Policy: Anti-Corruption Policy and Code of Ethics and Conduct **15.01.2025**
Effective Date: First day of employment with AGORA

This Anti-Corruption Policy and Anti-Corruption Policy and Code of Ethics and Conduct has been designed to deter wrongdoing and to promote:

- Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- Full, fair, accurate, timely, and understandable disclosure in reports and documents that AGORA files with, or submits to, donors, government agencies and in other public communications;
- Protecting AGORA's confidential and proprietary information and that of our donors and partners;
- Compliance with applicable AGORA, donors and governmental laws, rules and regulations
- The prompt internal reporting of violations of this policy;
- Accountability for adherence to this policy.

OVERVIEW OF WORK ETHICS

We believe that long-term, trusting work relationships are built by being honest, open and fair. All AGORA employees/consultants are expected to uphold the highest professional standards in all global work operations. We also expect that those with whom we do work (including partners, customers or consultants) will adhere to the standards set by AGORA's Anti-Corruption Policy and Code of Ethics and Conduct.

Employees/consultants are key to AGORA's success and the success of our project to provide services to donors. Everyone is part of the organisation's team, and each of us deserves to be treated with dignity and respect. In addition, every employee/consultant is responsible for his/her own conduct. No one has the authority to make another employee/consultant violate AGORA's Anti-Corruption Policy and Code of Ethics and Conduct, and any attempt to direct or otherwise influence someone else to commit a violation is unacceptable.

AGORA requires all employees/consultants, to know, understand and follow the Anti-Corruption Policy and Code of Ethics and Conduct, as it applies personally to each individual. Managers also are expected to set an example for their employees/consultants and act on ethical issues that come to their attention.

The fundamental principle that underlies the way we do work at AGORA is good judgment. An understanding of our legal and ethical parameters enhances that judgment. AGORA has a responsibility to pay constant attention to all legal boundaries and to comply with all applicable laws and regulations in all of its operations worldwide. We have the same obligation to the communities in which we work and to the donors and beneficiaries with whom we work. For everyone at AGORA, this means following the spirit of the law and doing the right, ethical thing even when the law is not specific.

This policy outlines the broad principles of legal and ethical work conduct embraced by AGORA. It is not a complete list of legal or ethical issues an employee/consultant might face in the course of the work, and therefore, this policy must be applied using common sense and good judgment. Although we realize that no two situations are alike, we aim for consistency and balance when encountering any ethical issues. It is essential that we all keep an eye out for possible actions inconsistent with AGORA workplace ethics - whether these actions occur in dealings with the government or the private sector, and whether they occur because of oversight or intention.

CONFLICTS OF INTEREST

Employees/consultants are expected to make or participate in decisions and actions in the course of their employment with AGORA based on what is right for the organisation as a whole and not based on personal relationships or benefits. A conflict of interest is any activity that may be inconsistent with or opposed to AGORA's best interests or gives the appearance of impropriety. We can't, of course, list all possible conflicts. However, below are listed some areas where conflicts could arise and where additional approvals may be required.

Outside Employment: Employees/consultants are prohibited from engaging in outside work or hold other jobs if the activities and conduct away from the job competes, conflicts or compromises the company's interests or adversely affects job performance and the employee's ability to fulfill all responsibilities to AGORA. This prohibition also extends to the unauthorized use of any organisation tools or equipment and the unauthorized use or application of any confidential information. Employees/consultants are not to solicit or conduct any outside work during paid working time.

Honoraria: Speaking at events on behalf of AGORA, when it is determined to be in AGORA's best interests, is considered part of an employee's normal job responsibilities. Because employees/consultants will be compensated by AGORA for most or all of their time spent preparing for, attending, and delivering presentations approved by management, employees/consultants should not request or negotiate a fee or receive any form of compensation (excepting the novelties, favors or entertainment described below) from the organization that requested the speech, unless the employee/consultant first receives express authorization from the President, alternatively, a fee can be accepted provided it is donated to the organization.

Books, and Publications: AGORA employees/consultants must receive written permission from the President before developing, outside of AGORA, any intellectual property that is or may be related to AGORA's current or potential work. Any intellectual property developed while employed by AGORA and on organization time or while using organization equipment or facilities shall be the property of AGORA. For example: permission to submit an article into a contest that references AGORA experience will likely be permitted with the provision that AGORA is acknowledged by the author.

Supervisory Relationships with Family Members: Supervisory relationships with family members or others with whom the employee/consultant has a significant personal relationship may present special workplace problems, including a conflict of interest, or at least the appearance of conflict, in various personnel decisions that the supervisor makes. Accordingly, AGORA employees/consultants must avoid a direct reporting relationship with any member of their family or others with whom they have a significant personal relationship. If such a relationship exists or

occurs, the employee/consultant must report it in writing to the President and the organization will consider the appropriate internal controls to mitigate COI issues in the circumstances.

FAVORS, GIFTS AND ENTERTAINMENT

AGORA has donors, beneficiaries, suppliers and other partners, all of whom are vital to our organisation's success. All these relationships must be based entirely on sound work decisions and fair dealing. Gifts and entertainment can build goodwill, but they can also create a perception of conflict of interest that can undermine the integrity of our relationships.

"Favors, gifts and/or entertainment" means anything of monetary value, including meals, lodging, discounts, loans, cash, favorable terms on any product or service, services, equipment, prizes, products, training, transportation, use of vehicles or vacation facilities, stocks or other securities, home improvements, tickets and gift certificates. The potential list is endless - these are just examples. AGORA employees are required to report to the President properly all received favors, gifts or entertainment conducted as part of AGORA employment.

Favors, Gifts and Entertainment to Public Sector/Government Officials Raise Special Risks: It is very important that when working with any public sector official - regardless of location, department or agency, and including government-controlled organizations that you know the specific rules related to the giving of favors, gifts and entertainment to that official. It is each AGORA employee's responsibility to know the specific rules related to the giving of favors, gifts or entertainment to public sector employees/consultants.

Receiving or Offering Favors, Gifts or Entertainment: Favors, gifts or entertainment offered by AGORA employees/consultants to donors or donor family members, or offered to AGORA employees/consultants and their family members fall into three categories, Acceptable, Inappropriate and Questionable:

- **Acceptable**: Accepting or offering social amenities or work courtesies such as modest favors, gifts or entertainment is common in the work environment and is meant to create goodwill and enhance relationships. Using good judgment and moderation, occasionally exchanging favors, gifts or entertainment of nominal value with employees/consultants of a donor, government entity or beneficiary is appropriate. Examples of what is generally acceptable and does not require approval include:
    - Favors, gifts, meals or entertainment with a combined value of 1.000 MKD or less, to or from a single source per year.
    - The following examples would not require approval as long as they meet the criteria stated above:
        - Tickets for ordinary sports, theater and other cultural events
        - Gifts that do not exceed 1.000 MKD
        - Other reasonable and customary favors, gifts and entertainment
        - Giving or accepting promotional items of nominal value, such as pens, calendars, logo ware and coffee mugs.

- **Inappropriate:** Other types of favors, gifts and entertainment are simply wrong, either in fact or in appearance, so that they are never permissible, and no one can approve these. Employees/consultants and their immediate family may never:
    - Offer or accept cash or cash equivalent

- Offer, accept or participate in any favors, gifts or entertainment or other situations that are unsavory, or otherwise violates our commitment to diversity and mutual respect, or which would reasonably cause any donor or AGORA employee/consultant to feel uncomfortable or embarrass AGORA by its public disclosure, such as "adult entertainment"
- Use their own money or resources to pay for favors, gifts or entertainment for a customer, partner or supplier
- Offer or accept favors, gifts or entertainment that would be illegal
- Offer, accept or request anything as part of an agreement to do anything in return for favors, gifts or entertainment even if under 1.000 MKD
- Participate in any activity that you know would cause the person giving or receiving favors, gifts or entertainment to violate his or her own employer's standards.

Ultimately, it is the responsibility of each individual to avoid any situation that could appear to be a conflict of interest. Employees/consultants should feel free to discuss any potential conflict of interest situations with the President.

PUBLIC DISCLOSURES

This Anti-Corruption Policy and Code of Ethics and Conduct will be publicly disclosed on AGORA's website and reviewed annually.

PROPRIETARY INFORMATION

Proprietary information is defined as AGORA information and materials proprietary to AGORA (including information developed or obtained by employees/consultants during their work). Proprietary information includes, but is not limited to the following types of information and other information of a similar nature: personal data information regarding partners, suppliers, associates, and also ideas, concepts, research, development.

INFORMATION SECURITY

Protecting AGORA's resources is paramount to the organization's success. All AGORA employees/consultants are required to know and adhere to AGORA's information security policy.

LAWS, REGULATIONS AND GOVERNMENT RELATED ACTIVITIES

AGORA is subject to all laws and regulations in force in Republic of North Macedonia. Violation of governing laws and regulations is both unethical and subjects AGORA to significant risk in the form of fines, penalties and damaged reputation. It is expected that each employee/consultant will comply with all applicable laws and regulations.

Using Third-Party Copyrighted Material: Employees/consultants may sometimes need to use third-party copyrighted material to perform their jobs. It is against AGORA policy and it may be unlawful for any employee/consultant to copy, reproduce, scan, digitize, broadcast, or modify third-party copyrighted material when developing AGORA products, promotional materials or written communication (such as manuals, presentations, etc.), unless written permission from the copyright holder has been obtained prior to the proposed use and appropriate acknowledgements have been made, if required. Improper use could subject both AGORA and the individuals involved to possible civil and criminal actions for copyright infringement. It is against

AGORA policy for employees/consultants to use AGORA's facilities for the purpose of making or distributing unauthorized copies of third-party copyrighted materials for personal use or for use by others.

CODE VIOLATIONS/REPORTING

The President is responsible for administering and updating this Anti-Corruption Policy and Code of Ethics and Conduct. Depending on the nature of an alleged violation, the President would be responsible for conducting an investigation and would be responsible for determining appropriate disciplinary action. AGORA attempts to impose discipline for each Code of Conduct violation in a consistent manner appropriate to the nature of the violation, including termination of employment if the circumstances warrant.

All AGORA employees/consultants are responsible for promptly reporting any issue or concern they believe in good faith may constitute a violation of this code or any other AGORA policy. If you believe a violation of this code or any other AGORA policy has occurred, please contact the President. **Any such complaints may be submitted on an anonymous basis.**

Contact Information: The President is available to all employees/consultants who wish to bring to AGORA's attention any potential violations of or non-compliance with Anti-Corruption Policy and Code of Ethics and Conduct. These issues will be handled promptly and with appropriate confidentiality.

It is AGORA's policy to promote and implement prompt and consistent enforcement of this code, fair treatment for persons reporting unethical behavior, objective and clear standards for compliance and a fair process by which to determine violations of this code and other AGORA policies. It is against AGORA policy to retaliate against any employee/consultant for good faith reporting of violations of this code or any other AGORA policy.

SPECIAL ETHICS OBLIGATIONS FOR EMPLOYEES/CONSULTANTS WITH FINANCIAL REPORTING RESPONSIBILITIES

- Act with honesty and integrity, avoiding actual or apparent conflicts of interest in personal and professional relationships
- Provide information that is accurate, complete, objective, relevant, timely, and understandable to ensure full, fair, accurate, timely, and understandable disclosure in reports and documents that AGORA files with, or submits to, government agencies and in other public communications
- Comply with rules and regulations of national and local governments, and other appropriate private and public regulatory agencies
- Act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing his or her independent judgment to be subordinated
- Respect the confidentiality of information acquired in the course of his or her work except when authorized or otherwise legally obligated to disclose. Confidential information acquired in the course of his or her work will not be used for personal advantage
- Share knowledge and maintain skills important and relevant to stakeholder's needs
- Proactively promote and be an example of ethical behavior as a responsible partner among peers, in the work environment and the community
- Achieve responsible use of and control over all assets and resources employed or entrusted

- Promptly report to the President, any conduct that the individual believes to be a violation of law or work ethics or of any provision of the Code of Conduct, including any transaction or relationship that reasonably could be expected to give rise to such a conflict.

It is against AGORA policy to retaliate against any employee/consultant for good faith reporting of violations of this Code.

Anti-Corruption Policy and Code of Ethics and Conduct	

CERTIFICATION

I, _____, an employee/consultant of AGORA certify that:

I have been provided and have read and received a complete copy of AGORA's Anti-Corruption Policy and Code of Ethics and Conduct ;

I understand and agree to comply with AGORA's Anti-Corruption Policy and Code of Ethics and Conduct ;

I attest and affirm that I understand my responsibility to report suspected violations to appropriate AGORA management or may do so anonymously through the President; and:

I understand the program and my roles and responsibilities as an AGORA employee.

Signature:

Date:

Please print this document and forward the signed copy to the President.