

client

local communities

The Code sets out the values and ethical standards that should be followed in the performance of one's duties and complements the rules of conduct set out in the relevant legal regulations and internal regulations at the PGNiG Group level.

The Code sets out the values and ethical standards that should be followed in the performance of one's duties and complements the rules of conduct set out in the relevant legal regulations and internal regulations at the PGNiG Group level.



CODE OF

CODE OF ETHICS OF THE PGNiG GROUP

ETHICS

challenge

staff

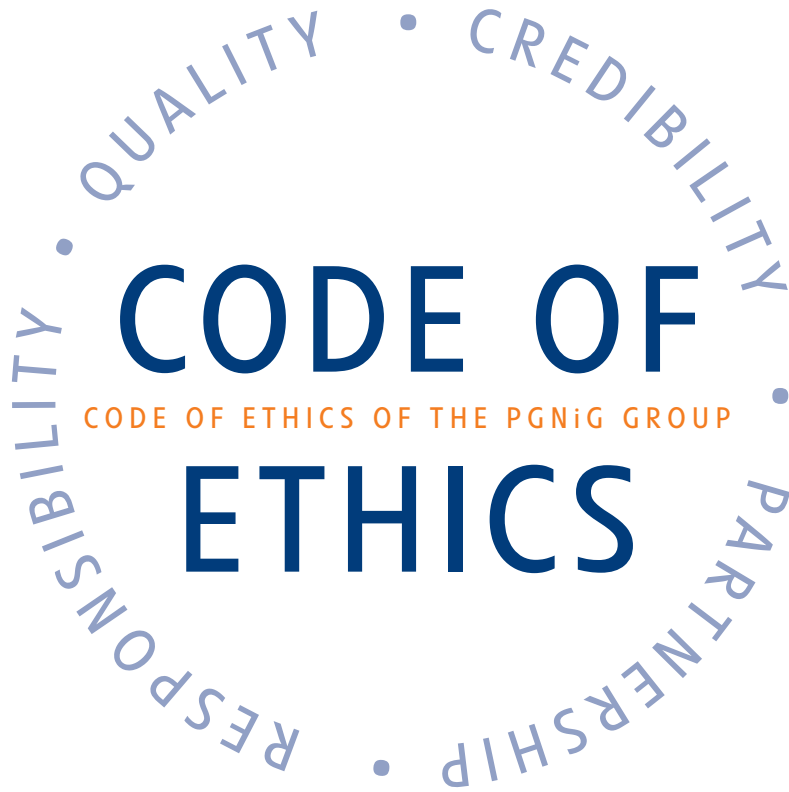
trust

building relationships

The Code sets out the values and ethical standards that should be followed in the performance of one's duties and complements the rules of conduct set out in the relevant legal regulations and internal regulations at the PGNiG Group level.

The Code sets out the values and ethical standards that should be followed in the performance of one's duties and complements the rules of conduct set out in the relevant legal regulations and internal regulations at the PGNiG Group level.

common good



CODE OF

CODE OF ETHICS OF THE PGNiG GROUP

ETHICS

QUALITY • CREDIBILITY • PARTNERSHIP • RESPONSIBILITY

TABLE OF CONTENTS

Ladies and Gentlemen	7
Glossary	9
Rules of conduct in the PGNiG group	11
Declaration of values	12
Mission and values of the PGNiG Group	12
The PGNiG Group's ethical standards are based on our four corporate values	13
RESPONSIBILITY	15
CREDIBILITY	20
PARTNERSHIP	23
QUALITY	27
How to use the Code	30
Procedure in case of Code violations	33

LADIES AND GENTLEMEN,

The members of the PGNiG Group are the inheritors of an extremely rich, over one and a half century-long history and tradition, the awareness of which we wish to cultivate among current and future generations. It is at the same time a great honour and a great responsibility

Acting in the interest of the shareholders, customers and employees, we make every effort to be a reliable and transparent partner, pursuing the development and value growth of the PGNiG Group's companies in accordance with the principles of sustainable development. This document has been prepared in order to unify and consolidate ethical standards which apply in the PGNiG Group.

Credibility, responsibility, partnership and quality are the values which are the most important for our Group and they are the foundations the Code of Ethics of the PGNiG Group. These values have been preserved in our work for years and are reflected in our relations with local communities in which we operate, based on respect for people and work, not only as responsibility for the undertaken tasks but if act the mission of the entities comprising the PGNiG Group for the benefit of Polish society.

"Do good, avoid evil" and "Treat others as you would like to be treated" are fundamental principles, the simplest possible ones, from which all others result. In our daily work we

have to deal with many situations when we do not know how we should behave. The code is meant to be a signpost for employees, showing the right directions of action. It is obviously not possible to prepare a complete guide to ethical standards of conduct that will exhaust the ways in which we can act in all situations. As always, life will turn out to be more complex than the wildest predictions, therefore we appeal to the moral sensitivity of every employee of the PGNiG Group. It is important to show trust in each other, but also to jointly shape mechanisms rewarding innovation, pro-activity and solidarity, creating foundations for further growth of the PGNiG Group.

The Code defines the general framework for the conduct of each employee of any PGNiG Group company. In the case of difficult moral dilemmas, management should play a crucial mentoring role. The effectiveness of the Code will be demonstrated by the actual integration of employees around common values and moral principles. This, of course, requires consistent effort, constant cooperation with all employees, as well as

support mechanisms. Our goal was to create a system that included a set of ethical and moral norms. Next to the Management Transparency Policy, The PGNiG Group's Ethics and Compliance Management System, the Anti-Corruption and Gift Policy at the PGNiG Group and the Compliance Programmes for the Distribution System Operator and the Storage System Operator, the Code is a crucial element of this system. Its objective is to promote ethical behaviour, monitor compliance and involve employees in educational initiatives. Independently of the above regulations, member companies may implement other specific documents providing guidance in case of: undesirable occurrences.

The Ethics Officer at the PGNiG Group level as well as the Persons Responsible for Ethics and Compliance at the PGNiG Group Companies will play an important role in ethical issues, providing advice to employees and collecting information on potential violations of the Code.

We expect employees, regardless of their position, to fully respect these values and ethical standards in the performance of their duties.

The management should create working conditions that enable the observance of the principles of ethics and promote the values and ethical standards of the PGNiG Group, primarily through example setting and behaviour consistent with the principles stipulated in the Code.

All employees should read the principles set out in the Code in detail. Anyone who does not comply with these rules violates internal regulations and can be held accountable by the Employer.

Every employee, in case of doubts whether his or her conduct – or the conduct of his or her colleagues, both subordinates and superiors – is consistent with the Code, may request clarification from a management representative, the person responsible for Ethics and Compliance in the Company or the Ethics Officer in the PGNiG Group.

Bearing the above in mind, we would like to present to you the amended Code as a common regulation applicable to all employees of the PGNiG Group.

We count on your sensitivity and pro-activity.

Yours sincerely
Piotr Woźniak

President of the Management Board
of PGNiG SA



Warsaw, 22nd May 2019

GLOSSARY

The following terms used hereinafter in the PGNiG Group Code of Ethics shall be understood as follows:

good faith – sincere conviction of the person reporting the irregularity about the truthfulness of the provided information, justified by the circumstances of a given case and backed by the exercise of due care

PGNiG Group – Parties to the Agreement on the principles of cooperation between PGNiG S.A. and the subsidiary companies of the PGNiG Group concluded on 28 April 2014 as well as other companies and entities directly or indirectly controlled by PGNiG that are not parties to that Agreement but will implement the Code of Ethics of the PGNiG Group

legally protected information – inside information (within the meaning of the REMIT), inside information (within the meaning of the MAR) and classified information (within the meaning of the regulations on the protection of classified information), but also other sensitive information and business secrets (in particular the rules of protection of sensitive operator's information belonging to the Distribution System Operator and the Storage System Operator)

Code – This Code of Ethics of the PGNiG Group

conflict of interest – A situation in which the interest of an employee or her/his close relatives could conflict with their obligations towards the company or any other entity of the PGNiG Group. This is a situation in which there may be a doubt as to whether a person is objective and impartial. In such a case, irreconcilable values must be excluded in order to ensure transparency of decisions taken within the company in question. A conflict of interest may arise at different stages of a particular case or decision-making process. A conflict of interest should be understood not only as a situation in which the private interest of an employee or her/his close relative interferes with the interest of the company or another entity of the PGNiG Group, but also as a situation in which the performance of two or more functions leads to a conflict of duties

nepotism – Granting of favour to one's close relatives and any other form of making them privileged

Ethics Officer of the PGNiG Group – The person appointed as the Chair of the Ethics Committee at the PGNiG Group in accordance with The PGNiG Group’s Ethics and Compliance Management System

employee – For the purposes of this Code, an employee is understood as a person employed on the basis of an employment contract or providing work on the basis of another legal relationship for the benefit of the company or another entity being a member of the PGNiG Group

MAR – Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC

REMIT – Regulation (EU) No 1227/2011 of the European Parliament and of the Council of 25 October 2011 on wholesale energy market integrity and transparency

Company – A company or other member entity of the PGNiG Group

close relative – The spouse, partner and persons related by consanguinity up to the second degree, or by affinity of the first degree, as well as by adoption, custody or guardianship.

Persons responsible for ethics and compliance in the Companies – Coordinators, Ethics and Compliance Coordinator at PGNiG and Coordinators of Companies with Increased Non-Compliance Risk within the meaning of The PGNiG Group’s Ethics and Compliance Management System

RULES OF CONDUCT IN THE PGNiG GROUP

The PGNiG Group has adopted the rules of conduct based, *inter alia*, on the principles of the Charter of the United Nations concerning human rights, labour standards, environmental protection and the fight against corruption, as well as on compliance with legal regulations, which are accepted globally and derive from:

- the Universal Declaration of Human Rights;
- the International Labour Organisation Declaration on Fundamental Principles and Rights at Work;
- the Rio Declaration on Environment and Development;
- the United Nations Convention against Corruption.

The PGNiG Group members recognise the standards set by the United Nations as part of the *UN Global Compact Principles*, according to which they are expected to:

- In the area of **human rights**:
 - respect and promote the protection of universally recognised human rights and
 - eliminate all human rights violations by the Company.
- In the area of **standards at work**:
 - promote freedom of association and recognise the right to collective bargaining in practice
 - promote the elimination of all forms of slavery and forced labour
 - contribute to the effective abolition of child labour, and

- prevent discrimination in employment.
- In the area of **environmental protection**:
 - promote a preventive approach to environmental problems
 - take initiatives to promote greater environmental responsibility, and
 - support the development and diffusion of environmentally friendly technologies.
- In the area of **anti-corruption**:
 - fight corruption in all its forms, including bribery and extortion.

DECLARATION OF VALUES

MISSION AND VALUES OF THE PGNiG GROUP

- Our mission is to be a trusted energy provider for households and businesses through responsible and efficient delivery of innovative energy solutions.
- We are committed to our tradition and the trust our customers place in us, but we also remain open to new challenges and change. Our customers rely on the high quality and reliability of our services.
- As the *PGNiG Group*, we satisfy the energy needs of our customers in a comprehensive manner (gas + electricity + heat + other services).
- Acting in the interest of our shareholders, customers and employees, we want to be

a reliable and transparent partner, achieving the development and growth of the company's value in accordance with the principles of sustainable development and the principles of independence of the Distribution System Operator and the Storage System Operator.

- We care and value all our customers – households, businesses and institutions.

In order to put this mission into practice, we are focused on key guiding values: responsibility, credibility, partnership and quality:

- **RESPONSIBILITY** underpins the daily activities of all *employees*, regardless of their position, and at the same time the challenge that mobilizes us to take care of the common good and the environment.
- **CREDIBILITY** means long-term commitment to building a high communication culture based on the principles of dialogue, stimulating the atmosphere of trust among all our stakeholders.

- **PARTNERSHIP** means developing lasting, mutually beneficial relations based on mutual trust within the *PGNiG Group* – with employees and trade union organisations and externally – with customers, local communities and other market participants.

- **QUALITY** means ensuring a high level of delivered products and services in accordance with the principle of continuous improvement through the implementation of modern technologies, increasing efficiency of management systems and shaping an ethical environment in the *PGNiG Group*, in line with the aspirations of our customers, *employees* and all partners.

THE PGNiG GROUP'S ETHICAL STANDARDS ARE BASED ON OUR FOUR CORPORATE VALUES

RESPONSIBILITY means for us:

- Care about the economic, social and natural environment
- Jointly building the value of the Company and the *PGNiG Group* and their reputation
- Care about the safety of *employees*, sub-contractors and customers
- Transparency, equal opportunities and support for the professional development of all *employees*
- Avoidance of the *conflict of interest*
- Conducting business in the spirit of corporate social responsibility
- Accepting and offering gifts and other benefits only in the situations and according to the principles specified in the Anti-Corruption and Gift Policy of the *PGNiG Group*

CREDIBILITY means to us:

- Confidentiality of information
- Business and information transparency
- Delivering on obligations
- Fair and responsible competition
- Transparency of sponsoring activities, donations and community projects

PARTNERSHIP

means to us:

- Creation of conditions for cooperation
- Care about relations between *employees*
- Tolerance for diversity of views and expectations in the workplace
- Dialogue with the stakeholders of the *PGNiG Group* and sensitivity to their needs

QUALITY

means to us:

- Developing relations with customers and business partners
- Caring to provide business partners/customers with products and services that meet or exceed their expectations
- Ensuring high standards in advertising activities
- Commitment to continuous development
- Adequate use of the *employees* capabilities



Care about the economic, social and natural environment

- We are committed to harmonious development to the benefit not only of the companies and entities comprising the *PGNiG Group*, but also of their natural and social environment. The value growth of the *PGNiG Group* is based on ethical principles and the Sustainable Development and Responsible Business Strategy.
- Our goal is to implement our business activities in such a way as to maximize benefits for all stakeholders, while respecting the law and the natural environment. This principle is an important criterion for decision-making and business activities.
- We care about the rational use of deposits, raw materials and energy, reduce energy consumption, emissions and waste generation.

- We ensure safe distribution of natural gas and take care of continuous development of gas and storage infrastructure.
- We strive to balance our impact on the environment by protecting and revitalising natural areas and preserving biodiversity.
- As part of our research activities, we are looking for solutions and technologies that are increasingly environmentally friendly.
- We care about ecological awareness both internally and that of our business partners.
- We want to be a part of community and cultural life, actively participating in local initiatives.

Jointly building the value of the Company and the PGNiG Group and their reputation

- While carrying out our daily duties, we remember about our responsibility for creating the value of the *PGNiG Group* and taking care of its sustainable development, focusing on reliability and economy.
- We do not take any actions that may expose our *Company or PGNiG Group* to losses, be it financial and reputational.
- Our political views and actions are private and do not reflect the position of the *Company*. Make sure that you undertake your political activities only in your private time, outside working hours and using your own resources.

- We are co-responsible for the results of our work, so we do not only perform our tasks diligently, but also pay attention to the quality of work of other members of the team.
- We use the resources of the *PGNiG Group* (financial and material) in a cost-efficient manner and exclusively for the performance of our official duties.
- We do not take on additional work if it interferes with our core responsibilities to our employer or adversely affects our objectivity in making business decisions.
- In our contacts with the media or external stakeholders, we follow the procedures for external communication and present an agreed position of the *PGNiG Group* on a given matter.

Care about the safety of employees, subcontractors and customers

- The quality of the work of many of us depends on our safety and that of our co-workers, customers and business partners. Therefore, we perform our duties with diligence and immediately react to any irregularities, both our own and those of other members of the team.
- In situations that may endanger the health or life of people, we first take care of our own safety and that of our colleagues, and then inform our supervisor or the appropriate services, even if such situations are the result of our error or omission.
- We take all possible measures to ensure that our products and services are safe and support the protection of the environment against pollution. We are committed to complying with applica-

ble laws and safety rules, industry standards and good practices, because in doing so, we express our responsibility for our colleagues and customers.

Transparency, equal opportunities and support for the professional development of all employees

- We don't tolerate *nepotism*.
- Employees are recruited, rewarded and promoted solely on the basis of their knowledge and skills.
- Career development opportunities in the *PGNiG Group* should be the equal for every employee, always based on objective assessment of their knowledge, skills and attitudes, without any discrimination.

- A situation where reporting lines, be it indirect or direct, exist between *close relatives* employed in the PGNiG Groups is highly undesirable.
- In case when relationships of the *close relative* nature exist between employees, they should not be reflected in the business relationships between them. They should maintain the objectivity and impartiality required of employees with respect to the employer.
- All *employees* should receive equal treatment and be remunerated for their work according to the nature of the work carried out and to the qualifications required for the performance of the work, taking into account the quantity and quality of the work provided.

Avoidance of the conflict of interest

- We avoid situations where our personal interests or those of our *close relatives* could give rise to a conflict of interest.
- We inform our superior of any business with which we have a legal or beneficial interest, if this could lead to a *conflict of interest*.
- We do not take advantage of our position to obtain any private or financial gains for ourselves or our *close relatives*.
- We do not enter into any relationships with customers, external suppliers or competitors that could result in biased choices and a lack of objectivity towards the Company in which we are employed.
- *An employee* should not provide work or services to competitors of the Company in which he or she is employed, nor should

he or she undertake any activity that is competitive to that of the Company. If in doubt, the employee may enquire with the superior or the *Person Responsible for Ethics and Compliance in the Company*.

- Any situation that gives rise to a concern with respect to a *conflict of interest* should be reported to the superior, or the *Person Responsible for Ethics and Compliance in the Company*. No activity should be undertaken until guidance is obtained.

Accepting and giving gifts

- Accepting and offering of any gifts or other benefits may take place only in the situations and in accordance with the principles set out in the Anti-Corruption and Gift Policy of the *PGNiG Group*.
- We do not accept any gifts or benefits that may affect our judgment or the work we do, or that may cause us not to be objective in our work.
- We do not give gifts to our business partners that may influence their decisions or commit to reciprocity.
- If any situation gives rise to doubts or suspicions of corruption or it is not clear how to behave, the employee should approach his or her superior, the *Person Responsible for Ethics and Compliance in the Company* or the *Ethics Officer at the PGNiG Group* to determine the course of action.



Confidentiality of information and trade secrets

- We use legally protected information only for the performance of the business tasks for which it was disclosed to us.
- We treat information and data responsibly, protect and handle them carefully, in accordance with applicable laws and within the limits of our internal procedures and security clearances.
- We are aware of the fact that the sharing, disclosure or use of *legally protected information* of member companies and entities of the *PGNiG Group*, if it threatens or violates their interests, constitutes an act of unfair competition and may result in legal and financial sanctions.
- In our relations with the media, we follow internal procedures applicable at the *Company* and *PGNiG Group* level.

Business and information transparency

- We take all reasonable steps to ensure that the information we provide to our customers, shareholders, business and social partners is complete and truthful.
- We do our best to provide our clients with easy access to full and reliable information about the products and services offered by the Company in which we are employed.
- We take care to ensure that the information intended for our partners and stakeholders is timely and easily accessible.
- Respecting the privacy of each employee, we only collect personal information that is lawful and necessary for the performance of the Company's duties.

Delivering on obligations

- We keep our word – we observe both written and oral agreements concluded with employees, superiors, business partners, investors, customers and the stakeholders of the *PGNiG Group*.
- If we take any action, we make every effort to perform the task diligently and thoroughly.
- We carry out our activities in a transparent manner.
- We do not avoid challenges and try to solve problems in a constructive way.
- We meet the deadlines for commitments made to customers, other *employees* and partners.

Fair and responsible competition

- We are looking for market solutions that are economically viable and, at the same time, environment and community friendly.
- We do not acquire or use *legally protected information*, or any proprietary information of competitors or third parties.
- We treat our business partners and competitors with respect.
- We pursue a transparent policy towards our suppliers, respecting good practices and based on market principles.
- We do not encourage newly hired *employees* to disclose or use any *legally protected information* of the companies they previously worked for.

Transparency of sponsoring activities, donations and community projects

- We actively participate in the search for solutions to crucial social problems – either independently or in partnership with other parties.
- In our actions for the benefit of local communities, we are guided by criteria of social utility and pre-defined priorities.
- We communicate in a transparent manner the criteria for granting support and the conditions for its use, as well as the reasons for any refusal.
- We adhere to clear and objective criteria applicable to sponsoring activities, according to internal regulations.

- We do not take advantage of charitable, community or sponsorship activities to build a personal position in local communities, or to lobby.
- We verify whether our support has brought real social benefits and monitor how funds allocated for non-commercial activities are spent.



Creation of conditions for cooperation

- We strive to treat others in the way we would like to be treated ourselves.
- When making decisions about other *employees*, we take effort to evaluate their performance with honesty and respect.
- *Employee* appraisals should be carried out with respect for dignity and in a way that enhances motivation to work.
- We are committed to building relationships between the management and *employees* on the basis of mutual respect and trust.
- We are committed to ensuring that any *employee* who suspects that the principles of ethics or standards of conduct have been breached in the *Company* can fully clarify their concerns.

- We attach importance to decent behaviour outside the workplace, especially in situations where this could affect the image of the *Company* in which we are employed or the *PGNiG Group*.
- We share our knowledge in order to effectively improve the quality of the performance of our duties and tasks at work.

Care about relations between employees

- We are guided by the principles of cooperation, honesty, mutual respect and tolerance in our daily work.
- We engage in teamwork, striving for fruitful cooperation in the implementation of the tasks we have been entrusted with.
- We seek to resolve conflicts at work through conciliation and constructive dialogue, while maintaining respect for the other party.

- We do not tolerate behaviour that violates the rights and personal dignity of the individual.
- We oppose, both within the *Company* and in business relations, any form of discrimination, specifically based on gender, age, race, nationality, ethnic origin, religion, sexual orientation, belief, disability, social position, external appearance, marital status, employment for a fixed or indefinite period or full-time or part-time employment, etc., in any form whatsoever.
- We do not tolerate mobbing, physical, mental and sexual harassment or any behaviour aimed at insulting, degrading, intimidating, etc. and we take all possible measures to ensure that no *employee* is exposed to such behaviour in any form.
- With respect to persons who violate the principles of fair and polite interpersonal relations, superiors undertake immediate disciplinary measures as appropriate for the type of unacceptable behaviour.

- We want to build relations between trade unions and the employer in a spirit of mutual understanding and dialogue in order to contribute to effective and socially acceptable solutions.

Tolerance for diversity of views and expectations in the workplace

- We take all possible measures to fully respect fundamental human rights regardless of gender, age, marital status, disability, race, religion, nationality, political convictions, trade union membership, ethnic origin, sexual orientation or form of employment.
- We strive to create opportunities for the free expression of opinions on professional matters, with respect for dignity and diversity of opinion.
- We do not tolerate and prevent the dissemination of false or untrue information about the *Companies* and their *employees*.

- We do not allow the principle of equal employment opportunities to be violated as a result of offering particular favours to, or discriminating against any *employee*.
- We demonstrate good manners towards our superiors, *employees* and other people with whom we interact professionally.
- We take care about the good atmosphere at work – we try to be friendly and helpful to each other.
- We do not accept the spread of rumours, slander and unverified information in the work environment.

Dialogue with the stakeholders of the PGNiG Group and sensitivity to their needs

- We strive to engage in dialogue with all partners to clarify our views and respond to expectations.
- We treat all stakeholders of the *PGNiG Group* as our partners.
- We appreciate the time and resources of our shareholders, customers and business partners.
- In the case of the Distribution and Storage System Operators we observe the principle of equal treatment of distribution and storage system users and do not accept favouring or discrimination in business relations, in particular, any behaviour that would violate the principle of equality expressed in the provisions of the Compliance Programs.
- We strive to be a good and reliable business partner – we provide our shareholders, business partners and customers with comprehensive information about the *Company* and the *PGNiG Group*.
- We show respect for local authorities and local communities in the countries in which we operate.
- We show understanding for the expectations of non-governmental organizations operating in the area of our activity.



Developing relations with customers and business partners

- We provide reliable and professional services to our clients.
- We ensure transparency of relations with customers and business partners by applying clear rules of cooperation.
- We strive to fully adapt to the current needs and expectations of our customers and business partners, and to remain open to new challenges.
- We treat our internal and external clients in accordance with the principles of equality, regardless of their social position, wealth, personal beliefs or past achievements.
- We do our best to take care of the reputation of every client and every business partner.

Ensuring high standards in advertising activities

- In the process of preparing advertising executions, we follow generally accepted and recognized rules of fair competition and moral standards.
- We make every effort to ensure that our advertisements do not contain any content or images which, directly or indirectly, by omission, ambiguity or exaggeration, is likely to mislead or exploit customers' lack of experience or ignorance.
- We do not place any discriminating content in advertisements.
- In advertising, we do not use images of natural persons without obtaining their formal consent.
- We strive to ensure that information about sponsoring a given project is clearly formulated and does not violate good practices.

Commitment to development

- We are constantly improving the quality of our products and the level of our services, taking up market challenges in a responsible manner.
- We actively seek to improve all the activities and processes in which we participate, taking into account the welfare of the company and its *employees* and our customers, business partners, local communities and the environment.
- We strive to introduce innovative solutions as part of the tasks entrusted to us, according to the opportunities and expectations.
- We seek to ensure that the development prospects of each employee depend primarily on the quality of their work and commitment to the development of the company.

- We want to be guided by ethical principles with respect to all persons and entities involved in the development of the *PGNiG Group* and expect the same from others.
- We seek and implement innovative solutions and technologies.
- We take on new market challenges.

Adequate use of the employees capabilities

- We strive to acquire knowledge and skills in order to perform our duties in the best possible way, contributing to the achievement of the *PGNiG Group's* mission and values.
- We look for career development opportunities for *employees* regardless of their position or other factors, such as age, gender, race, etc.
- We effectively plan and execute business tasks using our knowledge, experience and intellectual potential.
- We take care of the balance between private and professional life so that we can perform our duties efficiently and effectively.

- We recognise that every *employee*, regardless of his or her position, should set a good example in applying our core values in practice.
- We take care to provide opportunities for the development and achievement of professional ambitions of our *employees*.

HOW TO USE THE CODE

The *Code* sets out the values and ethical standards that should be followed in the performance of one's duties and complements the rules of conduct set out in the relevant legal regulations and internal regulations at the *PGNiG Group* level. The main objective of the *Code* is to identify the behaviours that are desirable in the *PGNiG Group* and those that will not be accepted.

The *Code* was developed in cooperation with the *Companies* of the *PGNiG Group* on the basis of generally accepted principles and social standards, and describes only selected situations which may be encountered by *employees*. Therefore, in circumstances not covered in this document, employees should be guided primarily by the *PGNiG Group's* values and common sense, and in case of doubt, contact their superior or the *Person Responsible for Ethics and Compliance in the Company*, or if contact with these persons is impossible or otherwise difficult with the *Ethics Officer in the PGNiG Group*, whose role is to educate and advise *employees* on ethical issues and to collect information about violations of the *Code*.

The *Code* should be a point of reference when making individual decisions in the workplace, and should be helpful in assessing decisions made by *employees*, subordinates or superiors. In case when the *employee* has doubts as to the assessment of contemplated or already made decisions concerning employees,

the company or the external environment, he or she should first ask himself or herself the following questions:

1. Is the observed action or omission lawful?
2. Does the observed action or omission comply with internal regulations applicable in the *Company I am employed* in and regulations at the level of the *PGNiG Group*?

If a situation or decision is consistent with the law and internal regulations, but still raises moral concerns, you should ask yourself additional questions:

3. Is the observed action or omission consistent with the values of the *PGNiG Group* described in the *Code*?
4. Is the observed action or omission consistent with the principles set out in the *Code*?

If the answer is not clear or negative, you should consult your superior or the *Person Responsible for Ethics and Compliance in the Company*, or if contact with these individuals is impossible or otherwise difficult, you should contact the *Ethics Officer in the PGNiG Group*. What to do if a given event or decision concerning relations between *employees* or relations between employees and the company or the external environment is not clearly reflected in the values of the *PGNiG Group* or in the principles of the *Code*?

If our moral judgment is not clear or negative, and yet such a decision is to be made or has been made, you should immediately raise your concerns with your superior or the *Person Responsible for Ethics and Compliance in the Company*, or if contact with these individuals is impossible or otherwise difficult, you should contact the *Ethics Officer in the PGNiG Group*.

We should answer further questions:

5. In my opinion, is the observed action or omission ethical?
6. How would others judge it if the observed action or omission were to be made public?
7. What impact could this have on the company's growth and reputation?

CRUCIAL QUESTIONS IN TAKING OR EVALUATING A DECISION:

1. Is the observed action or omission lawful?
2. Does the observed action or omission comply with internal regulations applicable in the Company I am employed in and regulations at the level of the PGNiG Group?
3. Is the observed action or omission consistent with the values of the PGNiG Group?
4. Is the observed action or omission consistent with the principles set out in the Code?
5. In my opinion, is the observed action or omission ethical?
6. How would others judge it if the observed action or omission were to be made public?
7. What impact could this have on the growth of the PGNiG Group and its reputation?

PROCEDURE IN CASE OF CODE VIOLATIONS

Each *employee* who is witness to or has reasonable suspicions about conduct that violates the principles of ethics by employees of the *PGNiG Group*, or other persons who are not its employees but are bound by business relations, is obliged to report this fact to their superior.

The *employee* may also report to the *Person Responsible for Ethics and Compliance in the Company* or if contact with such persons is impossible or otherwise difficult (especially if he or she suspects that reporting to the superior could cause difficulties or failure to take preventive or corrective action) to the *Ethics Officer in the PGNiG Group*, by filling in an appropriate form (*the Form is attached as Appendix 1*) and sending it by e-mail, conventional mail or handing it directly to him or her.

In case when a situation giving rise to ethical concerns is not covered in this document, the *employee* may and should seek advice from his/her superior or the *Person Responsible for Ethics and Compliance in the Company*, or if contact with such persons is impossible or otherwise difficult, from the *Ethics Officer in the Group* via e-mail, conventional mail, telephone or personal contact.

No *employee* who reports, in good faith, a breach of ethics to his or her superior, the *Person Responsible for Ethics and Compliance in the Company* or the *Ethics Officer in the*

Group, shall suffer any negative consequences. A whistle-blower acting in good faith shall be protected and if he or she wishes to remain anonymous, it shall be the responsibility of the *Company* to ensure their anonymity.

Reporting irregularities in bad faith (bad faith means acting with knowledge of the misrepresentation of irregularities) may be considered a violation of the *Code* if the occurrence of irregularities is not confirmed.

Failure to comply with the rules of conduct contained in this *Code* may give rise to disciplinary sanctions, including the termination of employment, in accordance with applicable national law, without prejudice to other disciplinary measures relating to other types of responsibility. The application of disciplinary sanctions shall not depend on the outcome of possible court proceedings, because the rules of conduct set out in the *Code* are binding regardless of whether a wrongful behaviour leads to or does not lead to a crime or a prohibited act. No unlawful conduct or conduct violating to the provisions of this *Code* may

be excused or deemed to be of minor importance due to the fact that it was performed in the interest of or for the benefit of a member company or entity of the *PGNiG Group*.

The principles set out in the *Code* shall not apply retroactively.

Related documents:

1. Anti-corruption and gift policy in the PGNiG Group
2. The PGNiG Group's Ethics and Compliance Management System
3. Management Transparency Policy

In each of the PGNiG Group member entities, a dedicated Person Responsible for Ethics and Compliance in the Company of the PGNiG Group has been appointed.

Employees of a given Company should always first contact directly the manager of their team or the Person Responsible for Ethics and Compliance in their Company.

If this is impossible or otherwise difficult, the Ethics Officer in the PGNiG Group should be contacted.

How to contact the Ethics Officer in the PGNiG Group?

E-mail: etyka@pgnig.pl

Address for correspondence:
*PGNiG SA, Ethics Officer of the PGNiG Group,
ul. Kasprzaka 25, 01-224 Warszawa*

In order to report an ethics violation, the Form of Notification of Ethics Violation (Appendix No. 1 to the Code) should be filled in and submitted to the Ethics Officer in the Group as follows:

- in person
- by email
- by conventional mail

