



CROWN AGENTS UKRAINE
Procurement and supply management

CORPORATE DOCUMENT

ETHICAL CODE FOR BUSINESS PARTNERS Crown Agents Ukraine LLC

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1. Purpose of the Code

This Ethical Code for Business Partners (hereinafter – the Code) establishes minimum standards of ethical conduct and integrity that Crown Agents Ukraine LLC (hereinafter – 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;
- applicable legislation of Ukraine and international legal norms.

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;
- 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

The terms used in this Code have the following meaning:



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.

Bribe – any offer, promise, provision or receipt of an improper advantage for the purpose of obtaining or retaining business advantage.

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 control over a legal entity or in whose interest ultimate business activities are ultimately carried out.

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 conducting business;
- compliance with laws and regulatory requirements;
- zero tolerance for corruption, fraud and money laundering;
- transparency in business relations;
- respect for human rights and labour rights;
- responsible approach to the environment and sustainable development;
- openness to reporting violations and cooperation in investigations.

6. Core Ethical Requirements

6.1 Business Integrity

A Business Partner of Crown Agents Ukraine LLC undertakes to:



- keep their word and respect and honour all contractual commitments;
- be impartial when selecting contractors and suppliers and make choices solely on the basis of merit;
- support the principles of free and ethical trade at both national and international levels and comply with all anti-trust laws, good procurement procedures and tendering practices;
- ensure that the interests of clients, donors and Business Partners with whom they work on behalf of Crown Agents Ukraine are not prejudiced by collusion, fraud or anticompetitive behaviour;
- comply with all client and donor rules and guidelines applicable to any bidding or proposal exercises undertaken with Crown Agents Ukraine; and if successful, comply with all contract terms;
- disclose and discuss at the earliest opportunity all potential issues, including conflicts of interest or business relationships that could affect the project or proposal;
- avoid involvement in projects or contracts where there are concerns regarding the purpose, objective, ethical stance or reputation of a client, donor or other prospective partner.

6.2 Legal Obligations

A Business Partner of Crown Agents Ukraine LLC undertakes to:

- respect and uphold the laws of all countries in which they operate, even where these laws are not consistently enforced;
- pay all necessary taxes in the countries where they operate and not engage in or facilitate tax evasion;
- cooperate with Crown Agents Ukraine to meet its legal obligations regarding due diligence, investigation and reporting of suspected wrongdoing;
- comply with all political and economic sanctions imposed by the Ukrainian Government, United Kingdom, European Union, United States, United Nations or any other relevant State or multilateral institution.

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

6.3 Political Neutrality

A Business Partner of Crown Agents Ukraine LLC undertakes to:

- never make payments of any kind to political figures, government officials, political parties or associated organisations on behalf of Crown Agents Ukraine or which could be interpreted as such payments from Crown Agents Ukraine, in order to obtain business or financial advantage or undermine the Company's political neutrality;
- never endorse or demonstrate support for any political figure, government official, political party or associated organisation on behalf of Crown Agents Ukraine or in a manner that could be interpreted as such, if this could affect business advantage or compromise the Company's political neutrality.



6.4 Anti-Bribery and Corruption

A Business Partner of Crown Agents Ukraine LLC undertakes to:

- comply with all anti-corruption laws applicable in the countries where they operate, including those with extraterritorial reach;
- not offer, pay, solicit, receive, authorise, collude in or tolerate any bribes, including so-called "facilitation payments";
- prohibit any form of facilitation payments regardless of their nature or designation;
- understand that it is not excusable to justify a bribe or facilitation payment by arguing that it was necessary to get the business done or is customary practice in a particular jurisdiction;
- be aware that even the suggestion of corruption can damage the reputation of Crown Agents Ukraine, its Business Partners and employees, and negatively affect their ability to conduct business.

6.5 Anti-Money Laundering

A Business Partner of Crown Agents Ukraine LLC undertakes to:

- maintain a zero-tolerance policy toward all forms of money laundering and prohibit their employees and associated parties from participating in such activities;
- implement effective control systems that allow identification of the identity of beneficial owners or sources of all funds received or processed, and prevent the Company from being exploited for criminal purposes or financing illegal activities;
- conduct all payments related to cooperation with Crown Agents Ukraine exclusively through official banking channels, ensure their compliance with the contract scope and value, and avoid any practices of structuring, splitting or artificially complicating payments to circumvent financial monitoring requirements;
- use funds received from Crown Agents Ukraine exclusively for the purposes defined in the contract;
- ensure proper documentation of all financial transactions related to contract performance and maintain records in a manner that allows their verification during audits or due diligence.

6.6 Gifts and Hospitality

A Business Partner of Crown Agents Ukraine LLC undertakes to:

- not permit its employees to offer or give gifts or hospitality with the expectation of receiving business, financial or other advantages, or as a reward for advantages already given;
- not permit its employees to solicit or accept gifts or hospitality in exchange for any business, financial or other advantage to Crown Agents Ukraine or to the individual employee;
- pay particular attention to risks associated with giving or receiving gifts and hospitality to/from public and government officials, taking into account: local legislation regulating the provision of gifts and hospitality to public officials; the existence of active tenders or negotiations with an organisation employing or represented by the public official; and the ability or perceived ability of the official to influence the outcomes of such tenders or negotiations – and ensure that any gifts or hospitality provided to public or government officials are not excessive, extravagant or unreasonably costly;



- maintain clearly defined policies and procedures for controlling and documenting all instances of gifts and hospitality provided or received by employees or representatives of the Company.

6.7 Conflicts of Interest

A Business Partner of Crown Agents Ukraine LLC undertakes to:

- manage their personal, professional and business relationships, together with their employees and contractors, in a way that avoids any actual or potential conflicts of interest between them and their obligations to Crown Agents Ukraine, clients, donors or any other associated parties;
- implement appropriate policies and procedures to identify and prevent all actual or potential conflicts of interest among their employees or persons acting on their behalf.

6.8 Safeguarding

A Business Partner of Crown Agents Ukraine LLC undertakes to:

- create a safe environment in which to conduct their business;
- safeguard against all forms of exploitation (particularly sexual exploitation), bullying or harassment in their operations;
- firmly oppose any such manifestations wherever in the world they occur;
- undertake robust due diligence to vet individuals who work with/for them and on their projects;
- develop and implement policies and procedures to protect vulnerable adults and children from abuse of any kind;
- maintain accurate, sincere and timely reporting on all safeguarding-related matters;
- report any safeguarding matter to Crown Agents Ukraine within 48 hours of becoming aware of it.

"Safeguarding" as understood by Crown Agents Ukraine is a responsibility to take all possible steps to prevent harm, 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, personal attacks, physical or verbal abuse.

6.9 Sustainability and the Environment

A Business Partner of Crown Agents Ukraine LLC undertakes to:

- conduct their business in a manner that respects principles of environmental responsibility and endeavour to source goods and services from suppliers who share these principles;
- where possible, work with product designers and suppliers to improve environmental performance and extend responsibility throughout supply and value chains;
- support initiatives aimed at promoting greater environmental responsibility, including expanded self-regulation, implementation of appropriate codes and charters in business planning and decision-making, and fostering open dialogue with employees and the public regarding environmental risks;



- 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.

6.10 Speak-Up Culture

A Business Partner of Crown Agents Ukraine LLC undertakes to:

- encourage open dialogue on any subject within their organisation;
- implement management structures that enable employees and stakeholders to articulate concerns without fear of retaliation;
- make whistle-blowing mechanisms freely available and accessible to all stakeholders;
- treat all complaints and concerns received with the utmost seriousness and in full confidence;
- ensure that, where contractually or morally required, whistle-blowing incidents are reported to Crown Agents Ukraine or the relevant partner, donor or regulatory authority in a timely, informative and truthful manner.

6.11 Data Management and Record Keeping

A Business Partner of Crown Agents Ukraine LLC undertakes to:

- maintain systematic records of all activities related to any bid, proposal or project in which Crown Agents Ukraine participates;
- ensure that records and data are securely stored and properly managed;
- retain such records for the stated periods in accordance with Crown Agents Ukraine requirements, client requirements, applicable law or regulatory authority requirements;
- provide access to records for audit purposes as necessary;
- protect personal and/or sensitive data as a matter of priority;
- recognise individuals' right to access information and personal data under applicable law.

6.12 Prohibition of Forced Labour and Child Labour

A Business Partner of Crown Agents Ukraine LLC undertakes to:

- not use and not facilitate the use of forced labour, debt bondage, labour in human trafficking conditions or any other form of modern slavery in their operations and supply chain;
- not use child labour and ensure that all persons engaged in contract performance meet the minimum age requirements set by applicable law;
- immediately notify Crown Agents Ukraine if they discover or reasonably suspect such practices in the course of contract performance.

7. Rights and Obligations of Business Partners

7.1 Business Partners of the Company are obligated to:

- comply with the provisions of this Code;
- ensure that their employees and representatives also comply with these standards;



- facilitate due diligence procedures and internal investigations;
- promptly inform the Company of circumstances that may create compliance, legal or reputational risks.

7.2 Responsibility for Subcontractors

The Business Partner bears full responsibility to Crown Agents Ukraine for the actions, inactions and conduct of any Subcontractors engaged to perform obligations under the contract, to the same extent as for their own actions.

Before commencing work with a Subcontractor, the Business Partner must:

- familiarise the Subcontractor with the provisions of this Code;
- obtain written confirmation from them accepting the relevant obligations;
- retain such confirmation and provide it to Crown Agents Ukraine upon first request.

A Subcontractor's violation of the standards established by this Code is treated as a violation by the Business Partner. Crown Agents Ukraine bears no responsibility for Subcontractor actions and does not have contractual relationships with them.

8. Audit Rights and Monitoring Compliance

Crown Agents Ukraine reserves the right at any time during the contract term and for seven (7) years after its termination or early termination to conduct audits or inspections to verify the Business Partner's compliance with the provisions of this Code and contract terms.

In exercising this right, Crown Agents Ukraine may:

- request any documents, records, reports or information relating to contract performance and compliance with ethical requirements;
- engage external auditors or donor representatives to conduct inspections;
- conduct on-site inspections with prior notice of at least five (5) business days, or without prior notice in case of justified suspicion of a violation.

The Business Partner is obligated to:

- facilitate any audit or inspection;
- provide requested documents and information within the timeframe specified by Crown Agents Ukraine, but not less than five (5) business days from receipt of the request;
- ensure authorised personnel have access to relevant records, premises and staff to the extent necessary for the inspection.

Evasion of audit, failure to provide requested documents or obstruction of inspection constitutes a material breach of contract terms.



9. Reporting Violations

Business Partners are encouraged to report any suspicions of:

- violations of this Code;
- fraud or corruption;
- human rights violations or safeguarding breaches;
- other forms of misconduct.

Reports may be submitted through a dedicated email address:

ReportingConcerns@crownagents.com.ua

The Company guarantees the confidentiality of reports to the extent permitted by law and prohibits any form of retaliation against persons who in good faith report possible violations.

10. Monitoring and Accountability

The Company reserves the right to monitor Business Partners' compliance with this Code.

Violations of the Code provisions may result in:

- conducting additional inspections;
- requiring remediation of violations;
- suspension of cooperation;
- contract termination.

11. Final Provisions

This Code establishes minimum standards of conduct that the Company expects from its Business Partners.

If the requirements of legislation, donors or contract terms establish higher standards, the more stringent requirements apply.
