Joint-stock Company
Klaipėda State Seaport Authority

APPROVED
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# ANTI-CORRUPTION POLICY OF KLAIPĖDA STATE SEAPORT AUTHORITY

## 1. INTRODUCTION

1.1. The Anti-corruption policy of Klaipėda State Seaport Authority (hereinafter - the Port Authority) establishes the model and principles for the implementation and control of anti-corruption measures to ensure compliance with the Law on the Prevention of Corruption (hereinafter - the LPC) and with the standard ISO 37001:2017 "Anti-bribery management systems - Requirements with guidance for use" (hereinafter - the Standard), documents of the Ministry of Transport and Communications of the Republic of Lithuania (MTC RL) on anti-corruption and requirements and recommendations of international best practices.

1.2. The Policy has been drawn up in accordance with the mandatory regulations of the LPC and the Standard, recommendations, clarifications and best practices from competent authorities related to the application of anti-corruption measures, the value position of the Port Authority, and other policies and procedures.

1.3. The Port Authority shall ensure compliance with the objectives, goals and principles of the Policy to avoid potential legal and reputational damage and to ensure that the activities of the Port Authority are protected from corruption risk factors and the causes and conditions for the emergence of such factors are eliminated.

1.4. The internal documents of the Port Authority must not contradict the provisions of the Policy and, if necessary, must be updated in accordance with this Policy. The implementation of certain provisions of the Policy is defined as needed in the detailed internal documents of the Port Authority.

1.5. The Policy shall apply to all activities and processes of the Port Authority. Employees of the Port Authority must familiarize themselves with the provisions of the Policy and comply with them.

1.6. The Director General of the Port Authority shall be responsible for the implementation of the Policy. The Director of the Department of Operational Resilience of the Port Authority shall perform the functions of the anti-corruption compliance officer and ensure the control of the implementation of the Policy measures.

## 2. DEFINITIONS

2.1. The terms and abbreviations used in this Policy:

| Term/Abbreviation | Definition/Explanation |
|---|---|
| MTC RL | Ministry of Transport and Communications of the Republic of Lithuania |
| LPC | Republic of Lithuania Law on the Prevention of Corruption |
| ISO 37001:2017 | The international standard designed to help organizations combat corruption by implementing effective anti-corruption management systems. This standard provides for the procedures and control measures for detecting and responding to corruption, taking into account the type and size of the organization as well as the nature and extent of corruption risk. |
| Operational partner | An external party (land lessees, clients, consumers, externally engaged contractors, consultants, subcontractors, suppliers, vendors, advisors, agents, distributors, representatives, brokers, investors, etc.) with which the Port Authority has established or intends to establish certain business relationships. |
| STT | Special Investigation Service of the Republic of Lithuania |
| Anti-corruption policy implementation participants | This Policy and other detailed internal documents of the Port Authority identify the employees responsible for the implementation control actions. |
| Anti-corruption management system | The totality of related or interacting elements of the organization for the policy and objectives, as well as processes necessary to achieve these objectives. |

## 3. GENERAL PROVISIONS

3.1. The mission of the Policy is to ensure adherence to and implementation of anti-corruption measures based on principled, value-driven positions within the Port Authority.

3.2. The vision of the policy is a unified, transparent and effective control system for the implementation of anti-corruption measures based on best practice examples.

## 4. PRINCIPLES OF IMPLEMENTATION AND CONTROL OF ANTI-CORRUPTION MEASURES

4.1. The implementation of anti-corruption measures within the Port Authority is based on the principles listed below, aligned with strategic goals and values. All participants in the implementation control activities of anti-corruption measures shall ensure that the principles are followed both in executing the established actions and in preparing, explaining and applying related documents:

4.1.1. Zero tolerance for corruption – Corruption and any related behavior (nepotism, cronyism, management of conflicts of interest, restrictions on receiving and giving gifts, violations of lobbying activities, requirements for providing support, etc.) are not tolerated within the Port Authority, and anti-corruption measures are implemented to manage corruption and related risks;

4.1.2. Compliance with legal requirements and adherence to ethical standards – the environment resilient to corruption shall be created in accordance with the provisions of legal acts, including this policy, as well as in compliance with requirements set for the Anti-Corruption Management System (ACMS). When the respective rules of conduct are not established by this Policy, the conduct of employees must meet the highest standards of reliability, integrity and transparency;

4.1.3. Leadership of managers – executives of the Port Authority must set a proper example through their behavior, act solely in the interests of the Company, and ensure that activities in their areas of responsibility are carried out in accordance with the provisions of the Policy;

4.1.4. Risk management and effectiveness evaluation – a continuous process of identifying and monitoring corruption risks, evaluating the effectiveness of anti-corruption activities, and ensuring the improvement of anti-corruption activities;

4.1.5. Transparency and publicity - anti-corruption prevention activities shall be public and understandable, open to society. The Company's activities and strategic goals shall be transparent, and the main operational documents, as far as they do not contradict legal requirements, shall be publicly available;

4.1.6. involvement of employees and stakeholders – employees shall be informed about the implemented anti-corruption measures, familiarised with legal acts regulating anti-corruption activities, and encouraged to act transparently and honestly. Employees and other stakeholders shall be encouraged to report any observed or suspected past, present or future violations through the reporting channels operating at the Port Authority (https://portofklaipeda.lt/korupcijos-prevencija/).

4.1.7. Independence of anti-Corruption compliance assurance - the anti-corruption compliance function shall be adequately resourced and assigned to a competent, independent individual with the appropriate status and authority. The person performing the anti-corruption compliance function shall be able to directly and promptly contact the Chair of the Supervisory Board and the top management if there is a need to raise an issue or express concern regarding corruption or ACMS.

4.2. After assessing and identifying potential risks of collaboration with a relevant business partner, such as the questionable reputation of the partner, which could lead to non-material damage to the Port Authority manifested as reputational harm or material damage, the Port Authority must immediately terminate cooperation with the business partner and/or any existing cooperation agreement.

## 5. INTERNAL CONTROL MEASURES

5.1. The Port Authority's Operational Resilience Department shall be responsible for implementing the following internal control measures in the area of anti-corruption resilience:

5.1.1. Appropriate procedures – develop internal anti-corruption procedures of the Port Authority, monitor their application, and periodically update them. The procedures shall help identify entities, transactions and operations that fall within the scope of implementation of anti-corruption measures;

5.1.2. **Competence and training** – ensure that employees are adequately familiarised with internal rules and procedures, regularly organize training for targeted employee groups to ensure sufficient competencies in implementing the requirements of anti-corruption measures and internal processes;

5.1.3. **Collaboration with business partners** - make all reasonable efforts to familiarize business partners with the requirements of the Business Partner Code to obtain their commitment to comply and foresee the legal consequences of non-compliance. The legal consequences for non-fulfilment of commitments for the Port Authority's business partners shall be comprehensively regulated by the Business Partner Code of Conduct;

5.1.4. **Management of contractual risks** - in consultation with the Port Authority's lawyers and, if necessary, external experts, seek to legally terminate contracts with business partners whose potential illegal actions could lead to non-material damage to the Port Authority manifested as reputational harm or material damage;

5.1.5. **Cooperation** – closely collaborate with the Special Investigation Service and/or other experienced and competent anti-corruption prevention specialists (experts) on specific, atypical issues or in accordance with the requirements set forth in legal acts.

5.2. The executives of the Port Authority must:

5.2.1. formulate the anti-corruption policy, taking into account the competencies established by the internal legal acts of the Port Authority;

5.2.2. reduce the likelihood of the manifestation of corruption by clearly defining the work and decision-making procedure, responsibility, and ensure the verification of granted powers when individual employees have the right to act and make decisions independently;

5.2.3. ensure that relevant information about potential internal and external corruption events and processes is provided to the Port Authority's employees in a timely manner, and that the information is clear, comprehensive, relevant and accurate;

5.2.4.avoid excessive control of employees. Control must be proportional to the associated risk to ensure the transparent achievement of operational objectives.

## 6. ENSURING CONTROL OVER THE IMPLEMENTATION OF ANTI-CORRUPTION MEASURES

6.1. The main entities involved in the formulation and implementation of the Port Authority's anti-corruption policy shall be the Director General of the Port Authority, the Director of the Operational Resilience Department, who is tasked with performing the anti-corruption compliance function, and employees appointed by the Director General, responsible for separate anti-corruption compliance functions.

6.2. The executor of the anti-corruption compliance function shall oversee the implementation of the anti-corruption policy at the Port Authority.

6.3. Employees appointed as responsible for the execution of specific anti-corruption compliance functions shall coordinate their activities in the area of implementing the anti-corruption policy with the executor of the anti-corruption compliance function, and their powers and responsibilities shall be defined by legal acts of the Port Authority.

6.4. All other employees of the Port Authority shall be personally responsible for understanding, implementing and applying the requirements of the anti-corruption policy related to their duties at the Port Authority.

## 7. CONSEQUENCES OF NON-COMPLIANCE WITH ANTI-CORRUPTION POLICY REQUIREMENTS

7.1. The Policy shall be an important part of shaping organizational culture and employee behavior standards. The management of the Port Authority shall encourage and oblige all employees to adhere to the provisions of the implemented Policy.

7.2. Violation of provisions of the Policy may be considered a gross violation of work duties and shall be subject to the liability established by legal acts of the Republic of Lithuania and the rules of procedure of the Port Authority.

7.3. The Operational Resilience Department Director shall inform the Chair of the Supervisory Board about potentially unlawful acts of the Director General of the Port Authority.

7.4. In cases where a violation has elements of a criminal offense, it shall be reported to competent authorities, and such acts shall be subject to liability provided for by legal acts of the Republic of Lithuania.

## 8. FINAL PROVISIONS

8.1. The Policy shall be approved by the Supervisory Board of the Port Authority.

8.2. The Operational Resilience Department of the Port Authority shall be responsible for the preparation and oversight of the implementation procedures of the Policy.

8.3. The review and update of the Policy shall be initiated and coordinated by the Director of the Operational Resilience Department of the Port Authority.

8.4. The Policy shall be reviewed at least once a calendar year or when there are changes in EU, Republic of Lithuania or other legal acts or in the operational environment of the Port Authority, based on new experiences gained. The Policy may also be reviewed upon identifying the need to strengthen certain control measures due to identified risks, following the conclusions of the control function, or for other significant reasons.

8.5. The Policy shall apply as long as it is not in conflict with laws of the Republic of Lithuania and/or other applicable legal acts. The Policy shall be publicly announced. The Port Authority seeks to ensure that its business partners do not violate the provisions of the Policy.