

## Legal Department

### Code of Ethics of CzechToll s.r.o.

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	Person or Position	Date	Signature
Document owner	Jakub Jeřábek		
Revised and approved by	Quality Assurance Department		
Revised and approved by	Chief Financial Officer		
Revised and approved by	Chief Operating Officer		
Revised and approved by	CEO		

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# 1 General provisions

## 1.1 Purpose of the document

The purpose of this Company's Code of Ethics (hereinafter referred to as the "Code of Ethics") is to capture the basic rules based on which the company CzechToll s.r.o., Company Reg. No.: 06315160, registered office: Argentinská 1610/4, Holešovice, 170 00 Prague 7, recorded in the Commercial Register kept by the Municipal Court in Prague under file no. C 280083 (hereinafter referred to as the "company"), performs its day-to-day activities, and to set out the corresponding responsibilities of the company and its employees.

The Code of Ethics contains the basic principles and values that the company abides and wishes to abide by in the future. The company adheres to the principles and values and does not tolerate their violation.

The Code of Ethics does not and cannot cover all rules and all situations that may arise. In matters, situations and relationships not expressly regulated by the Code of Ethics, the company and its employees are required to behave and act in accordance with the principles and objectives of the Code of Ethics, relevant legislation, international treaties, rules of ethics, morality and principles of fair trade to fulfil the good reputation of the company.

By adopting the Code of Ethics, the company also implements the rules contained in the Code of Ethics of the PPF Group, which consists of PPF Group NV, with its registered office at Strawinskylaan 933, 1077 XX Amsterdam, the Netherlands, registered in the Amsterdam Chamber of Commerce and Industry, reg. number 33264887 and the entities under its control pursuant to Section 74 of Act No. 90/2012 Coll. on Business Corporations, as amended (hereinafter referred to as "Corporations Act"), including PPF a.s., which is the parent company of CzechToll s.r.o. (hereinafter referred to as the "PPF Group"). The Code of Ethics of the PPF Group is an integral part of the Corporate Compliance program, which the PPF Group has adopted due to its interest in complying with legal regulations, international treaties, rules of ethics, morality and principles of fair trade. The Corporate Compliance program enables the control of compliance with the relevant rules and remedial action where deficiencies, defective or tortious acts occur. The PPF Group Code of Ethics is available on the PPF Group website.

## 1.2 Scope of the document

The rules set out in this internal regulation are binding upon all employees of the company and also on persons acting on behalf of or in the interest of the company, including employees of the employment agency or employees of other employers temporarily assigned to work for the company (hereinafter collectively referred to as "employees").

## 1.3 Legislative framework

This Code of Ethics specifies and supplements the rules contained in general legal regulations governing the conduct and behaviour of employees, in particular Act No. 262/2006 Coll., the Labour Code as amended, Act No. 89/2012 Coll. the Civil Code as amended, the Corporations Act and Act No. 40/2009 Coll. the Criminal Code as amended.

## 1.4 Related documents

- Form for filing a Complaint according to the Company's Code of Ethics (LEG\_Temp\_01)
- Methodology for investigating a conduct in violation of the Code of Ethics, other internal regulations of CzechToll s.r.o. or the law (LEG\_03)

## 2 Definition of terms

In the text of the Code of Ethics, the following terms shall be used with the following meanings:

**Person concerned** - a person affected by a Complaint, i.e. in particular a person who committed a conduct described in the Complaint or a person who had some property or even non-property unjustified benefit or profit from the conduct described;

**Ethical e-mail** - is an e-mail established for the purpose of receiving Complaints, specifically the e-mail antikorupe@czechtoll.cz, the address of which is published at www.czechtoll.cz;

**Department of Human Resources** Department of Human Resources of CzechToll s.r.o., company reg. no.: 06315160, registered office: Argentinská 1610/4, Holešovice, 170 00 Prague 7, recorded in the Commercial Register kept by the Municipal Court in Prague under file no. C 280083;

**Notifier** - a person who has submitted a notification which is considered to be a Complaint;

**Main CC Department** - the legal department of PPF a.s., which is the supreme body of corporate compliance for the PPF Group;

**Complaint** - a notification (including an internal notification/finding) concerning a breach of the Code of Ethics indicating possible damage to the company's reputation or possible tort/criminal liability of (a member) of the Company or a Person Concerned, unless it immediately becomes apparent that such notice is totally unfounded (and therefore unacceptable);

**Breach of the Code of Ethics** - a breach of the materially full implementation of the Code of Ethics, including a breach of any applicable internal regulation, legal regulation or international treaty;

**Legal Department** - Legal Department of CzechToll s.r.o., company reg. no.: 06315160, registered office: Argentinská 1610/4, Holešovice, 170 00 Prague 7, recorded in the Commercial Register kept by the Municipal Court in Prague under file no. C 280083, which also fulfils the competence of the CC Department of CzechToll s.r.o. and is thus, among other things, competent to receive and evaluate Complaints concerning CzechToll s.r.o.;

**Chief Operating Officer** - the Chief Operating Officer of CzechToll s.r.o., company reg. no.: 06315160, registered office: Argentinská 1610/4, Holešovice, 170 00 Prague 7, recorded in the Commercial Register kept by the Municipal Court in Prague under file no. C 280083;

**Sanctions** - restrictive measures and other international sanctions, namely (i) to the extent that they are binding upon the company, its employees or their activities under the law, and (ii) to the extent of the relevant contractual arrangements that are binding upon the company;

**Spokesperson** - the spokesperson of CzechToll s.r.o., company reg. no.: 06315160, registered office: Argentinská 1610/4, Holešovice, 170 00 Prague 7, recorded in the Commercial Register kept by the Municipal Court in Prague under file no. C 280083;

**Bribe** - any acceptance and offer of an unjustified benefit, consideration without a legal justification or other unjustified consideration, regardless of the form and the manner of providing such a benefit or consideration;

**Manager** - is a person who is authorized at various levels of management to determine and impose work tasks on subordinate employees, to organise, manage and control their work and to give them binding instructions to this end.

### **3 Compliance with fundamental corporate values**

The company strictly complies with legal regulations and international treaties in all areas of its operation, in all of its activities, both externally in relation to any third parties and public authorities, and internally in relation to its employees.

The company and its employees shall, in each conduct when they act on behalf of the company, within its activity or within its interest, comply with relevant legal regulations and in their conduct to represent the company in such a way so as to preserve its good reputation and not to create any doubts regarding the company's activities. Likewise, in their private activities, employees shall act only and strictly in accordance with the principles and values of the Code of Ethics, so that their conduct does not damage the company and its good reputation.

The company strictly condemns and rejects any criminal activity or tort. The company and its employees shall refrain from any conduct or any activity that could be considered a tort under the law, i.e. in particular a criminal offence, administrative offence or a misdemeanor.

In case of any doubts regarding the application of legal regulations to their actions/activities, the employees shall consult the matter with their manager or the Legal Department.

In order to ensure effective control of compliance with the Code of Ethics, the company has introduced a system that allows employees and third parties to submit complaints, both in case of the notifier's decision and anonymously (see Chapter 9 Procedure for Filing a Complaint). The company shall process complaints regardless of the person of the notifier and the selected method of their filing. The filing of a Complaint shall not be sanctioned by the company in any way. However, knowingly false or harassing notices that notifiers consider to be Complaints shall not be tolerated by the company.

## **4 Basic principles in relations between the company and third parties**

Relations with third parties include, but are not limited to, relations between the company and public authorities, business partners, contractors, customers, the media and the public - i.e. any relationship in which the company or its employee acts on behalf of the company, within its activity or its interest and which at the same time affects any third party. For the purposes of this Code of Ethics, the customer shall also mean a prospective customer. The company does not tolerate and strictly rejects any manipulation of its financial results, for any purpose.

### **4.1 Relations with public authorities**

The company cooperates with public authorities in correct and open manner. The company observes the independence and the impartiality of public authorities. The company and its employees shall never, under any circumstances, attempt to unlawfully influence decisions and actions of public authorities. The company completely rejects and does not tolerate any possible efforts to this end.

The company respects all final decisions and binding instructions of public authorities.

The company and its employees are obliged to avoid any conduct or activity that could cast doubt on the nature of mutual relations with persons acting on behalf of public authorities, especially where these officials decide on the award of contracts by a public authority.

The company and its employees shall provide the public authorities with the cooperation required by the relevant legal regulations and to the extent of these relevant legal regulations. As part of the cooperation pursuant to the previous sentence, the company and its employees shall always provide accurate, truthful and up-to-date information and documents required by public authorities.

### **4.2 Business relations and activities of the company**

The company is interested in the free development of the markets in which the company operates and, within the scope of its business activities, complies with all legal regulations that affect its activities.

The company and its employees always strictly comply with the relevant legal regulations in their dealings with contractors, business partners and customers.

The company and its employees, in their relationships with contractors, business partners and customers, in the course of their business or marketing activities, only provide truthful and accurate information. In particular, employees shall provide truthful information about the company's performance and results and information about the facts relevant to the decision of the company's contractor or business partner and not conceal any material circumstances. The provisions of Chapter 4.6 Disclosure of Information and Chapter 7.1 Protection of Sensitive and Confidential Information shall not be affected by this.

Prior to any transaction, the relevant employees shall be obliged to make themselves familiar with all relevant legal regulations and to comply with these regulations.

Prior to the execution of a transaction, the relevant employees shall also, within their capabilities, verify the attitude of the business partner towards compliance with legal regulations and the setting of its control mechanisms (existence of the compliance system and its functionality). For the purpose of this verification of business partners, the employees shall make every effort that may reasonably be required of them and use all adequate means that they have available.

Employees shall obtain information about competitors and customers only in a manner that is in accordance with the law and from legal sources. The company and its employees shall never knowingly disclose false or misleading information about competitors, their products, services or performance.

Employees shall be prohibited from entering into any agreements with competitors, whether oral, written or implied, formal or informal, relating in any way to competition, in particular price, sales conditions, offer of products or services, favourable terms for the supply of goods or services or any agreement which could have a prohibited impact on competition. Employees shall avoid any conduct that could be considered as an attempt by the company to achieve an unjustified advantage in the award of a public contract, in a public tender or public auction, or to influence their course.

When entering into contractual relationships with contractors and business partners, the company and its employees always strive to include in each contractual arrangement a commitment to comply with applicable and effective legislation, a minimum standard of ethics and morality and honest commercial practices. Where relevant, the company and its employees shall make an effort to include in the contractual arrangement a template standard contractual arrangement, which shall form an annex to this Code of Ethics. Where possible the contractual arrangements with contractors and business partners shall include appropriate penalties (consisting, for example, of the liability to indemnify, or the possibility of terminating the contractual relationship with contractors and business partners) in the event of a breach of an obligation under the recommended contractual arrangements or other similar arrangements. Relevant employees of the company shall keep, where relevant, documentation related to the negotiation of contractual conditions with contractors and business partners of the company.

### **4.3 Prevention of corrupt practices**

The company completely rejects any acceptance and offer of a Bribe. A Bribe is any monetary or non-monetary performance (provided directly or indirectly) to which there is no legal right and which is intended to gain a profit or maintain a business by other means than through one's own activities and economic performance, or to influence a business or other decision, and/or secure some other unjustified advantage.

Before providing or accepting an invitation, gift or any other consideration (e.g. payment for services) employees shall become acquainted with the relevant legal regulations, internal company regulations and internal regulations of the business partner, if available, or with cultural and social customs.

A Bribe shall not be considered a gift which is given in accordance with market practice customary primarily for the purpose of presenting or promoting the company's reputation and which is not illegal or unethical (i.e. no unjustified advantage or consideration is expected in return) and it is a gift whose nature, value and frequency of provision are not disproportionate to the circumstances. Similarly, a Bribe shall not be considered attendance at a social, educational or sports event or other consideration (e.g. payment for services) if the preconditions described above in this paragraph are met.

An employee shall notify the relevant Manager and/or the Legal Department of any attempt by a third party to influence his/her activities, attitudes or decisions within the company. Likewise, an employee shall report to his/her Manager and/or the Legal Department that a conduct has occurred or could occur that by its nature is corrupt.

### **4.4 Measures to combat money laundering practices**

Money laundering is any act aimed at concealing profits or funds from illegal activity which prevents the identification of the source of such profits or funds and their beneficiary or which alters the nature of those profits or funds so as to give the impression of legal profits or funds.

The company and its employees shall strictly refrain from any conduct that could be considered as concealing, transferring, storing or using items that could come from criminal activity, or as concealing or making it difficult to determine their origin.

The company and its employees strictly comply with all legal regulations relating to the fight against money laundering, the financing of any illegal activities, and the fight against or support for terrorism.

The company cooperates only with customers and business partners whose business plans are, according to the knowledge of the company/employees, financed from legal sources. Employees shall verify, within their capabilities,

whether the activities of a selected business partner are legal and whether its funds come from legal sources. To this end, employees shall collect and store documents and information concerning business partners and completed transactions.

In the event of any asset transfer carried out by the company, within the scope of its activities or interests, the relevant employee shall duly indicate both the recipient of the consideration and the purpose of the consideration provided.

## **4.5 Restrictive measures and other international sanctions**

The company and its employees shall comply with restrictive Sanctions. The company acts preventively so that in its activities it does not directly or indirectly expose itself to an unnecessary risk of violating the Sanctions.

The company, in particular its Legal Department, shall make every effort to monitor Sanctions and related risks. The company shall take measures and implement procedures if these are necessary to prevent and eliminate the risks associated with the Sanctions.

If an employee is aware of or suspects any risk related to the Sanctions, even if it is only a theoretical risk, he/she shall immediately notify the relevant Manager or the Legal Department, in cases exceeding the company level also the Main CC Department.

## **4.6 Disclosure of information**

The company discloses information required by the law in a proper and timely manner. The company shall disclose other information while maintaining the principle of openness to the extent it deems appropriate for the situation. The company shall ensure that the information it discloses is always accurate, truthful and verified.

Only the directors, the Chief Operating Officer or the Spokesperson communicate with the media on behalf of the company.

Employees are not authorised to independently provide any information about the company to the media, nor to disclose such information through any communication tools, including social networks.

The relevant employee shall inform the Manager, the Spokesperson and the Legal Department about any addressing of the employee by the media, the essence of which is a request for information about the company or its activities and cooperation with business partners.



## **5 Basic principles in relations within the company**

The company and its employees comply with applicable legal and internal regulations affecting the company's internal relations and relations between employees. The company does not allow any form of discrimination against employees, not even in terms of job allocation and valuation. All Managers shall be required to adhere to these principles in their approach to employees.

The company observes the privacy of its employees.

The company does not allow any form of harassment, intimidation, forced or illegal work.

Managers shall ensure proper training and professional education of subordinate employees, including the participation of subordinate employees in training organized by the company in the prevention of conduct and activities in violation of the principles and rules of the Code of Ethics. Managers are obliged to ensure that their subordinate employees perceive the importance and significance of the set compliance system in the company, or the PPF Group. Within their capabilities, Managers shall strengthen the confidence of their subordinate employees in the functioning of the compliance system of the company or the PPF group.

Employees shall preserve and observe as much as possible the personality and privacy of their colleagues. It is inadmissible to express oneself inappropriately, insultingly, or pejoratively about other employees, or to harass, intimidate, humiliate or insult them in any way with their verbal or physical expressions.

It is inadmissible to disfavour in any way employees who have pointed out possible violations of labour, internal or other legal regulations, and who have submitted a Complaint or any proposal to improve the company's activities and procedures.

## **6 Occupational health and safety**

The company considers the occupational health and safety to be its priority. The company and employees shall ensure the compliance with all legal and internal regulations in the field of occupational safety and consistently prevent damage and injury caused by violation of these regulations. Managers and employees shall consistently eliminate potential risks associated with the performance of work activities.

The company takes appropriate preventive safety measures to protect the health of employees, continuously verifies their functionality and, if necessary, updates these measures. To this end, the company provides, among other things, appropriate training, coaching and testing for employees regarding occupational safety.

The company continuously receives proposals from employees to increase the level of occupational health and safety, processes and evaluates these and, if justified, takes appropriate measures in this area. Every employee shall be entitled to submit a proposal according to the previous sentence.

If an employee suspects that a violation of legal regulations in the area of occupational safety has occurred or such a violation is imminent, he/she shall report these facts to the relevant Manager and/or the Human Resources Department, and/or the Legal Department.

## **7 Protecting the interests of the company, its employees, customers and business partners**

The company takes appropriate measures to protect all confidential internal information of the company and handles the data obtained on employees or third parties in strict accordance with law and international treaties, with the utmost care and responsibility, especially with regards to any communication with third parties.

The company maintains the confidentiality of sensitive and private information about its employees, customers and business partners acquired in connection with its activities.

The company takes appropriate measures to protect the company's intellectual property rights and observes copyrights. Neither the company nor its employees shall promote the company's interests by using illegitimate and illegal practices. The company does not support any organisations or associations with an illegal business or focus.

### **7.1 Protection of sensitive and confidential information**

The company takes care not only to protect sensitive and confidential information about the company, but also to protect any other information about its employees, customers and business partners.

Employees shall make sure that in the course of their activities and in the handling of business transactions they communicate only the necessary and relevant data to third parties. Employees shall make sure that communication with a third party or contractual relationship includes a third party's liability to maintain the confidentiality of sensitive and confidential information. Employees shall make sure that they do not interfere in any communication that is not intended for them.

If an employee suspects that there is a leak or misuse of sensitive or confidential information, or that such a leak or misuse is imminent, he/she shall report this to the relevant Manager and the Legal Department.

### **7.2 Personal data protection**

Personal data means any personal data obtained by the company about employees, customers and business partners or any other personal data subjects. The company and employees shall strictly comply with all regulations on personal data protection. In relevant cases of contractual relations, the company shall proceed in the processing of personal data according to the document Information on the Processing of Personal Data, with which each employee is acquainted upon joining the company and its signed version is stored in the employee's personal file.

Each employee shall consistently protect all personal data with which he/she comes into contact in the course of his/her activities and provide them only to persons who are authorised to do so under the relevant legislation or based on a written consent of the person concerned.

Any questions and ambiguities regarding the processing of personal data within the company shall be resolved by employees with the Data Protection Officer in the company.

If an employee suspects that personal data has been leaked or misused, or such leak or misuse is imminent, he/she shall immediately report these facts to the relevant Manager and the Data Protection Officer of the company.

### **7.3 Intellectual property protection**

The company and its employees shall strictly protect the rights arising from intellectual property and comply with all legal regulations and international treaties affecting this area.

All employees shall protect the intellectual property rights of the company or the PPF Group.

All employees shall respect the copyrights of other entities and always make sure that they are authorised to use a specific work.

If an employee suspects that an infringement of intellectual property rights has occurred or could occur, he/she shall report these facts to the relevant Manager and the Legal Department without unreasonable delay.

## **7.4 Employee requirements; conflict of interest**

The company strictly ensures to employ only high-quality and trustworthy individuals.

Employees who deal with HR within the company and other employees who participate in the recruitment of new employees of the company, in the process of recruitment of employees, shall consistently and in accordance with legal possibilities examine all relevant requirements related to the position to be filled (e.g. education, qualifications, experience, the absence of conflict of interest).

A conflict of interest is a situation in which an employee's interests are in conflict with the employee's obligations within the company or in conflict with interests of the PPF Group/relevant member of the PPF Group.

Employees shall strictly avoid situations that could be considered a conflict of interest. In the event of a threat or conflict of interest, they shall immediately notify the relevant Manager and the Legal Department.

## **8 Environmental protection**

The company is fully aware of its environmental responsibility and strictly complies with all applicable legal regulations governing environmental protection.

The company continuously analyses the effects of its activities on the environment and takes appropriate measures to protect the environment. These measures are regularly updated by the company.

The company minimises the use of toxic or otherwise hazardous substances and materials in its activities and ensures appropriate handling of toxic or otherwise hazardous substances and materials. The company strives to use only procedures and technologies that are environmentally friendly.

If an employee at the workplace detects an event that could have a negative impact on the environment, he/she shall report this fact without unreasonable delay to the relevant Manager or the HR Department Manager.

## 9 Procedure for filing a Complaint

A notification that the Notifier considers to be a Complaint may be received from an employee or from an external entity, and the Notifier shall be entitled to remain anonymous. If the identity of the Notifier is known, the processing of personal data always takes place in accordance with valid and effective legal regulations in the area of personal data protection. A notification may be submitted

- by a personal notification to the Legal Department;
- by sending a letter to the Legal Department;
- via ethical e-mail [antikorupce@czechtoll.cz](mailto:antikorupce@czechtoll.cz).

If it is justified or if it turns out that such a notification is not possible at the company level, the notification shall be submitted at the level of the PPF Group in one of the following ways:

- a personal notification to an employee of the Main CC Department;
- Ethical e-mail of the PPF Group: [etickalinka@ppf.cz](mailto:etickalinka@ppf.cz);
- PPF Group web interface: <https://etickalinka.ppf.eu>.

To file a Complaint, the Notifier will use the Complaint Form according to the company's Code of Ethics (LEG\_Temp\_01), which is available on the company's SharePoint and the company's website [www.czechtoll.cz](http://www.czechtoll.cz).

In case of a personal notification, a record shall be produced, which shall be submitted to the Notifier for review and signature. A copy of the record shall always be made for the Notifier. The record is then treated in the same way as the Complaint.

In the event that an employee discovers or suspects that someone intends, in the name of, on behalf of or in the interest of the company, to commit or commits any conduct that is in violation of the Code of Ethics, he/she shall report this fact without undue delay by any of the aforesaid ways. In performing this obligation, the employee shall take care not to violate any applicable legislation, in particular the regulations relating to the protection of confidential, classified and similar information.

Upon receipt of the Complaint, if the identity of the Notifier is known, it shall inform the Notifier of the receipt of the Complaint.

Upon completion of the investigation of the content of the Complaint, the Notifier is notified of the result of the investigation by the Legal Department.

The exact procedure for the internal handling of Complaints is regulated in more detail by the internal regulation adopted at the level of the company - the Methodology for investigating a conduct in violation of the Code of Ethics, other internal regulations of CzechToll s.r.o. or the law (LEG\_03).

## **10 Final provisions**

The Code of Ethics is revised and updated to reflect current legislative and society needs, needs of the company and the PPF Group.

The Company's Code of Ethics, as amended, is effective from 1 August 2020.

## 11 Document history

Version	Status	Date	Person	Reason for change
1.0	F	01.08.2020	Leontýna Beranová	Final version

Document history:  
Working version "W", Revised version "R", Final approved version "F"



## Appendix 1 of the Company's Code of Ethics

### Template of contractual arrangement - compliance

CzechToll s.r.o. has adopted and adheres to an internal corporate compliance program (the Company's Code of Ethics) designed to ensure compliance of CzechToll s.r.o. activities with valid and effective legislation, rules of ethics and morality, and including measures aimed at preventing and detecting breaches of these regulations and rules.

*The [Contractual Partner] (and any natural or legal person that can assist it and which it uses to fulfil the obligations of this [Contract] or in connection with its conclusion and implementation, i.e. employees, agents or external cooperatives) honours and adheres to valid and effective legislation, including international treaties, basic moral and ethical principles. The [Contractual Partner] rejects any tortious acts and refrains from such conduct. The [Contractual Partner] declares that to its knowledge, neither it nor any of its employees, representative or external collaborator has violated any valid and effective legal regulation in connection with the conclusion of this [Contract].*

*The [Contractual Partner] shall take all appropriate measures and make every effort to avoid the fact that it or any of its employees, representatives or external collaborators breaches in connection with the implementation of this [Contract] any valid and effective legal regulation.*

Without being given any connection with the activity under this [Contract], *the [Contractual Partner] declares that it applies and shall apply all appropriate measures, and it makes and shall make every effort, in terms of its activities or interests, that no conduct or situation occurs that would cause such a significant threat to or damage to its reputation that it could have a negative impact on the reputation of the entities cooperating with it.*