



# Code of Conduct

for Suppliers and Business  
Partners of mBank S.A.



## Introduction

In the interest of maintaining the highest standards of cooperation with suppliers and business partners of mBank S.A. ("counterparties") and ensuring respect for human rights within its value chain, mBank S.A. ("bank") commits to adhering to the standards outlined in this document ("Code") and expects the same from its counterparties.

This Code sets out the principles of conduct expected to be observed by the counterparties in the scope of ethics, environmental protection, respect for human and employee rights as well as in the scope of preventing acts of unfair competition and criminal activities.

Our goal is to foster long-term business relationships based on transparency and integrity.

Human and employee rights are our top priority. We want to be certain that employees are provided with decent and stable working and employment conditions throughout the entire value chain. We are building a culture based on diversity and inclusion. We oppose all forms of mobbing, harassment and discrimination. We take a zero-tolerance approach to criminal activities, including bribery and corruption, money laundering and terrorism financing. We ensure that business decisions are taken independently and are free from conflicts of interest. As a financial institution, we ensure the highest standards of protection of bank secrecy, trade secrets, personal data and confidential information. At the same time, we monitor our environmental impact and minimise its adverse effects.

Most of all, our counterparties are obliged to comply with the applicable national and international laws, in particular the rights stipulated in:

- The International Bill of Human Rights, which includes the Universal Declaration of Human Rights, the International Covenant on Civil and Political Rights, and the International Covenant on Economic, Social and Cultural Rights, as well as the fundamental conventions of the International Labour Organisation (ILO),

and the provisions of:

- The UN Guiding Principles on Business and Human Rights,
- The OECD Guidelines for Multinational Enterprises on Responsible Business Conduct (2023).

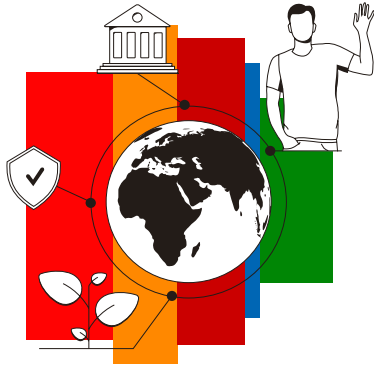


We also expect our counterparties to adhere to the principles set out in the Code, which form the basis of lawful, ethical, fair, safe and environmentally responsible business conduct, and to ensure transparency in this regard.

## What we expect and what we commit to

The bank and its counterparties commit to:

### 1 Observing human rights, including employee rights:



- observing human rights and labour laws;
- providing employees with safe, healthy, hygienic and ergonomic working conditions, as well as with occupational health and safety training;
- not engaging in or tolerating child labour, forced labour, illegal employment and/or slavery and human trafficking;
- ensuring freedom of association and the operation of trade unions and work councils and not discriminating against employees who are members of such organisations.

### 2 Observing the principles of equality, maintaining anti-mobbing procedures and supporting diversity:

- treating all individuals equally, with dignity and fairness, regardless of characteristics such as gender, age, race, religion, disability, sexual orientation, nationality, skin colour, mental or physical health status, pregnancy, parental or caregiver role, marital status or political beliefs;
- protecting the dignity and personal integrity of every employee;
- avoiding, preventing and actively opposing any form of physical or psychological violence, discrimination, mobbing and harassment;
- supporting diversity;
- ensuring that all processes are gender neutral.



### 3 Not engaging in acts of unfair competition:

- not acting in breach of the applicable laws or the principles of morality, if such actions infringe upon or pose a threat to the interests of another entrepreneur or the bank's client;
- preventing and combating unfair competition within their economic activity in the public interest and in the interest of other entrepreneurs and the bank's clients.

## What we expect and what we commit to

### 4 Not engaging in criminal activities:

- not engaging in any activities that may constitute corruption or bribery or in any other unlawful activities;
- preventing any forms of corruption, bribery and fraud and implementing relevant supervisory measures;
- not engaging in activities that support terrorism and money laundering.

### 5 Preventing conflicts of interest:

- ensuring that business decisions are taken independently and are free from conflicts of interest;
- mitigating all signs of conflicts of interest;
- disclosing all actual or potential conflicts of interest in relationships with the bank or its employees.

### 6 Protecting personal data and confidential information:

- handling information subject to banking secrecy, trade secrets and any other confidential information obtained during the course of cooperation responsibly, not disclosing such information and processing it in accordance with the generally applicable laws and the agreement concluded with the bank;
- implementing relevant tools and procedures to adequately protect the confidentiality of data and information;
- observing the generally applicable laws and regulations on personal data and privacy protection and on information security with respect to both clients and employees;
- ensuring the security of IT systems.



## What we expect and what we commit to

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### Protecting whistleblowers:

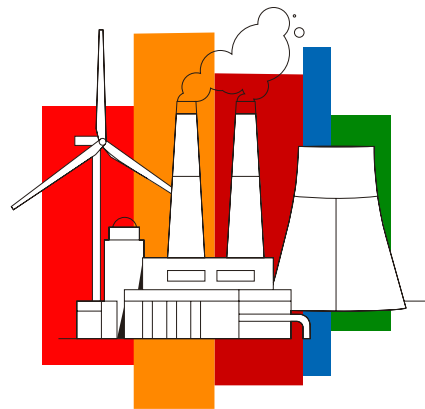


- ensuring a transparent and publicly accessible procedure for reporting irregularities (also anonymously) and for addressing any violations of ethical standards, laws and internal regulations, as well as effectively informing about it, if required by the generally applicable laws;
- not taking retaliatory actions and not attempting or threatening to take such actions against anyone who reports irregularities and violations in good faith, which includes ensuring appropriate protection for whistleblowers in accordance with the applicable laws.

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### Protecting the environment:

- striving to minimise the adverse impact of their activity on the environment, which includes reducing greenhouse gas emissions and energy and water consumption;
- reducing the amount of waste produced, segregating it and properly disposing of hazardous waste;
- at least ensuring compliance with national and international laws on environmental protection.



Moreover, our counterparties are obliged to implement due diligence procedures to ensure compliance with the aforesaid requirements regarding ethics, human rights, legal compliance and environmental protection within their own supply chains, i.e. in relation to all their partners and subcontractors.

## Consequences of breaching the Code

In the case of any violation of the Code, counterparties are obliged to immediately inform the bank about it. Any identified breaches of the Code must be reported (by name or anonymously) via mSygnal at [Home - BKMS System](#). We guarantee that all the reported information will be protected, treated as confidential and analysed in accordance with internal procedures.

Counterparties commit to providing the bank, upon request, with information and documents confirming their compliance with the provisions of the Code. Where a counterparty is found not to comply with the Code, the bank may require the counterparty to respond to the identified non-compliance within a specified timeframe and to submit a corrective action plan and implement remedial measures. The bank will analyse the counterparty's corrective action plan and provide a position on its assumptions. If the counterparty fails to submit a corrective action plan for the bank's approval or to implement its provisions within the timeframe agreed by both parties or if the submitted plan or its implementation turn out to be insufficient or ineffective, in particular if the plan is not approved by the bank or further non-compliances with the Code emerge, the bank reserves the right to terminate the agreement(s) with the counterparty with immediate effect, provided that the counterparty has previously submitted a statement of consent to cooperate with the bank on the terms laid down in the Code, should an agreement be concluded with the bank in the future. It is assumed that the submission of the aforesaid statement is tantamount to concluding a general agreement on cooperation between the bank and the counterparty ("General Agreement") that forms an autonomous legal basis for the termination of any agreement concluded with the bank after submitting the statement in the case where the principles laid down in the Code are violated. The statement referred to in the previous sentence is appended to the Code.



## Statement of consent to cooperate with mBank S.A. on the terms laid down in the Code

### The Counterparty:

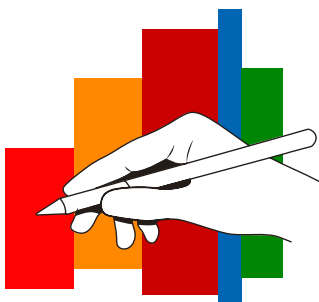
\_\_\_\_\_, with its registered office in \_\_\_\_\_ at \_\_\_\_\_,  
entered into the register of enterprises of the National Court Register by the District Court  
\_\_\_\_\_, \_\_\_\_\_ Commercial Division of the National Court Register,  
under KRS number \_\_\_\_\_, holder of tax identification number  
(NIP) \_\_\_\_\_, with its fully paid-up share capital of PLN  
\_\_\_\_\_ as at \_\_\_\_\_ ("Counterparty"), represented by:

\_\_\_\_\_, \_\_\_\_\_

first name(s) and surname(s), and position(s) of the person(s) representing the Counterparty or acting on  
the Counterparty's behalf based on a power of attorney (attached hereto).

states that it:

- has read and understands the provisions of the Code, in particular, the bank's expectations towards counterparties set out in item B,
- undertakes to observe the Code,
- consents to any legal consequences of violating the provisions of the Code stipulated in the Code,
- will immediately inform the appropriate representatives of the bank where the Counterparty's compliance with the Code changes during the term of the agreement with the bank,
- undertakes to exercise due diligence in ensuring compliance with the principles laid down in the Code by the Counterparty's employees, associates (individuals who have entered into a civil law agreement for ongoing cooperation with the Counterparty) and within its supply chain; at the same time, the Counterparty is liable for the acts and omissions of its associates in the performance of agreements concluded with the bank as if they were its own acts and omissions.



Signatures:

\_\_\_\_\_

Date: \_\_\_\_/\_\_\_\_/\_\_\_\_