APPROVED
by General Director of
LLC "KPMG-Ukraine"

_____ Tsymbal A.V.
Internal order No.4/1-P dated 1 July 2015
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No. 4-P dated 08 June 2016;
as amended by Internal order
No. 6-P dated 15 February 2018)

Agreed upon with labor collective

ANTI-CORRUPTION PROGRAM
LIMITED LIABILITY COMPANY "KPMG-UKRAINE"

Kyiv

1. GENERAL PROVISIONS, SCOPE OF APPLICATION AND PERSONS SUBJECT TO THE PROVISIONS OF ANTI-CORRUPTION PROGRAM

1.1. Objective of the Anti-Corruption Program.

1.1.1. This Anti-Corruption Program defines a set of rules, standards and procedures in the area of identification, counteraction and prevention of corruption in the activities of the Limited Liability Company "KPMG Ukraine" (hereinafter - "the Company", "KPMG" or "LLC "KPMG-Ukraine").

1.1.2. This Anti-Corruption Program has been developed in compliance with requirements of the effective laws of Ukraine on counteraction of corruption and the requirements of the effective KPMG Global Policies and Procedures, in particular, on the basis of:

- Law of Ukraine No. 1700-VI "On Prevention of Corruption" dated 14.10.2014;
- Guidance on bribery;
- Global Quality and Risk Management Manual;
- Gifts, Entertainment and Discount Arrangements with Clients;
- Global Code of Conduct (hereinafter – "the Global Code").

1.2 Scope of Application and Persons Subject to the Provisions of the Anti-Corruption Program.

1.2.1. This Anti-Corruption Program shall apply to all citizens of Ukraine and expatriates that are the Company's employees who made labor contracts with the firm, taking into consideration other provisions, procedures and rules adopted by the Company according to the Charter LLC "KPMG-Ukraine" and norms of the effective laws of Ukraine.

1.2.2. This Anti-Corruption Program has been approved following its discussion with the Company's employees. The discussion involving significant number of the employees was arranged via dispatch of the draft of the Anti-Corruption Program to the e-mail addresses of all employees of the Company specifying the deadline for submission of comments and suggestions.

1.2.3. The Company ensures an uninterrupted open access to the Anti-Corruption Program for all employees thanks to its posting on the Company's web-site.

1.2.4. Conclusion of labor contract between an employee and the Company means the employee's consent to observe the Anti-Corruption Program requirements.

1.3 Terms and definitions.

Anti-Corruption Program	A set of rules, standards and procedures in the area of identification, counteraction and prevention of corruption in activity of KPMG
Anti-corruption legislation	Law of Ukraine "On Prevention of Corruption", other corruption preventing laws and regulations, KPMG Anti-Corruption Program, other organizational or internal administrative instructions and guidelines of the Company related to prevention of corruption
The Authorized Person	A KPMG officer responsible for implementation of the Anti-Corruption Program, properly appointed as prescribed by the Law of Ukraine "On Prevention of Corruption"
Corruption offence	Act having signs of corruption committed by an officer of the Company and entailing criminal, disciplinary and/or civil liability according to the effective legislation
Corruption	Use by an officer of the Company of his/her job powers or opportunities related thereto with an objective of obtaining illegal benefits or acceptance of such benefits or promised/proposed benefits for him/herself or other persons or, respectively, promise/proposal or provision of illegal benefits to an officer of the Company or, at his/her request, to other physical or legal persons with the objective to induce such person into illegal use of his/her job powers or opportunities related thereto
Illegal benefit	Cash or other property, preferences, advantages, services, intangible assets, any other intangible or non-cash benefits, promised, proposed, given or received without relevant legal grounds
Potential conflict of interest	Existence of an individual's private interest in the area of his/her job or

	representation powers that may affect objectivity of his/her decisions or acts of omissions during performance of the above powers
Gift	Cash or other property, preferences, advantages, services, intangible assets given/received for free or at price below minimum market price
Corruption-related legal offence	An act having no signs of corruption but violating the requirements, prohibitions and restrictions prescribed by the Law of Ukraine "On Prevention of Corruption" and entails criminal, disciplinary and/or civil liability
Private interest	Any proprietary or non-proprietary interest of a person, including interest driven by personal, family, friendly or other extraoccupational relations with individuals or legal persons, including relations existing in connection with membership or activity in civil, political, religious or other organizations
Real conflict of interest	A conflict of private interest of a person and his/her job or representation powers that may affect objectivity of his/her decisions or acts of omissions during performance of the above powers
Persons authorized to act in the area of counteraction of corruption	Prosecutor's offices, authorities of the Interior Affairs of Ukraine, National Anti-Corruption Bureau of Ukraine, National Agency for Prevention of Corruption (hereinafter – "The National Agency")

2. LIST OF ANTI-CORRUPTION MEASURES, STANDARDS, PROCEDURES AND ORDER OF THEIR IMPLEMENTATION (APPLICATION)

2.1. KPMG's position is that bribery and corruption are immoral and inadmissible and contradict the Company's values and its Global Code. In support of the above position, KPMG pays significant attention to counteraction of bribery.

2.2. The Company's Anti-Corruption Program, inter alia, includes: detailed policies applicable to all employees of the firm, as well as training, implementation of compliance procedures and international "whistle-blowing" line.

2.3. KPMG has the following global policies mandatory for observation by all employees of the firm:

- *Anti-Corruption Program;*
- *Facilitation payments;*
- *Gifts and entertainment;*
- *Political charity contributions;*
- *Charity contributions and sponsorship;*
- *Insider trading;*
- *Arrangements with suppliers and other third parties;*
- *Internal accounting control.*

2.4. Anti-Corruption Program

A key element of KPMG's bribery fighting policy is the explicit prohibition of involvement (or perceived involvement) in bribery in any form, even if such behavior is legal or allowed by applicable laws or local practices. This prohibition applies to both public and private sectors. As a consequence:

- The Company and KPMG employees may not propose, promise, give, solicit or accept bribes (directly or via intermediary, for example, trade agent), even if such behavior is legal or allowed by applicable laws or local practices;
- The Company and KPMG employees should also ensure that any third party acting on their behalf (for example, agents, distributors, consultants, etc.) do not seek or intend to propose, promise, solicit or accept bribes on their behalf;
- The Company and KPMG employees should also avoid behavior that may be perceived as involvement in bribery.

2.5. Facilitation payments

The Company's employees and officers are prohibited to make/receive any facilitation payments, to "simplify", "accelerate" procedures, unless the payment is made on behalf of the Company and only to the extent there is direct and real threat to their lives, health or freedom.

2.6. To realize its Anti-Corruption Program, the Company shall implement the following practical **anti-corruption measures:**

2.6.1. Communicate to its officers and all employees the information about restrictions established by the effective anti-corruption legislation of Ukraine;

2.6.2. Take measures to prevent conflicts of interests and ensure their resolution if they arise;

2.6.3. Arrange periodical training/workshops for KPMG employees with the objective to explain the provisions of the Anti-Corruption Program of the Company and anti-corruption legislation to improve the qualification of the employees in the area of prevention and counteraction of corruption;

2.6.4. Create a position of the officer responsible for implementation of the Anti-Corruption Program of the Company and appoints such officer (hereinafter – "The Authorized Person");

2.6.5. As necessary, conduct service investigations in connection with any identified corruptive acts, legal offences or legal offences related to corruption;

2.6.6. If envisaged by the law, take resolutions on bringing KPMG employees to disciplinary liability;

2.6.7. Ensure opportunity for submission of confidential notifications by the employees about attempts to induce them in commitment of corruptive legal offences or facts of corruptive acts or legal offences related to corruption committed by other employees;

2.6.8. Implement procedures for protection of the employees that informed about corruptive acts or legal offences related to corruption.

2.7. Procedure for regular evaluation of corruption risks in the activity of legal person

2.7.1. The Company shall implement regular (annual) evaluations of corruption risks encountered in its business activity. To that end, based on the managing partner's resolution, the Company may attract independent experts or conduct audits, if required.

2.7.2. If required, the Company's manager may take resolution on an unscheduled evaluation of corruption risks.

2.7.3. **Evaluation of risks during customer acceptance and in customer relation management.**
Before accepting any person or entity as a customer, KPMG shall carry out evaluation of the potential customer. Such evaluation shall include a review of any material known or foreseeable violations of the law, current or past investigations or court litigations with the authorities, any potential money laundering schemes, frauds or doubtful business practices.
The existing customers shall be subject to such evaluations on a regular basis to address any material changes in their risk profiles.

2.7.4. **Evaluation of risks during supplier and subcontractor engagement.**
KPMG's policy is to mitigate the risk of engaging in business relations with organizations-suppliers that may be suspected of or involved in bribery. When evaluating potential subcontractors and partners in terms of feasibility of delivery of professional services, KPMG shall be obliged to assess whether the subcontractor/partner has implemented efficient bribery counteraction strategies and procedures.
Following such evaluation, potential suppliers may be obligated:

- to make available to KPMG their own bribery counteraction programs;
- to agree to adhere to KPMG's bribery counteraction policy;
- to allow KPMG to control a supplier's behavior in case of existence of suspicions in bribery;
- to entitle KPMG to rescind agreement with a supplier is it is evident that the business behavior of such supplier is not in agreement with KPMG's bribery counteraction policy.

3. PROFESSIONAL ETHIC NORMS OF THE EMPLOYEES OF THE COMPANY

3.1. Employees of the Company shall under any circumstances observe the key provisions of the Global Code in terms of prevention of corruption, such as:

- Act legally, ethically and uphold the interests of the society;
- Prevent bribery and corruption among the employees of the Company;
- Do not tolerate any illegal or immoral behaviors of the Company's customers.

3.2. Employees are prohibited to, directly or through other persons, solicit, ask, receive gifts for themselves or their relatives from legal or physical persons in connection with performance of their job duties.

3.3. General provisions on gifts and entertainments (see details in section "Gifts, Entertainment and Discount Arrangements with Clients"):

- Independence principle: participation in entertainments or acceptance of gifts from customers or potential customers are prohibited, unless the value of such gift/event is immaterial;
- Giving of gifts or participation in entertainments entailing violation of a law or other regulation (for example, gifts to public servants) are prohibited;
- Giving to or acceptance of material gift from customers s are prohibited. In any event, even gift of immaterial value shall not be given or accepted in cash or similar form;
- No discounts shall be accepted from a customer for an amount exceeding that offered to a wide range of other consumers. In any event, the discounts shall not be material. Discounts granted to any specific persons, and not to the company as a whole, should be treated as gifts.
- One should avoid entertainments or attendance, with a customer or its employees, of any events involving entertainment that may have an adverse impact on objectivity or independence of a person or the firm;
- Employees of KPMG shall avoid entertainments that, by their nature or location, may cause impairment of business reputation of the Company and/or of the employees;
- Entertainments organized for a whole day (for example, sport events, etc.), are generally acceptable, and only in exceptional cases entertainment sessions may last over one day. Any invitation to an event which duration is in excess of one day shall be agreed with risk management, and with the audit partner if it is attended by an audit customer. In any event, duration of such events shall not be more than 48 hours.

3.4. Gift limitations.

3.4.1. Under the Law, individuals specified in clause 3.4.3 of this Program shall be prohibited to demand, require or receive gifts directly or via other persons for themselves or their close persons from legal entities or individuals:

1) with view to such individuals activities aimed at fulfilment of functions of state or local self-government;

2) if a person making a gift is subordinated to such individual.

3.4.2. Individuals specified in clause 3.4.3 of this Program may take gifts within the framework of the received opinion on hospitality on condition that value of such gifts does not exceed one minimum subsistence level for working person, provided that the cumulative value of all gifts received from one source during one year should not exceed two minimum subsistence levels for working person effective as of January 1 of the relevant year when gifts were taken. Limitation for value of gifts envisaged by this part of Program shall not be applied to gifts:

1) presented by close persons;

2) received as discounts for goods and services acceptable to public, as well as publicly-acceptable wins, prizes, awards, bonuses.

3.4.3. For the purpose of clause 3.4 of this Program, the individuals who are subjects of gifting include:

- officials of public interest entities; individuals who are not public officers, local self-government officials, but provide public services (auditors, notaries, appraisers, as well as experts, bankruptcy commissioners/administrators, brokers, labour arbitration members, arbitrators when performing their functions, other persons specified by the "Anti-corruption Law");
- individuals authorized to perform functions of the state or local self-government (for example, representatives of regulatory bodies – establishment of the President, Cabinet of Ministers, Supreme Council, Security Service of Ukraine, General Prosecutor's Office, National Bank of Ukraine, professional judges, other government employees, local self-government officials determined by the Anti-Corruption Law);
- individuals that on the constant or temporary basis occupy positions related to organizational and instructive or administrative functions, as well as persons especially authorized to perform such functions for private legal entities irrespective of their organizational and legal form, and other individuals that are not officials and perform work or provide services based on the agreement with the enterprise, institution, organization in cases envisaged by effective laws.

3.5. When performing their job duties, the employees are obliged to:

- refrain from use of service powers in the interests of political parties or their representations or individual politicians;

- carry out their job duties objectively, disregarding their private interests, personal attitudes to any persons and their political, ideological, religious and other personal views or convictions.
- if assigned any commissions or tasks that KPMG officer/employee considers illegal or threatening the legal rights, freedoms or interests of individuals, legal persons, public or civil interests, he/she shall immediately advise the manager of the Company and the Person, Authorized to implement the Anti-Corruption Program.

4. RIGHTS AND DUTIES OF THE EMPLOYEES AND FOUNDERS (SHAREHOLDERS) OF A LEGAL PERSON PERTAINING TO PREVENTION OR COUNTERACTION OF CORRUPTION IN THE ACTIVITY OF THE LEGAL PERSON

4.1. The Company's officers and employees are entitled to:
- request that the Company managers discuss with them the provisions of the Anti-Corruption Program;
- request that the Company managers comply with the provisions of the Anti-Corruption Program;
- apply to management of the Company or the Authorized Person with requests to give explanations of any matters pertaining to the interpretation of the provisions of the Anti-Corruption Program;
- request that management of the Company fairly resolve any conflict of interest;
- refrain from performance of resolutions or assignments of managers of the Company to the extent that they contradict the Law notwithstanding their private interests;
- apply (initiate application) to subordinates disciplinary and other sanctions in cases envisaged by the Laws of Ukraine and Anti-Corruption Program, and dismiss (initiate dismissal) them from their positions;
- appeal to the Authorized Person in connection with commitment by the Company's officers of corruptive legal offences or corruption-related legal offences.

4.2. The Company's officers and employees are obliged to:
- refrain from commitment of, or involvement in, corruptive legal offences, from behavior that may be perceived as readiness to commit a corruptive offence related to the Company's activity;
- promptly advise the Company's manager and the Authorized Person of all attempts to induce them in commitment of corruptive legal offences, related to the Company's activity, instances of commitment by other employees of corruptive legal offences or corruption-related legal offences; about facts of origination of real or potential conflict of interests;
- inform the officers (employees) subordinated to them and any other persons of equal status about restrictions: on use of service (office) powers; acceptance by them of illegal benefit or gift and treatment of such benefits or gifts; on part-time employment and occupying by officers of the positions envisaging performance of similar types of activity;
- take measures to prevent origination of conflicts of interests and to resolve such conflicts in cases of their origination; refrain from acts or resolutions in the conditions of existence of real conflict of interests;
- take all required urgent steps to protect the person that notified about corruptive legal offence or corruption-related legal offence;
- take part in the measures taken to improve the professional qualification and other measures related to prevention of corruption;
- obtain written consent of the Company as prescribed by the internal procedures, if a person intends to sign a part-time employment contract or occupy another position on a part time basis.

5. RIGHTS AND OBLIGATIONS OF THE AUTHORIZED PERSON ACTING IN THE CAPACITY OF THE OFFICER RESPONSIBLE FOR PREVENTION OF CORRUPTION, AND RIGHTS AND OBLIGATIONS OF HIS/HER SUBORDINATES

5.1. The functions of the Authorized Person shall be performed by a person appointed by internal order of the Company's manager.

5.2. The Authorized Person shall be an officer of the Company.

5.3. The Authorized Person should be a physical person that, given his/her business and moral qualities, level of professionalism, and health condition, is capable to perform respective duties. It is prohibited to appoint to the position of the Authorized Person individuals, who:
- have outstanding or not legally lifted record of conviction;

- have been recognized as incapable or partly capable persons by court award;
- were dismissed from offices in the central public authorities, Crimean Republic public authorities or local self-governments for violation of swear or for commitment of corruptive legal offences or corruption-related legal offences - during a period of three years following the day of such dismissal.

5.4. The Authorized Person is prohibited to occupy the positions specified in clause 1, part one, Article 3 of the Law of Ukraine "On Prevention of Corruption", or perform any other activity creating real or potential conflict of interest in respect of the Company's activity.

5.5. In case of conflict, the Authorized Person, within 2 days following occurrence of such circumstances, shall inform thereof the Company's manager, and in such situation the powers of the Authorized Person shall be suspended based on internal order of the manager.

5.6. The Authorized Person shall be directly subordinated to the Company's manager, and report to the General Meeting of Participants on matters pertaining to the implementation of measures on identification and counteraction of corruption.

5.7. The Authorized Person, as an officer responsible for prevention of corruption, is entitled to:

- initiate discussions of provisions of the Anti-Corruption Program with management;
- request that officers (employees) of the Company comply with provisions of the Anti-Corruption Program and put an end to acts having signs of corruption, commitment of corruptive legal offences;
- obtain from the Company's divisions and officers information and materials as regards procurements, realization of other legal deeds and legally meaningful acts, including acts containing restricted access information;
- obtain access to any existing electronic means of storage and processing of data and any databases (including on paper carriers);
- apply to the public authorities responsible for counteraction of corruption with requests to provide explanations as regards construction of provisions of the anti-corruption legislation of Ukraine;
- initiate and personally participate in service investigations of corruption cases or potential corruptive legal offences committed by the employees of the Company;
- apply to the Company's manager and, based on his/her directions, to the law enforcement bodies with applications on commitment of corruptive legal offences of corruption-related legal offences committed by the officers of the Company.

5.8. The Authorized Person, as the officer responsible for prevention of corruption, shall be obliged to:

- carry out regular monitoring of compliance with anti-corruption legislation;
- promptly inform the Company's manager of attempts to induce people in commitment of corruptive legal offences or facts of corruptive acts or legal offences related to corruption committed by other employees;
- inform the Company's manager on origination of real or potential conflict of interest;
- give explanations as regards any matters pertaining to the construction of provisions of the Anti-Corruption Program, if requested by officers (employees) of the Company;
- annually report to the management of the Company on compliance with requirements of anti-corruption legislation by the Company, advise the management on any corruption-related facts that were identified during the reporting year, if any;
- conduct individual counseling of the employees in the area of prevention of corruption;
- perform other duties directly or indirectly arising in the process of realization of the Anti-Corruption Program.

5.9. The Authorized Person shall be dismissed according to the provisions of the Labor Code of Ukraine and the Law of Ukraine "On Prevention of Corruption".

5.10. The Company's HR Department shall inform the National Agency for Prevention of Corruption about dismissal of the Authorized Person within two business days following the date of the dismissal.

6. PROCEDURE FOR REGULAR REPORTING BY THE AUTHORIZED PERSON TO THE COMPANY'S FOUNDERS (SHAREHOLDERS)

6.1. The Authorized Person responsible for prevention of corruption shall report to the participants of the Company on an annual basis.

6.2. By 30 April of the year, following the reporting year, the Authorized Person shall submit to the manager of the Company and to the Chairman of the General Meeting of the Participants a written report on compliance with requirements of anti-corruption legislation and inform them on the

identified facts of corruption, if any.

7. PROCEDURE FOR PROPER OVERSIGHT, CONTROL AND MONITORING OF COMPLIANCE WITH ANTI-CORRUPTION PROGRAM WITHIN THE SCOPE OF ACTIVITY OF THE LEGAL ENTITY, AND EVALUATION OF RESULTS OF MEASURES ENVISAGED BY THE PROGRAM

7.1. KPMG International network has in place a complex program of monitoring used to assess relevancy, adequacy and efficiency of operation of key lines of quality control policy and procedures. The results obtained using such complex program are made available to each KPMG member-firm and are reviewed and analyzed on the regional and global levels.

7.2. KPMG policy compliance control in the area of prevention of corruption and bribery shall be carried out using cross-functional programs: Risk Compliance Program (RCP) and Global Compliance Review program (GCR).

7.3. The Authorized Person, to ensure proper oversight, control and monitoring of compliance with the Anti-Corruption Program within the scope of activity of KPMG, and evaluation of results of performance of the measures envisaged by the Program, may solicit that the Company's officers give oral or written explanations as regards their compliance with the Anti-Corruption Program, obtain any documents relevant for identification of existence (absence) of indications of corruptive legal offences in the acts of the Company's officers (employees).

7.4. The procedure for performance of control measures by the Authorized Person and any other monitoring procedures, carried out within the scope of the Anti-Corruption Program, may be explained in details or elaborated by way of enactment of relevant organizational acts and guidelines.

7.5. The evaluation of efficiency control, oversight and monitoring of compliance with the Anti-Corruption Program shall be carried out by the Company's manager.

8. CONFIDENTIALITY OF REPORTING BY EMPLOYEES TO THE AUTHORIZED PERSON ABOUT ATTEMPTS TO INDUCE THEM IN COMMITMENT OF CORRUPTIVE LEGAL OFFENCES OR CORRUPTIVE ACTS OR LEGAL OFFENCES RELATED TO CORRUPTION COMMITTED BY OTHER EMPLOYEES

8.1. To facilitate the procedure for reporting about potential or expected violations of KPMG policies or requirements of the effective legislation, rules or professional standards, including those on counteraction of bribery, KPMG International has put in place a hot line accessible for KPMG employees, customers and third parties using which the latter can in confidence report such violations.

8.2. Such violations may contain information on illegal or immoral acts relating to certain areas of activity of KPMG, persons employed by KPMG, or top management of KPMG.

9. PROCEDURES OF PROTECTION OF THE EMPLOYEES REPORTING ABOUT CORRUPTIVE ACTS OR LEGAL OFFENCES RELATED TO CORRUPTION

9.1. Any information on the employee who reports about corruptive act or legal offence related to corruption (exposer) shall not be disclosed unless based on his/her consent or it is prescribed by the law.

9.2. Persons cooperating on issues relating to corruption prevention and counteraction are protected by the state. In case of existence of threat to lives, abode, health and properties of persons cooperating on issues relating to corruption prevention and counteraction or their close relatives in connection with submission of notification about violations of requirements of the anti-corruption legislation or the Anti-Corruption Program, respective persons shall be protected according to the effective laws of Ukraine.

9.3. A person or his/her family member may not be dismissed or forced into resignation, brought to disciplinary liability or otherwise affected by measures taken by the manager or employer (transfer, performance review, change of labor terms and conditions, denial of promotion, reduction of salary, etc.) or be under threat of such measures in connection with submission of notification about violation of requirements of the anti-corruption legislation or the Anti-Corruption Program.

9.4. The Company's manager and the Authorized Person shall independently design the steps that, in their discretion, are sufficient to protect the employees that submitted information on corruptive acts or legal offences related to corruption.

10. PROCEDURE FOR INFORMING THE AUTHORIZED PERSON BY EMPLOYEES ABOUT ORIGINATION OF REAL OR POTENTIAL CONFLICT OF INTEREST, PROCEDURE FOR RESOLUTION OF IDENTIFIED CONFLICT OF INTEREST

10.1. Officers (employees) of the Company, no later than on the next business day after the day when they came or should have come to the knowledge of potential of conflict of interest, are obliged to report about existence of such real or potential of conflict of interest to their direct supervisors, and if such a conflict involves their direct supervisors, they shall report the conflict to the Company's manager and the Authorized Person. Furthermore, employees must refrain from any acts and decisions in case of existence of real conflict of interest and take proper measures aimed at resolution of the conflict of interest.

10.2. Managers of structural units of the Company who become aware of existence of conflict of interest affecting their subordinates, subject to approval of the Authorized Person, within one business day following the moment of becoming aware of the fact, shall prepare proposals as regards external resolution of the conflict of interest and submit them to responsible functions for taking appropriate decision, of which they inform the subordinates.

10.3. Decision on external resolution of the conflict of interest shall be taken by:

10.3.1. Manager of respective structural unit in the following cases:

- existence of need to remove an employee from performance of task, acts, adoption of decisions or involvement in adoption of decisions in existence of real or potential conflict of interest, or involvement into adoption of such decisions or performance of such acts by the employees;
- existence of need to restrict access to information for respective employee;
- existence of need to revise office powers;

10.3.2. Manager of the Company, subject to approval of the Authorized Person, in the following cases:

- adoption of decision on performance of powers under external control;
- adoption of decision on transfer of the employee;
- adoption of decision on dismissal of the employee;
- adoption of decision on external resolution of the conflict of interest involving manager of the structural unit of the Company.

10.4. In case an employee has doubts as regards existence of conflict of interest, he/she is entitled to apply to the territorial branch of the National Agency for Prevention of Corruption.

10.4.1. Unless the person obtains confirmation of absence of conflict of interest, he/she shall act as prescribed by this Program.

10.4.2. If the person obtains confirmation of absence of conflict of interest, he/she shall be released from liability even if the acts, as regards which the person applied for explanations, were later identified as acts involving conflict of interest.

10.5. Employees of the Company and any other persons, performing works or rendering services based on respective civil contracts made with the Company and encountering a real or potential conflict of interest, may take independent acts to resolve the conflict by way of surrender of respective personal interest with submission of respective supporting documents directly to the manager authorized to dismiss the employee (initiate the dismissal), or to the Authorized Person.

11. PROCEDURE FOR INDIVIDUAL COUNSELING BY THE AUTHORIZED PERSON OF THE EMPLOYEES OF THE COMPANY ON APPLICATION OF ANTI-CORRUPTION STANDARDS AND PROCEDURES

11.1. Any employee is entitled to apply to the Authorized Person to obtain written or oral advice as regards application of anti-corruption standards and procedures.

11.2. To obtain verbal advice, the Employee shall apply to the Authorized Person 2 business days in advance of the scheduled meeting to agree on the time and venue of the meeting.

11.3. To obtain a written advice, the employee submits to the Authorized Person a written request for the advice on matters pertaining to the application of anti-corruption standards and procedures, and the

Authorized Person shall give his/her response within 5 following business days. If additional time is required to give the written advice due to the complexity of the issue, such term may be extended but no more than for 5 business days.

12. PROCEDURE FOR REGULAR REFRESHER COURSES FOR THE EMPLOYEES IN THE AREA OF PREVENTION AND COUNTERACTION OF CORRUPTION

12.1. KPMG arranges training for its employees in the area of counteraction of corruption and bribery.

12.2. The training dedicated to counteraction of corruption and bribery is an element of the KPMG's induction course "Acting with Integrity", which in addition includes modules in such areas as compliance with legislation, rules, professional standards and KPMG Global Code.

12.3. Attendance of the training at least once in two years is a must for the employees of professional divisions. All new employees shall attend the training within three months following thee day of their employment by KPMG. Furthermore, the employees of infrastructural units, even those having no contacts with the customers, but working in the area of finance, procurements, sales or marketing, shall also be obliged to attend regular anti-corruption training sessions developed for the employees of the above categories.

13. APPLICATION OF DISCIPLINARY SANCTIONS TO THE EMPLOYEES VIOLATING THE PROVISIONS OF THE ANTI-CORRUPTION PROGRAM

13.1. In case of identification of facts attesting violations of the anti-corruption legislation by any officer, the Authorized Person is obliged to initiate, according to the current labor legislation, the process of application of relevant disciplinary sanction subject to existence of sufficient grounds, and inform authorized persons responsible for counteraction of corruption about measures taken.

13.2. The Company's manager, on own initiative, based on motion of the Authorized Person or direct supervisor, is entitled to bring to disciplinary liability the employees violating the provisions of the Anti-Corruption Program.

13.3. In case an officer commits a corruption offence or corruption-related legal offence, but is not applied a court sanction in the form of prohibition to occupy certain positions or engage in certain types of activity, such person shall be brought to disciplinary liability according to the effective legislation.

13.4. The procedure for bringing to disciplinary liability is regulated by the Labor Code, by the Internal Labor Regulations, and by the Law of Ukraine "On Prevention of Corruption".

14. PROCEDURE FOR RESPONSE TO IDENTIFIED FACTS OF CORRUPTIVE LEGAL OFFENCES OR LEGAL OFFENCES RELATED TO CORRUPTION, INCLUDING COMMUNICATIONS TO AUTHORIZED PUBLIC AUTHORITIES, CONDUCT OF INTERNAL INVESTIGATIONS

14.1. In case an employee identifies a fact of legal offence or legal offence related to corruption, he/she shall immediately report such case to the Company's manager, and in case acts of another employee contain indications of criminal or administrative legal offence, such employee should report to special authorized public authorities.

14.2. To identify the reasons and conditions that facilitated commitment of legal offence or legal offence related to corruption or violation of requirements of the Anti-Corruption Program, on motion of the Authorized Person and based on internal order of the Company's manager, the Company shall conduct service investigation according to the procedure defined by specific laws and regulations.

14.3. A KPMG officer, informed of existence of suspicions of commitment a crime and or corruptive act within the scope of his/her job duties, shall be removed from office according to the procedure defined in the effective legislation and Anti-Corruption Program.

14.4. An officer in respect of whom executed is a protocol on administrative corruption-related legal offence, unless otherwise is prescribed by the Constitution and other laws of Ukraine, may be removed from office based on decision of the Company's manager through the moment of completion of the consideration of the case by the court.

15. PROCEDURE FOR AMENDING ANTI-CORRUPTION PROGRAM

15.1. Amendments to this Anti-Corruption Program shall be made applying a procedure adopted by the Company and considering specifics defined in this section of the Anti-Corruption Program.

15.2. This document shall be updated from time to time on an as needed basis, in particular, in the following cases:

15.2.1. If it is required to align this Anti-Corruption Program to any new anti-corruption laws or regulations (amendments to the effective applicable laws or regulations);

15.2.2. On the initiative of the Authorized Person or the Company's manager, when there is a necessity to elaborate or improve certain provisions of the Anti-Corruption Program.

15.3. Following the procedure specified in clause 15.2.2 of this Anti-Corruption Program, the Program may be amended if the content of the amendments is in line with the requirements of the effective anti-corruption legislation.

15.4. Based on results of consideration of the proposals, the Authorized Person, within 3 months following the day of their acceptance, shall cause:

- approval of relevant amendments to the Anti-Corruption Program;
- dispatch of response to the person that initiated the changes substantiating impracticability or unfeasibility of their implementation.

15.5. This Anti-Corruption Program shall be amended after discussion of the amendments with the employees as defined by the manager of the Company.

15.6. Amendments to this Anti-Corruption Program shall be published on the corporate site of the Company within 10 business days following the day of their proper adoption and approval.

16. FINAL PROVISIONS

16.1. Invalidity of one or several clauses of this Anti-Corruption Program due to amendments to the legislation or other causes shall not render invalid the remaining provisions of the Anti-Corruption Program.

16.2. This wording of the Anti-Corruption Program shall take effect after its approval by internal order of the Managing Partner of the Company.

16.3. This Anti-Corruption Program shall be kept in the In-House Legal Department.