

**IMMER Group**

**Anti-Corruption Policy**

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<b>Amendments</b>	<p>Amendments have been introduced to:</p> <p>Chapter 4 <i>Policy Description</i>: par. 4.1 <i>Policy Purposes and Objectives</i> has been introduced.</p> <p>Chapter 5 <i>Anti-Corruption Measures</i> was supplemented with:</p> <ul style="list-style-type: none"> <li>- par.5.1 <i>Assessment of Corruption Risks</i>;</li> <li>- par.5.3 <i>Hotline</i>;</li> <li>- par.5.4 <i>Fair Trade</i>;</li> <li>- par.5.5 <i>Contracting Policy</i>;</li> <li>- par.5.6 <i>Verification of Contractors and Employees</i>;</li> <li>- par.5.7 <i>Interaction with Employees</i>;</li> <li>- par.5.8 <i>Interaction with Partners and Contractors</i>;</li> <li>- par.5.9 <i>Cooperation with Law Enforcement Authorities in Fighting Corruption</i>;</li> <li>- par.5.10 <i>Charity, Sponsorship and CSR</i>;</li> <li>- par.5.11 <i>Internal Control and Audit</i>.</li> </ul> <p>Chapter 6 <i>Unacceptable Practices</i> has been introduced.</p>
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## 1 PURPOSE AND SCOPE

1.1. The Anti-Corruption Policy of IMMER Group (the “Policy”) defines basic anti-corruption goals, objectives and principles with due consideration of applicable anti-corruption legislation, and establishes set of rules and procedures aimed at identification, fight and prevention of corruption in the course of activity of IMMER Group Companies.

1.2. The Policy is an integral part of the regulatory documentation of IMMER Group and shall be binding for all IMMER Group Companies and employees.

1.3. The Policy is applicable to IMMER Group’s partners, contractors, and other persons in virtue of mutual obligations arising between them and/or IMMER Group Companies.

1.4. The Policy is a public document, which is freely accessible on the official website of IMMER Group ([www.immer.group](http://www.immer.group)).

## 2 TERMS, DEFINITIONS AND ABBREVIATIONS

**Anti-Corruption Provisions** – provisions of agreements and contracts, declaring the anti-corruption policy of IMMER Group and preventing corruption or other offences.

**Charitable Contributions** – contributions donated by IMMER Group to a beneficiary in monetary form for the purposes of financing thereof as related to its expenses defined by an IMMER Group Company, as well as goods, works, and services. Should an IMMER Group company not have any established specific purposes for the application of the proceeds, allocations of the charitable contribution shall be defined by the beneficiary’s chief executive officer pursuant to first-priority requirements notably related to principal activities of the beneficiary.

**Charity** – voluntary personal and/or pecuniary support for charitable purposes, which does not provide for an IMMER Group Company’s profit or payment of any consideration or compensation to an IMMER Group Company on behalf of or as instructed by the beneficiary;

**Facilitating Payment** shall mean an amount unofficially and unlawfully paid to a state official for the purposes of facilitation or speed-up of bureaucracy procedures. The purpose of such a consideration is speed-up of the recipient’s official duties or of paperwork management (such as licensing or authorization, issuance of certificates or other forms of public services).

**Commercial Secret** – information, which is confidential, meaning that in general or in a certain form and entirety of its constituents it remains unknown and is not easily accessible to persons who usually deal with the type of information it belongs to, having commercial value in this respect and was subject of appropriate measures relevant to the circumstances and aimed at preservation of its confidentiality taken by a person who lawfully manages this information. Commercial secret shall include information related to production, technology, administration, financial and other activities of IMMER Group, other from National Security Information, disclosure whereof may prejudice interests of IMMER Group, except that, which cannot be commercial secret as provided by law. Contents and volume of information, which is a commercial secret, and method of protection thereof shall be defined by IMMER Group in accordance with the law.

**Competitors** – companies, which produce products, similar to products of IMMER Group, and compete with IMMER Group in market relations.

**Confidential Information** – information on a natural individual, which access is restricted to the natural individual or IMMER Group, and which may be disclosed as requested by (agreed by) the relevant person in the order they defined as provided for by the provisions therein, and in other cases provided by law.

**Conflict of Interest** – inconsistency between personal pecuniary or non-pecuniary interests of an employee and those of IMMER Group, which can prejudice impartial and fair decisions and influence actions/omissions in the course of performance of their official obligations.

**Corruption** (corruption offence) – exercise by an employee of vested official powers or related capabilities for the purposes of receiving undue advantage or gaining such advantage or accepting promise/offer of receiving such undue advantage for themselves or other persons or, respectively,

promise/offer or granting undue advantage to an employee or, as he/she requested, to other natural individuals or legal persons for the purposes of abetting this employee in unlawful exercise of vested official powers or related capabilities.

**CSR** – corporate social responsibility.

**Hotline** – information gathering and processing system aimed at timely identification and prevention of fraud, embezzlement, corruption, other breaches of law, code of business conduct and ethics of IMMER Group, allowing IMMER Group employees and third parties to communicate about any signs and instances of fraud, embezzlement, corruption, other breaches of law, code of business conduct and ethics.

**Employee** – a person, who has employment relationship with IMMER Group Companies.

**Sponsorship** – voluntary, tangible, financial, organizational and other support by IMMER Group of any activity with the sole purpose of promoting its name and trademark.

### **3 RESPONSIBILITY**

3.1 IMMER Group management shall be responsible for implementation and performance of control and monitoring procedures of the Anti-Corruption Policy within their functional competence.

## **4 POLICY DESCRIPTION**

### **4.1 Policy Purposes and Objectives**

**4.1.1** Creating of environment unfriendly to corruption or other offences.

**4.1.2** Creation of a common understanding of IMMER Group employees, partners and contractors about the Policy of intolerance to corruption in any its forms and displays.

**4.1.3** Minimization of risks for IMMER Group's companies and employees, irrespective of their position, to be involved in corrupt practices.

### **4.2 Policy Principles**

**4.2.1** Compliance with applicable legislation and generally accepted rules.

**4.2.2** Observance of legal rights and interests, protection of business reputation of IMMER Group employees, partners and contractors.

**4.2.3** Personal example of IMMER Group management for the development of the corruption intolerance culture and creation of a corporate corruption alert system.

**4.2.4** Involvement of IMMER Group employees by informing them about the anti-corruption provisions, as well as by their active participation in the creation and implementation of anti-corruption standards and procedures.

**4.2.5** Openness in business relations with partners and contractors and informing them about the anti-corruption standards and procedures established in IMMER Group.

**4.2.6** Ongoing control and regular monitoring of the efficient implemented anti-corruption standards and procedures and control of performance thereof.

**4.2.7** Responsibility and inevitable punishment for IMMER Group employees irrespective of their position, employment record and other conditions, in case of commitment of any corruption offences within the course of performance of their employment duties.

**4.2.8** Non-disclosure of commercial and official secret when implementing anti-corruption measures.

## **5 ANTI-CORRUPTION MEASURES**

### **5.1 Assessment of Corruption Risks**

**5.1.1** IMMER Group assesses corruption risks on a regular basis in order to identify business processes and operations of IMMER Group with highest probability of committing corruption offences on the part of employees, contractors or other third parties.

**5.1.2** Risk assessment includes:

- identification of corruption risks in individual business processes and operations;

- estimated probability and impact of corruption risks on the activity of IMMER Group;
- performance evaluation of the existing control procedures;
- development and implementation of anti-corruption measures for the purposes of reduction of relevant risks.

## **5.2 Conflict of Interest Management**

**5.2.1** IMMER Group established a procedure for declaration of employees' conflict of interest and created a Committee on Conflict of Interest Settlement and Corporate Ethics Compliance (members of the Committee appointed and relevant Provision implemented).

**5.2.2** Conflict of interest declaration procedure is applicable for IMMER Group employees, including natural individuals who cooperate with IMMER Group on the grounds of civil law contracts.

**5.2.3** Principles of the conflict of interest management:

- Obligatory disclosure of actual or potential conflict of interest.
- Individual consideration and assessment of reputational risks for IMMER Group on a case-by-case basis when a conflict of interest is detected or being settled.
- Confidentiality of the conflict of interest disclosure process and settlement thereof.
- Striking a balance between IMMER Group and the employee when settling the conflict of interest.
- Non-retaliation due to the employee's communication about the conflict of interest, which was disclosed in good time and settled (prevented).

## **5.3 Hotline**

**5.3.1** IMMER Group has a common independent channel in place for accepting communicated messages, Hotline, which provides for prompt response to facts of possible corruption offences and other misconduct on the part of officials and employees of IMMER Group.

**5.3.2** IMMER Group treats seriously all messages of possible violation of ethical standards and business conduct, corruption, other violations of law and local regulations. IMMER Group carries out confidential investigation and takes all remedial actions.

**5.3.3** IMMER Group holds harmless employees who communicated about a violation of the provisions of the present Policy and/or applicable anti-corruption legislation against retaliation or any form of discrimination.

**5.3.4** IMMER Group guarantees that no employee will be punished by IMMER Group (including fired, downgraded, debonused and so on), if he/she informed of an alleged corruption offence in good faith, or if he/she refused to make a corruption offence, including if such refusal resulted in loss of profit of IMMER Group or any commercial or competitive advantage.

## **5.4 Fair Competition**

**5.4.1** IMMER Group is an honest competitor and complies with all applicable fair competition laws (also known as anti-monopoly laws in some legislations).

**5.4.2** IMMER Group promotes free and open competition and does not take part in processes which may impede it, and respectively never seeks ways to gain a competitive advantage in business relations by unethical or unlawful actions.

## **5.5 Contracting Policy**

### **5.5.1 Approval of Contractual Documents**

- Any agreement or contract IMMER Group enters into in writing, including all appendices thereto, which are an integral part thereof, shall fully cover terms and arrangements of such concluded agreement or contract and shall undergo standard approval procedures of IMMER Group.

### **5.5.2 Anti-Corruption Provisions**

- For the purposes of compliance with applicable anti-corruption laws and to minimize the risk of being brought to responsibility due to involvement in corruption practices, IMMER Group initiates implementation of anti-corruption provisions in any agreements/contracts to be entered into.
- Sales, purchasing, services and contract agreements, entered into by IMMER Group Companies, shall obligatorily include anti-corruption provisions. Anti-corruption provisions shall be approved by relevant order of the IMMER Group President.

## **5.6 Verification of Contractors and Employees**

**5.6.1** IMMER Group applies reasonable efforts to minimize the risk of business, labour and other relations with natural individuals and legal persons, which may be involved in corruption activity and other malpractices and therefore pose risk to IMMER Group of being involved in such activity:

- IMMER Group has developed and implemented the checking procedures both for contractors – legal entities and for natural individuals, with which it intends to enter into contractual relationships.
- IMMER Group checks agents/consultants for evaluation of the level of their reliability, reputation in business circles, duration of their market activity, participation in corruption scandals etc.
- IMMER Group checks applicants for vacant positions, with whom it plans to conclude an employment agreement or a civil contract.

## **5.7 Interaction with Employees**

**5.7.1** IMMER Group contributes to raising the level of corporate culture, awareness of anti-corruption issues and ethic conduct of business by means of informing and training its employees.

**5.7.2** IMMER Group is guided by the principles of honesty and objectivity in the formation of staff (including senior management):

- Employees are appointed and transferred to higher positions based only on their business qualities.
- Employment of relatives under the terms of direct reporting to each other is prohibited.
- Employees are obliged to provide information on occurrence of a conflict of interests.

**5.7.3** IMMER Group takes measures to prevent the misuse of confidential information and commercial secret.

**5.7.4** IMMER Group offers confidential anti-corruption consultations to its employees.

## **5.8 Interaction with Partners and Contractors**

**5.8.1** IMMER Group is focused on establishing and maintaining business relations with partners and contractors, which:

- support the Policy principles and requirements;
- keep up business relations in good faith;
- take care of their own reputation;
- demonstrate support of high ethical standards;
- implement their own anti-corruption measures;
- participate in collective anti-corruption initiatives.

**5.8.2** IMMER Group informs its partners and contractors on the Policy requirements, standards of conduct, procedures and rules aimed at prevention and combating of corruption.

**5.8.3** In the event of entry into an agreement with procurement parties they are required to provide full and reliable information regarding all the chain of ownership.

**5.8.4** IMMER Group refuses to encourage in any way the contractor's representatives, including by means of disbursement of money, transfer of material values or providing services on a free-of-charge basis in order to influence their decision in favour of IMMER Group.

## **5.9 Cooperation with Law Enforcement Authorities in Fighting Corruption**

**5.9.1** IMMER Group assists the law enforcement authorities in detecting and investigating the facts of corruption, takes necessary measures to retain and transfer documents and information containing corruption data to the law enforcement authorities.

**5.9.2** IMMER Group shall undertake a public obligation:

- if there are appropriate grounds, to notify the law enforcement authorities of corruption or other offences that have come to light;
- to refrain from any sanctions against its employees, who informed the law enforcement authorities about preparation for or committing of corruption or other offense, which became known to them in the course of discharge of their employment (job) duties;
- not to allow an unauthorized interference of employees in the work of the law enforcement authorities when taking anti-corruption measures.

## **5.10 Charity, Sponsorship and CSR**

**5.10.1** IMMER Group participates in implementation of the social responsibility projects and supports initiatives of governments, international and charitable organizations aimed at improvement of the society well-being and development.

**5.10.2** In order to comply with the applicable anti-corruption laws, all financial transactions related to sponsorship or charitable activities are fully and authentically recognized in accounting records; the ongoing projects are preliminarily approved; the procedures for monitoring charitable contributions enable to make sure with reasonable level of confidence that the contributions made are not a hidden form of a commercial bribery, bribery of a person providing public services or giving of an improper advantage.

**5.10.3** In accordance with the present Policy and implemented procedures IMMER Group does not finance or otherwise participate in charitable and (or) sponsorship activities for the purposes of obtaining any improper advantages or preferences in relation to business activities.

## **5.11 Internal Control and Audit**

**5.11.1** IMMER Group regularly conducts internal and external audits of financial and business activities, control over completeness and accuracy of accounting records and compliance with requirements of the applicable legislation and internal statutory documents of IMMER Group, including principles and requirements as established by the present Policy.

**5.11.2** Within the framework of internal control procedures IMMER Group conducts checks of fulfillment of the established procedures and documentation of transactions in the business processes, including random checks of lawful payments made and economic feasibility thereof, of expedient expenses, including for their confirmation by primary accounting documents and compliance with the requirements of the present Policy.

# **6 UNACCEPTABLE PRACTICES**

## **6.1 Gifts and Entertainment Expenses**

**6.1.1** When offering business courtesies, employees of IMMER Group shall be forbidden:

- to give cash gifts and/or cash equivalents, regardless of their value;
- to provide entertainment without being accompanied by employees of IMMER Group and/or without their participation;
- to provide business courtesies to family members of contractor's representatives, a partner or other person, except for special events and business etiquette (custom), involving the participation of a husband/wife.

**6.1.2** Gifts that employees can provide on behalf of IMMER Group to other persons and organizations or gifts that employees can receive from other persons and organizations due to performance of their employment duties, as well as entertainment expenses, including expenses for corporate hospitality and promotion of IMMER Group, which employees can incur on behalf of IMMER Group, should meet the

following criteria:

- to be directly related to the legitimate objectives of IMMER Group, for example, to presentation, completion of business projects, promotion of goods or services, successful execution of contracts or generally accepted holidays (Christmas, New Year, commemorative dates, anniversaries etc.);
- to be reasonable, proportionate and not to be luxury items;
- expenses should be approved by the authorized employees of IMMER Group from among the management and thoroughly documented;
- not to be a hidden remuneration for a service, action (omission), connivance, patronage, grant of rights, making a special decision on a transaction, agreement, permission etc. or an attempt to exert influence on the recipient for other illegal or unethical purpose;
- not to create a reputational risk for IMMER Group, employees or other persons in case of disclosure of the information about such gifts or entertainment expenses;
- not to contradict the Policy principles and requirements, other corporate anti-corruption documents of IMMER Group and applicable anti-corruption laws.

## **6.2 Interaction with State and Controlling Authorities**

**6.2.1** When interacting with state officials, employees of IMMER Group shall be forbidden:

- to offer, promise or provide cash or cash equivalents, property-related services or other benefit to state officials in exchange for committing actions (inactions) in the interests of IMMER Group related to the position held;
- to use third parties, such as agents or other intermediaries, consultants, representatives, distributors, consortiums, contractors, suppliers and cooperation partners, to direct cash or cash equivalents to state officials and their relatives;
- to make an offer and attempts to transfer any gifts to state officials, the value of which is strictly limited by anti-corruption laws.

**6.2.2** IMMER Group shall undertake a public obligation to inform the law enforcement authorities on violations of the conduct requirements for state officials and civil servants in the exercise of state supervision (control) over the enterprises of IMMER Group.

## **6.3 Participation in Political Activities**

**6.3.1** IMMER Group does not provide financial or other support to political parties (organizations), nor does it participate in financing election campaigns of candidates for elective positions.

**6.3.2** Employees of IMMER Group can exercise their personal rights of participation in political movements in accordance with the law, including making donations in favor of political parties at their own option. However, in this case employees of IMMER Group should:

- ensure that their own time and resources are used for this purpose;
- ensure that such actions are not in conflict with their functional responsibilities in IMMER Group and are not associated with IMMER Group activities.

## **6.4 Facilitation Payment**

**6.4.1** IMMER Group does not make facilitation payments (for example, informal payments made to state officials to ensure or expedite passing the established government procedures).

**6.4.2** Employees of IMMER Group should avoid any actions that could lead to the fact of payment/receipt or assumption of a possible payment/receipt of a kick-back/payment for facilitating the formalities on the part of IMMER Group.

**6.4.3** An employee of IMMER Group shall inform their immediate supervisor and/or through the Hotline at the earliest available opportunity of any incidents of this kind or any incentives to do so, or in case of any suspicion, concern or doubts regarding a payment.

## **7 RESPONSIBILITY FOR CORRUPTION OFFENSES**

**7.1.** Employees of IMMER Group shall bear criminal, administrative, civil and disciplinary responsibility for committing corruption offenses, in accordance with the applicable law.

**7.2.** Employees of IMMER Group caught in corrupt practices prejudicial to the image or property of the company shall be excluded from conducting their duties, and the materials revealing violations shall be submitted to the relevant judicial authorities to bring the offender to civil or criminal responsibility.

**7.3.** An employee may voluntarily compensate for the damage caused to the company by agreement with the administration, unless contrary to the applicable law.