

Rules and Regulations as well as Whistleblowing Procedure



1. Purpose and intent of the regulations

1.1 The purpose of the Regulations is to set out the rules for reporting violations of the law at ERBUD S.A.

1.2 The regulations have been drawn up on the basis of the Act of 24 June 2024 on the protection of whistleblowers (Journal of Laws of 24 June 2024, item 928 'Act').

2. Scope of application:

2.1. The Regulations cover all Employees of the Company.

2.2. A Whistleblower can be an Employee and in addition:

2.2.1 temporary Employees,

2.2.2 entrepreneurs providing services to the Company,

2.2.3 shareholders,

2.2.4 members of the Company's bodies and proxies,

2.2.5 persons working under the supervision and direction of a contractor, subcontractor or supplier, including under a civil law contract,

2.2.6 trainees,

2.2.7 volunteers,

2.2.8 apprentices,

2.2.9 Candidates for employment with the Company, irrespective of the type of legal relationship

2.2.10 Employees whose employment or other relationship has already been terminated.

2.3. Whistleblowers may also be the individuals referred to in item 2.2. in the event of a Notification or public disclosure, understood as the making public of Information on a violation of the law, of information on a violation of the law obtained in a work-related context prior to the establishment of an employment or other legal relationship constituting the basis for the provision of work or services or the performance of functions in or for a legal entity, or the performance of service in a legal entity, or after their termination.

3. Terms and abbreviations:

The terms used in the Regulations shall have the meanings indicated below:

3.1. 'Company' - the company ERBUD S.A. with its registered office in Warsaw,

3.2. 'Employee' - a natural person providing work on the basis of an employment contract for the Company, including Members of the Management Board, a natural person not running a business providing services under a civil law contract and a natural person running a business providing services on the basis of a contract with the Company.

3.3. 'Notification' - information, including a reasonable suspicion of an actual or potential violation of the law that has occurred or is likely to occur in a work-related context, or information concerning an attempt to conceal such a violation of the law,

3.4. 'Work-related context' - past, present or future work-related activities under an employment or other legal relationship underpinning the provision of work or services or the performance of functions in or for the Company, in which Information about a violation of the law has been obtained and retaliation may be experienced.

3.5. 'Follow-up activities' - action taken by the Company or a public authority to assess the veracity of the information contained in the Notification and to counteract the violation of the law objected to in the Notification, in particular through an investigation, the initiation of control or administrative proceedings, the filing of charges, action taken to recover funds or the closure of a procedure carried out as part of the internal procedure for reporting violations of the law and taking follow-up actions or the procedure for receiving external notifications and taking follow-up actions.

3.6. 'Whistleblower' - an individual who in good faith reports or publicly discloses information about a violation of the law obtained in a work-related context, including:

- 3.6.1. Employees,
- 3.6.2. temporary Employees,
- 3.6.3. shareholders,
- 3.6.4. members of the Company's bodies and proxies,
- 3.6.5. persons working under the supervision and direction of a contractor, subcontractor or supplier of the Company,
- 3.6.6. trainees,
- 3.6.7. volunteers,
- 3.6.8. apprentices, as well as
- 3.6.9. individuals referred to in items 3.6.1.-3.6.8. in the event of notification or public disclosure of a violation of the law obtained in a work-related context, prior to the establishment of an employment or other legal relationship giving rise to the provision of work or services or the performance of functions in or for a legal entity, or the performance of service in a legal entity, or when such a relationship has already ceased.

3.7. 'Violation' - an identified violation in the Company of the legal provisions referred to in item 4.3.1.

3.8. 'Person who is the subject of the notification' - the natural person, legal entity or unincorporated organisational unit to which the law confers legal capacity, identified in the Notification or public disclosure as the person who violated the law, or as the person with whom the person who has committed the violation is associated.

3.9. 'Compliance Officer' - a person appointed by the Management Board with the authorisation to perform the actions set out in the Regulations, in particular to receive Notifications and to conduct investigations.

3.10. 'Person Receiving Notifications' - means:

- 3.10.1. the Compliance Officer - in the case of all Notifications, except Notifications indicated in 3.10.2 and 3.10.3 below,
- 3.10.2. the Member of the Management Board designated by the Management Board - in the case that the Person who is the subject of the notification is the Compliance Officer,
- 3.10.3. the Member of the Supervisory Board designated by the Supervisory Board - in the event that the Person who is the subject of the notification relates is a Management Board Member of the Company.

3.11. 'Act' - Act of 24 June 2024 on the protection of whistleblowers (Journal of Laws of 24 June 2024, item 928),

3.12. 'Regulations' - these Regulations.

4. Procedure description:

4.1. Protection of the Whistleblower

4.1.1. The Whistleblower shall be protected, in particular, from reprisals, discrimination or other types of unfair treatment or retaliation.

4.1.2. A Whistleblower shall be protected provided that they had reasonable grounds to believe that the Notification, which is the object of the Notification, is true at the time of the Notification and that such information constitutes information about a violation of the law.

4.1.3. In addition to the Whistleblower, the protection extends to persons assisting in the Notification and persons associated with the Whistleblower. Persons assisting in the Notification shall be understood as an individual who assists the Whistleblower in the notification or public disclosure in a work-related context and whose assistance should not be disclosed, while a person associated with the Whistleblower shall be understood as an individual who may experience retaliation, including a co-worker or a person close to the Whistleblower within the meaning of Article 115 § 11 of the Act of 6 June 1997 - Penal Code (Journal of Laws of 2024, item 17).

4.1.4. The personal data of the Whistleblower and any information which may indicate the identity of the Whistleblower are confidential and may only be disclosed to persons responsible for receiving Notifications and conducting the investigation. Disclosure to others requires the express consent of the Whistleblower.

4.1.5. The Company, upon receipt of a Notification of a violation, may, for the purpose of verification and follow-up activities, collect and process personal data of the Person who is the subject of the notification, even without that person's consent. The provision of Article 14 section 2 letter f of Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free flow of such data and repealing Directive 95/46/EC (General Data Protection Regulation) (Official Journal of the EU L 119 of 04.05.2016, p. 1, as amended³) shall not apply unless the Whistleblower acted in violation of Article 6 of the Whistleblower Act.

4.2. Actions in respect of the Whistleblower

4.2.1. No retaliation, understood as a direct or indirect act or omission in a work-related context that is caused by Notification or public disclosure and that violates or is likely to violate the rights of the Whistleblower or causes or is likely to cause unreasonable damage to the Whistleblower, including the unwarranted initiation of proceedings against the Whistleblower, or attempts or threats of retaliation, may be taken against the Whistleblower. Retaliation may in particular consist of:

4.2.1.1. refusal to establish an employment relationship,

4.2.1.2. dismissal or termination without notice of the employment relationship,

4.2.1.3. failure to conclude a fixed-term employment contract or an indefinite-term employment contract after termination of a probationary period employment contract, failure to conclude another fixed-term employment contract or to conclude an indefinite-term employment contract after termination of a fixed-term employment contract - if the Employee had a justified expectation that such a contract would be concluded with the Employee,

4.2.1.4. a reduction in remuneration for employment,

4.2.1.5. withholding of promotion or omission from promotion,

4.2.1.6. omission from or reduction in the amount of work-related benefits other than remuneration,

- 4.2.1.7. transfer of the Employee to a lower position,
- 4.2.1.8. suspension from employment or work duties,
- 4.2.1.9. transfer of the Employee's existing duties to another Employee,
- 4.2.1.10. an unfavourable change in the place of work or working time schedule
- 4.2.1.11. negative performance appraisal or negative job review,
- 4.2.1.12. imposition or application of a disciplinary measure, including a financial penalty, or a measure of a similar nature,
- 4.2.1.13. coercion, intimidation or exclusion,
- 4.2.1.14. mobbing,
- 4.2.1.15. discrimination,
- 4.2.1.16. unfavourable or unjust treatment,
- 4.2.1.17. withholding of participation or omission in the selection for participation in professional qualification training,
- 4.2.1.18. unjustified referral for medical examinations, including psychiatric examinations, insofar as separate regulations provide for the possibility of referring an Employee for such examinations,
- 4.2.1.19. action aimed at making it more difficult to find future employment in a given sector or industry on the basis of an informal or formal sector or industry agreement,
- 4.2.1.20. causing financial loss, including economic loss or loss of income;
- 4.2.1.21. causing other non-material damage, including violation of personal rights, in particular the reputation of the reporting person.

4.2.2. A whistleblower against whom retaliation has been committed shall be entitled to compensation in an amount not lower than the average monthly remuneration in the national economy in the preceding year, published for pension purposes in Monitor Polski (Official Gazette of the Government of the Republic of Poland) by the President of Statistics Poland, or to a right to compensation.

4.2.3. If the work or service has been, is or is to be provided on the basis of a legal relationship other than an employment relationship which is the basis for the provision of work or services, the provisions of item 4.2.1 above shall apply mutatis mutandis insofar as the nature of the work or service performed does not preclude the application of such action to the reporting person.

4.2.4. If the work or service has been, is being or is intended to be provided on the basis of a legal relationship other than an employment contract constituting the basis for the provision of work or services, the making of a notification or public disclosure cannot constitute grounds for retaliation or an attempt or threat of retaliatory action, including termination, rescission or termination without notice of a contract to which the Whistleblower is a party, in particular concerning the sale or supply of goods or the provision of services.

4.2.5. A Whistleblower shall not be entitled to the protection referred to in the Regulations in the event of a false Notification if the Whistleblower knowingly presents false information or reports a matter which does not fall within the scope referred to in item 4.3.1.

4.2.6. The protection referred to in the Regulations granted to a Whistleblower may be lost at any time for the reasons referred to in item 4.2.5.

4.2.7. The decision on the granting of protection to a Whistleblower and on the loss of protection by a Whistleblower is taken by the Compliance Officer.

4.3. Scope of notifications.

4.3.1. Whistleblowers may report violations regarding:

- 4.3.1.1. corruption,
- 4.3.1.2. public procurement,
- 4.3.1.3. financial services, products and markets,
- 4.3.1.4. prevention of money laundering and financing of terrorism,
- 4.3.1.5. product safety and compliance,
- 4.3.1.6. transport safety,
- 4.3.1.7. environmental protection,
- 4.3.1.8. radiological protection and nuclear safety,
- 4.3.1.9. food and feed safety,
- 4.3.1.10. animal health and welfare,
- 4.3.1.11. public health,
- 4.3.1.12. consumer protection,
- 4.3.1.13. privacy and data protection,
- 4.3.1.14. security of ICT networks and systems,
- 4.3.1.15. financial interests of the State Treasury of the Republic of Poland, a local government unit and the European Union,
- 4.3.1.16. the internal market of the European Union, including public competition and state aid rules, as well as taxation of legal entities,
- 4.3.1.17. constitutional freedoms and rights of a human being and a citizen - occurring in the unit's relations with public authorities and not related to the areas indicated in items 4.3.1.1 to 4.3.1.16.

4.3.2. Notifications relating to violations of the law other than those indicated in item 4.3.1.1 above shall not be considered and shall be deleted immediately.

4.4. Rules for reporting irregularities

4.4.1. Notifications may be made through the irregularity reporting channels listed below, which are set up and operated in such a way as to protect the Whistleblower and to protect the privacy of the Person who is the subject of the notification:

4.4.1.1. E- mail to: naruszenia@erbud.pl and in the event that the Person who is the subject of the notification is a Management Board Member to the e-mail address: radanaruszenia@erbud.pl and in case the Person who is the subject of the notification is a Compliance Officer at e-mail address: zarzadnaruszenia@erbud.pl

4.4.1.2. By letter, to the following address: Erbud S.A. ul. Klimczaka 1, 02-797 Warsaw, notifications forwarded in this manner should be sent with the note on the envelope 'Notification of violation of the law - personally to the Compliance Officer' and, if the Person who is the subject of the notification is a Member of the Management Board, 'Notification

of violation of the law - personally to the Member of the Supervisory Board' and, if the Person who is the subject of the notification is a Compliance Officer, 'Notification of violation of the law - personally to the designated Member of the Management Board'.

4.4.1.3. In person or by telephone to the Person Receiving Notifications, tel: 539-092-510.

4.4.2. The Company shall ensure that only the Person Receiving Notifications shall have access to the e-mail addresses indicated above and the ability to open letter mail bearing the note indicated above. In the event of receipt of a letter, the Person Receiving Notifications shall be notified without delay - without opening the letter - and it shall be forwarded exclusively to the Person Receiving Notifications.

4.4.3. In the event that, as a result of a Whistleblower's error, a Notification goes to the wrong person, the Whistleblower shall be obliged to forward it immediately to the correct person.

4.4.4. At the request of the Whistleblower, an oral report may be made at a face-to-face meeting organised within 14 days of receipt of such a request. In this case, with the consent of the Whistleblower, the notification shall be documented in the form of:

4.4.4.1. a retrievable recording of the conversation - with the consent of the Whistleblower; or

4.4.4.2. minutes of the meeting, reproducing the exact course of that meeting.

4.4.5. The provisions of item 4.4.4 shall apply mutatis mutandis to Notifications made by phone.

4.4.6. In the case referred to in items 4.4.3.2. and 4.4.5. above, the Whistleblower may review, correct and approve the interview minutes by signing them. If the Whistleblower refuses to sign the minutes, the minutes shall be signed by the Person Receiving Notifications, noting in the body of the minutes the fact that the Whistleblower refuses to sign.

4.4.7. The Notification should include:

4.4.7.1. Details of the reporting person - first name, last name, position, place of work.

4.4.7.2. Date and place of Notification.

4.4.7.3. Details of the person(s) who violated the law (first name, last name, position, place of work).

4.4.7.4. Description of the irregularities and the dates on which they occurred or were found.

4.4.7.5. Identification of persons connected with the case/witnesses.

4.4.7.6. Information on what exactly the Notification concerns, which provisions of the law the Whistleblower believes have been violated.

4.4.8. The Notification may also include evidence or a list of witnesses.

4.4.9. A template of a sample Company Notification form is attached as Appendix 1 to these Regulations.

4.4.10. Notification which does not contain the details of the Whistleblower (at least first name and last name) shall not be considered and is subject to immediate deletion.

4.5. Investigation

4.5.1. Within 7 days of receipt of the Notification, the Person Receiving Notifications shall address an acknowledgement of receipt of the Notification to the Whistleblower, unless the Whistleblower has not provided a contact address to which the acknowledgement should be forwarded.

4.5.2. The Person Receiving Notifications carries out a preliminary analysis of the Notification, making an initial assessment of the credibility of the allegations made and, if the assessment is positive, decides to initiate an investigation. The investigation should be initiated no later than 7 days after receipt of the Notification.

4.5.3. In order to conduct the investigation, the Compliance Officer shall appoint a Committee consisting of no fewer than 3 (three) and no more than 5 (five) members. In order to set up the Commission, the Compliance Officer issues an order. Members of the Commission are required to sign a declaration of interest and confidentiality, the contents of which are set out in **appendix 2** to the Regulations. The Compliance Officer leads the work of the committee. The Compliance Officer may involve other persons with knowledge or experience in the relevant field in the work of the committee, and this may be a person from within the Company as well as from outside the Company.

4.5.4. The Committee has the right to access any information and documents from the Company, the right to speak to witnesses and Employees and to cooperate with authorities. Each participant in the investigation shall sign the declaration of confidentiality attached as **appendix 3** to the Regulations.

4.5.5. If the Notification concerns a Management Board Member, the investigating committee shall be appointed by a designated Member of the Supervisory Board and shall chair the work of the committee. If the Notification concerns a Compliance Officer, the explanatory committee is appointed by a designated Management Board Member and chairs the work of the committee. Persons who are appointed to the explanatory committee by a Member of the Supervisory Board or a Member of the Management Board are obliged to comply with the provisions set out in the Regulations.

4.5.6. In the course of the investigation, the commission shall take all actions necessary to fully clarify the facts of the case, verify whether a Violation has occurred and the legitimacy of attributing the Violation to the Person who is the subject of the notification.

4.5.7. The investigation shall be completed as soon as possible from the date of receipt of information from the Whistleblower, but no later than 3 (three) months from the date of confirmation of receipt of the Notification by the Person receiving the Notification.

4.5.8. Following the investigation, the Compliance Officer shall prepare a summary of the Notification, including a description of the Notification and the results of the activities carried out in the investigation. If the Notification has proven to be true and a Violation has occurred, such summary shall in each case also include recommendations for further action, which may include:

- 4.5.8.1. conducting an interview, addressing the Employee,
- 4.5.8.2. admonishing the Employee, stripping the Employee of a reward, bonus, etc.,
- 4.5.8.3. changing or rotating positions,
- 4.5.8.4. preventive proposals of a managerial or organisational nature,
- 4.5.8.5. changes in internal procedures,
- 4.5.8.6. taking civil law actions, e.g. concerning contracts concluded, compensation for damage, payment of compensation,
- 4.5.8.7. filing a notification to the Office of Competition and Consumer Protection,

4.5.8.8. filing a notification of reasonable suspicion of an offence (if evidence is gathered).

4.5.9. The summary referred to above shall be forwarded by the Compliance Officer to the Management Board. Any Member of the Management Board may request that a matter concerning the results of the investigation and corrective measures be placed on the agenda of the next Management Board meeting.

4.5.10. The Management Board may also notify the Supervisory Board of the contents of the investigation report.

4.5.11. If the Notification has been forwarded to a designated member of the Supervisory Board or a designated member of the Management Board, the provisions of items 4.5.1. - 4.5.4. and 4.5.6 - 4.5.7. shall apply accordingly. A Member of the Supervisory Board or a Member of the Management Board may request that the results of the investigation be discussed at a meeting of the Supervisory Board or the Management Board. Following the conclusion of the proceedings, the designated Member of the Supervisory Board or the designated Member of the Management Board shall provide the Compliance Officer, in a manner that ensures confidentiality, with the information necessary to enter the Notification into the register referred to in item 4.8.1. below.

4.5.12. If a Violation is identified, the Management Board is obliged to consider implementing actions or measures to prevent a similar Violation from being committed in the future. These measures may include conducting training, updating or revising the Company's existing internal procedures or other appropriate actions.

4.5.13. If, after investigation, the Compliance Officer has closed the case and the findings of the Commission indicate that a Violation has been committed, the Compliance Officer or the Commission shall notify the Person who is the subject of the notification identified in the Notification of the fact that the investigation has been completed and its outcome.

4.5.14. The deadline for providing feedback to the Reporting Person is a maximum of 3 months from the acknowledgement of the Notification or, if no acknowledgement is provided to the Reporting Person, 3 months from the expiry of 7 days from the Notification, unless the Reporting Person has not provided a contact address to which feedback should be provided. The feedback shall include, in particular, information on the follow-up activities planned or undertaken and the reasons for such activities.

4.5.15. The provisions of items 4.5.12. - 4.5.15. shall apply mutatis mutandis to a Member of the Supervisory Board or a Member of the Management Board if the Notification of Violation has been communicated to a designated Member of the Supervisory Board or a designated Member of the Management Board.

4.6. Publication of information on reporting violations

4.6.1. The Company shall make available to Employees, in the manner adopted by the Company, information on the receipt of Notifications, including:

4.6.1.1. The possible ways of receiving Notifications.

4.6.1.2. The address for postal correspondence and e-mail address.

4.6.1.3. The elements of the Notification of Violation as indicated in these Regulations.

4.6.1.4. The actions that may be taken by the Company following acceptance of the Notification.

4.6.1.5. Information on the protection of Whistleblowers reporting a Violation, including the confidentiality of the identity of Whistleblowers under these Regulations and protection from retaliation.

4.6.2. In the event of changes to these Regulations affecting the content of the information referred to in item 4.6.1 (above), the Company shall promptly update the information and resubmit it to Employees in the manner indicated in item 4.6.1.

4.7. External Notifications

Procedure for external notifications

4.7.1. A reporting person may make an external notification without first making an internal notification.

4.7.2. Notification of an external report means oral or written communication of a violation of the law to the Ombudsperson or a public authority.

4.7.3. Ombudsperson:

4.7.3.1. establishes a procedure for receiving external Notifications;

4.7.3.2. receives external notifications of violations of the law in the areas indicated in Article 3, section 1, items 1 to 16 of the Act, carry out preliminary verification thereof and forward them to the public authority competent for follow-up activities;

4.7.3.3. accepts and considers external notifications - if the notification concerns a violation of the law in the field indicated in Article 3, section 1, item 17 of the Act and no other public authority is competent to undertake follow-up activities;

4.7.3.4. ensures public access to information on the rights and remedies of reporting persons and persons referred to in Article 21 of the Act against retaliation and the rights of persons who are the subject the notification, in particular by posting such information on its subject page of the Bulletin of Public Information;

4.7.3.5. provides advice to reporting persons and persons referred to in Article 21 of the Act and persons who are the subject of the notification on rights and remedies;

4.7.3.6. shall provide reporting persons and the persons referred to in Article 21 of the Act with information on the authorities which, within the scope of their tasks, may take action to protect reporting persons from retaliation and, if appropriate, support in their contacts with such authorities, in particular by informing the competent authorities of the perceived need to protect the reporting person.

4.7.4. Public authority:

4.7.4.1. accepts an external notification;

4.7.4.2. carries out a preliminary verification of the external notification by determining whether the notification relates to information on a violation of the law and determining whether the notification relates to violations in the field of its competence and, if not, determining the public authority competent for follow-up activities;

4.7.4.3. consider the external notification - if the notification concerns violations in the area falling within the scope of the authority;

4.7.4.4. transmit the external notification without delay, but no later than 14 days from the date of notification, and in justified cases no later than 30 days, to the public authority

competent for follow-up activities - where the notification concerns violations in an area outside the scope of that authority, and inform the reporting person about it;

4.7.4.5. undertake follow-up activities with due diligence;

4.7.4.6. provides feedback to the reporting person.

4.8. Storage and archiving

4.8.1. The Compliance Officer maintains the Register of Notifications.

4.8.2. The register includes:

4.8.2.1. Notification number,

4.8.2.2. subject of the Notification,

4.8.2.3. the personal data of the Whistleblower and the Person who is the subject of the notification which is necessary to identify them,

4.8.2.4. the Whistleblower's contact address,

4.8.2.5. the date of internal notification,

4.8.2.6. information on follow-up activities undertaken,

4.8.2.7. the date of completion of the case.

4.8.3. All documents received as part of the Notification must be classified and treated as confidential, in accordance with the Company's information security policy and the highest security standards.

4.9. Personal data

4.9.1 The Company shall process personal data resulting from the performance of the activities set out in the Regulations in accordance with the regulations of Regulation (EU) 2016/679 of the European Parliament and of the Council on the protection of individuals with regard to the processing of personal data and on the free movement of such data and the repeal of Directive 95/46/EC and the documentation adopted at the Company with regard to the processing of personal data.

4.9.2 Personal data and other information in the Internal Notification Register shall be retained for a period of 3 years after the end of the calendar year in which the follow-up activities are completed or the proceedings initiated by those activities are completed. Personal data that is clearly not relevant to the processing of a particular Notification shall not be collected and, if accidentally collected, shall be deleted without undue delay.

4.9.3 Detailed information on the Company's personal data processing rules is available at the following link: <https://www.erbud.pl/polityka-prywatnosci>.

4.10. Final provisions

4.10.1. The highest level in the organisation responsible for the implementation of the Regulations and its enforcement is the Compliance Officer.

4.10.2. The content of the Regulations shall be consulted with employee representatives.

4.10.3. These Regulations shall enter into force 7 days after they have been communicated to Employees through the dedicated communication channels operating in the Company.

4.10.4. Any amendments to these Regulations must be adopted by resolution of the Management Board and the appendices attached to these Regulations shall form their integral part.

4.10.5. The Management Board shall review the Regulations for their adequacy and effectiveness at least once every 3 years.

4.10.6. Failure to comply with these Regulations may result in disciplinary measures.