



Ethics and Anti-Corruption Policy

1. Introduction

With 2 key operating subsidiaries (LLC “Central Plains Group Ukraine” and LLC “Strong Energy Zakhid”) in Ukraine, CPG is well aware of the increased risk of corruption that has historically been associated with Ukraine. Consequently, the Management Board and the CEO of CPG have prepared a clear policy to minimize the risk of any corrupt activity or use of funds derived from corrupt activity.

This policy has been developed according to internationally accepted standards on money laundering and ethics.

Our commitment to ethical behavior and strong ethical foundations are among the most important components of CPG’s activities. We are committed to doing business the right way, based on a culture of ethics and compliance. All directors and employees must always act lawfully, ethically and in the best interests of the group in carrying out their duties.

2. Purpose

The purpose of this Ethics and Anti-Corruption Policy is to establish guidelines ensuring that:

- the Company and its employees act in an ethical, legal and responsible manner in their dealings with each other, as well as with suppliers, customers, creditors, and external and governmental agencies.
- the Company does not accept funds from third parties that are the proceeds of crime or money laundering, i.e. the Company knows where all funds received come from.

3. Scope of Application

This policy applies to all employees who work for CPG and its subsidiaries (including officials, directors, managers, employees, temporary, agency staff, subcontractors or consultants) and also includes other organizations cooperating with us.

4. Policy Statements

CPG expects its employees to be impartial and honest in all matters relating to their work. All staff as a whole have a responsibility to be conscientious and not to do anything to destroy the trust required for employment.

The success of our business is based on trust we earn from our employees, customers, and shareholders. We build trust by upholding our commitment to fairness and achieving our goals through ethical behavior. All staff are expected to comply with this Code in their professional as well as personal behavior and to treat everyone with respect, honesty and fairness.

CPG is open to any questions at any time and will not tolerate punishment or retaliation against anyone for reporting misconduct in good faith.

- Although CPG does not have a specific “whistleblowing channel,” the open management structure means that any employee, customer or supplier can contact any senior employee to raise their concerns.

- This communication will be treated with utmost confidentiality and the name of the person(s) raising the concern will not be identified
- Wrongdoing will be investigated with discretion and appropriate action following any investigation
- Senior management commits to ensuring that no retaliation is brought against the person(s) raising their concern

Through their actions, managers and leaders have the ultimate responsibility to demonstrate the importance of this Code. Managers and leaders are responsible for promptly addressing any ethical issue or concern raised. Employees should cooperate in investigating potential or suspected misconduct.

Failure to comply with this Code is considered a misconduct that may require disciplinary action, including termination of employment or other contract in cases that merit it.

We are committed to taking efforts to apply our values and norms also throughout the value chain of our suppliers, subcontractors, service providers, and business partners.

5. Ethical Values

Our core values in CPG are:

- Honesty
- Integrity
- Reliability
- Respect for others
- Responsibility
- Accountability
- Reliability
- Compliance with the law

6. Taking Ethical Decisions

Ethical behavior means taking decisions based on values. A few key questions can help identify situations that may be unethical, inappropriate or illegal. Ask yourself:

- Is what I'm doing legal?
- Does it reflect our company's values and ethics?
- Does it comply with the law and company rules/policies (if you're not sure, ask!)?
- Does it respect the rights of others?
- What would it look like, if it made the headlines?
- Am I loyal to my family, company and myself?
- Is it the right thing to do?
- What would I advise my child to do?
- Was I asked to distort information or deviate from the usual procedure?

7. Compliance with Laws and Regulations

CPG's commitment to integrity begins with compliance with laws, rules, and regulations. We understand and comply with requirements of the law and commercial practices of legitimate businesses.

We undertake to comply with every valid and binding contractual agreement we enter into and do not abuse our rights.

Our staff must always comply with applicable laws and regulations, including the code of ethics, and must ensure respective operation.

8. Anti-Money Laundering

CPG is committed to prohibiting and actively preventing money laundering and any activity facilitating money laundering or financing of terrorist or criminal activities, complying with all applicable legal requirements and frameworks where applicable

Money laundering is generally defined as commission of acts aimed at concealing the true origin of the proceeds of crime in such a way as to make them appear to be of legitimate origin or to be legitimate assets. As a rule, money laundering takes place in three stages.

- First, cash enters the financial system at the “placement” stage, where the cash derived from criminal activity is converted into monetary tools, such as money orders or traveler's checks, or deposited into accounts with financial institutions.
- At the “layering” stage, funds are transferred or moved to other accounts or other financial institutions to further separate the money from its criminal origin.
- At the “integration” stage, the funds are reintroduced into the economy and used to purchase legitimate assets or to finance other criminal activities or legitimate businesses.

While CPG has no skills or resources to perform the due diligence required to detect such a detailed chain of money laundering events, it is important that all key employees understand the true meaning of money laundering.

To ensure that CPG does not receive funds derived from illegal activities as defined above, CPG undertakes:

- Equity – given the nature of private equity funds raised to date, if the directors or senior managers of CPG do not personally know the credibility of the investor, then a background check will be conducted before accepting funds. Where there is a significant amount of money to be invested (over £100,000), and
- For unknown investors, copies of passports or other identification documents as well as a reference check will be required.
- Loans – CPG will only borrow from shareholders or recognized financial institutions or funds.
- Customers – CPG will sell products only to customers they have a long sales experience with and who are recognized industry players, otherwise, background checks will be performed to ensure the customer's legitimacy in the market.

9. Sustainable Development: People + Income + Planet

We strive to meet modern requirements without compromising the needs of future generations. To achieve this, we combine economic, environmental, and social factors in our operations and business decisions. For more information, please refer to CPG's Sustainability and Environmental Program.

10. Human Rights

We are committed to respecting the human dignity and rights of every individual and community we interact with in the course of our operation. We must not anyhow cause or contribute to human rights violations. Our staff must treat everyone with dignity, respect, and care and uphold human rights. More information can be found in CPG's Social Policy.

11. Fair Labour Practices and Working Conditions

We are committed to promoting equality in our employment practices and to adhering to fair employment and remuneration policies according to applicable law. We strongly oppose hiring or

contracting of child or slave labour, as well as any form of forced, compulsory or bonded labour. We condemn all forms of illegal, unfair, unethical labour practices exploiting labour, undermining social security or serving as tax evasion, including but not limited to undeclared and gray work or withholding wages.

Our employees are expected to act with integrity and treat their colleagues and others with full respect through their work.

For more information, see CPG's Human Resources Policy.

12. Discrimination and Harassment

CPG ensures equal employment opportunities and has zero tolerance for any discrimination or harassment, as well as any kind of abuse. No direct or indirect discrimination may occur on any professionally insignificant grounds or circumstances, such as gender, marital status, age, national, social or ethnic origin, skin color, religion or political beliefs, disability, sexual orientation, employee representation, property status, birth status, etc. Any discriminatory behavior, harassment, bullying or victimization is prohibited.

All staff are expected to adhere to the top standards of conduct in oral and written communication based on mutual respect and should refrain from any form of harassment, defamation or any conduct that could be perceived as offensive, intimidating, humiliating, malicious or abusive.

For more information, please refer to CPG's Human Resources Policy and CPG's Gender Policy

13. Health, Safety, and Environment

We ensure clean, safe, and healthy working conditions and strive to maintain a healthy environment. We strive to minimize our operations' impact on the environment. We make efforts to reduce the use of limited resources, such as energy or water, and harmful emissions, such as waste.

All staff must at all times comply with all relevant health, safety and environmental laws, rules, and regulations.

For more information, please read the detailed CPG's Health and Safety Policy for CPG, LLC "Central Plains Group Ukraine" and LLC "Strong Energy Zakhid".

14. Fair Competition and Business Practices

Our relations with business partners are built on trust and mutual benefit according to competition legislation. We are committed to ethical and fair competition since we sell products and services based on their quality, functionality, and competitive pricing. We will make independent pricing and marketing decisions and will not improperly cooperate or coordinate with competitors. We will not offer or solicit improper payments or tips, nor will we participate or assist in illegal boycotts of specific customers. We undertake to comply with all applicable trade controls, restrictions, sanctions, and import and export embargoes.

We do not in any way allow integrity of any tender process to be compromised. We refrain from harming the competition and reputation of any business partners, as well as from any behavior harming creditworthiness of competitors.

We do not discourage malicious, illegal or improper payments to our partners, and we do not tolerate such practices in our supply chain, we fight against unethical "debt chain" practices.

Our employees are responsible for ensuring fair business practices during their work and comply with the rules of each competition, consumer protection, and fair marketing. Customers and business partners should be treated fairly and equally, products and services should be displayed in a fair and accurate manner (fair marketing and advertising), and all relevant information should be disclosed.

15. Anti-Corruption Practices

CPG strongly condemns and has zero tolerance for any forms of corruption. It is forbidden to offer, promise, give, request, demand or accept any unfair advantage or benefit, whether directly or indirectly, in order to anyhow obtain, retain or facilitate business.

An unfair advantage or benefit may include cash, any monetary equivalent (e.g., a voucher), a gift, loan, discount, travel, personal benefit, accommodation, or services.

We do not allow simplifying (or “greasing”) payments to public officials or private businesses to facilitate or expedite routine actions.

Corruption also encompasses abuse of function or position, where someone creates a false appearance that they are improperly influencing a decision maker.

Corruption for obtaining or retaining business, or for obtaining or retaining an advantage in the conduct of business is considered a gross misdemeanor. Similarly, accepting or allowing another person to take a bribe is considered a gross misdemeanor.

All staff and directors must report all benefits received in the course of doing business and must not give or receive bribes or otherwise act corruptly. Any such activity will be considered a gross violation.

16. Gifts and Hospitality

We must avoid any actions creating the impression that favorable treatment has been sought, obtained or given in exchange for personal gain.

Business courtesies or benefits include gifts, gratuities, meals, refreshments, entertainment or other advantages from persons or companies we do or may do business with. We will neither provide nor accept benefits that constitute, or could reasonably be perceived to constitute, an unfair business inducement that violates law, regulation or policy, or that could cause embarrassment. Our employees may never use personal funds or resources to do anything that cannot be done with our resources.

We may accept and offer occasional gifts and hospitality that are customary and consistent with reasonable ethical market practices, provided they are not inappropriately excessive, frequent or reflect a pattern of frequent acceptance, or create the appearance of an attempt to influence business decisions. Only trivial budget-friendly gifts can be accepted. All other gifts should be politely refused or, if received by mail, returned to the donor. If a refund is not possible, it should be offered for charitable or public purposes. The person who offers, provides, receives or accepts a gift is responsible for deciding whether the gift is appropriate.

17. Safety, Security and Due Use of Company Assets

We are responsible for the safety, security, and prudent use of the company’s resources. Our resources, including time, materials, equipment, and information, are provided only for legitimate business use. Incidental personal use is permissible, if it is lawful, does not affect performance, and does not disrupt workplace morale.

All staff are required to observe appropriate security measures, and they must respect the company’s property, both tangible and intangible, and must not misuse or abuse the company assets.

18. Confidentiality, Information Security, Proprietary Information and Intellectual Property

We are committed to maintaining the confidentiality, integrity, and availability of business information; we implement appropriate technical security measures, and our staff are required to comply therewith. Proprietary information includes all non-public information that may cause damage to the company or its customers or business partners, if disclosed to unauthorized persons. All staff must treat any such information as confidential. It is also provided that no one may trade in securities while in possession of non-public information or transmit non-public information to other persons that may affect the securities. Every rule ensuring information security must be adhered to at all times.

We respect property rights of others. We will not acquire or attempt to obtain trade secrets or other proprietary or confidential information through improper means. We will not engage in the unauthorized use, copying, distribution or modification of software or other protected intellectual property.

19. Accounting, Truthful Reporting and Financial Integrity

Our books, records, accounts, and financial statements must be maintained in reasonable detail and must fairly and accurately reflect our transactions. We condemn all forms of money laundering, so we are committed to doing business with partners engaged in legitimate business activities with funds obtained from legitimate sources.

We are committed to fair taxation and to avoiding any tax evasion practices, including the failure to issue receipts or recording false invoices.

All staff must comply with accounting procedures, ensure that business transactions are properly recorded and documented, and ensure that all disclosures made in the financial statements are complete, fair, accurate, timely, and understandable. All staff must not improperly influence, manipulate or mislead any audit.

20. Anti-Fraud Practices

Fraud, meaning an act or intent to defraud, steal, cheat or lie, is unethical and, in most cases, criminal.

Fraud in any form (including, for example, submitting false expense reports; forging or altering financial documents or certificates; misappropriating assets or misusing company property; making any false financial or non-financial entries in records or statements) is prohibited and will be considered the ground for dismissal for gross misconduct.

21. Conflict of Interests

Our decisions must be based on objective and fair assessments, avoiding the possibility of any undue influence.

A “conflict of interest” exists when an employee’s personal interests (which may be related to, for example, friends, family, or a customer, competitor, supplier, contractor, or subcontractor) interfere with or potentially interfere with the best interests of CPG. It is not always easy to determine whether a conflict of interest exists, and anyone with questions about a conflict of interest should seek advice from management.

A conflict of interest may arise:

- Employment (your or a close family member’s) or economic relations with an actual or potential customer, competitor, supplier or contractor.
- Hiring or supervising family members or close relatives.
- Acting as a board member of other company or organization.
- Owning or having a significant interest in a client, competitor, supplier or contractor.
- Having a personal interest, financial interest, or potential personal benefit in any company transaction.

If colleagues enter into personal relations with each other, it is the responsibility of the senior employee to bring this to the attention of their manager to confirm there is no conflict of interest and that no conflict of interest will subsequently arise.

All Directors are required to disclose conflicts of interest at each meeting of the Board of Directors and register them in the Register of Interests, which must be kept up to date.

22. Confidentiality, Personal Data Protection

We respect people's privacy and recognize the need of customers, employees, and other individuals to be confident that their personal data is processed appropriately and for legitimate business purposes.

We are committed to complying with all personal data protection laws. We obtain and store only the personal information that is necessary, and we provide appropriate information about these activities to data owners. We implement appropriate security measures to ensure confidentiality, integrity, and availability of personal information.

Our staff must comply with legal requirements, apply appropriate practices and follow appropriate procedures to ensure that processing and handling of personal data is lawful.