



Code of Conduct for TTMS Capital Group Suppliers

1. Introduction and purpose of the Code

The TTMS Capital Group is a global provider of advanced IT services supporting the digital transformation of enterprises. Our operations are based on the principles of responsible business, ethics and compliance with legal and market regulations. This Code of Conduct for Suppliers of the TTMS Capital Group, hereinafter referred to as the Code, sets out the requirements of the TTMS Capital Group towards its business partners in the following areas:

1. compliance with the law and with ethical and corporate governance standards;
2. sustainable development and environmental protection;
3. respect for human rights and decent working conditions;
4. cyber security and data protection.

The TTMS Capital Group comprises Transition Technologies MS S.A., with its registered office in Warsaw, and all its subsidiaries, hereinafter referred to as the TTMS CG.

We expect our Suppliers to act in accordance with the principles indicated in the Code and to apply its provisions in their supply chains.

2. Scope

The Code applies to all Suppliers working with TTMS CG regardless of their size and scope of activity, in particular to:

1. suppliers of IT products and services;
2. subcontractors;
3. providers of infrastructure and resources;
4. Providers of consultancy, management and operational services, irrespective of their place of establishment or place of business.

Each Supplier is obliged to familiarise themselves with the provisions of the Code and to ensure that the persons managing the Supplier's company, its employees, representatives or other persons involved in projects carried out jointly with the TTMS Group, including its suppliers and subcontractors, are familiar with the Code. Both the Supplier and the other persons referred to in the previous sentence are required to comply with the provisions of the Code.

3. Rules of the Code of Conduct for Suppliers of the TTMS CG

We expect that cooperation between TTMS CG and Suppliers, regardless of the legal basis and scope of this agreement, will be conducted in accordance with the following principles:

1. Acting in accordance with the law and business ethics;
2. Respect for human rights and compliance with employment standards;
3. Care for environmental protection;
4. Compliance with rules and accepted standards in the field of cybersecurity and data protection.



Ad 1) Acting in accordance with the law and business ethics

a) Compliance with regulations

Suppliers are required to comply with applicable laws, both local, national and international.

b) Combating corruption

Any attempts at bribery and corruption, as well as making unauthorised payments and offering financial incentives to officials, representatives of contractors or TTMS Group companies in order to obtain benefits or influence the actions of these persons, are strictly prohibited.

c) Sanctions

It is prohibited to engage in any cooperation with persons, groups, entities and countries that are subject to economic sanctions at national, EU or international level (provided that these have been implemented at national or EU level).

d) Compliance with fair competition rules

Suppliers are obliged to compete on the market solely on the basis of quality criteria, in accordance with applicable regulations. In particular, Suppliers should not enter into any agreements, regardless of their form, aimed at:

- (1) restricting other entities' access to the market, fixing prices, limiting the availability of goods or services in specific territories, restricting potential customers' access to goods, services or their suppliers;
- (2) obtaining benefits in an unlawful manner (e.g., imposing additional fees related to the offering of goods or services);
- (3) market monopolization;
- (4) disclosure of third-party trade secrets.

e) Intellectual property

Suppliers are obliged not to use intellectual property recorded in any form belonging to third parties without the express consent of the persons who hold the intellectual property rights. This prohibition covers, in particular, copyrights, patents, inventions, industrial designs, utility models, trademarks, integrated circuit topographies, and know-how.

Suppliers should refrain from any actions aimed at infringing the intellectual property rights of others.

f) Anti-money laundering and countering the financing of terrorism

Suppliers are required to comply with all regulations and rules aimed at preventing money laundering (AML) and terrorist financing, in particular by:

- (1) subjecting potential contractors to an analysis of the legality of their activities;
- (2) refraining from cooperating with contractors for whom it is impossible to determine the beneficial owner or ownership structure, or for whom there is reasonable suspicion of illegal activity;



- (3) not accepting incoming and outgoing payments from accounts other than the counterparty's own accounts;
- (4) maintaining transparent accounting practices in accordance with regulations.

g) Conflict of interest

Suppliers should inform TTMS CG about the risk of a conflict of interest arising in connection with their activities, and:

- (1) avoid situations in which any personal or business relationships may have a negative impact on decision-making regarding cooperation between TTMS CG and a Supplier;
- (2) avoid situations in which a conflict of interest arising in connection with the Supplier's activities may result in a breach of agreements between that Supplier and the TTMS CG or another contractor.

Ad 2) Respect for human rights and compliance with employment standards

h) Operating in accordance with international standards

In its activities, the supplier should be guided by the highest standards of respect for and protection of human rights and working conditions, in particular those set out in the Universal Declaration of Human Rights of the UN General Assembly and the Conventions of the International Labor Organization.

i) Child labor and modern slavery

It is prohibited to employ minors in accordance with International Labor Organization Convention No. 138.

In the case of legal employment of minors, the Supplier may not assign such persons to work that may harm their mental or physical development or interfere with their educational obligations.

Any form of modern slavery or forced labor is prohibited. Suppliers shall ensure that all their employees or associates are free to choose their place of employment.

j) Prohibition of discrimination

Suppliers should ensure that all measures are taken to eliminate discrimination against employees on the basis of gender, age, ethnic origin, nationality, religion, sexual orientation, psychological or physical characteristics, membership in organizations, and other characteristics protected by international or national standards.

The supplier is obliged to treat all its employees and associates equally.

k) Ensuring fair working conditions and wages

The supplier shall ensure that its employees are paid in a timely and fair manner and that all regulations regarding remuneration are complied with, including minimum wage and wage agreements to which it is a party.



The supplier shall ensure compliance with working time standards, including standards on overtime work and the amount of leave and other breaks from work.

l) Freedom of association

The supplier shall ensure that its employees and associates are free to associate in any form permitted by law, in particular in the form of associations, industry organizations, and trade unions, and to freely elect employee representatives.

It is prohibited to take any retaliatory or discriminatory action against employees or associates who are members of associations, industry organizations, trade unions, or who are employee representatives.

m) Occupational health and safety

The supplier shall provide all employees and associates with safe and hygienic working conditions in accordance with applicable standards. The supplier shall:

- (1) monitor all risks related to workplace safety on an ongoing basis and minimize those risks;
- (2) introduce and comply with appropriate health and safety procedures.

Ad 3) Care for environmental protection

n) Compliance with environmental regulations

The Supplier shall comply with all environmental protection norms and standards in its operations. In particular, the Supplier shall:

- (1) familiarise themselves with and monitor environmental protection regulations on an ongoing basis;
- (2) if required by the nature of its activities, hold valid permits, decisions, concessions and licences and operate within their scope.

o) Optimisation of environmental protection activities

As part of its business activities, the Supplier shall take proportionate measures to:

- (1) effectively manage the raw materials used, including water and energy, in order to save them;
- (2) reduce carbon dioxide emissions and reduce the carbon footprint of its operations;
- (3) dispose of waste properly, with particular emphasis on recycling and reuse, and promote a circular economy;
- (4) utilise and develop technology in the Supplier's operations that contributes to environmental protection;
- (5) implement procedures aimed at immediately removing any threats and cases of damage to the environment.



TTMS CG does not require Suppliers to formally report on activities aimed at increasing the level of environmental protection by Suppliers, but encourages them to implement the practices indicated in the Code that contribute to increasing the level of environmental protection.

Ad 4) Compliance with rules and accepted standards in the field of cybersecurity and data protection

p) Compliance with cybersecurity and data protection regulations

Suppliers are obliged to comply with all regulations and standards in the field of cybersecurity and personal data protection applicable in the place where the Suppliers operate and applicable to the TTMS CG in the scope covered by the Supplier's cooperation with the TTMS CG.

In particular, Suppliers are obliged to comply with all international standards and to monitor changes in legislation on an ongoing basis.

q) IT system security

Suppliers are required to ensure an appropriate level of IT system security in line with current knowledge and standards. The appropriate level of security should ensure maximum protection against hacker attacks or other unauthorized access to the systems used by Suppliers and the data held by Suppliers, as well as against disclosure, alteration, use by third parties, or destruction. Suppliers are required to continuously monitor cybersecurity risks and update procedures and technical solutions aimed at ensuring a minimum level of security for IT systems and data held by Suppliers.

The IT systems used by Suppliers should ensure continuity of operation.

r) Data backup

Suppliers should make backup copies of their data in order to avoid permanent loss, to the extent justified by the nature of their cooperation with the TTMS CG.

s) Procedures

In cases required by law, Suppliers are obliged to develop and implement appropriate procedures (e.g., personal data processing policies or IT system risk and security analysis policies).

t) Data protection

Suppliers are required to process the personal data they hold in accordance with applicable regulations and recommendations of national or EU authorities regarding the protection of personal data.

Suppliers shall implement appropriate technical and organizational measures to limit the risk of unlawful processing of personal data or unauthorized disclosure thereof.

u) Reporting

Suppliers should report any cybersecurity and data protection incidents that may affect the security of TTMS CG systems and data made available to Suppliers to TTMS CG at rodo@ttms.pl.



4. TTMS CG's obligations towards Suppliers

TTMS CG undertakes to its Suppliers to ensure:

1. transparency and integrity in cooperation with Suppliers;
2. timely settlement of financial obligations in accordance with contractual arrangements;
3. open dialogue and partnership-based cooperation founded on mutual respect;
4. confidentiality of any commercial and technological information provided by Suppliers, unless the need to disclose such information results from an agreement concluded between TTMG CG and the Supplier;
5. compliance with ethical standards in accordance with the Code;
6. supporting innovative and responsible business practices that contribute to sustainable development.

5. Reporting violations of the Code

Suppliers can report any violations of the Code via sustainableTTMS@ttms.pl

6. Final provisions

TTMS CG reserves the right to

1. periodic audits of the Code and updates to bring it into line with legal provisions, recommendations of relevant authorities, or market conditions;
2. taking compliance with the Code into account as one of the criteria for cooperation with Suppliers;
3. expectations from Suppliers to act in accordance with the principles set out in the Code.

The current version of the Code is available at any time on the website: www.ttms.com