

POLICY

ON RECEIVING AND GIVING GIFTS IN FORCE AT THE EXALO DRILLING GROUP

In accordance with the requirements of generally applicable law, ethical standards of the ORLEN Group, and internal organisational acts adopted in ORLEN Group companies, this *Policy on Receiving and Giving Gifts in Force at the Exalo Drilling Group* is introduced (hereinafter referred to as the 'Gift Policy') to prevent corruption and abuse.

1. General Provisions

- 1.1. The Gift Policy constitutes a standard for ORLEN Group companies and is subject to implementation in all ORLEN Group companies.
- 1.2. Whenever the term 'ORLEN Group companies' is used in this Gift Policy, it shall mean 'ORLEN S.A., ORLEN Group companies, their branches, and representative offices'.
- 1.3. The principles defined in the Gift Policy apply to:
 - 1.3.1. employees of ORLEN Group companies, understood as persons employed under an employment contract, regardless of the working time specified in the employment contract,
 - 1.3.2. individuals providing services to the relevant organisational units of ORLEN Group companies as part of ongoing cooperation related to the execution of tasks by those organisational units,
 - 1.3.3. external representatives of ORLEN Group companies.
- 1.4. Receiving and giving gifts is permissible in accordance with this Gift Policy and separate internal organisational acts adopted in ORLEN Group companies, including in the areas of taxation and data protection.
- 1.5. The Gift Policy does not apply to gifts received and given within a single ORLEN Group company.

2. Definitions

Whenever the following terms are used in this Gift Policy, they shall be understood as follows:

ORLEN Group	means ORLEN S.A. and the commercial companies that are its subsidiaries as defined in International Financial Reporting Standard 10 –
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	Consolidated Financial Statements or any other applicable standard replacing it, including their branches and representative offices;
counterparty	Means a natural person, legal entity, or organisational unit without legal personality: <ol style="list-style-type: none">1) which is a party to an agreement concluded with an ORLEN Group company or providing services for an ORLEN Group company based on an order/commission,2) with whom an ORLEN Group company is conducting negotiations to conclude an agreement or provide an order/commission;
benefits register	means a functional email inbox or intranet application enabling individuals listed in section 1.3 of the Gift Policy to register gifts received or given;
TASK	means a document registration and workflow control system available at: <i>task.exalo.pl</i>
gift	means any material or personal benefits of a defined value received by employees or external representatives or given by employees or external representatives, particularly in relations with counterparties or representatives of public administration as well as in relations within the ORLEN Group;
external representative of an ORLEN Group company	any external entity representing an ORLEN Group company in contacts with counterparties, suppliers, customers, or public or local government institutions, as well as any external entity supporting an ORLEN Group company in acquiring customers or selling goods, products, or services on behalf of an ORLEN Group company; external representatives are persons acting in the name or interest of a ORLEN company on the basis of a legal act.

3. General Guidelines on Receiving and Giving Gifts

- 3.1. Gifts may be considered income and are therefore subject to income tax. In exceptional situations, income from receiving a gift may be exempt from taxation.
- 3.2. Gifts given to counterparties are not subject to income tax on their part if:
 - 3.2.1. the gift is related to the promotion or advertising of the ORLEN Group company, e.g., through the permanent placement of the company logo on the gift,

- 3.2.2. the recipient of the gift is not an employee of an ORLEN Group company or a person regularly providing services/tasks to that company under a civil law contract, and
- 3.2.3. the equivalent value of the gift does not exceed PLN 200 gross.
- 3.3. An ORLEN Group company may classify the expense for a gift to a counterparty as a tax-deductible cost if it affects, even indirectly, the income generated by the ORLEN Group company, e.g., in connection with promotion and advertising, excluding representation purposes.
- 3.4. Before giving a gift to a counterparty, efforts should be made to determine:
 - 3.4.1. the counterparty's internal policies for accepting gifts,
 - 3.4.2. the legal regulations governing the giving of gifts in the counterparty's country of registration.
- 3.5. The individual mentioned in section 1.3 of the Gift Policy, when presenting a gift, is obliged to inform the recipient about the value of the gift. For gifts whose equivalent value does not exceed PLN 200 gross, it is sufficient to inform the recipient that its value does not exceed this amount. For gifts with an equivalent value exceeding PLN 200 gross, the market value should be determined and indicated.
- 3.6. If providing information about the value of the gift might be perceived by the recipient as inappropriate or contrary to good manners, the information should be conveyed in another appropriate manner.
- 3.7. The gift value thresholds mentioned in section 3.5 of the Gift Policy were determined based on the provisions of the Personal Income Tax Act regarding tax-free benefits in kind applicable in Poland on the effective date of the Gift Policy. These thresholds may change, particularly due to differences in amounts that may be related to legal regulations in a specific country or period.
- 3.8. In the case of ORLEN Group companies, ORLEN Group company branches, and representations operating outside Poland, the thresholds mentioned in section 3.5 of the Gift Policy should be determined in accordance with the regulations in force in the given country regarding tax-free benefits in kind.
- 3.9. When making decisions regarding the acceptance or presentation of a gift, the following principles should be followed:
 - 3.9.1. Principle of honest intentions of the gift giver:
 - the circumstances, the act of giving, and the nature of the gift are solely aimed at building or strengthening business relationships or showing courtesy,
 - giving the gift is not intended to influence the recipient or their objectivity in making business decisions,

- the proposal to give a gift does not occur when the recipient is involved in a decision-making process where the presenter or a related person could benefit.

3.9.2. Principle of legality:

- the type of gift and the circumstances of its presentation do not violate good manners or national, foreign, and international legal regulations.

3.9.3. Principle of proportionality:

- the unit value of the gift falls within the permissible limit and is consistent with the standards adopted for the given case,
- the gift is given on an occasional basis and is associated with a specific event,
- giving the gift does not impose any obligation on the recipient or create such an impression.

3.9.4. Principle of transparency:

- it is not permissible to accept gifts that, in the recipient's perception, may cause embarrassment due to their value or a feeling of obligation to reciprocate or a desire to conceal the fact of receiving such gifts from their superior and colleagues.

3.10. In case of any doubts regarding the rules for accepting and giving gifts, one should immediately contact their direct supervisor or the Anti-Corruption Coordinator at Exalo Drilling S.A. Questions regarding the Policy at Exalo Drilling S.A. can also be sent to the email address: upominek@exalo.pl

4. Gift Categories

- 4.1. Gifts that can be accepted and given without the need for additional consent.
- 4.2. Gifts that can be accepted and given under certain conditions.
- 4.3. Gifts that cannot be accepted or given.

5. Gifts Permitted Without the Need for Additional Approval

- 5.1. It is permissible to accept and give gifts related to promotion or advertising, whose unit equivalent value does not exceed PLN 200 gross, provided that this is done in accordance with the principles outlined in the Gift Policy.
- 5.2. Meals accompanied by representatives of a counterparty are permissible up to an equivalent value of PLN 200 gross per person, provided that:
 - 5.2.1. they are occasional in nature and may be offered on a reciprocal basis,

- 5.2.2. the inviting and offering person or their representatives participate in the meal,
- 5.2.3. no family members, spouses, descendants, ancestors, or relatives up to the second degree in a direct line of the persons mentioned in sections 1.3 of the Gift Policy participate in the meal,
- 5.2.4. at least two representatives of the ORLEN Group company should participate in a meal organised by the persons mentioned in section 1.3 of the Gift Policy, unless the participation of only one representative is justified by objective circumstances related to business relations with a given counterparty or public administration representative.
- 5.3. Catering services (understood as the provision of ready-made or not ready-made food or beverages, possibly together with appropriate supporting services enabling their immediate consumption, carried out outside the provider's premises) during trade negotiations, other business meetings organised at the headquarters of ORLEN Group companies (or outside the headquarters but at the expense of these companies) or during meetings of their bodies or their committees functioning on the basis of internal regulations, are not considered gifts within the meaning of the Gift Policy, provided that such expenses can be classified as general, administrative, or other costs related to the conducted business activities.
- 5.4. Invitations to entertainment events, such as sports events, theatre performances, concerts, or other cultural events up to the equivalent of PLN 200 gross, are acceptable provided that:
 - 5.4.1. they are occasional in nature and can be offered on a reciprocal basis,
 - 5.4.2. the person inviting to the entertainment event also intends to participate in it.
- 5.5. Invitations to meetings, training sessions, or workshops hosted by the inviter are acceptable and not considered gifts, provided that participation in the event is free of charge.
- 5.6. Promotional items, such as pens, notebooks, calendars, other small items, preferably with the logo of ORLEN Group or the logo of the counterparty, are acceptable if their individual value does not exceed PLN 200 gross.
- 5.7. It is acceptable to give the gifts mentioned in section 5.6 of the Gift Policy without the need for their registration in the benefits register referred to in section 8 of the Gift Policy, during meetings (e.g., industry fairs, conferences, symposiums) organised, co-organised, or sponsored by ORLEN Group companies, where identifying individual recipients is not possible. For such meetings, the following rules should be followed:
 - 5.7.1. the organiser (an ORLEN Group company) should maintain records that include details of the type, quantity, and unit costs of promotional gifts intended to be distributed during the event. The records should include a cost summary after the meeting. The group cost summary records mentioned in section 5.7 of the Gift Policy are not included in the benefits register referred to in section 8 of the Gift Policy;

5.7.2. the unit value of promotional gifts intended for these meetings should not exceed PLN 200 gross per person. Otherwise, the procedure described in section 6 of the Gift Policy applies.

5.8. It is acceptable to accept or give gifts mentioned in sections 5.2, 5.4, 5.6 of the Gift Policy if it is appropriate in specific circumstances and compliant with the *ORLEN Group Code of Ethics* and the corresponding regulation in the organisation giving the gift. The decision to accept or give a gift should be preceded by an individual assessment by the person mentioned in section 1.3 of the Gift Policy. If circumstances do not allow the person to make the assessment, they should consult the decision with their supervisor or the person acting as the ethics officer in the company.

6. Conditionally Permitted Gifts

6.1. The acceptance and giving of gifts are conditionally allowed only if the following conditions are met:

6.1.1. accepting and offering meals with an individual value exceeding PLN 200 gross per person requires approval, as specified in the Gift Policy, post-factum, based on accounting documents or expense statements, in accordance with the regulations applicable in ORLEN Group companies. Meals of this value should be on an occasional basis and comply with the rules applicable in ORLEN Group companies;

6.1.2. gifts with an individual value exceeding PLN 200 gross may be given by persons mentioned in section 1.3 of the Gift Policy only if they have been previously approved by the direct supervisor or the person overseeing the tasks performed by individuals employed under civil law contracts;

6.1.3. a gift should be declined if, in the recipient's opinion, the individual value might exceed PLN 200 gross. If refusal could offend the giver, the gift should be accepted. After the meeting at which the gift was received, the recipient – a person mentioned in section 1.3 of the Gift Policy – should immediately report this fact to their supervisor (overseer). The supervisor (overseer) decides whether the recipient can keep the gift or – in accordance with the rules applicable in ORLEN Group companies – whether it should be donated to a charitable organisation with which the ORLEN Group cooperates, and whose status allows for the deduction of the gift's value from income.

6.1.4. An invitation to entertainment events should not be personal but addressed to the ORLEN Group (for received gifts) or the counterparty (for given gifts) and should include a request to designate the person mentioned in section 1.3 of the Gift Policy. The designation is made by the manager of the organisational unit of the ORLEN Group company that received the invitation.

6.2. The rules specified in section 3.9 of the Gift Policy apply accordingly to the acceptance of gifts mentioned in section 6.1 of the Gift Policy.

6.3. In case of doubts as to the legitimacy of accepting or giving a gift, the conditions specified in section 6.1 of the Gift Policy should be interpreted narrowly.

7. Prohibited Gifts

- 7.1. It is strictly forbidden to accept or give gifts that meet at least one of the following conditions:
 - 7.1.1. the acceptance or giving of the gift is contrary to the laws in force in the country of registration of the ORLEN Group company, the internal organisational acts in ORLEN Group companies, including the *ORLEN Group Code of Ethics*, or equivalent policies of the counterparty,
 - 7.1.2. the gift is monetary or a monetary equivalent, including but not limited to: gift vouchers, gift cards, loans, shares, stocks, other securities, etc.,
 - 7.1.3. the gift is inappropriate, i.e., contains erotic content or has a sexual undertone, or could otherwise negatively affect the reputation of the ORLEN Group company or any third party,
 - 7.1.4. the circumstances of accepting or giving the gift indicate that the other party expects reciprocation or creates an obligation, particularly to violate laws or internal organisational acts applicable in ORLEN Group companies,
 - 7.1.5. the gift may give rise to a conflict of interest,
 - 7.1.6. the acceptance or giving of the gift depends on the value or size of the achieved parameters related to the level of cooperation,
 - 7.1.7. the gift is given before establishing business relations, unless its purpose is to present the primary activity of the donor or recipient, in which case particular caution is also advised.
- 7.2. It is prohibited to give gifts to Polish or foreign public officials in relation to their function, except for gifts mentioned in section 5.6 of the Gift Policy, in accordance with the rules specified in section 3.9 of the Gift Policy.

8. Benefits Register

- 8.1. To ensure proper implementation of the Gift Policy, ORLEN S.A. maintains an electronic register of benefits for the needs of ORLEN Group companies. ORLEN Group companies that lack the capability to use ORLEN S.A.'s benefit register are required to create such a register for their own needs or for the needs of their own group, in accordance with the principles outlined in this Chapter of the Gift Policy.
- 8.2. The registration of benefits by individuals from ORLEN Group companies, listed in section 1.3. of the Gift Policy, is carried out in compliance with personal data protection principles.
- 8.3. A gift received or given, with a value exceeding PLN 200 gross, must be registered in the electronic benefits register, in accordance with the provisions below, excluding section 5.7. of the Gift Policy.
- 8.4. The benefits register at Exalo Drilling S.A. is maintained by the Security Office. Gifts are registered using a form in the TASK system. If registration via the electronic form is not possible, gifts can be registered using a functional mailbox by submitting a completed 'Benefits Register' form, which constitutes Appendix 1 to the Policy. upominek@exalo.pl
- 8.5. Information entered into the benefits register includes:

- 8.5.1. the full name of the giver, along with the organisational unit and the name of the represented entity,
- 8.5.2. the full name of the recipient, along with the organisational unit and the name of the represented entity,
- 8.5.3. the date the gift was given/received,
- 8.5.4. the name of the gift,
- 8.5.5. the value of the gift,
- 8.5.6. the position and the name of the organisational unit of the person approving the acceptance or giving of the gift,
- 8.5.7. the manner of handling the gift,
- 8.5.8. confirmation of the provision of the GDPR clause.
- 8.6. Individuals listed in section 1.3. of the Gift Policy are required to register the gift in the benefits register within 7 working days from the day of receiving or giving the gift. In the case of business trips, the aforementioned deadline starts from the day of returning to work.
- 8.7. Violations of the rules and the obligation to register gifts constitute grounds for consequences in accordance with the work regulations adopted in the relevant ORLEN Group company.
- 8.8. For gifts whose value was specified at the time of giving, the value provided by the giver is recorded in the benefits register. In the case of difficulties in assessing the value of a gift, its value is determined in accordance with section 8.9. of the Gift Policy.
- 8.9. For gifts whose value was not specified at the time of giving, the recipient is required to determine an estimated value of the gift based on available information, using the prices of products in online stores, excluding auction portals, and information about the valuation method should be included in the benefits register.
- 8.10. For gifts with a nominal value exceeding PLN 200 gross given by individuals listed in section 1.3. of the Gift Policy, their supervisor (overseer) is responsible for fulfilling the obligations under tax law and forwarding the information to the Payroll Settlement Office in the Company. The Payroll Settlement Office is responsible for issuing a PIT-11 form for the recipient.
- 8.11. Employees whose personal data is recorded and processed in the benefits register receive an appropriate information clause before employment. Individuals who give or receive a gift but are not employees of ORLEN Group companies are provided with the information clause by the giver or recipient of the gift, with the template available on the intranet in the Security Office section.
- 8.12. The diagram of registration obligations, depending on the value thresholds and a brief description of gift categories, is defined in Appendix 2 to the Gift Policy.
- 8.13. In the course of carrying out control activities, the Director of the Finance Department at Exalo Drilling S.A. may request the Economic Security Officer of the Management Board to provide data from the benefits register.

9. Communication, Training, and Reporting

- 9.1. To ensure an adequate level of awareness among stakeholders of the Gift Policy, the main principles of the Policy are published in internal media and on the websites of ORLEN Group companies.
- 9.2. In ORLEN Group companies, mandatory training on the Gift Policy is provided to employees and external representatives.
- 9.3. Training on the Gift Policy is mandatory for all employees of ORLEN Group companies, conducted cyclically every two years. The training may take the form of e-learning.
- 9.4. The training program on the Gift Policy is developed by the Anti-Corruption Coordinator at ORLEN S.A.
- 9.5. Anti-Corruption Coordinators of ORLEN Group companies submit an annual report to the Director of the Economic Security Office at ORLEN S.A. by 31 January each year on the implementation of this Policy for the previous year.
- 9.6. The exchange of information between ORLEN Group companies, as regulated by this Policy, must not violate applicable laws or the internal organisational acts of the ORLEN Group concerning personal data protection, trade secrets, or corporate confidentiality.
- 9.7. Questions regarding the Policy at Exalo Drilling S.A. can be directed to the anti-corruption coordinator at Exalo Drilling S.A., including via the email address: upominek@exalo.pl.
- 9.8. In ORLEN Group companies, external representatives of ORLEN Group companies are provided with access to training on the Gift Policy, which may take the form of e-learning.

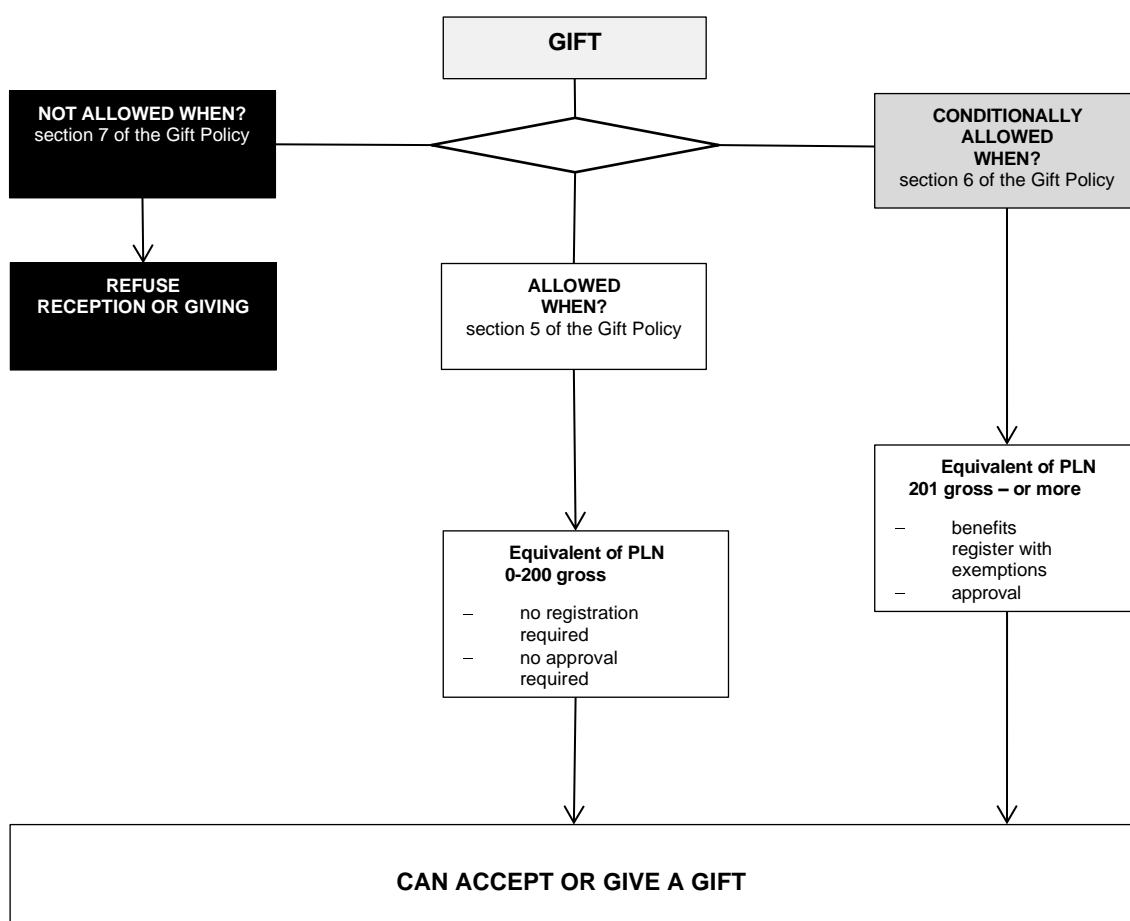
10. Final Provisions

- 10.1. In the case of receiving or giving gifts outside the borders of Poland or involving ORLEN Group companies based in another country, the Gift Policy is applied, taking into account the relevant local and international legal regulations.
- 10.2. For gifts received abroad, it is permissible to appropriately apply the threshold amount of PLN 200 gross, as specified in the Gift Policy, taking into account applicable norms and the purchasing power of money in the given location. The provisions of section 8.8. of the Gift Policy apply accordingly.
- 10.3. In the case of receiving or giving gifts outside the borders of Poland, the provisions of this Gift Policy concerning tax regulations apply only to the extent that Polish tax law is applicable.
- 10.4. The Policy is subject to reviews and updates every two years, conducted by the Economic Security Office.

**Appendix 1 to the Policy on Receiving and Giving Gifts in Force
at the Exalo Drilling Group
– ‘Benefit Register’ Form**

ID	Request submission date	Full name of reporting person	Registry number of reporting person	Organisational unit of reporting person	Type of request (select option)	Gross value of the gift in PLN	Valuation method (select option)	Name of the gift	Full name of recipient/giver	Company of recipient/giver	Organisational unit of recipient/giver	Application on behalf of	Full name of approving person	Registry number of approving person	Organisational unit of approving person	Company name	Status	GDPR Clause	Procedure with gift (select option)	Acceptance date	Application remarks
1					Receiving		specified by giver											YES	retained by recipient		
					Giving		own valuation (section 8.9 of the Gift Policy)											NO	donated to charitable organisation		

**Appendix 2 to the Policy on Receiving and Giving Gifts in Force
at the Exalo Drilling Group – Registration Obligation Diagram**



**Appendix 3 to the Policy on Receiving and Giving Gifts in Force
at the Exalo Drilling Group
– Information Clause**

**Information Clause
for individuals accepting or giving a gift
who are not employees or external representatives of Exalo Drilling S.A.**

(Fulfillment of the information obligation under Article 14(1) and (2) of the General Data Protection Regulation of 27 April 2016)

1. Exalo Drilling Spółka Akcyjna with its registered office in Piła, pl. Staszica 9, 64-920 Piła, (hereinafter: Exalo Drilling S.A.) hereby informs you that it is the controller of your personal data. Contact phone number for the data controller: (+48) 667 174 684.
2. To contact the Data Protection Officer at Exalo Drilling S.A., please use the following email address: iod@exalo.pl. The Data Protection Officer can also be contacted in writing at the company's registered address indicated above, marked 'Data Protection Officer'. Details of the Data Protection Officer are also available at www.exalo.pl under the 'CONTACT' section.
3. Your personal data, which has been provided to Exalo Drilling S.A., constitutes contact information.
4. Your personal data will be processed by Exalo Drilling S.A. for the purpose of registering the person giving or receiving a gift under the principles specified in the *Policy on Receiving and Giving Gifts in Force at the Exalo Drilling Group*, available at www.exalo.pl.
5. The legal basis for processing your personal data by Exalo Drilling S.A. for the purposes outlined in section 4 above is the legitimate interest of Exalo Drilling S.A. (in accordance with Article 6(1)(f) of the GDPR).
6. Your personal data may be disclosed by Exalo Drilling S.A. to entities cooperating with it (recipients), in particular to entities providing IT services, correspondence and parcel delivery services, personal and property security services, occupational health and safety services, consultancy, legal services, and archiving services.
7. Your personal data is processed for the period necessary to achieve the legitimate interests of Exalo Drilling S.A. and fulfil obligations arising from legal provisions. The data processing period may be extended only in cases and to the extent required by law.
8. You have the following rights concerning the processing of your personal data:
 - a) the right to access your data,
 - b) the right to rectify your personal data,
 - c) the right to delete your personal data or restrict processing,
 - d) the right to object – in cases where Exalo Drilling S.A. processes your personal data based on its legitimate interest; you may object due to your specific situation.You may submit a request regarding the exercise of the above rights to the email address: iod@exalo.pl or the registered office address of Exalo Drilling S.A. indicated in section 1, marked 'Data Protection Officer'.
9. You have the right to lodge a complaint with the President of the Personal Data Protection Office.