

ANTI-CORRUPTION AND WHISTLEBLOWER PROTECTION POLICY

at Zakłady Górnicze-Hutnicze "Bolesław" S.A.¹

Introduction

The purpose of introducing this Anti-Corruption and Whistleblower Protection Policy is to maintain compliance in the functioning of Zakłady Górniczo- Hutnicze "Bolesław" S.A. as a subsidiary of the Stalprodukt S.A. [public limited Company], which is listed on the market organized by the Warsaw Stock Exchange S.A. with anti-corruption regulations and meets the highest standards of economic transparency and disclosure. The principles included in this Policy are in line with the standards (guidelines) developed by the Management Board and the Council of the Warsaw Stock Exchange S.A. on the initiative of the Compliance Committee.

In addition, the Anti-Corruption Policy complements the Code of Ethics introduced for application at ZGH "Bolesław" S.A. and within the Capital Group.

I. General assumptions of the Anti-Corruption and Whistleblower Protection Policy

1. This Policy adopts as the guiding principles - both in relations between employees and with superiors, as well as in relation to business partners and counterparts: promoting ethical activities, rejecting all corrupt activities as well as spreading and promoting the broadly understood compliance of the Company's activities with the laws and regulations. In addition, the employees of the Company are guided by such values as: conscientious performance of duties, professionalism and competence in every action, which at the same time contribute to increasing the quality of work results, and thus also the satisfaction of customers, shareholders and suppliers.
2. All employees of the Company are familiarized with the content of this Policy and the values expressed herein, and by submitting relevant declarations, they undertake to follow it strictly. In addition, The Company acquaints its associates, contractors, business partners, persons cooperating on the basis of civil law contracts and performing any activities on behalf of, or for the benefit of the Company with the principles set out in this Policy.

¹ The Anti-Corruption and Whistleblower Protection Policy was adopted by the Management Board of ZGH "Bolesław" S.A. by Resolution No. 4/2019 of 09.01.2019.

3. In contracts with key counterparts (customers, suppliers), the Company will introduce clauses regarding the acceptance of anti-corruption principles covered by this Policy which it will consider to be essential. This also applies to contracts concluded by the Company in the area of consulting and intermediation.

II. Responsibility for Compliance Management in the Company

1. The implementation of anti-corruption measures in the Company is supervised by the Manager of the Management Board and Corporate Affairs Office, who is responsible for developing the compliance and corruption risk management system. In particular, the compliance management system in the Company aims at identifying and managing the risk of non-compliance with the law, internal regulations of the Company and generally applicable ethical customs and rules. This risk is analyzed on an ongoing basis.
2. The Manager of the Management Board and Corporate Affairs Office, who reports directly to the President of the Management Board, once a year submits reports to the Management Board of the Company on the activities carried out. In the event of receiving a notification of irregularities, he/she immediately informs the President of the Management Board of this fact.

III. Prohibition of creating mechanisms to finance property and personal benefits, including ones with the use of the Company's assets

1. The Company pays utmost attention to transparent procedures of verification and acceptance of costs and expenses as well as cooperation with third parties (including intermediaries, agents, distributors, subcontractors, consortium members and suppliers), in order to exclude the possibility of creating mechanisms for granting financial benefits using the Company's assets.
2. It is unacceptable for the Company to create within its structures the so-called "corruption funds" from which financial or personal benefits would be financed.
3. The Company carries out internal financial audits or other similar inspections at least once a year in order to verify that there are no corruption funds within its structures. Persons appointed by the President of the Management Board as well as having appropriate knowledge and experience are delegated to conduct such audits.

IV. Compliance training

1. The Company acquaints its employees with the principles of criminal liability for corruption offenses by organizing regular training sessions, which are included annually in the training plan.
2. Such training sessions focus in particular on the ethical principles in force within the Company, the principles of counteracting and preventing corruption or a conflict of interest, counteracting the so-called "corruption funds", as well as criminal liability resulting from failure to comply with the rules and regulations of the law in force within the Company. The employee

training program in this area should take into account the nature of their work, especially the typical corruption risks.

3. The training should also cover issues related to the rules of conduct of the Company's employees in the event of an inspection by law enforcement authorities in the context of the rights of the searched or interrogated person, the right to invoke professional secrecy, the need to protect business secrets.
4. Each training session is subject to evaluation in accordance with the internal procedure in force within the Company.

V. Clauses used in contracts

1. The Company takes steps to apply appropriate anti-corruption clauses in all contracts with counterparts, partners, including business partners and all those cooperating on the basis of a civil law contract and all persons performing any activities on behalf or for the benefit of the Company.
2. Legal counsels employed by the Company will prepare the content of anti-corruption clauses to be used in contracts, broken down into categories of contracts. In particular, these clauses are intended to ensure that no part of the remuneration for the performance of the contract will be used to cover the costs of providing material and / or personal benefits by either party. They may also contain provisions regarding the right to conduct an audit, which is granted to the Company under the contract, ensuring that the contractual party's compliance with the anti-corruption provisions can be verified (in particular those resulting from the content of the anti-corruption clause).
3. It is permissible for the other party of the contract to refer to its own Ethical Policies, after being assessed by the Legal Advisers Department of the Company.
4. In justified cases, the Company reviews or audits the existing contracts in terms of corruption risk analysis and supplements them with anti-corruption clauses in the form of annexes.

VI. Giving and accepting gifts

1. Employees of the Company, in connection with the performance of their job duties, are prohibited from accepting and seeking financial benefits from other companies or persons, including the Company's customers and suppliers. Material benefits include, in particular, cash, gifts, prizes, loans, trips, employment or a service provided by customers, contractors, suppliers, etc. Acceptance of a material benefit may only take place if it is of advertising, promotional character or it is an item of small value, not exceeding PLN 100, usually handed over on ceremonial occasions and does not oblige to reciprocity. When the item has a value higher than PLN 100 or its value is difficult to determine, the employee should immediately report the receipt of the item to the Manager of the Management Board and Corporate Affairs Office.

2. Persons responsible for selecting suppliers, in particular purchasing departments, public procurement departments, etc., should not be authorized to receive gifts or other personal gratuities from entities submitting their cooperation offers to the Company.
3. Employees of the Company are obliged not to accept invitations from contractors or business partners, considered to be a material benefit (dinners, banquets, trips), if they would have a negative impact on the relations and transactions concluded by the Company.
4. No employee of the Company may, voluntarily or under pressure, promise or transfer to government officials any money or goods in kind, regardless of their quantity or value, in return for arranging matters or favoring the Company's interests. The exception are small gifts or courtesies provided occasionally during presentations, events and other meetings organized by the Company.
5. Under no circumstances should there be any transfer or receipt of money (cash or cash equivalent), and no luxury invitations.
6. The Manager of the Management Board and Corporate Affairs Office records in the register reported attempts and violations of the principles of giving and accepting gifts and explains their circumstances.
7. With the participation of the Manager of the Management Board and Corporate Affairs Office, the Company constantly takes steps to verify the scope of marketing activities carried out towards persons and entities with whom relations are characterized by a high degree of corruption risk (according to the results of the risk assessment).

VII. Sponsorship and donations

1. The general nature of sponsoring activities carried out by the Company is described in the Company's Code of Ethics (Section 11. Relations with the local community and policy implemented in the area of corporate social responsibility). However, it should be emphasized that the Company excludes direct or indirect sponsorship of political organizations. Sponsorship also does not cover, directly or indirectly, public officials nor persons performing public functions, unless separate regulations explicitly allow for such action.
2. On an ongoing basis, the Company keeps an internal register of sponsored entities in which it discloses the amounts spent on particular purposes.
3. Concluded sponsorship agreements should contain clauses enabling the Company to monitor the sponsored entity's expenses, including the right to access the documentation related to the performance of a given agreement (the right to audit). Clauses in sponsorship agreements should also allow for the possibility of immediate cessation of financing sponsored activities in the event of a justified suspicion of violation of the law in the scope covered by the agreement, occurrence of a conflict of interest or an instance of corruption. In such a case, the agreement should guarantee the right to demand reimbursement of all payments related to its implementation.

4. The sponsorship activity should not be related to any other business relationship between the Company and the sponsored entity, i.e. the conclusion of other commercial transaction, for example, a contract for the sale of goods and / or services between the sponsored entity and the Company.
5. The Company will develop internal rules for donations, which will define the conditions for making donations. In the case of cash donations, the principle is adopted that they can be transferred only in a non-cash form by means of a transfer to the bank account belonging to the recipient. If it is suspected that the donation was not used in accordance with the declared purpose, it leads to a conflict of interest or an instance of corruption - the Company has the right to demand reimbursement of all payments related to such donation.

VII. Corporate Whistleblowers - reporting information on irregularities, ensuring the protection of reporting persons.

1. The Management Board of the Company declares full support for reporting by employees of noticed cases of irregularities. For this purpose, a detailed system of reporting irregularities and ensuring protection for persons wishing to report an irregularity internally (hereinafter referred to as "Corporate Whistleblowers") will be developed.
2. In particular, the above-mentioned Policy will include the rules for reporting to the appropriate persons / bodies of the Company information on any corruption proposals, as well as other irregularities and abuse of law or breach of the internal regulations of the Company. The signaling system should enable employees, associates, contractors, partners, including business partners and all persons performing any activities on behalf of or for the benefit of the Company, to provide the above-mentioned information in a confidential and completely anonymous manner so as to protect the identity of the Corporate Whistleblower. This policy will define, inter alia, rules for dealing with reports, verification of reports, conducting internal explanatory proceedings and the follow-up actions. Should the Whistleblower make a notification and then the Company fails to take appropriate action, the Whistleblower has the right to report such a case to state authorities. The obligation to inform state authorities is also imposed on the Company if the circumstances indicate a suspicion of a crime.
3. Information about the possibility of making such reports and about available information channels (e.g. an e-mail box for reporting irregularities, hotline, etc.) will be placed on the Company's website and will be available without restrictions.
4. After verification of the report of a Corporate Whistleblower by the Manager of the Management Board and Corporate Affairs Office (in accordance with the procedure for handling reports), the Company will grant the reporting person the status of Corporate Whistleblower (it is granted to persons who in good faith provide reliable information about a suspected crime or reveal irregularities in the Company). As a consequence, such a person is covered by a special protection regime, consisting, inter alia, in the protection of the Whistleblower's identity, protection against repression from their environment, discrimination or other unfair treatment. If it concerns an employee, this protection in particular includes the prohibition of terminating the contract with him/her or changing the terms of this/her contract to less favorable - for a period of 2 years from granting that person the status of

a Whistleblower. The above provision does not apply if the termination of the employment contract is due to the fault of such an employee and results from a serious breach of employee obligations (Article 52 of the Labor Code).

5. The Company systematically keeps a register of all reports about situations that might be corrupt. The register will be supplemented with information on the scope of the proceedings determining the circumstances of the reported event, as well as information confirming the authenticity of the reported situation.

IX. Responsibilities

All employees are responsible for ensuring that they fully comply with the principles set out in this Anti-Corruption and Whistleblower Protection Policy.

In order to properly comply with the provisions of the Anti-Corruption Policy, each employee of the Company should:

- a. fully understand the detailed rules contained herein regarding responsibility incumbent on them, as well as participate in relevant training,
- b. act and behave in accordance herewith and refrain from any action that may harm the Company or jeopardize its honesty, impartiality or reputation,
- c. consult with the legal advisers employed by the Company in order to obtain information on the interpretation hereof.
- d. immediately report any irregularities to the Manager of the Management Board and Corporate Affairs Office.

In the case of unethical acts related to the violation of the provisions of this Policy, it is possible to apply sanctions resulting from generally applicable provisions of law, including termination of the employment contract.