

**Appendix 2
to Acron Code of Business Conduct**

APPROVED
by Resolution of Acron Board of Directors
Minutes No. 510 dated 27 December 2013

**REGULATION
On Ethics and Anti-Corruption Committee**

2013

1. General Provisions

This Regulation provides guidance for the functioning of Acron's Ethics and Anti-Corruption Committee (hereinafter the Committee), establishes the procedure for creating the Committee, convening and holding its meetings and passing resolutions, and defines the rights and obligations of its members.

The Committee was established to facilitate the adoption of and adherence to high ethical standards and to prevent corruption in the day-to-day operations of Acron (hereinafter the Company). The Committee shall monitor compliance with the Acron Code of Business Conduct (hereinafter the Code) and the Acron Regulation on Anti-Corruption Policy (hereinafter the Policy), and shall formulate recommendations and proposals to Company management in accordance with this Regulation.

The Committee's resolutions shall provide guidance to ensure that:

- Company employees and executives choose a mode of behaviour in line with the Code and the Policy
- Company management makes decisions that prevent corruption

2. Composition of the Committee

The Committee shall consist of seven persons (a Committee Chairperson and six members) appointed by the Company's Chief Executive Officer.

The Committee Chairperson shall be in charge of the Committee's functioning. The Committee Chairperson shall be appointed by Chief Executive Officer and shall be accountable for the Committee's performance. Committee members shall be appointed by Chief Executive Officer upon recommendation of the Committee Chairperson.

Persons appointed to the Committee may be appointed to the Committee any number of times henceforth.

3. Scope of Authority

The following matters shall fall within the scope of the Committee's authority:

1. Monitoring compliance with the Code and the Policy
2. Performing preliminary assessment of risks associated with corruption and violation of corporate integrity, designing tools to prevent such risks
3. Providing guidance to Company employees on corruption prevention, compliance with and application of the Code and the Policy
4. Developing and implementing anti-corruption compliance training for Company employees and executives involved in activities associated with elevated risk of violating the Code and the Policy, as well as preparing and communicating information about application provisions of the Code and the Policy
5. Investigating allegations of corruption, ethical misconduct or violations of the Code and the Policy reported by employees and interested persons, conducting investigations,

- providing recommendations to Company management and officers regarding legal liability for violations of the Code and the Policy
6. Providing recommendations on preventing, mitigating and/or remediating corruption offences
 7. Analysing the functioning of the hotline (number of messages received and investigations completed)
 8. Making decisions on other matters and performing other functions envisaged by the Policy

4. Rights and Obligations of Committee Members

Committee members shall act reasonably and in good faith for the benefit of the Company.

To perform the powers vested in them, Committee members may

1. Request and obtain necessary information from business unit managers and other employees and executives of the Company
2. If necessary, invite business unit managers and other employees of the Company to Committee meetings to provide explanations and opinions on matters within the Committee's scope of authority
3. Engage independent advisers subject to approval of the Chief Executive Officer
4. Submit proposed amendments to the Code and the Policy for the Committee's consideration
5. Call Committee meetings and propose matters for the Committee's consideration

To perform the obligations vested in them, Committee members shall

1. Attend Committee meetings
2. Be actively involved in preparing and discussing matters within the Committee's scope of authority
3. Make informed decisions on reported concerns
4. Act reasonably and in good faith for the benefit of the Company and its shareholders
5. Carry out assignments given by the Committee Chairperson

5. Committee Chairperson

The Committee Chairperson shall exercise direct supervision of the Committee's operation.

The Committee Chairperson shall handle matters related to management of the Committee's operation. In particular, within his/her scope of authority, the Committee Chairperson shall

1. Arrange drafting and approval of the Committee's operation plan
2. Allocate responsibilities among Committee members
3. Approve agendas and convene Committee meetings
4. Approve investigation reviews on reported concerns
5. Sign minutes of Committee meetings and monitor implementation of passed resolutions
6. Submit the Committee's performance reports to the Board of Directors and Chief Executive Officer
7. Perform other functions arising out of the Committee's objective

The Chairperson shall appoint a Committee member responsible for preparing and holding Committee meetings, keeping minutes and performing other duties as instructed by the Committee Chairperson. The Chairperson shall also appoint a Committee member responsible for receiving and processing detected or alleged violations of the Code or the Policy reported by employees or interested persons.

6. Committee Meeting Procedure

The Committee shall pass resolutions on matters within its scope of authority at meetings or by absentee vote.

Committee meetings shall be convened by the Committee Chairperson as soon as practicable. Committee meetings shall be presided over by the Committee Chairperson. If the Chairperson is absent, he/she shall appoint a substitute.

At its meetings, the Committee shall resolve matters proposed for discussion by the Committee Chairperson, Chief Executive Officer, members of the Board of Directors and Committee members.

A Committee meeting shall be duly constituted (quorate) if no less than half of Committee members are in attendance. Written opinions by Committee members who are not attending shall be taken into account when establishing if quorum is met and when counting vote results.

All Committee resolutions shall be passed by a majority vote of the Committee members in attendance. Each Committee member shall cast one vote. No Committee member may transfer his/her vote to another Committee member or any other person. If a vote is tied, the Committee Chairperson shall cast the deciding vote.

The Committee may pass resolutions by absentee vote. To pass a resolution by absentee vote, the Committee Chairperson shall send the Committee members a ballot containing a draft resolution and voting options, as well as other materials required for passing the resolution.

Within two (2) business days of receiving a ballot, each Committee member shall sign his/her ballot, indicate a voting choice and send (deliver) it to the Committee Chairperson.

Notifications, notices, ballots and other materials to be made available to Committee members in the cases envisaged by this Regulation, shall be delivered to Committee members by mail, telephone or other means of communication, with confirmation that the message was sent by the Committee Chairperson, or shall be delivered in person.

By decision of the Committee Chairperson, any employees may be invited to attend the Committee meeting.

7. Investigation of any detected or alleged violations of the Code reported by employees or interested persons

The designated Committee member shall receive, process and communicate reported violations to the Committee Chairperson for analysis and investigation. The investigation shall be completed within twenty (20) business days.

Committee members shall conduct an investigation and study the circumstances underlying any detected or alleged violations of the Code and the Policy, both independently and by interviewing Company employees. Committee members and Company employees involved in investigating a reported violation shall keep confidential any and all information about reporting individuals. During an investigation, the Committee shall analyse the factors that led to the violation of the Code and the Policy and shall take measures to prevent them in future.

Based on the investigation findings, the Committee shall issue recommendations to respective management bodies and officers of the Company regarding the legal liability to be imposed on violators of the Code and the Policy.