



GIR No. 4

GIR

Criminal Compliance Program of the TTC Group

Prepared / Guaranteed By:

.....
Ondřej Anděl, Legal Department
Ivana Cvejnová, HR Department
TTC HOLDING, a.s.

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Approved By:

.....
Martin Kubín, on behalf of the Board of
TTC HOLDING, a.s.

ISSUE No. 2

Change 0

In effect as of 1 January 2024

Table of Contents

- 1. The Purpose of Criminal Compliance Program (the “CCP”) Internal Regulation and the Extent of its Binding Nature 3
 - 1.1 Purpose of the CCP..... 3
 - 1.2 Binding Nature and Liability 3
- 2. Transitional Provisions 4
- 3. Changes Against Previous Wording 4
- 4. Cited Norms and Regulations 4
- 5. Applicable Terms, Abbreviations and Definitions..... 4
 - 5.1 Terms 4
 - 5.2 Abbreviations 4
 - 5.3 Terms and Definitions..... 4
- 6. Structure of the Criminal Compliance Program of the TTC Group 5
 - 6.1 Introductory Provisions 5
 - 6.2 Code of Conduct..... 5
 - 6.3 Policy for Accepting and Providing Gifts and Similar Performances 6
 - 6.4 Whistleblowing Policy 6
 - 6.5 Anti-Corruption Program (Policy) of the TTC Group 6
- 7. Compliance Officer 6
- 8. Final Statements 7
- 9. Validity and Effect 8
- 10. Final Provisions of the Internal Regulation..... 9
 - 10.1 Control of Compliance and Updates 9
 - 10.2 Annexes 9

1. The Purpose of Criminal Compliance Program (the “CCP”) Internal Regulation and the Extent of its Binding Nature

1.1 Purpose of the CCP

- (a) To set forth unified standards, principles and common rules for the conduct of TTC HOLDING, a.s. and of other companies in the TTC Group, the members of their bodies and their Employees in accordance with the law, internal regulations of the TTC Group and the moral, ethical and business principles of the TTC Group, in particular in accordance with the requirements of the Act on Criminal Liability of Legal Entities.
- (b) To define the *Code of Conduct* of the TTC Group.
- (c) To define the *Policy for Accepting and Providing Gifts and Similar Performances*, thus ensuring protection of the Employees of TTC Group companies but also of the clients, customers and business partners by setting up transparent and adequate rules of conduct for the acceptance and provision of gifts and similar performances.
- (d) To define the *Whistleblowing Policy*, thus enabling the Employees of TTC Group companies uninterrupted notifications of unethical, unlawful or criminal activity of Employees and cooperating persons in all TTC Group companies.
- (e) To define the *Anti-Corruption Program (Policy) of the TTC Group*, including the Compliance Contractual Clauses.
- (f) To declare endorsement of the defined CCP by the Board of TTC HOLDING, a.s.
- (g) To define the rules for an adequate system of supervision and continuous monitoring of compliance with and fulfilment of the obligations defined by this CCP.

1.2 Binding Nature and Liability

1. The CCP is defined as a groupwide regulation, and it is fully binding on all members of elected bodies of the TTC Group companies and all employees of the TTC Group companies.
2. Responsibility for compliance with the rules set by this CCP or, as the case may be, by the related internal regulations of each company, lies with the Managers at all levels of management and with the statutory bodies of all TTC Group companies.
3. The Managers and statutory bodies of all TTC Group companies are further obliged to adequately strive for reflecting the principles set by the CCP in the contractual relationships with third parties (external cooperating subjects).
4. The statutory bodies of all TTC Group companies shall promote the set CCP, comply with it and fully support it within their companies.
5. The Compliance Officer shall demonstrably acquaint all Managers and statutory bodies of the TTC Group companies with this CCP.
6. Following the date of effect of this CCP, the Employees and members of statutory bodies of the TTC Group companies shall comply with the procedure for accepting or providing gifts, entertainment and hospitality in specified cases, and for this purpose, use the application the specimen of which is contained in **Annex No. 7** to this CCP.

2. Transitional Provisions

There are none.

3. Changes Against Previous Wording

- Extended validity of the CCP to the TTC Group Employees.
- Updated definition of the of Compliance Officer.
- Updated Whistleblowing Policy.

4. Cited Norms and Regulations

LC Labour Code

CC Civil Code

ACLLE Act No. 418/2011 Coll., on Criminal Liability of Legal Entities and on the Proceedings Against Them

5. Applicable Terms, Abbreviations and Definitions

5.1 Terms

Employee is any employee of a TTC Group company employed based on a work contract or an agreement for performance of work.

Company is any company in the TTC Group having its registered office in the Czech Republic.

TTC Holding is the parent company TTC HOLDING, a.s. (company ID No. 27887464) and its subsidiaries on the first and second level.

Line Manager is a manager directly supervising the respective employee according to the OS.

Manager is a company director or a member of management of a company.

5.2 Abbreviations

CCP Criminal Compliance Program

CO Compliance Officer

OS Organizational structure

GIR Group internal regulation

5.3 Terms and Definitions

The terms and definitions form a separate annex to this document (see **Annex No. 1**).

6. Structure of the Criminal Compliance Program of the TTC Group

6.1 Introductory Provisions

1. By compliance with this CCP, the TTC Group companies endorse combatting any unlawful (in particular criminal) activity, as well as unethical or unprofessional conduct which could lead to a criminal-law sanctions imposed on the TTC Group or any TTC Group company Employees in accordance with the law.
2. In this CCP, the TTC Group defines the fundamental moral rules of conduct of the Employees and all elected bodies, based on which the TTC Group declares its interest in preventing and detecting unlawful or criminal activities and in averting the consequences of already committed criminal offences.
3. The TTC Group hereby declares to insist on the performance of its activities fully in compliance with the law, all ethical and professional standards, and thus declaring its zero tolerance of criminal offences committed in the interest of or within the activities of the TTC Group.
4. For this purpose, the TTC Group introduced this CCP as a new company policy in the form of a comprehensive system of internal measures and procedures in order to define the desirable conduct.
5. This CCP formulates the values, principles, measures and procedures which the TTC Group considers to be essential in the area of criminal liability, both regarding the achievement of internal targets of the TTC Group and fulfilling beneficial effect on the society, whereas the set CCP also declares the TTC Group company policy in this area.
6. Where the following texts of this CCP use the terms and verb tenses connected with the pronoun “we” or “us”, this shall mean the members of elected bodies of the TTC Group companies and the Employees of the TTC Group companies.

6.2 Code of Conduct

1. The contents of the Code of Conduct (see **Annex No. 2** to this CCP) is a description of the fundamental principles and expectations regarding the conduct of all members of elected bodies of the TTC Group companies and the Employees of the TTC Group companies in the areas focusing on clients/customers, business partners and the economic prosperity, the work environment and usage of working hours, addictive substances affecting performance, commitment of the Managers, responsibility (relation to the “civic society”), protection of the environment, introducing the internal regulations to the Employees, conflict of interests, rules for handling the property of the TTC Group, equal treatment (prohibition of discrimination), gifts and bribes, ethics and fraud, protection of personal data and non-public information, culture of a company (social) behaviour and perception of the TTC Group by the general public, needs of the Employees and professional development, activities outside the TTC Group, internal measures and sanctions.
2. The purpose of the Code of Conduct is primarily to apply the ethical and moral principles, develop positive relationships between the Employees, clients, customers and business partners with the aim, *inter alia*, also to eliminate the risks of criminal liability of each TTC Group company, in particular arising from the ACLLE, and the very Employees of the TTC Group companies, all of the above with the aim to develop a safe, reliable and legally operating network providing services within the framework of modern technologies.

6.3 Policy for Accepting and Providing Gifts and Similar Performances

1. The purpose of this policy (see **Annex No. 3** to this CCP) and the set rules is to prevent conflicts of interests, conflicts with the law and with the internal regulations of the TTC Group companies relating in particular to corruption and bribery, also with regard to the importance of creating healthy business client relationships between the TTC Group companies, all elected bodies, the Employees, customers, clients and business partners.

6.4 Whistleblowing Policy

1. The TTC Group is interested in creating and developing a company and business culture characterised in particular by honesty, dutifulness and transparency, where all Employees may notify of their suspicion regarding a possibly unlawful behaviour or a conduct breaching the law or the internal regulations of the TTC Group or any other harmful conduct in the broadest sense, without fear of a retribution, and where the Employees may be certain of a just treatment of their initiatives and due investigation of any notified suspicion.
2. For the purposes of detecting any unlawful, including criminal, activity, the TTC Group shall introduce this notification mechanism under a generalized name Whistleblowing (see **Annex No. 4** to this CCP).

6.5 Anti-Corruption Program (Policy) of the TTC Group

1. In accordance with the strategy of combatting corruption and bribery, the TTC Group also introduces a policy in the form of a so-called “anti-corruption program” (see **Annex No. 5** to this CCP).
2. By this policy, the TTC Group not only responds to the statutory requirements but it also protects the material and ethical values, which form the essential prerequisites for an undisturbed performance of its business activities. Thereby, the TTC Group demonstrates that no corrupt or other unethical or unlawful, or even criminal behaviour is not and will not be tolerated and overlooked by the TTC Group.
3. In relation to this policy, model Compliance Contractual Clauses also form part of this CCP (see **Annex No. 6** to this CCP).

7. Compliance Officer

1. The Compliance Officer is a person responsible for the adherence to the procedures and standards anticipated by this CCP.
2. The Compliance Officer is directly subordinate to the Board of TTC HODING, a.s.
3. The position of a Compliance Officer is incompatible with the position of any member of an elected body in any TTC Group company.
4. In the performance of his or her duties, the Compliance Officer shall always act independently and impartially.
5. The rights and obligations of the Compliance Officer:
 - the Compliance Officer continuously monitors and evaluates adherence to the CCP and according to the findings, the Compliance Officer proposes updates or changes to the CCP or possibly other remedial measures. The Compliance Officer regularly informs the Board of TTC HOLDING, a.s. regarding the fulfilment of the CCP tasks. The Compliance Officer performs internal investigations in the case of a suspicion of breach of the CCP. Where needed, the Compliance Officer may request necessary cooperation of all Employees of the TTC Group, and the Employees are obliged to provide the Compliance Officer with such cooperation without

undue delay, unless they are prevented from doing so by the law or another essential interest. The Compliance Officer requests the cooperation through manager of the respective department.

- Upon the breach of the CCP, the Compliance Officer is responsible for adopting corresponding remedial measures. If there is a risk of default, the Compliance Officer is authorized to adopt specific remedial measure, which the Compliance Officer shall subsequently submit to the Board of TTC HOLDING, a.s. for approval.
- The Compliance Officer cooperates with other departments and employees, and provides them with necessary cooperation and consultation.
- The Compliance Officer is the contact person for law enforcement bodies, and provides them with the necessary cooperation in the processes within criminal proceedings or in acts under Act No. 273/2008 Coll., on the Police of the Czech Republic, as amended, unless another person is assigned thereto.
- The Compliance Officer receives and evaluates initiatives for the improvement of the CCP. Each employee may always approach the CO in any matter relating to the CCP.
- The Compliance Officer comments, within the commenting procedure, on the changes of internal regulations of the TTC Group from the CCP point of view.
- The Compliance Officer continuously monitors the development of legal theory and application practice in the area of criminal-law liability of legal entities, and cares for retaining conformity of the CCP with the applicable law and legal practice.
- Upon request, the Compliance Officer shall provide any department or employee of the TTC Group with the materials and relevant information regarding the CCP, unless the CO is prevented from doing so by the law or another essential interest.
- The role of the CO must be performed by a person who has the necessary knowledge and experience and who is a morally qualified individual.
- The CO shall maintain confidentiality of all facts that he or she learned in the process of his or her activities within the CCP, with the exception of a statutory notification duty and a duty to inform the Board of TTC HOLDING, a.s. or possibly other stakeholders.

8. Final Declaration

1. Behaviour in accordance with the law, this CCP and the related internal regulations of the TTC Group form the basis for successful operation of the entire TTC Group. In the case of any ambiguities or doubts, each Employee of a TTC Group company may approach his or her line manager or the Compliance Officer.
2. Should any person breach the set ethical standards, he or she damages the TTC Group and its Employees.
3. Brief summary of the fundamental principles and expectations of required behaviour of all members of elected bodies of TTC Group companies and of the Employees form **Annex No. 7** to this CCP (which also serves as model contents of a document for Employee training, for the CCP promotion and for the publication at all suitable places in each TTC Group company).
4. With this CCP, the Board of TTC HOLDING, a.s. publicly endorses the set CCP and undertakes to comply with this CCP, fully promote and fulfil it within the entire TTC Group for the purposes of exerting all efforts reasonably required of the TTC Group companies in order to prevent the

commitment of a criminal offence and to avert or to the maximum extent minimise the consequences of a committed criminal offence within the entire TTC Group.

5. The Board of TTC HOLDING, a.s. endorses the interest of the entire society in the prevention and detection of criminal activity and in averting the consequences of committed criminal offences.
6. This responsibility of the Board of TTC HOLDING, a.s. also ensues from the position of the TTC Group as an employer of a significant number of Employees, and it is manifested both in its responsibility towards these Employees and as a responsibility for the conduct of these Employees.
7. The Board of TTC HOLDING, a.s. hereby declares to always perform its activities and requires its activities to always be performed fully in accordance with the law and all ethical requirements; in doing that, the Board of TTC HOLDING, a.s. is based on the existing applicable law and the internal regulations of the TTC Group which represent a coherent, comprehensive, conforming and mutually interconnected system of standards, rules, measures and procedures, the purpose of which is to permanently ensure and enhance a legal and ethically conforming behaviour of the TTC Group and its Employees.
8. The Board of TTC HOLDING, a.s. declares an absolutely zero tolerance of any criminal activity committed in the interest or for the benefit of the TTC Group companies or within their activities by any member of an elected body of any TTC Group company or another person in a managerial position in any TTC Group company authorized to act in the name or on behalf of the TTC Group company, a person in a managerial position in any TTC Group company performing managerial or controlling activity, or a person having a decisive influence over the management of TTC HOLDING, a.s., another TTC Group company or the entire TTC Group, or an Employee of TTC HOLDING, a.s. or another TTC Group company or a person in a similar position.

9. Validity and Effect

The group internal regulation becomes effective on 1 January 2024, and for each company on the date the company has acceded to this internal regulation in writing.

The following companies have acceded to this internal regulation:

Company	Represented by	Date of effect	Signature
TTC HOLDING, a.s. (company ID 27887464)	Martin Kubín, member of the Board	1 January 2024	
TTC MARCONI, s.r.o. (company ID 48591254)	Ondřej Havlík, company executive	1 January 2024	
TTC REAL ESTATE, a.s. (company ID 25620797)	Ivan Strouhal, member of the Board	1 January 2024	
TTC TELEKOMUNIKACE, s.r.o. (company ID 41194403)	Jan Kuchař, company executive	1 January 2024	
TTC TELEPORT, s.r.o. (company ID 24271705)	Radek Majer, company executive	1 January 2024	
TTC TELSIS, a.s. (company ID 25641051)	Štěpán Mikula, member of the Board	1 January 2024	

TTC CONTROLS, s.r.o. (company ID 09358650)	Michal Brondič, company executive	1 January 2024	
ANETE, s.r.o. (company ID 46970126)	Luboš Müller, company executive	1 January 2024	
APS BRNO, s.r.o. (company ID 00543535)	Radomír Kurečka, company executive	1 January 2024	
TTC NOVIQ, s.r.o. (company ID 14121140)	Michal Hátl, company executive	1 January 2024	
AWOS, s.r.o. (company ID 25641051)	Lenka Šírová, company executive	1 January 2024	
TTC APKI, s.r.o. (company ID 19403429)	Jakub Laurich, company executive	1 January 2024	
TTC MOBILE, s.r.o. (company ID 19084871)	Martin Čížek, company executive	1 January 2024	
MYCROFTMIND, a.s. (company ID 22725669)	Josef Šelepá, president of Board	1 January 2024	
TRANSTECH CZ, a.s. (company ID 28980379)	Ondřej Havlík, president of Board	1 January 2024	

10. Final Provisions of the Internal Regulation

10.1 Monitoring Compliance and Updates

1. The Compliance Officer of TTC HOLDING, a.s. is entrusted with control over compliance with this CCP.
2. The Guarantor stated on the front page is responsible for updates of this CCP no later than by the revision date.

10.2 Annexes

The following annexes form an integral part of this internal regulation:

- Annex No. 1 Definitions and Terms
- Annex No. 2 Code of Conduct of Employees of the TTC Group companies
- Annex No. 3 Policy for Accepting and Providing Gifts and Similar Performances
- Annex No. 4 Whistleblowing Policy
- Annex No. 5 Anti-Corruption Program (Policy) of the TTC Group
- Annex No. 6 Model Compliance Contractual Clauses
- Annex No. 7 Code of Ethical Conduct for Employees of the TTC Group companies

Annex No. 8 Application for Approval of Accepting/Providing Gift, Entertainment and Hospitality – Specimen