



BUSINESS CONDUCT CODE
OF DR GERARD SP. Z O.O.

20 MAY 2024



Business Conduct Code

Introduction

Dr Gerard, being one of the largest and the most important confectionery companies in both the Polish and Central European markets, undertakes to act responsible and lawful and to apply the highest standards of business integrity. Compliance with this principle is the basis for the reputation of Dr Gerard and its products which have achieved among employees, customers and business partners.

Improper conduct, even individuals, is capable of harming the reputation we make daily with great commitment. Business Conduct Code of Dr Gerard define binding rules of responsible activities of employees within the company, as well as in dealing with outsiders, particularly with customers and business partners.

These rules are made to make it easier for each of us to know what is his or her duties and what is appropriate. They should also make us aware of the ethical issues we face in our day-to-day work and help us overcome the legal challenges involved. They allow to gain a good orientation and strengthen confidence in the company Dr Gerard, its capabilities and reliability, and its employees.

Dr Gerard has a clear position: we do not agree to conduct business activities that violate applicable law, internal procedures or standards which the company has undertaken to comply. We do not tolerate any practices that may adversely affect the image of Dr Gerard or its shareholders.

Dr Gerard Board of Management



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1. Scope

These Business Conduct Code apply to all employees of Dr Gerard.

They constitute the globally uniform internal basis for our conduct and our business activities. Third parties do not derive any rights from these Business Conduct Code.

2. Basic standards of conduct

2. 1. Compliance with law and standards

Every employee is required to comply with the laws and regulations of the legal system within he/she is operating. In the event of a violation, each employee faces disciplinary consequences for a violation of their obligations under their employment agreements in addition to the sanctions provided by law.

Moreover, the company Dr Gerard expects the actions of every employee to be compliant with:

- Business Conduct Code of Dr Gerard based on principles of the UN Global Compact,
- Internal regulations and Regulations for the Work.

2. 2. Responsibility for the image of Dr Gerard

The image of our company is largely determined by the attitudes, actions and conduct of every employee. Inappropriate behaviour, even of individual employee, may cause significant harm to Dr Gerard or to its shareholders.

Thus, every employee is required to protect the reputation of the company and care for its image.

2. 3. Mutual respect, honesty and integrity

We respect the personal dignity, privacy and personal rights of every individual. We work together with employees and business partners of different nationalities, ethnic backgrounds, skin colours, cultures, religions and world views. We do not tolerate any discrimination, whether on the basis of one of the foregoing characteristics or on the basis of gender, sexual identity, age or disability. We do not tolerate any form of slavery, forced labour or child labour. We do not employ workers under the age of 16. We respect legal requirements regarding working time, overtime, pay, holidays and leave for all employees.

Dr Gerard does not restrict the right of employees to establish trade unions or other licit and peaceful workers' organizations.

We are open, honest and responsible. We are reliable partners and only make promises which we can keep.

2. 4. Leadership, responsibility and supervision

Integrity and compliance with laws and regulations and Dr Gerard internal rules Begin with the management of the company. Every manager bears responsibility for the employees entrusted to him/her. Give an example of his/her personal conduct, performance, openness and social competence. It is also the responsibility of the managers to constantly emphasize the importance of proper conduct in daily work, as well as the care for their good reput and an integral, consistent image.



Every manager is responsible for ensuring that no violation of laws, internal procedures or these Business Conduct Code occurs within his/her area of responsibility which proper supervision could have prevented or made more difficult. The manager likewise remains responsible for actions delegated to others.

The manager should apply the principle of equal treatment in assigning tasks and assessing the work of his / her employees, not taking into account family relationships or other relationships.

Lack of close links between superior and subordinate is recommended.

Every manager bears duties of organisation and supervision. These include, in particular, the following:

1. Each manager must exercise due care in selecting employees, and such selection must be based on their personal and professional aptitude (duty to select).
2. Each manager must formulate task assignments in a precise, complete and binding manner, particularly with respect to compliance with law and Dr Gerard regulations, e.g. Dr Gerard procedures and work instructions (duty to instruct).
3. Each manager must ensure that compliance with laws and Dr Gerard procedures is monitored on a continuous basis (duty to monitor).
4. Each manager must clearly demonstrate to employees the importance of acting with integrity and complying with laws and Dr Gerard regulations in day-to day business and must clearly communicate that violations of laws and rules will not be tolerated and will trigger consequences under employment law (duty to communicate). Each manager is also obliged to take feedback from employees concerning complying with laws and regulations.

2. 5. Quality of products

The market success of our products is inextricably linked to their consistently high quality. The goal of Dr Gerard quality policies is to supply products of excellent quality. Every employee bears an obligation to strive after these goals on the job. Managers bear a continuous obligation to promote employee awareness.

3. Interaction with business partners and third parties

3. 1. Fair trading and competition law

Fair trading and competition laws protect freedom of competition in the market. Violations of these rules involve severe penalties.

Therefore, in terms of free competition, employees must not participate in arrangements or agreements on prices, commercial terms or production volumes. It is also impermissible to enter into any agreement or arrangement with competitors to divide up market territories or assortment.

The market position of the company may not be exploited contrary to law.

Employees are not permitted to illegally procure competition-relevant information or to knowingly disseminate false information about a competitor or its products or services.



3. 2. Anti-corruption

3.2.1 Offering and granting of gifts and benefits

Our company secures its contracts through the quality and price of our products.

No employee may directly or indirectly offer or grant illegal gifts and benefits in the course of his or her business dealings, either in monetary form or in the form of any other benefit. This applies especially to public officials. Every gift or benefit granted must be in line with applicable law and Dr Gerard internal procedures.

Dr Gerard likewise does not tolerate that our consultants, intermediaries, distributors or comparable third parties acting on behalf of Dr Gerard offer or grant unjustified gifts and benefits. Thus, employees entering into contracts with such third parties must appropriately:

- verify the qualifications and integrity of such third parties and
- proactively ensure that such third parties conduct themselves in accordance with these Business Conduct Code.

3.2.2 Demanding and accepting of gifts and benefits

No employee may misuse his/her position to demand, accept, procure or be promised personal gift and benefits for him/herself or family members or for third parties which he/she would not have received if not in that position. This does not include accepting customary occasional gifts of low value or invitations to meals / events of a reasonable scope if respect for local customs, applicable law and Dr Gerard procedures on gifts and benefits are respected in this context. Beyond this, employees may not accept any gifts or invitations. Where, in an individual case, there are substantial business arguments against explicitly refusing a gift or benefit, Dr Gerard Board of management will decide on further action.

Suppliers must be selected exclusively on a competitive basis, after comparing them as on price, quality, performance and suitability of the products or services offered.

3. 3. Donations

As a responsible member of society, Dr Gerard donates only material donations in the form of its products or the work of its employees to education and science, the arts, culture and social welfare causes. The rule is that no donations are made in the form of money.

The following rules apply to the grant of donations:

- Requests for donations submitted by individuals must generally be rejected.
- Under no circumstance may a donation be made to any person or organization capable of harming Dr Gerard reputation.
- The donation must be transparent. The recipient of the donation and the recipient's actual use thereof must be known. The reason for donation and its intended use should always be documented.
- Every donation should be tax-deductible.
- Internal procedures on donations must be complied with.

Quasi-donations, i.e. donations which are intended to look like compensation for a specific service but which actually substantially exceed the value of that service, violate the principle of transparency and are prohibited.



3. 4. Combating money laundering

It is declared goal of Dr Gerard to only maintain relationships with customers, consultants and business partners if their business activities are in line with what is prescribed by law and their financial assets stem from legitimate sources. All employees are required to strictly comply with the law on combating money laundering. Suspicious conduct by contractors must be reported. All of the applicable rules with respect to recording and accounting for cash and other transactions and contracts must be complied with.

3. 5. Trade controls

Dr Gerard complies with all export control and customs laws and regulations applicable in the individual countries in which Dr Gerard undertakes transactions. Rules of this kind may be applicable in connection with direct or indirect exports or imports from or to sanctioned countries or in connection with third parties as to whom there might be suspicions in respect of national security or of participation in criminal activity. Violations of these laws and regulations may give rise to drastic penalties, up to exclusion from simplified procedures for importation and exportation, potentially resulting in the interruption of the seamless supply chain.

All employees involved in importing and exporting goods are obligated to comply with all of the applicable trade sanction, export control and import laws and regulations and with all guidelines and procedures applicable to their business activities.

3. 6. Tax transparency

Dr Gerard has a clear company structures. The company regulates tax obligations in accordance with the laws of the countries in which it operates. The company does not transfer its activities to the so-called tax havens and does not allow members of Dr Gerard management team or members of their families to operate in those countries or hold shares in companies operating there.

We only cooperate with reliable partners who are not even suspicious of being active participants in the tax fraud (e.g. VAT carousel).

4. Avoiding conflict of interest

All Dr Gerard employees are required to make their business decisions in the best interest of Dr Gerard, not on the basis of their own personal interests. To avoid conflicts of interest or loyalty, the following rules apply:

4. 1. Duty of disclosure

Every employee must notify his/her supervisor of each personal interest (including personal interests of family members or close personal friends) he/she might have in connection with the performance of his/her employment obligations. Attempts by contractors to influence the employee by grating gifts and benefits to Dr Gerard employees, their family members or close personal friends must be reported immediately.

4. 2. Transparency in awarding contract

No employee may award a contract or cause a contract to be awarded to family members or lose personal friends without the prior written consent of the responsible supervisor.



4. 3. Private engagement of Dr Gerard business partners

No employee may have private contracts performed by companies with whom the employee deals in a business capacity for Dr Gerard if the employee might as a result derive advantages which are uncustomary in the market. This applies in particular to situations in which the employee has direct or indirect influence on Dr Gerard's contracting with a particular entity or when the employee cooperates with the company.

4. 4. Prohibition of competition

No employee may manage a company or work for a company that competes in whole or in part with Dr Gerard.

4. 5. Additional activity

Taking paid additional activity requires prior written notification to the Dr Gerard Board of managements. Permission will not be granted if it is incompatible with Dr Gerard interests. Exception to this rule are, for example, lecturing or occasional writing activities.

5. Handling of company property

The facilities and equipment located in offices and factories (e.g. telephones, copying machines, PCs including software and internal network / Internet, machinery and tools) may only be used for the company's business unless employees have been given explicit permission to use them for private purposes.

Under no circumstances may employees retrieve or forward information which incites racial hatred, glorifies acts of violence or encourages the perpetration of criminal acts or which is deemed to be sexually offensive within the local culture.

6. Handling of information

6. 1. Documenting and reporting

All records and reports produced internally or distributed externally must be accurate and truthful. In accordance with generally accepted accounting principles, completeness, correctness, up-to-date and system compatibility of collected data must be ensured. ,

6. 2. Confidentiality

Confidentiality must be observed with regard to all internal company matters which have not been made known to the public. Such matters include, for example, information on the company organisation structure and facilities, its business, manufacturing, research and development processes, its projects and data of internal reporting and information about Dr Gerard's strategy. Particular attention should be paid to the prevention of accidental disclosure of information in public (train, café, telephone).

Non-public information regarding suppliers, customers, employees, consultants, agents and other third parties must likewise be protected in accordance with legal and contractual requirements. In particular, no employee is permitted to create records, files, video and audio documents or reproductions without the consent of his / her supervisor, unless this is directly required by his / her job.

The obligation to observe confidentiality shall survive the termination of employment.



6. 3. Data protection and information security

Access to the Internet, the worldwide exchange of electronic data, and electronic communication and business transactions are all essential to the performance and efficiency of each individual employee and to the success of the company. Electronic communication, also harbours risks in terms of personal privacy and data security. Effectively guarding against these risks is an important, integral part of IT management, management tasks, but also each individual employee.

Personal data may be collected, processed and used only insofar as this is necessary for predetermined and clearly defined legitimate purposes. Personal data must be securely stored, may be transmitted if the required precautionary measures are observed and protected against unauthorized access. The use of data must be transparent to the persons concerned. These persons should be provided with access to their personal data, the right to correct them, and in the event of any objection, blocking or deletion of data.

6. 4. Insider information

Insider information is concrete information regarding facts and circumstances which are not publicly known relating to the issuance of securities or to the securities themselves and which are apt, in the event they enter the public sphere, to have a material effect on the stock exchange or market price of the securities.

Dr Gerard employees who gain insider information with respect to another company as a result to their job (e.g. customers, suppliers) are prohibited from trading in securities of that company, whether listed on the stock exchange or traded in free trade. They may likewise not give any investments tips in this respect.

7. Environmental protection, safety and health

7. 1. Environmental protection

Protecting the environment and minimising consumption of natural resources are high-priority aims which are documented in Dr Gerard ESG Policy. Environmentally sensitive conduct is the responsibility of every employee. Awareness of our responsibility for the environment is an ongoing managerial task in every sphere of activity

7. 2. Health and safety at work

Preventing accidents and taking precautions with regard to work-related health hazards is one element of the duty to care which the company provides to its employees. It is the responsibility of all employees - within individual possibilities - to work together to achieve these goals. This applies as much to the technical aspects of workplace design, equipment and processes as it does to safety management as a whole and every employee's conduct at work.



8. Reporting of violations

Employees should report any real or potential violations of law, of these Business Conduct Code or any internal rules to their manager, HR Director, CFO or CEO of Dr Gerard.

Report can be made via:

- website www.drgerard.eu in contact file
- mail: info@drgerard.eu
- on the company address: Dr Gerard Sp. Z o.o., ul. Radzyńska 9, 21-560 Międzyrzec Podlaski,
- personally in Company site
- post boxes in plants

Notifier may request staying anonymous and the company guarantees his / her full confidentiality.

9. Implementation and monitoring

The Board of Management and all persons holding managerial positions actively communicate the Business Conduct Code and care about its permanent functioning in the company.

Compliance with law, the Business Conduct Code and internal regulations is to be regularly monitored by management and superiors.

10. History of changes

Edition no 2

Implemented changes have been made in point 8 – referring to reporting of violations.