

At Eurowag, we are committed to an environment where open, honest communications are the expectation, not the exception. Our culture supports this through us being true to our values and living them each and every day – both as individuals and as an organization.

Yet, we know from experience that even the best systems may fail at times, and when that happens, it is important to have mechanisms in place that will allow individuals to point out the wrongs, so these can be righted. If you believe that someone is engaged in any act of misconduct or wrongdoing in the workplace you have a duty to report it.

SpeakUp is a **policy** that we have adopted with this goal in mind. As its name suggests, we want to empower individuals to address any breaches to our Code of Conduct, any suspect practices, or other actions that are illegal, corrupt, dangerous or negligent and might harm the organization, any of its employees, customers or investors.

SpeakUp is designed to provide protection to anyone who reports any kind of harmful behavior. After all, a culture centred around openness and honesty can only exist if those who voice their concerns can do so freely, without fear of reprisals or unfair treatment.

We hope that this policy, set up to meet all applicable requirements (including [EU Directive 2019/1937](#), related local legislation, international standards, and principles of corporate governance), will help us grow together to become an inspiration for others.

1. Objectives

This Policy is aimed at providing a guidance for Reporters to voice their concerns to a Designated Unit(s) or Persons about any suspicions on undesired events/activities, which are against the law, Eurowag's policies, rules and procedures or may have an adverse impact on the Eurowag's business or goodwill.

The intended objectives of this Policy are:

- To support a culture of openness, accountability, and integrity,
- To provide an environment to all persons to report, without any fear from retaliation, where they know or suspect a breach of any current or former employees or contractual partners which may cause any financial or reputational loss or risk to Eurowag,
- To create awareness, especially amongst employees, managers of all levels, shareholders, and contractual partners regarding the Speak Up function and related process,
- To enable management to be informed at an early stage on Breaches and take appropriate actions,
- To ensure that all reports under this Policy will remain strictly confidential and that Eurowag is committed to address reports (if any) that allege acts of retaliation against the Reporters,
- To enable Eurowag full compliancy with the latest legislation in this area.

2. Definitions

- **Breach:** act or omission that violate duties of Eurowag, Eurowag employees or Eurowag contractual partners imposed by law, regulations, professional standards, internal policies, rules, and procedures or [defeat their object or purpose.- mean?]
- **Designated Unit or Person:** is an independent team or person – drawn from the Group Compliance department and Human Resources department (based on the nature of reported Breach) for handling concerns raised by the Reporter under this Policy.
- **Eurowag:** all entities, subsidiaries and business units belonging under the umbrella of W.A.G payment solutions PLC and W.A.G. payment solutions a.s.
- **Good Faith:** a sincere belief of the Reporter that the content of the Report on a Breach is true and made in the interest of Eurowag without consideration of personal benefits and not based on personal grudges, however it is not necessary that the report made in a Good Faith proves to be true.
- **Person concerned:** a natural or legal person who is referred to in the report as a person to whom the Breach is attributed or with whom that person is associated.

- **Protection:** all reasonable steps taken by Eurowag to ensure confidentiality of the Reporter's name as well as measures enforced to protect the Reporters from retaliation.
- **SpeakUp process:** a reporting to a Dedicated team of Eurowag by any person to expose and/or inform on a Breach and all related following steps under this Policy.
- **Report:** An allegation by a Reporter that a Breach has occurred
- **Reporter:** a natural person who reports the Breach to the Eurowag Dedicated Unit. The role of a Reporter would remain to the extent of reporting only, who will neither be considered to be an investigator nor imposing or implementing the appropriate corrective actions that may be required under given situation.
- **Retaliation:** any direct or indirect act of discrimination, revenge or harassment taken against the Reporter, by any person, for reporting a Breach.

3. Scope

3.1. Personal Scope

This Policy applies to all Reporters who acquired information - not only in work-related context - on Breaches.

The measures for the protection of Reporters also apply, where relevant, to

- third persons who are connected with the Reporter and who could suffer retaliation in a work-related context, such as colleagues or relatives of the Reporter,
- legal entities that the Reporters own, work for, or are otherwise connected within a work-related context.

3.2. Material Scope

This Policy lays down the minimum standards for the protection of Reporters, reporting Breaches of law or Eurowag Code of Conduct, policies, rules, or procedures. Examples of such Breaches include, but are not limited to, fraud, money laundering, bribery and corruption, conflict of interests, intellectual property and personal data protection violations, unfair competition, market abuse, insider trading and other misconducts, immoral or malicious practices, negligence of duty (especially matters that jeopardize the credibility and reputation of Eurowag as a trusted business partner).

The responsibility for handling the Reports on Breaches in relation to the Material Scope is split between Group Compliance department and Group Human Resources department as following:

Human Resources department is responsible for handling the Reports on matters ("Grievances") related to

- a. unfair terms and conditions of employment,
- b. health and safety,
- c. work relations,
- d. bullying and harassment,
- e. new working practices,
- f. working environment,
- g. organisational change,
- h. discrimination.

Group Compliance department is responsible for all other Reports on Breaches as indicated above (e.g. fraud, money laundering, bribery and corruption, conflict of interests, unfair competition, market abuse, insider trading) and in some specific cases can also take over – based on the Reporter's request and/or based on agreement with Group Human Resources department – the responsibility for other types of Reports on Breaches belonging to the Human Resources department responsibility.

3.3. Out of Scope

This Policy is not designed to complain about dismissal or disciplinary action, to question financial, or business decisions taken by Eurowag, nor should it be used to reconsider any other matters which have already been addressed under other Eurowag procedures, rules, or regulations.

4. Principles of Protection

4.1. Protection of Reporters

Reporters will qualify for protection under this Policy provided that:

- They had reasonable grounds to believe that the information on Breaches reported was true at the time of reporting and that such information falls within the Material scope of this Policy,
- They reported either internally or externally in accordance with this Policy.

This Policy does not affect the duty to accept and follow up on anonymous reports of Breaches however anonymous reporting is not preferred and encouraged. Reporters who reported Breaches anonymously, but who are subsequently identified and suffer from retaliation, will qualify for the protection (see part on **Protective Measures**) provided that they meet the defined conditions.

Protective Measures

Eurowag takes the necessary measures to prohibit any forms of retaliation against Reporters (including threats and attempts of retaliation) particularly – but not limited to – in the form of:

- suspension, lay-off, dismissal or equivalent measures, demotion or withholding of promotion,
- transfer of duties, change of location of place of work, reduction in wages, change in working hours, withholding of training, a negative performance assessment or employment reference,
- imposition or administering of any disciplinary measure
- coercion, intimidation, harassment, ostracism, discrimination, disadvantageous or unfair treatment,
- failure to convert a temporary employment contract into a permanent one, where the worker had legitimate expectations that he or she would be offered permanent employment,
- harm, including to the person's reputation, particularly in social media, or financial loss, including loss of business or loss of income,
- blacklisting on the basis of a sector or industry-wide informal or formal agreement, which may entail that the person will not, in the future, find employment in the sector or industry,
- early termination or cancellation of a contract for goods or services, cancellation of a licence or permit,
- psychiatric or medical referrals.

Eurowag ensures that Reporters have access, as appropriate, to support measures, in particular comprehensive and independent information and advice, which is easily accessible and free of charge, on procedures available, on protection against retaliation and on the rights of the Persons concerned.

If the Reporter feels that he/she might be subject to victimization or harassment by the alleged persons after speaking up, management may consider transferring him/her to another suitable place on his/her request.

Eurowag draws appropriate consequences (e.g. disciplinary action, civil or criminal complaint) according to the internal procedures towards any natural or legal persons that

- hinder or attempt to hinder the reporting, retaliate against the Reporter,
- bring vexatious proceedings against the Reporter,
- breach the duty of maintaining the confidentiality of the Reporter's identity.

Eurowag also draws consequences in respect of Reporters where it is established that they knowingly reported false information.

4.2. Protection of Person Concerned

Eurowag guarantees that Persons concerned are protected in a way to keep a balance between the interests and the rights of the various parties affected (incl. the right of Eurowag to investigate the Breach).

Eurowag ensures the Persons concerned fully enjoy their fundamental rights such as the fair treatment, the rights of defence (incl. the right to be heard and the right to access their file) as well as the presumption of innocence. Designated Units and Persons ensure that the identity of such a person is protected for as long as investigations triggered by the Report are ongoing.

The Persons concerned are entitled to information (the name of the data processing entity, what is the basis of suspicion, who the recipients of this information are) and also to access, correct, and remove information related to himself/herself that is incomplete or incorrect, according to the personal data protection rules. These rights do not entitle the Persons concerned to make copies of documents or other material related to the investigation, the findings and the measures taken.

The exercise of these rights may be postponed or restricted to avoid hampering the investigation in order to safeguard the rights of others involved. The decision on whether or not these rights should be restricted will be made on a case-by-case basis.

4.3. Confidentiality

All matters dealt with through this procedure will be handled with discretion and will be kept, as far as practicable, confidential to those involved in the investigation and hearing. All parties involved are responsible for maintaining confidentiality. Any violation of confidentiality will be treated seriously and action may be taken under the disciplinary procedure as a result. The identity of the Reporter cannot be disclosed to anyone beyond the authorized staff members competent to receive or handle the Reports without explicit consent of that person. This also applies to any other information from which the identity of the Reporter can be deduced. The identity of the Reporter and any other information referred to such a person may be disclosed only where this is a necessary and proportionate obligation imposed by law in the context of investigations by national authorities.

4.4. Personal Data Protection

Any processing of personal data, including the exchange or transmission of personal data, will be carried out in accordance with EU and national law and relevant Eurowag policies. Personal data which are not relevant for the handling of a specific report will not be collected or, if accidentally collected, shall be deleted without undue delay.

4.5. Records Keeping of the Reports

Eurowag keeps records of every Report received and all outputs from the investigation in a special application designated for this purpose and fully in compliance with the confidentiality requirements. Reports will be stored for no longer than it is necessary and proportionate in order to comply with requirements imposed by this Policy or by law. On request of a member of the Executive Committee or the Board, if serious reasons exist, the compliance files may be opened to Executive Committee or Board level management (provided the Principle of confidentiality is fully followed).

Next to the special application dedicated for reporting purposes, the Reporter can report via physical meeting with staff members of Designated Units (what dedicated staff members?). Where a person requests a meeting with the competent staff members for reporting purposes, Eurowag ensures, subject to the consent of the Reporter, that complete and accurate records of the meeting are kept.

5. Designated Units and Persons

Designated staff investigating the Breach is subject to strict ethical rules. Every investigation on the Breach is conducted according to the relevant internal policies and professional standards.

5.1. Single Point of Contact

General Counsel and Chief Human Resources Officer serve as a Single Point of Contact that are responsible for receiving all incoming Reports, their initial evaluation and distribution to the Designated Units or Persons.

5.2. Group Compliance department

Group Compliance is – according to the material scope of this Policy - responsible for:

- Handling all reported cases under the material scope of this Policy except those where Human Resources department is competent (see part related to Material Scope)
 - Communication with the Reporter, keeping the Reporter informed about the progress of the investigation, unless it might harm the Reporter or hinder the investigation,
 - Conducting investigations in order determine whether the Breach happened,
 - Ensuring that the identity of the Reporter is kept confidential, unless the Reporter consents to having his/her identity revealed or it is required by law (e.g. court in criminal matters). This does not exclude that the Reporter, like all other people involved, can be interviewed with regard to the Breach,
 - Take necessary protective measures in relation to the Reporter or other persons affected,
 - Safeguarding the rights of the Person concerned.
- Monitoring all reported cases in terms of compliancy with applicable laws

5.3. Group Human Resources department

Group Human Resources department is – according to the material scope of this Policy - responsible for:

- Handling reported cases according to the material scope of this Policy, esp.
 - Communication with the Reporter, keeping the Reporter informed about the progress of the investigation, unless it might harm the Reporter or hinder the investigation,
 - Conducting investigations in order determine whether the Breach happened,
 - Ensuring that the identity of the Reporter is kept confidential, unless the Reporter consents to having his/her identity revealed or it is required by law (e.g. court in criminal matters). This does not exclude that the Reporter, like all other people involved, can be interviewed with regard to the Breach,
 - Take necessary protective measures in relation to the Reporter or other persons affected,
 - Safeguarding the rights of the Person concerned.

5.4. Special Cases

Chair of Audit & Risk Committee is responsible for handling the Reports when and where there is a conflict of Interests of Compliance department, General Counsel, Chief HR Officer, Chief Finance Officer, or Chief Executive Officer, General Counsel and Chief Human Resources Officer are unable to agree on the handling the Report or if there is a reasonable doubt that Designated Units (see above) are able to investigate the case objectively and independently.

Chairman of Board is responsible for handling the Reports when and where there is a conflict of Chair of Audit & Risk Committee.

6. Procedure

6.1. Reporting Channels

Eurowag encourages open and honest working relationships between managers and their teams. If the employee has a problem, concern or complaint concerning working environment (see **responsibility of Human Resources department**), he/she should - whenever possible - raise this informally with the Line manager or with appropriate People Office representative if the concern relates to such Line manager. It is usually possible to resolve a matter and agree a solution informally without the need to invoke the formal process.

Information on Breaches can be reported through various reporting channels. Eurowag encourages reporting via internal reporting channels before reporting through external reporting channels, where the Breach can be addressed effectively internally and where Reporters consider that there is no risk of retaliation.

Eurowag established for the purpose of SpeakUp procedure (receiving of reports on Breaches and follow-ups) designated reporting channel – technical platform – under the URL link: <https://eurowag.integrityline.com>.

Link doesn't work This reporting channel is operated internally by Designated Unit – Group Compliance department and enables the potential Reporters to report information on Breaches. This reporting channel also enables to report Breaches via voice and video recording function.

The reporting channels enabling written, or oral (or both) reporting are also designed, established, and operated in a secure manner that ensures that the confidentiality of the Reporter's identity and any third party mentioned is protected, and prevents access by non-authorized staff members. Oral reporting is possible upon request by the Reporter through a physical meeting with a dedicated person within a reasonable timeframe.

6.2. Initial Evaluation of the Report

If a report on Breach is received through channels other than the reporting channels or by staff members other than those responsible for handling the Reports, the staff members who receive it are prohibited from disclosing any information that might identify the Reporter or the Person Concerned and they promptly upload the Report without modification to the designated reporting channel for further action.

Eurowag designate staff members responsible for handling the reports and they receive a specific training for the purposes of handling Reports on the Breaches.

After receiving the report on a Breach, the designated staff members (General Counsel and Chief Human Resources Officer) conduct high level review of the reported case. Based on the content of the Report and according to the scope of this Policy, they assign the Report either to Human Resources department, Compliance department or Designated Persons in special cases (Chapter 5.4.).

Designated units or persons, after having duly assessed the matter, can decide that the reported Breach is clearly minor, out of scope and does not require further follow-up, other than closure of the procedure. In such a case, the competent person notifies the Reporter of the decision and the reason thereof. The same approach can be followed in case of repetitive reports which do not contain any meaningful new information on Breaches compared to a past report in respect of which the relevant procedures were concluded, unless new circumstances justify a different follow-up.

The reporter is acknowledged of the receipt of the Report and the result of initial evaluation within 7 days of that receipt via designated technical platform or via other appropriate means of communication.

6.3. Investigation

Every Eurowag employee or contractual partner (incl. former or potential ones) can be investigated by the Designated Units or Persons according to their responsibilities.

The investigation begins when the Report on the Breach is received.

Manager of the person who is a subject of investigation is usually informed about it at the beginning of the investigation, unless there are serious reasons for not disclosing it.

Designated Unit or Person must notify the Reporter within 7 days after the Report on the Breach is received (acknowledgement receipt) and provide him/her the information whether the Report is in/out of the scope of SpeakUp Policy and on the rights of the Reporter.

The investigation should be finished within 30 days after the Report on the Breach is received, but if the case is complex, and/or other serious circumstances exist, the investigation may be finished by 3 months after the receipt of the Report.

The Designated Units or Persons conduct their investigation independently and actively seeks for the information and evidence. Everyone must provide the Designated Units or Persons with documents and reasonable cooperation requested for the investigation (except for the testimony). Everyone is free to refuse giving his/her testimony.

When necessary (e.g. complex case requiring specific skills – IT, forensic, accounting etc.), external experts can be hired to support internal investigation.

On the request of Group Compliance department, a Security Manager may be involved into the investigation and in this case he/she acts as if he/she is a member of Group Compliance department, having the same rights and obligations.

Submission of the Report can stop and postpone the ongoing disciplinary procedure, organizational changes or other actions that might have the relevance for the investigation itself and/or can violate this Policy or the relevant law.

Evidence

Nothing is taken as “proven”, unless it is supported by several independent pieces of evidence (while the principle “*in dubio pro reo*” is respected). Nobody may be deemed guilty, if reasonable doubts about his/her fault exist..

Mediation

There are situations where mediation can be used to try and resolve workplace concerns. The Dedicated Units can decide based on the nature of the reported Breach whether mediation might be an appropriate, alternative route to resolve the matter. The Dedicated Unit may decide to use mediation at any stage of the investigation. The role of a mediator is to facilitate open discussion and to help the parties arrive at a resolution.

6.4. Closure and Feedback

Results of the investigation are usually communicated to (i) the Person Concerned and (ii) his/her manager and (iii) CEO of Eurowag.

Once the investigation is finished, the Designated Units inform the Reporter about any action taken.

The response usually includes adopting of:

- **Systematic measures** (they are focused on improving of processes, overbridging gaps and correcting discrepancies); and/or
- **Individual corrective actions** (they are focused on individuals, and they can have various forms from mandatory training, to disciplinary measures, including criminal proceeding in the worst case).
 - o At the final stage of investigation, the Designated Units propose measures that seem to be reasonable, considering mitigating circumstances;
 - o It should be given preference to the individual development over the punishment;
 - o The line manager makes the final decision. The line manager may choose the measure(s) proposed by Designated Units, but he/she may adopt any other measures;

- Adopted measures are commonly subject of consequent follow up reviews performed by the Compliance department.

7. Monitoring and Reporting

The internal reporting does not affect the duty to report statistics on Speak Up cases or status of implementation of legislation in this area to relevant authorities (e.g. Ministry of Justice, National Bank etc.).

Group Compliance is responsible for monitoring of the functioning of this Policy in all Eurowag subsidiaries, affiliates, branches, and business units. The Head of Group Compliance will submit an annual status report on implementation of this Policy to the Eurowag Executive Committee and the Audit and Risk Committee.

8. Amendments

Eurowag publishes this Policy on its an internal as well as external website in a separate, easily identifiable, and accessible section.

The principles set out in this Policy are applicable with immediate effect to all subsidiaries, affiliates, branches, and business units of Eurowag and compliancy with this Policy is mandatory.

Any questions regarding the Policy and its principles can be directed to Eurowag Group Compliance department via email compliance@eurowag.com.

The contact information: Eurowag Group Compliance department, Na Vitezne plani 1719, 140 00, Prague 4 – Nusle, Czech Republic