



## CODE OF ETHICAL CONDUCT

The study concerns the INNUBIO Sp. z o.o. with headquarters in Kalisz at ul. Cieszyńska 17, entered into the Register of Entrepreneurs of the National Court Register maintained by the District Court for Poznań - Nowe Miasto and Wildaw Poznań, IX Commercial Division of the National Court Register under KRS number: 0000718407 NIP: 6182170968;

The following principles of cooperation with INNUBIO were established in order to properly develop the company, consistent with the classic MLM philosophy and, above all, to serve the good of its Partners. Violation of the following rules may cause disruptions in cooperation with INNUBIO, have far-reaching consequences, from reminders, penalties and contractual penalties to the termination of the contract by INNUBIO.

### THE BASIC PRINCIPLE OF INNUBIO PARTNERS IS FAIR AND PARTNERSHIP TREATMENT OF PEOPLE WITH WHICH COOPERATE.

The business partners are guided by the guidelines formulated by INNUBIO in the document GENERAL CONDITIONS OF CONTRACT and this CODE OF ETHICAL CONDUCT and other INNUBIO publications.

**The Code primarily sets ethical standards in business and partner relations among the INNUBIO community.**

The partners should honestly and truthfully present to their clients and potentially interested in cooperation with INNUBIO products and services offered by the company and the chance to set up their own business in cooperation with INNUBIO. They should care for raising the level of meeting the needs of clients, protecting their interests.

All complaints and ambiguities should be considered courteously and promptly, in accordance with the principles formulated in INNUBIO publications on the exchange of goods and refunds for the purchase of defective products.

All Business Partners should always do everything to present the company's positive image, its values and positioning on the market.

The Code regulates relations in several areas:

1. **Between INNUBIO and Business Partners**
2. **Partners, Partner Teams / organizations / on the distribution side.**
3. **Partners and clients**
4. **Appointment of the Ethics Committee**
5. **Appointment of the Leaders' Council**

### 1. RULES BETWEEN INNUBIO AND BUSINESS PARTNERS

- a. PARTNER should not undertake any activities that harm the good name of the company, especially not to disseminate untrue, unverified information.
- b. The partner conducting product presentations or a business conversation regarding the principles of cooperation with INNUBIO should do it in a reliable and honest manner, using information, promotional materials or business publications issued or approved by INNUBIO. Partner cooperates with INNUBIO and runs its business acting in relation to INNUBIO as an **independent contractor**.
- c. The Affiliate can not imply that he is an INNUBIO employee or call himself an "agent", "manager" or "company representative" or use such wording or terms on his office prints, correspondence or printed materials.
- d. He can not create and use his ID cards, business cards to **give the impression** that he is an INNUBIO employee.

## **2. IT IS PROHIBITED**

- a. Unfair use of a trademark, company logo or other distinguishing mark from the competition
- b. presenting the good or service as an imitation or copy of the good or service bearing a protected trademark, protected by a geographical indication or a protected designation of origin or other distinctive designation;
- c. A PARTNER conducting resale or direct sale of INNUBIO products should provide its customers only with original packaged INNUBIO products, and provide information about products or how to use them in a truthful manner.

## **3. UNETHICAL PRACTICES**

- a. PARTNER should not apply unethical practices aiming at the physical increase of point turnover, aiming at receiving an undue commission from the company or promotions to higher positions. This applies, inter alia, not receiving ordered products, artificial purchases and later returns, etc.
- b. PARTNER should not apply unethical practices aimed at acquiring new PARTNERS to its Group, consisting in particular in providing untrue, unreliable or misleading information about INNUBIO and its products, proposing cooperation within its Group. Partners already operating in another Group.
- c. PARTNER should also not use data from the INNUBIO Partner and Client Network for purposes other than those specified in the Partnership Agreement.

## **4. CONFIDENTIALITY**

- a. PARTNER should keep confidential information on internal relations, relationships between Partners, Preferred Customers and INNUBIO.
- b. PARTNER should keep confidential information, which is intended only for PARTNERS, Preferred Customers, including those available on the INNUBIO website after logging in, concerning, among others the Partner's point turnover (Partners), as well as point turnover of the INNUBIO Company or its parts.

## **5. ETHICS RULES BETWEEN PARTNERS AND PARTNER'S ORGANIZATIONS**

- a. Mutual relations between Partners, Partner Teams / organizations / distribution side should be based primarily on: partnership, honesty, reliability and mutual respect.
- b. PARTNER should not make negative assessments about other Partners or Preferred Clients in terms of their business activity, their sales system or running a presentation or advertisement, or any other characteristic elements forming the image of other Partners.

## **6. RULES FOR COOPERATION BETWEEN DIFFERENT TEAMS OF PARTNERS**

- a. PARTNER should not undertake any actions aimed at persuading a Partner operating in another Group to leave this group and transfer directly or indirectly to another Group / its Group /.
- b. Close persons, i.e. spouses, children, parents, siblings, grandparents, a person remaining in a free relationship or in a cohabitation, wanting to cooperate with INNUBIO should sign up in the system - if it is possible and not preclude other non-business reasons - directly under each other in the so-called depth and not width / detailed solution will show a strategic consultant with GLR /.

## **7. PRINCIPLES OF OBTAINING NEW PARTNERS**

- a. The partner, when building his team, inviting new Partners to cooperate should apply only ethical and fair rules for presenting the offer.
- b. Responsibility is high, including because the Partner presents to the candidate / Prospectus / triple offer: 1. on its own behalf, 2. on behalf of INNUBIO and 3. Team of co-partners.
- c. Information provided by the Partner to potential Partners, which it wants to obtain for its team, primarily regarding the possibility of earning and obtaining benefits should be true, accurate and comprehensive and

provided in a fair, honest and unambiguous manner. This also applies to the rights and obligations that apply to every Partner cooperating with INNUBIO. The partner has no right to make promises that can not be kept, which are beyond his competences.

- d. A partner who wants to acquire a new Partner to his Group should reliably and comprehensively inform him about the terms of cooperation with INNUBIO, agreements concluded between the Partners and INNUBIO, construction of the Remuneration System / so-called Marketing Plan / content of this Code, general principles of direct sales in the MLM system.

## **8. RELATIONS IN OWN TEAM**

- a. The recommending person should be the Leader for its direct Partners and the entire structure arising under them as a result of the recommendation sequence launched by it.
- b. A partner who feels responsible as a Group Leader should undertake activities aimed at improving his / her competences, qualifications, knowledge and skills as well as the entire team in the area of multi-level cooperation with INNUBIO, development of their business, promoting the uniqueness of products and the rightness of their use in terms of prevention and health.
- c. Partner-Leader should be a model of professional and ethical building of own business in partnership with INNUBIO.

## **9. ETHICAL RULES FOR COOPERATION WITH A TEAM.**

- a. Any business strategy, such as a team approach, the number of people in the first period in the so-called "Width", etc. is an optional solution and should be presented as such.
- b. Building a business balance both horizontally and vertically (ie your "personal width" and under it "depth") is essential for profitability and should be the subject of group training.
- c. Trainings regarding the product offer are essential and are necessary for building a profitable enterprise, based on a balance between servicing customers, reselling or selling products and recommending new people to the business.
- d. The responsibilities of each Partner should clearly inform and educate all persons joining the business that its profitability depends on the implementation of tasks and strategies included in the Remuneration System / so-called Planie Marketingowym /
- e. The use of a team approach does not change the fact that building your own business requires individual responsibility and persistent work of each INNUBIO Partner.

## **10. ETHICAL PRINCIPLES IN PARTNER-CLIENT RELATIONS**

- a. All registered Partners and INNUBIO Customers should always take care of the good image of the Company.
  - b. The principle of absolute integrity towards the clients. It is reprehensible and unethical to provide untruthful information to prospective Clients or Partners, to present a false image of the company's operations as well as products / usually overly idealized or completely invented /.
- a. It also has a justification in the provisions that protect the Consumer and particular ones in the provisions of the Act of March 2, 2000 on the protection of consumer rights and for liability for damage caused by a dangerous or incorrect product (Journal of Laws of 2000 No. 22 item 271, as amended) and the Act of 27 July 2002 on special terms of consumer sales and amending the Civil Code (Dz. U. of 2002 No. 141 item 1176, as amended).
  - b. Information for Clients should be provided in a clear and understandable manner, taking into account the principles of good practice in commercial transactions and rules regarding the protection of specific customer groups, e.g. minors or the elderly. The seller should provide accurate and understandable answers to all customer inquiries regarding primarily innovative INNUBIO products. He should always behave in a polite and courteous manner, without using any selling techniques that put pressure on him, and his product and service presentations or the Remuneration System must be fair and adapted to time and place.

- c. The seller should not resell products below the cost of their purchase in order to eliminate other entrepreneurs because such action is not only unethical, but also constitutes an act of unfair competition within the meaning of the Act of 16 April 1993 on combating unfair competition (unified text: Dz Of 2003, No. 153 item 1503, as amended, hereinafter referred to as "ULNK")

## 11. OBLIGATIONS OF THE INNUBIO PARTNER

- a. Business Partner advertising the company and products INNUBIO should not use advertising that is contrary to the law, good manners or harming the good name of a person,
- b. misleads the Customer and may affect his or her decision to purchase the product
- c. manipulates feelings and emotions of clients by evoking fear, approaching troubles, using superstitions or credulity, eg children,
- d. encourages you to buy INNUBIO products but gives the impression of neutral information, which you do not identify with, is not responsible.
- e. constitutes an interference with the sphere of privacy, in particular by annoying troublesome for clients in public places, sending at the customer's expense the unambiguously ordered INNUBIO products or abuse of technical means of information transfer / telephone, SMS, e-mail, social networks, etc./
- f. enables the direct or indirect recognition of a competitor or goods offered by a competitor, in particular by comparing INNUBIO products to products of competing companies in a manner contrary to good customs and business culture.
- g. When advertising a company, and such when promoting products, INNUBIO Partner can use the website / separate study for websites and community portals /
- h. Each Partner who has a website is obliged to publish on it a visible information that it is the site of the Independent Partner, which is not an official part of the INNUBIO company.
- i. On the website referred to above, the Partner may place the following materials
- ✓ and information / abbreviation from a comprehensive elaboration /:
  - ✓ pictures available for download by INNUBIO on a company website on terms specified by the company.
  - ✓ marketing materials, if their appearance and content are consistent with the company's policy and directions, generally applicable law and do not violate personal rights or rights of third parties
  - ✓ descriptions with pictures of INNUBIO products
  - ✓ current catalogs of INNUBIO products, with the reservation that the consent for their inclusion may be revoked at any time without compensation,
  - ✓ presentations of INNUBIO Products,
  - ✓ links to INNUBIO official websites
- j. The partner on the website referred to above can not publish:
- ✓ news and information available on the company website after logging in
  - ✓ Partner prices and the amount of points awarded to Partners,
  - ✓ images and video materials on which there are other Partners or other persons if the posting person does not have permission to distribute their image,
  - ✓ data from the so-called "grids" available to the Partner after logging in to the "Stre fi e for the Partner" or other personal data of third parties (including other Partners) published on the INNUBIO websites, among others in connection with corporate events,
  - ✓ regulations of incentive and promotional programs implemented by INNUBIO,
  - ✓ untruthful, unreliable information about the company or its products.

- ✓ misleading advertising and comparative advertising, unless it is not an act of unfair competition within the meaning of the Act of 16 April 1993 on Combating Unfair Competition (unified text: Journal of Laws of 2003 No. 153, item 1503, with hereinafter referred to as "ULNK").
- ✓ online auctions,
- ✓ other information inconsistent with the Regulations, the Cooperation Rules, the Remuneration System / Marketing Plan / Code of Ethics or other applicable rules of operation in the MLM System established and used by INNUBIO.
- ✓ **The Partner is solely responsible** for all content, photos and audio-video materials posted by him on the website.

## 12. PERSONAL DATAS

- a. The Partner may not provide any persons, including other Partners, with personal data of other Partners, to whom he obtained access in connection with his affiliation to the Group, irrespective of whether these Partners belong to the same Group or to a different Group than Partner.
- b. The Affiliate can not share their identifiers / login, password /, which allow logging into the INNUBIO website to any other third party, including another Partner.
- c. In case of violation of the provisions of the above items a or b, **only the Partner bears responsibility and consequences.**

## 13. COMMISSION. ETHICS

- a. INNUBIO appoints the Ethics Committee.
- b. The Ethics Committee consists of 3-5 persons appointed by the INNUBIO Management Board
- c. In cases where the Commission considers that the matter requires the consultation of other interested parties and competent Partners, primarily those included in the Leaders' Council / Leadership Club /, will invite them to participate in the meeting of the
- d. The Commission's powers include:
  - ✓ - resolution of complaints based on the provisions of the Code of Ethical Conduct and application of sanctions, from among those indicated below, which should be applied to the Partner who violated the rules of conduct indicated in the Code,
  - ✓ - initiating activities related to the popularization of the Code of Ethics and ethical attitudes, or initiating changes in this Code / possibly clarification /.
  - ✓ - The Commission has the right to act on its own initiative and after receiving information about the breach of the provisions of the Code.
  - ✓ - if the subject of the Commission's meeting is resolving the case of the Partner who violated the Code, the decision will be made after considering all the evidence collected and reading the position of the Affiliate whose disciplinary proceedings are pending before the Commission as well as the opinion of other persons who are directly interested in the resolution of the case.

## 14. COMPANY AUTHORITY FOR DISCIPLINARY ACTIONS

Violation of the provisions of this Code is a violation of the rules and norms of the INNUBIO company and entitles the Company to:

- ✓ - application of amicable disciplinary solutions in the form of reminders, warnings and recommendations
- ✓ - suspension of the legal relationship in the scope of cooperation (duties
- ✓ and privileges). Suspension of the above results in depriving the Partner of the right to recommend new Partners. The period of time is marked in the suspension (temporary notice) for a period not longer than 6 months. The above suspension results in addition to the inability to recommend depriving the

suspended Partner of the possibility of purchasing products in INNUBIO as well as depriving the possibility of obtaining points for purchases made by the built group, therefore the suspended Partner will not be entitled to commission and bonus during suspension,

- ✓ - termination of the Cooperation Agreement and other agreements linking a given Partner with INNUBIO without notice, without the right to any compensation and removal of it
- ✓ from the base in the System.

## 15. CONFIDENTIALITY OF THE COMMISSION

- a. A Member of the Commission is obliged to keep confidential all information obtained in connection with or in the course of performing the function of a member of the Commission, both during the term of office of the member of the Commission and after its completion.
- b. The partner taking part in the Commission's meeting is obliged to keep confidential all information obtained in connection with or at the occasion of participating in the Commission's meeting.
- c. In the event of a breach by the Partner of the prohibition referred to above, the company is entitled to apply the sanctions provided for above.

## 16. THE LEADER OF THE LEADERS

**The Board of Leaders** is an opinion-forming and advisory body, composed of Leaders who have achieved the set level of effectiveness and people from the Management Board and the Company's Management.

## 17. FINAL PROVISIONS

### a. Commitments

Each INNUBIO Partner is obliged to comply with the provisions of this Code.

### b. Date of introduction and validity of the Code

This Code has been prepared and introduced by INNUBIO and is effective from the date of conclusion of the Agreement by the Partner.

### c. Publication and availability of the Code

This Code is posted on the INNUBIO company website and is an integral part of the Agreement, which is accepted and approved by everyone who registers with the Partner company.

*Kalisz, 01 August 2019.*