

**PLAZA CENTERS N.V.**  
**GROUP GLOBAL COMPLIANCE POLICY**

**1. Introduction**

It always has been the policy of Plaza Centers N.V. (the “**Company**”) to conduct business in an honest way, and without the use of unlawful or unethical practices including but not limited to bribery, unlawfully limiting competition and/or violating economic sanctions. The Company attaches the utmost importance to this policy and therefore has updated and detailed its attitude towards compliance in this Plaza Centers N.V. Global Compliance Policy. References in this Plaza Centers N.V. Global Group Compliance Policy include references to Plaza Centers N.V. and its group companies where applicable.

The Company will apply a “zero tolerance” approach towards both the Company itself/management/employees and third-party representatives regarding compliance. Any breach of this policy will be regarded as a serious matter by the Company and is likely to result in disciplinary action.

Corporate compliance at Plaza Centers N.V. involves the lawful and proper conduct of the Company’s global business. Each employee of the Company and all third-party representatives are obliged to abide by all applicable laws and regulations and internal guidelines.

It is the Company’s policy to ensure adherence to all applicable laws, regulations and policies and to provide a mechanism for preventing and reporting any breach of those laws or regulations.

## **2. Principles of Business Conduct**

- (i) Plaza Centers N.V. is committed to integrity in business dealings – no bribery
- (ii) Plaza Centers N.V. is committed to fair competition – no antitrust violations
- (iii) Plaza Centers N.V. is committed to the principle of sustainable entrepreneurship
- (iv) Plaza Centers N.V. is committed to compliance with foreign trade laws
- (v) Plaza Centers N.V. is committed to maintain sound working conditions, no discrimination
- (vi) Plaza Centers N.V. is committed to avoid any conflicts of interest
- (vii) Plaza Centers N.V. is committed to proper record-keeping and transparent financial reporting

### **3. Principles and Rules**

#### **(i) Integrity in business dealings**

##### *Principle*

The Company will not tolerate bribery (corruption). Bribery is contrary to fair competition and harms the Company's economic standing and reputation. In addition, many countries treat corruption as a crime, regardless of whether the actual act takes place in their jurisdiction or in another country.

Bribery is the offer or promise of something of value (for example money or expensive gifts, entertainment & travel), in exchange for an action which is illegal, unethical or a breach of trust (for example granting the Company a contract at conditions that are not based on economic grounds). Apart from being unethical, bribery is a criminal offence in most countries and exposes the Company and its employees to the risk of prosecution, fines and imprisonment, as well as endangering the Company's reputation.

##### *Rules*

Bribery is under no circumstances allowed, irrespective whether this involves government officials or employees/officials at our customers. This applies not only to the Company's staff, but also to third parties (agents) working for or on behalf of the Company. The Company's staff needs to take all reasonable precautions that consultants, lobbyists and agents or other third parties that perform services for the Company are in no way involved in acts of bribery. Faking ignorance or "turning a blind eye" towards bribery by agents, consultants, lobbyists or other third parties that perform services for the Company, is not allowed.

The Company prohibits engagement of any lobbyists, consultants, or other individuals or entities for (a) the promotion of the Company's products and services with government authorities or agents, or (b) obtaining government permits or licenses necessary for the Company's business interests unless approved by the Chairman of the Company's audit committee.

The Company requires that, prior to engagement of any of the persons mentioned in the paragraph directly above, there will be conducted an appropriate due diligence as to background and qualifications of any lobbyist, consultant, or other individual as described above (including as to beneficial owners and directors in case of an entity), and such lobbyist, consultant, or other individual as described above shall acknowledge in writing an understanding of the anti-bribery statutes and an intention to fully abide by such statutes.

The Company shall require written documentation for all services performed by lobbyists, consultants, agents or other individuals or entities as described above, and shall require written receipts of all payments made.

The Company's staff is prohibited from the direct or indirect transmission of anything of value to government officials, government employees, or the employees of state owned enterprises (or relatives of such) for any purposes, including but not limited to money, travel, fees, honoraria, conference attendance, promotions and/or gifts unless required for a legitimate business reason and only after approval by the Chairman of the Company's audit committee.

The Company's staff is furthermore prohibited from receiving gifts or favors from customers, suppliers, agents, or other third parties that are of any material value and/or that could influence the professional relationship. For the purposes of this policy gifts/favors with a value in excess of EUR 50 are considered to be "material". The Company's staff must be fully transparent to their manager regarding gifts/favors, if any, they have received from third parties; consequently all gifts/favors must be reported to the Chairman of the Company's audit committee (the "**Global Policy Officer**") who will keep a register of such gifts/favors.

The Company's staff is not allowed to attempt to unlawfully influence business partners, whether through favors, extraordinary gifts or the grant of other advantages. This prohibition applies in all countries where the Company conducts its business.

As part of the above mentioned general rules, the Company's staff must respect all (anti bribery) laws of the countries it operates in. In case of doubt, the relevant supervisor or the Global Policy Officer should be consulted on each occasion.

## **(ii) Antitrust**

### *Principle*

The Company considers the free market economy as extremely important. Rules on antitrust form an important tool for ensuring fair and unrestricted competition. Violation of antitrust laws and regulations will have a detrimental effect on the Company. Violations of antitrust laws and regulations may lead to the Company being exposed to fines, lawsuits and loss of business reputation.

### *Rules*

The Company's staff and its agents (and the Company's staff shall do the utmost to monitor compliance of agents) are under no circumstances allowed to engage in any activities that limit competition in an unfair way. These activities include - but are not limited to - price agreements with competitors, discussion on common terms & conditions with competitors or agreeing with competitors on market splits.

The Company's staff shall refrain from conducting any kind of actions in concert, either formal or informal, that intend to restrict competition or may have the conduct of doing so.

The Company's staff is obliged to take all reasonable precautions that the Company's staff itself nor its agents will be involved in any antitrust violations. The assistance of the Global Policy Officer should be sought when a member of the Company's staff or any of the Company's agents or consultants is in the possession of knowledge of or contemplates to enter into any kind of agreement with a competitor.

### **(iii) Sustainable Entrepreneurship**

#### *Principle*

The Company attaches importance to sustainable entrepreneurship, which involves *inter alia* avoiding inappropriate risks for human health and the environment and which safeguards health and safety for everyone who uses our products.

#### *Rules*

In respect of protection of the environment, the Company shall follow all local rules to apply for and receive permits for *inter alia*, the commercial use of water, air or soil.

All the Company's establishments (including but not limited to building sites and shopping malls) shall be carefully, regularly and systematically inspected in order to prevent accidents and dangerous situations. The Company's staff working in our locations shall be properly trained.

The Company's staff shall strictly and constantly observe all applicable (external and internal) rules in respect of safety. If an incident occurs, the persons involved should immediately notify the responsible persons at the Company.

The Company's staff shall strictly and constantly observe all applicable (safety, house keeping and other) rules of the Company's customers when working at or visiting the customer site.

### **(iv) Compliance with foreign trade laws**

#### *Principle*

The Company is committed to compliance with relevant economic and trade (sanctions) laws in all jurisdictions in which it operates through identifying, mitigating and managing the risks. Violation could result in significant reputational damage for the Company's legal and regulatory action and financial loss.

The Company shall not violate any laws and regulations that impose economic or other sanctions on persons or countries.

#### *Rules*

The Company's staff is committed to compliance with all relevant foreign trade laws, sanctions laws and sanctions risk management. The Company expects all employees to be accountable and responsible for their own actions and not to be involved in activities of non-compliance with sanctions requirements.

The Company's staff is obliged to observe the restrictions and rules on domestic and international trade in goods and services. The Company's staff should respect trade limitations and restrictions that are part of international embargos (including those in respect of combatting terrorism).

From time to time the countries that the Company operates in, issue economic sanctions towards other countries or persons in these countries. These sanctions sometimes involve that the Company may not be allowed to transport goods to certain countries or to do business with certain persons or companies.

The Company's staff is responsible for understanding and abiding by these rules, irrespective where the relevant person is located. If engaged in any transaction where trading of goods is carried out through dealers, resellers or agents, the Company's staff shall do its utmost to verify that dealers, resellers or agents maintain the same standards as the Company, by requesting full information (paper trail) as to the route the goods will follow or have followed and where they have been finally delivered.

In all of the jurisdictions in which the Company operates, the Company's staff is obliged to give effect to United Nations Security Council (UNSC) sanctions. Reference is made to the Consolidated United Nations Security Council Sanctions List which includes all individuals and entities subject to sanctions measures imposed by the UNSC.

(<https://www.un.org/sc/suborg/sites/www.un.org.sc.../consolidated.htm>)

Some jurisdictions also impose autonomous sanctions (such as the United States and the European Union). the Company shall keep its employees who are engaged in international trading, updated of applicable sanctions.

#### **(v) Sound working conditions, no discrimination**

##### *Principle*

Within the business of the Company, there will be no discrimination in hiring, compensation, access to training, promotion, termination or retirement based on *inter alia* race, ethnicity, nationality, religion, gender, sexual orientation or age. The Company shall respect (local and international) rules in respect of freedom of association and child labour.

##### *Rules*

The Company's staff is expected to be objective, respectful and fair in their behavior towards employees and third parties (among whom customers, suppliers, supervisory authorities and officials). Freedom of association and the right to collective bargaining shall be respected. The Company shall not make use of child labour.

#### **(vi) Conflicts of interest**

##### *Principle*

Personal interests of the Company's staff shall be kept separate from the interests of the Company. During working hours, the Company's staff is under the primary obligation to serve the Company's corporate interests.

### *Rules*

The Company's staff shall keep corporate and personal interests separate. This includes but shall not be limited to (i) the prohibition to use the Company's property for personal use (office supplies, data carriers, files and other goods); (ii) use of the Company's internet and e-mail systems whereby occasional and marginal use for personal purposes is permitted; (iii) personal involvement in political parties or social, ethical or political institutions, which is permitted as long as it does not interfere with the legitimate corporate interests of the Company and (iv) expressing personal opinions, which shall in no way raise the impression that such opinion is supported by the Company or represents the Company's views on the relevant topic.

## **(vii) Proper record-keeping and transparent financial reporting**

### *Principle*

The Company's internal control system shall provide for the proper recording of the Company's key business processes and financial information, as to ensure that all details that are relevant for accounting purposes are in place and accessible for the relevant persons.

### *Rules*

Every employee of the Company involved in presenting or recording information that is important for the Company financial reporting and public disclosure, should ensure that this information is true, complete and correct.

If an employee of the Company has reason to doubt whether the recorded information is true, complete and correct, or whether material business information has been correctly displayed in the Company's financial reporting, such employee should promptly inform his or her supervisory or the Global Policy Officer. The terms of the Company's whistleblower code will apply.

## **(viii) No insider trading**

### *Principle*

The Company protects its non-public price sensitive information (inside information) from unintended disclosure and misuse.

### *Rules*

The Company shall publish all information about its business and business developments timely and in an orderly manner to the public. Internally, inside information shall only be shared on a need-to-know basis.

### *Insider trading*

No member of the Board of Directors nor any member of the Company's staff shall be engaged in insider trading (buying or selling Company securities or other securities while having non-public, price sensitive information). The Company's Code on Insider Trading shall be strictly abided with. No member of the Board of Directors nor any member of the Company's staff shall

disclose inside information or recommend trading in the Company's securities on the basis of inside information. Members of the Company's staff that are designated for that purpose in the Company's Code on Insider Trading shall obtain prior approval from the Compliance Officer prior to dealing in the Company's securities or prior to disclosing inside information.

For the avoidance of doubt, the prohibition on insider trading applies to both Company securities and securities in another company, irrespective whether the goal is making profit.

#### **4. Actions to ensure adherence to the Plaza Centers N.V. Global Compliance Policy**

The Company is committed to ensure full adherence to the Plaza Centers N.V. Global Compliance Policy and has various measures in place to ensure adherence. Various of these measures involve authorization rules regarding pricing, contracts, commission agreements and commission payments and are included in the Company's authorization schemes. Other measures are:

- The Plaza Centers Group/ BU/Country management will ensure that all line managers and sales managers are familiar with the Plaza Centers N.V. Global Compliance Policy and confirm their understanding and adherence to the Plaza Centers N.V. Global Compliance Policy on an annual basis in writing;
- All active agents, consultants, lobbyists and other persons or entities that perform services for the Company, must confirm their agreement to the rules in the Plaza Centers N.V. Global Compliance Policy that are addressed to them, in writing;
- All new agents must be compliance checked and approved by the Company's Group CFO;
- All new agent contracts must include a text referring to the Plaza Centers N.V. Global Compliance Policy;
- In addition to the check by the area sales manager, the BU manager and the Company's chief executive officer will do a check on sticking to sanctions when signing off quotations or contracts. If needed, they will involve the Company's Group CFO for a background check on the contract party.

The Company is committed to responding consistently and decisively to detected deficiencies. As deficiencies are discovered through audits, reporting mechanisms and other activities involved with the operation of the Plaza Centers N.V. Global Compliance Policy, corrective measures will be taken to address the non-compliance. When a gap has been identified in the Plaza Centers N.V. Global Compliance Policy or a compliance violation is detected, to prevent recurrence of a compliance violation remedial actions will typically include, among other actions, personnel education and training, additional monitoring and auditing, and can involve reporting to outside agencies as required.

The Company's personnel who violate the Plaza Centers N.V. Global Compliance Policy, including the duty to report suspected violations, are subject to disciplinary action. Disciplinary actions will reflect the severity of the noncompliance, up to and including immediate termination. In addition, adherence to compliance and ethical standards will be part of the job performance evaluation criteria for all personnel. Supervisors are expected to work with the applicable human resources departments to assure that each instance involving the enforcement of disciplinary standards is thoroughly documented and that disciplinary standards are enforced consistently across the Company's organization.

All personnel of the Company are expected and required to adhere to and follow the Plaza Centers N.V. Global Compliance Policy. The failure to do so can result in disciplinary action, including but not limited to immediate termination.

Below is the procedure for reporting and investigating potential compliance issues:

1. If at any time, personnel of the Company becomes aware of or suspect illegal or unethical conduct or a violation of the Plaza Centers N.V. Global Compliance Policy, they must report it to the Global Policy Officer.
2. Once a report is received, an appropriate person will then conduct an investigation into the allegations to determine the nature, scope, and duration of wrongdoing, if any. The Company investigates all non-frivolous claims of wrongdoing.
3. If the allegations are substantiated, a plan for corrective action will be developed. Appropriate corrective action may include, for example, restitution of any overpayment amounts, notifying an appropriate governmental agency, disciplinary action or making changes to policies and procedures to prevent future occurrences.

Retaliation in any form against anyone who makes a report of wrongdoing or cooperates in an investigation is strictly prohibited. Only where it has been clearly determined that someone has made a report of wrongdoing maliciously, frivolously, or in bad faith will disciplinary action be considered.

## 5. *Officers*

The Plaza Centers Group has assigned a Global Policy Officer and a Compliance Officer reporting to the Chairman of the Board of Directors. The Global Policy Officer and the Compliance Officer are responsible for:

- Supporting management in updating and/or continuously improving the compliance procedures
- Supporting management in ensuring adherence to the compliance procedures
- Supporting the Company's staff in case of questions around compliance
- Wherever needed, being available for all staff to discuss potential compliance issues or concerns,

in the manner as set forth below.

### *Global Policy Officer*

The Global Policy Officer is Mr. David Dekel, non-executive director of the Company.

The Global Policy Officer can be consulted in respect of all questions in connection with the above principles and rules, with the exception of insider trading matters.

The Global Policy Officer can be reached through:

Telephone: +31 20 344 95 60

E-mail: [plazacenters@plazacenters.com](mailto:plazacenters@plazacenters.com)

### *Compliance Officer*

The current Compliance Officer is the Company's general counsel, Mr. Uzi Eli.

The Compliance Officer can be consulted in respect of all questions in connection with the above insider trading matters (nr. 3 (viii)).

The Compliance Officer can be reached through:

Telephone: + 36 1 462 72 21

E-mail: [uzi.eli@plazacenters.com](mailto:uzi.eli@plazacenters.com)

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Plaza Centers Board of Directors