



ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

No. POL003

VERSION 2

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Author of the Document:

Darius Bručkus, Corporate Security Manager

I.PURPOSE

1. The purpose of the *Anti-Bribery and Anti-Corruption Policy* (hereinafter referred to as the *Policy*) is to establish the main principles and requirements of AB Klaipėdos nafta (hereinafter referred to as KN or the Company) and to define the main guidelines for their compliance.

II.SCOPE OF APPLICATION

2. The provisions of the *Anti-Bribery and Anti-Corruption Policy* shall apply to all employees of AB Klaipėdos nafta, members of the management and supervisory bodies and third parties acting on behalf of Klaipėdos nafta.

III.REFERENCES

3. The *Policy* requirements are met in accordance with the following legal acts of the Republic of Lithuania and the documents regulating the operation of KN (as amended):

Guidelines for Processing of Personal Data GAI010 – regulate the processing and legal protection of personal data at KN, as well as purposes and measures for processing of personal data.

Personal Data Privacy Policy POL013 – regulates the procedure of processing personal data at KN.

The Republic of Lithuania Law on Prevention of Corruption - defines the main principles, objectives and tasks of corruption prevention in the public service and the private sector, corruption prevention measures and their legal bases, subjects of corruption prevention and their rights and duties in the area of corruption prevention.

Standard of Conduct POL012 – defines general principles of KN employees' conduct in relationship to others, as well as the areas of responsibility of KN employees and executives, the procedure of upholding values, conducting business, safeguarding the assets of KN and the procedure to be followed in cases where any irregularities are detected.

Republic of Lithuania Law on Legal Protection of Personal Data, Regulation (EU) 2016/679 of the European Parliament and of the Council 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 (General Data Protection Regulation), other related legal acts and instructions, guidelines and recommendations by competent authorities.

Procedure for Reporting, Investigating and Informing Persons about Possible Infringements PRC011 – defines the procedure of receiving and investigating reports on possible infringements relating to corruption, abuse, fraud, non-compliance to the KN Standard of Conduct, negligence, omissions and other types of irregularities, as well as informing the reporting persons of the course of investigation of their reports.

Policy for the Management of Private Interests POL018 – determines the principles and measures for prevention of conflicts of private and public interests of KN and the Company Group and for the management of interests, in order to ensure proper functioning of the system for the prevention of conflicts of interest, to create an environment unfavourable to corruption, as well as to enhance trust in the activities of the KN company group.

Procedure for Declaring Private Interests and Managing Conflict of Interests PRC029 – defines the requirements for the declaration of private interests by *Interested Persons*, regulates the control of the

data provided and the management of conflicts of interest of KN and the process of declaration of private interests.

Rules of Procedure – define the procedures, establish the basic rights and obligations of KN employees and the Employer, liability related to labour relations at KN, as well as the work and rest regime.

IV. TERMS AND ABBREVIATIONS

4. The following terms and abbreviations are used in the present *Policy*:

Close relatives mean the spouse, cohabitant partner or partner of the employee, where the partnership has been registered in accordance with the law (hereafter referred to as the 'Partner'), as well as their and the employee's parents (adoptive parents), children (stepchildren), siblings, grandparents, grandchildren, and their respective spouses, cohabitant partners or partners.

GDPR means Regulation (EU) 2016/679 of the European Parliament and of the Council 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 (General Data Protection Regulation).

Employee means a person working at AB Klaipėdos nafta, serving in the management and supervisory bodies of AB Klaipėdos nafta, or a third party acting on behalf of AB Klaipėdos nafta.

Donation property transferred by a natural person or a legal entity to the ownership of a person who receives the donation free of charge.

Conflict of interest means a situation where an Employee has to choose between performing their duties and/or entrusted functions in an honest manner, and a private or third-party interest.

Bribery means offering, promising, giving, accepting, or soliciting certain benefits to induce illegal, unethical, or defamatory acts.

Bribe means unlawfully obtained or pursued unjustified reward, unjust property gain; any unlawful or unreasonable consideration for personal gain or another person's gain due to a person's rightful or unlawful act or omission in the exercise of their authority, expressed in the form of any property or other personal benefit (tangible or intangible, with or without economic value in the market)..

Corruption means abuse of the power entrusted for personal gain. Corruption offenses include: bribery, trading in influence, graft, abuse of official position or excess of powers, abuse of authority, misappropriation of documents or measuring instruments, swindling, swindling or misappropriation of property, disclosure of commercial secret, provision of inaccurate data on income, profit or assets, laundering of crime-related money or property, interference with the activities of a civil servant or a person performing the functions of public administration, or other criminal acts where such acts are performed with the intention or requirement of a bribe, graft or in order to conceal or disguise bribery or graft.

Corruption prevention means the disclosure and elimination of the causes and conditions of corruption through the establishment and implementation of an appropriate system of measures, as well as the impact on individuals in order to deter corruption-related offenses.

Cronyism means patronage of friends and trusted colleagues in the exercise of person's official position, name or power.

Nepotism means patronage of family members, relatives or acquaintances in the exercise of person's official position, name or power.

Abuse means intentional abuse of official position in order to obtain an unjustified reward for oneself or another person or entity.

Trading in influence means cases where any person claims or confirms that they may, in exchange for unjustified consideration, unduly influence the decisions of those responsible, such unjustified consideration is directly or indirectly promised, given or offered, as well as cases where an offer or

promise of such consideration is requested, received or accepted in exchange for influence, irrespective of the fact whether such influence is committed or not and whether the desired result of such influence is achieved or not.

Fraud means the process of fraudulently acquiring, evading, or extinguishing a property or right in rem.

Valuable asset means everything that has monetary value to the recipient, including but not limited to cash or cash equivalents, services, charitable gifts, travel and/or entertainment expenses, meals and gifts.

V.OBJECTIVES OF POLICY IMPLEMENTATION

5. KN is committed to conducting its business in accordance with the laws, rules and regulations applicable to its activities and in accordance with the highest standards of business ethics.
6. KN seeks open competition, ethical business conditions, and proper transparency and publicity for its operations, and is therefore constantly engaged in preventing corruption.
7. KN explicitly speaks out against bribery, fraud, extortion of property, creation of fraudulent accounts, performance of unofficial or improperly registered transactions, the accounting of fictitious expenses, the use of forged documents and other forms of corruption mentioned in the United Nations Convention against Corruption.

VI.MAIN PRINCIPLES / COMMITMENTS

8. KN undertakes to organize and carry out its activities in such a way as to prevent or detect corruption or its manifestation in any form:
 - 8.1. Zero tolerance to Corruption. KN does not tolerate Corruption or any form thereof its activities and is committed to taking targeted preventive measures to prevent the occurrence of any form of corruption.
 - 8.2. Compliance with legality and the highest ethical standards. Employees of KN comply with the requirements of legal acts, including the requirements of the Law on Prevention of Corruption. Where this policy or legislation does not set out appropriate standards of conduct, the employees shall conduct themselves in a manner consistent with the highest standards of trustworthiness, integrity and transparency acceptable to society.
 - 8.3. Personal example of executives. It is the responsibility of every executive in the Company to model good behaviour, to communicate it to employees and to foster a culture of 'zero tolerance' to corruption.
 - 8.4. Involvement of employees. The employees shall be informed about the corruption prevention measures in place and familiarised with the legislation on corruption resistance. Periodic anti-corruption training shall be organised to raise anti-corruption awareness among employees and encourage them to report violations of the provisions of this *Policy*.
 - 8.5. Disclosure of information. KN ensures that its activities and objectives are transparent and clearly stated and that its accounting records are accurate and present fairly all economic transactions and events. The Company's main documents are publicly available (on its website), ensuring full disclosure of non-confidential information. Information on the implementation of the objectives of this policy is provided in the Company's annual reports. Notwithstanding the above commitment to transparency of information, KN protects and does not disclose trade and industrial secrets and confidential information to persons not entitled to receive it.

- 8.6. Avoiding conflicts of interest. Employees shall avoid conflicts of interest which may adversely affect the impartial and objective performance of their duties or functions. The declaration of private interests and the management of conflicts of interest shall be carried out in accordance with the procedures set out in the Company's Procedure for Declaring Private Interests and Managing Conflict of Interests.
- 8.7. Zero tolerance for nepotism and cronyism. Employees shall not place family members, relatives and other related persons and friends in a relationship of direct command and control. Employees involved in recruitment, promotion, professional development or dismissal processes must ensure the implementation of the principle of the highest level of excellence.
- 8.8. Reliability of personnel. Only persons of good reputation can become employees of KN. The Company shall apply measures for the prevention of conflicts of interest and for the verification of the good reputation and integrity of candidates and employees, in accordance with the procedure laid down by law and other legal acts.
- 8.9. Abuse. KN does not tolerate any abuse of office. All assets, confidential information, resources and finances of the Company shall be used solely for the purposes and needs of the Company and their use shall be governed by internal legislation.
- 8.10. Gifts and hospitality. KN does not tolerate any kind of gifts or favours given or received in connection with employment or job position, except for:
- 8.10.1. Gifts or favours given or received under an international protocol (value not exceeding EUR 150).
 - 8.10.2. Gifts or favours for representational purposes (symbols, calendars, books and other printed material of an informative nature, the value of which does not exceed EUR 150).
 - 8.10.3. Services provided or offered which are used solely for the purpose of working or representing the Company. It is intended that any costs associated with conferences, trips or events, where the organiser is a potential supplier, will be borne by the Company itself.
- Gifts shall be recorded and valued in accordance with the Company's procedures.
- Acceptance of any gifts of money, gift vouchers or alcoholic beverages, as well as gifts of low value, shall be prohibited if the circumstances in which they are given or received are likely to give rise to confusion, contradiction and the appearance of a conflict of interests.
- The offer, receipt and provision of a gift or exclusive benefit of significant value may be considered as an intent to bribe and must be reported to the employee responsible for the prevention of corruption within the Company and to the competent authorities.
- In order to assess the acceptability of gifts and hospitality, each proposal must be evaluated against the criteria set out in Annex 1 of the *Policy*.
- 8.11. Support. Support shall be granted in accordance with the requirements laid down in the legislation and the internal documents of KN governing the granting of support.
- 8.11.1. Support and charitable contributions shall be made only within the scope of the KN's socially responsible activities. KN shall take responsible decisions and carry out activities that may in one way or another affect its employees, clients and partners, as well as local communities. KN supports environmental projects, sport, culture and education. Funds for support or charitable contributions shall be allocated in accordance with the KN's Procedure for the Provision of Support Funds.
 - 8.11.2. KN does not tolerate granting support or charitable contributions in cases, where it could be perceived as a bribe.

- 8.12. Political neutrality. KN does not support any political party, political organisation or politician and seeks to ensure that support granted is not used to finance political parties or political campaigns, or to cover debts incurred by political campaigners in the course of, or in connection with, political campaigns.
- Irrespective of their role and position, employees, who, individually or on their own, are involved in political activities or campaigns, may not use the resources, networks or brand of KN for the purpose of financially or non-financially supporting political parties, politicians or political campaigns.
- 8.13. Transparent procurement. KN ensures that all procurement is carried out in a transparent manner, in accordance with the requirements of equality, non-discrimination, mutual recognition, proportionality and impartiality, with a rational use of funds, and with equal and non-discriminatory treatment of suppliers, both during the procurement and during the performance of the contract.
- 8.14. Business partners. It is sought to ensure that all operational partners of KN are aware of this *Policy* and comply with its provisions. The Company shall conduct a financial-economic and reputational-due diligence screening of the prospective business partner at the start of the cooperation with them, and consistent assessment and monitoring/control mechanisms shall be in place in relation to existing business relationships. It shall be sought to discontinue cooperation with business partners with a history of corruption.

VII.POLICY IMPLEMENTATION, CONTROL AND LIABILITY

9. Each employee is responsible for complying with the requirements of this *Policy* and for enforcing its provisions.
10. All management staff shall conduct themselves in a manner consistent with the standard of conduct set out in the *Policy* and shall ensure that, in the areas of their responsibility, activities are organised in a transparent manner, and that appropriate actions and internal control measures are put in place to prevent the occurrence of abuse, bribery, or any other manifestation of corruption.
11. The Head of Prevention, who is accountable to the CEO of KN is appointed by the KN to be responsible for monitoring the implementation of corruption prevention.
12. The Company carries out periodic audits of the anti-corruption measures in place, their effectiveness and carries out regular monitoring.
13. In order to properly manage the risk of corruption, periodic identification and assessment of corruption risk factors is carried out and management measures are planned, including the identification of the likelihood of corruption occurring. The results of the corruption risk assessment surveys shall be made publicly available on the Company's website.
14. Corruption risk assessment is used as a basis for the preparation of a corruption risk list (map), which is integrated into the risk management plan of the Company.
15. KN seeks that all of its suppliers, contractors, subcontractors, consultants, intermediaries, beneficiaries, third parties acting on behalf of KN, as well as other partners comply with the provisions of this *Policy*, thus the *Policy* is made publicly available.
16. In order to ensure the implementation of the provisions of the *Policy*, prevention of violations, transparency and trust, the Company encourages Employees, business partners and other

interested parties to report any violations of the provisions of the Policy and to obtain information related to its implementation. Violations may be reported through the following reporting channels established by the KN: by email at SpeakUp@kn.lt or via anonymous online form at www.kn.lt/pranesk/2570.

17. The Company shall take all measures to protect the reporting persons from any possible negative consequences, to ensure the confidentiality and anonymity of personal data in accordance with the laws and other legal acts. To encourage individuals to provide valuable suggestions for improving the Company's performance, including reporting violations, a monetary reward may be established.
18. Any reports received shall be handled in accordance with the Company's rules, depending on their content. A report received shall not be referred to a unit or employee for investigation if the reporting person has raised concerns about the actions of such unit or employee in their report.
19. In case of failure to comply with this *Policy*, an investigation of the suspected violation shall be carried out, the results, conclusions and proposals of which shall be communicated to the members of the Company's governing bodies and shall be made publicly available by internal and external means of communication insofar as such communication does not conflict with the legal acts governing the protection of personal data.
20. Violation of the provisions of this *Policy* may be considered as a serious breach of employment obligations. Any employee of the Company who commits an act of a corrupt nature, irrespective of their position or functions, shall be held liable in accordance with the procedure established by law.
21. In case of detection of actions that do not comply with the provisions of the *Policy* or that show signs of corruption, disciplinary measures shall be taken immediately, and in case it is found that the activity shows signs of a criminal offence, the Company shall inform the competent law-enforcement authorities and such acts may be subject to the liability provided for by the legislation.
22. The Head of Prevention shall be responsible for reviewing and updating this *Policy*.
23. The *Policy* shall be approved, amended or repealed by the Chief Executive Officer of KN with the approval of the collegial management body and the supervisory body.
24. The *Policy* shall be reviewed and updated in the event of significant changes in the governance structure of KN, changes in legislation or, as appropriate, but in any case, at least once every 2 (two) years.

Annex 1

QUESTIONNAIRE FOR ACCEPTING GIFTS AND ASSESSING HOSPITALITY

Before accepting or giving any gifts or invitation to free events, each Employee must answer the following questions:

1. Why is the gift/invitation being offered? Is anything expected in return for accepting it?
2. How the gift/invitation relates to the activities carried out by KN and whether I am the appropriate representative of KN to accept or make the offer?
3. Is the person offering or receiving the gift/invitation currently being negotiated with by KN? Is he/she involved in the purchase/sale procedures?
4. If I accept or pass on a gift/invitation, can I justify my decision publicly to my colleagues, the media or the public?
5. Does the person receiving or offering the gift/invitation often receive or make such offers?
6. If the gift/invitation is offered only to me, why is it offered to me specifically?
7. Does accepting the gift create any sense of potential obligation to the donor?
8. Is the donor being treated ambiguously, giving the wrong impression that a gift (gratification) is being expected from them?
9. Will the free event be attended by representatives of other companies?
10. Has the making or accepting of the invitation in question been agreed with my supervisor/person who appointed me?