

**UZ PUBLIC**

*Conform Politicii de Clasificare și Tratare a Informației nr. 59*

## **Whistleblowing 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.reteleelctrice.ro](http://www.reteleelctrice.ro)

**UZ PUBLIC**

## Table of Contents

<b>1</b>	<b>Introduction.....</b>	<b>3</b>
<b>2</b>	<b>Purpose of the Policy.....</b>	<b>4</b>
<b>3</b>	<b>Definitions.....</b>	<b>4</b>
<b>4</b>	<b>Area of application of the Policy.....</b>	<b>7</b>
<b>5</b>	<b>Material Scope of the Policy.....</b>	<b>8</b>
<b>6</b>	<b>Reporting.....</b>	<b>9</b>
<b>6.1</b>	<b>Internal Reporting.....</b>	<b>9</b>
6.1.1	Reporting Channels.....	9
6.1.2	Content of Reports & Supporting Evidence.....	10
6.1.3	Handling of Reports.....	11
6.1.4	Ranking of Reports.....	14
<b>6.2</b>	<b>External Reporting.....</b>	<b>15</b>
<b>6.3</b>	<b>Public Disclosure.....</b>	<b>16</b>
<b>7</b>	<b>Protection of Whistleblowers &amp; Persons Concerned.....</b>	<b>16</b>
<b>8</b>	<b>Record-Keeping.....</b>	<b>18</b>
<b>9</b>	<b>Confidentiality.....</b>	<b>19</b>
<b>10</b>	<b>Protection of Personal Data.....</b>	<b>21</b>
<b>11</b>	<b>Retaliation.....</b>	<b>23</b>

<b>12</b>	<b>Penalties &amp; Disciplinary Action.....</b>	<b>24</b>
<b>13</b>	<b>Review and Monitoring of the Policy.....</b>	<b>25</b>

## 1 Introduction

RETELE ELECTRICE ROMANIA S.A. (the "Company") is committed to maintaining the highest level of moral and ethical professional conduct, repudiating explicitly and unequivocally any illegal and irregular acts that affect its reputation and credibility. With a view to fostering a strong corporate culture of integrity and ethical business practices, the Company will adopt a compliance programme, aligned with the PPC's compliance programme, under which it has re-defined its ethical rules in line with the international best practices and drafted new rules, policies and procedures or revised existing ones, including the Code of Conduct.

Additionally, and by implementation, following the introduction of Law No. 361/2022 (which incorporated Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019), a comprehensive framework for the protection of persons reporting violations of EU law was established, with the establishment of internal channels for reporting violations and establishing general rules for submitting and monitoring the relevant reports.

For this reason, the Company establishes the present whistleblowing policy (the "**Policy**") which outlines the procedures for reporting Violations of Law falling within the material scope of the Policy, as analyzed hereinbelow, and the handling of such incidents of Misconducts, ensuring ethical conduct and protecting the rights of all parties involved in the investigative process. The Policy serves as a means to safeguard the integrity, prestige and reputation of the Company and contributes to the identification of risks and the taking of appropriate corrective actions. For this reason, the Company encourages its

executives, employees and associates to promptly report instances of Misconduct.

The Policy is displayed on the Company's website and is also placed in a visible and accessible place at the Company's premises, ensuring that all the Company's personnel have access to it. The Company undertakes the responsibility to ensure that the Policy is available and easily accessible at all times.

## **2 Purpose of the Policy**

The purpose of this Policy is to ensure that all reported Misconducts, as defined below, are investigated and controlled in a fair and consistent manner in accordance with the applicable laws and the Company's regulations. This Policy aims to help prevent recurrence of Misconduct and to safeguard the integrity, prestige, and reputation of the Company. In addition to the above, the Policy aims to provide a clear and informative outline of the protection framework of the persons who decide to report Misconducts and any other associated party.

## **3 Definitions**

The following definitions have been construed for the purposes of this Policy:

**Violations of Law** facts consisting of an act or inaction that constitute non-compliance with the legal provisions, which concern the areas stipulated in the relevant definition provided in the Whistleblower Law (indicatively: public

procurement; financial services, products and markets, prevention of money laundering and terrorist financing, etc.).

**Internal Reporting:** oral or written communication of information on Misconducts within the Company in accordance with the process and the channels described in section 6.1 (Internal Reporting) herein.

**External Reporting:** oral or written communication of information on Misconducts carried out through the external reporting channels, in accordance with the process described in section 6.2 (External Reporting) herein.

**Report:** any oral or written communication of Misconducts performed either by virtue of Internal Reporting or External Reporting.

**Public Disclosure:** making available, in any way, in the public space information on a Misconduct in accordance with the provisions of section 6.3 (Public Disclosure) herein.

**Misconduct:** any actual or probable, committed, threatened or planned Violation of Law and/or violation of the Company's internal regulations, which may constitute a Violation of Law, including attempts to conceal a Violation of Law. The law and internal regulations can be violated by both an action and an inaction/ omission.

**Whistleblower Law:** The Romanian Law No. 361/2022 regarding the Protection of the Public Interest Whistleblower, as amended from time to time and in force.

**Whistleblower:** any individual who reports Misconducts or proceeds to Public Disclosure having obtained the relevant information in a professional context.

**Designated Person:** the person, compartment or a third party, with attributions regarding the receipt, registration, examination, performance of Follow-Up Actions and settlement of Reports, as appointed by the Company for this purpose.

**Follow-Up Action:** any action taken by the College of Ethics to resolve the Report and, where appropriate, to remedy the reported breach.

**Retaliation:** any direct or indirect action or omission arising in a professional context, which is determined by Internal Reporting or External Reporting or by Public Disclosure and which causes or may cause harm to the Whistleblower. Examples of retaliation in the context of this Policy are dismissal, suspension, negative performance appraisal, deprivation of opportunity for promotion, demotion, change in working conditions, refusal to extend employment or contractual relationships, harassment, intimidation, ostracization, etc.

**Worker:** a natural person who is in an employment relationship or service relationship, pursuant to the provisions of common or special law in the field and performs work in return for remuneration.

**Persons Concerned:** the natural or legal person mentioned in the Report or in the Public Disclosure as the person to whom the Misconduct is attributed or with whom that person is associated.

**Professional Context:** current or past professional activities of any nature either remunerated or not within the Company based on which the

Whistleblower obtained information on Misconducts or may be subject to Retaliation.

#### **4 Area of application of the Policy**

4.1 This Policy applies to any person who has obtained information on Misconducts within a Professional Context. Such persons shall include, as a minimum:

- (i) persons who fall under the category of the "Worker", i.e., in case at hand, the Company's employees (current, former, or future);
- (ii) self-employed persons within the meaning of Article 49 of the Treaty on the Functioning of the European Union;
- (iii) shareholders and persons who are part of the Company's administrative, management or supervisory bodies including non-executive members of the board of directors;
- (iv) paid or unpaid volunteers and trainees of the Company;
- (v) any person working under the supervision and direction of the natural or legal person with whom the contract has been concluded, its subcontractors and suppliers, contractual partners;
- (vi) candidates in the recruitment process;
- (vii) any other professional context with the Company.

This Policy shall also apply to persons who report or publicly disclose information on Misconducts anonymously.

4.2 The Policy applies to the occurrence or suspected occurrence of misconduct, as well as in case that relevant administrative and/or judicial proceedings have been initiated against the persons referred above, in Romania or elsewhere.

## **5 Material Scope of the Policy**

This Policy refers solely to Reports which concern Misconducts, as defined in section 3 and sets out the protective framework of Whistleblowers. As such, reporting of incidents which do not constitute a Misconduct under the provisions of this Policy are not governed by the Policy and shall be managed in accordance with the respective regulatory framework and the relevant Company's procedures/policies which correspond to its nature and subject matter. For example, any personal complaints regarding the performance of work or collaboration relationships, harassment, interpersonal problems at the workplace, performance evaluation and similar, complaints regarding the performance of a commercial relationship that can be addressed directly on the relationship channels with clients, if they are reported through the Internal Reporting referenced herein, will be addressed by the Company for resolution according to other internal rules.

Any other type of "misconduct" that does not constitute a Misconduct under the provisions of this Policy may be also reported via the Internal Reporting Channels defined in section 6.1.1. herein. The management and handling of such

incidents shall be performed in accordance with the relevant legal framework applicable to them and the respective Company's policies and procedures.

## **6 Reporting**

Reporting of Misconduct plays a vital role in ensuring the integrity of the Company and maintaining the highest degree of ethical standards. Persons covered by the scope of this Policy who are aware or have reasonable grounds to believe that the information in their possession is true and/or have indications or compelling evidence of a potential Misconduct, have the right to file a Report as soon as possible either through the available Internal Reporting and/or External Reporting channels, as analyzed hereinbelow:

### **6.1 Internal Reporting**

#### **6.1.1 Reporting Channels**

Without prejudice to the Whistleblowers' right to freely choose the reporting channel of their preference, persons covered by the scope of this Policy who are aware of or suspect a potential Misconduct are encouraged to file a report using the Company's Internal Reporting channels, as Internal Reporting ensures confidentiality, protection of personal data, constitutes an immediate and direct channel of communication and is the fastest means of triggering an investigation. The available Internal Reporting channels of the Company are the following:

1. The „**Whistleblower**” **Portal** - a dedicated web portal for submitting internal reports, which provides both voice and written reporting and can be accessed here <https://ppcromania.whistlelink.com/>

2. **Email to the College of Ethics** at [colegiuldeetica@ppcgroup.com](mailto:colegiuldeetica@ppcgroup.com).

The Whistleblower Portal is operated by Whistlelink, an external service provider, which is bound by all applicable legal requirements on privacy and personal data protection.

With the view to ensure the protection of Whistleblowers and avoid incidents of retaliation, written and oral Reports can also be filed anonymously.

### **6.1.2 Content of Reports & Supporting Evidence**

The Report shall include, at least, the following:

- name and surname;
- contact details of the Whistleblower;
- the professional context in which the information was obtained, the Person Concerned if known;
- the description of the deed likely to constitute a Misconduct within the Company, as well as;
- where appropriate, the evidence in support of the Report, the date and signature, as the case may be.

By way of exception from the provisions indicated hereinabove, Reports which do not contain the name, surname, contact details or signature of the

Whistleblower shall be examined and settled to the extent that it contains indications regarding Misconducts.

Nonetheless, it is expected that the Whistleblower provides the College of Ethics and/or any other competent department which investigates the Report, with all the evidence they have available to support the Report (such as emails or documents). Whistleblowers must also ensure that they only submit information relevant to the reported Misconduct.

To the extent that Whistleblowers are not sure whether certain personal data is adequate, relevant and limited to the minimum necessary, it is strongly recommended to provide it only after receiving a relevant request for further information from the College of Ethics.

The Company expects from Whistleblowers to provide support as requested by the College of Ethics throughout the investigation of Reports.

### **6.1.3 Handling of Reports**

The management of received Reports must always be performed in a manner to protect the confidentiality of the identity of the Whistleblower and of any Person Concerned or any other third party mentioned in the Report and to ensure that unauthorized personnel have no access to Reports. To this end, and with the view to ensure the unobstructed handling of Reports, the Company has appointed the College of Ethics to act in the capacity of the Designated Person, which consists of people from the People & Organization, Compliance and Audit functions. The College of Ethics under the aforementioned capacity is entrusted with the following responsibilities:

- sending an acknowledgement of receipt of the Report to the Whistleblower within seven (7) calendar days from its receipt;
- register the Report in accordance with the provisions indicated in section 8 herein (Record-Keeping);
- following receipt, performing a preliminary analysis of the Report and initiate appropriate preparatory actions, such as:
  - requesting additional information from the Whistleblower;
  - conducting a preliminary internal investigation to determine whether the reported Misconduct may be supported by evidence that can be identified within the Company, etc.
  - manage Reports by relaying the Reports to the competent departments for investigations or examining the Report;

The College of Ethics is required to fill in the preliminary analysis report as attached herein in Annex I.

- following conclusion of the preliminary analysis of the Report, the College of Ethics shall:
  - diligently perform the Follow- Up Actions; or
  - redirect the Report for resolution according to other internal rules of the Company;
  - close and archive the Report;
- inform the Whistleblower regarding the status of the Report and/or Follow-Up Actions, within a maximum of three (3) months from the date of the acknowledgement of receipt, or if the receipt of the Report has not been confirmed, from the expiry of the 7-day period, as well as,

subsequently, whenever developments are recorded in the performance of Follow-Up Actions, unless such information could jeopardize its development;

- provide clear and easily accessible information on External Reporting procedures to the competent authorities and, where appropriate, to the institutions, bodies, offices or agencies of the European Union;
- inform the Whistleblower about the way of resolving the Report. The solution shall be communicated through an information-investigation report, attached herein as Annex II, including in the case of the Report being classified;
- provide information relevant for the resolution of the external Report in case of a relevant request from the notified authority;
- communicate the alleged facts resulting from internal Reports to the Persons Concerned in order to allow them to exercise their right of access to the file and to defense;
- in cases where a person involved in the handling of an internal Report is in a situation of conflict of interest, then the College of Ethics shall ensure that: a) the person in conflict of interest will not carry out activities in relation to the Report in question; and b) any decisions made or actions taken with their involvement, prior to their withdrawal from the Internal Reporting process, will be reviewed on a case-by-case basis, as necessary;
- cooperate with consultants, auditors or lawyers who may be involved in the investigation of Misconduct or for other purposes related to the management of Internal Reporting;

- The College of Ethics will inform the management of the Company regarding the measures proposed as a result of the detection of a deviation for each internal Report, with a view to its approval;
- bring to the attention of the Company's employees the present Policy.

Throughout the performance of its duties, the College of Ethics must act impartially and independently in its analysis and decision.

#### **6.1.4 Ranking of Reports**

Reports shall be ranked when:

- (a) do not contain the elements which must be included in a Report (as referenced in 6.1.2 section herein "Content of Reports & Supporting Evidence"), other than the identification data of the Whistleblower, and the College of Ethics has requested its completion within fifteen (15) days, without this obligation being fulfilled;
- (b) are transmitted anonymously and do not contain sufficient information on Misconducts, to allow the analysis and resolution, and the College of Ethics requested its completion within fifteen (15) days, without this obligation being fulfilled.

If a person makes several Reports with the same object, they shall be related, the Whistleblower shall receive a single notification for the Reports. If a new Report with the same subject matter is received after its submission, without presenting additional information to justify a different Follow-Up Action, it shall be closed.

The College of Ethics may decide to terminate the proceedings if, after examination of the Report, it is found that it is a clearly minor infringement and does not require further Follow-Up Action other than the closure of the procedure. This provision shall be without prejudice to the obligation to maintain confidentiality, to inform the Whistleblower and shall be without prejudice to any other obligations or other applicable procedures to remedy the reported breach.

The solution of closure shall be communicated to the Whistleblower, indicating the legal basis.

## **6.2 External Reporting**

The Whistleblower Law provides the option of External Reporting, to the competent authorities in relation to the subject of the Report, and instructs Whistleblowers to consider this option when, for example, consider that there is risk of Retaliation or could not effectively remedy the reported Misconduct if they opt for Internal Reporting.

Please visit the National Integrity Agency to receive information on receipt and investigation of External Reports and other relevant information following this link ([Avertizori în interes public – Agenția Națională de Integritate](#)).

The obligations, responsibilities and duties of the National Integrity Agency and the involved competent authorities, the management procedure of the Reports (including receipt, investigation, information and transmission of the Reports, organizational structure, etc.), as well as the rights of the Whistleblowers throughout the External Reporting is regulated analytically in

Chapter IV (Reporting through external reporting channels) and according to Articles 12 to 18 thereof.

### **6.3 Public Disclosure**

Whistleblowers reserve the right to making information, relating to Misconducts, available in the public space (e.g. on television broadcasts, in the written press, through referrals to non-governmental organizations, professional, trade union or employers' organizations, parliamentary committees or other similar means), benefiting from protection against Retaliation, if one of the following conditions is met:

- if they have previously first used the Internal Reporting or External Reporting but they consider that no appropriate action/measures had been taken within the legal deadline provided by the Whistleblower Law; and
- if they have reasonable grounds to consider: (a) that the Misconduct may constitute an imminent or obvious danger to the public interest or there is a risk of irreparable damage, or (b) that in the case of an external Report there is a risk of Retaliation or a low probability that the Misconduct will be effectively remedied in the specific circumstances of the Report.

## **7 Protection of Whistleblowers & Persons Concerned**

The Company's main objective is to adopt a work culture where all the Company's executives, employees and any person associated with the Company in any manner is encouraged to express their opinion, seek for assistance, and report potential Misconducts when they have justified reasons

to do so. To this end, the Company strongly encourages any of the persons covered by the scope of this Policy who have a concern about proper conduct in a particular circumstance, or in cases where they consider that the Company or any of its executives, employees or associates have engaged in or are about to engage in Misconduct, to report it as reflected herein.

Every Whistleblower who reports a Misconduct in **good faith**, is protected by the Whistleblower Law and by the provisions of this Policy, irrespective of the channel and means which the Whistleblower has chosen to file the Report (i.e., by virtue of Internal Reporting, External Reporting) or make a Public Disclosure.

In light of the above, if a Report or Public Disclosure is found to be made by mistake/error, the Whistleblower who has made such Report or Public Disclosure shall not be subject to any disciplinary actions or other negative consequences. Nonetheless, if it is determined that the Whistleblower has intentionally reported or engaged in the public dissemination of false information or otherwise acted in bad faith, including if it is evidenced to have acted in disregard of the legal requirements for Public Disclosure, they shall not benefit from any legal or other protections under this Policy and may suffer penalties or other consequences, in accordance with the provisions stipulated in the section 12 herein (Penalties & Disciplinary Action & Penalties).

The Company aims to safeguard confidentiality and applies the presumption of innocence without exception, with respect to all persons affected (Whistleblower or Person Concerned) and any reported Misconduct will not be able to lead to any sanction or other measures if it is not proven. In light of the

above, only proven Misconducts can have consequences for the Persons Concerned.

The College of Ethics will make all the necessary efforts in order to properly filter the internal Reports with the objective that, in general, the Persons Concerned affected by or involved directly or indirectly in false Reports are not unnecessarily exposed to any kind of impact, and thus, Persons Concerned will not be involved in investigations unless this cannot be avoided.

Nonetheless, in cases where the Persons' Concerned involvement cannot be avoided, the Company will apply, from case to case, the most suitable protection measures in relation with the Person Concerned.

## **8 Record-Keeping**

The College of Ethics must ensure that all Reports are entered in a register, which shall include the date of receipt of the Report, the name and surname, the contact details of the Whistleblower, the object of the Report and the method of settlement. The College of Ethics are required to keep records of the Reports in the register received in compliance with the confidentiality requirements. Reports are kept for five (5) years. After the expiration of the 5-year retention period, they are destroyed, regardless of the support on which they are kept.

The register shall be kept in computerized form. The College of Ethics has the obligation to maintain statistics on Reports.

When a voicemail system is used for Internal Reporting, the College of Ethics is required to document the Report.

In cases where a telephone line or other voicemail system is used for Reports where the conversations cannot be recorded, the College of Ethics is obliged to draw up a report of the complete and accurate transcript of the conversation. The College of Ethics must provide the Whistleblower with the opportunity to check, rectify and agree to the minutes of the conversation by signing it.

If the Whistleblower does not express their consent to the transcription or recording of the conversation, they shall be directed to report in writing, on paper, to the College of Ethics, or in electronic format, to a dedicated e-mail address [colegiuldeetica@ppcgroup.com](mailto:colegiuldeetica@ppcgroup.com)

## 9 Confidentiality

The entire process of investigating Reports is conducted with the view to ensuring the highest degree of confidentiality. As stipulated hereinabove, the College of Ethics, is exclusively responsible to assess the information contained in Reports, and without prejudice to the exceptions referred to hereinbelow, the latter, throughout the performance of its duties, is not permitted to disclose such information (i.e., the identity of the Whistleblower, the Person Concerned and/or third parties named in the Report, any other information that would allow their direct or indirect identification). Other persons involved in the conduct of investigations and other subsequent actions may access this information only to the extent necessary for the performance of their duties on a case-by-case basis, and only if confidentiality was ensured.

By way of exception, the identity of the Whistleblower and any other relevant information may be disclosed only if:

- (i) there is the prior consent of the Whistleblower;
- (ii) if the disclosure is required by law and only to the extent and subject to the conditions required by law, subject to prior notice to the Whistleblower (unless prior notice would jeopardize investigations or legal proceedings).

The information contained in the Reports constituting trade secrets may not be used or disclosed for purposes other than those necessary to settle the Report.

It should be noted that the confidentiality requirement is not implemented in cases where the Whistleblower has intentionally disclosed their identity in the context of a Public Disclosure.

The obligation to maintain confidentiality shall also be maintained if the Report reaches by mistake another person within the Company other than the College of Ethics. In that case, the Report shall be immediately forwarded to the College of Ethics.

The same confidentiality regime is ensured with respect to any other information, including personal data, from which the identity of the Whistleblower, the Persons Concerned and/or the third parties mentioned can be directly or indirectly deduced, if it is made available to us in connection with an internal Report.

In view of the above, the Company encourages Whistleblowers to file a Report via the reporting channels indicated in this Policy, as only these are appropriately designed to protect the confidentiality of the information received, including the identity of the Whistleblower.

All persons involved in the resolution of a Report will be considered authorized persons, having access to the information contained in a Report, namely (i) members of the College of Ethics and (ii) provided that a confidentiality agreement is in place, other persons who, on a case-by-case basis, depending on their role in the resolution of the Report, need to know details of the report/identity of the Whistleblower in order to carry out the Follow-Up Actions/resolution of the Report.

## **10 Protection of Personal Data**

The Company process personal data, for the purposes of the Internal Reporting, in compliance with:

- (i) the applicable legislation in Romania on the protection of personal data, including Law no. 363/2018, Regulation (EU) 2016/679 of the European Parliament and of the Council of April 27, 2016 on the protection of individuals with regard to the processing of personal data and on the free movement of such data, Regulation (EU) 2018/ 1.725, and;
- (ii) the Company's internal policies, procedures and rules on the protection of personal data.

The Company collects and processes only that personal data necessary for the management of Internal Reporting and other related purposes. Personal data

which are not necessary for the settlement of a particular Report shall not be collected or, if collected accidentally, the Company will promptly take steps to delete/destroy/anonymize it.

Under the conditions provided by law, data subjects have the following rights:

- access to the data concerning them;
- rectification of the data;
- erasure of the data;
- restriction of processing;
- objection to processing; and/or
- submission of complaint to the National Supervisory Authority For Personal Data Processing as per the instructions on [dataprotection.ro](http://dataprotection.ro).

Further information on the processing of personal data for the management of Internal Reporting and other related purposes, the rights of Whistleblowers and how to exercise them are available on the Company's website.

Information on data processing or exercise of respective rights can also be sought by virtue of a request submitted to dedicated address mentioned on the Company's website.

As mentioned hereinabove, the College of Ethics will communicate the alleged facts resulting from internal Reports to the Persons Concerned in order to allow them to exercise their right of access to the file and to defense.

If precautionary measures are necessary to prevent:

- the alteration or destruction of evidence necessary for the processing of Internal Reports; or

- interference by Persons Concerned in any other way with the conduct of investigations or Follow-Up Actions,

The Persons Concerned will be informed of the alleged facts only after the necessary precautionary measures have been implemented.

Access to the file and the exercise of the Persons' Concerned right of defense will be carried out in compliance with the legal provisions on the protection of personal data and with ensuring the confidentiality of the data of the Whistleblowers as well as of other persons named in the Report.

With the view to safeguard the protection of personal data, Whistleblowers are requested to provide only personal data that is adequate, relevant and limited to what is necessary in relation to their Report. Special categories of personal data (e.g. personal data revealing racial or ethnic origin, political opinions, religious or philosophical beliefs or trade union membership and genetic data, biometric data processed for the purpose of uniquely identifying an individual, health data or data concerning an individual's sex life or sexual orientation) should only be provided where strictly necessary to enable the College of Ethics to properly manage the Report.

## 11 Retaliation

The Company irrevocably rejects any form of retaliation against any person who, in good faith, reports a Misconduct. To this end, the Company encourages any person who believes that they have suffered Retaliation, as well as any other person who has indications or evidence of Retaliation against another

person, to notify the College of Ethics immediately and by sending a message to the following e-mail address: [colegiuldeetica@ppcgroup.com](mailto:colegiuldeetica@ppcgroup.com).

It is the Company's priority that any act of retaliation against a Whistleblower is investigated and sanctioned as soon as possible. As such, delay in reporting of such an act may hinder its proper investigation or sanctioning.

It should be noted that the Whistleblower Law analytically provides the undertaking of protection measures, the rights, the procedures and the remedies against Retaliation and the circumstances which need to be met for Whistleblowers to fall under the protection of such measures.

## 12 Penalties & Disciplinary Action

The Company's main objective is to ensure the highest level of protection in terms of social interaction in the workplace and in relations with external collaborators. Conduct in bad faith in any form of Reporting or Public Disclosure is contrary to the standards of integrity promoted by the Company and cannot be tolerated and protected by law. Towards this direction, the Company encourages Whistleblowers to report Misconduct **responsibly**. Nonetheless, the Company reserves the right to take necessary steps permitted by law to correct deficiencies that lead to false Reporting or to otherwise discourage and prevent misconduct in Reporting or Public Disclosure.

Reporting Misconduct does not exempt Whistleblowers from disciplinary sanctions or other legal consequences of misconduct attributable to them, irrespective of whether Whistleblowers are employees of the Company or fall into another category. In light of the above, and as mentioned hereinabove, in

case it is detected that a Whistleblower has intentionally submitted a Report or proceeded to a Public Disclosure of false information or otherwise acted in bad faith, including breaches of the legal provisions for public disclosure, they shall not be entitled to receive the protection of the Whistleblower Law and of the Policy and may be subject to disciplinary action, including penalties or other consequences, conducted in accordance with labor laws and internal rules.

If an internal Report has implications under criminal law, the College of Ethics, in consultation with the relevant departments of the Company, will propose to the management of the Company the appropriate action required by law, including referral to the appropriate public authorities.

In any case, the Whistleblower Law expressly stipulates that violations of its provisions shall entail, as the case may be, civil, disciplinary, contraventional or criminal liability. The Whistleblower Law details the acts which constitute contraventions and the respective penalties/sanctions.

### **13 Review and Monitoring of the Policy**

The Compliance Department reviews the 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 its goals and to comply with the applicable legal framework and the Company's internal policies and procedures. Any amendments of this Policy are approved by the Company's Board of Directors.

The present Policy was approved by the Company's Board of Directors and is effective as from that date.



**UZ PUBLIC**

*Conform Politicii de Clasificare și Tratare a Informației nr. 59*

## **Annex I Preliminary Analysis Report**

**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](http://www.reteleelectric.ro)

**UZ PUBLIC**

**UZ PUBLIC**

*Conform Politicii de Clasificare și Tratare a Informației nr. 59*

## **Annex II Investigation Report**

**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.reteleelctrice.ro](http://www.reteleelctrice.ro)

**UZ PUBLIC**