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VIA LIETUVA AB SUPPLIER CODE OF ETHICS

1. PURPOSE

The purpose of the Supplier Code of Ethics of Via Lietuva AB (hereinafter – the Company) shall be to define the minimum standards of conduct that the Company expects all its Suppliers to observe. These standards are intended to promote lawful, professional, sustainable and fair business practices, incorporating the objectives of environmental protection, human rights, labour standards and business ethics.

Scope – this Supplier Code of Ethics shall apply to all Suppliers of the Company who, in performing their operations, supply goods or services to the Company or act on behalf of the Company. The term "Supplier" in this Code shall include the Supplier's employees, experts, consultants, subcontractors and other persons acting in the name or on instruction of the Supplier.

2. TERMS, ABBREVIATIONS AND DEFINITIONS

2.1. For the purpose of the Supplier Code of Ethics, the following terms, abbreviations and definitions shall be used:

Term, abbreviation	Definitions
Gratitude fee	Informal, often spontaneously offered monetary or other form of reward to a person for duties performed or being performed, which may be perceived as a bribe if it influences decision-making or the performance of duties, even though it is formally presented as a token of gratitude..
Conflict of interest	Situation in which a person's official or professional decisions may be influenced by his/her private interests (or those of a person close to him/her), which may pose a risk to his/her objectivity, impartiality or loyalty to the Company.
Military countermobility	Defensive military activity designed to slow, disrupt or stop the movement of enemy forces, to restrict their manoeuvrability and to divert the movement of enemy forces to unfavourable tactical positions.
Prevention of corruption	Systematic application of legal, organisational, educational, technical and other measures aimed at preventing corruption, identifying and eliminating risk factors for corruption, and strengthening transparency and integrity in the public and private sectors.
Mobbing	Prolonged, systematic and repeated unacceptable behaviour in the work environment by one or more persons, manifested by psychological violence, intended to humiliate, degrade, isolate or otherwise harm an employee. Mobbing is most often manifested by constant criticism, ignoring, insulting, threatening, defaming, underestimating work performance or any other action that causes psychological discomfort, interferes with the employee's ability to work, lowers self-esteem and damages emotional health.
Psychological violence	Any unwanted act, including isolation, verbal abuse, humiliation, intimidation, psychological aggression, threat of physical force or other conduct, which is likely to undermine the sense of identity, dignity and self-esteem and to harm the physical, mental, spiritual, moral or social health, safety and well-being of an employee.
Money	Acts intended to conceal or disguise the origin, nature, source, ownership or related

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laundrying	rights of assets acquired through crime. Money laundering includes acts such as: changing or transferring legal status of an asset, acquiring, possessing or using it knowing that it has been obtained from a criminal offence, or concealing or distorting information about an asset in order to help a person involved in a criminal offence to avoid legal consequences.
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3. GENERAL PROVISIONS

- 3.1. Via Lietuva fulfils two special obligations of the State – to ensure and maintain roads of national significance and to organise the maintenance of safe traffic conditions by implementing traffic safety measures and the implementation of military countermobility measures to increase the deterrent and defensive potential of the State. The main areas of the Company's activities in the public interest of the State include the restoration, maintenance and development of national roads, ensuring the smooth mobility of freight and passengers, promoting the sustainability of the transport system and improving traffic safety. These activities are not only focused on ensuring safety, but also on the development of a comfortable and sustainable transport infrastructure, and the Company therefore expects active and responsible participation of all Suppliers in the achievement of these objectives.
- 3.2. The Company is committed to ensuring the implementation of sustainability principles in all its activities. The Company aims to create an organisational culture based on shared responsibility for the health and safety of employees, the protection of human rights, transparency and business ethics, the protection of the environment and the conservation of natural resources in all phases of its operations. The Company consistently applies these principles in its cooperation with its Suppliers.
- 3.3. The Company expects Suppliers to comply with all relevant laws and regulations and to follow the principles set out in this Supplier Code of Ethics, which form the basis for constructive cooperation and progress on sustainability.
- 3.4. The principles and standards of environmental protection, social responsibility and business ethics that underpin the Company's expectations in respect of both its employees and Suppliers are set out in the internal documents of the Company (the policies are posted on the website [Politikos - ViaLietuva.lt](#)).
- 3.5. The Supplier Code of Ethics of the Company is also based on the International Labour Organization Declaration on Fundamental Principles and Rights at Work, the International Labour Organization Convention No 138 on the Minimum Age for Admission to Employment, the Protocol to the International Labour Organization Convention No 29, the United Nations Global Compact, the principles set out in the UN Guiding Principles on Business and Human Rights, the Sustainable Development Goals, and the Universal Declaration of Human Rights.

4. BUSINESS ETHICS

Suppliers shall comply with all laws and regulations and the highest standards of business ethics in their operations. The Company expects Suppliers to act responsibly, transparently and honestly in accordance with the following principles:

- 4.1. When doing business in Lithuania and abroad, Suppliers must not tolerate any forms of corruption or other illegal activities, such as bribery, graft, including bribing a Lithuanian or foreign official, graft to/from abroad, influence peddling, money laundering, or abuse of office. Suppliers shall not offer, promise, or provide any illegal remuneration or other illegal benefits to customers, suppliers, partners, or their representatives, and shall not accept the same from them, shall not engage in fraud or deception, and shall not perform any illegal acts.
- 4.2. Suppliers must have a clear policy and/or preventive measures in place to work against corruption in all its forms, and shall comply with international anti-bribery standards in accordance with Principle 10 of the United Nations Global Compact. Suppliers must also ensure that their employees and third parties acting on their behalf do not offer, promise, give or accept bribes or unlawful payments (e.g., gratuities), or gifts, in order to obtain a business advantage or a favourable decision.

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- 4.3. Suppliers shall implement anti-corruption measures and/or initiatives to manage corruption risks, involve their employees in these activities and, in accordance with the procedure laid down by legal acts, inform responsible authorities of possible cases of corruption.
- 4.4. Suppliers must avoid situations which may give rise to a conflict of interest. In the event of a potential or actual conflict of interest, they must immediately inform the parties concerned (including the Company) and take steps to manage or eliminate the conflict.
- 4.5. Suppliers must refrain from accepting or giving any gifts that may be considered illegal, or from supplying goods, services or works free of charge with the intention of obtaining an unfair advantage. It is also prohibited to make or accept illegal payments or gifts to public officials, political parties, politicians, candidates or other persons.
- 4.6. In the conduct of their business, Suppliers shall observe the principles of fair competition and shall not engage in any collusion which restricts competition.
- 4.7. Suppliers must not be directly or indirectly involved in money laundering and must take all appropriate measures to detect illicit payments and to prevent the use in financial transactions of funds obtained through money laundering.
- 4.8. Suppliers must ensure the security and confidentiality of information received from the Company. Personal data and other information must be processed in accordance with applicable law and the provisions of the contracts with the Company. Confidential information may only be used for the purposes set out in the contract and shall not be disclosed to third parties without the prior written consent of the Company.
- 4.9. Personal data shall be processed in accordance with the provisions of Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (GDPR), as well as any other legal acts regulating the application of data protection. The transfer of personal data to third parties without lawful grounds or consent of the data subject shall be strictly prohibited.
- 4.10. Suppliers may not operate in countries involved in military aggression against Ukraine and may not be associated with groups of companies engaged in such activities. This includes directors, members of management or supervisory bodies, persons having the right to represent or control the Supplier, to take decisions on its behalf, to enter into transactions or to keep financial records. Suppliers must not rely on, or conclude contracts with, such sub-suppliers.
- 4.11. The Supplier and its beneficiary, a sub-supplier involved and the latter's beneficiary must not be on the international financial sanctions lists (hereinafter – the Sanctions List). The Supplier must also not be owned or controlled by entities on the Sanctions Lists.
- 4.12. The Supplier may not have interests which threaten the national security of the Republic of Lithuania.
- 4.13. The Supplier, including all persons acting on its behalf, as well as the manufacturer of the goods offered (including their components, packaging) or natural or legal persons controlling them, are not resident/registered in the countries or territories on the list approved by the Government of the Republic of Lithuania, where suppliers, subcontractors, economic operators whose capacities are relied upon, manufacturers, persons performing technical or software maintenance and support, or persons controlling them, are not considered reliable, are on the sanctions list, and goods are not supplied to the Company from the countries or territories specified in this list.

5. HUMAN RIGHTS

Suppliers undertake to respect human rights and treat all persons acting on their behalf with respect. Suppliers must ensure that every person involved in the Supplier's activities enjoys full access to fundamental human rights and freedoms. To this end, Suppliers undertake to:

- 5.1. Not to tolerate any form of discrimination based on race, gender, sexual orientation, marital or social status, family or social status, having children, religious beliefs, political opinions, nationality or

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age, disability or medical condition, whether in the context of recruitment, employment or termination of employment.

- 5.2. Not to tolerate any form of psychological, physical, sexual or verbal harassment, intimidation, threats, mobbing or other forms of abusive behaviour.
- 5.3. Respect the freedom of expression and the right to privacy of employees and refrain from any action that might restrict or otherwise adversely affect these freedoms.
- 5.4. Respect the right to privacy of all persons involved in the collection of personal data or the implementation of employee monitoring measures and ensure compliance with applicable legislation.
- 5.5. Immediately inform the Company of any potential or actual adverse impact on human rights and take effective corrective action to remedy any identified non-compliance and preventive measures to avoid similar violations in the future.
- 5.6. Ensure the safety and security of persons who report or provide information about human rights violations and incidents and protect them from any possible adverse consequences.

6. LABOUR STANDARDS

Suppliers undertake to observe appropriate labour standards and to provide their employees with a working environment that ensures their safety in appropriate conditions and enables them to carry out their work tasks efficiently. To this end, Suppliers undertake:

- 6.1. to promote diversity in the workplace and ensure equal opportunities for all employees, regardless of race, gender, age, religion, sexual orientation, disability or other personal characteristics. Discrimination at any stage of employment shall be prohibited;
- 6.2. to conclude employment contracts with their employees that comply with legal requirements and clearly define working conditions, number of working hours, procedure of payment for overtime, remuneration and its payment frequency;
- 6.3. to remunerate all employees in a timely manner, paying wages and providing clear and understandable information about remuneration and other employment-related benefits;
- 6.4. to provide equal access to training and development for all employees, regardless of their job title, gender, age, marital or social status, nationality, race, sexual orientation, pregnancy or maternity, political or religious beliefs, disability or other personal characteristics;
- 6.5. to respect their employees' right to join trade unions, works councils, participate in their activities, and conduct collective bargaining without fear of suffering negative consequences;
- 6.6. not to employ children or use child labour, directly or indirectly, to the extent that the Suppliers are aware of such employment, if the children are below the minimum age of employment as defined by International Labour Organization Convention No 138 or national legal acts;
- 6.7. to ensure that no form of slavery or forced labour, including prison labour, debt bondage, or human trafficking, is used in their activities; also, not to tolerate corporal punishment or other actions that degrade human dignity;
- 6.8. to provide safe and healthy working conditions through the implementation of occupational safety and health procedures, appropriate management systems, programmes and solutions to reduce the risk of accidents, injuries or work-related diseases; to ensure a safe and hygienic working environment;
- 6.9. to ensure that employees and other stakeholders can safely and confidentially report potential violations of laws, this Supplier Code of Ethics, human rights, working conditions, health and safety, environmental protection and principles of business ethics;
- 6.10. to ensure that all reports are treated confidentially and impartially, and that whistleblowers are protected from any retaliation or adverse consequences, including dismissal, demotion or psychological duress;

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6.11. to enable their employees to report unsafe working conditions to the responsible persons of Suppliers and, upon receipt of such information, to properly investigate the circumstances and promptly remedy the non-compliance found.

7. OCCUPATIONAL SAFETY AND HEALTH

The Supplier undertakes to provide its employees with safe, healthy and dignified working conditions in accordance with all requirements of applicable legal acts. To this end, Suppliers undertake to:

- 7.1. provide working conditions that comply with the standards for ensuring occupational safety and health in order to protect the physical and psychological well-being of employees;
- 7.2. to draw up occupational safety and health guidance taking into account the nature of the work and the potential risks involved, ensure that they are communicated to employees and to monitor compliance with these requirements;
- 7.3. to arrange compulsory occupational safety and health training for employees and to provide them with the appropriate protective equipment, work clothing and tools necessary for the safe performance of their work.

8. ENVIRONMENTAL PROTECTION

Suppliers shall carry out their activities with a view to minimising their impact on the environment in compliance with legal acts and laws relating to environmental protection. To this end, Suppliers undertake to:

- 8.1. avoid, to the extent possible, in the manufacture of goods, provision of services and performance of works, the use of hazardous substances or substances whose effects on human health and the environment are not clearly identified, and ensure that their use does not pose threat to human health or damage to the environment;
- 8.2. comply with waste management requirements of legal acts, to minimise the amount of waste generated in their operations and to ensure that it is properly managed to minimise its negative environmental impacts;
- 8.3. to aim at reducing the consumption of raw materials and natural resources, including water, and to ensure their efficient use. Suppliers should also increase the use of energy from renewable sources in their operations;
- 8.4. to the extent possible and proportionate, to assess the risks of environmental impact of their activities, to set targets for their prevention and mitigation, and to implement the appropriate measures to minimise adverse environmental and climate impacts;
- 8.5. to follow the principles of the circular economy by ensuring responsible sourcing of raw materials, applying environmental criteria in procurement procedures and taking into account environmental, energy efficiency, recyclability and reuse aspects in the design of products;
- 8.6. to develop the environmental competence and responsibility of employees by strengthening their competences and attitudes towards sustainable practices;
- 8.7. to pursue environmentally friendly practices by participating, where possible, in the environmental initiatives, to apply preventive measures minimising negative environmental impacts and to prioritise sustainable solutions, including more environmentally friendly goods, services or works;
- 8.8. to avoid damage to the environment, infrastructure or community interests, particularly in the vicinity of residential areas, and to implement proportionate remedial or compensatory measures if damage arises.

9. OVERSIGHT, RESPONSIBILITY AND COMMUNICATION OF COMPLIANCE WITH THE SUPPLIER CODE OF ETHICS

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- 9.1. Suppliers undertake to develop, implement and maintain effective management systems to ensure compliance with this Supplier Code of Ethics. Upon request, Suppliers shall provide documents, data or additional explanations in support of these systems. The scope of management systems shall be proportionate to the size of business, complexity and risk level of operations of the Supplier's business.
- 9.2. Suppliers shall be responsible for ensuring that all their activities comply with applicable requirements of legal acts and provisions of this Supplier Code of Ethics and must continuously monitor their implementation.
- 9.3. Suppliers must inform the Company of any known or suspected breaches of this Supplier Code of Ethics, unethical or dishonest behaviour which may adversely affect the reputation of the Company or cause financial or other damage.
- 9.4. The Company reserves the right, in accordance with the procedure established by internal legal acts, to assess the Supplier's compliance with the provisions of this Supplier Code of Ethics by requesting information, initiating visits to the Supplier's premises or places of business.
- 9.5. If the Company receives information or has doubts as to the compliance with the Supplier Code of Ethics, the Company may conduct an inspection of the Supplier. During the inspection, the Supplier shall co-operate in good faith with the Company's representatives, promptly provide the requested information and allow physical access to the premises or places of business concerned.
- 9.6. The Supplier must take all reasonable steps to remedy any non-compliance with the provisions of this Supplier Code of Ethics which it or the Company may have identified or observed during the inspection, to seek to remedy such non-compliance within a reasonable time and to inform responsible persons of the Company thereof.
- 9.7. The Supplier's refusal to provide information or explanations, evasion or delay in providing them, provision of incorrect information, denying the Company's representatives of physical access to the Supplier's premises or places of business, or evasion of the correction of identified non-conformities may be considered as a serious violation of the Supplier Code of Ethics.
- 9.8. In the event of a breach of this Supplier Code of Ethics, the Company may provide an opportunity to implement remedial action within a reasonable period of time (except in the case of criminal offences, other serious breaches of law). A breach of the provisions set out in this Supplier Code of Ethics, which is accompanied by a breach of the law, shall entitle the Company to terminate any or all of its contracts with the Supplier.
- 9.9. Upon request, the Supplier shall provide the information and data required for the preparation of the Company's annual report or other statements.
- 9.10. In the event of a serious breach of this Supplier Code of Ethics, the Company reserves the right to assess the Supplier's actions under the existing contract and take decisions on further cooperation.
- 9.11. Suppliers are encouraged to report suspected or actual violations of the provisions of this Supplier Code of Ethics, or difficulties in correcting reported non-compliance with the Supplier Code of Ethics, in good faith, to the Company's contact person specified the contract, or to the contacts listed below:
 - 9.11.1. AB Via Lietuva Compliance Manager: email – atitiktis@vialietuva.lt
 - 9.11.2. Sending the information by post to the Compliance Manager of Via Lietuva AB at the address of the Company's registered office – Kauno g. 22, Vilnius.
- 9.12. The Supplier Code of Ethics is available on the Company's website: www.vialietuva.lt