



APPROVED
30, April, 2019

AMENDED
19, January, 2021

**PRINCIPLES AND GUIDELINES
FOR CONDUCTING CHARITABLE ACTIVITIES
AND RISK MANAGEMENT
OF THE VLADIMIR POTANIN FOUNDATION**

CONTENTS

INTRODUCTION.....	3
1 MISSION AND VALUES OF THE FOUNDATION	4
2 CONCEPTS AND DEFINITIONS USED IN THIS CODE OF ETHICS	5
3 OUR INTERACTIONS.....	6
4 OUR PLACE OF WORK	8
5 RISK MANAGEMENT	9
6 CONFLICT OF INTEREST PREVENTION.....	10
7 CONFIDENTIALITY AND DISCLOSURE OF INFORMATION	18
8 COMPLIANCE WITH LEGAL REQUIREMENTS AND OFFICIAL GUIDELINES	18
9 DONATION POLICY.....	19
10 ACCURACY OF FINANCIAL INFORMATION AND REPORTING.....	19
11 PARTICIPATION IN POLITICAL ACTIVITIES	20
12 INTERACTIONS WITH STATE OFFICIALS	20
13 COMPLIANCE WITH ANTICORRUPTION LEGISLATION AND INADMISSIBILITY OF ILLEGAL ACTIONS RELATED TO LAUNDERING OF PROCEEDS FROM CRIME AND FINANCING OF TERRORISM	21
14 COMPLIANCE WITH THIS CODE OF ETHICS AND REPORTING VIOLATIONS	21

INTRODUCTION

Our position is that we conduct the activities of the Vladimir Potanin Foundation (the "Foundation") effectively, in good faith, and ethically. We take this very seriously. We are committed to the highest standards of integrity and professional ethics and expect that, in carrying out their work, all Foundation Employees, members of the Supervisory Board, members of the Foundation Board, independent Experts, and members of the Expert Councils of the Foundation always act in an honest and ethical manner, comply with legal requirements, avoid actual and potential conflicts of interest.

The Principles and Guidelines of conducting the charitable activities and risk management of the Foundation (the "**Code of Ethics**") embody the philosophy and mission of the Foundation; they are inextricably linked with the implementation of our strategy. They reflect our principles and values as well as the traditions and norms of behavior that have developed over the years of the Foundation's work.

The Code of Ethics sets out the key standards and procedures necessary to comply with these standards. Compliance with these standards lies at the heart of our relationships within the Foundation and the Foundation's relationship with the outside world. We expect that, acting in accordance with our Code of Ethics, we maintain an organizational culture in which honest and ethical behavior is accepted, highly valued, and demonstrated by all the Foundation Employees and others involved in the work of the Foundation.

Actions that violate the provisions of the Code of Ethics are considered unacceptable and out of line with the work of the Foundation.

The Code of Ethics, describing our standards, the rules, and procedures necessary for their observance, covers the following topics:

- 1 Mission and values
- 2 Concepts and definitions used in this Code of Ethics
- 3 Our interactions
- 4 Our place of work
- 5 Risk management
- 6 Conflict of interest prevention:
 - (A) Grants and program activities
 - (B) Relations with contractors, suppliers of services and goods
 - (C) Business gifts and hospitality
 - (D) Work outside the Foundation, teaching and consulting activities
 - (E) Participation in governance bodies of other organizations
 - (F) Public speaking and publications
 - (G) Receiving payment in connection with participation in activities of other organizations, with speeches and publications
 - (H) Obtaining academic degrees and honorary titles of institutions of higher education
- 7 Confidentiality and disclosure of information
- 8 Compliance with legal requirements and official guidelines
- 9 Donation policy
- 10 Accuracy of financial information and reporting
- 11 Participation in political activities

- 12 Interactions with State Officials
- 13 Compliance with anticorruption legislation and inadmissibility of illegal actions related to laundering of proceeds from crime and financing of terrorism
- 13 Compliance with this Code of Ethics and reporting its violations.

1 MISSION AND VALUES OF THE FOUNDATION

1.1 We use this Code of Ethics to disseminate the values and principles that must be applied in any activity that we carry out on behalf of the Foundation, every day, in the performance of any official duties, and in any country in which our Foundation operates.

1.2 Mission

1.2.1 We develop a philanthropy culture, uniting creative professionals who play a key role in solving current public issues and achieve sustainable social change. We provide opportunities for new ideas and a favorable environment to make them come true.

1.3 Principles and Values

1.3.1 Openness

We strive for maximum transparency of our activities: we articulate their principles clearly and follow established rules precisely. We report on the progress and results of our work to our partners and society.

1.3.2 Creativity

We welcome active creativity, innovation, and a creative approach to any undertakings. We help each team member, partner, Beneficiary, Grantee, and program participant realize their creative potential.

1.3.3 Professionalism

In our work, we always focus on professional standards - from organizing our own activities to choosing partners. We actively seek, study, apply, and distribute the best practices in our fields of activity. We are not satisfied with what has already been achieved; we are constantly developing and striving to solve new challenges.

1.3.4 Responsibility

We are responsible for our activities and for the solution of the tasks set. We are guided by the principle "Do no harm": we carefully evaluate possible risks for the Beneficiaries, Grantees, and partners of the Foundation; we strive to reduce or eliminate them. Our management decisions are based on objective, verified, and as complete information as possible;

1.3.5 Attention to the Individual

We believe that every person is unique and try to find an individual approach to everyone. We respect the diversity of personal values, opinions, worldviews; we value each person for their uniqueness.

1.3.6 Equal Opportunities

We understand the difference between formal equal rights and genuine equity, and consistently realize this understanding. We provide equal opportunities for cooperation to all our partners and program participants and strive to expand access to our activities for individuals with special needs, ensuring accessible and comfortable physical and psychological environment for participation in our competitions.

1.3.7 Courage

To achieve positive sustainable change, we take the initiative and motivate all stakeholders to actively engage. We are open to experimentation and nonstandard solutions. We support the search, use, and replication of new approaches, methods, and technologies in our fields of activity.

1.3.8 Integrated (result-orientated) approach

In our activities, we use a wide range of models and tools: informational, expert, educational, competitive. We are focused on tangible, measurable, practical results and their long-term impact.

2 CONCEPTS AND DEFINITIONS USED IN THIS CODE OF ETHICS

2.1 The following concepts and definitions are used in this Code of Ethics:

2.1.1 "**Anticorruption Policy**" means the Anticorruption Policy of the Vladimir Potanin Foundation approved by the General Director of the Foundation subject to changes and amendments made from time to time, and the text of which is published on the Foundation's official website and is available at <http://www.fondpotanin.ru/>;

2.1.2 "**Beneficiary**" means an physical or legal entity, board of trustees of educational institutions that are not legal entities, in whose interests the Foundation carries out charitable activities;

2.1.3 "**Conflict of Interest**" means a situation in which the Personal Interest (direct or indirect) of a Foundation Employee influences or may influence proper discharge of their job duties and in which a contradiction arises or may arise between the Personal Interest of a Foundation Employee and the rights and legitimate interests of the Foundation, which could cause harm to the rights and legitimate interests, property, and/or business reputation of the Foundation;

2.1.4 "**Corruption**" means abuse of official position, giving a bribe, accepting a bribe, abuse of power, commercial bribery, or other unlawful uses by an individual of their position against the legitimate interests of society and the state to obtain benefits in the form of money, valuables, other property, or property-related services for oneself or for third parties, or unlawful provision of such benefits to such person by other individuals. Corruption also means commission of the above acts on behalf of or in the interest of a legal entity;

2.1.5 "**Counterparty**" means any Russian or foreign legal or natural person with whom the Foundation enters into contractual relations (with the exception of labor relations);

2.1.6 "**Employees**" means Workers of the Foundation, as defined above, as well as persons performing work for the Foundation or providing services on the basis of civil law contracts with the Foundation, including Experts, as well as current members of the Foundation Board, the Supervisory Board, and the Expert Council;

2.1.7 "**Expert Council**" means a collegial body of the Foundation whose main objective is examination and selection of applications from potential Beneficiaries for the provision of funds or other assets by the Foundation;

2.1.8 "**Experts**" means specialists engaged by the Foundation to conduct research and examination of applications from potential Beneficiaries.

2.1.9 "**Financing of Terrorism**", in accordance with Paragraph 4 of Article 3 of the Federal Law No. 115-FZ dated August 7, 2001 "On Counteracting Legalization (Laundering) of Proceeds from Crime and Financing of Terrorism", means providing or raising funds or providing financial services with the knowledge that they are intended to finance the organization, prepare, and commit at least one of the crimes provided for by the Criminal Code of the Russian Federation, to finance or otherwise materially support a person for the purpose of committing by them of at least one of these crimes, or to support an organized group, an illegal armed group, or a criminal community (criminal organization) created or being created to commit at least one of such crimes;

- 2.1.10 **"Foundation Board"** means the supreme collegial body of the Foundation, the main function of which is to ensure compliance by the Foundation with the objectives it was created for;
- 2.1.11 **"Founder of the Foundation"** means a physical and a legal entity which created the Foundation and formed its property, and which contribute non-repayable and non-revocable funds or other property to the Foundation to support its philanthropic activities;
- 2.1.12 **"Gift"** means any valuable, in tangible or intangible form, for which there is no obligation to pay - i.e. donated valuable, including items, things, gift certificates for any types of goods and services, invitations to events (concert, sightseeing, sports, etc.), funds, securities and other property, benefits and property-related services, including work, services, payment for entertainment, transportation costs, loans, discounts, lease of property, including housing, etc.;
- 2.1.13 **"Grantee"** means a recipient of funds or other property from the Foundation on a free and nonrefundable basis for the implementation of specific educational programs as well as for specific activities;
- 2.1.14 **"Legalization (Laundering) of Proceeds from Crime"**, in accordance with Paragraph 3 of Article 3 of the Federal Law No. 115-FZ dated August 7, 2001, *"On Counteracting Legalization (Laundering) of Proceeds from Crime and Financing of Terrorism"*, means making it appear that possession, use, or disposal of funds or other property obtained as a result of the commission of a crime is legitimate;
- 2.1.15 **"Personal Interest"** means the interest of a Foundation Employee related to the possibility for such Foundation Employee, while performing their duties, to receive income in the form of money, valuables, other property or property-related services, other property rights for themselves or for third parties;
- 2.1.16 **"Representation Expenses"** means expenses of the Foundation on holding official receptions, organizing visits to cultural and entertainment events, catering at business meetings, translation services, and other organizational expenses that are allowed in accordance with current legislation;
- 2.1.17 **"State Official"** means any Russian or foreign, appointed or elected person, replacing any position in a legislative, executive, administrative, law enforcement, judicial body, or international organization; any person performing a public function for the state, including for a government body, agency or enterprise; leading political figures, officials of political parties, including candidates for political posts, ambassadors, leaders and employees of state bodies, agencies, and enterprises;
- 2.1.18 **"Supervisory Board"** means a collegial body of the Foundation that oversees the Foundation's activities, adoption of decisions by other Foundation's bodies and their enforcement, the use of funds by the Foundation, and the Foundation's compliance with the law;
- 2.1.19 **"Workers"** means individuals who have an employment relationship with the Foundation.

3 OUR INTERACTIONS

- 3.1 It is of fundamental importance for us to follow the principles of good faith and to observe our values in all our interactions wherever we work. This is the basis of our professional approach to our program and charitable activities; it supports our reputation and helps earn the trust of our Beneficiaries, Grantees, Counterparties, partners, professional community in Russia and abroad, and the society as a whole.
- 3.2 Each Employee is obliged to treat their colleagues within the Foundation and outside it, the grant applicants, Beneficiaries, Grantees, Experts, Counterparties, consultants, the media, and members of the public impartially, professionally, and with respect. This obligation applies to all our interactions anywhere in our work: at the Foundation premises, at the premises of our partners,

- Beneficiaries, and Grantees, on business trips and when visiting events, in any public places in Russia and abroad.
- 3.3 We do not tolerate direct or indirect discrimination, humiliation, accusation, or unfair treatment of any person on the basis of such factors and their appearances as origin, race, skin color, ethnic or national identity, class, caste, religion and beliefs, political or other views, sex, language, sexual orientation and gender identity, health, marital status, pregnancy, having underage children, economic status, or belonging to an ethnic minority.
 - 3.4 Manifestations of aggression, intimidation, persecution, and insults in respect of Employees and/or persons involved in the Foundation's work are not allowed in any form (including actions, words, jokes, comments, etc.). The consequences of violating this part of the Code of Ethics will be deemed some of the most serious. Each situation will be evaluated based on all relevant circumstances. In case of committed misconduct, appropriate disciplinary measures will be applied to Employees, including termination of employment, depending on the circumstances. Physical violence against others in any form will lead to the most serious consequences.
 - 3.5 We do not tolerate bribery or any form of Corruption.
 - 3.6 We do not tolerate any activity related to Legalization (Laundering) of Proceeds from Crime and Financing of Terrorism.
 - 3.7 We do not try and will not try to influence other people's decisions, nor do we allow others to exert undue influence on us through exchange of something of value, including Gifts, hospitality, funds, services, bonuses, and discounts. We avoid any actions that may appear as undue influence.
 - 3.8 We guarantee that our personal interests and relationships will not cause Conflicts of Interest or even create potential opportunities for influencing our decisions and professional judgments.
 - 3.9 In third-party interactions, we guarantee good faith and expect the same from the third party. We only cooperate with third parties who have the necessary qualifications and experience and who use standards of conduct that are compatible with ours. We pay fair remuneration, and only for the work performed by them.
 - 3.10 We adhere to our standards of maintaining good faith in any situation and also do not allow, do not ask, and do not create the conditions for someone to act improperly on our behalf.
 - 3.11 We are aware of the seriousness of the problem of protecting children and comply, to the extent applicable to the Foundation's activities, with all the laws and official guidelines that at any given time are applicable to the protection and safeguarding of children as well as the principles of the UN Convention on the Rights of the Child dated November 20, 1989.
 - 3.12 We respect and protect the confidentiality of personal data when collecting, using, storing, transmitting, and/or disclosing such data, and we do it honestly, transparently, and using secure channels and facilities.
 - 3.13 The reputation and image of the Foundation are important aspects of our activity. Our activities are always in line with our promises. We speak about ourselves and our activities truthfully and responsibly, promptly and reliably disclose data regarding the provision of grants, donations, our interactions, and payments. In public reports, we openly and honestly inform our Founders, Counterparties, partners, Beneficiaries, Grantees, the professional community and the public about our activities and their results. We responsibly use social media and other online communities.
 - 3.14 In our communications with applicants, Beneficiaries, Grantees, and partners, we strive to combine a business approach with personal engagement and responsiveness.
 - 3.15 We do not allow formalistic approach to handling grievances and complaints. Any and all Foundation's decisions are based on objective and unbiased consideration of all factual

circumstances. We take care in considering any communication, striving to provide feedback with as much quality and timeliness as possible.

- 3.16 In order to prevent and counteract potential abuse, corruption, violations of the Foundation's policies and guidelines, the Foundation maintains a hotline. All communications received through the hotline have to be registered and considered, with a response provided.
- 3.17 Each Employee understands that causing damage to the Foundation and its reputation is unacceptable. We do not allow statements and actions that may damage the Foundation, its reputation, and the reputation of its Founders and partners.
- 3.18 All of the Foundation Employees act in strict accordance with the principles, provisions, and requirements of this Code of Ethics as well as the Anticorruption Policy adopted by the Foundation and posted on its official website on the internet.

4 OUR PLACE OF WORK

- 4.1 We perform our work professionally and in good faith. Our conclusions and decisions can only be based on verified and objective information. In our professional activities, we are invariably guided by the norms of legislation, official duties, and the policies and rules of conducting charitable activities established in the Foundation. Each of us strives to fulfill our responsibilities as fully and responsibly as possible, contributing to the fulfillment of the Foundation's mission and the implementation of its strategy.
- 4.2 We welcome active creation and creativity, search for and development of new ideas, approaches, methods and technologies in our fields of activity. We help each team member, partner, Grantee, Beneficiary, program participant realize their creative potential. We strive for the active and free dissemination of ideas, knowledge, and best practices in our fields of activity, ensuring the accessibility of intellectual results. At the same time, we strictly observe the intellectual rights of third parties. In the course of our work, the Foundation creates various products and works that can be recognized as intellectual property and in which intellectual property rights arise. We understand that these products and works are considered to be works made for hire as we create them in the performance of our job duties and/or on the instructions of the Foundation management, which are duly executed. A Worker or a group of Workers who created such work (a result of intellectual activity) are the authors of a work made for hire, have personal non-property rights in it (in particular, the right of authorship, the author's right to a name, the right to the integrity of the work, etc.). The Foundation is assigned the exclusive (property) right in works made for hire.
- 4.3 Managers of the Foundation units are responsible for ensuring the effective interaction of such units in the interest of the Foundation's program activities. In striving to be a model of behavior for the Employees of their department, management must demonstrate a respectful, friendly attitude toward all of the Foundation Employees and its partners.
- 4.4 The Foundation Employees contribute to the creation and strengthening of the Foundation's reputation and do not permit any behavior that could harm it.
- 4.5 We treat all colleagues in the Foundation with respect and goodwill. Each of us is a valuable and respected member of a team of like-minded individuals.
- 4.6 The Foundation develops and maintains a favorable working environment, in which all of the Employees feel always respected, supported, and safe. Discrimination, sexual and other harassment are unacceptable and completely out of line with our standards for creating respectful and professional relationships in the workplace. Any kind of oppression, persecution, or intimidation is prohibited in the Foundation. The Foundation will promptly investigate all complaints of harassment or discrimination and take appropriate action. Retaliation (reprisals) of an Employee

for reporting discrimination or harassment or for participating in the investigation of such facts are prohibited.

- 4.7 The Foundation's decisions with regard to hiring, rewarding, development, and career advancement of Employees are made solely on the basis of their abilities, work experience, attitude to others, performance, and demonstrated potential in relation to the requirements of a particular position.
- 4.8 The Foundation seeks to develop the talents of its Employees and supports everyone in their desire to realize their potential.
- 4.9 We use effective occupational health and safety systems for our Employees as well as environmental protection systems. We support initiatives to preserve the environment, including processing of plastic products and careful attitude to paper usage.
- 4.10 The system of remuneration in the Foundation is focused on the formation and development of human resources, attracting the best specialists from the labor market, and retaining talented and promising Employees. The amount of the remuneration of the Foundation's Employees depends on their level of professional competence, their position, and contribution to the achievement of strategic goals and the implementation of the Foundation's mission. The system of motivation, adopted by the Foundation to reinforce remuneration, gives priority to the creation of conditions for professional and personal development of Employees.
- 4.11 We effectively and efficiently manage financial, tangible, and intangible resources and protect the Foundation's assets, including technologies and systems used for conducting charitable activities.
- 4.12 The use of the Foundation's resources for personal purposes is unacceptable. Our rule is that we do not pursue any business that is not related to the Foundation at the Foundation premises and during working hours without specific consent of the Foundation management. The Foundation's information systems, including email and any technical devices provided to the Foundation Employees, should be used exclusively for performance of official duties, and their use for personal purposes is unacceptable. Our rule is also that the Foundation does not use Workers' personal property in its activities. Exceptions can only be made with the consent of the Worker and proper registration of the use of the Employee's personal property with a payment of compensation to such Worker. When using the Foundation's or an Employee's property, we will make every effort to prevent damage to either of the parties.
- 4.13 Each Foundation Employee shares the values, principles, and rules of conduct set forth herein. Each Foundation Employee recognizes the validity of the requirements set in the Foundation's rules and regulations, and consciously and freely accepts responsibility for compliance. The Foundation makes every effort to be as loyal and flexible as possible when formulating internal rules and regulations.

5 RISK MANAGEMENT

- 5.1 We ensure a flexible and proactive approach to the implementation of the Foundation's activities which will be most effective for the realization of its mission. To this end, we apply a risk-oriented approach that makes it possible to achieve our goals by reducing risks and to focus the Employees' activities on those areas that require special attention;
- 5.2 The Foundation's risk management process is based on a the distributed risk management model, which implements a range of individual approaches for each of the key business processes and requires engagement of all Foundation Employees.
- 5.3 The creation of a compliance system for risk management allows us to effectively control risks, respond promptly to their changes, and minimize administrative costs in relation to the costs of the Foundation's substantive activities in achieving its mission.

- 5.4 In risk management we are guided by the best standards and practices and adhere to the principles of efficiency, continuity and complexity.
- 5.5 The Foundation's risk management system includes the following elements:
- (A) Analysis of internal and external risks and their assessment;
 - (B) Determination of applicable regulatory requirements and best practices;
 - (C) The establishment and subsequent fulfillment of the responsibilities in meeting the above requirements and mitigating the identified risks;
 - (D) Planning of activities and control of the identified risks;
 - (E) Managing risks, which entails determining methods and a combination of measures and activities to implement subsequent control;
 - (F) Evaluation of the Foundation's performance and consideration of cases where legal requirements and the Foundation's policies are violated by Employees;
 - (G) Making changes to the compliance system in view of changes in legislation and the implementation of best practices.
- 5.6 Based on the specifics of the Foundation's activities, we single out the following areas of risk:
- (A) risks of noncompliance with legislative requirements: the Foundation and its Employees are obliged to know applicable legislation, comply with its requirements, and monitor its changes;
 - (B) financial risks: as a nonprofit organization, the Foundation, receiving funds from the Founder, re-distributes these funds, after paying for its own administrative expenses, to Beneficiaries and Grantees; therefore, it is necessary to ensure transparency and an understanding of how the funds are distributed and who receives them;
 - (C) reputational risks: the Foundation's activities are based on our impeccable reputation and the trust of our Founders, partners, Beneficiaries, Grantees, and Counterparties;
 - (D) operational risks: the Foundation's effective work consists of its Employees' concerted efforts to ensure high-quality management of internal processes.
- 5.7 Since corruption-related transgressions can lead to an increase in the level of risks in all of the above areas and are unacceptable for the Foundation, the Foundation's risk management system is first and foremost aimed at strict compliance with anticorruption requirements and the prevention of any such transgressions.
- 5.8 As part of risk assessment, the Foundation attaches great importance to verifying the reliability and reputation of its Counterparties. Before entering into contracts with third parties, the Foundation checks them in accordance with the Guidelines for Requesting and Examining the Counterparties' Documents. In case of doubt or a need to obtain additional information regarding a Counterparty, as well as for the purposes of counteracting Legalization (Laundering) of Proceeds from Crime and Financing of Terrorism, the Foundation may engage independent third parties to provide expert assessment.
- 5.9 In the course of its work, the Foundation is guided by the principles of good faith and trust with respect to its Counterparties, and expects the same approach from them. The Foundation Employees assume that the documents provided are true, valid, and correspond to the facts, and the information received from the Counterparties was and remains complete, accurate, non-misleading, and valid.

6 CONFLICT OF INTEREST PREVENTION

- 6.1 It is of fundamental importance for us that all Employees are fully aware of the responsibility for maintaining a high level of the Foundation's ethical standards and never subordinate business relations, fulfillment of official duties, and decision-making to their personal interests. We will do everything we can to quickly and effectively prevent potential Conflicts of Interest. Identifying Conflicts of Interest in the activities of the Foundation and its Employees is an important way to prevent Corruption and other offenses, including those related to Legalization (Laundering) of Proceeds from Crime and Financing of Terrorism.
- 6.2 In its most general form, a Conflict of Interest is understood as the occurrence of a situation in which an interest of an Employee as a private individual conflicts with their official duties and thus may adversely affect the Foundation's interest. As a rule, this may occur in three cases.
- 6.2.1 when an Employee's close relative, or another person or organization with whom an Employee and/or their close relative is bound by property, corporate, or other close relationship, is participating, intends to participate, or is interested in a transaction/deal with the Foundation (a grant, donation, contract to supply goods, works, services, etc.);
- 6.2.2 when an Employee, performing their official duties in the Foundation, is also a representative of another organization (founder, Employee, Board member, etc.) with which the Foundation has or is planning to have business relations (a grant, donation, contract to supply goods, works, services, etc.).
- 6.2.3 when an Employee has or is planning to have business interests or activities that are external to the Foundation and may affect the effectiveness of their work for the Foundation due to the amount of time and attention diverted from the performance of their duties in the Foundation.
- 6.3 For the purposes of this document, the term "close relative" includes: spouse, partner, parent, son or daughter, spouses of children, full and half-siblings, uncle, aunt, nephew, cousin, grandchildren, grandparents, and the following relatives of the spouse: mother, father, sister, brother, son, or daughter.
- 6.4 In implementing its policy to prevent Conflicts of Interest, the Foundation relies on the common sense and integrity of its Employees and all persons involved in the Foundation's work. The Foundation encourages a culture of transparency in which they promptly and fully disclose all gifts, personal and professional interests, or relationships that they know of and that can lead to a Conflict of Interest (or a potential Conflict of Interest) in relation to transactions, grants, contracts, etc., or otherwise affect their objectivity.
- 6.5 It appears impossible to describe all cases and actions that may create a Conflict of Interest; therefore, this Code of Ethics describes the ones that occur most frequently. In a case when it is difficult to determine whether a situation leads to a Conflict of Interest, you should contact the personnel manager or your immediate supervisor as soon as possible. The procedure for the notification of a real or potential Conflict of Interest, or of any situation that may create the appearance of a Conflict of Interest, is described in the Conflict of Interest Notice (**Annex 1**).
- 6.6 *Grants and program activities*
- 6.6.1 To prevent Conflict of Interest in program and grant activities, we strictly adhere to the following rules:
- 6.6.2 In carrying out program activities, at all stages of selecting applicants and working with Beneficiaries, at all stages of grant management, at all stages of conducting grant competitions, forming boards of Experts and Expert Councils, evaluating of applications, and at the stage of monitoring project implementation, we are always guided by the Charter of the Foundation, we strictly follow the approved charitable programs, principles, and rules for the provision of grants, the provisions on competitions, and other internal documents of the Foundation.

- 6.6.3 The Foundation engages external independent experts in the evaluation of applications for the Foundation's grant competitions and for participation in the Foundation's Expert Councils. These experts are guided by the "Principles and Guidelines" and are subject to the strictest requirements as to the prevention of Conflict of Interest and matters of confidentiality—namely:
- 6.6.4 A member of the Expert Council is not allowed to do an evaluation if they or their close relatives:
- (A) are current Grantees/Beneficiaries of the Foundation for any kind of competitions (have an open grant agreement at the time of the consideration of applications or are members of project teams);
 - (B) are participating or have ever participated in the activities of the organization in which the project announced for the competition will be implemented, as founders, members of the collegial body, or as the sole executive body;
 - (C) are or were, at any point during the last year, staff members/part-timers/had other contractual relationships/received money or other property/benefited from works or services provided for free in the organization where the announced project will be implemented;
 - (D) are related to the applicant;
 - (E) are applicants in any current competition of the Foundation in the current year;
 - (F) have some other Personal Interest in the results of the consideration of applications.
- 6.6.5 In the event of a Conflict of Interest, an Expert Council member is obliged to notify the Foundation. The application in relation to which this Expert Council member has a Conflict of Interest is given for evaluation to another Expert Council member.
- 6.6.6 At an in-person meeting, an Expert Council member does not participate in voting on an application with which they have a Conflict of Interest.
- 6.6.7 Experts are not allowed to:
- (A) disclose their status publicly on the internet, including through publications and/or through the Expert's contacts (communications) with/to the Applicant and their representatives;
 - (B) discuss the content of applications and their evaluation with Applicants and/or their representatives;
 - (C) use the content of the application for the purpose of obtaining their own benefit or any other purpose other than the purpose of the evaluation.
- 6.6.8 A Foundation Employee, if they are a member of the collegial body of the potential Foundation Grantee, cannot be responsible for working with this organization's grant application and cannot recommend and/or approve/sign this grant. Also, an Employee who is studying at a university which is a current or potential Beneficiary of the Foundation cannot be responsible for working with such university's grant application. The Employee should immediately notify their direct supervisor of this situation and recuse themselves. The Employee is completely suspended from working with such an organization. If the Foundation General Director is a member of the collegial body, the approval/signing of the contract with the Beneficiary must be agreed upon in writing with the Foundation Board. If another Foundation Employee is a member of any management body of this organization, this fact should be recorded in the relevant documents at the stage of working with the grant application, as well as the fact that this affiliated Employee did not take part in the negotiations on the provision of the grant to this organization by the Foundation.
- 6.6.9 A Foundation Employee cannot be responsible for a grant (for working with a grant application) of an organization for which close relatives of such Employee work—on staff, part-time, or under a civil law contract.

- 6.6.10 Prior approval of the Foundation General Director is required to provide grants to organizations for projects in which, according to the information of the Responsible Grant Officer, a close relative of any of the Foundation Employees is working or will work.
- 6.6.11 The approval of grants for general support to organizations (including for endowment formation), which, according to the responsible Program Officer's information, employ a close relative of any of the Foundation Employees (or a close relative of any of the Foundation Employees has a considerable interest in the activities of such an organization), can occur only on condition that such employment or interest is disclosed in the relevant documents at the stage of working the application for a grant.
- 6.6.12 Individual grants (including special grants to support professional mobility) and counseling cannot be provided to a close relative of a Foundation Employee. Individual grants and counseling cannot be provided to any other relative of the Employee without prior written consent by the Foundation management.
- 6.6.13 Foundation Employees may engage in program activities in areas in which they previously worked. However, if an Employee, prior to their employment by the Foundation, worked for an organization which is a Grantee or a potential Grantee of the Foundation, we will take additional measures to prevent even a potential possibility for a Conflict of Interest. In such cases, the Employee is obliged to fully disclose information about the existing relationships and discuss possible risks and consequences with their immediate supervisor. The Foundation will take steps to ensure the transparency of any transaction with such organization.
- 6.6.14 For two years after leaving the Foundation, a former Employee may not be the head of a Foundation Grantee's active projects.
- 6.6.15 Provision of grants to organizations in which the Foundation General Director works or is a member of the collegial body is possible subject to additional approval by the Foundation Board.
- 6.7 *Relations with contractors, suppliers of services and goods*
- 6.7.1 In preparation for concluding a contract with contractors and suppliers of goods and services, in order to comply with legal requirements, including legislation on countering Legalization (Laundering) of Proceeds from Crime, Financing of Terrorism, and financing the spread of weapons of mass destruction, the responsible Employees of the Foundation carry out the procedure for identifying and confirming the good faith of the relevant Counterparty in accordance with the Guidelines for Requesting and Examining the Counterparties' Documents.
- 6.7.2 Employees are required to notify their direct supervisor of a substantial Personal Interest in relation to any supplier of goods and services for the Foundation. They cannot participate in negotiations about the contract with such supplier. Substantial Personal Interest means financial or any other interest of the Employee or their close relative that may influence such Employee's judgment in the performance of their official duties. Also, an Employee who is studying at a university cannot be responsible for supervising a contract with this university as a contractor. Such Employee is obliged to disclose the fact of studying at the university and to withdraw from working with such organization.
- 6.7.3 When the Foundation concludes transactions with individuals and organizations to which members of the Foundation Board or the Supervisory Board, or the General Director, are related (as defined in Article 27 of the Federal Law No. 7-FZ dated January 12, 1996, "On Nonprofit Organizations"), the following requirements are to be observed:
- (A) interested party: members of the Foundation Board and/or the Supervisory Board and/or the General Director are obliged to report their interest to the Foundation Board prior to making a decision on concluding a transaction;

- (B) the transaction must be approved by the Foundation Board (Article 27 of the Federal Law No. 7-FZ dated January 12, 1996, "On Nonprofit Organizations").
- 6.7.4 A transaction in which there is an interest and which was made in violation of the requirements may be invalidated by the court. The interested party shall be liable to the Foundation for damages caused by them to the Foundation. If damages are caused to the Foundation by several interested parties, their liability to the Foundation is joint and several.
- 6.7.5 For two years after leaving the Foundation, a former Employee may not be a representative of a contractor in negotiations on the conduct of activities with the Foundation.
- 6.8 *Business gifts and hospitality*
- 6.8.1 Our general rule is that the Foundation does not approve the acceptance of Gifts by Employees and/or their close relatives to avoid the impression that such Gifts may influence the decisions of the Foundation. Employees should consider any gifts from individuals and organizations that have or may have a business relationship with them as Gifts and consider themselves in such a situation as an official. Employees are advised to report violations of the rules on non-acceptance of Gifts to the specified persons and organizations in a timely and direct manner. Employees should not present/give anything of value, if this may be perceived as exerting undue influence.
- 6.8.2 Foundation Employees may give Gifts of reasonable value or receive such Gifts (as well as bear certain Representation Expenses), if such actions cannot be considered as an incentive to make a decision in the interest of the giver and/or the person financing participation in certain events in exchange for information, favorable attitude, or opportunities for the Foundation, which otherwise would not have been provided. Gifts and reimbursement for Representation Expenses to Foundation Employees, Counterparties, and other persons should not in any way affect the ability of these individuals to make unbiased and fair business decisions.
- 6.8.3 When interacting with persons holding positions of the state (municipal) service, one should be guided by the rules governing the ethical norms and rules of official conduct of public officials.
- 6.8.4 In the Foundation, it is acceptable to present and accept token Gifts, which are typical of common business practices and comply with the requirements of applicable legislation. Any Gifts that Employees, on behalf of the Foundation, may give to other persons or accept on behalf of the Foundation in connection with their work activities, as well as expenses for business hospitality and Representation Expenses, must:
- (A) be directly connected with the statutory goals of the Foundation's activities, or with memorable dates, anniversaries, national or professional holidays, etc.;
 - (B) be reasonably sound, reasonable, proportionate, and not a luxury item;
 - (C) not compromise the recipient's ability to make impartial and fair decisions in connection with their work and official powers (duties)—that includes, but is not limited to, that they must not be given in exchange for information, preferential treatment, or opportunities that otherwise would not have been provided;
 - (D) not constitute a hidden reward for a service, action, inaction, connivance, patronage, granting rights, making a certain decision about a transaction, agreement, permission, etc., or an attempt to influence the recipient with any other illegal or unethical purpose;
 - (E) not put at risk the reputation of the Foundation, its Employees, and other persons in the event of the disclosure of information on the Gifts presented and expenses incurred;
 - (F) not be prohibited by the current legislation as well as other procedures or corporate and other adopted policies applicable to the giver or the recipient;
 - (G) not impose any moral obligation on the recipient;

- (H) not contradict generally accepted norms of morality and ethics, applicable legislation, principles and requirements of the Foundation's Anticorruption Policy and other local regulations governing the prevention and suppression of Corruption and other offenses, including those related to Legalization (Laundering) of Proceeds from Crime and Financing of Terrorism, in the Foundation;
 - (I) go through the necessary coordination (notification) procedures established in the Foundation and be authorized by the Employee's supervisor, which should be properly documented.
- 6.8.5 It is not allowed to give and accept Gifts on behalf of the Foundation and its Employees in the form of funds, both cash and non-cash, regardless of the currency, as well as in the form of shares, options, or other liquid securities.
- 6.8.6 The Foundation Employees may not make Representation Expenses by directly disbursing cash to third parties or transferring it to their bank accounts.
- 6.8.7 All expenses for Gifts must be correctly and reliably recorded in expense reports and reflected in the Foundation's accounting records.
- 6.8.8 In case of any doubts about the legality or ethics of their actions, the Foundation Employees must notify the personnel manager and consult with them before giving/accepting Gifts, providing business hospitality, or participating/organizing participation in any events when reimbursing expenses.
- 6.8.9 If an Employee receives a Gift on behalf of the Foundation, this Employee must notify the personnel manager within five working days.
- 6.8.10 A Foundation Employee who is offered Gifts or other remuneration (both directly and indirectly) during performance of their job responsibilities, when such Gifts may influence their decisions or their actions (inaction) must:
- (A) reject them and immediately notify the personnel manager of the fact of the Gift offer;
 - (B) if possible, exclude further contacts with the person who offered the Gift or remuneration, unless such contacts are part of their job responsibilities;
 - (C) if it is not possible to reject the Gift or return it—hand it over, with a respective memorandum, to the personnel manager and continue working in the manner prescribed in the Foundation on the issue with which the Gift was associated.
- 6.8.11 Failure to comply with these requirements may be grounds for applying disciplinary, administrative, criminal, and civil measures to the Foundation Employee.
- 6.9 *Work outside the Foundation, teaching and consulting activities*
- 6.9.1 Since there is a possibility that working part-time for another organization, providing counseling, or teaching on a reimbursable basis may interfere with an Employee's main responsibilities and/or create a real or apparent Conflict of Interest with the Foundation, Employees usually do not participate in such employment, especially in organizations that are Grantees or suppliers of the Foundation. Employees are required to notify the Foundation of their intentions to engage or being engaged in teaching and academic activities.
- 6.9.2 Exceptions may be made with the prior written consent of the General Director in the following cases:
- (A) if the work outside the Foundation does not interfere with the Employee's responsibilities vis-a-vis the Foundation, taking into account the Employee's obligations and duties, such as traveling and attending program activities that may go beyond normal working hours;

- (B) if such employment does not influence or create the potential for such an influence on the opinion and judgment of the Employee performing their duties and acting on behalf of the Foundation.
- 6.10 *Participation in governance bodies of other organizations, external Expert Councils and public councils*
- 6.10.1 Employees who are invited to participate in their personal capacity (rather than at the Foundation's request) in activities of other organizations in the roles of a trustee or member of collegial bodies can accept such invitations only with the prior written consent of their supervisor and the Foundation General Director, and, in case of the Foundation General Director, with the consent of the Foundation Board. Upon receipt of an invitation to join the Expert Council or public council of an organization, Employees should notify the Foundation General Director—or the Foundation Board if the invitation is received by the General Director.
- 6.10.2 Factors to consider when evaluating such invitations include:
- (A) whether there is a Conflict of Interest (for example, whether the organization is the Foundation's Grantee or a supplier, or may become one);
 - (B) whether the additional workload arising from this role may affect the Employee's ability to perform their main responsibilities;
 - (C) whether there is a close affinity with the Employee's work for the Foundation or professional training;
 - (D) what it will give the Employee and the Foundation professionally;
 - (E) whether there is a possibility that the organization may misinterpret this relationship as an increased chance of receiving funding from the Foundation.
- 6.10.3 Having obtained the consent to participate in collegial bodies of other organizations, the Employee (if it concerns nonprofit organizations) can attend their meetings and fulfill their obligations during working hours, if this does not affect their ability to perform their main responsibilities vis-a-vis the Foundation. In all other cases, the Employee is required to take a vacation or day off. The Foundation policy on remuneration and reimbursement for expenses related to work performed outside the Foundation is provided below.
- 6.11 *Public speaking and publications*
- 6.11.1 We adhere to clear rules regarding public speaking opportunities and publications.
- 6.11.2 If these relate to our work, we prepare them jointly and in accordance with the recommendations of the Foundation's Public Relations Directorate, which is responsible for all external communications and positioning of the Foundation. Interviews on behalf of the Foundation are coordinated in advance with the Directorate and the General Director. Interviews are usually given by the General Director and program directors. Program and project managers can comment on their programs without prior approval but are required to notify the Public Relations Directorate.
- 6.11.3 Employees do not comment on the statements of the Foundation Founders, nor can they comment on behalf of the Founders.
- 6.11.4 The General Director agrees with the Foundation Board on matters concerning the Foundation's public positions (for example, signing a major contract on behalf of the Foundation);
- 6.11.5 We also have rules regarding public speaking opportunities and publications that are not related to our work for the Foundation.
- 6.11.6 Employees are advised to maintain their existing professional qualifications (for example, those of a social scientist, political scientist, lawyer, economist, HR specialist, etc.) and reputation in their

professional field, i.e. to speak publicly delivering reports, lectures, etc., and write articles on topics related to their professional field of interest, provided that the time for the preparation and implementation of these activities does not affect their main responsibilities. Before undertaking such appearances or articles, Employees should discuss this with their immediate supervisor. When an Employee's presentation may be perceived as speaking on behalf of the Foundation, or if their presentation or article is related to the Employee's professional interest but intended for a large audience (for example, when an Employee writes an article for a periodical or speaks on television or radio), the Employee should contact the Foundation's Public Relations Directorate. The Directorate may provide additional recommendations for such presentations and articles. Employees are invited to send copies of speeches, articles, and published works to the Public Relations Directorate soon after they have been produced.

- 6.11.7 Employees writing articles and acting on their own, rather than the Foundation's, behalf should clearly indicate to this effect. In all cases when an Employee, on their own private initiative, participates in any activity that is not related to the Foundation, if in the course of such activities it becomes known that they work for the Foundation, such Employee must make it clear that they are participating in such activities in their personal capacity.
- 6.11.8 The Foundation Employees adhere to the highest ethical standards in their activities, respect their colleagues and the Foundation Founder, and, therefore, avoid any statements, speeches, or dissemination of information in any other form, if such dissemination of information can lead to damage for the Foundation's and its Founder's reputation. Use of any confidential information with regard to the Foundation and its Founder in public statements and speeches is prohibited, unless otherwise provided for by legislation or the Foundation's internal documents.
- 6.12 *Receipt of fees in connection with participation in activities of other organizations' collegial bodies, with speeches and publications, as well as reimbursement of expenses associated with such activities*
 - 6.12.1 Foundation Employees can receive remuneration and reimbursement of expenses from individuals and organizations that are not Foundation's Beneficiaries and Grantees for the previously described activities—membership in collegial bodies, conducting evaluations, participation in public councils and Expert Councils, public speeches, and publications. Acceptance of a payment/fee from a Foundation Grantee is not allowed. Reimbursement for expenses, including travel expenses, at the expense of Foundation Grantees is also not allowed. As far as membership in collegial bodies of nonprofit organizations is concerned, costs of travel and accommodation in connection with this activity are paid by these nonprofit organizations. The Foundation pays expenses in the event they are incurred in the course of performing an official task by the Employee as assigned by the Foundation management.
- 6.13 *Obtaining academic degrees and honorary titles from institutions of higher education*
 - 6.13.1 We support professional development of the Foundation Employees, including remote and correspondence learning, training in the programs of continuing professional education, graduate and postgraduate studies, as well as carrying out academic research for candidate and doctorate degrees, if this activity is carried out in the Employee's spare time and does not interfere with the performance of their main responsibilities. When choosing a program and an educational institution, it is necessary to consider an actual and potential Conflict of Interest—that is, the question whether an educational institution is (or will be) a Foundation Beneficiary, Grantee, or Counterparty. The Employee needs to obtain prior approval from their direct supervisor and the Foundation General Director. General Director and a member of the Foundation Board need to obtain approval from the Foundation Board.
 - 6.13.2 An Employee cannot receive an honorary title of a higher education institution participating in the Foundation's programs without prior written consent of the Foundation General Director, and the

General Director and a member of the Foundation Board, without prior approval of the Foundation Board.

7 CONFIDENTIALITY AND DISCLOSURE OF INFORMATION

- 7.1 Personal data of Foundation Employees and Counterparties, information about Foundation Experts' identity, and the content of their expert opinions are confidential and not subject to disclosure by Foundation Employees, except as required by law and except information disclosed by the Foundation in accordance with this Code of Ethics. Persons should be given access to data and documents containing confidential information in accordance with the principle of necessary sufficiency, and only on condition of signing a Nondisclosure Agreement, in accordance with the form attached to this Code of Ethics as **Annex 2**. Employees and Counterparties should have access only to the information that is directly necessary for their activities. Employees who have access to confidential information should use it only to perform their official responsibilities, in strict accordance with the requirements established by law. Disclosure of confidential information by Foundation Employees, except as required by law or internal regulations of the Foundation, is unacceptable. Foundation employees do not disseminate information that may cause damage to the reputation of the Foundation and its Founder and prevent dissemination of such information to the extent possible and in accordance with applicable legislation.
- 7.2 The Foundation guarantees secure storage and confidentiality of personal data of its Founder, Employees, Beneficiaries, Grantees, Counterparties, and other third parties with whom it works. The Foundation undertakes to use the personal data of its Founder, Employees, Beneficiaries, Grantees, Counterparties, and other third parties publicly only with their personal permission and in strict accordance with the requirements of the law and the Regulation on personal data processing.
- 7.3 The Foundation reserves the right to process its Employees' personal data stored in the Foundation's information systems, including Employees' emails accounts, and on technical devices provided to Foundation Employees for the performance of their official responsibilities, for the purpose of monitoring Employees' compliance with the requirements of applicable legislation, other regulations, internal policies, and regulations adopted by the Foundation, and for preventing violations thereof. Thus, each Foundation Employee agrees and understands that access to the content of their official correspondence as well as information placed on technical devices provided to the Foundation Employees for the performance of their official responsibilities may be provided to other Foundation Employees and law enforcement bodies and other control and supervisory bodies. Personal data processing is performed based on Foundation Employees' written consent.
- 7.4 Information subject to disclosure in accordance with the requirements of the legislation is disclosed within the time limits established by law.
- 7.5 The Foundation is aware of its accountability to the society as a whole, including individuals and organizations that are directly affected by our activities, and considers itself obliged to report its activities to the community. In addition to information that is required to be provided and disclosed, the Foundation also discloses information about its activities on its website and pages in social media in cases where there are no valid reasons not to do so.

8 COMPLIANCE WITH LEGAL REQUIREMENTS AND OFFICIAL GUIDELINES

- 8.1 The Foundation operates in strict compliance with the Constitution of the Russian Federation, the Civil Code of the Russian Federation, Federal Law No. 7-FZ dated January 12, 1996, "On Nonprofit Organizations," Federal Law No. 135-FZ dated August 11, 1995, "On Charitable Activities and Volunteering," and other legislative acts of the Russian Federation.
- 8.2 The Foundation complies with international law, including the United Nations Conventions, the Council of Europe Conventions, the Organization for Economic Cooperation and Development

Conventions, international standards, and the recommendations of the Financial Action Task Force on Money Laundering, takes into account best practices applicable in the nonprofit sector, and applies them in its work.

9 DONATION POLICY

- 9.1 The Foundation is funded from Vladimir Potanin's personal assets. Because we are a private foundation, we do not fundraise from other sources. Neither do we participate in fundraising campaigns to support the Foundation's Beneficiaries and Grantees, or the Foundation's operations. We hope that those who are interested in our fields of work will be able to provide direct support to our Beneficiaries and Grantees, as well as other non-governmental charities working in education, culture, and philanthropy.

10 ACCURACY OF FINANCIAL INFORMATION AND REPORTING

- 10.1 In the course of its activities, the Foundation maintains financial and accounting statements in full compliance with the requirements of Russian legislation; in particular, it approves the budget and the report on its execution, maintains separate accounts for revenues and expenses related to the main statutory activities of the Foundation and revenue-generating activities, documents the expenses on events held, and conducts an audit of financial statements in cases established by the legislation. The financial statements of the Foundation make it possible to fully trace the movement of funds from the Founder to the Beneficiary.
- 10.2 When raising and receiving funds, the Foundation declares the program/project objectives and then ensures the expenditure of funds in accordance with the stated goals and conditions for spending these funds established by the Founder (if any). If these conditions contradict the legislation, this Code of Ethics, other Foundation's internal documents, its mission, or values, the Foundation shall refrain from raising funds. The Foundation discloses information regarding the progress in the implementation of each program/project and the implemented programs/projects.
- 10.3 We are aware how important it is to comply with the requirements for financial reporting, and we strive to be guided by the most modern standards that set high requirements for our activities. When preparing financial documents, our Employees always take into account international standards and requirements and apply international best practices to ensure that the Foundation's activities are fully transparent.
- 10.4 We also respect the requirements and requests by authorized agencies and international organizations, fully complying with the procedures established by them for financial reporting, including the requirements of the legislation on countering Legalization (Laundering) of Proceeds from Crime, Financing of Terrorism, and financing the spread of weapons of mass destruction; we cooperate and provide requested information in accordance with applicable legislation. To comply, among other reasons, with the aforementioned legislation and to prevent tax evasion, we carry out a procedure for identifying and confirming the good faith of our Counterparties in accordance with the Guidelines for Requesting and Examining the Counterparties' Documents. In the course of this work, attention is paid to their reputation as reflected in publicly available information, including international lists of terrorists (UNSC) and national lists. It is important for us to create stable relationships with our Counterparties based on good faith, openness, and mutual trust.
- 10.5 The Foundation's finances are accounted for and reported to government agencies and the Founders. We strive to create transparency, social welfare, and security; we understand the importance of the Foundation's annual report for our Founders, Beneficiaries, Grantees, Counterparties, partners, and the general public, and reflect in it full and complete information regarding the Foundation's activities, its Employees, and the projects implemented by the Foundation. Other Foundation's reports are approved and submitted to the authorized bodies within the terms established by the legislation.

11 PARTICIPATION IN POLITICAL ACTIVITIES

- 11.1 In accordance with the legislation, the Foundation is not entitled to spend its funds and use its property to support political parties, movements, groups, and campaigns. We do not participate in political activities, in political propaganda, in publication and distribution of statements, in political and/or election campaigns, in pre-election campaigning, referendum campaigning, and referenda, and we do not take any other action to influence the results of election campaigns, referenda, or elections. The Foundation may not participate in these actions (political activities) either directly or indirectly through the provision of grants, donations, conclusion of contracts for the provision of services, etc.
- 11.2 Employees are prohibited from supporting political activities or participating in political activities on behalf of the Foundation. Third parties with whom the Foundation has business relations (Beneficiaries, Grantees, Counterparties, partners, Experts, etc.) should under no circumstances support any political activities on behalf of the Foundation.
- 11.3 The Foundation respects its Employees' personal religious beliefs and political preferences, provided that they are within the confines of the law. Employees understand that their religious beliefs and political preferences should not have a negative impact on the performance of their official responsibilities and business communications with colleagues and third parties. The Foundation does not prevent its Employees from participating in political, religious, and social activities as individuals.
- 11.4 However, when making such decisions (to participate in political activities), Employees must take into account public perception, in particular, the risk that individual actions of an Employee may seem performed on behalf of the Foundation. Therefore, it is important that Employees perform all activities in such a way as to maintain public confidence in the Foundation as a charitable organization engaged in educational and charitable purposes that does not support or participate in political activities.
- 11.5 To achieve this goal, the following recommendations are to be observed:
- 11.5.1 Foundation Employees may not engage in political activities during working hours. Any significant amount of time spent on such activities, except for evenings and weekends, should take place during a vacation.
- 11.5.2 Foundation Employees may not use Foundation resources or funds in connection with their personal participation in political activities. This means that the use of work computers, email accounts, smartphones and tablets, photocopying, postage, stationery, and the premises of the Foundation is prohibited, and that telephone calls on such matters should not be made during working hours or at the Foundation's expense.
- 11.6 Employees who participate, as individuals, in public events of social and political nature should pay special attention so that the name of the Foundation is not mentioned in connection with these events in publications, public statements, public audio and video information, and other public materials. Therefore, it is important that Employees, while participating in such events, present themselves as individuals rather than Foundation Employees. In cases where there is or may be an indication of a connection between an Employee and the Foundation, such Employee must make a clear statement that they are participating in such activities in their personal capacity and not as a representative of the Foundation.

12 INTERACTIONS WITH STATE OFFICIALS

- 12.1 We strive to develop partnerships and cooperation, based on legality and trust, with state organizations and institutions, government bodies, and local governments to effectively address socially important tasks and achieve sustainable social change, especially in education, culture,

development of sports, support and development of the nonprofit sector, and development of a charity culture.

- 12.2 In our interactions with State Officials, we are especially attentive to the strict standards and requirements that are established for them by law. Our general rule is that we do not conduct financial transactions with State Officials and their close relatives (and organizations related to them). The Foundation does not hire or make job offers to a State Official during their employment in the public service, does not pay or reimburse for their travel expenses, does not enter into an agreement on the provision of services, does not pay for services, and does not provide grants. Neither should we offer Gifts to State Officials.
- 12.3 We must never provide or offer, directly or indirectly, anything of value to a State Official with the intention to influence them, gain or maintain an advantage in doing business, and/or speed up any actions or decisions taken by the official. This also applies to third parties with whom the Foundation has a business relationship.

13 COMPLIANCE WITH ANTICORRUPTION LEGISLATION AND INADMISSIBILITY OF ILLEGAL ACTIONS RELATED TO LAUNDERING OF PROCEEDS FROM CRIME AND FINANCING OF TERRORISM

- 13.1 One of the most important conditions for the implementation of the Foundation's activities is strict observance of the current legislation governing, among other things, issues related to combating corruption and offenses related to Legalization (Laundering) of Proceeds from Crime and Financing of Terrorism. In this connection, the Foundation declares that it will never tolerate any dishonest and illegal ways to carry out activities and voluntarily assumes obligations in the field of preventing corruption and offenses set forth in its Anticorruption Policy.

14 COMPLIANCE WITH THIS CODE OF ETHICS AND REPORTING VIOLATIONS

- 14.1 High ethical standards and strict adherence to the principles of this Code of Ethics are one of the main priorities and areas of responsibility for each Foundation Employee. Foundation Employees are required to assist in the investigation of violations of this Code of Ethics and provide necessary explanations and materials as needed for such investigations.
- 14.2 Foundation Employees exercising their authority on the basis of employment contracts with the Foundation must read, understand, and sign this Code of Ethics.
- 14.3 This Code of Ethics applies to current members of the Foundation Board, Supervisory Board, Expert Board, and other individuals involved in the work of the Foundation. In support of this, these individuals sign the "Consent to accept and observe the Foundation's anticorruption policy and the 'Principles and Guidelines of conducting the charitable activities and risk management of the Foundation and to observe measures aimed at preventing corruption by the Vladimir Potanin Foundation Employees'" in accordance with the form attached to this Code of Ethics as **Annex 3**.
- 14.4 The responsibility for the organization of work to implement the requirements and provisions of this Code of Ethics rests with the Ethics Commission. The Commission is formed in accordance with the Regulations on the Ethics Commission and is approved by order of the Foundation General Director.
- 14.5 Foundation Employees responsible for violating the requirements of this Code of Ethics may be held accountable in the manner and on the grounds provided for by the current legislation and the Foundation's internal regulatory documents. Noncompliance with and violation of the principles of this Code of Ethics may be considered as an action incompatible with the status of the Foundation Employee.