

Approved in the meeting of the Board of Administrators of 13.11.2018

CODE OF ETHICS AND INTEGRITY OF CONPET S.A.

NOVEMBER 2018

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CODE OF ETHICS AND INTEGRITY

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Introduction

The Code of Ethics and Integrity of Conpet S.A. defines the values and principles of conduct and integrity that should be applied to relationships with partners, colleagues, citizens, etc.

Taking into account that Conpet S.A. has major attributions in a field of national, regional and local interest, and the preservation of the reputation of Conpet S.A. is a priority for each of Conpet S.A.'s administrators, directors and employees, the quality of our organization's activity can be ensured by engaging with honesty and integrity in all our actions.

The detailed principles are not exhaustive, but associated with a sense of responsibility towards employees and partners, they establish essential rules of conduct and ethics applicable to all employees employed by Conpet S.A., as well as its partners.

Providing a holding pattern, the Code of Ethics and Integrity of Conpet S.A. defines the values and principles that Conpet S.A.'s administrators, directors, employees and collaborators will follow and apply them:

- In the activity carried out within the company- in accordance with the values and objectives of the society, in order to maintain a positive organizational climate;
- In the work done outside of company- in the relations it develops with all categories of public, in the development of notoriety and preservation of the reputation of Conpet S.A. and the provisions of this Code of Ethics and Integrity must not be interpreted as a restriction or enclosure of some rights and freedoms, expressly provided by the applicable law, as well as the Conpet S.A. Collective Labor Agreement in force.

Application domain

This Code of conduct(ethics) and integrity defines the values, principles and rules of professional conduct and integrity that the Conpet S.A. Board of Administration, Director General and Economic Director, as well as the employees of the company must observe and apply in their work within the company, in accordance with the company's values and objectives, and in the work done outside the company to maintain reputation.

Objectives

The objectives of this Code of Ethics and Integrity aim to ensure the improvement of the quality of the management activity, good management in the achievement of the objectives of Conpet S.A., to contribute to the elimination of corrupt facts and conflicts of interests by regulating these rules of conduct necessary to create and maintain the prestige of company at high level.

Values and principles

Code of Ethics and Integrity of Conpet S.A. includes the values that have been and will continue to be viable for the future success of the company. These are the following:

1. Integrity

Integrity, as a value assumed by an individual or an organization, means the consistency between actions, values, principles and rules of law. In the business environment, a company is considered integral if it correctly informs public opinion and stakeholders about what is going to do(transparency) if it does what it said it will do(consistency, predictability and verticality) and assumes the responsibility of its decisions and actions(it is responsible both legally and socially). Conpet S.A., its leadership and staff form a team of fair and honest conduct that shows consistency between actions, values, principles and rules of law.

2. Loyalty

Management and staff of Conpet S.A. are committed to the organization, stakeholders, and community/ company in pursuit of the objectives assumed both in person and on behalf of the organization.

3. Responsibility

Conpet S.A.'s management and staff comply with their obligations and assume responsibility for their own actions.

4. Objectivity

Conpet S.A.'s management and staff are characterized by impartiality and do not allow professional reasoning to be influenced by prejudices, conflicts of interest or other undesirable influence factors that may intervene in the course of their professional activity.

5. Transparency

The management and staff of Conpet S.A. is in an open and constructive dialogue with all interested parties, dialogue based on respect and professionalism.

6. Impartiality and non-discrimination

The Conpet S.A. management and staff, as well as its partners, will not discriminate against anyone, regardless of race, gender, religion, sexual orientation, political affiliation or other criteria that may be the basis of discrimination.

7. Respect

Management and staff of Conpet S.A. will show respect in interactions with other people, both in their professional activities and in their personal lives.

8. Priority of the company's interest

Management and employees have the duty to consider the interest of society above the personal interest, in the exercise of the duties of the office and the fulfillment of service duties.

9. Professionalism

Management and employees of the company to perform their job responsibilities with responsibility, competence, efficiency, timeliness and fairness.

10. Freedom of thought and expression

Management and employees can express and base their opinions, respecting the rule of law and good morals.

Rules of conduct

1. General dispositions

Conduct rules are mandatory for management and staff of Conpet S.A. from all the hierarchical levels in the organizational structure, as well as staff seconded or delegated to the company.

The entire Conpet S.A. must know, acquire and act in accordance with the provisions of this Code of Ethics and Integrity.

2. Definitions

Corruption- discretionary use of position or function by recourse to illicit or illegal means in order to obtain personal or group interests.

Integrity warning- Reporting by Conpet S.A., a supplier or its client of maladministration, non-compliance with internal rules of ethics, business conduct, policies or procedures, corruption, or other applicable law violations at national and European level.

Compliance- compliance by the company with the provisions of the regulatory framework applicable to its activities, rules and standards as well as codes of conduct and

professional standards and standards in the relevant market or industry. Conpet S.A. respects the Constitution of Romania, as well as all the legal provisions of the regulatory framework applicable to its activities.

Conflict of interests- the situation in which an employee of the organization has a personal interest, directly or indirectly, that is contrary to the interest of the organization. In order to prevent this situation, the company will determine the cases in which the employee will give a statement that in the respective operation there are no interests contrary to the interests of the company.

Incompatibility- that person who holds two or more functions whose cumulation is forbidden by law is incompatible. For example, the Conpet S.A. employee who is at the same time member of the Romanian Parliament (deputy or senator) or lawyer is incompatible.

Personal interest- any material or other benefit, whether pursued or obtained by the company's staff, directly or indirectly, for themselves or for others, by using their reputation, influence, facilities, relationships, information to which they have access as a result of the performance of duties.

Disciplinary offense- any act committed in connection with the work done, consisting in action or inaction, in breach of the legal provisions or any other regulations or internal provisions issued by the management of the company. Company- Conpet S.A.

Personnel- management(management staff, other than directors delegated by Board of Administration), employees and any other persons acting within or on behalf of the organization, whether decision-making or not, whether or not remunerated, irrespective of the legal form of the agreement which they have with Conpet S.A.

Leadership - directors and directors delegated by Board of Administration.

3. Compliance

Conpet S.A. carries out its activity in compliance with the laws, normative and regulatory acts in Romania.

Through their acts and actions the management and staff of Conpet S.A., have to comply with the regulations in the field of activity, internal regulations and to act for the implementation of the legal provisions in accordance with their duties, in accordance with the professional ethics.

Conpet S.A.'s management and staff must observe and apply the principles of this Code of Ethics and Integrity.

Conpet S.A.'s management and staff must comply with internal regulations, good practices and standards that has committed to respect.

Conpet S.A.'s management and staff must act so that the image of the company will not be affected.

Conpet S.A.'s management and staff must respect the values and policies of the company and coordinate the company's business accordingly.

4. Fighting corruption

In accordance with HG 583/2016, Conpet S.A. has published on its website the Declaration on Accession to the National Anti-Corruption Strategy 2016-2020. Through this Statement, the Conpet S.A. management and staff adhere to the fundamental values, principles, objectives and mechanism of monitoring the National Anti-Corruption Strategy 2016-2020, supporting the fight against corruption and promoting integrity, the priority of public and societal interest, as well as the transparency of the decision making-process.

Employees of Conpet S.A. shall not use the power of the function held for purposes other than those relating to the performance of duties.

The board and management of Conpet S.A. are required to develop and adopt a policy covering each of the following: fraud and corruption, money laundering, integrity alerts, CSR, as well as assessing the degree of implementation.

Conpet S.A.'s management must develop and propose for approval the procedures for implementing this policy, apply them and monitor their implementation, reporting periodically to management on the implementation process and the issues encountered during the implementation process.

5. Conflicts of interest

Conpet S.A.'s management and staff do not have to engage directly or indirectly in business relations with economic operators, natural or legal persons, which would affect the correct, honest and conscientious fulfillment of their duties.

Conpet S.A.'s management and staff should not be influenced by personal interests, including the known spouse, ascendants, descendants, relatives up to grade IV or third parties, or by any kind of pressure in the performance of their duties.

Conpet S.A.'s management and staff must avoid any situation that involves or may generate antagonism between the interests of the organization and its own interests, including those of the spouse, ascendants, descendants, relatives up to grade IV or third parties, while respecting the legal provisions and internal procedures relating to the conflict interests that will be elaborated.

Conpet S.A.'s management and staff must avoid any direct or indirect involvement in any kind of activity, association or investment that influences or may influence the individual decisions of the company's personnel when it acts in the interests of Conpet S.A.

Conpet S.A.'s management and staff must refrain from any conflict of interest. Any possible conflict of interest must be declared, by written declaration, to the competent organizational entity as soon as it appears and in the case of members of the Board of Administration and management, the relevant corporate legal provisions should be considered.

If a representative of the management and staff of Conpet S.A. is involved in a conflict of interest, the management of Conpet S.A. must analyze and resolve the situation with the competent organizational entity.

Management and staff of Conpet S.A. involved in decision-making processes must complete a declaration of interests or a declaration on their own responsibility that they are not in any conflict of interest and submit it to the designated person within the organizational entity with specific competencies. The declaration of interests will be updated and redeployed at the beginning of each year, or whenever a relevant change occurs in the situation of the staff or member of the company.

6. Incompatibility

The Conpet S.A. management and staff are forbidden to engage in any other function that generates incompatibilities, as provided for in Law 161/2003 on measures to ensure transparency in the exercise of public dignity, public functions and the business environment, preventing and sanctioning corruption, with subsequent amendments and additions.

7. Political activity

Conpet S.A. undertakes not to directly or indirectly fund political parties or political formations on the territory of Romania as a collective obligation opposed to all political forces. At the same, Conpet S.A. will not publicly support a candidate or political party during the electoral campaign or election.

Management and staff of Conpet S.A. is not forbidden to sympathize with or to be part of legally constituted political formations, provided that their political concerns do not affect professional performance and do not propagate at work.

8. Protecting the assets of the company

Conpet S.A. has the obligation to protect the assets and resources of the organization, vandalism or misuse and/or unauthorized use. At the same time, it is forbidden to use the assets and resources of Conpet S.A. for personal benefit.

Any waste, misuse or unauthorized use, destruction or theft of assets owned by the company must be immediately communicated to the hierarchically superior level.

Upon termination of the individual work contract, the staff has the obligation to return what belongs to the organization, including documents(both in physical form and in electronic format).

The intellectual property of the organization will be protected by its staff.

9. Equality and diversity

Conpet S.A. respects and guarantees equal and non-discriminatory treatment in dealing with its staff, partners, collaborators, and customers.

In exercising its function, the management and staff of Conpet S.A. have the obligation of professional behavior, as well as to ensure the transparency, impartiality and effectiveness necessary to win and maintain the trust of its partners, collaborators and clients. It is obligated to ensure equal treatment and to refrain from acts of discrimination on grounds of nationality, sex, origin, race, ethnicity, disability, age, religion or political convictions.

10. Gifts and protocol expenses

Management and staff of Conpet S.A. does not solicit or accept gifts, services, favors, invitations, or any other benefits that are for their personal, family, parents, friends, etc, and which may influence their impartiality in the exercise of their function.

If gifts are offered to Conpet S.A.'s employees, during their performance of duties, they have the obligation to observe the Regulation regarding the goods received free of charge in connection with protocol actions in the exercise of their mandate or function adopted at Conpet S.A.

Expenditure on participation in conference and seminars where staff is Conpet S.A.'s will be borne by the organization in accordance with its internal procedures.

11. Confidentiality

Conpet S.A. and his staff agree that during the duration of the employment contract and after termination of the contract, not to transmit data or information that they have become aware during the execution of the contract, under the conditions established by the internal regulations, the Collective Labor Agreement or the individual contracts. The exception to this rule is only the notification of acts contrary to the law filed with the competent authorities.

It is forbidden to disclose personally identifiable personal data without its consent except in cases where there are legal requirements in this regard.

It is forbidden to disclose information obtained during the professional activity that could be used to affect fair competition during the procurement procedures.

Management and staff of Conpet S.A. must respect the confidentiality of information acquired during their personal activities and not to disclose them in their personal interest, directly or indirectly to a third party. Those information are owned by Conpet S.A. and can not be disclosed outside the organization.

The obligation to maintain confidentiality persists even after the professional relationship between the company's employees and Conpet S.A. has ended, in accordance with the legislation in force and the provisions of the individual labor contract, where applicable.

It is forbidden to use information obtained by the management and staff of Conpet S.A. in the course of their personal purposes or in a manner that may be contrary to law or to the detriment of the company's legitimate and ethical objectives.

Conpet S.A. ensures the confidentiality of the information at its disposal and processes it through methods that ensure maximum transparency for interested parties and which do not allow third parties access.

Customer data will not be transmitted to third parties, except as permitted by applicable law.

12. Harassment

Management and staff of Conpet S.A. must have a decent and proper stance. No physical, verbal or sexual abuses, threats, intimidation or harassment are tolerated.

13. Money laundering

Conpet S.A. will not take part in money-laundering activities, and undertake to develop and implement policies and mechanisms to combat it in accordance with European and international directives and standards as well as with national and international legislation in force.

14. Transparency

The company recognizes the fundamental role of media and communicates through all communications media. In relation to civil society, Conpet S.A. act on the principles of transparency, respect, and care for the image of the company.

Conpet S.A. and its staff shall act promptly, in a complete and non-discriminatory manner, in response to requests for public information as defined in Law 544/2001.

Conpet S.A. will publish information about the organization's salary policy while respecting the confidentiality of the personal data of its staff.

Information requests of any kind received by Conpet S.A. from media representatives or from third parties are redirected to the entity that has the tasks of communication, and public relations within the organization.

Information provided by Conpet S.A. are explicit, accurate, transparent and complete in terms of content so as to enable those to whom it is addressed to make informed choices.

Public interest information can be found on the site, www.conpet.ro.

Specific conduct rules

1. Relationship with staff, including selection and evaluation of staff

Conpet S.A. must behave in civilized way, show respect in relationships with superiors, colleagues, subordinates, and with clients/partners of the organization, in order to conduct daily activities in a favorable environment.

Conpet S.A. must provide an environment conducive to teamwork and actively promote the values of this Code of Ethics and Integrity.

Conpet S.A. must promote, within the service, relationships based on responsibility, mutual respect, collaboration and professional support.

The board and management of Conpet S.A. must be a model of ethic behavior and promote an organizational climate in which the values, policies and standards of the company are known and respected.

In Conpet S.A., communication channels must be open both from management to staff and from staff to management, communication being based on trust and mutual respect among organization staff at all hierarchical levels.

Conpet S.A. must use fair employment practices that will include objective assessment, avoidance of conflicts of interest and bribery, and the prohibition of any form of discrimination in decision-making on staff selection and evaluation.

Decisions on employment and promotion must be taken solely for the benefit of the organization, based on the assessment of professional training, in compliance with the legislation in force.

Conpet S.A. must offer fair treatment to all its staff, including equal pay for equal work, and must provide support for the improvement of vocational training and continuing vocational training.

Conpet S.A. must use clear criteria and assessment procedures in staff policies.

When there is a divergence of opinion or disagreement between two or more Conpet S.A. staff members, it is advisable that the person involved analyze the issue and resolve it amicably.

When the situation cannot be solved amiably by the parties involved, the case is sent for analysis and mediation to the Ethics Adviser of Conpet S.A..

2. Relationship with shareholders

Conpet S.A. ensures equal treatment for all shareholders who are in the same position as regards the participation and exercise of voting rights within the General Meeting of Shareholders. At the same time, society provides equal treatment for all shareholders of the same type and class that are in an identical situation.

Information that may influence the course of Conpet S.A. at the Bucharest Stock Exchange and the shareholders' decisions, defined as "inside information" by the current law and internal procedures, are communicated to the shareholders and the capital market operative by the entity that has this role, and are then published on the company's website and transmitted to the media through reports, press releases according to the legislation on capital market.

In accordance with the provisions of the relevant capital market legislation, the misuse of inside information is prohibited. Abusive use of inside information occurs when a person holding inside information uses this information to acquire or dispose of financial instruments to which that information relates in its own name or on behalf of a third party, directly or indirectly.

It is forbidden to disclose inside information in an unauthorized manner. Unauthorized disclosure of inside information occurs when a person holds inside information and discloses to another person unless disclosure is made in the normal exercise of duties, profession or function, including where disclosure is qualified as a market survey.

Abusive use of the position held by the shareholders or the capacity of administrator or employee if the issuer by using unfair or fraudulent acts that have as object or effect the violation of rights in securities and other financial instruments held, such as harm to their owners.

A person should not participate or attempt to engage in market manipulation practices.

Failure to comply with these provisions constitutes a violation of this Code of Ethics and Integrity, but especially of the applicable law, and may result in material punishment until termination of the employment contract.

All the information and communiqué for shareholders and investors is available on the organization's website (www.conpet.ro).

3. Relationship with authorities

The management and staff of Conpet S.A. provides collaborative relationships with local, central and other entities based on principles of fairness and transparency, without compromising the company's independence and economic objectives and respecting the principles of conduct and values of this Code of Ethics and Integrity.

In its relations with the authorities, the Conpet and its management and staff will refuse any requests for interventions or suggestions for mediation that could affect the legally conducting of activities within the organization, including those made by offering undue advantages instead.

Conpet S.A. will react in solidarity with other organizations in its field of activity, any pressure of corruption, any extortion of funds, or any unlawful obstruction by government or local government.

Conpet S.A., through its representatives. Promotes an open and ongoing dialogue with customers/partners, public authorities, riparians, non-governmental organizations and other stakeholders in general environmental issues.

Conpet S.A. permanently monitors compliance with pre-established quality levels, customers' perception of quality and the degree of satisfaction of their needs in relation to the service provided.

The management and staff of Conpet S.A. respects the legal regulations in force, is aware of its responsibility towards the environment and participates in the achievement of environmental performance.

Conpet S.A. undertakes to remedy all the negative consequences of its activity that could not be avoided, at the same time as starting programs to prevent similar risks.

Conpet S.A. is concerned with the education, awareness, training and motivation of its staff to create an organizational environmental culture.

Conpet S.A. adopts common priorities in collaboration with trade unions and non-governmental organizations.

4. Relationship with business partners

The company carries out its contractual relations using honest and legal business practices and acts through its employees in the following directions:

- Working to the highest standards of professionalism and morality, in order to satisfy the interests of society and the demands of business partners;
- Constant efforts to win and maintain the reputation of a trustworthy, integrating and competent business partner ;
- Cultivating respect for all business partners;
- Relations with business partners are based on legal, effective and fair practices, with a view to establish lasting relationships;
- Promoting ethical norms in relation with business partners;
- Company employees will not seek to gain personal benefits through the use of confidential information they are aware of or through inappropriate actions/behavior;
- Searching for amicable solutions, through negotiation and mediation, in case of disputes arising during business relations;
- It is forbidden to obtain personal benefits through manipulation, confinement, using confidential information or any other financial unfair business practice;

- Business relationships with business partners are conducted on a mutually respectful, fair and trustful basis.

Clauses on the application of the code of ethics and integrity

1. Implementation of the Code of Ethics and Integrity

The provisions of this Code of Ethics and Integrity are formalized to the staff, as follows:

- For existing staff in the company's state of affairs, by hierarchical leaders at the date of its adoption;
- For new employees, by the human resources department, with responsibilities in this regard, before they start work;

For all staff, this code should become part of the agreement it has with Conpet S.A., regardless of its legal nature.

This code will be brought to the attention of the company's staff through training, publication, dissemination.

Any change that occurs in the content of the Code of Ethics and Integrity is subject to the personnel information procedure as outlined above.

2. The integrity alert system

Conpet S.A. will adopt and implement a integrity alert procedure/ regulation that will respect the principles outlined in this Code of Ethics and Integrity and the legislation in force.

Conpet S.A. guarantees the protection of whistleblowers in the public interest, in accordance with the legislation in force.

3. Liability and sanctions

Failure to comply with the Code of Ethics and Integrity is considered a disciplinary offense and is sanctioned in accordance with applicable laws and regulations.

In the event that there are notices inside or outside the organization about the violation of the provisions of this Code of Ethics and Integrity by the staff of the company, administrative inquiries under the applicable law will be conducted by the Disciplinary Commission.

Ethical issues/ dilemmas occurring within the organization may be brought to the attention of the designated ethics counselor, who is empowered to provide advice and/or assistance to employees on compliance with the rules of conduct in this Code of Ethics and Integrity.

Inappropriate conduct and measures will be popularized among staff, except for personal data as defined by law.

Compliance with the provisions of this Code of Ethics and Integrity is a prerequisite for all employees, managers and administrators of Conpet S.A., including the staff delegated or seconded to the company.

The provisions of this Code of Ethics and Integrity shall be supplemented with the applicable provisions of the normative acts in force.

Penalties for non-compliance with the provisions of this Code are provided by mandate contracts concluded by the directors, Director General and Economic Director and those provided for employees in the company's internal rules.

4. Applicability

This Code of Ethics and Integrity applies to the date of approval by the Conpet S.A. Board of Administration.

This Code of Ethics and Integrity is endorsed by the internal auditor.

Code of Ethics and Integrity shall be reviewed annually by amendments to it, and whenever it is deemed necessary, with the approval of the Board of Administration and with the prior approval of the internal auditor.

Code of Ethics is published by carefully chairman of the board, on the website of Conpet S.A. within 48 hours of adoption and for the review, on 31 May this year.

5. Reference and related documents

This Code of Ethics and Integrity is developed in accordance with:

- ✓ OG 109/2011, on the corporate governance of public enterprises with subsequent amendments and completions;
- ✓ OSGG no. 600/2018 regarding the approval of the Code of internal managerial control of public entities;
- ✓ HG no. 1344/2007- Rules of organization and functioning of the disciplinary commissions;
- ✓ Law no. 53/2003, the Reprinted Labor Code, as subsequently amended and supplemented;
- ✓ Law no. 477/2004, Code of Conduct for Contract Staff in Public Authorities and Institutions;
- ✓ HG no. 583/2016 on the approval of the National Anticorruption Strategy 2013-2020;
- ✓ Law no. 24/2017 on issuers of financial instruments and market operations;
- ✓ Regulation no. 5/2018 on Issuers and Securities Transactions;
- ✓ Organization and Operation Regulations of Conpet S.A.
- ✓ Internal regulations of Conpet S.A.

- ✓ Collective Labor Agreement at Conpet S.A.

Elaborator - The Committee established for the elaboration of the Code of Ethics and Integrity in accordance with the requirements of OSGG 600/2018 and OUG 109/2011, as subsequently amended and supplemented, as well as in line with the provisions of HG 583/2016 approving the National Anti-Corruption Strategy for 2016-2020.