

Anti-corruption policy

1. Purpose.

The Anti-Corruption Policy is aimed at limiting and eliminating the risk of Corruption in the Company's operations at all levels in which the Company operates, in accordance with the principle of 'Zero Tolerance for Corruption'.

2. Scope.

The Anti-Corruption Code is addressed to all Employees and Business Partners and applies at all levels of the organisational structure.

The provisions of the Anti-Corruption Code apply mutatis mutandis to persons cooperating with the Company on the basis of civil law contracts (e.g. contract of mandate, contract for specific work, contract for provision of services, managerial contract, graduate trainee contract), including persons conducting business activity (entrepreneurs).

3. Glossary.

Anti-Corruption Policy - the anti-corruption policy adopted by the Company, the principles of which are set out in this document.

Employee - a natural person employed on the basis of an employment contract or a natural person in a permanent business relationship, regardless of the legal basis of the relationship, including each Member of the Management Board.

Management Board - a body representing the Company and managing its affairs, in accordance with art. 368 of the Act of 15 September 2000. Commercial Companies Code (i.e. Journal of Laws of 2019, item 505, as amended).

Compliance Coordinator - an employee responsible for implementing and maintaining a system for managing the compliance of the Company's activities with legal regulations, internal regulations and ethical standards in order to prevent, counteract and limit corrupt activities.

Relative and Relative by affinity - a spouse or person in a civil partnership, siblings, stepfather, stepmother, grandchildren, in-laws, sons-in-law, sons-in-law, children, including adopted children or children adopted as a foster family within the meaning of family law, or a person with a common ancestor.

Financial benefit - objects or actions that lead to any undue or unjustified benefits of a material nature, the value of which can be expressed in money, for oneself or for a third party, including in particular meals, gifts, invitations to events, donations, debt relief or winning a tender.

Personal benefit - an undue or unjustified benefit of a non-pecuniary nature that improves the situation of a person or other persons related to that person, e.g. a promise of employment or promotion to a person close to that person, a foreign scholarship, an award.

Cronyism - protégé of persons who do not have the appropriate skills or qualifications, abuse of position by favouring socially connected persons.

Nepotism - abuse of a position by favouring relatives. One of the markers of nepotism is direct reporting. Person performing a public function.

Public officer - a member of a local government or other public administration body, a person employed in an organisational unit disposing of public funds, unless he/she performs only service activities, as well as another person whose powers and duties within the scope of public activity are defined or recognised by an act of law or by an international agreement binding for the Republic of Poland.

Business partner: a natural person running business activity or a commercial law company acting as:

- a counterparty, including a supplier, service provider or recipient of Mabuchi Motor products,
- a representative of Mabuchi Motor Poland in dealings with counterparties or state authorities, e.g. a consultant, tax advisor, law firm.

Public official - an official or employee of public administration, an official or employee in the structure of public international organisations (e.g. in European Union bodies) who has been elected or appointed to a public position in legislative (e.g. MPs, senators) or executive bodies (e.g. a minister), or who works in judicial bodies (e.g. judges, court registrars).

Rules of Procedure for Internal Reports on Violations of Union Law (whistleblowers) - the rules adopted by the Company governing the procedure for making and considering reports on all types of irregularities, abuses and violations of European Union law, including corrupt practices.

Mabuchi Motor Poland or the Company - Mabuchi Motor Poland sp. z o.o. with its registered office in Bochnia, entered in the Register of Entrepreneurs of the National Court Register kept by the District Court for Kraków-Śródmieście in Kraków, XII Economic Division of the National Court Register under KRS number 0000656716

4. Dokumenty powiązane / Applicable standards.

5. Przebieg procesu postępowania / The course of the proceedings

5.1. Introduction

Our goal is to conduct our business activities in a transparent and responsible manner, respecting the highest ethical standards. The responsibility for achieving this goal rests with the Company's authorities, management, and all employees and associates of Mabuchi Motor Poland sp. z o.o.

Mabuchi Motor Poland sp. z o.o. adopts a zero-tolerance policy towards any corrupt behaviour, and requires all its employees and business partners to ensure that their actions comply with national and international laws and the principles set out in this Anti-Corruption Policy and in the Code of Ethics of Mabuchi Motor.

Ethical and responsible business conduct is the supreme and fundamental principle guiding Mabuchi Motor Poland sp. z o.o. in its operations.

5.2. Corruption

5.2.1. Corruption is an action consisting in promising, offering, giving, demanding, accepting, or instigating or aiding by any person, in any manner whatsoever, in violation of applicable laws, any undue pecuniary, personal or other advantage to themselves or any other person, or accepting the offer or promise of such an advantage in return for an act or omission in the performance of their duties by and for the Company. These actions relate in particular to bribery and paid protection or economic corruption.

5.2.2. The most commonly found corrupt activities include:

- **Bribery** - (active bribery) - consists in giving a person who is a public official a material or personal benefit or its promise. This offence is punishable by imprisonment from 6 months to 8 years.
- **Passive bribery (selling out)** - involving the acceptance by a person holding a public function of material or personal benefits or their promises, punishable by imprisonment from 6 months to 8 years.
- **Paid protection** - understood as invoking influence in an institution that has public funds at its disposal, or causing or confirming to another person the belief in the existence of such influence, including offering (active paid protection) or seeking (passive paid protection) intermediation in arranging a matter in exchange for a financial or personal benefit or its promise.
 - **Influence peddling** - political support, party funding in return for influence.
 - Irregularities in public procurement, contracts.
 - Irregularities in awarding concessions.
 - Favouritism, nepotism and cronyism.

5.2.3. The above-mentioned types and forms of Corruption are merely an example and they are not a closed catalogue.

5.2.4. The Company does not allow or accept any form of Corruption.

5.2.5. The Company recognises as unacceptable in particular:

- giving, offering or soliciting of any financial benefit - whether in the form of payment or a gift, trip or other intangible benefit - in order to cause a specific act or omission, or as a thank you for a specific act or omission,
- accepting payment, a gift, a trip or any other intangible benefit, or promises to receive them from a third party, with the exceptions indicated in the Policy,

- disposing of assets of the Company contrary to Company policy,
- favouring selected Counterparties, i.e. singling them out or giving them special treatment not objectively justified by the principles adopted by the Company,
- favouring relatives and relatives by affinity or friends (nepotism and cronyism).

5.3. Principles of behavior in the main areas of sensitivity

5.3.1. Participation in business meetings

- a) Employees may attend or invite Business Partners or Counterparties to meetings solely for the purpose of fulfilling their business responsibilities.
- b) At least two persons are required to attend meetings with business partners or counterparties (both current and potential) on behalf of the Company.
- c) The meetings should take place during working hours, at the Company's headquarters or the Business Partner's headquarters.
- d) In principle, the Company is prohibited to accept invitations to participate in trips or other sponsored events, the cost of which is covered by a Business Partner or a Counterparty, subject to the provisions of sections e,f and g.
- e) The participation in a trip or sponsored event requires the approval of the immediate supervisor.
- f) Notwithstanding the obligation to obtain consent referred to in section 6 above, the Employee must notify the Compliance Coordinator of participation in the trip or sponsored event.
- g) The trip or sponsored event must have a programme/agenda and the participation must have a business justification, be aimed at promoting the Company's business, as well as developing business relations and cooperation.

5.3.2. Rules for acceptance and giving of gifts at the Company

- a) It is an established and acceptable practice in business relations to accept and give occasional gifts, however the Company applies this practice in a limited manner taking into consideration the principles of counteracting and preventing corruption. The Company also conducts all marketing activities with particular attention to the principles of preventing corruption.
- b) It is not acceptable to accept or give gifts at the Company if the circumstances under which they are given indicate an expectation of reciprocity, an intention to influence favourable business decisions or as a thank you for achieving a business benefit.
- c) It is unacceptable for the Company to accept and give gifts which are inappropriate or go beyond the nature of a minor special gift, in particular:
 - gifts in cash or in the form of loans, gift vouchers and prepaid cards, regardless of their value,
 - invitations to participate in trips and excursions of a sponsored nature, airline tickets, hotel accommodation,

- vouchers and tickets for concerts, sports, entertainment and recreational events,
 - valuable electronic equipment (e.g. tablets, smartphones).
- d) If a gift given to an Employee violates the rules set out in sections 2 and 3, and the giver refuses to accept the gift back and it is not possible to return it, it shall be immediately forwarded to the Office of the Managing Director.
- e) An exception to the prohibition set out in sections 2 and 3 is the acceptance of small gifts of an occasional nature (individual and marketing gifts) and product samples (the smallest packaging) where their giving is customary practice forming part of the customs prevailing in Poland consistent with generally accepted cultural norms (e.g. Christmas gifts, flowers, pens, notebooks, calendars, foodstuffs), provided, however, that:
- the gifts are appropriate, reasonable and made in good faith and do not violate good manners;
 - the value of such gifts does not exceed PLN 50 at a time and the total value of gifts received from the same Counterparty does not exceed PLN 150 within 12 consecutive months;
 - the circumstances under which the gift is given indicate unequivocally that there is no suspicion or impression of intent to achieve, retain or compensate for any undue business advantage or to exert any unauthorised or improper pressure or influence on the recipient's activities and/or decisions;
 - the gifts are provided on an occasional basis and are related to a specific occasion;
 - the gifts will be recorded (inventoried) and will not be accepted in secret;
 - the gifts shall be in accordance with the Company's anti-corruption policies and procedures.
- f) All gifts received by Employees shall be recorded in a register kept by the Office of the Managing Director and subject to disclosure whenever requested by the Board.
- g) An Employee shall report any gift received to the Office of the Managing Director for inclusion in the register. The employee shall report information regarding the counterparty giving the gift, the circumstances under which the gift was received, the date the gift was received, a brief description of the gift and its approximate value.
- h) If there is any doubt about the nature or value of the gift, the Compliance Coordinator should be contacted for advice.
- i) Any attempt by the Counterparty to give a gift or souvenir in breach of the rules set out in section b) and c) shall be notified to the immediate superior and the Compliance Coordinator.
- j) Each time a Company employee gives a gift, it must be preceded by obtaining the approval of the immediate superior.
- k) Employees are strictly prohibited from giving gifts in the form of cash, loans, gift vouchers, pre-paid cards and alcohol, regardless of their value.
- l) It is forbidden to give or promise to give gifts or other gratuities in the form of payment, travel, invitations (meals, events, etc.) to persons performing public functions or public officials, in situations that may give the impression of the transfer of corrupt financial benefits.

- m) The Office of the Managing Director shall keep a record of gifts given to third parties, recording such details as: the identity of the entity to which the gift was given, the circumstances in which the gift was given, the date on which the gift was given, a brief description of the gift and its approximate value.

5.3.3. Commissioning of works and supply of goods and services

- a) Suppliers of goods or services shall always be selected on the basis of transparency, professionalism, traceability and equal treatment, based on objective criteria related to competitiveness, product quality and commissioned services, taking into account economic factors, in accordance with the Company's procedure for evaluation and selection of suppliers.
- b) The company shall ensure that contracts and/or agreements concluded with suppliers of goods or services describe the subject of the contract, the manner of performance and the criteria used to determine the remuneration due in a comprehensive, unambiguous and transparent manner.
- c) The selection procedure of suppliers of goods or services, contracts and agreements concluded with them as well as executed orders should be properly documented and justified.
- d) Each offer to sell products or provide services submitted by the Counterparty to the Company shall include all agreed terms of such sale or service confirmed by persons authorised to represent the Counterparty. Any changes to the offer shall require an official confirmation by a person authorised to represent the Counterparty.

5.3.4. Recruitment, selection and hiring of employees

- a) Recruitment, selection and employment of the Company's employees shall respect the principles of correctness and impartiality, based on merit such as qualifications or work results, and shall be free of any discriminatory actions.
- b) The condition of employment by the Company is the possession of appropriate skills and qualifications in accordance with the Company's needs, based solely and exclusively on criteria of professionalism and possessed competences, excluding any form of favoritism and nepotism.
- c) It is the candidates' obligation, already at the initial stage of selection, to inform the Company about possible situations or circumstances regarded by the Company as important (e.g. relationship with Employees of the Company or related/subsidiary Companies, relationship with persons employed in public administration bodies, convictions), in order to properly assess the possibility of further proceedings related to the recruitment process.
- d) The Company's HR Department is responsible for ensuring that the processes of selection and employment of competent personnel are carried out in compliance with the rules and criteria described above, also in the case of candidates proposed by the Addressees of the Policy.

5.3.5. Relations with public administration bodies and local authorities

Any relations with representatives of public administration and local authorities must be built in strict observance of the principles set forth in this Policy, must not endanger the Company's reputation in any way, and the actions of the Company and persons acting on its behalf should not in any way constitute an attempt to influence the decisions taken by the given authority.

5.3.6. Relations with political and union organizations

The Company does not agree to contribute any funds, directly or indirectly, to political parties, movements, committees and political parties, movements, committees and political and trade union organisations, as well as to their representatives or candidates - both in Poland and abroad.

5.3.7. Non-profit undertakings and sponsoring activities

The Company supports non-profit initiatives and sponsorship activities in accordance with generally recognised and accepted business practices. Whenever selecting projects supported by the Company, the Company takes into account all potential conflicts of interest, both personal and corrupt.

5.4. Raising awareness

The Company conducts activities aimed at raising awareness of the actions of a corrupt nature through regular training of Employees, including mandatory training of Employees most exposed to the risk of corruption, regardless of their position.

5.5. Obtaining advice and information

If you are unsure of how to act in a situation where you are at risk of corrupt conduct, you should immediately contact your immediate superior or the Office of the Managing Director.

5.6. Reporting of abuses

5.6.1. The Company has implemented a mechanism for reporting incidents of a corrupt nature which constitute a breach of the provisions of the Policy and the applicable legal regulations.

5.6.2. Detailed principles concerning the reporting of corruption incidents are regulated in the Rules and Regulations for Internal Reporting of Violations of EU Law (whistleblower regulations) adopted by the Company.

5.6.3. In the event that a Company Employee or Business Partner suspects that a corrupt behaviour may have taken place, he/she is obliged to immediately provide the relevant information using the Internet form available at the following link: <https://system.whistboard.com/create-report/5c1cf9ee-35ef-49c7-bf71047b85200e76/799ee527-7425-45f8-8a20-955929600ba9/new?lang=PL> or directly at the Office of the Managing Director, requesting a confidential conversation with the Head of the Management Board Office

5.6.4. A report of an incident that raises concerns about compliance with the Policy should:

- indicate the date on which the event of a corrupt nature occurred,
- include a description of the incident/situation with as much detail as possible and evidence, if the reporting person has it in their possession.

5.6.5 Reports are handled in accordance with the procedures set forth in the Company's Internal Reporting Regulations for Infringements of Union Law ('Whistleblower Regulations').

5.6.6 Reports made in bad faith may expose their author to disciplinary and legal consequences. Bad faith exists, in particular, when the person making the report knows or, acting with due diligence, should know that the reported irregularities are false or have no legitimate basis, and the initiated proceedings may have negative consequences for the addressee.

5.7. Control procedures

The Office of the Managing Director and its designees shall periodically monitor and review compliance with this Policy.

5.8. Liability

5.8.1. Each Employee of the Company is obliged to become familiar with the provisions of the Policy and to strictly comply with its contents.

5.8.2. The Company clearly defines the consequences of corrupt behaviour and failure to comply with the principles set out in the Policy - from admonition, reprimand, up to and including disciplinary dismissal and notification of law enforcement authorities.

5.8.3. Each case of non-compliance with the principles set out in the Policy will be considered individually.

5.9 Final provisions

5.9.1 This Policy shall enter into force on the date of passing a resolution by the Company's Management Board on its adoption.

5.9.2 In matters not regulated by this Policy, the applicable provisions of law shall apply.