



Business Partner and Supplier Code of Conduct

CORPORATE DOCUMENT

Crown Agents Ukraine LLC

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CHANGE LOG

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1. Purpose of the Code

This Business Partner and Supplier Code of Conduct (the “Code”) establishes minimum standards of ethical conduct and integrity that Crown Agents Ukraine LLC (the “Company”) expects from its Business Partners when undertaking joint activities.

The Code is aimed at:



- ensuring that activities are conducted in accordance with principles of integrity, legality and responsible business conduct;
- preventing corruption, fraud, conflicts of interest and other forms of misconduct;
- maintaining standards of ethical conduct in interactions with clients, donors, suppliers and other stakeholders.

The Company seeks to work only with those partners who share these values and comply with the standards set out in this Code.

2. Basis for Adoption of the Code

This Code has been developed in accordance with:

- the Company's internal policies on integrity and compliance;
- requirements of donors, clients and international standards for ethical business conduct;
- the legislation of Ukraine, including: the Law of Ukraine "On Prevention of Corruption" of 14 October 2014 No. 1700-VII; the Law of Ukraine "On Prevention and Counteraction of Legalisation (Laundering) of Proceeds of Crime, Terrorist Financing and Financing of the Proliferation of Weapons of Mass Destruction" of 6 December 2019 No. 361-IX; the Law of Ukraine "On Sanctions" of 14 August 2014 No. 1644-VII; the Law of Ukraine "On Personal Data Protection" of 1 June 2010 No. 2297-VI; the Law of Ukraine "On the Principles of Preventing and Combating Discrimination in Ukraine" of 6 September 2012 No. 5207-VI; the Law of Ukraine "On Labour Protection" of 14 October 1992 No. 2694-XII; the Law of Ukraine "On Environmental Protection" of 25 June 1991 No. 1264-XII; the Labour Code of Ukraine; the Civil Code of Ukraine (Book Four); and applicable international legal norms, including International Labour Organization conventions ratified by Ukraine.

3. Scope of Application

This Code applies to all Business Partners of the Company, including suppliers of goods and services, contractors and subcontractors, implementing partners under projects, members of consortiums or joint ventures, and consultants, agents and other individuals or organisations acting on behalf of or in the interests of the Company. Familiarisation with the Code and compliance with its provisions is a mandatory condition for doing business with the Company.

4. Terms and Definitions

Conflict of Interest — a situation in which personal, financial or other interests of a person may influence or create the appearance of influencing the objective performance of their professional duties (by analogy with the definition in Article 1 of the Law of Ukraine "On Prevention of Corruption").

Undue Advantage / Bribe — money, property, benefits, privileges, services or intangible assets offered, promised, provided or received without lawful grounds (within the meaning of Article 1 of the Law of Ukraine "On Prevention of Corruption").

Facilitation Payment — a small improper payment made to a public official to accelerate or secure the performance of an action to which the payer has legal entitlement. This is a form of bribery and is prohibited by this Code without exception.

Subcontractor — any legal or natural person engaged by a Business Partner to perform part of the obligations under a contract with Crown Agents Ukraine.

Beneficial Owner — a natural person who exercises decisive influence over a legal entity, within the meaning of the Law of Ukraine "On Prevention and Counteraction of Legalisation (Laundering) of Proceeds of Crime..." No. 361-IX.



Discrimination — decisions, actions or omissions aimed at restricting rights or granting privileges on certain grounds, within the meaning of Article 1 of the Law of Ukraine “On the Principles of Preventing and Combating Discrimination in Ukraine” No. 5207-VI.

Confidential Information — any proprietary or non-public information of the Company, its clients or donors, access to which is obtained by a Business Partner in connection with contract performance.

Modern Slavery — an umbrella term encompassing forced labour, debt bondage, human trafficking, servitude and child labour.

Safeguarding — a set of measures aimed at preventing harm, exploitation or abuse of power, particularly with respect to children and vulnerable groups.

5. Core Principles

The Company expects its Business Partners to conduct their activities in accordance with the following principles: integrity and honesty in business; compliance with laws and regulatory requirements; zero tolerance for corruption, fraud and money laundering; transparency in business relations; non-discrimination; respect for human rights and labour rights; a responsible approach to the environment and sustainable development; and openness to reporting violations and cooperation in investigations.

6. Core Ethical Requirements

6.1 Business Integrity

A Business Partner undertakes to: keep their word and honour all contractual commitments; be impartial when selecting contractors and suppliers and make choices solely on the basis of merit; support free and ethical trade and comply with Ukrainian anti-trust legislation and good tendering practices; ensure that the interests of clients, donors and other Business Partners are not prejudiced by collusion, fraud or anticompetitive behaviour; comply with all client and donor rules applicable to bidding or proposal exercises and, if successful, with all contract terms; disclose potential conflicts of interest or business relationships at the earliest opportunity; and avoid involvement in projects where there are concerns regarding the purpose, ethical stance or reputation of a prospective partner.

6.2 Legal Obligations

A Business Partner undertakes to respect and uphold the laws of all countries in which they operate; pay all necessary taxes in accordance with the Tax Code of Ukraine and not engage in tax evasion; cooperate with Crown Agents Ukraine in meeting its legal obligations, including due diligence, investigation and reporting of suspected wrongdoing; comply with the Law of Ukraine “On Sanctions” No. 1644-VII and relevant decisions of the National Security and Defence Council of Ukraine, as well as the sanctions regimes of the United Kingdom, the European Union, the United States, the United Nations or any other relevant state or multilateral institution; and, where applicable to the subject of cooperation, comply with the Law of Ukraine “On State Control over International Transfers of Military and Dual-Use Goods” No. 549-IV.

The Business Partner confirms that it does not conduct business activities, does not have ongoing operations and does not cooperate with authorities established in the temporarily occupied territories of Ukraine, and undertakes to notify Crown Agents Ukraine immediately of any change that could give rise to such a relationship.

The Business Partner further confirms the absence of any direct or indirect ownership or control links with the Russian Federation or the Republic of Belarus, and the absence of registration in non-government-controlled areas (NGCA), and undertakes to promptly notify Crown Agents Ukraine should any such circumstances arise or be identified.



6.3 Political Neutrality

A Business Partner undertakes never to make payments to political figures, government officials, political parties or associated organisations on behalf of Crown Agents Ukraine, or in a manner that could be interpreted as such, in order to obtain business advantage or undermine the Company's political neutrality; and never to endorse or demonstrate support for any political figure or party on behalf of the Company, or in a manner that could be so interpreted, where this could affect business advantage or the Company's neutrality.

6.4 Anti-Bribery and Corruption

In line with the Law of Ukraine "On Prevention of Corruption" No. 1700-VII (including Article 1 on the definition of undue advantage), a Business Partner undertakes to comply with all applicable anti-corruption laws, including those with extraterritorial reach; not to offer, pay, solicit, receive, authorise, collude in or tolerate any bribes, including so-called facilitation payments, which are prohibited without exception; to understand that commercial necessity or local custom does not excuse a bribe or facilitation payment; and to recognise that even the suggestion of corruption can damage the reputation of Crown Agents Ukraine, its Business Partners and employees.

Crown Agents Ukraine does not meet the criteria that would make an anti-corruption programme mandatory under Article 62(2) of the Law of Ukraine "On Prevention of Corruption" (the company is not a state or municipal enterprise and does not participate as a bidder in public procurement procedures in its own interest). Nonetheless, in line with the standards of its donors and clients, Crown Agents Ukraine follows the practice of maintaining an internal anti-corruption programme on a voluntary basis, based on the principles set out in Chapter X (Articles 61–63) of that Law.

6.5 Anti-Money Laundering

In line with the Law of Ukraine "On Prevention and Counteraction of Legalisation (Laundering) of Proceeds of Crime, Terrorist Financing and Financing of the Proliferation of Weapons of Mass Destruction" No. 361-IX, a Business Partner undertakes to maintain a zero-tolerance policy toward money laundering; implement controls to identify beneficial owners and the source of funds; conduct all payments related to cooperation with Crown Agents Ukraine exclusively through official banking channels, without structuring, splitting or otherwise complicating payments to circumvent financial monitoring; use funds received from Crown Agents Ukraine only for their contracted purpose; and maintain documentation of financial transactions that can be verified during audits or due diligence.

6.6 Gifts and Hospitality

The standards of this section are aligned with the principles of Ukrainian anti-corruption legislation on gifts to public officials and with international donor requirements for business partner integrity. A Business Partner undertakes not to permit its employees to offer or give gifts or hospitality with the expectation of business, financial or other advantage, or as a reward for advantages already given; not to permit soliciting or accepting gifts or hospitality in exchange for advantage to Crown Agents Ukraine or an individual employee; to pay particular attention to the risks associated with gifts and hospitality involving public officials, taking into account local legislation, any active tenders or negotiations, and the official's ability to influence outcomes; and to maintain clear policies for controlling and documenting all gifts and hospitality provided or received.

6.7 Conflicts of Interest

In line with generally recognised principles for preventing conflicts of interest under Ukrainian legislation and donor standards, a Business Partner undertakes to manage personal, professional and business relationships — including those of its own employees and contractors — in a way that avoids actual or potential conflicts of interest with their obligations to Crown Agents Ukraine, clients, donors or other associated parties; to disclose such conflicts without delay; and to implement policies to identify and prevent such conflicts among their own staff and representatives.



6.8 Non-Discrimination and Anti-Harassment

In line with the Law of Ukraine “On the Principles of Preventing and Combating Discrimination in Ukraine” No. 5207-VI (Article 1 — definition of discrimination, Article 5 — forms of discrimination, Article 6 — prohibition of discrimination) and the Labour Code of Ukraine, a Business Partner undertakes to provide a work environment free from discrimination on the grounds of race, colour, religion, sex, gender identity, national origin, age, disability or other status protected by law, and to prohibit bullying, harassment or victimisation of any kind within their own organisation and supply chain.

6.9 Safeguarding

Safeguarding, as understood by Crown Agents Ukraine, is the responsibility to take all possible steps to prevent harm and potential, actual or attempted abuse of power, authority, trust or vulnerability, particularly in cases of sexual exploitation and abuse. Safeguarding issues can also include bullying, harassment, victimisation, discrimination, and physical or verbal abuse.

A Business Partner undertakes to create a safe environment for conducting business; safeguard against all forms of exploitation (particularly sexual exploitation), bullying or harassment in their own operations and firmly oppose such conduct wherever it occurs; undertake robust due diligence for individuals engaged in their work or on Crown Agents Ukraine projects; develop and implement policies to protect vulnerable adults and children from abuse of any kind; maintain accurate and timely safeguarding reporting; and report any safeguarding matter to Crown Agents Ukraine within 48 hours of becoming aware of it.

6.10 Health, Safety and Working Conditions

In line with the Law of Ukraine “On Labour Protection” No. 2694-XII (Article 2 — scope, Article 5 — the right to labour protection, Article 13 — employer's obligations in labour protection management) and the Labour Code of Ukraine, a Business Partner undertakes to provide a safe and healthy working environment for its personnel that complies with applicable legislation; ensure wages, working hours and social guarantees are provided in accordance with Ukrainian labour law; and take measures to prevent workplace injuries and occupational illness.

6.11 Sustainability and the Environment

In line with the Law of Ukraine “On Environmental Protection” No. 1264-XII (Article 3 — core principles, Article 68 — liability for violations), a Business Partner undertakes to conduct business in compliance with environmental legislation; where possible, work with suppliers who share these principles and improve environmental performance across the supply chain; ensure proper waste management in accordance with applicable requirements; and consider the social, political and economic impact of their activities on the communities in which they operate when deciding to participate in a project or undertake a contract.

6.12 Speak-Up Culture

A Business Partner undertakes to encourage open dialogue on any subject within their organisation; implement management practices that enable employees and stakeholders to raise concerns without fear of retaliation; ensure whistle-blowing mechanisms are freely accessible to all stakeholders; treat all complaints and concerns with the utmost seriousness and confidentiality; and, where contractually or morally required, report whistle-blowing incidents to Crown Agents Ukraine or the relevant partner, donor or regulatory authority in a timely, truthful manner.

6.13 Data Protection and Information Security

In line with the Law of Ukraine “On Personal Data Protection” No. 2297-VI (Article 2 — definitions, Article 6 — general requirements for processing, Article 8 — rights of the data subject, Article 11 — grounds for processing), a Business Partner undertakes to process personal data on lawful grounds and only for purposes related to contract performance; implement appropriate technical and organisational measures to protect personal and confidential data against unauthorised access, loss or disclosure; maintain systematic records relating to any bid, proposal or project involving



Crown Agents Ukraine; retain such records for the periods required by Crown Agents Ukraine, clients, applicable law or regulatory authorities; provide access to records for audit purposes as necessary; and recognise individuals' rights to access information and personal data as established by that Law.

6.14 Confidential Information and Intellectual Property

A Business Partner undertakes to maintain the confidentiality of any proprietary or non-public information obtained in the course of working with Crown Agents Ukraine and to use it only as authorised and intended under the contract; and to respect intellectual property rights under Book Four of the Civil Code of Ukraine (Articles 418–508), including copyrights, trademarks and rights in software used in the course of contract performance.

6.15 Prohibition of Forced Labour and Child Labour

In line with the Labour Code of Ukraine and International Labour Organization Conventions No. 29 “Forced Labour Convention”, No. 105 “Abolition of Forced Labour Convention”, No. 138 “Minimum Age Convention” and No. 182 “Worst Forms of Child Labour Convention”, ratified by Ukraine, a Business Partner undertakes not to use or facilitate forced labour, debt bondage, human trafficking or any other form of modern slavery in their operations or supply chain; not to use child labour and to ensure that everyone engaged in contract performance meets the minimum age requirements of applicable law; and to notify Crown Agents Ukraine immediately if such practices are discovered or reasonably suspected.

7. Rights and Obligations of Business Partners

7.1 Business Partners are obligated to: comply with the provisions of this Code; ensure their employees and representatives do the same; facilitate due diligence procedures and internal investigations; and promptly inform Crown Agents Ukraine of circumstances that may create compliance, legal or reputational risk.

7.2 Responsibility for Subcontractors

A Business Partner bears full responsibility to Crown Agents Ukraine for the actions, inactions and conduct of any subcontractor engaged to perform contract obligations, to the same extent as for its own actions. Before engaging a subcontractor, the Business Partner must familiarise them with this Code, obtain their written confirmation accepting the relevant obligations, and provide that confirmation to Crown Agents Ukraine on request. A subcontractor's violation of this Code is treated as a violation by the Business Partner; Crown Agents Ukraine bears no responsibility for, and has no contractual relationship with, subcontractors directly.

8. Audit Rights and Monitoring Compliance

Crown Agents Ukraine reserves the right, during the contract term and for seven years after its termination, to conduct audits or inspections to verify a Business Partner's compliance with this Code and the contract terms. This may include requesting documents, records, reports or information relating to contract performance and compliance with ethical requirements; engaging external auditors or donor representatives; and conducting on-site inspections, normally with at least five business days' notice, or without notice where there is justified suspicion of a violation.

Business Partners are expected to facilitate any audit or inspection; provide requested documents and information within the timeframe set by Crown Agents Ukraine (but not less than five business days from receipt of the request); and give authorised personnel the access needed to relevant records, premises and staff for the inspection. Evasion of an audit, failure to provide requested documents, or obstruction of an inspection constitutes a material breach of contract.

9. Reporting Violations

Business Partners are encouraged to report any suspected violation of this Code, fraud or corruption, human rights or safeguarding breaches, or other misconduct, through a dedicated email address: tenderbox@crownagents.com.ua.



Crown Agents Ukraine guarantees the confidentiality of reports to the extent permitted by law and prohibits retaliation against anyone who reports a suspected violation in good faith.

10. Monitoring and Accountability

Crown Agents Ukraine reserves the right to monitor Business Partners' compliance with this Code. Violations may result in additional inspections, a requirement to remediate the violation, suspension of cooperation, or contract termination.

11. Final Provisions

This Code sets out minimum standards of conduct that Crown Agents Ukraine expects from its Business Partners. Where the requirements of Ukrainian legislation, donors or contract terms establish higher standards, the more stringent requirement applies.