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Conform Politicii de Clasificare și Tratare a Informației nr. 59

Anti-Corruption and Anti-Bribery Policy

Rețele Electrice România S.A.
B-dul. Mircea Vodă 30, et. 3, Sector 3, București
Nr. de ordine în Registrul Comerțului J2002001859405, Cod Unic de
înregistrare 14507322,
Capital social subscris și vărsat 580.355.660 lei
www.reteleelectric.ro

Table of Contents

1	Introduction	2
2	Purpose of the Policy	2
3	Scope and Application of the Policy	3
4	Principles and Rules of Implementation	3
4.1	Key Definitions	3
4.2	Bribery	3
4.3	Other forms of Corruption defined by the law	4
4.4	Assimilated Corruption Deeds	4
4.5	Corporate Corruption.....	5
4.6	Roles and responsibilities of Obligated Persons	6
4.7	Gifts and Hospitality	7
4.8	Sponsorships	7
4.8.1	Areas and Criteria of Sponsorships	8
a.	Sponsorships Areas	5
b.	Criteria for the Award of Sponsorships	9
4.8.2	Non-Acceptable Sponsorships	11
5	Relationship with Third Parties.....	12
6	Implementation of the Policy	12
6.1	Training and Awareness	12
6.2	Human Resources	13
6.3	Breach of the Policy and Reporting.....	13
6.4	Responsibilities	14
7	Record Keeping	15
8	Monitoring and Review of the Policy.....	9

1 Introduction

RETELE ELECTRICE ROMANIA S.A. (the "**Company**") is committed to applying the highest standards of ethics and integrity in its business activities and conducting its operations in an honest and ethical manner, highlighting the importance of a robust protective framework combatting bribery and corruption. The Company expressly and unequivocally rejects and opposes any form of corruption and bribery and adopts a zero-tolerance approach to such unlawful actions. The Company, targeting towards the elimination of such unlawful phenomena, undertakes all necessary measures and actions to uphold the pinnacle of transparency and integrity in all its business operations.

The Company, acknowledging the severity of the risks inherent in bribery and corruption and the detrimental impact of these practices on the Company's business and profile, as well as the critical importance of mitigating such unlawful activities, establishes the present Anti-Corruption and Anti-Bribery Policy (the "**Policy**").

The Policy, in conjunction with the established policies and procedures on a group and Company level, which govern matters pertaining to ethical behavior, transparency and integrity in business operations, collectively serve as mechanisms to protect and enhance the Company's reputation and overall profile.

2 Purpose of the Policy

The main objective of the Policy is to unequivocally declare that Corruption, in any form, is strictly prohibited. The Policy aims to outline the risks associated with engaging in any form of Corruption and to set out the principles and rules to be observed by any person falling under the scope of this Policy, as defined in the Scope and Implementation section, as outlined hereinbelow. Furthermore, the Policy aims to clarify how these rules are to be implemented.

Towards the above objective, the Policy considers not only the interests of the Company but also the expectations of its personnel, customers, shareholders, suppliers, business associates, and of the local community and society in general.

3 Scope and Application of the Policy

This Policy applies to the members of the Board of Directors, persons who are part of the Company's administrative, management or supervisory bodies, as well as managers, employees and collaborators connected to the Company by contractual relationships of any type, also occasional and/or solely temporary.

For the sake of clarity and for the purpose of the present Policy, all the aforementioned persons covered by the Policy's application scope, shall be referenced herein as "**Obligated Persons**".

The Policy may also concern "Related Persons", as defined in the Company's Conflict of Interest Policy.

4 Principles and Rules of Implementation

4.1 Key Definitions

Corruption may take various forms and may be detected at various stages and/or types of business transactions. To ensure this Policy is accessible and comprehensible as possible, the following definitions have been construed and are used throughout the document when referring to different categories of corruption forms, hereinafter referred to as "**Corruption**":

In principle, Corruption can be defined as the discretionary use of position or function, by using illicit or illegal means in order to achieve personal or group interests.

Under the applicable national legislative framework, and, in particular, pursuant to the Romanian Criminal Code, the following categories of Corruption deeds are identified:

4.2 Bribery

- (i) *Passive Bribery*: the action of the Public Official or anyone who, directly or indirectly, for themselves or on behalf of others, solicits or receives money or other undue benefits or accepts a promise of money or benefits, in exchange for performing, not performing, expediting or delaying the performance of an action which falls under purview of their professional

duties or with respect to the performance of an action contrary to their professional duties,

- (ii) *Active Bribery*: the promise, the giving or the offering of money or other benefits under the conditions provided hereinabove.

4.3 Other forms of Corruption defined by the law

- (i) *Traffic of Influence*: the deed of requesting, receiving or accepting the promise of money or other benefits, directly or indirectly, for oneself or for another, by a person who has influence or who alleges to have influence over a Public Official and who promises it will persuade the latter to perform, not to perform, expedite or delay the performance of an act that falls under the latter's professional duties or to perform an act contrary to such duties.
- (ii) *Buying of Influence*: the promise, the offer or the giving of money or any other benefits, for oneself or for another, directly or indirectly, to a person who has influence or who alleges they have influence over a Public Official to persuade the latter to perform, fail to perform, expedite or delay the performance of an act that falls under the latter's professional duties or to perform an act contrary to such duties.

The categories above also cover *facilitation payments*. Such unlawful action involves informal inappropriate fees or benefits provided to an employee for the purpose of securing or expediting the provision of a service, the execution of a routine or necessary action to which the payer of the facilitation payment is legally entitled to and that the employee is normally obliged to perform.

4.4 Assimilated Corruption Deeds

In addition to the above Corruption deeds, there are also certain criminal offences that are assimilated to Corruption and/or have a direct link to Corruption, namely:

- (i) establishing, deliberately, a diminished value, compared to the real market value, of the goods belonging to the economic agents to which the State or an authority of the local public administration is a shareholder, performed during the privatization process or the enforcement of a court decision, the

UZ PUBLIC

Conform Politicii de Clasificare și Tratare a Informației nr. 59

judicial reorganization or liquidation or on the occasion of a commercial transaction or when selling the goods belonging to public authorities or public institutions, or during the enforcement of the court decision, committed by those people holding management, leading or administrative tasks or by those with tasks of enforcing court decisions, of judicial reorganization or of liquidation;

- (ii) granting subsidies by violating the law or not supervising, according to the law, the contracted destinations of the subsidies;
- (iii) using subsidies for other purposes than those they had been granted for, as well as using the credits guaranteed from public funds or which are to be reimbursed from the public funds, for other purposes;
- (iv) the deed of a person who has the obligation to supervise, to control, to reorganize or to liquidate a private economic agent, and performs any task, mediates or facilitates the performance of certain commercial or financial operations or participates with capital within such economic agent, if the deed is of such nature as to bring them directly or indirectly undue advantages;
- (v) performing financial operations as trade activities, incompatible with the position, duty or task which is carried out by a person or contracting financial transactions using the information obtained by virtue of the position, duty or task;
- (vi) using, in any way, directly or indirectly, the information that is not meant for publicity or allowing access of unauthorized persons to such information;
- (vii) the deed of the person with a management position within a party, a trade union or an employers association or within a non-profitmaking organization, to use their influence or authority in order to obtain money, goods or other undue benefits for themselves or for another person;
- (viii) abuse of office or of unlawful use of office, if the Public Official obtained an undue benefit for themselves or for another person.

4.5 Corporate Corruption

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Conform Politicii de Clasificare și Tratare a Informației nr. 59

- (i) promising, offering or giving, directly or through an intermediary, to a person who in any capacity directs or works for a private-sector entity an undue advantage of any kind, for that person or for a third party, in order that that person should perform or refrain from performing any act, in breach of that person's duties;
- (ii) directly or through an intermediary, requesting or receiving an undue advantage of any kind, or accepting the promise of such an advantage, for oneself or for a third party, while in any capacity directing or working for a private-sector entity, in order to perform or refrain from performing any act, in breach of one's duties.

Public Official shall be defined as any person who, permanently or temporarily, with or without remuneration:

- (i) exercises duties and responsibilities, established under law, for the purpose of carrying out the prerogatives of the legislative, executive or judicial power; or
- (ii) exercises a function of public dignity or a public office of any kind; or

exercises, alone or jointly with others, within the framework of an autonomous state operator (in Romanian: regie autonomă), another economic operator or a legal person with wholly or majority state-owned capital, duties connected with the performance of the object of its activity.

Furthermore, it is considered as Public Official the person who performs a service of public interest for which he/she has been entrusted by the public authorities or who is subject to the public authorities' control or supervision regarding the performance of that public service.

4.6 Roles and responsibilities of Obligated Persons

Obligated Persons are:

- under the obligation to refrain from any action or omission that may be considered as Corruption deed irrespective of form, namely both Corruption deeds in relation to a Public Official and Corporate Corruption;

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- under the obligation to report any potential case of Corruption and, in case there are any suspicions in relation thereof as per section 6 below.

All incidents shall be investigated promptly and thoroughly in order to promptly detect, manage and ensure effective enforcement of the Policy.

4.7 Gifts and Hospitality

Exchange of gifts and hospitality between employees and third parties are frequently encountered in business transactions, serving as a gesture of goodwill and business professional courtesy between business partners.

In some cases, however, offering or receiving gifts/ hospitality of value may be construed as bribery or at least create a suspicion of bribery, giving rise to potential risks that may trigger severe consequences for the Company, the employees and any other persons involved.

In this context, the Obligated Persons, when acting on behalf of, or interact with the Company, are prohibited from accepting personal benefits or offering gifts of any kind, hospitality, including but not limited to accepting invitations to business meals, sporting, cultural or educational events, the value of which exceeds the thresholds mentioned under the applicable internal policies and procedures.

The offer or acceptance of a gift in the form of money, regardless of the amount, is expressly prohibited.

The categories of allowed gifts and hospitality, as well as the values and obligations applicable in terms of reporting and traceability are detailed in the applicable internal policies and procedures.

4.8 Sponsorships

All sponsorships should contribute to the achievement of the Company's objectives and be carried out in accordance with the Company's principles and values. The present Policy sets out the framework and the basic principles to be followed for any sponsorship up to the stage of implementation. The policies and procedures of responsible entrepreneurship and ethics established by the Company have an important and binding role in the implementation and management of sponsorship

issues, in order to comply with all transparency requirements regarding the effective use of the resources to be allocated. For the purposes of this policy:

Sponsorship / Sponsorship Contract means the legal deed by which the Sponsor transfers ownership over an amount of money or assets to support non-profit activities carried out by the Sponsorship Beneficiary while promoting the Sponsor's name, brand or image.

Sponsor means the person granting a Sponsorship, according to the Romanian Sponsorship Law no. 32/1994.

Sponsorship Beneficiary means the eligible person who benefits from a Sponsorship according to the Romanian Sponsorship Law no. 32/1994.

4.8.1. Areas and Criteria of Sponsorships

a. Sponsorships Areas

- **Culture:** Sponsorships aimed at supporting cultural associations and institutions, events aimed at restoring and preserving culture and monuments of national importance.
- **Sports:** supporting sports teams/events of sports organizations/associations/federations and sports activities.
- **Childhood:** supporting actions, organizations and/or NGOs that promote and care for children in need, and/or contribute to the development and well-being of children.
- **Education and Innovation:** Sponsorships aimed at supporting and promoting education and/or innovation, to public educational institutions of all levels, research centres that are non-profit private-law legal persons, conferences, educational events.
- **Entrepreneurship:** supporting actions, institutions and/or NGOs, that promote entrepreneurship.
- **Society:** Sponsorships aimed at supporting people in need/vulnerable social groups, either at national or international level. Social service projects and

UZ PUBLIC

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social care programs. Sponsorships as part of fundraising initiatives for community or charitable causes (e.g. TV/radio marathons, etc.).

- **Environment:** Sponsorships that contribute to the protection of the environment, the improvement of the quality of life, financial aid to cover the expenses of non-profit legal persons (in the context of Corporate Social Responsibility).
- **Health:** collaboration with recognized bodies in the health sector, such as, for example, State and Municipal Nursing Institutions and Hospitals.
- **Emergency assistance:** Sponsorships of this kind are intended to directly support national/international emergencies by offering financial resources and equipment or other items needed (such as food, medicine, water, clothing, etc.).

b. Criteria for the Award of Sponsorships

Sponsorships must meet any of the following criteria in order to be accepted:

- Company's Strategic Plan:** The Sponsorship should be consistent with the relevant Company's strategy.
- Sponsorship Beneficiary:** The following persons/legal entities are eligible to benefit from a Sponsorship:
 - Non-profit organisations - foundations, associations, and/or federations ("NGOs") that operate in the following areas: culture, art, education, science, research and development, humanitarian, religion, sports, protection of human rights, health and
 - medicine, social services, environment, social and community protection, representation of professional associations, conservation and restoration of historical monuments;
 - Public institutions - are those in local or central administration, educational institutions, hospitals, and other similar institutions in relation to the areas mentioned at point A. above;
 - TV/radio shows, books or other media publications related to one of the following areas: culture, art, education, science, research and development, humanitarian, religion, protection of human rights,

UZ PUBLIC

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health and medicine, social services, environment, social and community protection, representation of professional associations, conservation and restoration of historical monuments;

- E. Any natural person residing in Romania, whose activity (in one of the above-mentioned categories) is recognized by a NGO or a public institution which is active in the field the Sponsorship was requested for.

The Company's Sponsorship strategy is to support organizations that can demonstrate their effectiveness in achieving the goals they have set, their organizational effectiveness and their transactional transparency.

Furthermore, said organizations must operate legally, avoid or adequately manage cases of conflict of interest.

- (iii) **Prohibition of bribery and undue advantage:** Regardless of the Sponsorship Beneficiary, Sponsorships should not be offered/promised/granted for the purpose of influencing the decisions of business partners. Dedicated clauses enclosing the principles and rules prohibiting any such corruption deed and enforcing rules for preventing and managing conflicts of interests should be included in the sponsorship agreement concluded between the Sponsorship Beneficiary and the Sponsor.
- (iv) **Transparency:** Sponsorships must be transparent, while the Sponsorship Beneficiaries, use and purpose must be verifiable. Therefore, all transparency requirements regarding the effective use of the funds allocated for sponsorships should be respected and under no circumstances should any sponsorship be intended to secure an undue advantage.
- (v) **Avoiding Conflict of Interest:** Decisions related to the granting of Sponsorships, as regards the selection of Sponsorship Beneficiaries and the amounts of Sponsorships, should not be linked to personal preferences or other motives, and any conflict of interest should be avoided, in accordance with the provisions of the Company's Conflict of Interest Policy.
- (vi) **Appropriateness of the amount/cost:** All Sponsorships must take into account both the financial condition of the Company and the purpose of the Sponsorship. The amount of the Sponsorship should be clearly justified as per the applicable internal policies and procedures. An annual report on

Sponsorships shall be issued and granted, including the relevant data such as: effectiveness of the Sponsorships, results, specific figures proving that the actions are within the approved annual budget of the Company.

(vii) **Purpose:** Sponsorships should be carried out for purposes that are considered useful and feasible and their support shall contribute to the social acceptance of the Company, in the sense of "good corporate citizen". In addition, all Sponsorships must be consistent with the charter of the recipient of the Sponsorship (if the recipient's legal form requires a charter). The Company will not proceed to any Sponsorship that may compromise the integrity of the Company or have a negative impact on the Company's reputation.

(viii) **Evaluation of the Integrity/Reliability of the beneficiary:** In all cases, a check on the reliability/integrity of the Sponsorship Beneficiary shall be carried out to the extent possible, as per the applicable internal procedures. All Sponsorships shall be recorded in a file and a register shall be kept for monitoring the implementation and certifying the good performance of a Sponsorship along with the final evaluation of the grantees. In cases of Sponsorship for promoting name, brand or image, the implementation of the benefits in return (quid pro quo) shall also be verified according to the applicable internal policies and procedures.

4.8.2. Non-Acceptable Sponsorships

The Company shall not be allowed to make any contribution, financial support or any other kind of benefit or facilitation to political parties, movements or political organizations, party representatives, government officials, or candidates for public office. In addition, no Sponsorship to trade unions shall be allowed, except in the case of co-organizing specific events, as specified in the applicable internal policies and procedures (television productions, conferences), where the Company should, however, have an autonomous and distinct presence as a Company-employer, aiming at serving its own purposes (communication, information, etc.), as well as its corresponding financial participation, which should in no case lead to exclusively bearing the costs involved.

As a general rule, Sponsorships shall be granted in accordance with the applicable law and shall never be linked, directly or indirectly, to any illegal act or unfair advantage for the Company.

5 Relationship with Third Parties

Prior entering into a partnership with third parties (individuals or legal entities), the People Integrity & Security department verifies if the minimum conditions for complying with this Policy are met.

Procurement procedures and sales are carried out by the Company in an accurate and transparent way, in accordance with its applicable internal policies and procedures which provide appropriate controls to ensure transparency, correctness and traceability of contractual relations. The commitment of any partner to undertake the principles of the Code of Conduct and the present Policy will be evaluated in the qualification process as a supplier.

The Company does not make illegal payments through agents, consultants and intermediaries. Any person representing the Company is required to sign a commitment statement to comply with the provisions of the Code of Conduct and the present Policy.

Documentation guaranteeing maximum correctness, transparency and tracking of the contractual relationship is archived. If behaviors of the other parties that violate this Policy are confirmed, within the limits permitted by law, the Company adopts appropriate decisions, including termination of the contract.

6 Implementation of the Policy

6.1 Training and Awareness

The Company is committed to providing continuous training and information to the Company's personnel, with a view to ensuring the effective implementation and dissemination of the Policy. Specifically, with regard to the training of its personnel, the People and Organization function, in cooperation with the Compliance department commits to take the following measures:

UZ PUBLIC

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- provision of relevant information, including the publication of this Policy, through the intranet, internal seminars and open discussions, etc., that ensure employee awareness of corruption prevention; and
- inclusion into the induction programs for new recruits of a session related to the Company's rules and regulations against corruption and bribery.

The principles, tasks and implementation methods are an integral part of the training sessions, in-depth, specific for professional categories.

The Compliance department is responsible for providing advice and guidance on questions or doubts that may arise from the Obligated Person in the application of this Policy.

6.2 Human Resources

Prior to the completion of the hiring process, selected candidates are required to sign a commitment declaration to adhere to the provisions of this Policy. All internal personnel management documents refer to the guidelines of this Policy.

In addition to the above, People & Organization function is responsible for collecting signed commitment declarations for all employees, as being part of the labor contractual documentation.

The People & Organization function will maintain and update a registry of all commitment declarations signed by all employees.

6.3 Breach of the Policy and Reporting

Any breach of this Policy will not be tolerated and may lead to criminal proceedings as provided for by the applicable regulatory and legislative framework, affecting both employed personnel, management and any third parties having links with the Company. This shall not preclude the Company from taking any disciplinary and/or corrective measure prescribed under the law/employment agreement in relation to its employees, respectively under the mandate agreement and/or other relevant agreement concluded with a member of the Company's management bodies.

Any employee who becomes aware of or suspects a possible breach of this Policy by another employee is required to report promptly their suspicion to the Company's

reporting/complaint line. Reporting on suspected violations of bribery/corruption are investigated and examined in accordance with the provisions of the Company's Whistleblowing Policy. In any case, handling of reports is performed in a manner to ensure the confidentiality of the identity of the reporting person and to safeguard, to the extent permissible, the principle of anonymity and the protection of the rights of the Company or persons involved in the report. To this end, the Company's employees who report possible misconduct or provide information or otherwise assist in any investigation or inquiry into possible misconduct will be protected from retaliation in accordance with the relevant legislation.

Reporting/communications made in bad faith, can lead to sanctions, criminal or civil liability, as the case may be.

The reports concerning violation of the provisions of the Anti-Corruption and Anti - Bribery Policy and their management thereof, identified during a year, shall be included in the Annual Compliance Report, which shall be submitted to the Company's Board of Directors.

6.4 Responsibilities

All level of management have a duty to adhere to this Policy within their area of functional responsibility, to set an example and to provide guidance to all the Company's personnel in their area of responsibility and to apply appropriate procedures for the implementation of this Policy.

All Obligated Persons have a duty to comply with the principles and rules set out in this Policy.

The Policy is available for all the Company's personnel through internal communication tools and is also published on the Company's website. Furthermore, the information on the adoption of the Policy will be included in all contracts to be concluded by the Company.

Specific results and implementation facts of this Policy are mentioned in the Company's sustainability report, which constitutes a clear, truthful and correct report of the results obtained by the Company in terms of prevention and mitigation of

Corruption deeds. The sustainability report is subject to external verification by an independent accredited company.

7 Record Keeping

Compliance department and People & Organization function are committed to maintaining and updating a registry of all the bribery/corruption situations that arise, as well as data regarding the management of each situation. The registry ensures a proper record of how the situation has been addressed and also ensures consistency of management.

8 Monitoring and Review of the Policy

The Compliance department and People & Organization function review the Anti-Corruption and Anti-Bribery Policy at least every two (2) years, or periodically as necessary, in order to determine whether and how the Policy should be revised or amended to reflect best practices and to comply with the applicable legal framework and the Company's internal policies and procedures.

This Policy shall enter into force upon its approval by the Board of Directors of the Company, respectively on 26.06.2025.