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CODE OF ETHICS

OF S.N.T.G.N. „TRANSGAZ” SA



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CODE OF ETHICS OF S.N.T.G.N. „TRANSGAZ” SA

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CODE OF ETHICS OF S.N.T.G.N. „TRANSGAZ” SA

INTRODUCTION

The Code of Ethics is a collection of rules extending the ones established by the norms, which are considered necessary for the preservation and maintenance of moral values, whose role is to establish and regulate principles and customs which may direct the addressees so that they can act impartially, honestly and loyally to the public interest and to society.

The Code of Ethics defines the values, principles and norms that the contractual personnel of TRANSGAZ SA must respect and apply:

- in the activity carried out within the company - in accordance with the values and objectives of the company, in order to maintain a positive organizational climate;
- in the activity carried out outside the company - in the relations they develop with all categories of public in order to develop the notoriety and to maintain the reputation of SNTGN „TRANSGAZ” SA.

The provisions of this Code of Ethics shall not be interpreted as a restriction or limitation of certain rights and freedoms, expressly conferred by Romanian or European laws, as well as by the Collective Labour Contract of SNTGN "TRANSGAZ" SA.

The achievement of the objectives and mission undertaken by SNTGN „TRANSGAZ” SA implies the development of activities by each person in a way that shall comply with a series of principles and rules of ethical conduct.

Compliance with these standards will help protect the integrity of the company and bring ethics to the forefront of relationships, both within and outside the company - with customers, suppliers, authorities and the community. In this respect, it is possible to maintain an adequate climate for the development in good conditions of the professional activity of each of us and TRANSGAZ SA will continue to enjoy a good reputation, respect and trust of our partners.

CHAPTER I - General provisions

Purpose, scope, objectives and general principles

Art. 1 - Purpose

The Code of Ethics of the National Gas Transmission Company "TRANSGAZ" SA includes all values and principles of conduct, responsibilities and obligations that define the quality of professional activity in order to serve as a mandatory line of conduct and increase the responsibility and involvement of the contractual personnel within SNTGN „TRANSGAZ” SA, so that it carries out a competent and responsible activity, in accordance with professional ethics.

Art. 2 - Scope of application

(1) The Code of Ethics of SNTGN „TRANSGAZ” SA regulates the rules of conduct for the employees with an individual labour contract who carry out their activity within this company, as well as for the persons who have concluded a mandate contract with SNTGN „TRANSGAZ” SA, hereinafter referred to as "contractual personnel".

(2) The Code of Ethics includes a set of professional, social and moral norms, responsibilities and rules regarding the activity carried out by the contractual personnel of SNTGN „TRANSGAZ” SA

(3) Contractual personnel shall comply with the provisions of the Code, encourage compliance with them, report potential violations thereof and seek the support/assistance of the Ethics Adviser whenever they deem it necessary.

(4) It is the responsibility of the contractual personnel, when making decisions regarding the conduct of the activity, to uphold the high level of TRANSGAZ' standards in terms of business ethics and integrity.

Art. 3 - Objectives

The purpose of this Code of Ethics is to make the contractual personnel aware of the regulations governing their behaviour, the prevention and reporting of fraud or irregularities. The objectives of this code are:

- a) to establish a set of ethical rules for the contractual personnel, in order to maintain and comply with a professional working climate, of collaboration, to have due regard to the welfare and fairness that would prevent the occurrence of unpleasant or conflicting situations which could affect employment relationships, and the prestige and image of TRANSGAZ SA;

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- b) to establish a set of rules for creating the necessary conditions for the achievement of the general objective of TRANSGAZ SA, established in the General Policy Statement;
- c) to create a climate of trust, respect and dignity between the contractual personnel of the company, as well as between them and the beneficiaries of gas transmission services;
- d) to prevent and eliminate the facts that may be unethical elements or practices;
- e) the awareness of the contractual staff of the fact that it is in their common interest to comply with the provisions of this Code;
- f) to protect, maintain, stimulate the creativity and a normal competitive environment, in order to promote the interests of the company.

Art. 4 - General principles

The principles governing the professional conduct of the contractual personnel of SNTGN „TRANSGAZ” SA are the following:

- a) professionalism** - principle according to which the contractual personnel of TRANSGAZ SA has the obligation to fulfil the job-related tasks with responsibility, competence, efficiency, correctness and conscientiousness; to this end, the personnel have the duty to apply the knowledge, experience and skills necessary in the course of their duties;
- b) the priority of the company's interest** - principle according to which the contractual personnel of TRANSGAZ SA has the duty to consider the company's interest above the personal interest, in the course of their duties, and the company encourages and ensures access to professional training and continuous development, stimulating and rewarding performance at work;
- c) impartiality and non - discrimination** - principle according to which the contractual personnel of TRANSGAZ SA has to have an objective attitude, neutral towards any political, economic, religious or other interest, in the conduct of the duties related to the job;
- d) moral integrity** - principle according to which the contractual personnel of TRANSGAZ SA is forbidden to request or accept, directly or indirectly, for himself or for another, any advantage or moral or material benefit, or to engage in activities, directly or indirectly, which would give rise to conflicts of interest;
- e) freedom of thought and of expression** - principle according to which the contractual personnel of TRANSGAZ can express and substantiate opinions in compliance with the rule of law and morality;

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f) confidentiality - principle according to which the contractual personnel undertakes that during the contract concluded with TRANSGAZ SA but also after its termination, not to transmit data or information of a confidential nature that they became aware of during the execution of the contract, under the conditions established in the internal rules, in the collective contract, in the individual labour contract, as well as in the mandate contract.

Article 5 - Terms

For the purposes of the Code of Ethics, the terms and expressions below have the following meanings:

a) contractual personnel of TRANSGAZ SA - any person who is employed on the basis of an individual labour contract or a mandate contract within SNTGN „TRANSGAZ” SA, under the conditions of the legal regulations in force;

b) position - all the tasks and responsibilities established by the management of TRANSGAZ SA, based on the law, in the job description/work instructions;

c) personal interest - any material or other advantage, pursued or obtained, directly or indirectly, for themselves or for others, by the contractual personnel of TRANSGAZ SA by using the reputation, influence, facilities, relationships, information to which they have access, as a result of the course of the duties of the job;

d) conflict of interests - that situation or circumstance in which the personal interest, directly or indirectly, of the contractual personnel contradicts the interest of TRANSGAZ SA, so that it affects or could affect its independence, correct evaluation and impartiality in decision making or the timely fulfilment and objectivity of their duty incumbent on them during the course of their duty;

e) incompatibility - prohibition (laid down by law) of the concurrent exercise of two positions, duties, professions or tasks which, by their nature, are contradictory and which make it impossible for a person to exercise or occupy them at the same time;

f) information of public interest - any information regarding the activity of TRANSGAZ SA for the achievement of the public gas transmission service;

f) information on personal data - any information on an identified or identifiable person;

g) harassment - degrading, intimidating or humiliating behaviour that seeks or affects the ability of the contractual personnel to carry out their professional activities naturally, or to exercise their rights;

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h) unfair competition - any act or fact contrary to honest practices in the activity of execution of works, as well as the provision of services;

i) corruption - the abusive use of the power entrusted by the attributions of a function held in order to satisfy some direct or indirect interests, personal or group;

j) confidentiality clause - contractual personnel and the employer agree that, throughout the individual employment / mandate contract and after its termination, not to transmit data or information that they became aware of during the execution of the contract, under the conditions established by internal rules, collective contracts or individual labour contracts;

k) disciplinary violation - any act committed by the contractual personnel, with guilt, in connection with the activity carried out, consisting in action or inaction, which violated the legal provisions or any other regulations or internal provisions issued by the company's management;

l) relative - for the purposes of this code, the notion of relative includes relatives up to the fourth degree and relatives, partner or children with whom they cohabit, including spiritual affinity relations, as follows: husband, wife, child, parent, brother, sister, brother-in-law, sister-in-law, mother-in-law, father-in-law, nephew, niece, grandfather, grandmother, uncle, aunt, first cousins, life partner or children with whom they cohabit, godparents, godchildren, kin in rituals.

CHAPTER II

General rules of professional conduct for the contractual personnel of TRANSGAZ SA

Art. 6 - Compliance with the Constitution, laws and regulations of TRANSGAZ SA

The contractual personnel of TRANSGAZ SA has the obligation, through its acts and deeds, to respect the Constitution, the laws of the country, the internal rules of TRANSGAZ SA and to act for the implementation of the legal provisions, in accordance with its tasks. As a result of adhering to the National Anticorruption Strategy, the contractual personnel of TRANSGAZ SA has the obligation to respect the strategic objectives undertaken by the Integrity Plan elaborated at the level of the company. Through this Plan, measures have been taken to increase the level of anti-corruption education of the company's personnel, increase integrity, reduce

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vulnerabilities and risks of corruption in the business environment, as well as increase public awareness of the negative impact of corruption on the economic activity.

Art. 7 - Loyalty towards the company

(1) TRANSGAZ SA performs all the necessary steps, including those provided by the Labour Code and the applicable Collective Labour Contract, in order to ensure the adequate professional training of the personnel.

(2) The contractual personnel are required to show dedication to the profession, efficiency and effectiveness in the activities carried out, as well as respect for the company, its management and in the relationship with other employees.

(3) TRANSGAZ SA ensures the recognition and reward of the personal and collective merits of the contractual personnel that contribute to the achievement of the general objective of TRANSGAZ SA. For this purpose, TRANSGAZ SA develops training and professional training programs and does not tolerate superficiality and professional disinterest.

(4) The contractual personnel of the company have the obligation to loyally defend the prestige of the company and will refrain from any act or deed that could harm its image or interests.

Art. 8 - Freedom of opinion

(1) In fulfilling their duties, the contractual personnel of TRANSGAZ SA has the obligation to respect the dignity of the position held, correlating the freedom of dialogue with the promotion of the company's interests.

(2) In the activity carried out, the contractual personnel of TRANSGAZ SA has the obligation to respect the freedom of opinion and not to be influenced by personal considerations.

(3) In expressing their opinions, the contractual personnel of TRANSGAZ SA has to have a conciliatory attitude and avoid the generation of conflicts due to the exchange of contradictory opinions.

(4) The contractual personnel of the company will not yield to the pressures and constraints of political, religious or economic nature in the exercise of the tasks and attributions incumbent on them according to the position held.

(5) Everyone should avoid infringing on the freedom of expression of others. TRANSGAZ SA encourages critical approaches, dialogue, intellectual partnership and cooperation, regardless of political opinions, religious beliefs or sexual orientations.

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(6) No one has the right to manipulate, indoctrinate and dogmatically educate within the premises of the company and thereby violate the right of contractual personnel to objectivity.

Art. 9 - Non-discrimination and equal opportunities

(1) There is an obligation within TRANSGAZ SA to ensure equal opportunities and treatment regarding the personal development of the entire personnel through relationships based on responsibility, loyalty, mutual respect, respect for freedom of expression, collaboration and professional support.

(2) Discrimination by the use of practices which disadvantage persons of a certain sex, ethnicity, of a certain age, with disabilities, in connection with social and professional relations is forbidden, related to:

- announcing, organizing competitions, interviews, exams and selecting candidates to fill vacancies;
- conclusion, suspension, modification and/or termination of the legal employment relationship;
- establish or modify the tasks from the job description/work instructions;
- determination of salary and rewards or benefits, other than those of a salary nature;
- information and professional advice;
- evaluation of individual performances;
- professional promotion;
- application of disciplinary measures;
- the right to join the trade union and the facilities granted by it.

Art. 10 - Respect and tolerance

(1) TRANSGAZ SA respects the dignity of all personnel in a climate free from any manifestation and form of exploitation, humiliation, contempt, threat or intimidation.

(2) The contractual personnel of the company are obliged to adhere to the values of tolerance towards differences between people, between opinions, beliefs and intellectual preferences.

(3) The debates within TRANSGAZ SA are carried out by rational arguments, being forbidden the use of offensive language, the attack on the person, as well as the insulting behaviour.

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Art. 11 - Public activity

(1) Relations with the media shall be ensured by the persons designated for this purpose by the head of the company, in accordance with the law.

(2) All external communications (to the media, regulatory authorities, capital market, financial communities, etc.) regarding the financial performance or any other aspect of the company's activity that could have an impact on the share price and reputation of TRANSGAZ SA must be approved by the Director-General. All such communications must always be correct, complete and intelligible and must be authorized by the Director-General before being published.

(3) Any situation in which the contractual personnel is required to provide explanations for any type of case (administrative, civil, misdemeanour or criminal) by any authority of the statute that performs checks of any kind, checks in connection with the activity carried out under TRANSGAZ SA, both his and other persons within the company, must be notified, in writing, to the Director General, within two days from the date when he became aware, in any way, of this situation.

(4) The contractual personnel of TRANSGAZ SA appointed to participate in activities, public debates, in an official capacity, must respect the limits of the mandate of representation entrusted, in writing, by the management of SNTGN „TRANSGAZ” SA.

(5) If not designated for this purpose, the contractual personnel of TRANSGAZ SA may participate in public activities or debates, having the obligation to make known that the opinion expressed does not represent the official point of view of SNTGN „TRANSGAZ” SA, being a personal opinion.

(6) The use of social media accounts is prohibited:

- creation and management of accounts that make direct or indirect reference to SNTGN „TRANSGAZ” SA;
- posting the visual identity elements of the company (logo, slogan);
- posting photographs at work or at conferences where he participates as an employee of the company, without the prior written consent of management.

Art. 12 - The framework of relations in the exercise of the responsibilities of the position

(1) In the relations with the other employees of TRANSGAZ SA and in the relations with natural / legal persons with whom the company has contractual and / or job relations, the contractual personnel shall have a behaviour based on respect, good faith, fairness and amiability.

(2) For the purposes of the above, it is prohibited:

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- a) the use of offensive expressions;
- b) the committing of derogatory actions against the company and the contractual personnel;
- c) the disclosure of privacy aspects;
- d) the abuse of power in the exercise of official duties;
- e) any slanderous referrals or complaints;
- f) any assault and an insulting behaviour.

(1) The contractual personnel of TRANSGAZ SA must have an impartial and objective attitude for the clear and efficient resolution of the entrusted tasks and duties, being obliged to act in the legitimate interest of TRANSGAZ SA, without pursuing a direct or indirect, financial personal interest or otherwise in the performance of the duties.

Art. 13 - Political activity

While exercising the job tasks and duties, the contractual personnel of TRANSGAZ S.A. is forbidden:

- a) to carry out any political activity within the company;
- b) to participate in the collection of funds within the company for the activity of political parties;
- c) to provide logistical support to candidates for public positions;
- d) to display within the company signs or objects inscribed with the logo or the name of the political parties or of their candidates.

Art. 14 - Using one's own image

Considering the tasks and responsibilities it has at its workplace, the contractual personnel of TRANSGAZ SA shall not allow the use of its name or image in advertising actions to promote another company, as well as for electoral purposes, during the working hours.

Art. 15 - Conduct in international relations

(1) The contractual personnel of TRANSGAZ SA, which represents the company in its commercial relations, in front of international organizations, discussions, negotiations, at conferences, workshops and in other international events, shall promote a positive image SNTGN TRANSGAZ SA.

(2) In the relations with the representatives of other companies / institutions and authorities from other states, the contractual personnel of TRANSGAZ SA has limits of competence established by mandate.

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(3) When traveling abroad, the personnel of TRANSGAZ SA shall behave according to the rules of protocol and shall obey the laws and customs of the host country.

(4) In relations with representatives of other States, the contractual personnel shall not express its personal views on national issues or international disputes.

Art. 16- Gifts, services and benefits

(1) The contractual personnel of TRANSGAZ SA shall not claim gifts, services, favours, invitations or any other advantage, which are intended for them personally or for their family, parents, friends or persons with whom they had job or political relations, which can influence their impartiality in the exercise of the duties of the position held or which can constitute a reward in relation to these positions.

(2) TRANSGAZ SA will take measures to eliminate any form of corruption, such as: request by the contractual personnel of money or gifts, attempts at bribery, request of personal services, as well as favouritism of any kind, including sexual favouritism.

(3) It is the responsibility of the contractual personnel to identify any evidence of possible fraud, corruption or any other activity that may adversely affect the major interests of the company, which exceeds the level of competence of its own management, or, if its levels are involved, to bring the relevant evidence to the attention of the competent state bodies.

(4) The gifts are notified to the specialized Commission appointed by Decision 101 of 03.02.2020 of the Director - General, according to Law 251/16.06.2004.

Art. 17 - The decision-making process

(1) The contractual personnel of TRANSGAZ SA shall act in the decision-making process compliant with the laws and shall exercise its capacity of assessment objectively and impartially, according to the professional training, avoiding the conflicts of interests.

(2) The contractual personnel of TRANSGAZ SA shall not promise the making of a decisions by the management of the company in favour of a natural / legal person with whom it enters into job relations, or shall not promise to fulfil the duties in a privileged manner.

Art. 18 - Objectivity in evaluation

(1) The contractual personnel holding management positions within TRANSGAZ SA shall ensure equal opportunities and treatment regarding the career development for the subordinate personnel of TRANSGAZ SA .

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(2) The management of TRANSGAZ SA shall not favour or disfavour the access or promotion in the management positions of the employees based on discriminatory, kinship, gender, affinity or other criteria, inconsistent with the principles established in Art. 4 .

(3) For the purpose of proposing and approving the promotion, appointment or dismissal, granting of financial incentives, the management personnel shall analyse and apply objectively the criteria for assessing the professional competencies of the subordinates.

Art. 19 - Abusive use of the job responsibilities of the position held

(1) The contractual personnel of TRANSGAZ SA shall not use the responsibilities established in the job description and the tasks specific to the position held for other purposes than those provided by law.

(2) Through the activity of decision-making, counselling, evaluation or participation in investigations or control actions, the contractual personnel of TRANSGAZ SA may not pursue the obtaining of benefits or advantages in its personal interest or for causing material or moral damages to other persons.

(3) The contractual personnel of TRANSGAZ SA shall not intervene or influence any investigation of any nature, within or outside the company, in consideration of the position held.

(4) The contractual personnel of TRANSGAZ SA shall not force other employees of the company to join organizations or associations, regardless of their nature, or shall not suggest this, promising them material or professional advantages.

Art. 20 - Limitation of participation in acquisitions, concessions or rentals

(1) The contractual personnel may purchase an asset which is the property of the company, subject to sale under the law, except in the following cases:

- a) if, while exercising its duties, it participated in organizing the sale of the relevant good;
- b) if it can influence the sales operations or if it obtained information to which the persons interested in buying the good did not have access.

(2) The provisions of para. (1) shall apply accordingly in the case of the concession or rental of a property owned by the company.

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(3) The contractual personnel shall be prohibited from providing information regarding the company's assets, subject to sale, concession or rental operations, under conditions other than those provided by law .

(4) The provisions of para. (1) - (3) shall apply accordingly in the case of transactions through intermediaries or in the event of a conflict of interest.

(5) The persons who make up the evaluation committee shall not be hierarchically subordinate to each other.

Art. 21 - Protection of the patrimony of SNTGN TRANSGAZ SA

(1) The contractual personnel of TRANSGAZ SA shall protect the assets and resources of the company and shall prevent their deterioration, vandalism or incorrect and / or unauthorized use or any damage, acting in any situation as a good owner.

(2) Any waste, improper or unauthorized use, destruction or theft of property owned by the company, must be communicated immediately to the higher hierarchical level.

(3) Upon termination of the individual employment contract, all employees have the obligation to return the property of the company and, first of all, the documents (including in electronic format) that represent confidential information or over which TRANSGAZ SA has intellectual property rights.

(4) The intellectual property of the company shall be protected by the employees who use it.

(5) The use of assets, information belonging to the company or the position held for obtaining undue personal gain is prohibited.

Art. 22 - The protection of information

(1) Information to which contractual personnel has access by virtue of their job duties must be protected and treated responsibly, in particular in the context in which its unauthorized or erroneous disclosure may give rise to major adverse effects for the company, both legally and regarding its reputation.

(2) Certain categories of information, such as restricted, non-secret information that is not disclosed and inside information (defined in the Internal rules for the protection of classified information within SNTGN TRANSGAZ SA) must be protected against disclosure, with full responsibility by the personnel who has access to it.

(3) The classified information shall be managed according to the specific laws and the Internal rules for the protection of classified information within SNTGN TRANSGAZ SA, only by the personnel authorized to have access to this type of information.

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It is mandatory **for the contractual personnel:**

- to protect personal information, confidential information and the intellectual property of SNTGN Transgaz SA;
- to protect the company's assets;
- to ensure that assets are maintained to an appropriate standard and are used appropriately.

Contract staff shall not:

- disclose company confidential information to other persons which are not part of the company;
- use or access confidential information or intellectual property belonging to customers, competition, business partners or former employees, without their written approval, or to obtain an undue advantage for themselves or for others;
- access or store inappropriate information, data or images, using the company's equipment;
- fail to report theft, damage or misuse of information / property.

(4) The company shall provide the contractual personnel with the electronic resources necessary for the performance of the activity, including e-mail addresses, electronic information and equipment systems, software, Internet access and internal network.

(5) All electronic communications related to the professional activity must be made through the job e-mail addresses, being forbidden the use of personal e-mail addresses for this purpose. Exceptions are the situations in which the non-functioning of the job e-mail could lead to the non-fulfilment of the job obligations, respectively the delay of the communications, in which case, the personal e-mail address will be used, exceptionally, with the prior notification / approval of the direct supervisor.

Art. 23- Avoidance of conflicts of interest and incompatibilities

(1) The conflict of interests may arise when the employee of TRANSGAZ S.A. has a personal interest that influences or may influence the performance of his/her duties with impartiality and objectivity.

(2) The duty, loyalty and job tasks of contractual personnel shall not be compromised in any way by its personal interests.

(3) The contractual personnel of TRANSGAZ SA shall comply with the conflict of interest policy:

- (a) It shall avoid any situation which involves or may give rise to a conflict of interests. The contractual personnel shall thus perform acts or participate in

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decision-making processes without obtaining, directly or indirectly, a material benefit to themselves, their spouse, a relative by consanguinity or affinity up to the 4th degree included, or for another person with whom it has been in commercial or employment relations in the last 5 years or from who provided or provides services of any kind;

(b) It shall avoid any direct or indirect involvement in any association or investment which influences or may influence the individual decisions of the contractual personnel, when acting in the interests of TRANSGAZ SA;

(c) Any possible conflict of interest must be reported to both the direct supervisor and to the ethics adviser.

(4) As a general rule, in carrying out the business relations with suppliers, customers, contractors, it will act compliant with the law, loyally, in the interest of company and ignoring any personal interest.

(5) Since the identification of the potential conflicts of interest may not always be clear, when there are doubts about the assessment of a specific situation, the Ethics Adviser should be consulted.

(6) In order to avoid a conflict of interests, the direct supervisor shall take the necessary measures to solve the situation effectively or if she/he deems it necessary, she/he can seek advice from the Ethics Adviser to establish the best measures.

(7) The breaching of the provisions regarding the conflict of interests may trigger, as the case may be, the administrative, civil or criminal disciplinary liability, according to the law.

(8) The conflict of interests arises when there is a situation in which the employee of TRANSGAZ SA must make a decision or participate in making a decision or undertake an action / work, while performing her/his duties, other actions that may lead to obtaining a personal advantage or directly or indirectly against the interests of TRANSGAZ SA.

(9) Situations of a possible conflict of interest:

a) Business relations between (contractual personnel) of TRANSGAZ SA (including close members of their families) and customers;

b) Carrying out by the contractual personnel of some activities likely to be in conflict with the interests of TRANSGAZ SA;

c) Participation within TRANSGAZ SA in making decisions regarding business relations with persons in connection with whom the employee or a close member of her/his family or relative a relative by consanguinity or affinity up to the 4th degree included has interests or from which a personal interest may

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derive (including legal persons whose beneficiary is the employee or in connection with whom she/he has a direct or indirect interest);

d) Using the position held within TRANSGAZ SA to satisfy its own direct or indirect interests against the interests of TRANSGAZ SA;

e) Carrying out professional activities (including services) at the offices of the customers, suppliers, against the interests of TRANSGAZ SA;

f) Concluding, completing or starting negotiations and / or contracts - in the name and / or on behalf of TRANSGAZ SA - which have relatives as counterpart, as defined in this Code or associates of the contractual personnel.

(10) The above situations are non-exhaustive, as it is practically impossible to describe every situation of a possible conflict of interest. TRANSGAZ SA is based in particular on the commitment of each contractual personnel to take an objective position / exercise an objective judgment, to seek advice in accordance with the above when in doubt regarding ethical standards.

(11) A conflict of interest may be avoided if the contractual personnel of TRANSGAZ SA:

a) carries out its activity based on professional and correct contractual relations;

b) is not in any situation in which the direct or indirect, financial or other personal interests could influence any action undertaken on behalf of TRANSGAZ SA;

c) notifies immediately the direct supervisor and the Ethics Adviser of any circumstances that could give rise to a conflict of interest or if she/he considers it difficult to perform her/her duties objectively and impartially.

d) does not pursue a direct or indirect, financial or other personal interest and acts only in the interest of TRANSGAZ SA;

e) does not accept gifts or rewards from customers, collaborators, beneficiaries of services, suppliers, in order to facilitate obtaining services or benefits and when its purpose is to influence the decision-making capacity of TRANSGAZ SA employees or when the circumstances related to accepting a gift may lead to a conflict of interest;

f) does not seek to obtain benefits or advantages resulting from the quality of employee of TRANSGAZ SA, does not use the information obtained by the quality of contractual personnel for its own benefit and obeys the confidentiality and professional secrecy rules;

g) does not use the goods or insignia (emblem, letterhead, logo, etc.) of TRANSGAZ SA for personal purposes and does not involve the name TRANSGAZ SA in personal business;

CODE OF ETHICS OF S.N.T.G.N. „TRANSGAZ” SA

h) does not carry out other activities than those established in the job description or in the regulations / rules of TRANSGAZ SA at the headquarters of TRANSGAZ SA;

i) is not involved in making decisions the outcome of which implies a direct or indirect interest.

(12) Conflicts of interest arise when the contractual personnel decides on a situation in which it has a direct or indirect personal interest in the coordinated area / area of responsibility.

(13) The situations of incompatibility may be:

- the Ethics Adviser - an employee who is the spouse or relative up to and including the fourth degree of the Director-General or his/her legal deputy, has a financial or business relationship with any of the above-mentioned persons and is a member of or secretary to the Disciplinary Committees;

- persons exercising preventive financial control and approving and carrying out the transaction subject to the visa;

- the members of the evaluation committee for the awarding of public contracts are hierarchically subordinate to each other, in so far as the organisational structure allows this.



TRANSGAZ
MAGISTRALA ENERGIEI

CHAPTER III

Coordination and control of the application of the professional conduct norms for the staff of TRANSGAZ SA

Art. 24 - The role of SNTGN TRANSGAZ SA:

(1) SNTGN TRANSGAZ SA controls, through its dedicated structures (Ethics and Compliance Office, Ethics Committee, designated ethical advisers) the application of the rules established by the Code of Ethics, exercising the following duties:

a) monitors the application and observance of the provisions of the Code of Ethics within SNTGN TRANSGAZ SA;

b) solves the petitions and notifications received from the contractual personnel or the natural or legal persons with whom it has contractual / job relations, regarding the breaching of the provisions of this Code of Ethics or sends them for settlement to the competent body, according to law;

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(2) Through its activity, SNTGN TRANSGAZ SA cannot influence the development of the disciplinary procedure carried out at the level of the company in accordance with Law 53/2003, as further amended and supplemented, the Collective Labour Contract and the Internal Rules..

Art. 25 – Ethics Adviser and Ethics Committee

(1) Based on the Director General’s Resolution, the following are appointed:

- one Ethics Adviser at the company's registered office and one at the headquarters of TRANSGAZ S.A. Representative Office in Bucharest;
- one Ethics Adviser at the Regional Operating Centres and at Mediaş Subsidiary; to monitor compliance with the rules of conduct contemplated herein.

(2) The Ethical Adviser shall meet the following conditions:

- minimum seniority of 3 years in the company;
- a good professional and moral reputation;
- no official misconduct has committed in the last 3 years and is not the subject of a criminal investigation by the competent bodies.

(3) In case incompatibilities are found for the exercise of the position of Ethical Adviser, he has the obligation to notify the Director General in writing and another responsible person will be appointed.

(4) Ethics Advisers are responsible for the application of this Code and have the following tasks:

- provides consultancy and assistance to contract personnel on the compliance with the provisions of the Code of Ethics of S.N.T.G.N. “TRANSGAZ” S.A .;
- monitors the compliance by the contract personnel of the provisions of the Code of Ethics,
- ascertains and analyses the deviations together with the Ethics Committee;
- receives, monitors the notifications or complaints and registers the documents related to the cases of violation of the provisions of the Code of Ethics in electronic format, received from the authorities, collaborators, other entities or institutions, as well as from own employees of TRANSGAZ SA, and centralizes such documents in an electronic database:
 - identification of the causes that determine Transgaz employees' violation of the rules under the Code of Ethics;
 - identifying ways to prevent violations of the rules of conduct established by the Code of Ethics;

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- adopting measures for the reduction and elimination of cases of non-compliance with the provisions of the Code of Ethics;
 - submits the notifications to the Ethics Committee for analysis;
 - monitors the implementation of the measures established by the Ethics Committee for resolving the complaints and notifications received or for penalizing the contract personnel in breach of the provisions of the Code of Ethics of the S.N.T.G.N. “TRANSGAZ” S.A. ;
 - integrates new employees in the ethics environment and supervises compliance with the company rules.
- (5) The Ethics Committee consists of 5 (five) permanent members and 5 (five) alternate members. All members of the committee will be recognized as having high standards of integrity and morality.
- (6) In the field of coordination of compliance, conduct, ethics and conflicts of interest, the Ethics Committee plays an important role, having the following responsibilities:
 - evaluation and resolution of complaints regarding the breach of the Code of Ethics;
 - providing advice on ethics and conflicts of interest with the involvement of the Ethics Adviser, where appropriate;
 - prepares the answer for the employee who submitted the notification based on documents;
 - collaborates with the Ethics and Compliance Office within the Internal Audit Department as regards the consultancy regarding the analysis of the notifications and of the proposed solutions to remove the found deficiencies;
 - conducting an annual assessment based on half-yearly reports, complaints, grievances or other relevant information on breaches of the rules of conduct and ethics;
 - organizes training sessions on ethics and compliance with the company rules and makes regular communications on ethics and conduct requirements.
- (7) After having examined the received notifications, the Ethics Commission subject to the result of the analysis recorded in the prepared document, puts forth the proposal to initiate the disciplinary investigation procedure for the person / persons potentially guilty of having violated the provisions of this Code or to notify the competent state institutions to the Director General. The Director General shall issue a resolution on the settlement of the complaint, depending on the gravity of the misconduct, taking into account the proposals of the committee.

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- (8) The Annual Vocational Training Program for Employees shall include training courses for Ethics Advisers and members of the Ethics Committee as proposed by the Chairman of the Ethics Committee and the Ethics and Compliance Bureau..

Art. 26 – Notification of complaint

(1) A notification of complaint may be given to S.N.T.G.N. „TRANSGAZ” S.A. by the company personnel regarding:

- a. the breach of the provisions hereof by the contract personnel of TRANSGAZ S.A. ;
- b. coercion or threat exerted on him to determine him to violate the applicable legal provisions or to improperly apply them.

(2) Transgaz contract personnel notifying or suspecting that the provisions hereof are breached can directly approach the Ethics Adviser at the company's head office or at the office of the Regional Operating Centres or by e-mail to the email address etica@transgaz.ro, stipulating "Notification of complain for the breach of the Code of Ethics" in the subject of the e-mail.

The e-mail address will be managed by the company's adviser.

(3) Contract personnel complaining about a misconduct or breach of the rules hereof has to provide arguments substantiated by relevant facts and evidence, by filling in the form "Notification of Complaint for the breach of the Code of Ethics".

(4) The contract personnel may submit notifications of complaint by any of the following means of communication:

- a) *by post, to the address S.N.T.G.N. "TRANSGAZ" S.A., C.I. Motaş, no. 1, CP 551130, Sibiu county, Romania stipulating "For the attention of the Ethics Adviser of TRANSGAZ S.A.";*
- b) *by fax to the number displayed on the site;*
- c) *by e-mail to the address: etica@transgaz.ro, mandatorily stipulating in the subject of the e-mail "Notification of complaint for the breach of the Code of Ethics";*
- d) *by the registration department in a sealed envelope with the note "Notification for the attention of the Ethics Adviser";*
- e) *submission of the notification to the Ethics Adviser in person.*

(5) The notifications and complaints will be marked "Confidential". The confidentiality obligation cannot be complied with in the case of the notifications submitted by fax. The verification and settlement of notifications will be carried out immediately without exceeding the deadlines provided by the applicable legal regulations.

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(6) No sanctions or prejudices can be caused to the contract personnel of TRANSGAZ S.A. in any way for the good faith notification of the competent bodies, in accordance with the law.

(7) S.N.T.G.N. „TRANSGAZ” S.A., through the dedicated structures, verifies the documents and facts for which it was notified, meeting the confidentiality obligations regarding the identity of the person who made the notification.

8. The Ethics Adviser shall address in an independent and objective manner all matters referred to him and shall treat all information brought to his attention with the utmost discretion.

Throughout the performance of the specific activity, the ethics adviser shall cooperate with and consult the integrity adviser appointed by decision of the Director General. The Integrity Adviser manages the way of reporting irregularities in terms of integrity, as well as the monitoring of the cases notified according to the procedure PS 06 SMI “Prevention of corruption”.

(9) The facts that are the object of the notifications, without any limitation thereto may be the following:

- acts of corruption, as defined in the criminal law;
- facts related to accounting, financial-accounting control or internal audit;
- breaches of the procurement procedures;
- preferential or discriminatory practices or treatments in the exercise of their duties;
- violation of the provisions on incompatibilities and conflicts of interest;
- misuse of the company's material or human resources;
- professional incompetence or negligence;
- non-objective evaluations of the personnel in the process of recruitment, selection, promotion, demotion and dismissal;
- non-competitive practices;
- violations of procedures or establishment of internal procedures breaching the law;
- the issuance of administrative or other acts that serve interests contrary to the company's interests;
- infringements that endanger employees, the company's relationship with third parties or the company's reputation;
- any other breach of the company's laws or internal rules of ethics and business conduct;
- any other breach of the rules of conduct.

(10) The notification comprises at least the following information:

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- the name of the complainant, stating whether he wishes to keep his identity confidential;
- description of the established fact, with possible implications on the company;
- the date / period of the occurrence of the acts of violation of the law or of the internal rules;
- the persons considered guilty;
- any other information deemed relevant.

(11) **Persons other than employees, such as suppliers, customers and other partners** of S.N.T.G.N. "TRANSGAZ" S.A. may report violations of the laws or of the Code of Ethics to the management of the Company or to the company's Ethics Adviser as follows:

- a) *by post, to the address S.N.T.G.N. "TRANSGAZ" S.A., C.I. Motaş, no. 1, CP 551130, Sibiu county, Romania stipulating "For the attention of the Ethics Adviser of TRANSGAZ S.A.";*
- b) *by fax to the number displayed on the site;*
- c) *by e-mail to the address: etica@transgaz.ro, mandatorily stipulating in the subject of the e-mail "Notification of complaint for the breach of the Code of Ethics";*
- d) *by the registration department in a sealed envelope with the note "Notification for the attention of the Ethics Adviser";*

Art. 27 – Protection of any person who reports a code violation and analysis / monitoring of reported cases

(1) The identity of the persons having submitted non-conformity notifications will not be disclosed to the person (s) who is(are) the subject of the reported violations and will remain confidential, unless otherwise provided for in the applicable laws.

(2) The misuse of complaints may lead to disciplinary sanctions and to the initiation of legal proceedings against the abuser.

(3) S.N.T.G.N. "TRANSGAZ" S.A. carefully investigates all complaints.

(4) All notifications received by e-mail, post or telephone shall be entrusted to a limited group of persons who have experience in dealing with such situations and who will make sure that any identity or personal data will be treated confidentially.

(5) The notifications and complaints coming from inside / outside the company are centralized by the Ethics Adviser in an electronic database necessary for:

- a) identification of the causes that determine the breach of the rules of this code of ethics;
- b) identifying ways to prevent violations of the rules of conduct of this code of ethics;

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c) adopting measures regarding the reduction and elimination of the cases of non-compliance with the provisions of this Code of Ethics.

(6) The Ethics Adviser shall transmit to the Ethics Committee the notifications received and he/she shall resolve, in accordance with the law and the internal rules, that the acts and facts subject of the notification are verified.

(7) The Ethics Committee, based on the information presented on the alleged violation of the Code of Ethics, may propose several solutions, as appropriate:

- filing the complaint, when he/she considers that there is no violation of the ethical rules;
- advising the employee when the misconduct is not serious and is not the subject of a disciplinary investigation;
- launching an internal control / audit mission to determine whether the rules have been breached and to quantify the damage;
- setting up a multidisciplinary commission to investigate / analyse the notified facts;
- setting up a disciplinary commission in case of disciplinary violations;
- notifying the competent state institutions when the deviation is within the competence of these institutions.

(8) The notifications shall be resolved within 20 working days from the date of their registration. The Director General may approve the deadline to be extended for good reasons, at the request of the Ethics Committee appointed to investigate the complaint.

Art. 28 - Reporting

(1) Each Ethical Adviser at the Regional Operating Centres / Mediaș Subsidiary fills in the Half-Yearly Report to the legal deadline and sends it to the company's Ethical Adviser in signed soft copy but also in editable format. The company's Ethical Adviser will centralize all the information received.

(2) The centralized half-yearly report shall be submitted by the Ethics Adviser at the company's headquarters, to the Ethics Committee for approval and shall be approved by the company's Director General. The half-yearly report will contain relevant information on the compliance with the rules of conduct. A copy of the half-yearly report approved by the Director General will be submitted to the Directorate-General for Inspection and the Directorate-General for Internal Audit.

(3) The half-yearly report shall include the following information, without reference to personnel identification data:

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- the number and subject of the notifications regarding the cases of violation of the rules of conduct by the employees;
- number of confirmed notifications;
- the categories and number of employees who have violated the rules of conduct;
- the measures decided upon by the company's management;

(4) The deadline for the report submission to the Director General is 30 working days from the end of the semester to which the report refers.

Art. 29- Consequences of the breach of the Code of Ethics

- (1) Any person within TRANSGAZ S.A. who has knowledge of or good reason to believe that a breach of the Code of Ethics has occurred is obliged to immediately report this information to the Ethics Adviser.
- (2) The Ethics Adviser has the obligation to keep the information to which he has access to in the exercise of his tasks confidential. In this regard, he/she may not disclose the name of the person concerned or who provides information without the explicit consent of the latter.
- (3) The Ethics Adviser may not be a member of the established disciplinary commissions, but may offer, at their request, points of view regarding various aspects of an ethical nature.
- (4) The decision on how to resolve each complaint will be based on specific facts and circumstances, the extent of the employee's guilt, the overall behaviour of the employee at work.
- (5) The breach of any rule of conduct contemplated in this Code by the contract personnel of TRANSGAZ S.A. may constitute a disciplinary violation subject to the gravity of the misconduct and may entail legal action in addition to disciplinary liability under the Labour Code and the Internal Rules (including the disciplinary termination of the employment contract). Moreover, the company's personnel can be liable in terms of the patrimony, according to the law, if, by the committed deeds, they have harmed the company or other partners of the company.
- (6) The company clearly prohibits any retaliation against the employee who, in good faith, reports an act of violation of the rules of conduct, known or suspected. The exercise of any type of retaliation will lead to disciplinary action against the persons found guilty. The same measures will be taken in relation to persons who have intentionally provided false information in the notification of complaint.

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Art. 30 – Liability

- (1) The behaviour of TRANSGAZ S.A. contract personnel has to be in compliance with the requirements hereof.
- (2) TRANSGAZ S.A. contract personnel has to be aware that it is in their interest to comply with this Code, the breach of which will lead to legal consequences, through the application of disciplinary measures.
- (3) If the contract personnel does not comply with the requirements of this code or cannot justify the deviations from its provisions, disciplinary sanctions will be enacted against them according to the legal provisions.
- (4) In the cases where the committed deeds meet the constitutive elements of crimes, the management of TRANSGAZ S.A. will notify the competent state bodies in this respect.
- (5) TRANSGAZ S.A. contract personnel is liable in terms of the patrimony, according to the law, in cases where, by the deeds they committed as a result of the breach of the rules of conduct, they damage the company or the third natural / legal persons with whom the company is in contractual and / or work relations

CHAPTER IV - Final provisions

Art. 31 – General recommendations

(1) This Code of Ethics is not an exhaustive regulatory framework, it may not provide for all the situations that the employee may face while carrying out everyday activity. For this reason, the easiest way to ensure compliance is for each employee to verify that the actions to be taken are consistent with the ethical principles of S.N.T.G.N. TRANSGAZ S.A.

(2) The personnel is advised to ask oneself the following questions and if the answer to any of them is `no`, to consult the direct superior and / or the Ethics Adviser:

- Is this action in accordance with the law?
- Is this action in accordance with internal rules, including the provisions of the Code of Ethics?
- Am I authorized to do this and do I have the necessary competencies?
- Am I convinced that this action would not affect the others' health, safety and could not be construed as inappropriate by a third party ?
- Am I convinced that this action will not jeopardize the reputation of S.N.T.G.N. TRANSGAZ S.A. as an ethical company?

(3) The own instructions on safety and occupational health apply to all company employees, visitors and external collaborators, while they are working in the premises of the establishment and are drawn up in compliance with the

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provisions of Law no. 319/2006 - Law on Occupational Safety and Health, as amended and supplemented and the Methodological Rules for the application of the provisions of the Law on Occupational Safety and Health approved by Government Decision no. 1425 of 11.10.2006, as subsequently amended and supplemented.

Art. 32 – Compliance with the provisions of the Code of Ethics

(1) This Code of Ethics is corroborated with the provisions of the Internal Rules of S.N.T.G.N. TRANSGAZ S.A..

(2) All contract personnel of TRANSGA S.A. has the obligation to know the Code of Ethics of S.N.T.G.N. TRANSGAZ S.A., to obey and comply with its provisions.

(3) Any issues arising in connection with the observance or non-compliance with the rules of conduct established by this Code of Ethics, including the initiatives regarding its supplementation and / or amendment, shall be presented in writing to the S.N.T.G.N. TRANSGAZ S.A. management.

(4) The applicability of the principles and rules established by the Code of Ethics of S.N.T.G.N. TRANSGAZ S.A. cannot cover the full range of possible circumstances, but the contract personnel of TRANSGAZ S.A. must make decisions so that the essence of the principles to be permanently obeyed.

Art. 33 – Informing employees

(1) The provisions of this Code of Ethics shall be notified to the contract personnel, in a formalized manner, as follows:

- a) for the employees existing in the TRANSGAZ organizational chart - at the date of entry into force - by the direct supervisors;
- b) for the new employees - before starting the activity - by the head of the workplace where they will carry out their activity.

(2) Any modification that occurs in the content of this Code of Ethics is subject to the information procedure according to para. (1).

(3) The persons who have a contractual relationship with S.N.T.G.N. TRANSGAZ S.A. can be informed about the provisions of the Code of Ethics which can be found on the company's website.

(4) The Code of Ethics of S.N.T.G.N. TRANSGAZ S.A. can be accessed on the Intranet network and is published on the company's website, the persons in charge of each organizational unit having the obligation to take measures to ensure that all subordinate employees know and comply with its provisions.

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(5) At the time of the employment, each employee has the obligation to take note and to comply with the provisions of the Code of Ethics, and whenever this Code of Ethics is updated, the subordinate personnel, through the direct supervisor care, shall sign a report.

Art. 34 – Entry into force

(1) The revised edition of TRANSGAZ S.A. Code of Ethics, enters into force as of the date of its approval by the S.N.T.G.N. TRANSGAZ S.A. Board of Administration and shall take effect as of the date of its contents acknowledgment;

(2) The code is revised whenever necessary, in accordance with the law.

(3) The proposals to amend and / or supplement the Code of Ethics may be made by any employee of S.N.T.G.N. TRANSGAZ" S.A. and should be sent in writing to the Ethics Adviser. She/he will analyse them and, if appropriate, these will be considered in the following updated Code of Ethics.

Art. 35 – Related internal rules

The Internal rules, the applicable Collective Labour Contract, the Rules of procedure and functioning, as well as all the Internal Policies and Procedures of S.N.T.G.N. TRANSGAZ S.A. supplement the provisions of this Code of Ethics.

CODE OF ETHICS OF S.N.T.G.N. „TRANSGAZ” SA

ANNEXES

To,
The Ethics Adviser,

Notice of the Code of Ethics breach and fraud reporting

Surname	
Name	
Division/Unit/ Regional Office / Subsidiary	
Functional department	
Position	

I hereby inform you of a situation that may constitute a possible deviation from the rules of conduct as provided in the company's Code of Ethics, the Internal Rules, the Collective Labour Contract and other internal rules.

- Date / time of committing the act
.....
 - Detailed description of the situation that may constitute a possible deviation from the rules of conduct
.....
.....
.....
 - Rules considered to be breached (rule/article)
.....
 - Persons considered guilty
.....
- Other information considered relevant
.....

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Considering the above, please analyse and decide.

This notice contains a number of pages.

Note: The Company maintains its right not to take into account the anonymous complaints.

Complaints regarding the breaching of the Code of Ethics and of the other internal rules may be directed by e-mail to etică@transgaz.ro, by mail, by fax or by direct submission to the Ethics Adviser, at Transgaz' Register Office.



Date,

TRANSGAZ
MAGISTRALA ENERGIEI

Signature,

CODE OF ETHICS OF S.N.T.G.N. „TRANSGAZ” SA



SOCIETATEA NAȚIONALĂ DE TRANSPORT GAZE NATURALE “TRANSGAZ” SA

Capital social: 117 738 440,00 LEI

ORC: J32/301/2000; C.I.F.: RO 13068733

P-ta C.I. Motaș, nr.1, cod 551130, Medias, Jud. Sibiu

Tel: 0040 269 803333, 803334, Fax: 0040 269 839029

<http://www.transgaz.ro>; E-mail: cabinet@transgaz.ro

No. _____ / _____

**APPROVED
DIRECTOR - GENERAL
ION STERIAN**

Half-yearly Report on breaches of the rules of conduct

- Number of notifications on cases of the rules of conduct breach by employees
.....
- Classification of the notified facts on the rules of conduct breach by the employees
.....
- Number of confirmed notifications and the analysis stage
.....
- Categories of employees who breached the rules of conduct (e.g. level of professional training, field of activity, position held)
.....
- Number of employees who breached the rules of conduct
.....
- Measures taken by the company's management
.....

Signed,

Ethics Committee

Prepared by,

Ethics Adviser of the company



CODE OF ETHICS OF S.N.T.G.N. „TRANSGAZ” SA

