  - any gift or hospitality has in the past been given or accepted by any of the persons referred to above.



### 1. Website

- login to the website <https://www.faceup.com>;
- click on tab "Create a report";
- click on tab "My organization";
- enter access code "EPreport" (case sensitive);
- click on tab "Create a report";
- choose a category of report from the drop down menu; and
- complete the appropriate form (shown below).

### 2. Mobile app

- download the app (QR code below);
- open app and login;
- click on tab "Create a report";
- click on tab "My organization";
- enter access code "EPreport" (case sensitive);
- click on tab "Create a report";
- choose a category of report from the drop down menu; and
- complete the appropriate form (shown below).



### 3. In each case the following forms are available:

- Gift/Hospitality: Reporting form (USD 75 - USD 150)
- Gift/Hospitality: Request form (USD 150 - USD 300)
- Gift/Hospitality: Request form (exceeding USD 300)