

1. Introduction

The Softline Group of Companies (hereinafter referred to as "Softline") strives to conduct its business transparently and in accordance with the highest ethical standards. This means that Softline's business must always be conducted in strict compliance with all applicable laws and regulations, including those related to Bribery, Corruption, and Fraud.

Softline maintains a zero-tolerance approach to all forms of bribery, corruption, and fraud and makes every effort to eliminate and prevent the causes and situations that could give rise to bribery, corruption, and fraud. Such efforts and integrity are crucial to Softline's success.

Softline expects all Employees and Business Partners to adhere to and fully support the rules set out in this Policy and applicable Bribery, Corruption and Fraud regulations.

This Policy sets the standards and describes the instructions that Softline Employees and Business Partners must follow when conducting business to prevent Bribery, Corruption and Fraud.

2. Scope of application

This Policy applies to all Employees and Business Partners. Additional information and requirements for Business Partners are contained in [the Business Partner Due Diligence Policy](#).

3. Terms and definitions

The terms used in this Policy have the following meanings:

Books and records mean accounts, books, records, invoices, correspondence, papers and other documents that record and reflect the business, transactions and other activities of Softline in written or any other form (including electronic).

Bribery or bribe means any direct or indirect offer, promise, giving, request, agreement to receive, acceptance or receipt of any payment, gift or other valuable advantage (financial or otherwise) to or from any person (including any person or entity) to induce that person (or any other person) to perform their role improperly or to secure any improper benefit or advantage for Softline or any other person.

Business Partner means any person who is a counterparty to Softline or acts on behalf of and/or on the instructions of Softline, including suppliers, Clients, consultants, advisors, contractors, distributors, agents, commercial and other intermediaries.

Commercial sponsorship means providing financial or in-kind support to an event, person, or organization in exchange for the opportunity to promote that organization's brand and/or personnel or access to services, the event, or other marketing opportunities.

The Chief Ethics and Compliance Officer is the Chief Compliance Officer.

The Compliance Service is a division of Softline that performs functions ensuring compliance with this Policy and those applicable to Softline anti-corruption requirements.

A conflict of interest means any situation in which an individual or family member has a personal or outside interest that could affect the objective performance of official duties at Softline, regardless of whether it actually affected their performance.

Corruption means any act committed with the purpose of obtaining an undue advantage incompatible with official duties; the abuse of one's official position to obtain any benefit personally or for someone else contrary to official duties.

Director means any member of the governing body of a company, association or other body of a company.

Employee – a manager, Director, employee or official hired by Softline on a permanent basis or under a fixed-term employment contract, civil law contracts, including any Softline agency workers, temporary workers working part-time or full-time, and interns.

Facilitation payments means any payment to a public official made to expedite or secure the performance of a routine government action (such as processing a visa or issuing a customs invoice or permit) that is not expressly provided for

by law.

Fraud means any intentional misrepresentation of a fact to obtain an unfair or illegal advantage for business or personal gain, theft, abuse of position or authority, or the willful and wrongful waste or destruction of property or resources.

Lobbying means any individual or collective action taken to influence decisions made by government bodies, officials, legislators or other authorized bodies.

Political contributions mean any monetary or non-monetary contributions, such as resources and funds, to support political parties, candidates or campaigns.

Public officials include any of the following persons:

- a public servant or any person authorized by law perform any state functions;
- an elected or appointed official;
- an employee or official of state and/or local government bodies, including, but not limited to, educational, medical and military institutions, law enforcement and customs agencies, tax and immigration services, organizations issuing state licenses, sanctions and permits;
- an employee or official of a company, enterprise, agency, business organizations or legal entities that are wholly or partially owned or controlled by the state;
- an employee or official of an international organization, including, but not limited to, the United Nations, the International Olympic Committee, the International Committee of the Red Cross and Red Crescent;
- leader and activist of a political party;
- candidate for political office;
- members of royal families;
- honorary civil servants;
- and other persons holding legislative, administrative, military positions or judicial offices of any kind.

Softline – Softline PJSC and affiliated persons.

Material or intangible assets mean:

- money (including incentive payments);
- present;
- expenses for entertainment or hospitality;
- job offers (including for relatives);
- promises of future employment;
- discounts on products not available to regular customers;
- payment for travel, accommodation and entertainment;
- personal services;
- Political contributions;
- charitable donations;
- Commercial sponsorship and/or
- any other advantages or benefits (material or non-material).

4. Responsibilities

4.1 Employee Responsibilities

Employees are required to:

- read, understand and comply with this Policy and any other documents aimed at its implementation;
- always demonstrate ethics, honesty and responsibility and expect the same from others;

- send any questions, concerns, or information about any known or suspected violations of this Policy to the Chief Ethics and Compliance Officer or through the channels described in the Whistleblowing Policy;
- undergo training on knowledge of this Policy upon hiring, and also at the request of Softline, but not less than once a year. Employees must successfully complete this training;
- as part of their job responsibilities, notify Business Partners of the requirements of this Policy and apply the Business Partner Due Diligence Policy.

4.2 Responsibilities of Managers

Managers are responsible for ensuring that Employees and Business Partners comply with the requirements and instructions set forth in this Policy. Managers must also ensure that Employees receive training on the requirements of this Policy.

5. Compliance Service / Director of Ethics and Compliance

- annually reviews and, if necessary, updates this Policy and any other documents aimed at its implementation;
- organizes trainings and education on counteraction issues Bribery and Corruption for all Employees when hiring and on an annual basis;
- reports to the Council within the framework of approved activities Softline Directors on the implementation of this Policy. Ethics Director and compliance informs the Board of Directors of Softline as soon as possible about any actual or suspected violations of this Policy or violation of any laws related to Bribery, Corruption or Fraud;
- provides advice and support to Employees and Business Partners support in matters of compliance with this Policy and the relevant regulation.

6. Basic Provisions

6.1 Prohibition of bribery

Bribery and corruption can take many forms: they can be overt, such as monetary bribes, or more subtle, such as job offers, commission payments, and excessive gifts or hospitality. To ensure compliance with the law and this Policy, the following rules and instructions have been developed as part of our anti-bribery management system, which must be followed by all Employees and Business Partners.

Employees and Business Partners are prohibited from:

- to do, to support, to offer or to permit, to promise, to request, agree to receive, approve and/or receive any payments, financial or non-financial benefits (directly or indirectly);
- directly or indirectly (including through intermediaries) promise, pay, give, transfer, offer or provide tangible or intangible assets in any form to public officials for reasons not expressly provided for by law (for example, legally established and justified payments provided for

(for government officials for services rendered, are not prohibited). Employees and Business Partners should always exercise caution when communicating with Government Officials;

- transfer, directly or indirectly (including through third parties), any Material or Intangible Values to the children, spouses, other immediate family members of a Public Official or persons related to him or her, or to any other person to whom the Public Official has instructed such transfer for purposes that are not expressly provided for by law (and if Employees or Business Partners propose to transfer Material or Intangible Values to such persons, even if this is expressly provided for by law, they must nevertheless obtain the prior written approval of the Chief Ethics and Compliance Officer);
- make incentive payments or payments of any kind, for except where such payment is required to avoid risk to life or injury (in such circumstances the payment must be reported to the Chief Ethics and Compliance Officer as soon as possible and properly retained in the relevant books and records).

Certain administrative fees or expedited processing fees are permissible and will not be considered Facilitating Payments, provided they are permitted or specifically required by applicable law. However, payments made in accordance with generally accepted practice or cultural traditions that conflict with established law are unacceptable.

The above prohibitions apply regardless of whether Softline funds are used to offer or receive a Bribe, Material or Intangible Value, and regardless of whether they are promised, given or offered, directly or indirectly, through third parties (e.g. agents, consultants, sales managers, distributors, resellers and subcontractors).

Upon receipt of a request or demand for a Bribe, an Employee or Business Partner must:

- refuse to pay or provide a Bribe and explain that Softline will under no circumstances make such payments or provide undue advantages, as they are contrary to the provisions of applicable law and policies;
- explain that such refusal is final;

- do not use non-verbal means of communication, including gestures and postures, and do not give any hints that imply mutual understanding regarding actions that are not consistent with this Policy;
- The employee must notify the immediate supervisor and Director of Ethics and Compliance, and the Business Partner must notify the contact person in Softline, who will be obliged to inform the Director of Ethics and Compliance;
- Partners or persons representing the interests of Softline must be notified that they are not authorized to make payments or provide any other benefits on behalf of Softline. Partners and relevant persons must be aware that the relationship with them will be terminated if such a payment is made or provided.

benefit.

6.2 No Fraud

Fraud can take many forms. For example, it can include falsifying invoices, financial reports, or inventory information, misrepresenting expenses, and committing fraudulent transactions.

All Employees and Business Partners must:

- not to engage in fraud (directly or indirectly) or otherwise facilitate any fraud;
- protect Softline property and use it conscientiously and carefully; and also
- understand the internal governance and control mechanisms, and know and comply with procedures relevant to your work that are designed to reduce the risk of fraud.

6.3 Expenses, gifts and donations

All expenses (including hospitality and entertainment), gifts and donations must meet the following criteria:

- be for legitimate business purposes directly related to Softline's business, be of a nature and value consistent with industry standards in the place of transmission or receipt, and be reasonable and appropriate. Costs may vary by country or region, so you should always be aware of the risk that even small expenditures in one location may be unacceptable in another;
- are unacceptable if they can be regarded as a bribe;
- must not place you or Softline in any uncertain or difficult situation position;
- must not be used to influence or attempt to influence you or anyone else improperly with the intent to improperly obtain or retain business or other advantages;

- must not be offered or accepted from any person or organization with a reputation for dishonest, unethical or illegal conduct;
- must not be offered or accepted by any party with whom Softline participates in open bidding or tender procedures;
- be one-time or infrequent;
- must not lead to a Conflict of Interest;
- must not violate any policies, applicable laws, rules or regulations applicable to you or the person giving or receiving them. You are responsible for verifying this;
- must be pre-approved in writing by your supervisor before the expense, gift, or donation is made, purchased, or accepted if its value exceeds 3,000 Russian rubles or the equivalent amount in another currency. All expenses related to government officials must be approved regardless of value (see below);
- be supported by receipts, checks (where possible) and must be promptly and fully recorded in the relevant books and records of Softline in accordance with applicable legal and accounting requirements.

Gifts should never be given in cash or its equivalent (e.g., gift cards).

Any gifts or hospitality received from or offered to Public Officials (where permitted by applicable law), regardless of value, must be subject to prior written approval by the Chief Ethics and Compliance Officer.

Items of small value intended for advertising purposes (which typically bear the printed logo of Softline or a business partner) are not considered gifts and may be given to Government Officials without prior approval, provided they are intended for legitimate business purposes and are properly recorded in Softline's books and records.

Charitable donations to third parties may not be used to influence the client's purchasing decisions, government officials, or third parties to obtain business advantages or other benefits. Charitable donations may only be made to registered charities and must be appropriately reflected in Softline's books and records.

6.4 Political contributions, lobbying, commercial sponsorships and commission payments

Any political contributions, commercial sponsorships or commission payments may never be used as a bribe and must not result in any business advantage for Softline.

All such payments, if permitted by applicable law, shall be properly reflected in Softline's books and records.

You may not make political contributions or engage in lobbying on behalf of Softline without prior written permission from the Chief Ethics and Compliance Officer. Any political activity you undertake for personal purposes and in your personal capacity must be conducted separately from Softline. You may not link to Softline or use Softline resources.

All commercial sponsorships and commission payments must be formalized in a legally binding agreement and reflected in the relevant books and records. Prior written approval for these payments, regardless of their amount, must be obtained from the Chief Ethics and Compliance Officer.

6.5 Conflict of Interest

Employees and Business Partners must strive to avoid any relationships, influence, or activities that could negatively impact their ability to perform their jobs or make decisions that are fair, objective, and in Softline's best interests. For example, business transactions with related parties, such as spouses, children, parents, and other individuals with close personal relationships, could negatively impact their ability to perform their jobs.

In the event of a potential Conflict of Interest, Employees and Business Partners should:

- promptly report the situation to the Compliance Service/Director of Ethics and Compliance before entering into any commercial transaction;
- carry out any actions required by the Compliance Service/Chief Executive Officer Ethics and compliance for conflict of interest resolution.

6.6 Books and records

Softline's employees and Business Partners are required to comply with established accounting and reporting procedures to accurately reflect each transaction and maintain a system of internal accounting controls, as well as to maintain accounting records in the Accounting Books and Records.

All transactions and payments (including gifts) must be properly, honestly, and accurately reflected in the accounting books and all source documents, including invoices, receipts, and expense documents. These requirements are designed to prevent bribery and fraud.

7. Reporting violations

Any Employee who knows of or suspects a violation of this Policy or an event or circumstance indicating a violation of Bribery, Corruption or Fraud Laws by another Employee or Business Partner is required to report such information in accordance with the Whistleblowing Policy.

How Employees respond to these issues is critical to Softline's ability to prevent Bribery, Corruption and Fraud, and to maintain its ethical principles and business reputation.

Softline's senior management will provide full support to any Employees or Business Partners who refuse to engage in Bribery, Corruption, or Fraud, and who report any concerns in good faith in accordance with the Whistleblowing Policy. In accordance with the Whistleblowing Policy, negative reactions following good faith reporting are unacceptable. Employees and Business Partners will not be subject to any sanctions for reporting in good faith, even if their concerns are unfounded, and those who engage in negative reactions will be subject to disciplinary action.

responsibility.

8. Violation of this Policy

If Softline becomes aware of any violation of this Policy, or of an event or circumstance indicating a violation of applicable laws on Bribery, Corruption or Fraud, an internal investigation will be initiated with the involvement, if necessary, of law enforcement agencies and other competent persons.

All Employees and Business Partners are responsible for compliance with this Policy and other documents aimed at its implementation. Failure to comply with the requirements of this Policy will be grounds for disciplinary action, including dismissal or termination of business relations. Furthermore, individuals who violate laws on bribery, corruption, or fraud may be subject to legal liability, including criminal prosecution.

Any questions regarding the Policy can be directed to the Director of Ethics and Compliance or sent to the Compliance Service by email at address compliance@softline.com.

Vladimir Lavrov,
General Director of the Softline Group of Companies