

## **ETHICS IN THE PURCHASE PROCESS**

**in Metraco S.A.**

### ***ABSTRACT***

1. Ethics in the purchase process contains the rules of conduct related to all employees of Metraco S.A. who are involved in the realization of purchase processes.
2. The employee can neither establish business relations nor conclude contracts on behalf of Metraco S.A., the parties to which would be family members of the employee unless the President of the Management Board of Metraco S.A. has given his consent thereto in writing, otherwise such consent being null and void.
3. If the employee has established business relations or concluded contracts on behalf of Metraco S.A. the parties to which would be a family member of the employee without the written consent referred to in par. 2, it can be deemed to be a material breach of employee obligations within the meaning of the Labour Code.
4. The employee shall be obliged to notify the employer of all and any conflicts of interest that may arise between his employment in Metraco S.A. and a possible relation with a supplier.
5. The employee shall be obliged to treat suppliers honestly and equally, without limiting free competition.
6. Acceptance of benefits from suppliers risks reputation of Metraco S.A. and thus such behaviour can be treated as a material breach of employee obligations within the meaning of the Labour Code.
7. If the employee is uncertain about whether or not he is compliant with the rules of Ethics or the provisions of the law, he shall notify his superior thereof and provide him with the explanations concerning the existing or potential problem.

### ***PREAMBLE***

This document contains rules and standards of professional conduct of persons participating in the purchase process of Metraco S.A. It is crucial for the employees to observe the rules and obligations provided for below in order to maintain efficiency of purchase processes and convince suppliers and the other stakeholders of professionalism and honesty of Metraco S.A.

### ***GENERAL RULES***

§1

#### LOYALTY

Employees of Metraco S.A. (hereinafter referred to as the Employee) should be loyal towards Metraco S.A. and strive after increasing its value and good name. Actions taken by the employee should correspond to the objectives and mission of Metraco S.A.

§2

#### PROFESSIONALISM

The employee shall complete his task diligently and pursue his aims doggedly. The employee should be able to anticipate the results of decisions made and avoid those which might result in a damage to Metraco S.A. or its reputation.

§3

GOOD RELATIONS WITH COLLEAGUES, CLIENTS AND SUPPLIERS

1. The employee should strive after maintain the best possible relations with colleagues, clients and suppliers.
2. The employee should have respect towards each colleague and representatives of the clients and suppliers, and show impeccable manners.
3. The employee should promote team work to achieve optimal solutions satisfying all representatives of organizational units. The actions taken by the employee should contribute to the fulfilment of the obligations of Metraco S.A.

§4

HONESTY AND OBSERVANCE OF THE LAW

The employee should act in an honest manner, in accordance with the applicable law and internal regulations of Metraco S.A. In case of any doubts as regards the compliance of the conduct with the current rules, the employee shall refer such doubts to his superior who shall provide a binding answer or advise on further actions to be made.

***RULES OF CONDUCT IN THE PURCHASE PROCESS***

§5

PERSONAL DATA PROTECTION

1. The employee shall not disclose personal details of other employees, clients or contracting parties of Metraco S.A. to the suppliers.
2. Information about the clients and personal details of employees and contracting parties are confidential. Such information cannot be disclosed without a suitable consent to persons from outside of Metraco S.A., including friends, acquaintances, family, relatives, private or business acquaintances, clients, suppliers and other persons.

§6

FINANCIAL INTEREST

1. The employee cannot establish business relations and contracts on behalf of Metraco S.A. the parties to which would be family members of the employee unless the President of the Management Board of Metraco S.A. has given his consent thereto in writing, otherwise such consent being null and void.
2. The employee can neither recommend nor make decisions on establishing the cooperation by Metraco S.A. with a company in which the employee, a close member of his family or some other close person have influence on its activity or is somehow connected with it on the basis of a commercial contract or an employment contract.

3. The employee, close members of his family or other close persons cannot have an influence on the activity of the company, suppliers for Metraco S.A., clients or competitive companies without the consent of the President of the Management Board given in writing under the pain of nullity.
4. If the employee has established business relations or concluded contracts on behalf of Metraco S.A. the parties to which would be family members of the employee without the written consent of the President of the Management Board, it can be deemed to be a material breach of employee obligations within the meaning of the Labour Code.

§7

#### CONTACT WITH SUPPLIERS

The employee shall be obliged to treat suppliers honestly and equally, without limiting free competition. During the purchase procedure the employee shall not inform suppliers or other persons from outside Metraco S.A. about offers submitted by other suppliers.

§8

#### COMPLETION OF CONTRACTS

The employee shall look after fulfilling obligations included in the purchase contracts by the purchaser. At the same time he shall demand that the contracting parties complete orders in accordance with the terms and conditions of the contracts signed.

§9

#### GIFTS AND OTHER MATERIAL BENEFITS

1. It is impermissible to accept material benefits, either financial or non-financial, in connection with professional duties performed. Acceptance of material benefits shall also refer to the participation of the employee in all types of events or trainings (not covered by the contract) organized by the Contractors.
2. The employee shall be obliged to notify his superior in writing of any attempt of a supplier or other persons to give a gift which customarily is not treated as a minor gift. It is impermissible to accept material benefits in any form, directly or indirectly in exchange for concluding or keeping of the contract, or being offered beneficial contractual conditions. Acceptance of benefits from a supplier can risk reputation of Metraco S.A. and show that suppliers are not treated honestly and equally by Metraco S.A. Thus, such behaviour can be treated as a material breach of fundamental employee obligations within the meaning of the Labour Code.

#### **FINAL PROVISIONS**

The aforementioned rules specify behaviour of the employee as regards the most crucial issues concerning the purchase process. If the employee is uncertain about whether or not he is compliant with the rules of Ethics in the purchase process, faced a situation which is not specified in the document, faced unethical behaviour in Metraco S.A. or thinks that he should

behave differently than it has been provided for in the rules, he shall immediately consult his superior and provide explanations concerning the existing or potential problem.