

Whistleblowing procedure of Polenergia S.A.

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Regulation description:	The procedure defines the rules for receiving, processing whistleblower reports, as well as the rules for protecting whistleblowers at Polenergia S.A.
Scope of application:	Polenergia capital group
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Confidentiality:	Publicly available
List of schedules:	- General authorisation - General declaration - Authorisation concerning a specific matter - Declaration concerning a specific matter

1. WHAT THE PROCEDURE IS ABOUT?

- 1.1 We at Polenergia S.A. have adopted the internal whistleblowing procedure (the “Procedure”).
- 1.2 The Procedure is part of our compliance system and implements the obligations arising from the:
- (a) the whistleblower protection legislation,
 - (b) the Act on Counteracting Money Laundering and Terrorist Financing of 1 March 2018,
 - (c) the Act on the Public Offering and the Conditions for Introducing Financial Instruments to the Organised Trading System and on Public Companies of 29 July 2005.
- 1.3 The Procedure specifies:
- (a) what an Irregularity and a Report are,
 - (b) who can report Irregularities and how,
 - (c) how reporting persons are protected,
 - (d) who and how receives and investigates Reports and what steps are taken in connection with them.

2. WHAT DO THE TERMS USED IN THE PROCEDURE MEAN?

- 2.1 **Polenergia, the Company** – Polenergia S.A.
- 2.2 **Group** – Polenergia S.A. capital group.
- 2.3 **Compliance Officer, CO** – the person who is responsible within the Company and the Group for receiving Reports from Whistleblowers, investigating them and taking Follow-up Actions, and overseeing these processes in accordance with the Procedure and legislation.
- 2.4 **Commission, Investigation Commission** – an independent commission that investigates Reports and takes Follow-up Actions.
- 2.5 **Irregularities** – means any events that occur as part of [company name]’s activity which breach or may breach:
- (a) (domestic or EU) law, especially in the areas of:
 - public procurement;
 - financial services, products and markets;
 - prevention of money laundering and terrorist financing;
 - product safety and compliance;
 - transport safety;
 - protection of the environment;
 - radiation protection and nuclear safety;
 - food and feed safety;

- animal health and welfare;
 - public health;
 - consumer protection;
 - protection of privacy and personal data;
 - security of network and information systems;
 - the financial interests of the State Treasury of the Republic of Poland and of the European Union;
 - the internal market of the European Union, including competition and state aid rules, and corporate taxation.
- (b) the Company's internal regulations, e.g. in the areas of:
- prevention of corruption and conflict of interest;
 - health and safety at work;
 - fraud, theft and misuse of the Company's assets;
 - bullying, discrimination and sexual harassment;
 - remuneration and annual bonus rules,;
 - anti-money laundering and counter-terrorist financing;
 - the application of international economic sanctions;
- (c) the Company's ethical standards.

2.6 **Report, Irregularity Report** – provision in good faith of information about:

- (a) the occurrence (from time to time) of:
- actual Irregularity or
 - reasonable suspicion of an Irregularity or
- (b) an attempt at hiding Irregularities

at the Company using one of the reporting channels specified in the Procedure.

2.7 **Acting in Good Faith** – acting in the reasonable belief that the reported information is true at the time of reporting and that it is or may be an Irregularity, with a view to the interests of the Company or persons connected with the Company (e.g. employees, contractors).

2.8 **Whistleblower** – Any individual who has reported an Irregularity. The signer is in particular: an employee, temporary employee, intern, trainee, volunteer, person permanently cooperating with the Company or the Group on a basis other than an employment contract (e.g. on the basis of a cooperation agreement). A signatory is also one of these persons if he/she reports the Irregularity before the employment or other legal relationship is established or when such relationship has already ceased. A Whistleblower may also be a shareholder, partner or member of a body of a supplier, subcontractor or business partner of the Company or the Group. A

whistleblower may also be any person who has any of the aforementioned relationships with another Group entity.

- 2.9 **Retaliation** – any direct or indirect action or omission taken against the Whistleblower in connection with the Report made, which does not occur for objective and duly justifiable reasons and which is intended to aggravate the situation of and punish the Whistleblower for making the Report.

This could be, for example: refusal to enter into a contract, termination of a contract, being overlooked for promotion, discrimination, bullying, unfavourable change in terms of work or pay. Threatened or attempted retaliation is also Retaliation.

- 2.10 **Follow-up Actions** – steps taken to verify the veracity of the Report and, where appropriate, to counteract the reported Irregularity, including by internal investigation, by informing the competent authority, by bringing charges, by taking action to recover funds or by closing an internal procedure for receiving and verifying reports.

- 2.11 **Remedial Actions** – all steps aimed to eliminating an Irregularity and its consequences, including to mitigate legal, financial and reputational risks for the Company and the Group and remove negative effects of the Irregularities, in particular on the environment or third parties.

- 2.12 **Feedback** – information on planned or undertaken Follow-up Actions, Remedial Actions and reasons for such actions.

- 2.13 **Record** – Record of Reports of Irregularities.

- 2.14 **Platform** – an electronic tool for reporting Irregularities.

3. HOW TO REPORT IRREGULARITIES?

3.1 Main reporting channel

A person who becomes aware of an Irregularity is required to report it via the dedicated Platform available at: polenergia.zglaszam.to

3.2 Alternative processing procedure

The Company establishes an alternative processing procedure to ensure that Reports are investigated fully objectively and independently.

If a Report concerns any of the people involved in processing Reports (e.g. the CO), the Platform allows this to be noted on the form. The Report then automatically goes to the Head of Legal Department and is investigated by objective and independent persons. In such situation, the provisions of the Procedure apply accordingly.

The Head of Legal Department also replaces the CO in the event of other objective obstacles that prevent him/her from investigating the Report in question.

3.3 Other information channels

If the CO receives a report, from a Whistleblower who is not an employee or associate of the Company, by other means (for example, by email or by personal notification), the CO may decide to enter such a report on the Platform, given the high probability of the report's veracity.

In such situation, the provisions of the Procedure apply accordingly.

4. WHAT SHOULD A REPORT INCLUDE?

In order to facilitate a fair and prompt handling of the matter, the Report should contain, if possible, all information which is contained in the form available on the Platform.

Such information includes:

- (a) **the name of the Company and the Department** to which the Irregularity relates,
- (b) **personal and contact details of the Whistleblower** (email address / telephone number),
- (c) **a description of the Irregularity** (what it relates to, when and where it has occurred or may occur),
- (d) persons who have knowledge of the **Irregularity** (perpetrator, witness, harmed person, other persons who have relevant information),
- (e) any documents (in any format) attached to the Report which **may constitute evidence** in the matter,
- (f) any **additional information** relating to the Report,
- (g) whether the matter **has been previously reported** (e.g. to superiors or others in the Company or the Group).

Once the content of the Report has been entered, the Whistleblower sets a password for the matter, which will enable him or her to check the status of the matter, to have a confidential or anonymous dialogue with those investigating the matter, and to read Feedback about the proceedings.

If the Compliance Officer receives a Report by other means and decides to enter it on the Platform, the Whistleblower also sets a password to access the Report.

5. HOW TO MAKE AN ANONYMOUS REPORT?

5.1 Reports may be made openly or anonymously.

5.2 The Company investigates an anonymous Report with the following modifications:

- (a) If the Whistleblower has not left a contact address, this makes it impossible to obtain additional information, which may result in the Report being rejected and the procedure being closed.
- (b) The Company **may limit the detail of information** on the receipt of the Report and Feedback. The CCO will only provide the Whistleblower with such information as

provides maximum security to all parties concerned. This rule is intended to limit the risk of disclosure of information about the Irregularity, which may hinder the proceedings.

- (c) The Company takes steps to ensure full protection against Retaliation. An anonymous Report may affect the effectiveness of these measures because the Company does not know who to protect.

5.3 If the identity of an anonymous reporting person is disclosed or he/she confirms it, the Company treats that person as if he/she had made the Report openly; in particular he/she is entitled to full protection and access to Feedback.

6. WHAT ARE THE RESPONSIBILITIES OF A WHISTLEBLOWER?

A Whistleblower has the following responsibilities:

- (a) Report each Irregularity of which Whistleblower is aware,
- (b) use the Platform to make Reports (if an employee or permanent contractor of the Company),
- (c) not interfere with the proper conduct of the investigation,
- (d) assist in verifying and investigating the Report, in particular provide all information and all necessary documents to the CO or the Commission in the course of the investigation,
- (e) keep the very fact of the Report and all communications and information obtained in relation to the Report **confidential**.

7. HOW DO WE PROTECT A WHISTLEBLOWER?

7.1 Protection and rights of a Whistleblower

We provide the following to each Whistleblower:

- (a) protection of identity and confidentiality of the Report,
- (b) protection against Retaliation,
- (c) right to get Feedback.

7.2 Confidentiality

All persons who verify and investigate a Report keep confidential:

- (a) the fact that they are involved in that process,
- (b) all information obtained in connection with the Report, in particular the personal data of the Whistleblower and the person to whom the Report relates,
- (c) all actions taken in proceedings conducted in connection with the Report.

Any data identifying the Whistleblower, even indirectly, may **only** be disclosed **on the basis of his or her prior express consent**. The disclosure of data to the following is an exception:

- (a) the competent authorities, where such obligation arises by law,
- (b) persons involved in the process of investigating the Report (e.g., members of the Commission), where this is essential to investigate the matter.

7.3 Protection against Retaliation

Any Retaliation against a Whistleblower is prohibited. Such protection is also provided to:

- (a) persons who assist the Whistleblower in making the Report,
- (b) persons related to the Whistleblower and employed by the Company or the Group, e.g. family members, witnesses and persons in close relationship with the Whistleblower,
- (c) a legal entity that is owned by the Whistleblower, for which the Whistleblower works or with which the Whistleblower is otherwise associated; Retaliation includes, for example, refusal to provide services, blacklisting or boycotting activities.

Anyone who experiences or knows of any Retaliation should immediately report it on the same basis as Irregularities are reported.

7.4 Information duties of the Company

If the Report has been sent under the terms of the Procedure, the Whistleblower will receive:

- (a) confirmation that the Report has been accepted for further investigation or rejected within a maximum of seven days of receipt of the Report,
- (b) Feedback on the outcome of the proceedings – within a reasonable period of time, not exceeding three months from the confirmation that the Report has been accepted.

The confirmation and Feedback are provided via the Platform.

8. HOW IS A REPORT EXAMINED?

8.1 Report examination stages

Examination of Reports on Irregularities includes the following four stages:

- (a) **New Report** – the Report has been sent but nobody has read it yet.
- (b) **Verification of the Report** – the CO initially verifies the validity of the Report, decides whether to accept the Report for further examination and recommends further actions or rejects the Report as manifestly unfounded.
- (c) **Investigation** – once the Report has been positively verified, the CCO or the Investigation Commission undertakes Follow-up Actions. At this stage, all the circumstances of the matter are investigated and as much information as possible is gathered about the reported Irregularity.

- (d) **Implementation of corrective measures – once the matter has been fully clarified,** Remedial Actions are undertaken.

You can check **the current stage the Report** on the Platform when you log in to the Report.

8.2 Initial verification of the Report

The Compliance Officer verifies the Report initially, i.e.:

- (a) ascertains that the Report contains all the information necessary for its examination; if he/she notices material omissions, he/she contacts the Whistleblower;
- (b) determines whether the reported event may constitute an Irregularity within the meaning of the Procedure;
- (c) assesses how serious the consequences of the reported Irregularity may be from the perspective of the interests of the Company and the Group.

8.3 Confirmation of the receipt of the Report

The Chief Compliance Officer inform the Whistleblower, as soon as possible after the initial verification of the Report, but always no later than seven days after its receipt, that:

- (a) the Report has been accepted or
- (b) the Report has been rejected, if he/she assesses the Report as manifestly unfounded.

Rejection of a Report means closure of the case. Rejection of Report is possible only if the Compliance Officer receives a favourable opinion from at least one of the following persons:

- (c) Director of the Legal and Transaction Department,
- (d) the Director of Internal Control and Risk Management ,
- (e) any member of the Ethics Committee.

9. HOW ARE INVESTIGATION AND REMEDIAL PROCEDURES CONDUCTED?

9.1 Appointment of the Investigation Commission

After the initial verification of the Report, the Chief Compliance Officer conducts an investigation or appoints an Investigation Commission.

The Commission, depending on the matter, consists of the following persons:

- (a) from the Legal and Transaction Department,
- (b) from the Human Resources Department,
- (c) from the Ethics Committee,
- (d) from the Internal Control and Risk Management Department
- (e) other ones, with appropriate knowledge and experience, who may help investigate the Report efficiently.

When selecting the members of the Commission, the Chief Compliance Officer makes sure that they are **impartial and have no links to the reported matter**.

Before being allowed to handle the matter, each member of the Commission **must be duly authorised** and sign a confidentiality undertaking.

9.2 Investigation

The CO or the Investigation Commission takes steps to explain the matter, for instance:

- (a) requests additional information from the Whistleblower,
- (b) requests information from other persons while maintaining any confidentiality requirements described in this Procedure,
- (c) requests clarification from the person(s) identified in the Report while maintaining all confidentiality requirements described in this Procedure,
- (d) outsources the development of relevant recommendations or analyses to the Company's business units or external entities.

The CO or the Commission then closes the investigation. Closure of the investigation by the CO is possible only if the CO receives a favourable opinion from at least one of the following persons:

- (a) Director of the Legal and Transaction Department,
- (b) The Director of Internal Control and Risk Management,
- (c) any member of the Ethics Committee.

9.3 Remedial Actions

If this is justified by the outcome of the investigation, the CCO or Commission develops a **Remedial Actions proposal** (or has it developed) and forwards it to the appropriate person(s) or organisational unit for implementation.

Remedial Actions may involve:

- (a) initiating appropriate (e.g. disciplinary) proceedings against the person who committed the Irregularity or others, if the findings of the proceedings justify it,
- (b) modifying existing procedures, to prevent the recurrence of similar Irregularities in the future,
- (c) conducting additional education or training activities,
- (d) increasing the frequency of audits of the area,
- (e) making structural changes or reallocating powers,
- (f) taking appropriate legal measures, including reporting to the relevant body or taking legal action,
- (g) recommending the payment of compensation or recompense to the harmed persons,
- (h) recommending other actions to remove or minimise the effects or, where this is impossible, to compensate for the negative effects of the Irregularity, e.g. by making a donation to the harmed persons or to the local community.

Specific tasks are assigned via the Platform to the relevant person(s) with a deadline for completion.

If the proposed Remedial Actions require a decision by the Management Board of the Company (e.g. to pay compensation or recompense or to make a donation), the Chief Compliance Officer submits the Remedial Actions plan for approval subject to the confidentiality requirements described in the Procedure.

All material actions taken in connection with the Report are:

(i) **documented** (e.g. by data summaries, email correspondence, notes of interviews or investigation team meetings), and then

(j) **placed on the Platform**

by the CO (also on behalf of the Commission).

(k) After verifying the implementation of individual corrective actions, the CO or the Commission prepares a report describing the course of the entire investigation, i.e. the results of the investigation and the corrective actions taken. If the report was prepared by the Commission, the CO approves it. The report prepared by the CO requires the favourable opinion of at least one of the following persons:

(a) Director of the Legal and Transaction Department,

(b) The Director of Internal Control and Risk Management,

(c) any member of the Ethics Committee.

Regardless of the investigation and resolution stage, the CCO or the Commission provides Feedback to the Whistleblower within **three months** after receipt of the Report. If the Feedback has been prepared by the Commission, the CCO approves it.

In preparing the content of the feedback, the CO or the Commission takes into account that the following should not be disclosed:

(d) sensitive or confidential information about individuals involved in Irregularity,

(e) information about the Group or the Company that could be used inappropriately, particularly if disclosed outside the organisation.

The Feedback may include an instruction to the Whistleblower to keep the Feedback confidential.

The CO or the Commission transfers the Feedback to the Report's account on the Platform.

10. KEEPING THE RECORD OF REPORTS

10.1 The CO keeps the Record in electronic form on the Platform. It warrants the confidentiality and safety of data.

10.2 Access to the Platform is only provided to:

(a) the Compliance Officer,

- (b) Director of the Legal and Transaction Department,
- (c) Commission members, with respect to the Reports to handle which they are engaged,
- (d) other people who provide advisory services to investigate a Report.

10.3 Every Report made on the terms and through the channels described in the Procedure is recorded in the Record of Reports.

10.4 The Chief Compliance Officer may decide to also record in the Record information which is communicated by means other than those permitted by the Procedure, but which is relevant to the operations of the Company (e.g. important for evidentiary or statistical purposes).

10.5 The Record contains:

- (a) the number of the Report (the matter) – an individual identifier,
- (b) a description of the subject matter of the breach,
- (c) personal data of the reporting person and the person whom the Report concerns, necessary for their identification,
- (d) the contact address of the reporting person
- (e) the date of the Report,
- (f) summary information about the Follow-up Actions taken,
- (g) the date on which the matter was concluded.

10.6 Data in the Record of Reports are stored for **15 months** after the end of the calendar year in which Follow-up Actions or proceedings initiated by them are completed.

10.7 Information about each Notification, its content, the content of the report describing the course of the entire investigation, and the content of the Register shall be made available by the Compliance Officer to the Director of Internal Control and Risk Management, subject to situations where the provision of such information could jeopardize the protection of the identity of the Whistleblower or the investigation itself.

11. DO I HAVE ANY LIABILITY?

11.1 A breach of the duties under the Procedure may give rise to legal and disciplinary liability for the person who has committed the breach.

12. PERIODICAL REPORTING ON THE STATUS OF THE WHISTLEBLOWING SYSTEM

12.1 The CO reports periodically on the status of the Irregularity reporting system in an annual report on the functioning of the Group's compliance system in accordance with the internal regulations in force in this area.

12.2 The CO may decide to give notice of a positively reviewed Report to the CEO of the Company or to other persons who serve on the bodies of Group companies in view of its subject matter. Such notice should meet the all following conditions:

- (a) the flow of information that constitutes personal data should be limited to the necessary minimum;

- (b) all persons who receive the information have a duty to keep it confidential, in particular the identity of the Whistleblowers and other persons affected by the matter.
- 12.3 If the CO considers it appropriate, he/she may also quite conceal the personal data of the Whistleblower.

13. PERSONAL DATA – PRIVACY CLAUSE

- 13.1 Personal data included in Reports are processed in accordance with the Company's personal data security policy, which sets out the way of protecting personal data, including in particular the data of persons making Reports and persons affected by the Report, in accordance with data protection legislation, and in particular the GDPR and the legislation on the protection of whistleblowers.
- 13.2 The Company is the controller of the personal data submitted in the Reports. Whistleblowers may make contacts concerning matters relating to the processing of personal data and the exercise of rights under the GDPR at: compliance@polenergia.pl
- 13.3 The Company processes the personal data of the Whistleblower, the persons whom the Report concerns and other persons contained in the Report for the purposes of reporting breaches of law, based on: a legal obligation under the provisions of the Act on Protection of Persons Reporting Breaches of Law (pursuant to Article 6(c) of the GDPR) or the controller's legitimate interest in receiving, verifying and investigating reports of breaches of law (pursuant to Article 6(1)(f) of the GDPR).
- 13.4 The Company may, for the purposes of verifying a Report and taking Follow-up Actions, collect and process personal data to the extent necessary to accept the Report or take any Follow-up Action.
- 13.5 Personal data that are not relevant for the consideration of the Report are not collected and, if accidentally collected, are deleted immediately. Such personal data are deleted within 14 days of the determination that they are not relevant to the matter.
- 13.6 Personal data shall be processed for a period of **15 months** after the end of the calendar year in which the Follow-up Actions are completed, or after the proceedings initiated by the Follow-up Actions are completed.
- 13.7 The Company ensures the confidentiality of the data in connection with a Report received. The data may only be made available to entities entitled to that under the law and to data processors engaged by the controller, including but not limited to [parent company name] and providers of IT services.
- 13.8 Personal data will not be transferred to a third country or an international.
- 13.9 Personal data will not be subject to profiling or automated decision-making.
- 13.10 A Whistleblower has the right to request access to and rectification of his/her personal data. He/she also has the right to request erasure or restriction of processing, and to object to processing, but these rights are only available if further processing is not necessary for the

Company to comply with a legal obligation and there are no other overriding legal grounds for processing.

14. FINAL PROVISIONS

- 14.1 It is the responsibility of all employees and contractors of the Company to know the rules set out in the Procedure. **All employees and contractors of the Company** are required to make Reports under the rules described in this Procedure as soon as they become aware of any irregularity.
- 14.2 The Company presents the provisions of the Procedure to:
- (a) applicants for jobs as part of employment or any other legal relationship being the basis for working or providing services or performing functions at the Company when recruitment or pre-contract negotiations start,
 - (b) employees before they are allowed to work,
 - (c) contractors of the Company,
 - (d) suppliers (including potential ones in the context of a procurement procedure) of goods or services.
- 14.3 The Compliance Officer is responsible within the Group for receiving Reports from Whistleblowers, clarifying and following up on them, and supervising these processes in accordance with the Procedure and law.
- 14.4 The CEO of the Company oversees the implementation of solutions for making Reports in a secure, confidential and legally compliant manner.
- 14.5 The Compliance Officer is responsible for implementing and supervising compliance with the Procedure within the Group.
- 14.6 The Procedure comes into effect 2 weeks after it is communicated to the persons employed in the manner adopted by the Company.
- 14.7 Review and update of the Procedure shall take place at least once a year, and always after any change in the law in this area.

In case of doubt, uncertainty or difficulty in interpreting or applying any internal regulation, it is necessary to consult the Compliance Officer.

If you become aware of a violation of this or any other internal regulation, you should make a report at: Polenergia.zglaszam.to

15. LIST OF SCHEDULES

Schedule 1 – *General authorisation*

Schedule 2 – *General declaration*

Schedule 3 – *Authorisation concerning a specific matter*

Schedule 4 – *Declaration concerning a specific matter*