

WHISTLEBLOWING POLICY

("Policy")

1. WHISTLEBLOWING POLICY STATEMENT

- 1.1. At GTC we are committed to conducting our business fairly, with respect, honesty and integrity and we expect all GTC Representatives to maintain high standards of ethical behavior and transparency and to raise any concerns as early as possible. This Policy explains how you can act responsibly if you have reasonable grounds for believing there is serious malpractice or business misconduct. GTC strives to encourage openness and will support anyone who raises genuine concerns in good faith, even if they turn out to be mistaken. GTC cares of those who raise concerns or report another's wrongdoing so that they do not have to worry about possible repercussions.
- 1.2. GTC will do what is reasonably possible to protect you from harassment or victimization for raising issues in good faith, even if you turn out to be mistaken. Eventual protective measures will be agreed with you in advance. This Policy also explains how to take the matter further if you are dissatisfied with GTC's response.

2. ABOUT THIS POLICY

The purpose of this Policy is to:

- 2.1. encourage GTC Representatives to report suspected wrongdoing at any time anonymously;
- 2.2. reassure GTC Representatives that their concerns will be taken seriously and investigated as appropriate, and that their confidentiality will be respected;
- 2.3. provide GTC Representatives with guidance as to how to raise any concern;
- 2.4. reassure GTC Representatives that they should be able to raise concerns without fear of reprisals, even if they turn out to be mistaken.

3. SCOPE

- 3.1. This Policy applies to (i) the GTC group and to (ii) all GTC Representatives.
- 3.2. This Policy does not apply to personal grievances concerning the terms and conditions of your employment contract or mandate agreement. For details on how these would be dealt with please contact your local Compliance Unit.

4. WHAT IS A CONCERN?

- 4.1. A concern is a worry, suspicion or knowledge about wrongdoing that has taken place, is taking place or is likely to take place within GTC, or happening outside GTC but having a significant impact on it.

4.2. Wrongdoing means going against any GTC policies or breaking the law and can include but not limited to:

a) **Insider trading**

It means purchase or sale of shares or other securities based on the knowledge of non-public information relevant to share prices and which was acquired as a result of the provision of legal advice or of such information being passed on to third parties for similar purposes.

b) **Violation of professional secrecy**

GTC Representatives shall not make any unauthorized copy, abstract, summary or précis of the whole or part of any document related to GTC which contains Confidential Information. They shall also not disclose to any unauthorized person, nor misuse any Confidential Information relating to GTC, or concerning the affairs of any customer or any member of staff. If it is uncertain for the GTC Representative whether any information has become public knowledge through no fault of the GTC Representative and has therefore ceased to be confidential, prior authorization shall still be sought from GTC before disclosing it to any third parties. GTC Representatives are prohibited to make any public announcements or contact or communicate with any member of the media in relation to or on behalf of GTC, unless expressly approved by GTC in writing.

c) **Bribery & corruption**

It means requesting, offering, giving or accepting a bribe or any other undue benefit or prospect thereof, which distorts the proper performance of any duty or bribery and any other behavior in relation to persons entrusted with responsibilities in the public and private sector which violates their duties that follow from their status as a public official, private employee, independent agent or other relationship of that kind and is aimed at obtaining undue benefits of any kind for themselves or for others.

In this context, please also see the Code of Conduct and the GTC Anti-Bribery & Corruption Policy.

d) **Conflicts of interest**

It means conflicts of interest are actual or apparent conflicts between personal interests (or those of Family Members) and those of GTC. Conflicts of interest are those circumstances in which the personal interests of any GTC Representatives may potentially or actually conflict with the interests of or may be perceived as potentially conflicting with the interests of GTC and its business, operations or reputation. Personal interests include those of GTC Representatives and their Family Members.

In this context, please also see the Code of Conduct and the GTC Anti-Bribery & Corruption Policy.

e) **Breach of data protection regulations**

In this context, please also see the Data Protection Policy and other policies associated.

f) **Infringements in the context of participation in a public tender**

g) **Fraud, accounting fraud, breach of trust**

It means misrepresentation of facts or legal relationships in order to prompt companies or a third party to inflict damage upon itself (e.g., fraudulent use of funds, abuse of expenses). Misrepresentation of the assets, liabilities, financial position, and profit or loss of the reporting GTC for the purpose of fraudulently representing circumstances other than those actually prevailing (e.g., assets are assessed at a too high value or liabilities at a too low value or are not shown in the balance sheet at all). Abuse of representation powers by conducting (or failing to conduct) a legal transaction or other legal act (e.g., management using GTC funds for non-purpose businesses).

h) **Violations of regulations to prevent participation in money laundering and terrorist financing**

In this context, please also see the Code of Conduct.

i) **Other serious offenses**

It means potentially criminal acts, potentially criminal acts under administrative law, and/or potential breaches of internal regulations that could cause palpable or sustained damage to GTC's financial situation (i.e., breaches of environmental, health & safety, security, or tax regulations).

5. HOW DO YOU COMPLY?

- 5.1. All GTC Representatives must ensure that they read, understand and comply with this Policy. To enable this, GTC will provide annual trainings for GTC Representatives. An exam session will be included in the trainings.
- 5.2. If you have any concerns related to suspected wrongdoing, business misconduct or danger affecting any GTC activities, you should report it under this Policy

6. WHY SHOULD YOU COMPLY?

- 6.1. GTC encourages all GTC Representatives to help to create openness and transparency in the environment of work, create the habit of improving the reporting ways of the wrongdoing of anyone which is affecting GTC Representatives or GTC or other entities/persons.
- 6.2. A breach of this Policy by GTC Representatives may result in GTC breaching any applicable laws in one or more jurisdictions. An offense under applicable law could result in GTC facing fines, negative publicity and serious damage to the reputation of the GTC brand.

- 6.3. Certain jurisdictions may impose mandatory obligations on individuals to report serious offences to authorities. It may be your responsibility to comply with the laws of the country you work in. Please speak to your Compliance Unit or Outside Contact Person for further information in relation to your local jurisdiction.

7. HOW TO RAISE A CONCERN?

- 7.1. If you have any concerns or questions about issues that fall under this Policy, please contact, of your choice, directly as follows:

- a) Group Head of Compliance;
- b) members of the Compliance Unit; and
- c) Outside Contact Person

(jointly: the “**Contact Persons**”)

- 7.2. You may approach the Contact Persons in the following manners:

- a) personally;
- b) via email to compliance@gtc.com.pl;
- c) via email to the Outside Contact Person; or
- d) via the Confidential Whistleblowing System.

7.3. The Confidential Whistleblowing System

- a) If GTC Representatives wish to remain anonymous, they might create a temporary email address (an email service that is non-jurisdiction specific) and send an email from this temporary email address to compliance@gtc.com.pl or to the e-mail address of the Outside Contact Person. All e-mails sent to compliance@gtc.com.pl will be ONLY received by the Group Head of Compliance.
- b) GTC does not require you to reveal your identity when using the Confidential Whistleblowing System. However, you should be aware that anonymity can make it more difficult or impossible to investigate any concern raised as we will be unable to obtain further information from you. Also, if you do not provide your contact information, GTC will not be able to inform you on the results of the investigation. Please note that your report remains anonymous even if you provide your contact information.
- c) If you choose to provide your contact information via the Confidential Whistleblowing System, your identity will be kept confidential. However, sometimes GTC may be required by law to reveal your identity. In such cases, we will inform you thereon at our earliest convenience.

d) The Confidential Whistleblowing System – just like relevant applicable data processing regulation – can also be found on www.gtc.com.pl.

7.4. You must not suffer any detrimental treatment as a result of raising a concern.

7.5. GTC shall have the right to document the personal reporting (i) by making a recording of the conversation in a durable and retrievable form, provided that the reporting person approved such recording; or (ii) through complete and accurate minutes of the meeting prepared by one of Contact Persons to whom the concern was raised.

The reporting person shall have the right to check, rectify and agree the minutes recorded on the personal conversation, by signing it.

8. INVESTIGATION AND OUTCOME

8.1. GTC will evaluate the information and investigate all matters reported. Where you have provided your identity and if appropriate, GTC may contact you to discuss the report further.

8.2. GTC will determine the need and scope of any investigation and where appropriate give an indication on how we propose to deal with the matter. In some cases, GTC may appoint an investigator (internal or external) or team of investigators including staff with relevant experience of investigations or special knowledge of the subject matter. The investigator(s) may also make recommendations for change to enable us to minimize the risk of future wrongdoing.

8.3. Where you have provided your contact information, GTC will aim to keep you informed of the main progress of the investigation and its likely timescale. However, sometimes the need for confidentiality may prevent us from giving you specific details of the investigation or any disciplinary action taken as a result. You should treat any information about the investigation as confidential.

8.4. Acknowledgment of receipt of the report to the reporting person should be sent to him/her within 7 days from the issue of the report.

8.5. Raises of concerns are forwarded to:

a) the Group Head of Compliance if the concern was initially raised (i) to the Outside Contact Person or (ii) to the members of the Compliance Unit other than the Group Head of Compliance; or

b) the COO of GTC S.A. (i) directly by the Contact Persons, if the raised concern is related to the Group Head of Compliance; (ii) in any other cases by the Group Head of Compliance; or

c) the Chairman of the Supervisory Board, if the raised concern refers to a member of the Management Board of GTC S.A.

- 8.6. Upon a concern is raised, the Group Head of Compliance shall conduct a corporate internal investigation including other persons who might be beneficial to the investigation. The Group Head of Compliance shall appoint a team to conduct the corporate internal investigation. The process of internal compliance investigation is detailed in a separate policy.
- 8.7. The Group Head of Compliance, after conducting an internal investigation, not later than 30 days (which may be extended up to 3 months depending on the complexity of the case) after raising a concern, communicates the results to the COO of GTC S.A. or to the Chairman of the Supervisory Board, depending on the reported person and indicates recommendations for corrective actions to avoid the irregularities identified in the future. All the processes shall be registered in writing and signed by the Group Head of Compliance and the COO of Globe Trade Centre S.A.
- 8.8. GTC is obligated to provide the reporting person with feedback within 30 days (which may be extended up to 3 months depending on the complexity of the case) of the acknowledgment of receipt of the report, unless the reporting person has not provided a contact address to which feedback should be provided.
- 8.9. GTC keeps a register of internal reports and is the controller of the data collected in this register.
- 8.10. The register of internal reports shall include:
 - a) report number;
 - b) the subject of the violation;
 - c) date of making an internal report;
 - d) information on follow-up actions taken;
 - e) the date on which the case was closed.
- 8.11. All documents collected in the course of the internal report and the internal investigation, will be retained for a period of 12 months following completion of the follow-up activities.

9. MONITORING AND REVIEW

- 9.1. The Group Head of Compliance and Local Compliance Officers are responsible for the effectiveness of this Policy.
- 9.2. The Group Head of Compliance submits to the COO of GTC S.A. once a year information on the received raises of concerns and the results of corporate internal investigations.
- 9.3. The Management Board periodically, at least once a year, evaluates the effectiveness of this Policy.
- 9.4. The Compliance Unit has responsibility for reviewing this Policy from time to time and monitoring compliance with this Policy.

9.5. Management boards at all levels of GTC are responsible for ensuring those reporting to them, are aware, understand and comply with this Policy.

10. DEFINITIONS

“Chairman of the Supervisory Board”	means the Chairman of the Supervisory Board of GLOBE TRADE CENTRE S.A.
“Compliance Unit”	means the Group Head of Compliance and the Local Compliance Officers as a special organizational unit within GTC group, respectively to the applicable internal compliance and integrated risk assessment processes.
“Confidential Information”	means any non-public, proprietary information concerning the business, administration, operations, assets, finances, systems, internal processes and know-how of GTC, including but not limited to: (i) documents marked confidential or similar confidentiality wording; or (ii) electronic data delivered or made available to GTC Representatives including data which is confidential; or (iii) documents or electronic data where the GTC Representative has been advised that their content is confidential; or (iv) information in whatever form which the GTC Representative becomes aware of which by the nature is confidential.
“Confidential Whistleblowing System”	means the procedure described in section 7.3 of the Policy.
“Contact Persons”	means the persons listed in clause 7.1. of the Policy.
“Family Member”	means a parent, spouse, spousal equivalent, person with whom one maintains a personal relationship (live-in or similar family relationship), children, grandchildren, uncles, aunts, the spouses of children, grandchildren uncles and aunts, as well as siblings and their spouses, as well as any other person whose relationship with a person could have the appearance of affecting the impartiality of that person’s decisions.
“Group Head of Compliance”	means the head of all compliance issues within the GTC group.
“GTC” / “GTC group”	means Globe Trade Centre Spółka Akcyjna (GTC S.A.) with its registered office in Komitetu Obrony Robotnikow 45A, 02-146

	Warsaw, Poland and each of its subsidiaries and subsidiary or affiliated undertakings (for the avoidance of doubt in any jurisdiction).
“GTC S.A.”	means Globe Trade Centre Spółka Akcyjna (GTC S.A.) with its registered office in Komitetu Obrony Robotników 45A, 02-146 Warsaw, Poland
“GTC Representatives”	means all persons in all territories working at all levels of the GTC group, including management board members, directors, employees (whether permanent or temporary), contractors, consultants, trainees, interns or any other person associated with GTC.
“Local Compliance Officers”	means the local legal counsel in each jurisdiction of GTC operation, respectively to the applicable internal compliance and integrated risk assessment processes.
“Management Board”	means the Management Board of GTC S.A.
“Outside Contact Person”	means Arkadiusz Matusiak an advocate admitted to practice in Poland and bound by the applicable rules of professional secrecy, address: Arkadiusz Matusiak, Wolf Theiss P. Daszkowski sp.k., ul. Marszałkowska 107, 00–110 Warsaw, email: arkadiusz.matusiak@wolftheiss.com .
“Policy”	means this group Whistleblowing Policy.
“Prospectus Regulation”	means Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019 on the protection of persons who report breaches of Union law PE/78/2019/REV/1.