

Approved in the meeting of the Board of Directors dated 09.22.2022

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CODE OF ETHICS AND INTEGRITY of Conpet S.A.

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CHAPTER I - Field of application, general objectives, terms

Art.1. Introduction

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

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

Providing a pattern of morality, this Code of Ethics and Integrity defines a guide to ethically acceptable behavior at the level of society and business partners/collaborators. It establishes principles and rules of behavior that must be applied both by the management and personnel of the company, as well as by the business partners/collaborators in the relations therebetween. The principles detailed therein are not exhaustive, however, they express enough to form a moral orientation for any employee/partner who has to make a decision or has to perform a duty/collaboration.

The provisions of this Code of Ethics and Integrity should not be interpreted as a restriction or enclosure of certain rights and freedoms, expressly conferred by the applicable legislation, or by other internal regulations of the company, such as the Collective Labor Agreement and/or the Internal Regulation.

Art.2. Field of application

(1) (1) This Code of Ethics and Integrity of Conpet S.A. defines the values, principles and rules of professional conduct and integrity that the Board of Directors of Conpet S.A., the Director General, the Deputy Director General and the Economic Director, as well as the employees of the company must comply with and apply permanently during the performance of the individual employment/mandate contract concluded with the Employer:

- a) in the activity carried out within the company – in line with the values and objectives of the company, in order to maintain a positive organizational climate;
 - b) in the activity carried out outside the company – in the relations it develops with all public categories (the civil society, the business partners, the local community, other stakeholders) for the development of notoriety and the maintenance of Conpet's reputation.
- (2) The Code of Ethics and Integrity adopted within Conpet S.A. level is binding and applies to:
- a) the personnel in all structures of the company, at any time and regardless of the position occupied within the company;
 - b) the personnel seconded or delegated within the company, the pupils/students practicing both in the relations within the organization, as well as in the relations with customers, suppliers, civil society, the local community or other stakeholders;
 - c) the business partners (suppliers) carrying out their activity on Conpet S.A. sites throughout the collaboration period;

(3) The entire Conpet S.A. organization must know, acquire and act in accordance with the provisions of this Code of Ethics and Integrity both during and outside the working hours.

Art.3. General objectives



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(1) The Code of Ethics and Integrity aims to ensure the increase of the quality of the professional activity carried out by the company's employees, a good administration in achieving the proposed goals, to contribute to the prevention and elimination of corruption deeds at the level of Conpet S.A. by:

- a) establishing the rules of ethical conduct and integrity with the aim of achieving social and professional relations proper to the creation and maintenance of a high level of the prestige of the institution and its personnel;
- b) public information on the professional conduct of the personnel, by publishing this Code on the web site of Conpet S.A.;
- c) creating a climate of trust and mutual respect both in the relationships within the organization and in the relations with all stakeholders.

Art.4. Terms:

(1) **Ethics** - a set of rules, principles or ways of thinking that try to guide the activity of a particular group; ethics in the public sector cover four main areas: establishing the role and values of the public service, as well as accountability and the level of authority and responsibility; measures to prevent conflicts of interest and ways to solve them; establishing rules (standards) of conduct of civil servants; laying down rules relating to serious irregularities and fraud.

(2) **Integrity** - upright character; a sense of dignity, justice, and conscientiousness, which serves as a guide in the conduct of man; honesty, honor, probity.

(3) **Corruption** – Discretionary use of position or function using illicit or illegal means for the purpose of obtaining personal or group interests.

(4) **Integrity warning** – Referral by Conpet S.A. personnel, a supplier or its client, of mismanagement situations, non-compliance with internal rules of ethics, business conduct, policies or procedures, corruption or other violations of applicable national and European law.

(5) **Compliance** – Compliance by the organization with the provisions of the regulatory framework applicable to its activities, its own rules and standards, as well as codes of conduct and professional and standards applicable to the relevant market or industry. Conpet S.A. personnel complies with the Romanian Constitution as well as all legal provisions of the regulatory framework applicable to its activities.

(6) **Conflict of interests** - Represents the situation in which the person exercising a public dignity or a public office has a personal interest of a patrimonial nature, which could influence the objective fulfillment of the duties incumbent on him according to the Constitution and other normative acts. 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.

(7) **Incompatibility** – is incompatible the person holding two or more functions at the same time, the cumulation thereof being prohibited by law. For example, the employee of Conpet S.A. who is also a Member of the Romanian Parliament (deputy or senator) or a lawyer is in a state of incompatibility.

(8) **Personal interest** – any material or other advantage, whether pursued or obtained by the personnel of the organization, directly or indirectly, for themselves or for others, by using reputation, influence, facilities, relationships, information to which it has access as a result of the performance of its duties.

(9) **Disciplinary misconduct** – any committed act, with guilt, in connection with the activity carried out, consisting of action or inaction, in breach of legal provisions or any other internal regulations or provisions issued by the organization's management.

(10) **Organization** - All the structures of Conpet SA.

(11) **Personnel** – Management (managerial staff, except the delegated directors by the Board of Directors), employees and any other persons acting within or on behalf of the organization, with decision-making or non-decision-making power, whether remunerated or not, regardless of the legal form of their agreement with Conpet S.A.

(12) **Management** - The administrators and directors delegated by the Board of Directors.



(13) **Affinity:** it is the bond between one spouse and the relatives of the other spouse. The relatives of the husband are, in the same line and the same degree, the affinities of the other spouse.

(14) **Kinship – (1) natural** – is the bond based on the lineage of one person from another person or on the fact that several persons have a common ascendant; (2) **civil** – is the link resulting from the adoption concluded under the conditions provided by law. Kinship is in a straight line in the case of the progeny of one person from another person and can be ascending or descending. Kinship is collateral when it results from the fact that several people have a common ascendant. The degree of kinship is established as follows: a) in a straight line, according to the number of births: thus, children and parents are first-degree relatives, grandchildren and grandparents are second-degree relatives; b) in collateral line, according to the number of births, ascending from one of the relatives to the common ascendant and descending from it to the other relative; thus, the brothers are second-degree relatives, uncle or aunt and nephew, third degree, first cousins, fourth degree.

(15) **Inside information** - information of a precise nature which has not been made public, relating, directly or indirectly to one or more issuers or to one or more financial instruments and which, if it were made public, could have a significant impact on the price of those financial instruments or on the price of derivative financial instruments linked therewith.

(16) **Bribery** – the offering, promising, giving, accepting or soliciting an undue advantage of any value (which could be financial or non-financial), directly or indirectly and independently of location(s), by violating applicable law, as an exhortation or reward to a person to act or not to act in connection with the performance of the performance of this person's tasks.

(17) **Ethics Adviser** – the person appointed by the company's management for ethical counseling and monitoring the observance of the rules of conduct, having the following attributions: providing advice and assistance to the staff within the company regarding the observance of the rules of conduct; monitoring the application of the provisions of the code of conduct within the company; drawing up reports on the compliance with the rules of conduct by the staff of the company;

(18) **Integrity adviser - person** who can be appointed to implement and ensure the employees' knowledge of the legal integrity standards;

(19) **Sensitive position** – a position that presents a significant risk of affecting the objectives of the entity through the improper use of human, material, financial and informational resources or of corruption or fraud;

Chapter II - Values and principles

Art.5. General values and principles

(1) The Code of Ethics and Integrity of Conpet S.A. contains the values and principles that have been and will continue to be viable for the future success of the organization. The principles which will be detailed here-under are not restrictive, but associated with a sense of liability towards partners or other interested parties, set essential rules of ethical behavior applicable to the entire personnel herein. The values and principles governing the professional conduct within Conpet S.A. are the followings:

a) **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, an organization is deemed upstanding if it correctly informs the public opinion and stakeholders regarding its plans (transparency), if it does what it has said it will do (consistency, predictability and rectitude) and takes responsibility for its decisions and actions (bears legal and social responsibility). Conpet S.A., its management and personnel forms a group with a fair and honest conduct, which shows consistency between actions, values, principles and rules of law.

In Conpet S.A. are declared any personal interests which may conflict with the objective exercise of the job duties and all due diligence has been made as to avoid such situations.

b) **Loyalty** - The management and personnel of Conpet SA are committed to the organization, stakeholders and community/company as a whole in order to achieve the objectives assumed.



- c) **Liability** - Conpet S.A. management and personnel comply with their obligations and take responsibility for their own actions.
- d) **Objectivity** - The management and staff of Conpet S.A. are characterized by impartiality and do not allow professional reasoning to be influenced by prejudices, conflicts of interest or other unwanted influence factors which may arise during their professional activity.
- e) **Transparency** - The management and personnel of Conpet S.A. are in an open and constructive dialog, with all stakeholders, dialog based on respect and professionalism. Within Conpet S.A. is being provided access to information regarding the decision-making process.
- f) **Impartiality and non-discrimination** - The management and personnel of Conpet S.A., as well as its partners, have no discriminatory attitudes towards anyone, regardless of race, gender, religion, sexual orientation, political affiliation or other criteria that may be the basis of discrimination.
- g) **Respect** - The management and personnel of Conpet S.A. show respect in their interactions with other persons along the course of their professional activities, inside and outside the organization.
- h) **Precedence of the company's interest** - The management and employees have the duty to consider the interest of the company beyond the personal interest, when exercising their job duties.
- i) **Professionalism** - The management and employees of the company should perform their job duties with responsibility, competence, efficiency, promptness and fairness.
- j) **Freedom of thought and speech** - The management and employees may express and substantiate their opinions by the observance of the rule of law and good behavior.
- k) **Honesty, Honor and Fairness** - The management and employees, in the performance of their mandate or their duties, shall comply, with the utmost seriousness, with the provisions of the regulations/internal bylaws (Code of Ethics and integrity, Collective Labor Agreement, Internal Regulation, procedures, others).
- l) **Prevention of integrity incidents** - The anti-bribery management system implemented and certified at Conpet S.A. level provides background check criteria for the business partners and new employees. The observance of the CONPET S.A. Anti-bribery Policy is one of the basic requirements of the anti-bribery management system.

At corporate level, reasonable measures have been undertaken in what concerns the identification of the risk of bribery and for the control/prevention of their occurrence. The risk of corruption assessment is being communicated and documented and any change occurred at organizational level triggers a revaluation.

The anti-bribery compliance function (as per SR ISO 37001:2017) has accountability and authority to report to the management body (Board of Directors) and management at the highest level, in respect of the performance of the anti-bribery management system.

m) **Social responsibility of Conpet S.A. (Corporate Social Responsibility-CSR)**

The Social responsibility of Conpet S.A. is integral part of the company's vision and strategy and the respect towards people, responsibility towards the environment and involvement in the community's life are essential values and major priorities for our organization.

The CSR policy of CONPET S.A. sets the general principles, strategic orientation and the general actions framework which guides the company's responsible behavior at social level, being enforceable and supplemented by all the policies and internal by laws set in this respect.

Conpet S.A. applies and observes the principles of the ISO 26000 standard on social responsibility, namely: liability for the impact of the activities on the company, economy and environment, transparency, ethical behavioral, respect for the concerns of the interested parties, for the state of law, for the behavioral international norms, respect for human rights.

Conpet S.A. approaches the following main topics on social responsibility:

- ✓ Organizational management;



- ✓ Human rights;
- ✓ Professional practice;
- ✓ Environment;
- ✓ Fair practices;
- ✓ Involvement and development of the communities.

Chapter III - Norms/general rules of ethical conduct in the workplace

Art. 6 Personnel relationship, including personnel selection and evaluation:

- (1) Conpet S.A. Personnel must always behave in a civilized manner, show, respect in dealing with their superiors, colleagues, subordinates, as well as with the organization's clients/partners, in order to carry out the activities specific to each workplace in a favorable climate, and to maintain a high level of the prestige of the organization and its personnel.
- (2) Conpet S.A. must ensure an environment conducive to teamwork and actively promote, the management must be a model of ethical behavior and promote an organizational climate in which the organization's ethical values, policies and standards are known and respected.
- (3) Within Conpet S.A., the communication channels must be open from both management towards personnel and the other way round, the communication being based on trust and mutual respect expressed by the organization's personnel at all hierarchical levels.
- (4) Conpet S.A. uses fair employment practices, including objective evaluation, prevention/ avoidance of conflicts of interest, prevention of the pantouflage situations, of the incompatibility and bribery situations, as well as the prohibition of any form of discrimination in decision-making regarding personnel selection and evaluation.
- (5) Conpet S.A. provides fair treatment to all its personnel, including equal pay for equal work, and provides support for the improvement of the vocational training and ongoing training and development.

Art.7. Compliance with the requirements

- (1) Conpet S.A. is a reliable business partner in all relationships and with all relevant interested parties they enter into contact with, committing to observe the rule of law, observing all national laws and regulations, as well as the behavioral international norms.
- (2) The management and personnel of Conpet SA carries out its activity in compliance with the laws, normative documents and regulatory acts of Romania.
- (3) The management and personnel of Conpet S.A. are required, by their acts and actions, to observe the regulations in the field of activity, the internal regulations, the decisions/provisions of the Director General and to act in order to implement the legal provisions, in accordance with their respective powers, in accordance with professional ethics.
- (4) The management and personnel of Conpet S.A. should respect and apply the principles of this Code of Ethics and integrity.
- (5) The management and personnel of Conpet S.A. must comply with internal provisions, good practices and standards that Conpet S.A. has committed to comply with.
- (6) The management and personnel of Conpet S.A. must act so that the image of Conpet S.A. is not affected.
- (7) The management and personnel of Conpet S.A. must respect the company's values and policies and coordinate the company's activity in accordance with them.

Art.8. Fighting and preventing corruption

- (1) Conpet S.A. expressed the adherence to the fundamental values, principles, objectives and monitoring mechanisms of the National Anti-Corruption Strategy, committing to support the anti-corruption fight, promote integrity, the prioritize the public interest and the company's interest, as well as transparency of



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the decision-making process. In compliance with the provisions of GD no. 1269 /2021, Conpet S.A. published on its company webpage, the Declaration on assuming the corporate integrity Agenda within the coordinates of 2021-2025 Anti-corruption National Strategy. By this Declaration, it is being confirmed that at Conpet SA level, continue to be set measures to prevent the acts of corruption and apply the integrity standards, concurrently with the implementation of the measures to prevent/control identified risks and vulnerabilities to corruption, included in the own integrity plan, issued in accordance with the fundamental values and principles of the Anti-corruption national strategy.

Art.9. Conflict of interest and pantouflage prevention

(1) The management and personnel of Conpet S.A. have the obligation to comply exactly with the legal regime and all the regulations stipulated in the internal rules/regulations/procedures adopted at the level of the company, in the matter of conflict of interests and pantouflage prevention. The situations in which Conpet S.A. personnel may be in conflict of interest are identified in the specific procedures adopted at the level of the company.

(2) The management and staff of Conpet S.A. shall not engage directly or indirectly in business relations with economic operators, natural or legal persons, which would affect the correct, honest and conscientious performance of their duties.

(3) The management and personnel of Conpet S.A. should not be influenced by personal interests or by pressures of any kind in the performance of their duties.

(4) Persons who are spouses, relatives or affinities up to the fourth degree with the Director General of Conpet S.A. may not be internal auditors and may not occupy positions within a control structure within the company.

(5) The internal auditors/personnel of the control structure may not be appointed to carry out public internal audit/control missions at a structure/entity within the company if they are spouses, relatives or affinities up to the fourth degree with its manager.

(6) The internal auditors/personnel of the control structure must not be involved in any way in the performance of the activities they can potentially audit, nor in the development and implementation of the company's internal control systems.

(7) The Internal auditors/personnel within the control structure who have responsibilities for carrying out programmes and projects financed in whole or in part by the European Union should not be involved in auditing these programmes.

(8) Internal auditors/personnel of the control structure shall not be entrusted with public internal audit missions in the sectors of activity in which they have held positions or have been otherwise involved. This ban may be lifted when 3 years have passed.

(9) The management and personnel of Conpet S.A. must refrain from any conflict of interest. Any possible conflict of interest must be declared, by means of a written statement, according to the internal procedures/regulations in force, to the competent organizational entity, as soon as it arises, and in the case of members of the Board of Directors and the management, the relevant corporate legal provisions must be taken into account.

(10) If a representative of the management or personnel of Conpet S.A. is involved in a situation of conflict of interest, the management of Conpet S.A. shall analyze and resolve the situation together with the competent organizational entity.

(11) The management and personnel of Conpet S.A. involved in decision-making processes, must complete a declaration of interests or an affidavit that they are not in any conflict of interest and submit it to the designated responsible person within the organizational entity with specific competences. The declaration of interests will be updated by the management personnel annually and at each appointment/termination of the position, it is submitted on the e-DAI platform of the National Integrity Agency according to the legal regulations in force.

Art.10. Incompatibilities



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- (1) The management and personnel of Conpet S.A., are forbidden to occupy any other position, which generates incompatibility situations. For example, the employee of Conpet S.A. who is at the same time a member of the Romanian Parliament (deputy or senator) or a lawyer is in a state of incompatibility.
- (2) The management and personnel of Conpet S.A. have the obligation to comply exactly with the legal regime and all the regulations provided for in the internal procedures adopted at the level of the company, in the field of incompatibilities.
- (3) Conpet S.A. personnel is obliged to inform the management in case of incompatibility state and must submit a declaration of incompatibility to the competent organizational structure, in accordance with the provisions of the specific legislation and the internal procedures/regulations adopted at the level of the company.

Art.11. Political activity

- (1) Conpet S.A. undertakes not to finance, directly or indirectly, political parties or groups on the territory of Romania, as a collective obligation enforceable against all political forces. At the same time, Conpet S.A. will not publicly support a candidate or a political party during the election campaign or in the elections.
- (2) The management and personnel of Conpet S.A. are not forbidden to sympathize or belong to legal political groups, since their political concerns do not affect professional performance and propaganda is not made in the workplace.

Art.12. Union activity

- (1) Conpet S.A. employees have the right to set up or join a trade union, to request, when they consider themselves discriminated against, the support of the trade union organization within the company in order to solve the situation at the workplace, in accordance with the provisions of this Code and of the applicable internal regulation.
- (2) Conpet S.A. management has the obligation to consult with the trade union or, as the case may be, with the employees' representatives regarding the decisions likely to substantially affect their rights and interests, in accordance with the provisions of the Internal Regulation in force.

Art.13. Protecting the organization's assets

- (1) Conpet S.A. personnel are required to protect the assets and resources of the organization and to prevent their improper and/or unauthorized use, deterioration, vandalism or use. At the same time, the use of Conpet S.A.'s assets and resources for personal benefit is prohibited.
- (2) Any waste, misuse or unauthorized use, destruction or theft of property belonging to the organization must be communicated immediately to the higher hierarchical level.
- (3) Upon termination of the individual employment contract, the personnel are obliged to return what is legally part of the organization, including documents (both in physical and electronic form).
- (4) The organization's intellectual property will be protected by its personnel.

Art.14. Equality and diversity

- (1) Conpet S.A. respects and guarantees equal and non-discriminatory treatment in relation to its personnel, partners and clients.
- (2) In performing its function, the management and personnel of Conpet S.A. have an obligation to conduct a professional conduct, as well as to ensure the transparency, impartiality and effectiveness necessary to gain and maintain the trust of its partners, collaborators and clients. They are obliged to ensure equal treatment and to refrain from acts of discrimination on the grounds of race, ethnicity, citizenship, color, language, religion, social origin, genetic features, sex, sexual orientation, age, disability, non-contagious chronic disease, H.I.V. infection, political choice, family situation or responsibility, membership or trade union activity, membership of a disadvantaged category.

Art.15. Gifts and entertainment expenses

- (1) The management and personnel of Conpet S.A. do not request or accept gifts, services, favors, invitations or any other advantages, which are personally intended for them, family, parents, friends, etc. and which may influence their impartiality in the performance of their duties.
- (2) If the personnel of Conpet S.A. is given gifts during the performance of their duties, they have the obligation to declare and present, within 30 days from the receipt, the goods they have received free of charge in the framework of entertainment activities in the exercise of their mandate or function, in accordance with the specific legislation and the provisions of the Regulation on the goods received free of charge on the occasion of protocol actions in the exercise of the mandate or function, adopted at the level of Conpet S.A.
- (3) The expenses for the participation in conferences, seminars and courses/trainings in which the staff of Conpet S.A. takes part are borne by the organization, in accordance with its internal procedures.

Art.16. Confidentiality

- (1) Conpet S.A. and its personnel agree that, throughout the duration of the employment contract and after its termination, they shall not transmit data or information of which they become aware during the performance of the contract, under the conditions laid down by internal regulations, the collective employment agreement or individual contracts. The exception to this rule is constituted only by the statements made to the competent authorities in breach of the law.
- (2) It is forbidden to disclose personal data relating to management and personnel without the consent of the person concerned, unless there are legal requirements in this regard.
- (3) The disclosure of information obtained in the course of professional activity which could be used to affect fair competition in the course of procurement procedures shall be forbidden.
- (4) The management and personnel of Conpet S.A must respect the confidentiality of information acquired during professional activities and not disclose it in their personal interest, directly or indirectly to a third party. This information is property of Conpet S.A. and cannot be disclosed outside the organization.
- (5) The obligation to respect confidentiality is maintained even after the conclusion of the professional relationship between the company's personnel and Conpet S.A., in accordance with the legislation in force and the provisions of the individual employment contract, where applicable.
- (6) The use of information obtained by the management and personnel of Conpet S.A. in the course of its professional activity for personal purposes or in a manner which may be contrary to the law or to the legitimate and ethical objectives of the organization shall be forbidden.
- (7) Conpet S.A. guarantees the confidentiality of the information at its disposal; the processing of such information is carried out using methods which ensure maximum transparency for the interested parties and do not allow third parties access.
- (8) Customer data will not be transmitted to third parties, except as provided by applicable legislation.

Art.17. Harassment

- (1) The management and personnel of Conpet S.A. must have a decent and adequate posture both inside and outside the organization.
- (2) No abuses, threats, physical, verbal or sexual intimidation or harassment are tolerated, either in terms of relations developed with all categories of public, or in relations with the other employees within the company who are aiming at tainting the employee's dignity by creating degrading, intimidating, hostile, humiliating or offensive environment. In this respect, Conpet S.A. encourages the reporting of all types of moral harassment, notwithstanding the harasser.

Art.18. Money-laundering



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

Art.19. Transparency

(1) (1) The company acknowledges the fundamental role of the information media and communicates transparently towards the public, through all communication media. In relation to the civil society, Conpet S.A. employees act according to the principles of transparency, respect, and concern for the organization public image.

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

(3) Conpet S.A. has the obligation to ensure the access of any person to the information of public interest, in accordance with the legal provisions related to the free access to public interest information.

(4) Access to public information shall be ensured ex officio or upon request, through the competent organizational entity within the company that publishes all public interest information provided by the legislation in force.

(5) Conpet S.A. also publishes other data and information at the company's level, in compliance with relevant corporate dispositions and the legal dispositions of integrity set out at the level of National Anti-Corruption Strategy, respecting, however, the privacy of the personal data's management and its employees.

(6) The data provided by Conpet S.A. are explicit, accurate, transparent and complete in terms of content so as to enable those to whom they are addressed to make informed choices.

Art.20. Sensitive positions

(1) The sensitive positions at Conpet S.A. level are being identified as per the legal requirements in force and the applicable procedures. Proper control measures are being established, so that the negative effects on the activities performed within the organization be minimum.

Art.21. Declaration of Assets and Interests

(1) At company's level, through the responsible persons designated by the competent organizational entity is ensured the implementation of the legal provisions related to the asset and interest statements.

(2) The management of Conpet S.A and the designated personnel are required to complete and submit annually the asset and interest statement and upon appointment/termination in a managerial position on the e-DAI platform of the National Integrity Agency.

Art.22. Ethics and integrity adviser

(1) At the level of Conpet S.A. is appointed an ethics and integrity adviser who must perform his/her activity/perform his/her duties in accordance with the provisions of the job description and the Regulations on the activity of the Ethics and Integrity Adviser of Conpet S.A..

Art.23. Corruption Risks assessment

(1) At the company's level there are being identified corruption risks as per the legal requirements in force and the applicable procedures. Proper/control measures are being established, so that the negative effects on the activities performed within the organization be minimum.

(2) At Conpet S.A.'s level, the Integrity Plan adopted ensures the implementation of prevention/control measures as remedies for risks and vulnerabilities to corruption identified at the level of the company. The implementation of the measures set out in the plan is assessed annually, reevaluating it whenever new risks and vulnerabilities arise.

Art.24. Integrity incidents assessment



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(1) At the company's level, corruption risks are identified as per the legal requirements in force and the applicable procedures. When an integrity incident occurs, prevention/control measures are evaluated and implemented to prevent the occurrence of a similar incident.

Art.25. Protection of the whistle blower

(1) Conpet S.A. has adopted and implemented a procedure on the integrity alert which respects the principles outlined in this Code of Ethics and Integrity and the legislation in force.

(2) Conpet S.A. guarantees the protection of the whistleblowers and discloses, on the company's website, for the use of the public at large, the button helping anyone formulate the integrity alerts, the alerts being registered by the anonymization of the whistleblowers, for the procedural and legal investigation and completion of the seized causes.

(3) The company's management will not allow, under any circumstance, any form of repression directed towards the persons having reported an irregularity, in good faith, even if the aspects reported are not confirmed or are partially confirmed.

Chapter IV - Conduct in dealing with Shareholders, Authorities, Business Partners and Community

Art.26. The relationship with shareholders

(1) Conpet S.A. provides equal treatment to all the shareholders who are in the same position concerning the participation and exercise of the voting rights during the General Meetings of Shareholders. At the same time, the company provides equal treatment for all shareholders of the same type and class who are in an identical situation.

(2) Information that may influence the course of Conpet S.A. stocks at the Bucharest Stock Exchange and the shareholders' decisions, defined as "inside information" by the current law and internal procedures, is communicated to the shareholders and the capital market in an operative manner, by the entity that has attributions in this role, and are then published on the company's website and transmitted to the mass-media by way of reports, press releases according to the capital market legislation in force.

(3) In compliance with the provisions of the legislation regarding the capital market, the misuse of inside information is forbidden. The abusive use of inside information occurs whenever a person holding inside information uses this information to acquire or dispose of financial instruments to which that information relates, in his own name or on behalf of a third party, directly or indirectly.

(4) 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 it to another person unless disclosure is made under the normal exercise of work duties, profession or position, including where disclosure is qualified as a market survey.

(5) The abusive use of the position held by the shareholders or the capacity of administrator or employee of the issuer, by using unfair or fraudulent acts that have as scope or result the violation of securities rights and other financial instruments held, as well as harming their owners are forbidden.

(6) A person should not take part or attempt to engage in market manipulation practices.

(7) Failure to comply with these provisions constitutes a violation of this Code of Ethics and Integrity, but especially of the applicable law, in which cases the Employer may resort to material punishment varying with the seriousness of the actions, going all the way to the most severe sanction of all: the termination of the employment contract.

(8) All the information and market releases addressed to shareholders and investors are available on the company's website (www.conpet.ro).

Art.27. The relationship with the authorities



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- (1) The management and personnel of Conpet S.A. ensure collaborative relations with local, central authorities as well as with other entities, based on principles of fairness and transparency, without compromising the independence and economic objectives of the organization and respecting the principles of behavior and values of this Code of Ethics and Integrity.
- (2) In relationship with the authorities, the Management and staff of Conpet S.A. will refuse any requests for interventions or suggestions for intermediation that could affect the legal performance of certain activities within the organization, inclusive of those made by offering undue advantages in exchange.
- (3) Conpet S.A. shall react in solidarity with the other organizations in its line of business, against any pressure of corruption, extortion of funds or unlawful obstruction exercised by the governmental or local authorities.
- (4) Conpet S.A., through its representatives, promotes an open and ongoing dialog with clients/partners, public authorities, riparians, non-governmental organizations and other stakeholders concerned by the general environmental issues.
- (5) The management and personnel of Conpet S.A. respects the legal regulations in force, is aware of its responsibility towards the environment and joins forces towards the achievement of environmental performance.
- (6) Conpet S.A. undertakes to remedy all the negative consequences of its activity that could not be avoided, concurrently with the initiation of programs to prevent similar risks.
- (7) The management of Conpet S.A. is concerned with the education, raising awareness, training and motivation of its personnel in view of creating an environment organizational culture.

Art.28. The relationship with the business partners

- (1) The management and personnel of Conpet S.A. is permanently monitoring the compliance with the clients' requirements, their perception regarding quality and the degree of satisfaction of their need in relation to the contractual clauses.
- (2) The company carries out its contractual relations using honest and legal business practices and acts through its employees in the following directions:
 - a) working to the highest standards of professionalism and morality, in order to satisfy the interests of society and the demands of the business partners;
 - b) constant efforts to win and maintain the reputation of a trustworthy, upstanding and competent business partner;
 - c) cultivating respect for all business partners;
 - d) the relations with business partners are based on legal, effective and fair practices, with a view to establish lasting relationships;
 - e) promoting ethical norms in relations with the business partners;
 - f) company's employees will not seek to gain personal benefits through the use of confidential information they are aware of or through inappropriate actions/behavior;
 - g) searching for amicable solutions, through negotiation and mediation, in case of disputes arising during business relations;
 - h) it is forbidden to obtain personal benefits through manipulation, confinement, using confidential information or any other financial unfair business practice;
 - i) business relationships with business partners are conducted on a mutually respectful, fair and trustful basis.

Art.29. The relationship with the community

- (1) Conpet S.A. maintains relations with the local, national and multinational authorities based on total and active collaboration and transparency, which do not compromise the company's independence and economic objectives and observe the behavioral principles and the values of this code.

(2) Conpet S.A. is involved in supporting corporate social responsibility projects, through the award of sponsorships in compliance with the provisions of Law no. 32/1994, thus supporting projects in areas such as: education, learning, sport, scientific - fundamental and applied research, health and medical, artistic cultural, environmental, social and community protection, philanthropic and humanitarian actions, social assistance and services, protection of human rights etc.

(3) The acts of courtesy, leading to offering gifts to the foreign delegations invited in Romania on the expense of the Romanian party, during official meetings, shall be made by the Company Management, making use exclusively of resources from the protocol fund provided in the company's budget.

(4) Conpet S.A. observes the professional independence of the journalists and media institutions.

(5) Conpet S.A. collaborates with all the information and media means, without discrimination and by the mutual observance of the trade non-disclosure exigencies, in order to reply with promptitude, in a complete and transparent manner, to the needs for correct informing of the public, as well as to any other request for public information.

(6) The information provided by the company must be complete in terms of content, transparent, clear and accurate, prepared in a manner accessible to all categories of public targeted by the company and to the strategic partners of the company, as to enable those to whom it is addressed, to make decisions being fully aware of it.

(7) The persons tasked with discussing with mass-media representatives are: the members of the Board of Directors, the Director General and the persons they appoint to fulfill such duty.

Chapter V - Clauses regarding the application of the Code of Ethics and Integrity

Art.30. Implementation of the Code of Ethics and Integrity

(1) The provisions of this Code of Ethics and Integrity are formally brought to the attention of the personnel, as follows:

- a) for the existing personnel in the staff establishment plan, by the hierarchical leaders, on the date of its adoption;
- b) for the new employees, by the Human Resources department, with attributions in this regard, before they start the activity

(2) For all personnel, this code should become part of the agreement the employee has signed with Conpet S.A., regardless of its legal nature.

(3) This code will be brought to the attention of the company's personnel via trainings, publication, dissemination.

(4) Any change that occurs in the content of the Code of Ethics and Integrity is subject to personnel information procedure, as specified above.

Art.31. Liability and sanctions

(1) Failure to comply with the Code of Ethics and Integrity is considered a disciplinary offense and is sanctioned in accordance with the legal provisions and the internal regulations in force.

(2) If there are notifications from inside or outside the organization regarding the violation of the Ethics and Integrity Code's provisions by the organization's personnel, administrative investigations will be conducted, according to the legislation in force, by the Disciplinary Commission.

(3) Ethical problems/dilemmas arising within the organization can be brought to the attention of the person designated as an ethics and integrity advisor, who is responsible for providing advice and/or assistance to employees, regarding compliance with the rules of conduct in this Code of Ethics and Integrity.

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

- (5) Compliance with the provisions of this Ethics and Integrity Code is a mandatory requirement for all employed personnel, managers and administrators of Conpet S.A., including delegated or seconded personnel within the organization.
- (6) The provisions of this Ethics and Integrity Code are supplemented by the applicable provisions of the normative acts in force.
- (7) The sanctions for non-compliance with the provisions of this code are provided by the mandate contracts concluded by the administrators, the Director General, the Economic Director and the Deputy Director General and those provided for employees in the company's Internal Regulations, which has as Annex the Regulation of the Disciplinary Commission.

Art.32. Applicability

- (1) The Code of Ethics and Integrity comes into force and is applied from the date of its approval by the Board of Directors of Conpet S.A..
- (2) The Code of Ethics and Integrity can be revised whenever necessary, by a Working Group appointed for this purpose, by Decision of the Director General. The Code of Ethics and Integrity shall be reviewed whenever it is deemed necessary, by a Work Group appointed in this respect, by way of Decision of the Director General. Proposals for alteration/completion can be made by any department or employee of Conpet S.A. and will be sent in writing to the Director General, who decides on the need to revise the Code of Ethics and Integrity and the appointment of the Working Group.
- (3) The revision, via the amendments elaborated and agreed upon by the Working Group, is approved in advance by the internal auditor, after this endorsement, the revision is approved by the Board of Directors.
- (4) The revised Code of Ethics and Integrity is published, by the Chairman of the Board of Directors, on the website of Conpet S.A., within two days from of its approval.

Art.33. Reference and related documents

- (1) This Code of Ethics and Integrity is developed in accordance with:
- (2) GO 109/2011, regarding the corporate governance of public enterprises with subsequent amendments and additions;
- (3) OSGS (Order of the General Secretariat of the Government) No. 600/2018 regarding the approval of the Internal Managerial Control Code of public entities;
- (4) GD no. 1344/2007 - Rules and regulations for the organization and operation of disciplinary commissions, with amendments and additions;
- (5) Law no. 53/ 2003, the Labor Code, with subsequent amendments and additions;
- (6) Law no. 544/12.10.2001 republished, regarding free access to the information of public interest;
- (7) Law no. 287/17.07.2009 republished, regarding the Civil Code;
- (8) Regulation no. 679/27.04.2016 regarding the protection of natural persons in what concerns the personal data processing and the free circulation of these data and the abrogation of Directive no. 95/46/CE (General Rules on data protection);
- (9) GD no. 1269/2021 regarding the approval of the National Anti-Corruption Strategy 2021 - 2025 and its related documents;
- (10) GD No. 599/2018 for the approval of the standard methodology for assessing corruption risks;
- (11) Law No. 24/2017 regarding the issuers of financial instruments and market operations, republished;
- (12) Regulation No. 5/2018 regarding issuers and operations with securities on issuers of financial instruments and market operations;
- (13) Organizational and Operating Regulations of Conpet S.A.;
- (14) Internal Regulation of Conpet S.A.;
- (15) Collective Labor Agreement within Conpet S.A.;
- (16) SR ISO 37001:2017 Anti-bribery management systems. Requirements with user guide;
- (17) SR ISO 26000:2021 Guidelines on social responsibility;
- (18) GD no. 599/2018 for the approval of the standard methodology for assessing corruption risks;



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- (19) Corporate Social Responsibility Policy of Conpet S.A. no. 11398/31.03.2022;
(20) GEO no. 66/29 June, 2011 regarding the prevention, detection and sanctioning of irregularities arising in the obtaining and use of European funds and/or related national public funds with subsequent amendments and additions.
(21) Internal procurement procedural rules within Conpet S.A., revised.

Developer - The working group set up to revise/update the Ethics and Integrity Code, in accordance with the requirements of the OGSG 600 /2018 and GEO no. 109 /2011 with subsequent amendments and additions, as well as in correlation with the provisions of GD No. 1269 /2021 regarding the approval of the National Anti-Corruption Strategy for the period between 2021-2025.

CHAIRMAN OF THE BOARD OF DIRECTORS
GHEORGHE CRISTIAN- FLORIN

Endorsed,
Head of Internal Public Audit Office
Econ. Manuela Stoica



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