APPROVED
by Managing Partner of AA “KPMG LAW”

_____ Popov S.V.
Order №_ dated 05.01.2023

Agreed upon with labor collective

ANTI-CORRUPTION PROGRAM
ATTORNEYS ASSOCIATION “KPMG LAW UKRAINE”
(new edition)

Kyiv
2023

CONTENT

Preamble

1. General provisions

1.1. Definition of terms

1.2. Objectives and scope of application

1.3. Responsible leadership, business reputation and integrity

1.4. Professional ethics norms

2. Rights, obligations, prohibitions

2.1. Rights and obligations of KPMG employees

2.2. Prohibited corruption practices

3. Legal status of the Authorized Person responsible for implementation of the Anti-Corruption program and employees subordinated to such individual

3.1. General provisions

3.2. Rights and duties of the Authorized Person responsible for implementation of the Anti-Corruption program

3.3. Guarantees of independence

4. Corruption risks management

5. Educational activities

5.1. Periodic training on prevention and identification of corruption

5.2. Explanations to employees provided by the Authorized Person responsible for implementation of the anti-corruption program

6. Prevention and control measures

6.1. Prevention and settlement of conflicts of interest

6.2. Interaction with business partners

6.3. Business hospitality policies and procedures. Gifts

6.4. Charitable and sponsoring assistance. Support of political parties

7. Reporting on possible facts of corruption or corruption-related offenses, other violations of the Law.

8. Supervision, control, amendments to the Anti-Corruption Program. Disciplinary responsibility.

8.1. Supervision and control

8.2. Disciplinary responsibility for violation of the Program

8.3. Amendments to the Program

9. Final provisions

Preamble

1.1. The Anti-Corruption Program (hereinafter - the "Program") of Attorneys Association "KPMG LAW UKRAINE" (hereinafter - "KPMG") declares the principle of zero tolerance for corruption in all its manifestations for KPMG founders (participants), management bodies, officials and employees, as well as in legal relations with business partners, state authorities, local self-government bodies, other legal entities and individuals.

1.2. KPMG employees take (shall take) all measures for prevention, identification and counteraction to corruption provided for by legislation and the Program.

1.3. KPMG declares its principled position and condemns bribery and corruption as an illegal, unethical and unacceptable way of conducting business, contrary to values and the Global Code of Conduct.

1.4. The Program was developed on the basis of the Standard anti-corruption program for a legal entity, approved by the order of the National Agency for Prevention of Corruption and in compliance with the requirements of the current legislation of Ukraine on counteraction and prevention for corruption, namely the Law of Ukraine "On Prevention of Corruption" No.1700-VI dated October 14, 2014 (hereinafter - the "Law"), as well as the requirements of the current global policies and procedures of KPMG International Limited, which are mandatory for all KPMG employees, including:

- "Guidance on Bribery";
- "Quality and Risk Management Manual"
- Global Policy "Gifts and Entertainments";
- Global Code of Conduct (hereinafter – "Global Code").

1.5. Global policies of KPMG International Limited apply together with the Program and in case of conflict of interpretation prevail over it. The Program does not supersede or modify other KPMG policies and global policies of KPMG International Limited.

1.6. A key element of KPMG's bribery fighting policy is the explicit prohibition of involvement (or perceived involvement) in bribery in any form. As a consequence:

- KPMG and its employees may not propose, promise, give, solicit or accept bribes (directly or via intermediary, for example, trade agent);
- KPMG and its employees should also ensure that any third party acting on their behalf (for example, agents, distributors, consultants, etc.) do not seek or intend to propose, promise, solicit or accept bribes on their behalf;
- KPMG and its employees should also avoid behaviour that may be perceived as involvement in bribery.

1. General provisions

1. 1. Terms and definitions.

In the Program, these terms are used as follows:

charitable activity	voluntary personal and/or property assistance aimed at promoting the legitimate interests of the charity recipients in the charitable areas defined by law, which does not involve the receipt of profit by KPMG, as well as any remuneration or compensation to KPMG on behalf of the recipient of such charity;
whistleblower	an individual who in case of conviction that the information is reliable, reported possible facts of corruption or corruption-related offenses, other violations of the Program committed by another individual, if such information became known to him in connection with his labour professional activity;
business hospitality	representative events (for example, business breakfasts, lunches, dinners, buffets, tastings, other events (conferences, cultural and sports events), reimbursement of travel expenses, accommodation, other types of expenses incurred by KPMG or for KPMG for the purpose of establishing business relations or for any other purpose related to KPMG activities;
business relations	a relationship between KPMG and business partners related to professional or business activities of KPMG, arising from a transaction and is expected to continue after establishment of the relationship;
business partners	legal entities and/or individuals with whom KPMG maintains or enters into business relations;
incentive payments	unofficial and illegal payments to officials for the purpose of facilitating/expediting/simplifying or, in certain cases, proper implementation of statutory procedures which KPMG is entitled to receive without making such payments;
corruption risk	the probability of committing a corruption or corruption-related offence, or other violation of the Law of Ukraine "On Prevention of Corruption", which will negatively affect the KPMG activities;
illegal benefit	cash or other property, preferences, advantages, services, intangible assets, any other intangible or non-cash benefits, promised, proposed, given or received without relevant legal grounds;
zero tolerance for corruption	absolute intolerance to any forms of corruption;

KPMG representative	a person authorized to act on behalf of KPMG in relations with third parties in accordance with the established procedure;
official person:	• a person authorized to perform functions of the state or local self-government as established by the Law; • a person who is equated to persons authorized to perform functions of the state or local self-government as established by the Law; • an employee of the patronage service as defined by the Law of Ukraine "On Civil Service"; • a candidate for the post of President of Ukraine and a candidate for People's Deputies of Ukraine, registered in accordance with the procedure established by law; • head, other official of a business entity in which the state or communal share exceeds 50 percent; • a foreign state official (a person who holds a position in a legislative, executive or judicial body of a foreign state, including jurors, another person performing state functions for a foreign state, in particular for a state body or a state enterprise); • a foreign arbitrator, a person authorized to resolve civil, commercial or labour disputes in a foreign country in an alternative to judicial procedure; • an international organization official (an employee of an international organization or any other person authorized by such an organization to act on its behalf); • member of the international parliamentary assembly, of which Ukraine is a member; • a judge and official of the international court.
sponsorship activity (sponsorship)	voluntary material, financial, organizational and other support of KPMG for any event or activity aimed at popularizing the KPMG name, marks for KPMG goods and services;
the authorized person responsible for implementation of the Anti – Corruption Program (hereinafter – the "Authorized person")	A KPMG officer responsible for implementation of the Anti-Corruption program;

corruption offence	An act having signs of corruption committed by an officer of the Company and entailing liability according to the effective legislation;
conflict of interest	Existence of an individual's private interest in the area of his/her job or representation powers that may affect objectivity of his/her decisions or acts of omissions during performance of the above powers;
gift	Cash or other property, preferences, advantages, services, intangible assets given/received for free or at price below minimum market price;
corruption-related legal offence	An act having no signs of corruption but violating the requirements, prohibitions and restrictions prescribed by the Law which entails criminal, disciplinary and/or civil liability;
private interest	Any proprietary or non-proprietary interest of a person, including interest driven by personal, family, friendly or other extra-occupational relations with individuals or legal persons, including relations existing in connection with membership or activity in civil, political, religious or other organizations;
persons authorized to act in the area of counteraction of corruption	Prosecutor's offices, authorities of the Interior Affairs of Ukraine, National Anti-Corruption Bureau of Ukraine, National Agency for Prevention of Corruption (hereinafter – "The National Agency");

Other terms in this Program are used in the meanings given in the Law.

1.2. Objectives and scope of application of the Program

1.2.1. The Program defines a set of rules, standards and procedures in the area of identification, counteraction and prevention of corruption in the KPMG activities.

1.2.2. Measures to prevent, identify and eliminate or minimize corruption risks are recognized as a priority in KPMG activities.

1.2.3. This Program is mandatory for management, officials, employees, KPMG representatives and persons who perform certain work or provide services to KPMG. Founders (participants) adhere to this program to the extent that it is applicable to them, in accordance with the legislation of Ukraine.

1.2.4. The Program has been approved by the Managing Partner's order, following its discussion with the KPMG employees. The discussion involving significant number of employees was arranged via dispatch of the Program draft to the e-mail addresses of all KPMG employees specifying the deadline for submission of comments and suggestions.

1.2.5. KPMG ensures an uninterrupted open access to the Program for all employees, officials, management bodies, KPMG representatives, as well as their business partners thanks to its posting on the KPMG website.

1.2.6. Conclusion of labor contract between an employee and KPMG means the employee's

consent to observe the Program requirements.

1.2.7. The Program is used in all areas of KPMG activity, including in relations with business partners, officials, state and local self-government bodies, other legal entities and individuals.

1.3. Responsible leadership, business reputation and integrity

1.3.1 The Head, management bodies, KPMG officials undertake the obligation, by personal example of ethical behaviour, to have zero tolerance for corruption among KPMG employees, which is the basis of KPMG's everyday business practice.

1.3.2 The KPMG Head, its management bodies are required to demonstrate leadership and responsibility in relation to:

- compliance with the requirements of anti-corruption legislation;
- ensuring the proper implementation, effective functioning, periodic analysis, timely review and improvement of the system for prevention and counteraction of corruption in KPMG in order to properly respond to corruption risks in the KPMG activities;
- extending the culture of zero tolerance for corruption in all areas of KPMG's activities and informing about KPMG's zero tolerance for corruption and in relationships with business partners, officials, public authorities, local governments, other legal entities and individuals;
- appointment of a person responsible for implementation of the Program, providing it with appropriate material and organizational working conditions, facilitating the fulfilment by the Authorised Person of the tasks and functions provided for by the Law and the Program, ensuring independence of the Authorised Person activities;
- encouraging officials to demonstrate leadership in preventing and countering corruption within their powers;
- as prescribed by the Law, ensuring the conditions for reporting information on possible facts of corruption or corruption-related offenses, other violations of the Law to the international "whistle-blowing" hotline;
- compliance with the rights and guarantees for protection of whistleblowers provided by the Law;
- timely and appropriate response in accordance with the Law to the facts of commission (possible commission) of corruption or corruption-related offenses by members of KPMG's management bodies, its officials, and employees.

1.4. Standards of KPMG professional ethics

1.4.1. KPMG employees and the Authorized Person shall observe under any circumstances the key provisions of the law and the requirements established by KPMG International Limited in terms of prevention of corruption.

1.4.2. KPMG employees are required to refrain from executing any management decisions or assignments that are clearly criminal.

1.4.3. In case of receiving of clearly criminal decisions or assignments, the employee shall

immediately report through one of the KPMG communication channels, namely: either the direct manager or the Authorized Person or the KPMG International hotline.

1.4.4. The employee may not be dismissed or forced to be dismissed, subject to disciplinary liability or subjected to other negative influence measures by the management or the threat of such influence measures in connection with the refusal to perform the clearly criminal decisions or assignments.

1.4.5. KPMG employees may not be subject to disciplinary liability for refusing to participate in corrupt practices, even if such refusal may result in KPMG losing a competitive advantage or potential benefit.

2. Rights, obligations, prohibitions

2.1. Rights and obligations of KPMG employees

2.1.1. KPMG employees are entitled to:

- provide suggestions for improving the Program;
- apply to the Authorized Person with requests to give explanations as to the Program provisions;
- receive recommendations from the Authorised Person regarding further actions when the planned actions or decisions (deeds) may be a source for corruption risks;
- refrain from performance of resolutions or assignments of the KPMG managers to the extent that they contradict the Law;
- apply (initiate application) of disciplinary and other sanctions to subordinates in cases envisaged by the laws of Ukraine and Program and dismiss (initiate dismissal) of such subordinates.

2.1.2. KPMG employees are obliged to:

- comply with generally accepted ethical norms of conduct and requirements of the KPMG Code of Ethics, the requirements of the Law, the Program and the adopted internal documents;
- prevent bribery and corruption among KPMG employees;
- not offer, promise, or solicit bribes (directly or through an intermediary);
- act regardless of personal interests, personal attitude towards any person, their political, ideological, religious or other personal views or beliefs;
- not to disclose or use confidential information that became known to them and is related to fulfilment of their official (labour) duties;
- not commit or participate in the commission of corruption offences, refrain from any behaviour that may be regarded as a willingness to commit a corruption offense, avoid any impression of involvement in bribery;
- prevent misuse and inefficient use of KPMG funds and property;
- not to tolerate illegal or unethical behaviour of KPMG clients;
- take steps to assess and mitigate the risk that any third party acting on their behalf (e.g, agents, distributors, consultants, etc.) will not offer, promise, solicit or accept bribes on their behalf;
- as envisaged by the Program promptly advise through one of KPMG's communication channels about all attempts of incitement to commit a corruption offense, violation of the Program, commission of corruption or corruption-related offenses by KPMG employees or existing business partners;
- promptly advise in the manner prescribed by this Program about a conflict of interest, take measures to prevent and resolve a conflict of interest, not take actions or make decisions in a conflict of interest;
- take all necessary and urgent measures to protect a whistleblower;
- participate in training activities and other anti-corruption activities.

2.2. Prohibited corruption practices

2.2.1. KPMG employees are prohibited to:

- accept an offer, promise or receive an improper benefit, as well as ask to provide such a benefit for themselves or another individual or legal entity for committing or not committing any actions using the position they hold at KPMG or in connection with their activities in favour of KPMG, in the interests of the person who offers, promises or provides such a benefit, or in the interests of a third party;
- abuse their powers, i.e. deliberately, with the aim of obtaining an unlawful benefit for themselves or another individual or legal entity, to use their powers contrary to the KPMG interests;
- offer, promise or provide (directly or through a third party) an illegal benefit for performance or failure to perform any actions/inactions using the power, official position, authority granted to them to obtain or retain any advantages for KPMG;
- act and make decisions in the context of a conflict of interest;
- use any KPMG property or funds for personal gain;
- organize, be an intermediary or personally make any cash or non-cash payments or settlements with KPMG business partners, other individuals or legal entities, if such payments or settlements violate the Ukrainian law;
- influence directly or indirectly the decisions of KPMG employees in order to obtain an improper advantage for themselves or others;
- perform any actions that directly or indirectly incite other employees to violate the requirements of the Law or the Program;
- give or receive gifts in violation of the law, the Program, the Guidance on Bribery, the Global Gifts, and Entertainment policy regarding the giving and receiving of business hospitality and gifts.

2.2.2. KPMG prohibits the incentive payments to officials for the purpose of expediting any formal procedures related to obtaining permits or making relevant decisions in favour of KPMG or obtaining other benefits for KPMG.

2.2.3. A payment for accelerated consideration paid to the account of a state authority or local self-government body, enterprise, institution, organization, official person, state/local budget, as provided by law (for example, payment for accelerated patent registration) is not an incentive payment.

2.2.4. An official, KPMG employee who is requested to make an incentive payment, shall refuse to make such a payment.

2.2.5. If a KPMG official or employee has any doubts about whether the payment belongs to the incentive payment, such KPMG employee shall seek clarification from the Authorised Person.

2.2.6. The prohibitions apply without any territorial restrictions, in the territory of any state, regardless of national traditions, local practices or conditions of competition in force in that state.

3. Legal status of the Authorized Person

3.1. General provisions

3.1.1. The legal status of the Authorized Person is determined by the Program. The Authorized Person is appointed by the Head of KPMG. The Head of KPMG can be appointed as the Authorized Person. The Authorized Person may be appointed for a fixed term or indefinitely.

3.1.2. The Authorized Person may be dismissed from his position as provided for by law, including prematurely. In case of a conflict, the Authorized Person, within 2 days following occurrence of such circumstances, shall inform thereof the Head of KPMG. In such situation the powers of the Authorized Person shall be suspended based on internal order of the Head of KPMG.

3.1.3. The Authorized Person shall be subordinated to the Supervisory Board on matters pertaining to the implementation of measures on identification and counteraction of corruption.

3.2. Duties and rights of the Authorised Person

3.2.1. Duties of the Authorised Person:

- carry out his/her job duties objectively;
- prepare, develop and submit for approval to the Head of KPMG internal documents related to drafting and implementation of the Program;
- if necessary, assess corruption risks in the KPMG activities;
- ensure interaction and coordination between KPMG structural divisions regarding the preparation, implementation and monitoring over implementation of measures provided for by the Program;
- give explanations as regards any matters pertaining to the implementation of the Program, if requested by the Head, management bodies, officials, employees of KPMG;
- where necessary, ensure that the public is informed about KPMG's measures to prevent corruption;
- to organize training events (trainings, seminars) for KPMG employees on the prevention and countering of corruption;
- initiate the issue of passing professional training (advanced training) before the Head of KPMG;
- take measures to identify a conflict of interest and facilitate its settlement, inform the Head of KPMG about identification of a conflict of interest and the measures taken to resolve it;
- organize the KPMG client compliance control, using cross-functional programs: Risk Compliance Program (RCP) and Global Compliance Review program (GCR);
- check for corruption risks any payments and expenses related to charity and sponsorship activities, as well as payments to support political parties;
- receive and organize consideration and verification of reports on possible facts of corruption or corruption-related offenses committed by KPMG employees.
- participate in internal investigations conducted in accordance with the Program;

- inform the Head of KPMG about facts that may indicate the commission of corruption or corruption-related offenses and other violations of the Law by members of management bodies, officials, and employees of KPMG;
- in the event that a corruption or corruption-related offense is discovered or a notification is received on the commission of such an offense by members of the management bodies, officials, employees of KPMG, take measures to suppress such an offense and immediately, within 24 hours, notify the Head of KPMG about it in writing;
- ensure supervision, control and monitoring of compliance with the Program by KPMG employees;
- perform other job duties stipulated by the Program and internal documents of KPMG.

3.2.2. Rights of the Authorised Person:

- give oral and written instructions and demand their execution;
- receive oral and written explanations from management bodies and members of management bodies, officials, employees of KPMG regarding circumstances that may indicate a violation of requirements of the Law and the Program regarding prevention and settlement of conflicts of interest and other stipulated requirements, restrictions and prohibitions, as well as other issues related to implementation of the Program;
- have access to documents and information held by KPMG that are necessary for performance of his duties, make or receive their copies;
- demand information, documents or their copies from other structural divisions of KPMG, which are required for performance of his/her duties;
- process information, including personal data, in compliance with the law on access to personal data;
- get access to KPMG premises if necessary for anti-corruption inspections;
- sign and send information requests to state authorities, local self-government bodies, enterprises, institutions, organizations of all forms of ownership in order to receive information and materials directly related with fulfilment of his/her duties;
- initiate inspections based on the Law and the Program;
- initiate internal investigations in any matters related to a possible violation of the Program;
- submit a proposal to the Head of KPMG to bring to disciplinary liability persons guilty of violating the Program;
- initiate meetings on prevention and identification of corruption, implementation of the Program;
- involve KPMG employees to perform their powers with the consent of the Head of KPMG;
- submit proposals for improving the Authorised Person activity for consideration by the Head of KPMG;
- use other rights stipulated by the Program, the employment contract, and other internal documents of KPMG.

3.3. Guarantees of independence

3.3.1. The Authorised Person shall exercise his functions at KPMG independently. Interference in the Authorised Person activities is not allowed.

3.3.2. Interference shall be understood as:

- refusal to provide the Authorised Person with information, documents, access to information and documents which the Authorised Person has the right to receive;
- any influence that may affect the Authorized person's decision-making and actions carried out outside the powers of the management body/person exerting influence, provided for by the law, KPMG's charter, decisions of management bodies or KPMG's internal documents;
- actions/inactions that cause restrictions or violations of the Authorised Person rights (for example, unjustified refusal to grant annual leave according to the schedule; unjustified refusal to send for training/upgrading of qualifications provided for by the relevant schedule plan; unjustified limitation of the amount or non-payment of incentive and compensation payments stipulated by labour and collective agreements, etc.);
- actions/inactions that prevent the fulfilment of official duties by the Authorized Person (for example, unjustified sending of the Authorized Person on a business trip away from the workplace; unjustified deprivation of the Authorized Person's access to the workplace, personal computer; unjustified seizure of documents stored in the Authorized Person's possession; etc.).

3.3.3. The Authorized Person cannot be dismissed or forced to dismiss, brought to disciplinary responsibility or subjected to other negative measures of influence on the part of the Head, KPMG management bodies (transfer, attestation, change in working conditions, refusal to appoint to a higher position, reduction of wages, refusal to renew employment contract, etc.) or the threat of such measures of influence in connection with the implementation of anti-corruption measures, the identification and reporting on possible facts of corruption or corruption-related offences.

4. Corruption risks management

4.1. The KPMG International Limited network has a comprehensive corruption risk management monitoring program, including through cross-functional programs: Risk Compliance Program (RCP) and Global Compliance Review program (GCR) and a risk-oriented approach to assessing relevance, adequacy and efficiency of functioning of the main areas of policy and quality control procedures. The results obtained by means of a comprehensive monitoring program create a risk management system that is provided to each firm member of the KPMG network and is reviewed and analysed at the regional and global levels.

4.2. KPMG periodically assesses corruption risks in its activities, the purpose of which is:

- identification of internal and external corruption risks in KPMG business processes;
- assessment of the sufficiency, appropriateness and effectiveness of existing measures for the proper prevention, elimination or minimization of identified corruption risks;
- analysis and assessment of identified corruption risks;
- identification of high-risk business processes, taking into account the nature and degree of vulnerability of business processes to corruption risks;
- development of measures aimed at effective elimination or minimization of corruption risks in the KPMG activities.

4.3. The procedure for implementation of control measures by the Authorised Person and other monitoring procedures implemented in accordance with this Program can be detailed by adopting the relevant organizational and administrative acts.

5. Educational activities

5.1. Periodic training on prevention and detection of corruption

5.1.1. In order to create an appropriate level of anti-corruption culture, KPMG provides training to employees in the field of identification, prevention and counteraction of corruption.

5.1.2. Anti-corruption and anti-bribery training is included in the KPMG online training course "We do what is right: Integrity at KPMG", which also includes modules in such areas as compliance with laws, regulations and professional standards and the KPMG Global Code. Training is mandatory at least once a year. The training ends with testing. For new employees, training is mandatory within three months from the moment of employment with KPMG.

5.1.3. The topic and form of educational events (seminars, lectures, workshops, trainings, individual classes, webinars, etc.) are determined taking into account:

- changes in legislation;
- proposals of the Head, management bodies, officials, employees of KPMG;
- results of monitoring/evaluation of implementation of this Program;
- results of periodic assessment of corruption risks in KPMG activities;
- results of inspections;
- results of inspections of compliance with anti-corruption legislation conducted by the National Agency for Prevention of Corruption.

5.1.4. The training ends with testing of the persons who participated in it, on the level of assimilation of educational information or in another way of the knowledge initial control.

5.2. Explanations to employees provided by the Authorised Person.

5.2.1. Any employee is entitled to contact the Authorised Person for written or oral explanations regarding the Program.

5.2.2. The Authorized Person shall provide an explanation within a reasonable time, but not more than 10 days from the date of receipt of the appeal. If it is not possible to provide an explanation within the specified period, the Authorized Person may extend the period for consideration of the appeal which should be notified to the person who requested an explanation. The total period for consideration of the appeal cannot exceed 30 days from the date of its receipt by the Authorised Person.

5.2.3. The Authorized Person may summarize the most frequently asked questions, answers to them and post generalized explanations of an informational nature on resources generally accessible to KPMG employees and/or distribute them in another way (for example, by e-mail).

5.2.4. The Authorized Person may choose other forms of providing explanations on issues related to the implementation of the Program and anti-corruption legislation (memoirs, guidelines, video messages, etc.).

5.2.5. The Authorized Person may involve employees of other structural divisions to provide explanations.

6. Prevention and control measures

6.1. Prevention and settlement of conflicts of interest

6.1.1. KPMG strives to ensure that conflicts of interest do not adversely affect the interests of KPMG, as well as the interests of its clients, founder(s)/participant(s) by preventing, identifying and resolving conflicts of interest.

6.1.2. KPMG prevents and resolves conflict of interest situations based on the following principles:

- the obligation of employees to inform about situations that have signs of a conflict of interest;
- prevention of conflicts of interest;
- an individual approach when considering and evaluating each individual case that has signs of a conflict of interests.

6.1.3. KPMG officers (employees), no later than on the next business day after the day when they learned or should have learned about the conflict of interest, are obliged to report about existence of such conflict of interest to their immediate supervisor, and if the conflict involves the immediate supervisor, they shall report the conflict to the KPMG Head and the Authorized Person. Furthermore, employees should refrain from any acts and decisions in case of existence of the conflict of interest and take appropriate measures to resolve the conflict of interests.

6.1.4. In the event a conflict of interest involves the KPMG Head, he/she shall notify the Authorized Person and the Supervisory Board of KPMG thereof in writing.

6.1.5. The person's immediate supervisor within two business days after receiving a notice of a conflict of interest involving his/her subordinate shall, taking into account the recommendations of the Authorized Person, decide on the way to resolve the conflict of interest, and notify the employee thereof.

6.1.6. The immediate supervisor who becomes aware of a conflict of interest involving his/her subordinate employee (including if a conflict of interest involving a subordinate is independently identified by him/her without receiving the appropriate notice) is obliged to inform the Authorized Person and take measures provided for by this Program to prevent and resolve the conflict of interest.

6.1.7. The conflict of interest is resolved using one of the following measures (separately or in combination, in accordance with the Ukrainian Labour Law):

- the need to remove an employee from performing a task, taking actions, making a decision or participating in its adoption in conditions of a conflict of interest;
- application of external control over the employee's performance of the relevant task, performance of certain actions or decision-making;
- the need to restrict the employee's access to certain information;
- the need to review the scope of the employee's office powers and duties, etc.

6.1.8. The decision on the settlement of the conflict of interests in the activities of the KPMG Head is made by the Supervisory Board of KPMG within two business days after receiving the notice. The person to whom it concerns and the Authorized Person shall be immediately notified of the decision.

6.1.9. If a conflict of interests arises for a person who is a member of the collegial body of KPMG in the course of resolving the issue by this body, such a person shall notify the relevant collegial body and

the Authorized Person in writing.

6.1.10. Standard situations of conflict of interest may include:

- participation in decision-making or decision-making regarding the conclusion of an employment contract, promotion, determination of remuneration conditions and application of incentive payments, imposition of penalties on a close person;
- conclusion of transactions (deeds) with close persons on behalf of KPMG;
- decision-making or participation in decision-making by a person subject to the requirements of this Program, regarding himself/herself, in particular regarding remuneration, provision of any tangible or intangible benefits, conducting an internal/official investigation.

6.2. Interaction with business partners

6.2.1. KPMG seeks to cooperate with business partners that conduct their activities legally and ethically, interaction with which does not pose corruption risks for KPMG.

6.2.2. Risk assessment when attracting customers and interacting with customers. Before agreeing to accept any person or entity as a client, KPMG undertakes to conduct an assessment of the potential client. These checks include a review of any significant known violations of the law, current or past investigations or litigation with authorities, any evidence of money laundering, fraud or questionable business conduct.

6.2.3. Existing KPMG clients are subject to similar assessments on a regular basis to address any significant changes in the client's risk profile.

6.2.4. Risk assessment when engaging suppliers and subcontractors.

6.2.5. It is KPMG's policy to mitigate the risk of doing business with suppliers that may be suspected or involved in bribery. When assessing the capacity of subcontractors to provide professional services, KPMG undertakes to assess whether the subcontractor/supplier has effective anti-bribery policies and procedures in place.

6.2.6. Depending on the result of the risk assessment, potential suppliers may be obliged to:

- make available to KPMG their own anti-bribery program;
- agree to comply with KPMG's anti-bribery policy;
- allow KPMG to monitor the supplier's conduct if bribery is suspected;
- give KPMG the legal right to terminate a contract with a supplier if it becomes apparent that the supplier's business conduct is inconsistent with KPMG's anti-bribery policy.

6.2.7. An Anti-Corruption Addendum is signed with each KPMG supplier. In such an addendum, the supplier agrees, directly or indirectly, not to offer, promise, give or solicit a bribe or other inducement to obtain or retain a commercial or other improper or illegal advantage.

6.2.8. A contract is signed with each subcontractor, which includes a separate section "Anti-Corruption Conditions", in which the subcontractor agrees, directly or indirectly, not to offer, promise, give or demand a bribe or other inducement in order to obtain or retain a commercial or other improper or illegal advantage.

6.2.9. Suppliers and subcontractors agree to the KPMG Addendum "Cooperation with KPMG" at

the time of signing the contract. KPMG has posted this addendum on its website for unrestricted access.

6.3. Business hospitality policies and procedures. Gifts

6.3.1. In the Program KPMG defines the general policy and procedures for providing and accepting business hospitality and gifts, taking into account the requirements of the law and the requirements of the global policy "Gifts and Entertainment". A more detailed description is set out in the Global Policy "Gifts and Entertainment".

6.3.2. The KPMG Head, management bodies, employees, officers shall not (directly or through an intermediary) offer, promise, demand or accept gifts or entertainment if:

- the monetary value, frequency, duration or nature of the gift or entertainment is such as to call into question KPMG's integrity, independence or objectivity; or
- the gift or entertainment constitutes a bribe or a violation of the Law; or
- this would result in a violation of applicable law.

6.3.3. KPMG controls and monitors donations, sponsorships, gifts made on behalf of KPMG or received by KPMG.

6.3.4. Giving and receiving gifts, as well as providing and accepting business hospitality within the framework of establishing or maintaining business relations or for achieving other purposes of KPMG's activity is allowed if it meets a combination of the following criteria:

- is not intended to influence the objectivity of any decision to conclude transactions (deeds), provide or receive services, information or other benefits for KPMG;
- is not a hidden illegal benefit (for example, in order to obtain or continue to obtain commercial orders or an improper advantage);
- is consistent with generally accepted notions of hospitality (for example, souvenirs given as a gift);
- is not prohibited by the legislation of a state in which they are provided and/or accepted;
- is not prohibited in accordance with the internal documents of the recipient's organization and does not exceed the value established by such documents;
- disclosure of the gift, business hospitality will not create a risk for the business reputation of KPMG or the recipient of the gift, business hospitality;
- gifts, business hospitality are reasonable, not excessive and appropriate in the context of establishing/maintaining business relations.

6.3.5. The Head, members of the management bodies, officers, employees of KPMG are obliged to refrain from offering business hospitality, gifts to officials, their close persons, actual or potential business partners, their employees or representatives, if such business hospitality, gifts can be regarded as an inducement or readiness to commit a corruption offense related to the KPMG activities.

6.3.6. In case of any doubt about the acceptability of a gift or business hospitality, employees should contact the Authorized Person for clarification.

6.4. Charitable and sponsorship assistance. Support of political parties

6.4.1. In this Program KPMG defines the general policy and procedure for providing charitable and sponsorship activities. A more detailed description is set out in the global policy "Charitable contributions and sponsorship".

6.4.2. Any charitable and sponsorship assistance is provided by KPMG subject to proper documentation and approval of the head of the relevant KPMG unit (budget holder). Such assistance for any illegal purpose or for the purpose of obtaining/providing illegal benefit is prohibited.

6.4.3. The Head of the unit (budget holder) performs a preliminary check of the planned charitable, sponsorship activities and approves the documentation on the implementation of charitable, sponsorship activities to ensure that charitable, sponsorship assistance is not used for illegal purposes. In the absence of any doubts and suspicions, the Head of the unit approves the implementation of such assistance.

6.4.4. Charitable and sponsorship activities of KPMG are not allowed if:

- its implementation is a condition for the conclusion of any transaction (deed), decision-making by a public authority or local self-government body, or it is carried out for the purpose of obtaining illegal advantages in the activity;
- a business partner/official insists on carrying out a particular type of charitable and/or sponsorship activity exclusively through a specific organization;
- it is carried out with the aim of influencing an official or in exchange for any illegal benefit for KPMG from business partners.

6.4.5. KPMG prohibits making payments to support political parties on behalf of KPMG.

7. Reporting on possible facts of corruption or corruption-related offenses, other violations of the Law.

7.1. KPMG creates an enabling environment for whistleblowers and fosters respect for whistleblowers as part of KPMG's business culture.

7.2. To facilitate the reporting of potential or suspected violations of KPMG policies or applicable laws, regulations or professional standards, including those related to anti-bribery, a hotline is available for KPMG employees, clients and third parties to report such violations in confidence.

7.3. The message may contain information on possible facts of corruption or corruption-related offenses, illegal and unethical actions related to certain areas of KPMG activities, KPMG employees, and KPMG business partners.

7.4. Whistleblowers are guaranteed confidentiality.

7.5. A person may make a report without giving his/her name (anonymously).

7.6. The information about the hotline is brought to the attention of all employees by posting it on the internal and external websites of KPMG.

7.7. In order to identify the causes and conditions that contributed to the commission of a corruption or corruption-related offense or failure to comply with the requirements of the Program, an internal investigation is conducted in accordance with the procedure established by separate regulatory legal acts.

7.8. A KPMG officer, who is notified of suspicion of committing a crime in the field of corruption, is subject to removal from office in accordance with the procedure established by the current legislation or the Program.

7.9. Unless otherwise provided by law, an officer against whom a protocol on an administrative offense related to corruption has been drawn up may be suspended by the decision of the Head of KPMG pending the outcome of the court proceedings.

7.10. It is forbidden to disclose information about the whistleblower's identity or other data that may identify the whistleblower to third parties who are not involved in the consideration, verification and/or investigation of the facts reported by the whistleblower, as well as to persons whose actions or inaction relate to the facts reported by the whistleblower, except in cases established by the Law.

7.11. In the event of leakage of confidential information about the whistleblower, the Authorized Person, the Head (executive body) of KPMG at the request of such person or on his/her own initiative shall immediately take all measures to avoid negative consequences for the whistleblower related to such disclosure.

7.12. KPMG prohibits intimidation, humiliation or harassment of whistleblowers, and retaliation against them (refusal to hire; dismissal or constructive dismissal; disciplinary action; other measures, including formally lawful decisions and actions that are selective, in particular, not applied to other employees in similar situations and/or not applied to the employee in similar situations before) or threats of such measures.

7.13. The whistleblower may not be dismissed or forced to resign, subjected to disciplinary action or other retaliatory actions or threat of such retaliatory actions in connection with the report.

8. Supervision, control, amendments to the Program. Disciplinary responsibility

8.1. Supervision and control

8.1.1. The Authorized Person shall supervise and constantly monitor the compliance with this Program by the KPMG employees.

8.1.2. The Authorized Person may supervise and control compliance with the Program by:

- consideration and response to the Notice;
- conducting inspections of the KPMG employees activities regarding the execution (implementation) of the Program;
- periodic monitoring of the implementation of the Program.

8.1.3. KPMG may determine the procedure for conducting scheduled and unscheduled inspections of the KPMG employees activities, the procedure for conducting inspections of documents, as well as additional forms of supervision and control over compliance with the Program, taking into account the specifics of its activities.

8.1.4. If, in the course of supervision or control over compliance with the Program, the Authorized Person discovers signs of a corruption or corruption-related offense, he/she, at the request of the Head, initiates an internal investigation in accordance with the procedure provided for by the Program and KPMG internal documents.

8.1.5. At the request of the Head of KPMG, the Authorized Person prepares a report on the results of monitoring the implementation of the Program (hereinafter referred to as the Report) within the terms and in the manner determined by the Head of KPMG. The annual assessment of the results of implementation of measures provided by this Program shall be equated to such report.

8.1.6. The report may contain information on:

- the status of implementation of measures defined by the Program;
- results of implementation of measures defined by the Program;
- revealed violations of the Law, the Program, measures taken to eliminate such violations and prevent them in the future;
- number of inspections, internal investigations, their results;
- facts of violation of guarantees of the Authorized Person's independence;
- the status of implementation of measures aimed at eliminating or minimizing corruption risks;
- conducted training courses on prevention and detection of corruption and testing of knowledge gained;
- cooperation with whistleblowers;
- newly identified corruption risks;
- proposals and recommendations.

8.2. Disciplinary responsibility for violation of the Program

For violation of the provisions of this Program, KPMG employees are subject to disciplinary measures in accordance with the law, KPMG internal labor regulations, and provisions of employment contracts.

8.3. Amendments to the Program

8.3.1. The Head of KPMG ensures setting up feedback mechanisms aimed at supporting and continuous improvement of the Program.

8.3.2. Amendments to this Program shall be made in accordance with the procedure established by KPMG, taking into account the peculiarities specified in this section of the Program.

- This document will be updated from time to time as necessary, in particular in the following cases:
- if it is necessary to bring the Program in line with new acts of anti-corruption legislation (amendments made to effective acts on these issues);
- at the initiative of the Authorized Person, the Head of KPMG in order to clarify or improve certain provisions of the Program;
- based on the results of the assessment of corruption risks in the activities of KPMG and supervision and control over compliance with the Program, as well as evaluation of the results of the implementation of the measures provided for by it.

8.3.3. The Authorized Person, as well as the Head (executive body), the Supervisory Board, officers, and employees of KPMG may initiate amendments to the Program.

8.3.4. The Authorized Person shall have the right to periodically provide the Head of KPMG with a summary of proposals for amendments to this Program and provide his/her recommendations for their consideration or rejection.

8.3.5. Amendments to the Program are published on KPMG's own website.

9. Final provisions

9.1. The invalidity of one or more clauses of the Program as a result of changes in legislation or for other reasons shall not invalidate the remaining provisions of the Program.

9.2. This version of the Program comes into force from the moment of its approval by the order of the Head of KPMG.

9.3. The Program is kept in the HR department.

ЗАТВЕРДЖЕНО

Керуючий партнер АО «КПМГ Право»

Наказ № - 5-Р від 12 травня 2023 р.

Зміни до Антикорупційної програми Адвокатського об'єднання «КПМГ Право»

Київ
2023

1. Викласти пункт 6.4. «Благодійна та спонсорська діяльність (допомога). Підтримка політичних партій» Антикорупційної програми Адвокатського об'єднання «КПМГ Право» у такій редакції:

6.4. Charitable and sponsorship assistance. Support of political parties.

6.4.1. In this Program KPMG defines the general policy and procedure for providing charitable and sponsorship activities. A more detailed description is set out in the Global policy "Charitable contributions and sponsorship".

6.4.2. Any charitable and sponsorship assistance is provided by KPMG subject to proper documentation and approval of the Risk Management Partner (RMP).

6.4.3. Charitable and sponsorship assistance may be provided in cash or in any other form that does not conflict with this Program, the Law and other KPMG policies and procedures. The provision of such assistance for any illegal purpose or for the purpose of obtaining/providing an improper benefit is prohibited.

6.4.4. A KPMG employee who initiates implementation of charitable or sponsorship assistance carries out a preliminary check of the planned charitable/sponsorship assistance and the recipient of such assistance in order to ensure that such assistance is not used for an illegal purpose. In particular, the KPMG employee checks the recipient's business reputation, its activities, the purpose of using charitable or sponsorship assistance, the inclusion of the recipient of assistance in the register of non-profit institutions and organizations.

6.4.5. If charitable or sponsorship assistance is provided in another material form (non-monetary), such as equipment, office furniture, etc., then the KPMG employee who initiates the implementation of charitable or sponsorship assistance receives approval from the head of the relevant division/department of KPMG who is responsible for such equipment, furniture etc.

6.4.6. After fulfilling the requirements of clause 6.4.4. and 6.4.5., a KPMG employee who is the initiator of charitable or sponsorship assistance applies to the Risk Management Partner for approval. The request is accompanied by an extract from the register of non-profit institutions and organizations, the results of the background check of the recipient of charitable or sponsorship assistance (background check) and a consent received in accordance with clause 6.4.5. The request also indicates the amount/type of charitable or sponsorship assistance, the purpose of its provision and the reasons for choosing the recipient of charitable or sponsorship assistance.

6.4.7. In the absence of any doubts or suspicions, the Risk Management Partner approves such assistance.

6.4.8. A KPMG employee who initiates charitable or sponsorship assistance is responsible for

obtaining all necessary approvals and properly documenting such assistance.

6.4.9. KPMG is not allowed to carry out charitable or sponsoring activities if:

- its implementation is a condition for the conclusion of any legal deal, the adoption of a decision by a state authority or a local self-government body, or such activity is carried out for the purpose of obtaining illegal advantages for business;
- a business partner/official insists on carrying out one or another type of charity and/or sponsorship activity exclusively through a specific organization;
- such activity is for the purpose of influencing an official or in exchange for any improper benefit for KPMG from business partners.

6.4.10. KPMG prohibits making payments in support of political parties on behalf of KPMG.

2. Усі інші положення Антикорупційної програми Адвокатського об'єднання «КПМГ Право» залишаються без змін.

Керуючий партнер Сергій ПОПОВ

