



**CODE OF CONDUCT FOR BUSINESS PARTNERS OF COMPANIES
BELONGING TO THE GRUPA AZOTY GROUP OF COMPANIES**

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Code of Conduct for Business Partners of companies belonging to the Grupa Azoty Group of Companies

Recitals

Whereas the Grupa Azoty Group of Companies conducts business activity in a responsible, transparent manner and in accordance with the highest legal and ethical standards and the companies belonging to the Grupa Azoty Group of Companies expect all of their Business Partners to adopt similar attitudes and standards as part of their cooperation, this Code of Conduct for Business Partners belonging to Grupa Azoty is hereby established.

Article 1

Definitions and abbreviations

Grupa Azoty S.A. . the parent company of Grupa Azoty with its registered office in Tarnów.

Grupa Azoty Group of Companies . a group of companies, one economic entity without own legal personality, comprised by Grupa Azoty S.A. and legally autonomous companies connected by means of capital or organisational subordination to Grupa Azoty S.A. and companies controlled by Grupa Azoty S.A. within the meaning of competition law.

Management . Members of the Management Boards and Supervisory Boards of companies belonging to the Grupa Azoty Group of Companies.

Code of Ethics . the Grupa Azoty Group of Companies Code of Ethical Conduct.

Code of Conduct for Business Partners . this Code of Conduct for Business Partners of companies belonging to the Grupa Azoty Group of Companies.

Corruption . promising, offering, giving, demanding or accepting Financial Gains or Personal Gains, directly or indirectly, for oneself or another person, as well as accepting offers or promises in return for acting or omitting to act in connection with performance of professional duties (connected with performance of public functions or business activity).

Financial Gain . items or acts which lead to obtainment of any undue or unjustified benefits of financial nature (whose value can be expressed in cash) for oneself or another person, for instance in the form of gifts, meals, invitations to sport or cultural events, donation, debt cancellation or award of a contract.

Personal Gain . undue or unjustified benefit of non-financial nature which improve the situation of a given person or other persons related thereto, for instance in the form of a promise to employ a given person or promote a close relation, international scholarship, award of an order or sexual relations.

Compliance Manager . a person within Grupa Azoty S.A., designated by the Chair, who is responsible for conducting or coordinating internal investigation connected with the reported irregularities or abuse.

Business Partner . every business partner (i.e. supplier, service provider or recipient of products or services of companies belonging to the Grupa Azoty Group of Companies), representative (i.e. entity or person representing the Grupa Azoty Group of Companies or a company belonging thereto in contacts with business partners or state authorities, e.g. consultant, law firm), intermediary (i.e. entity or person supporting the Grupa Azoty Group of Companies or a company belonging thereto in attracting business partners or selling products or services on behalf of the Grupa Azoty Group of Companies or a company belonging thereto) or another entity with which companies belonging to the Grupa Azoty Group of Companies have any business relation.

Gift Policy . the Grupa Azoty Group of Companies Policy on Giving and Accepting Gifts.

Whistleblowing Policy . the Grupa Azoty Group of Companies Whistleblowing Policy.

Employee . the Management and every person employed by a company belonging to the Grupa Azoty Group of Companies on the basis of an employment contract or cooperating with a company belonging to the Grupa Azoty Group of Companies on the basis of a civil law contract.

Chair . the Chair of the Management Board of Grupa Azoty S.A.

Sanctions . economic, commercial or financial sanctions or provisions of the law, regulations or restrictive measures adopted, imposed or enforced by the Sanctioning Authorities.

Sanctioning Authorities . the Government of Norway, the Government of the United States, the United Nations, the European Union, the United Kingdom, Poland and the Government of Poland, France and the French Government, the Grand Duchy of Luxembourg and the Government of Luxembourg and the relevant governmental institutions and agencies of any of the above-mentioned entities.

Article 2

Purpose of the Code of Conduct for Business Partners

1. The purpose of this Code of Conduct for Business Partners is to present the standards and principles which companies belonging to the Grupa Azoty Group of Companies expect their Business Partners to observe when conducting business activity. These are the basic requirements for Business Partners, in particular in the scope of respect for human rights, principles and provisions of labour law, environmental protection, competition and consumer protection, as well as the principles of business integrity and transparency.
2. In order to achieve this purpose, the Management of each company belonging to the Grupa Azoty Group of Companies hereby presents its Business Partners with this Code of Conduct for Business Partners. The rules presented therein should constitute the cornerstone of cooperation between the Business Partners and each company belonging to the Grupa Azoty Group of Companies, with their cooperation being based on partnership, mutual respect and trust.

Article 3

Principles and values observed by the Grupa Azoty Group of Companies

1. The cornerstone of all activities as well as an element of the strategy of the Grupa Azoty Group of Companies is responsible business operation . in line with the principles of sustainable development and social responsibility. The Grupa Azoty Group of Companies minimises its impact on the environment, improves its management systems, has an open information policy and communicates with the local community, as well as ensures the safety of its Employees.
2. All companies belonging to the Grupa Azoty Group of Companies operate in accordance with applicable provisions of law and internal regulations while respecting trading rules and practices.
3. Companies belonging to the Grupa Azoty Group of Companies effectively counteract employment discrimination, eliminate cases of violation of human rights, money laundering and financing of terrorist activity, counteract Corruption and protect the natural environment.
4. The Grupa Azoty Group of Companies operates in line with the values which are described in detail in the Code of Ethics: Cost Efficiency, Professionalism, Cooperation, Respect and Transparency.
5. Observance of the above values as well as other values specified in the Code of Ethics is required from all Employees of companies belonging to the Grupa Azoty Group of Companies, including the Management, as well as Business Partners, shareholders and other stakeholders.

Article 4

Rules of procedure for Business Partners

Having regard to the indicated principles and values, Business Partners shall be obliged:

1. to comply with any and all applicable provisions of law throughout the supply chain as part of their activities,
2. to respect human rights and prevent violation thereof throughout the supply chain as part of their activities,
3. not to engage in Corruption (regardless of form or type) in line with the principle of ~~%~~zero tolerance for Corruption+,
4. not to present political parties or representatives thereof as well as candidates for public offices with any material and non-material benefits,
5. to respect the rules and principles indicated in the section on giving gifts to Employees of companies belonging to the Grupa Azoty Group of Companies which can be found on the website of these companies,
6. to pursue sponsoring activities in a transparent manner, without the aim of obtaining Financial Gains or Personal Gains,
7. to abide by the principles of fair competition (including provisions of competition law),
8. to counteract money laundering and terrorist financing,
9. to avoid any conflict of interest (including potential conflict of interest),
10. to treat people fairly, with respect and dignity,
11. to respect the basic employee rights, in particular by caring for the employees' health and safety, as well as the right to form and join associations and organisations,
12. not to discriminate against employees,
13. not to employ children or use child labour,
14. not to use bonded or coerced labour,
15. to protect the natural environment, among other things by minimising the negative impact of their business activity on the natural environment, which shall consist first and foremost in:
 - a. using a rational environmental management system,
 - b. holding up-to-date permits as required by law and an operating permit,
 - c. complying with any and all registration obligations,
 - d. minimising emission of pollutants into the air, water and soil,
 - e. reducing environmental risks through effective preventive and intervention measures,
 - f. using natural resources sparingly, with respect for the right of other entities to use the same resources,
16. to avoid using raw materials, products and materials originating in conflict zones,
17. to comply with all Sanctions imposed by the Sanctioning Authorities,
18. to promote the rules of procedure specified in the Code of Conduct for Business Partners among their own business partners.

Article 5

Expectations of the Grupa Azoty Group of Companies and whistleblowing

1. Companies belonging to the Grupa Azoty Group of Companies expect their Business Partners to be committed to observing the indicated rules of procedure and ethical standards at least to the extent specified in the Code of Conduct for Business Partners or an equivalent extent.
2. In undertaking cooperation with companies from the Grupa Azoty Group of Companies, the Business Partner accepts relevant anti-corruption provisions in agreements concluded with companies from the



Grupa Azoty Group of Companies and undertakes to cooperate with companies from Grupa Azoty Group of Companies regarding verification of compliance with the provisions of the Code of Conduct for Business Partners.

3. Companies belonging to the Grupa Azoty Group of Companies expect their Business Partners to apply at least the same rules of procedure and ethical standards to their business partners as the ones specified in the Code of Conduct for Business Partners.
4. Companies belonging to the Grupa Azoty Group of Companies have whistleblowing systems in place. They also protect whistleblowers, i.e. people who report (potential) irregularities in good faith. Anyone can be a whistleblower. This includes Employees and Business Partners. Information on suspicion or occurrence of irregularities in the activity of companies belonging to the Grupa Azoty Group of Companies should be reported to the Compliance Manager by email at the following address: sygnalista@grupazoty.com, on the following phone number: +48 785 780 430, or to the Chair.