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CONFLICT OF INTEREST POLICY

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I. OBJECTIVE OF THIS DOCUMENT

- 1.1 This Policy is applicable to Capital Group of Asseco South Eastern Europe (ASEE) and to all ASEE Employees.
- 1.2 The Conflict of Interest Policy of Asseco South Eastern Europe S.A. and all companies of the Capital Group of Asseco South Eastern Europe including Payten was designed to strengthen the system of internal controls by:
 - Identifying potential areas of conflict of interest between Company and Employee /its Related Parties;
 - Setting rules and procedures for the effective management of conflicts as they occur or may occur in case of Exposed Persons;
 - Assigning roles and responsibilities for the implementation of this Policy;
 - Ensuring compliance with relevant internal, external, domestic and foreign laws and regulations.
- 1.3 This Policy is intended to supplement all applicable laws, rules, and other corporate policies in particular the Code of Ethics, section 8 – Conflict of Interest.

II. DEFINITIONS

- **Company** – each company from the Asseco South Eastern Europe Capital Group including Payten.
- **Compliance Officer** - a designated person within the Company whose responsibility it is to ensure compliance with law and the best standards of the company's operation.
- **Conflict of Interest** - any situation in which private interests, or the interests of an Employees or Related Parties of an Employee, would be in conflict with the Company's interest.
- **Employee** – all individuals working at all levels and grades, including senior managers, officers, directors, employees (whether permanent, fixed term or temporary), consultants, contractors, trainees, seconded staff, homeworkers, volunteers, interns, agents.
- **Exposed Person** - Employees which are exposed to any potential Conflict of Interest.
- **Related Parties** are defined as:
 - members of the Employee's family ("Relatives"), including, but not limited to: spouse or a person with whom they live in an illicit union (illegitimately), a child or a foster child, grandchildren, grandparents, parent or a person under guardianship of the other individual, other relatives;

- any entity of which an Exposed Person or his/her Relatives are sole owners, board members, senior full-time executives, or working partners or of which they control directly or indirectly more than 20% of the voting rights/ownership;
- Other legal entities or individuals, through which the Employee shall indirectly acquire material or other benefit.

For the purpose of this Policy ASEE subsidiaries (Group companies) are not considered Related Parties.

III. GENERAL RULES

- 3.1 The Company shall not allow an occurrence of any Conflict of Interest, which would have any negative consequences to the Company.
- 3.2 Exposed Person must not participate in activities from which they expect to acquire, contrary to the interests of Company, direct or indirect material or other type of benefit. Exposed Person must refrain from making decision or influencing the decision in situation of the potential Conflict of Interest.
- 3.3 Each of the Employees shall:
- 3.3.1 report, according to the rules described in point 3.3 of this Policy, any family or personal relationship with staff of a business partner if he/she is involved in carrying out work with that business partner in connection with his/her duties. Each such relationship is evaluated to determine whether it constitutes a conflict of interest.
- 3.3.2 maintain impartial business relationships and make decisions based solely on merit,
- 3.3.3 not to take on additional employment with the Company's customers, suppliers or other business partners, especially competitors,
- 3.3.4 refrain from taking any action that might in the future be perceived as biased and oriented to gain undue advantage.
- 3.3. **Procedure of informing on the conflict of interest:**
- 3.3.1 Each Exposed Person shall immediately report to the Line Manager all relations or issues that are liable to result in actual and potential Conflict of Interests while fulfilling his/her assigned service duties.

3.3.2 Each member of the Company Management Board as the Exposed Person, shall report any actual and potential Conflict of Interests to the ASEE Management Board and she/he shall be excluded of any business conclusion with Related Parties. Such situation shall be also reported to the sole (or majority) shareholder and the Company Management Board shall follow provisions of relevant articles of association requiring shareholders' approval on conclusion of agreement with related parties.

3.3.3 In case of actual and potential Conflict of Interest where the Related Party is employed in the same Company, the Exposed Person is obliged to report the Conflict of Interest to HR function and to be excluded in further decision making process regarding the initial employment and further professional development/promotion of the Related Party.

3.4 Statement on conflict of interest:

3.4.1 Exposed Person discloses the relation and potential Conflict of Interest in form of a Statement of Conflict of Interest, which is presented in Appendix 1 of this Policy.

3.4.2. The Statement should be immediately submitted to the local HR in order to be included in the personal file.

3.4.3. All Employees will be obliged to file once Statement of Conflict of Interest – the Employees currently employed/engaged in the Company upon this Policy comes into force, the new one upon their employment/engagement.

3.4.4 Subsequently, any Related Parties' transactions or Conflict of Interest has to be immediately reported in form of a new Statement of Conflict of Interest.

3.5 In dealing with these potential conflicts the Company requires integrity, use of good judgement and discretion.

3.6 In case of collection of the personal data of the Related Parties, the data subject will be informed by the Company on the processing of their personal data according to art. 14 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 movement of such data, and repealing Directive 95/46/EC.

3.7 **Exposed Persons:**

- Should not take any corporate opportunity that could generate revenue for themselves or for a Related Party when such opportunity results from the use of corporate property or information gained from the Exposed Person's capacity.
- Should not use their position of authority within the Company to promote the personal and business interests of any of their Related Parties.
- Should not use their position and authority to influence on any employment of related parties. In such a case, the Exposed Person is obliged the said conflict of interest to report to HR function and to be excluded in further decision making process and further professional development/promotion of related party. For more details please also, refer to HR Recruitment and Selection Policy.
- Should not benefit from advantageous terms and conditions when transacting of the Related Party with the Companies.
- Should not participate in a discussion or decision that entail a Conflict of Interest between Exposed Person/s and ASEE Group companies.
- Must not participate in reviewing and adopting decisions, conclude agreements or perform any other business activities if their objectivity is jeopardized due to existence of conflict between their personal interest and the ASEE Group companies' interest.
- Must not conceal existence of Conflict of Interest in any form.

IV. ROLES AND RESPONSIBILITIES

ASEE Management Board

- Is responsible for developing, approval and regular review of this Policy.
- Is responsible for giving an opinion when asked by ASEE Local Country Board on all transactions between Exposed Persons/Related Parties and the any ASEE Company.

ASEE Local Country Management Board

- Is responsible for making sure all forms are collected.
- Is responsible for explaining or clarifying in case interpretation of the Policy is needed, either directly or through delegated person.

ASEE HR

- For currently employed employees:
 - Line managers make sure statements from their teams are submitted to local HR;

- All employees are required to submit their statements directly to HR;
- HR informs local Management Board about potential conflict of interest resulting from the Statement and status of collected/non-collected forms.

▪ For new employees:

HR collects Statements from new joiners and informs local Management Board about potential conflict of interest resulting from the Statement

All statements will be kept in employees' personal files.

COMPLIANCE OFFICER

If there is appointed the Compliance Officer in the Company he/she should be responsible for:

- constant review the Company's processes with regard to their vulnerability to conflicts of interest and, if necessary, implementing the necessary changes in order to minimize the risks and effects of conflicts of interest,
- in a conflict of interest situation, analyzing and making recommendations to the Management Board overseeing the area of changes in work organization,
- maintaining a record and archiving:
 - (i) the notifications of the occurrence or potential for occurrence of conflicts of interest in connection with the Company and employee activities and
 - (ii) the recommendations made to business units regarding conflict of interest issues,
- analyzing of reported conflicts of interest in terms of the risk of whether a conflict actually exists and what it may affect,
- on the basis of the reports, maintenance of a register of services performed by or on behalf of the Company in relation to which a conflict of interest has arisen or may arise,
- on the basis of the analysis of the reported conflicts of interest and the controls carried out in this regard, the officer develops recommendations for the Company's units, which should contribute to reducing the possibility of their occurrence.

V. FINAL PROVISIONS

- 5.1 Each Employee/Exposed Person should undertake to comply with the present Policy in writing.
- 5.2 Upon signing Statement of Conflict of Interest, all Exposed Persons/Employee are required to disclose any potential conflict of interest.

- 5.3 Non-compliance with the Conflict of Interest Policy shall be treated as the serious breach of the employee's duties, rights or obligations, which empowers the Company to the termination of the employment contract or any other contract with the Employee with an immediate effect.
- 5.4 This Policy is effective from the date of its adoption by the Management Board of Asseco South Eastern Europe SA. As of the effective date of this Policy, the previously binding Conflict of Interest Policy loses its effect.
- 5.5 If effectiveness of this Policy requires additional actions of the Subsidiaries' management, the management is obliged to take these actions as soon as possible and no later than one month from the day of coming of this Policy into force.

VI. STATEMENT OF CONFLICT OF INTEREST

I _____ (name, surname and position) with regard to my employment in _____ (name of the Company), hereinafter referred to as the "Company"

I do not have any potential Conflict of Interest, i.e.

I do not have and any of my Related Parties does not have a direct or indirect interest in any business transaction(s), agreement, and investment with the Company.

I am not having a business dealings or transaction with a vendor, supplier or any other party which could result in my personal benefit.

I do not have any Related Parties among Employees or applicants in the Company

I do not have any Related Parties among staff of any company cooperating with the Company.

Holding shares in a Company or in any company belonging to ASEE Group shall not be recognized as potential Conflict of Interest and as such is not subject to reporting.

I have the following potential Conflict of Interest to report:
(in case of positive answer to this question please tick and complete below points and describe the situation according to below instructions)

I have a direct or indirect interest in a business transaction(s), agreement, and investment with the Company (apart from the contract being a basis for determining me as Employee);

I have a Related Party, having a direct or indirect interest in any business transaction(s), agreement, and investment with the Company;

I am having a business dealings or transaction with a vendor, supplier or any other party which could result in my personal benefit as the result of the relations between the said entities and the Company;

I or my Related Parties have interest in purchasing by the Company services from _____ (name of the company);

My _____ Related Party is an Employee or applicant _____ (name of the related person);

My Related Party is a staff of the entity having business relations with the Company - _____ (name of the company);

Related person(s) is involved as a party to or have an interest in any pending legal proceedings involving the Company and _____
(name of the company);

I have other relations or potential Conflict of Interest.

Please elaborate on the potential conflict arising from the above situation with regards to the transaction concerned (e.g. nature of service/ transaction, if related person involved, the identity of the related person and your relationship with that person):

I hereby confirm that the disclosure made above are complete and correct to the best of my information and belief. I shall not be participating in the discussion and decision making of this matter. I agree that if I become aware of any information that might indicate that this disclosure is inaccurate or that I have not complied with the Conflict of Interest Policy, I will deliver my notification immediately.

I hereby declare and confirm that I have informed Mr/Mrs
(hereinafter referred to as Related Person) on processing on his/her personal data by the Company, according to art. 14 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 movement of such data, and repealing Directive 95/46/EC by providing him/her with the Company's Information Clause as in the Appendix to this Statement – "Information Clause". I also declare that I am able to present the confirmation of providing of the Information Clause to the Related Person."

Name, Surname and Signature

Place and Date