Sample 1

**INTRODUCTION**

This HR Employee Handbook (the "Handbook") is a reference source for you. It is UBS’s policy to provide access to the Handbook to every employee working on its premises. Its purpose is to set out and clarify UBS’s policies, practices, regulations and benefits, so that you are aware of what is expected of you and what you can expect from UBS.

Together with your letter of engagement constituting your employment contract and any documents referred to therein or attached thereto, the terms and conditions in this Handbook form an integral part of your employment relationship with UBS. Therefore you are kindly requested to study this Handbook carefully. If you have any questions or need assistance, please contact your Human Resources Client Relationship Manager (HR CRM).

All UBS Poland Service Centre employees are employed by either UBS Service Centre (Poland) Sp z o.o. or UBS Fund Services (Luxembourg) S.A. (Spolka Akcyjna) Oddzial w Polsce with its registered office in Zabierzów, Poland, unless it states otherwise in your contract of employment.  However, UBS may require employees to work for and/or be seconded to other companies within the UBS AG Group, from time to time, in order to meet the operational and business needs of the Group. Employees will be advised reasonably in advance if they are seconded to, or required to work for any other company within the UBS AG Group.  Any questions relating to secondment arrangements should be directed to your Human Resources contact.

It is important to note that all employees are required as a term of their employment to comply with and ensure, so far as practicable, that their colleagues comply with all Group and Corporate Centre policies and procedures.

Please also refer to UBS Polices Online (“POLO”), the intranet policy portal for UBS via the following link: [http://bw.ubs.com/page/0/48/0,1080,4048-0-0-0,00.shtml](http://bw.ubs.com/page/0/48/0,1080,4048-0-0-0,00.shtml%20) . This portal is the single source of all valid UBS policies and employees should ensure that they have read and understood all policies which are applicable to them.

Further, each employee can directly refer to all Group and Corporate Centre policies via the following link:

<http://bw.policies.ubs.com/policies/search.html?bgid=1&bgid=9&ctid=0&type=P&type=S&ou=0&lang=0&state=0&tss=titles&tss=summaries&tss=documents&qt=&era=0&fromdate=&todate=&page=1&chapter=&documentType=3&reviewdate=&find=Search>

Human Resources Group policies can be accessed via the following link:

<http://bw.policies.ubs.com/policies/1/13/1/documents.html>

UBS reserves the right to issue both new and updated policies and procedures from time to time. If there is a conflict between the provisions of the letter of engagement, the Handbook and any policies or procedures the terms and conditions as detailed in the letter of engagement shall prevail.

In this Handbook the term "UBS" means UBS Service Centre (Poland) Sp. z o.o., UBS Fund Services (Luxembourg) S.A. (Spolka Akcyjna) Oddzial w Polsce and their parent company UBS AG, as well as any other affiliate or associate of UBS worldwide.

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# TERMS AND CONDITIONS OF EMPLOYMENT

## Alterations, Modifications and Variations to the Terms and Conditions of Employment

As a responsible employer, UBS continually reviews its terms and conditions of employment. Accordingly, UBS may vary the contents of these Sections, the letter of engagement and the documents referred to in them, from time to time, to take account of changes in statutory, commercial, operating or other circumstances.

Changes may be made by way of either mutual arrangements or an individual adjustment notice. Any such changes shall not take effect before the applicable notice period has expired unless agreed otherwise.

Please note, UBS has the right, exercisable at its absolute discretion, to change an employee’s reporting line.

Employees will be notified of any updates or alterations in this regard.

## ****Appointment of Directors****

From time to time employees may be required to act and be appointed as an officer of such Group company/companies as may be required by UBS. If required, employees will receive information as to their duties at the time of appointment and will agree to resign from office without any claim for compensation as a director of any such company at any time on request of UBS.

UBS currently has a Director's and Officer's liability insurance policy which is subject to policy terms and conditions and includes cover for certain liabilities of employees and former employees of UBS arising from their activities as directors and officers. This includes certain liabilities arising out of their acting in such capacity on an outside entity (except a not-for-profit entity) which is held in the interests of and at the request of UBS.

## Changes in Personal Circumstances

It is vital that UBS’s records are kept up-to-date. It is your responsibility to notify Human Resources immediately of any change in your personal details. For example, any change of address, marital status, next-of-kin and the attainment of professional qualifications.

In addition provided at the time your employment commenced with UBS, including changes to outside business interests, external directorships and shareholdings, should be notified immediately to Human Resources.

## Changes to Permanent Residence

Any employee wishing to relocate (whether temporarily or permanently) and/or who wishes to change their existing UBS working arrangements in a manner which could alter or impact their or UBS tax, legal or regulatory status, should consult fully with their HR Client Relationship Manager (HR CRM) in order to obtain pre-approval of the proposed relocation/changes from all relevant control functions. Any relocation not effected in accordance with this clause will not be accepted by UBS and will be regarded as a serious matter by UBS.

## Conduct

As an employee and representative of UBS, your conduct reflects not only on you, but also the reputation and professional standing of UBS. It is therefore important that you conduct yourself, both during and outside normal working hours, in a manner that is not prejudicial or in a way detrimental to the interests of UBS.

## Discretionary Performance Incentive Scheme

UBS’s discretionary performance incentive scheme is designed to reward individual contribution and achievement over the year. All employees are eligible to participate.

The scheme is operated at UBS’s discretion. The scheme may be amended or discontinued at any time at the absolute discretion of UBS. Participation in the scheme does not guarantee or give rise to a legitimate expectation of any entitlement.

Under the current scheme, any payment will be determined at the end of each calendar year, based on a number of factors including your individual performance relative to expectations and/or objectives set by your manager, and the achievement of financial and non-financial objectives by your business area and UBS. Any previous award received by an employee does not guarantee or give rise to a legitimate expectation that the employee will receive the same or any award in subsequent years.

## Dress Code

As an employee of the UBS Poland Service Centre you represent UBS in both the local community and the global UBS network.

The way we present ourselves visually has a direct impact on the impression we create as a company amongst our internal and external clients, suppliers, competitors, and colleagues alike.

Personal grooming is essential and employees are required to present a neat and tidy appearance during working hours.

To ensure employees present themselves in a professional manner we ask you to adhere to the following dress code:

The standard dress code for UBS is “**smart** casual”.

Please use the following as a guideline:

1. Refrain from wearing any clothing or body adornment that is likely to cause embarrassment/offence to other members of staff;
2. Specific clothing items which may not be worn during working hours are:
3. jeans or denim skirts of any variety (including designer jeans),
4. shorts,
5. trainers, sports attire,
6. patterned, logo bearing, t-shirts,
7. any article of clothing that could be construed as beach wear,
8. any other accessory or article of clothing your department manager determines is unprofessional in the context of your area of activity.

There is no requirement for staff to wear suits or men to wear ties, unless meeting clients and/or conducting external business meetings. However, all staff must be able to meet clients and conduct external meetings during the working week in appropriate business attire.

It is at the discretion of each department manager to implement a more stringent dress code, as they consider appropriate for their area of business.

UBS management reserves the right to change the above dress code at its discretion.

The above dress code applies during all regular working hours (including Friday).

Should you attend work improperly dressed you may be subject to disciplinary action.

## Leave of Absence

*Occasional Leave*

Employees may request the following occasional paid leave:

Own Wedding 2 days

Child’s marriage 1 day

Death and funeral of a spouse, child, parent, step parent (immediate family members) 2 days

Death and funeral of a sister/brother, parents-in-law, grandparents or other 1 day

persons under your direct care (extended family members)

In the instance of an employee suffering bereavement or other similar personal matter, UBS may, at its absolute discretion, grant an additional leave of absence, either with or without pay. If you require such a period of absence you should contact your line manager immediately. In reaching any decision to grant a leave of absence, your line manager will consider, in conjunction with your HR representative where appropriate, your individual needs and requirements such as any fixed mourning period you are required to observe by your religion or belief.

Please note that in the case of any unauthorised absence, UBS reserves the right to deduct salary in respect of all or part of the period in question, and to take disciplinary action as appropriate.

Sample 2

Mintel reveals top three health trends to impact the Polish food and drink market in 2014

*Products with a health halo set to win the hearts of Polish consumers in 2014*

Products perceived as healthy are gradually gaining ground in Poland as more consumers stick to healthier diets as a means of enhancing overall wellbeing. Here, Mintel’s Poland food and drink analysts Honorata Jarocka and Regina Maiseviciute examine the top three health trends to impact the Polish food and drink market in 2014.

**Healthy living becomes fashionable**

Polish consumers are becoming increasingly health-conscious, paying more attention to their daily food and drink choices and seeking products with added health benefits.

Mintel’s consumer research shows that across multiple categories Polish consumers are demanding healthier choices. For example, over seven in 10 would like to see a wider range of cereal bars with added health benefits and more than six in 10 state it is worth paying more for butter/spreads with added health benefits. A sizeable 65%, meanwhile, already drink fruit juice, juice drinks or smoothies for health benefits. Furthermore, interest in weight management ingredients such as protein is high: 66% of consumers are interested in trying high protein breads for example.

Comparing these levels of agreement with other Western European countries shows that Poles have above average demand for added health benefits and for health considerations in food and drink.

Agreement with statements about health and food, Poland, November 2013

Base: 1,991 respondents aged 16+

% of consumers agreeing

I would like to see a wider range of cereal bars with added health benefits (e.g. high fibre, contributing to my five-a-day)

I would be interested in trying high protein bread

I drink fruit juice, juice drinks or smoothies for health benefits (e.g. Vitamin C in orange juice)

It is worth paying more for butter/spread with health claims (e.g. good for bone health)

The overall interest in health-positioned food and beverages is also translating into new shopping patterns. Consumers more eagerly visit health food stores as those offer a wide selection of products bearing organic, natural, free from, fortified/functional and better-for-you labels. This in turn propels dynamic expansion of the leading players in the format, such as the Organic Farma Zdrowia chain operated by Organic Farma Zdrowia SA.

**Manufacturers eagerly exploit the health and wellness trend**

The food and drink arena in Poland is highly impacted by the growing importance of health and wellness. Manufacturers are increasingly inclined to benefit from this trend as well as promote it further, thus they commonly expand their ranges with new products offering specific health claims or emphasise the naturalness of their existing products.

For example, Jogo Łódzka Spółdzielnia Mleczarska boasts of offering authentic ice cream under the Bambino label as its products are made from cream and do not contain artificial or harmful additives such as commercial vegetable oils, bulking agents and thickeners.

At the same time some manufacturers, such as Sante A. Kowalski Sp. j., are aiming to become specialists in delivering healthy food and drink products. The company offers a range breakfast cereals, cereal bars and groats, as well as engages in the distribution of the Alpro range of dairy-free products, predominantly soy-based. Sante A. Kowalski Sp. j. wishes to be associated with health issues; therefore it pays special attention to promoting healthy living standards amongst Poles. Apart from providing consumers with an extensive coverage on healthy diets on its website, the company is also involved in various projects related to health and wellness in general. For example, in October 2013 Sante A. Kowalski Sp. j. opened a day spa centre in Warsaw called OVO Studio Sante, offering a holistic approach to relaxation, which includes personal care treatments such as massages and facials as well as yoga and meditation classes.

**Natural remains a strong ‘health’ claim**

The selection of food and drink products coming to the Polish market that bear a specific health claim is gradually rising. The no additives/preservatives claim is proving to be particularly popular, being seen on 16% of launches in 2013. Consumers commonly associate the claim with simplicity and purity, and recognise such products as not heavily processed. This in turn encourages manufacturers to underline the naturalness of their products, promoting the fact that they use only a limited number of ingredients without artificial and/or harmful additives.

For example, in October 2013 Okręgowa Spółdzielnia Mleczarska w Piątnicy modified the formula of its Twój Smak (Your Taste) spreadable quark cheese range to make it more natural. Instead of using vegetable thickeners, the company introduced milk proteins to the recipe. As a result, a special claim is presented on the packaging stating that the products do not contain preservatives, artificial colourings or thickeners and that the formula is 100% natural.

Food and Drink launches with health claims, Poland, 2012-13

% of launches

No Additives/Preservatives

Low/No/Reduced Sugar

Vitamin/Mineral Fortified

Low/No/Reduced Allergen

The low/no/reduced sugar claim is also gaining ground in Poland as more consumers wish to cut sugar to limit their daily calorie intake. The trend is being developed by manufacturers through the growing use of alternative sweeteners, both artificial and natural. The plant-derived, naturally positioned, sweetener stevia has been introduced across various food and drink categories, being advertised as a zero calorie, natural sweetener. Recent product launches based on stevia included Veroni Mineral Fit (Zbyszko Company Sp zoo) flavoured still water, Amorozo Light (Okręgowa Spółdzielnia Mleczarska w Ozorkowie) yogurt and Perła Winter (Perła – Browary Lubelskie SA) flavoured beer.

Slideshow theme heading:

Stevia-based launches in Poland

Veroni Mineral Fit Strawberry Flavoured Still Water is enriched with calcium. The product is said to contain 30% less sugar and fewer calories, and has been sweetened with stevia extract.

Amorozo Light Strawberry Yogurt with Stevia is a new low sugar and low fat yogurt.

Perla Winter Flavoured Beer is a unique combination of beer with wild rose and black elder flavours. This is a preservative free product.

Polish consumers are increasingly inclined to try out novelties and enrich their daily diets with new products; hence development potential within the health and wellness ranges seems to be considerable. The mass media plays an important role in promoting the healthy eating trend, which should help to encourage more Poles to modify their eating patterns in an attempt to live a healthier and balanced lifestyle.

New product developments offering health benefits are expected to continue to be seen across all food and drink categories

More attention on promoting healthy living standards is needed to expand the existing consumer base for health-positioned food and drink products

Although natural remains quite a vague claim, it is expected to attract a wider audience as consumers seek authenticity and simplicitySample 3

CONFIDENTIALITY STATEMENT

I

In relation to obtaining access to information madę available by the company X sp. z o.o with its seat in Warsaw, XXX and its subsidiaries (hereinafter jointly referred to as the **"Company")** for the purposes of evaluating the proposed transaction of Y property located in Warsaw, between A sp. z o.o. and/or an B from the A Group (the "Potential Inyestor") and the shareholders of the Company (the "Transaction"),

I, the undersigned, a member of the Potential Investor's team conducting a due diligence review of the Company for the purposes of evaluating the Transaction (the "Review"), hereby agree:

1. to treat as strictly confidential all information obtained in relation to the Review from the Company, its employees and advisors, either orally or in writing (the **"Information"),** unless such information was previously in the public domain;
2. to use the Information only for the tasks related to the Review, or for other purposes related to the preparation and implementation of the Transaction; the Information cannot be used for any other purposes, in particular contrary to the Company's interests;
3. not to disclose or divulge any Information to any third parties without the Company's prior written consent, except to persons who (i) have signed a confidentiality statement identical in form and substance as this Statement; (ii) have signed other relevant confidentiality commitments with the Company or other members of the Company's group; or (iii) have been authorized by the Company to hołd or obtain such Information; or are the Potential Investor's consultants or finance providers;
4. to protect Information against loss and destruction, disclosure or divulgence to any parties that have not signed the relevant confidentiality statement or been authorized by it to obtain or hołd Information, and to implement procedures preventing unauthorized disclosure of the Information;
5. to comply with the provisions of the confidentiality agreement executed by the Potential Investor with the Company, insofar as they pertain to the person obtaining frorn the Company the confidential information in accordance with the provisions of this Statement; and
6. not to multiply any Information madę available, unless upon prior express consent from the Company.

Additionally, I acknowledge that the Company may at any time demand the return of all Information madę available, without any liability on its part for damages or costs related to such demand.

II

Any amendments to this Statement and any release of the Potential Investor and its representatives from its provisions shall be madę in writing, otherwise being deemed nuli and void.

III

This Statement has been made for an unspecified period of time.

IV

The obligations imposed in this Statement shall be governed by Polish law.

V

I hereby confirm that I have read and agreed to abide by the provisions of this "Confidentiality Statement".