

Chief Executive Officer
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ROMGAZ
Code of Ethics and
Business Conduct
2024

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I. Foreword



The Code of Ethics and Business Conduct plays a vital role in promoting ethical values, principles and conduct within ROMGAZ. It ensures proper conduct across all aspects of the business and contributes to building a successful, responsible and respected organization.

A company with a solid code of ethics conveys trust to its employees and partners, ensuring them that the ethical principles are observed and that business fairness is promoted.

Ethical behavior is essential for maintaining a good reputation while a positive image attracts new talents, convinces investors that the development strategy is coherent and benefits from shareholders' unconditional support.

We want to create a positive working environment where employees feel motivated and respected being actively involved in the daily activity of the company, which reflects in the increase of productivity and in financial results that match the efforts. We protect company interests and we make sure decisions are made for the benefit of the company and not in the personal interest of employees.

Moreover, we constantly express Romgaz commitment towards corporate social responsibility by supporting coherent measures and actions that contribute to a sustainable development of communities.

The Code of Ethics and Business Conduct has a major importance on Romgaz activity and encourages all company members to act in an honest, correct and responsible manner.

"May we obtain the best results and achieve success with integrity!"

Razvan POPESCU
Chief Executive Officer

II. CODE OF ETHICS

II.1. DEFINITION. PURPOSE. OBJECTIVES

Definition

The Code defines the system of ethical values, the principles and rules applicable to the professional conduct, the undertaken integrity standards as well as the commitments Romgaz management and personnel adheres to for the accomplishment of ROMGAZ mission.

S.N.G.N. Romgaz S.A. Code of Ethics covers aspects regarding the professional conduct of company management and personnel regardless of the position held within Romgaz and presents the commitments of the company in relation to shareholders, investors, employees, business partners and other interested parties providing assurance that activities are carried out in accordance with the laws, regulations, internal rules and procedures.

Purpose

The purpose of the Code is to consolidate and develop an ethical and honest professional environment, based on values, principles and standards of conduct which support and add value to the mission, vision, objectives and commitments undertaken by ROMGAZ, aiming to ensure a personal and professional conduct in compliance with the provisions of the Code so that the management and personnel fulfil their duties in a professional, loyal, correct and conscious manner and refrain from any deed that could prejudice the company in any way.

Through its provisions, the Code aims to prevent possible non-compliant practices, breaches of rules and standards of professional ethics, integrity and conduct and to avoid situations that may affect achieving the goals of the company through information, awareness and preventive actions.

Objectives

This Code of Ethics aims to implement the norms, rules, standards governing both social and environmental responsibility, professional conduct, protection of economic interests, thus contributing to the achievement of the objectives and interests of the company as well as to a good administration and to the prevention of potential deeds in the field of corruption and/or integrity by:

- a) regulating the rules of professional conduct and ethics necessary to achieve social and professional relations suitable for creating and maintaining a high level of company, management and personnel prestige;
- b) informing the public on the professional conduct it is entitled to expect from the management and personnel in performing their duties and on the publication of the Code on www.romgaz.ro;
- c) building a climate of trust and mutual respect within the company, between the management and personnel on one hand and between the company and other public or private entities, citizens, natural or legal persons on the other hand;

- d) creating an organizational culture and an ethical environment determining the management and personnel to act on the basis of trust, mutual support and professionalism;
- e) complying and developing moral discernment of management and personnel in close correlation with the system of organizational values and principles;
- f) ensuring an environment of impartiality which does not allow the professional judgement to be influenced by prejudice, conflicts of interest or other unwanted influential factors which may occur while carrying out the professional activity.

II.2. SCOPE OF WORK

Provisions of the Code are binding and directly apply to all organizational structures of the company, to Romgaz management and personnel, officers, as well as to members of the Board of Directors, both to internal relations as well as to the relations with clients, suppliers, business partners, shareholders, collaborators, civil society, mass-media, local community and other interested parties, including branches.

The provisions of the Code equally apply to:

- (a) higher education graduates performing professional training internships based on certain activity programs approved by the employer;
- (b) persons on a documentation visit to Romgaz;
- (c) persons working as delegates, secondees or partners within Romgaz;
- (d) pupils, students, master and doctoral students who carry out professional practice or who prepare their Bachelor/Master/Doctoral Thesis within Romgaz.
- (e) business partners, clients, subcontractors, sponsored entities, etc.
- (f) ROMGAZ management and personnel have a duty to know and comply with the provisions of this Code.

Social and Corporate Responsibility

This Code, valid for all business segments, regulates the responsibility undertaken by all staff employed at ROMGAZ while performing activities in all fields with an impact on labor relationships, security and safety, health, environment, information, participation in the decision-making process, access to goods and services, education and culture.

General Responsibilities of Employees

ROMGAZ management and personnel must know, observe and comply with the provisions of the Code, encourage compliance with the Code, report potential violations of the applicable provisions and to make sure that the partners know the ethical expectations of the company.

Additional Responsibilities of Managers

Members of the Board of Directors and Romgaz management shall act as role models regarding compliance with this Code.

Members of the Board of Directors and managers who carry out their activity based on a contract of mandate shall comply with the provisions of this Code and with the ethics and integrity obligations in such contracts.

II.3. VALUE SYSTEM AND ETHICAL PRINCIPLES

Romgaz system of ethical values includes:

- **integrity** - the obligation of the management and personnel to act with honesty, fairness, in good faith and in the public interest in performing their job requirements, by declaring those personal interests that may come into contradiction with the objective performance of work duties and by avoiding conflicts of interest, incompatibilities and pantouflage.
- **professional competence** - to constantly act towards improving and maintaining an appropriate level of skills and qualification in accordance with the applicable provisions and standards;
- **loyalty** - to be devoted and to act in the legitimate interest of the company, to loyally defend company prestige as well as to refrain from any act or deed that may harm the reputation or the interests of the company;
- **Impartiality and independence** - to have an objective and neutral attitude towards any political, economic, religious or other interest in performing job requirements.

The general principles governing The Code of Ethics and Professional Conduct are:

- **supremacy of Constitution and Law** - a principle according to which ROMGAZ employees holding various positions have the duty to comply with the Constitution and laws of Romania;
- **prioritizing company interest in performing work duties** - principle according to which ROMGAZ employees holding various positions have the duty to fulfil their duties in good faith, with loyalty and in the interest of the company, without promoting their own interests or those of third parties;
- **ensuring equal opportunities**, non-discrimination and prevention of harassment at workplace - principle according to which ROMGAZ undertakes to comply with equality of opportunity and treatment, forbids any form of harassment while performing job requirements or in connection with the status of ROMGAZ employee and does not tolerate abuses, intimidations or threats of any kind. ROMGAZ supports the policy on zero tolerance towards any kind of harassment and discrimination and will promptly treat all incidents in a serious manner;
- **professionalism** - principle according to which the employees have the duty to perform their job requirements in a responsible, competent, efficient, correct and diligent manner;
- **freedom of thought and speech** - a principle according to which the employees holding various positions in the company can express and substantiate their opinions in compliance with the rule of law and good morals;
- **openness and transparency** - a principle according to which the activities carried out while holding various positions are public and can be monitored by citizens;
- **responsibility and liability** - a principle according to which, pursuant to the legal provisions, employees will be held accountable for work duties that were not properly performed.
- **confidentiality** - a principle according to which employees holding various positions have the duty to properly protect information in balance with the need for transparency and

responsibility. The management and personnel keep the information acknowledged during the performance of their duties confidential and do not disclose such information to third parties without an authorized consent except where communication of information is required pursuant to the legal rights or obligations corresponding to work duties.

II.4. ETHICS ADVISER

ROMGAZ provides the necessary training and counselling conditions regarding the appropriate professional conduct with a priority to prevent the occurrence of any conduct contrary to the Code or regulations and to stop any such conduct as soon as possible after its identification.

The ethics adviser is an employee appointed pursuant to the Chief Executive Officer's decision in compliance with the law, who plays an active role in preventing violations of values, principles and rules of conduct, ethics and integrity. In this respect, the ethics advisers have the following duties:

- (a) monitor how ROMGAZ management and personnel implement and comply with the professional conduct, ethics and integrity rules and prepare related reports and assessments;
- (b) conduct their counselling activity subject to a written request or, at their own initiative, when management and personnel make no request in this regard but their conduct results in the need to improve the behavior of employees who were sanctioned in accordance with the law following a disciplinary investigation;
- (c) perform analysis on the causes, risks and vulnerabilities shown in the management and personnel activities and which could cause a breach of the professional conduct, ethics and integrity rules. These analyses are submitted to Romgaz management and measures are proposed to remove causes, mitigate risks and vulnerabilities;
- (d) organize training sessions, information and awareness for Romgaz personnel and management on professional conduct, ethics and integrity, amendments of the legal framework;
- (e) prepare regular reports to be submitted to the Chief Executive Officer related to the reported issues on problems concerning professional conduct, ethics and integrity;
- (f) prepare and submit half-yearly reports on the activity performed to the Audit Committee of the Board of Directors as well as to the Committee for monitoring and coordinating the internal management control system implementation and development;
- (g) report practices or procedures that may lead to violations of the values, principles and rules of conduct, ethics and integrity within the activity of Romgaz management and personnel;
- (h) examine complaints and claims from citizens and other beneficiaries of Romgaz activities, related to the conduct of personnel dealing directly with citizens and make general recommendations;
- (i) address direct questions or apply questionnaires to direct beneficiaries of Romgaz activities on the behavior of employees in charge of the public relations and on their opinion regarding the quality of services provided by Romgaz.

In applying the provisions of this Code, any activity involving the processing of personal data shall be carried out in compliance with the provisions of the law for the protection of individuals with regard to the processing of personal data and the free movement of such data.

The Ethics Advisers deal with all situations brought to their attention in an independent and objective manner and treat all information with the utmost discretion, confidentiality and non-discrimination. The Ethics Advisers are required not to disclose information regarding their work unless the matters reported may constitute a criminal offence.

II.5. REPORTING VIOLATIONS OF THE LAW, BREACHES OF PROFESSIONAL CONDUCT, ETHICS, INTEGRITY AND WHISTLEBLOWER PROTECTION IN THE PUBLIC INTEREST

To act in accordance with ethical values and main principles, management and personnel need support and open communication, especially in solving ethical dilemmas and uncertainties as well as the unknowns concerning the appropriate organizational conduct. The management have the responsibility to oversee the professional conduct of employees with respect to ethical standards and integrity and to deal with any deviations from this Code properly. Ethical issues/dilemmas that arise within the company may be brought to the attention of the designated person/ethics adviser who is responsible for advising and/or assisting employees in complying with the standards of conduct provided in this Code.

ROMGAZ shall handle and investigate, through its organizational structures and designated persons, legitimate and substantive reports of any action by its management and staff or of any other person acting in a professional capacity, on behalf of or in the interests of the Company, of possible violations of the law, of deviations from the rules of professional conduct, ethics and integrity described in this Code, as well as reports on frauds.

ROMGAZ treats legitimate and substantive complaints, including anonymous ones, regarding any action by an employee or other person acting on behalf of the company that would violate the law or internal rules of ethics and integrity.

ROMGAZ guarantees the protection of whistleblowers in the public interest who report various situations regarding violations of the law in a professional context, in accordance with the provisions of the legislation in force and applicable internal procedures.

Law No.361/2022 on protection of whistleblowers in the public interest defines the information related to violations of the law as information, including reasonable suspicions, related to actual or potential violations of the law that happened or may happen within the authorities, public institutions or other public as well as private legal entities where the whistleblower in the public interest works or worked, or was/is in contact with throughout his/her activity, as well as the information relating to attempts to hide such violations.

In the event the individual reported in the public interest is a direct or indirect superior or has control, inspection or evaluation powers over the whistleblower, the disciplinary investigation committee shall ensure the whistleblower's protection by hiding his/her identity.

Whistleblowers in the public interest benefit from the good-faith presumption, in accordance with the legal provisions, until proven otherwise.

Any issue related to compliance with the professional conduct, ethics and integrity rules, including the initiatives related to supplementing and amending the conduct rules in this Code shall be submitted to the ethics adviser who shall assess the situations and forward them to the management for making a decision.

Facts that may be the subject of complaints may include, but are not limited to, the following:

- preferential or discriminatory practices or treatment in exercising duties;
- corruption deeds, as defined by criminal law;
- deeds related to accounting, financial-accounting control or internal audit;
- breach of public procurement procedures and legal provisions;
- breach of provisions related to incompatibility and conflicts of interest;
- abusive use of material or human resources of the company;
- negligence at work;
- non-objective assessments of staff in the recruitment, selection, promotion, appointment and dismissal process;
- non-competitive practices;
- breach of procedures or setting internal procedures in violation of the law;
- issue administrative or other acts serving interests contrary to the interests of the company;
- any deeds that endanger employees, company relation with third parties or its reputation.

Since this Code is not intended to be an all-encompassing regulatory framework, it may not provide for all situations that each person may face in everyday work. For this reason, the easiest way to ensure its enforcement is for each employee to check if planned and performed actions are in line with Romgaz values, principles and rules of professional conduct.

It is recommended that employees ask themselves the following questions and if the answer to any of these is "no", to consult with their direct superior and/or with the ethics adviser:

- (a) Is this action in accordance with the legal provisions?
- (b) Is this action in accordance with internal regulations including the Code of Ethics and Integrity?
- (c) Am I authorized to do so? Do I have the necessary qualification?
- (d) Am I authorized to do so? Do I have the necessary qualification?
- (e) Did I take all necessary steps to justify the way of doing things to my superior or to the competent authorities?
- (f) Am I convinced that this action would not affect the health, safety of others and could not be interpreted by a third party as inadequate?
- (g) I am convinced that this action will not jeopardize ROMGAZ' ethical reputation?

The fact that, in certain situations, it may be difficult to decide against uncertainties of ethical nature is not a problem in itself. Not reporting these aspects to the direct superior and to the ethics adviser and a fully aware inappropriate conduct are not tolerated by the company.

For the accurate evaluation of the reported cases, the reports should include the following elements, without being limited to describing the act, the period the act was committed, name, data, documents and locations references. The report does not constitute a proof itself, however the

interested parties are encouraged to submit any available information that may enable the investigations under the reassurance of identity confidentiality.

On the recommendation of the ethics adviser, the Chief Executive Officer shall, in accordance with the law and internal regulations, have the acts and facts reported verified.

The verification and resolution of the report will be carried out expeditiously without exceeding the deadlines set by the applicable legal regulations.

In case there are reports/referrals from within or outside the company, related to violations of this Code, by ROMGAZ management or personnel, prior disciplinary checks and investigations shall be carried out in accordance with the relevant regulations to settle the situations reported.

The ethics adviser may not influence, through its activity, the process of disciplinary proceedings carried out in accordance with the provisions of Law no. 53/2003 related to Work Code, republished, as subsequently amended and supplemented, as well as the provisions of GEO 109/2011 on corporate governance of public companies, as subsequently amended and supplemented.

Potential breaches of the professional conduct, ethics and integrity rules in the case of board members or officers shall be assessed in the context of the provisions of the mandate contracts by the Audit Committee.

In the area of coordinating the Compliance, Conduct and Conflicts of Interest the Audit Committee of the Board of Directors has the following duties and responsibilities contained in the Audit Committee Charter:¹

- Ensures that the Company's policies and practices comply with the applicable laws and regulations, the regulatory authorities and supervisory authorities' recommendations, and best practices;
- Shall take all necessary steps to ensure that the company adopts a Code of Ethics and Business Conduct. Following the enactment of the Code, the Audit Committee shall review, at least annually, the implementation and effectiveness of the Code of Ethics and Business Conduct.
- Reviews the implementation of the Policy on Conflict of Interest (or equivalent provisions).

Code violation consequences

The culpable violation by management and personnel of their duties entails administrative, civil or criminal liability, in accordance with the law.

Culpable violation of the provisions and rules of professional conduct, ethics and integrity provided in this Code, by ROMGAZ management and personnel, is a disciplinary misconduct and may lead to the referral to the competent state bodies, in addition to disciplinary liability in accordance with the provisions of the Labor Code, the applicable Collective Labor Agreement, and the Internal Regulations.

ROMGAZ management and personnel may attract patrimonial liability, according to law, if, by the acts committed has caused prejudice to the Company or other partners of the company while performing work assignments.

ROMGAZ management and personnel cannot be penalized or harmed in any way for referring to the

¹ [Audit Committee Charter](#)

ethics advisor requesting counseling related to compliance with the conduct, ethics and integrity rules and principles.

ROMGAZ management prohibits any retaliations against an individual, the management and personnel that, in good faith, reports an act, known or suspected, of violation in the professional field, the professional conduct, ethics and integrity rules. Exercising any retaliations shall lead to a disciplinary action for the ones found guilty.

The same measures shall be taken in the case of the individuals providing false information intentionally in their report/referral.

All reports shall be addressed to the designated persons / the ethics adviser using the framework content in Annex 2. *Report on breaching the norms of ethics and integrity and reporting of fraud.*

Way of transmitting the reports:

- (a) internal reporting channel accessible to public interest whistleblowers/internal/external whistleblowers, available in Romanian and in English on the website www.romgaz.ro - Sustainability, Ethics and Integrity, Public Interest Whistleblower I ROMGAZ;
- (b) internal reporting channel accessible to public interest whistleblowers/internal whistleblowers, available in Romanian on the Infoweb intranet: Information, Sustainability, Ethics and Integrity, Public Interest Whistleblower I ROMGAZ;
- (c) by mail at the following address S.N.G.N. ROMGAZ S.A., Piata C.I Motas no. 4, CP 551130 Sibiu County, Romania stating "Confidential- Attn ROMGAZ ethics advisor";
- (d) by e-mail at the e-mail address designated to the ethics advisor: consilierdeetica@romgaz.ro;
- (e) Through the Registration Office in enclosed envelope stating "Confidential- Attn ROMGAZ ethics advisor";
- (f) Personal submission to the ethics advisor;

The ethics advisors assess the claims and complaints related to the violation of the professional conduct, ethics and integrity rules by ROMGAZ management and personnel and makes general recommendations for the Chief Executive Officer;

Inappropriate conduct cases and the measures taken shall be brought to the management and personnel attention, excepting personal data and information as these are defined and regulated by law.

The person raising any issue related to complying with the professional conduct, ethics and integrity rules, including the initiatives related to supplementing and amending the conduct rules in this Code shall be informed by the ethics advisor related to the manner the concern shall be settled.

II.6. ENSURING INFORMATION, IMPLEMENTATION AND MONITORING OF THE RULES OF CODE OF ETHICS

ROMGAZ ensures all necessary conditions for the management and personnel to know the provisions governing the Code, the prevention and reporting of frauds and deficiencies as well as the mechanisms for the appropriate management of such.

Information

For public information, the designated persons/ethics adviser, together with the Communications Department, shall make sure that the Code of Ethics and Business Conduct shall be displayed at ROMGAZ headquarters and subsidiaries in a visible and publicly accessible place.

ROMGAZ undertakes, according to law, to ensure free access to the information of public interest and decision-making process transparency. General public interest information can be found on the company's official website: www.romgaz.ro.

The provisions of this Code of Ethics and Business Conduct are brought to the management and personnel attention, as follows:

- (a) For the existing executive personnel within the Company/Branches, the training shall be done by the superiors.
- (b) For the newly hired personnel the training related to the Code shall be done before actually beginning their activity at the same time with the general introductory trainings. The training shall be done by the ethics adviser, according to the internal procedure, with the HR support from the Headquarters/Branches. The ethics adviser shall test the knowledge through a questionnaire to make sure that the trained person knows, understands and follows the provisions of the Code.
- (c) The ethics advisor organizes any time it deems necessary, integrity and ethics related meetings and information and prevention sessions with the management and the personnel.

Implementation

The ethics advisors ensure the implementation of this Code's provisions, training of ROMGAZ management and personnel, support and permanent counseling related to professional conduct, ethics and integrity rules and monitor the violations of the ethics rules.

The ethics advisor organizes annually at ROMGAZ evaluation sessions related to the implementation of personnel professional conduct rules. The questionnaire for evaluating the level of understanding of the ethics advisor's role within ROMGAZ is the instrument used for evaluating the implementation of the Code of Ethics provisions. This questionnaire is essential for strengthening the ethics advisor's role. The evaluations results shall be reported by the ethics advisor to the Chief Executive Officer and for the information of the Committee for monitoring and coordinating the implementation and development of the management internal control system and the Audit Committee of the Board of Directors.

Monitoring

The ethics advisors shall prepare quarterly reports and assessments related to matters reported to the Chief Executive Officer, relating to monitoring the compliance with the professional conduct, ethics and integrity rules by ROMGAZ management and personnel.

The reports and assessments are approved by the Chief Executive Officer and shall be sent for information to the Committee for monitoring and coordinating the implementation and development of the management and the Audit Committee internal control system.

III. CODE OF BUSINESS CONDUCT

The Code of Business Conduct is an instrument promoting ethic responsibility while performing the obligations, during application of ROMGAZ strategy and achievement of operational and economic objectives, covering aspects such as: human rights, corporate loyalty/integrity, competition and anti-trust, anticorruption and antifraud law, third party relationship responsibility, sustainability, and environment and community relationship. The Code of Business Conduct is set based on ROMGAZ' corporate/Code of Ethics values and principles implemented in the rules of professional business conduct.

The Code of Business Conduct sets guidelines on the complying behavior of management and personnel in carrying out activities, requirements on how to perform tasks by applying organizational methodologies, procedures and policies, organizational transparency measures and methods of combating and preventing corruption covered by the applicable legal requirements.

These provisions, norms, rules are in no way a substitute for the provisions of the laws, norms and regulations of another nature governing ROMGAZ areas of activity.

The Code of Business Conduct is applicable to the company management and personnel, and its violation may entail disciplinary and criminal liability.

The professional activity carried out at the workplace shall reflect:

- (a) Enhancement of transparency and probity in activity;
- (b) Enhancement of professional experience, expertise and competence;
- (c) Initiative of personal example;
- (d) Compliance with laws, regulations, rules, norms, procedures, specific guidelines and policies;
- (e) Observation of confidentiality of information;
- (f) Fair treatment and respect given to management and personnel;
- (g) Loyal relations with clients;
- (h) Completeness and accuracy of operations and documentations;
- (i) Professional way of dealing with economic-financial information;
- (j) Prompt response and within requested deadlines.

III.1. GOOD PRACTICE GUIDELINES

❖ Equal opportunities, non-discrimination, diversity and inclusion

ROMGAZ respects and guarantees equal and non-discriminatory treatment in relationship with its personnel, partners and collaborators.

ROMGAZ undertakes to comply with the rights to equal opportunities and treatment and prohibits its management and personnel any type of harassment while exercising their work duties or related to their capacity as ROMGAZ employee. Abuse, intimidation or threats of any kind are not tolerated.

Any type of harassment is forbidden, both inside and outside the company, including during social events, business trips, training sessions or conferences sponsored by the company.

Any type of harassment, verbal threat, aggressive behavior of a co-worker, superior or a person collaborating are unacceptable and shall be reported to the working place manager and the ethics advisor.

The diversity provided by the unique traits of each person is an important feature of our team and generates a competitive advantage leading to the development of a wide range of skills and abilities. Inclusion is a critical component of the organizational culture, and it refers to the active involvement of the ideas, knowledge, perspectives and approaches of ROMGAZ employees and of its partners. ROMGAZ undertakes to set and apply standards and practices promoting justice, diversity and respect to all employees.

❖ Obligations in exercising the right to free expression

ROMGAZ management and personnel have the right to free expression, in accordance with the law and the internal rules of the company.

To exercise the right to free expression, ROMGAZ management and personnel have the obligation not to harm the dignity, image, as well as the intimate, family and private life of any person.

ROMGAZ management and personnel have the obligation to respect the dignity of the position held and the prestige of the company, correlating the freedom of dialogue with the promotion of ROMGAZ interests.

To express their opinions, ROMGAZ management and personnel must have a conciliatory attitude and avoid creating conflicts because of the exchange of opinions. Management and personnel are also obliged to show respect for the privacy of all persons with whom they share professional relationships.

ROMGAZ supports and encourages communication and freedom of expression of professional opinions and constructive dialogue within the work relations. Any person, regardless of their position, can express themselves freely in a professional context and justify their opinions while respecting the rule of law and good morals.

The use of offensive language, personal attacks and insulting behavior is strictly prohibited within ROMGAZ.

❖ Loyalty to the company

ROMGAZ management and personnel must refrain from any action which could prejudice its image or legal interest.

It is prohibited for ROMGAZ management and personnel:

- (a) To publicly express unreal opinions in connection with ROMGAZ activity, policies and strategies;
- (b) To make judgements on litigations pending where ROMGAZ acts a party or to provide unauthorized information related to such litigation, unless authorized to do so;
- (c) To disclose information to which they have access for performing their duties/mandate, if such disclosure is likely to give unfair advantage or to damage the image or rights of the company or its employees;

- (d) To provide support and advice to natural or legal persons to promote legal actions, or of other nature, against the Company. The support and consultancy provided by ROMGAZ personnel to the organizational units subordinated to it, under the terms of the Rules of Organization and Operation, does not fall under the provisions of letter d).

The provisions of letter a) - d) shall also apply after the termination of the employment relationship or the contract of mandate, for a period of 2 years, unless other time limits are provided for in special laws.

The provisions of this Code cannot be interpreted as a waiver from the legal obligation of ROMGAZ management and personnel to provide information of public interest to stakeholders, in accordance with the law, or as a waiver from the right of personnel to make reports under Law No. 361/2022 on the protection of whistleblowers in the public interest.

❖ Compliance with the legal regime of conflict of interest, incompatibilities and pantouflage

ROMGAZ management and personnel must strictly comply with the legal regime of conflict of interest, incompatibilities and pantouflage/post-engagement interdictions as well as the specific applicable provisions. In this respect, ROMGAZ management and personnel must play a proactive role, having the obligation to evaluate cases that may generate a situation of incompatibility, conflict of interests or pantouflage and act to prevent the occurrence, avoid situations and settle them legally and immediately.

ROMGAZ management and personnel must avoid real or apparent conflicts of interest between personal interests and the company's interests considering relationships up to and including the second degree of kinship or affinity, in all cases. They have the duty to refrain from making decisions on situations which may give or give rise to a situation of conflict of interest or incompatibility in relation to their own person, spouse, relatives/kins, up to the second degree in any situation, or, with their own business interests or with those of their relatives/kins and with the company's interest or its clients/partners.

ROMGAZ management and personnel must avoid and must not engage directly or indirectly in business relations with economic operators, natural or legal persons, which would affect the correct, honest and conscious performance of their duties or which could influence professional decisions when acting on behalf and in the interest of the company.

In the event of an incompatibility, pantouflage situation, prohibition or conflict of interest, ROMGAZ management and personnel are obliged to act in accordance with the legal provisions for the termination of the incompatibility or conflict of interest within the legal term, i.e. they are obliged to refrain from settling the request, deciding or participating in deciding and to inform ROMGAZ management in writing. Reporting the situation shall be done through a written statement addressed to the designated persons/structures with duties/ethics advisor. The condition of participation in decision-making is met when:

- (a) the decision depends exclusively on that person;
- (b) the person's action is only one link in the approval process;

(c) the person is part of a collective body in which he/she participates in discussions and voting.

ROMGAZ management and personnel are obliged to report any real or potential conflicts of interest in relation with their own person, spouse, relatives/kins or, with their own business interests or with those of their relatives/kins and with the company's interests or its clients/partners. In the event of a conflict of interest, the situation will be analyzed and settled by the authorized personnel, so that the situation disappears, and measures will be taken as appropriate (e.g. a. temporary or permanent reassignment of the tasks and responsibilities of the employee affected by the conflict of interest; b. change of function or job of the employee, in the event of a conflict of a permanent nature; c. restriction of the employee's access to certain information; etc.).

ROMGAZ management and personnel with managerial duties must complete a Declaration of interests of an Affidavit that they are not in any conflict of interest and submit it to the designated person(s)/personnel with ethics duties/advisor. The declaration of interests will be updated and re-submitted within the legal deadlines or whenever a relevant change occurs in the situation of ROMGAZ' management or personnel or the respective member.

Identifying potential conflicts of interest may not always be clear, for this reason, when in doubt regarding the evaluation of a specific situation, the designated person/structure/ethics advisor may be asked.

By way of example, the following situations may constitute cases of conflict of interest:

- (a) receiving any benefits or favors as a result of exercising the position/using confidential information obtained in the course of exercising the position;
- (b) the existence of significant financial interests (more than 1% of the share capital or more than 5% of the total assets) within a customer, supplier or competitor;
- (c) entering any personal relationship of a proprietary nature with a customer, supplier or competitor of the company (other than financial institutions or brokerage firms);
- (d) serving on the same committee constituted under the internal law/rules with a spouse or other relative up to and including the second degree;
- (e) holding a position that involves the verification of work activity or approval of documents prepared by employees who are spouses or relatives up to and including the second degree.

The personnel is required to refrain from making decisions on matters giving rise to the conflict of interest in question and to disclose to the Chief Executive Officer, the designated organizational unit/ethics advisor and the senior manager any family situations that have arisen or may arise.

In the event of a breach of the provisions of the Code on conflicts of interest and incompatibilities, once the decision has taken effect, the Ethics Advisor will inform the Chief Executive Officer by proposing the establishment of a committee (consisting of a representative of: legal services, human resources, the ethics advisor and the organizational unit whose activity has been affected by the decision, and a representative of the employees) to analyze its impact, propose remedial measures to be implemented in the best interests of the company.

In the case of Board of Directors members and management, the relevant corporate legal provisions must be taken into account. As regards BoD members and officers, they are required to declare any incompatibility or conflict of interest that has arisen or may arise before the start of the meetings of the Board of Directors and to abstain from participating in discussions (including by non-attendance, unless non-attendance would prevent the formation of a quorum) and from voting on a resolution on

the matter giving rise to the conflict of interest in question.

Pantouflage aims to regulate certain prohibitions on the migration of staff from the public to the private sector.

The internal regulations preventing pantouflage at Company level shall define tangible methods related to the pantouflage monitoring mechanism.

Romgaz management and personnel may not be a trustee of certain persons regarding the performance of acts in connection with the position they exercise.

Direct superior relationships are prohibited where the personnel concerned are spouses or relatives/kins up to and including the second degree. Persons in any of the above situations must opt, within 60 days, to terminate the direct hierarchical relations or for the renunciation of quality.

The existence of a hierarchical relationship between spouses or relatives/kins up to the second degree and the non-fulfilment of the obligation to opt shall be ascertained by the hierarchical manager of the personnel concerned, who shall order measures to terminate the direct hierarchical relationships.

Prohibitions relating to conflicts of interest and incompatibilities must also be noticed during the period of suspension from duty.

It is an incompatibility to simultaneously hold a management position (manager level or the equivalent) in the company and a management position in the employees' union (president, first vice-president, first alternate vice-president, vice-president, company headquarters leader, branch headquarters leader, section leader, workshop leader, compressor station leader, etc.). In these situations, within 30 days, the employee in this situation is required to inform the Chief Executive Officer of the choice of one of the two positions.

Persons who received, as part of protocol activities in the exercise of their mandate or position, free of charge goods, are required to declare and present them to the ethics advisor and the Company's management within 30 days of receipt.

During their term of mandate, the BoD members/officers appointed with mandate by the Board of Directors may not enter an individual employment contract with Romgaz. If the BoD members/officers have been appointed from Romgaz personnel, their individual employment contract shall be suspended for the duration of their mandate.

Before appointment to the Board of Directors or to the management of another company with a similar activity to Romgaz, employees with management positions must obtain written approval from the Chief Executive Officer. In the case of BoD members, approval must be obtained from the Board of Directors.

The occurrence of a potential or actual conflict of interest situation does not constitute a violation of the provisions of this Code, but failure to disclose it and making decisions in violation of the legal provisions in this field constitutes a serious misconduct.

Violation of the provisions on conflict of interest, incompatibilities or pantouflage by Romgaz management and personnel may entail, as the case may be, disciplinary, administrative, civil or criminal liability, according to the law.

❖ **Obligation to provide information on personal circumstances giving rise to legal acts**

ROMGAZ personnel is required to inform the management of the company, correctly and completely, in writing, on the factual and legal situations concerning his person and which are generating administrative acts under the conditions expressly provided by law and internal provisions.

❖ **Compliance with the legal regime of the conflict of interest in the procurement process within ROMGAZ**

During the award procedure, Romgaz management, as contracting authority, is required to take all necessary measures to prevent, identify and remedy situations of conflict of interest, in order to avoid distortion of competition and to ensure equal treatment for all economic operators.

Potential conflict of interest situations are any situations that could lead to a conflict of interest, such as, but not limited to the following,

- (a) participation in the process of verification/evaluation of applications/bids of Romgaz staff holding shares, interest shares, shares in the subscribed capital of one of the proposed bidders/candidates, third party supporters or subcontractors or of Romgaz staff who are members of the board of directors/management or supervisory body of one of the proposed bidders/candidates, third party supporters or subcontractors;
- (b) taking part in the verification/evaluation process of the applications/bids of Romgaz personnel who are spouses, relatives or kins up to and including the second degree of kinship with persons who are members of the Board of Directors/management or supervisory body of one of the bidders/candidates, third party supporters or proposed subcontractors;
- (c) taking part in the verification/evaluation process of the applications/bids of a person within Romgaz about whom it is ascertained or about whom there are reasonable indications/concrete information that he/she may have, directly or indirectly, a personal, financial, economic or other interest, or is in another situation likely to affect his/her independence and impartiality during the evaluation process;
- (d) the situation in which the individual bidder/associated bidder/candidate/subcontractor proposed/supporting third party has as members of the Board of Directors and/or has significant shareholders or associates who are spouses, relatives or kins up to and including the second degree or who are in business relations with persons with decision-making positions in Romgaz or the procurement service provider involved in the tender procedure;
- (e) the situation in which the tenderer/candidate has nominated among the main persons appointed for the execution of the contract persons who are spouses, relatives or kins up to and including the second degree or who are in business relations with persons in decision-making positions within Romgaz or the procurement service provider involved in the tender procedure;
- (f) For the purposes of the provisions of paragraph. 2 lit. (d) of the updated Law No.99/2016, a shareholder or significant shareholder is defined as a person who exercises rights attached to shares which, cumulated, represent at least 10% of the share capital or which give the holder

at least 10% of the total voting rights in the general meeting of shareholders.

Romgaz management and personnel involved in the verification/evaluation of applications/bids submitted in a tender procedure or involved in a public procurement procedure must refrain from entering into or concluding with the winning bidder, with whom Romgaz has concluded the public procurement contract, any other arrangements for the provision of services, directly or indirectly, for the purpose of fulfilling the public procurement contract, for a period of at least 12 months after the conclusion of the public procurement contract.

In case Romgaz identifies a situation potentially giving rise to a conflict of interest, it is required to take all necessary steps to determine whether the situation constitutes a conflict of interest and to provide the candidate/bidder in such a situation with a statement of the reasons which, in the opinion of the contracting authority, are likely to give rise to a conflict of interest. ROMGAZ requires the candidate/bidder for his/her point of view related to the situation.

If, following the application of the provisions provided in the previous paragraph, ROMGAZ determines that there is a conflict of interest, it shall take the necessary measures to eliminate the circumstances that have generated the conflict of interest, ordering measures such as the replacement of the persons responsible for the evaluation of the bids, when their impartiality is affected, or the elimination of the bidder/candidate in relation to the persons with decision-making positions within Romgaz.

Romgaz shall specify in the procurement documents the names of the decision-makers within the company or the procurement service provider involved in the tender procedure.

Romgaz publishes by electronic means the name and identification data of the bidder/candidate/subcontractor proposed/supporting third party, within a maximum of 5 days after the deadline for submission of requests to participate/bids, except for natural persons, for whom only the names are published.

❖ **Protecting the company's assets and efficiently and responsibly using its' resources**

Romgaz management and personnel are required to ensure the protection of the company's assets and resources from theft, loss, destruction, or unauthorized/inappropriate use, to protect Romgaz property and to avoid any damage to it.

It is prohibited to use the assets, goods, information belonging to the company or the position held, in order to obtain an undue personal gain.

The company's assets and resources shall be used in a fair and efficient manner, for legal, appropriate and authorized purposes.

Romgaz management and personnel are required to use their working time, as well as the goods belonging to Romgaz, solely for activities related to the held position.

Romgaz management and personnel must propose and ensure, according to the duties held, the useful and efficient use of material, human, financial and information resources, in accordance with the legal provisions.

Romgaz management and personnel are prohibited from using their working time or Romgaz logistics

for carrying out legal activities for their personal gain.

Romgaz management and personnel are prohibited from working for a competing company during the term of their employment contract or contract of mandate. However, Romgaz management and personnel may carry out paid activities in parallel with their activity, within the company, as long as these activities:

- (a) are not in competition with Romgaz activity;
- (b) are not performed during the working schedule;
- (c) does not involve using Romgaz resources;
- (d) do not use the company's image or Romgaz visual identity elements;
- (e) do not involve using the position/capacity held by Romgaz management and personnel;
- (f) do not have negative effects on the professional performances and
- (g) are not a conflict of interests.

To become a member of the Board of Directors of a professional or non-profit organization related to Romgaz business, employees must first obtain the approval of Romgaz management.

❖ Protection of state secret, professional secret and confidentiality

Romgaz manages and protects, through specific internal procedures and in accordance with legal provisions, classified, privileged or confidential information, ensuring authorized access for strictly professional purposes to persons directly involved.

It is forbidden for Romgaz management and personnel to disclose classified, privileged and confidential information, personal data of Romgaz personnel, of which they have become aware during the performance of their duties, to unauthorized persons, for their own benefit or for the benefit of third parties, or to the detriment of Romgaz, for the entire duration of the contract/mandate and after its termination. The same interdictions also apply to confidential information related to the company's business partners.

Romgaz management and personnel must keep the confidentiality of information acquired as a result of a professional or business relationship involving Romgaz and must not disclose such information to a third party without specific authorization, unless there is a legal or professional right or obligation to disclose such information.

Confidential information obtained in the course of a professional or business relationship, in connection with Romgaz, must not be used for the personal benefit of the holder or third parties..

Unauthorized disclosure of confidential information (including personal data) or use of the information for personal gain shall give rise to liability under applicable law.

Romgaz undertakes, in accordance with the law, to ensure unrestricted access to information of public interest and transparency in the decision-making process.

The communication of documents not containing information of a public nature, at the request of representatives of another public or private entity, is permitted only with the consent of the Chief Executive Officer, in accordance with the applicable procedures and by informing the superiors.

❖ Use of own image

In view of the position held, Romgaz management and personnel have the obligation not to allow the use of their name or image in advertising actions promoting commercial activities, as well as for electoral means.

❖ Public activity

Official communication of information and data related to Romgaz activity, as well as the relationship with the media, are ensured by the company's employees, appointed by CEO Resolution.

Romgaz management and personnel appointed to participate in public activities or debates, in an official capacity, must comply with the limits of the representation mandate entrusted by the management.

If they are not appointed in this respect, Romgaz management and personnel may participate in public activities and debates, in preparing publications, in audiovisual broadcasts, etc., under the obligation to make known that the expressed opinion does not represent the official point of view of the company where they carry out their professional activity.

Romgaz management and personnel cannot use information and data to which they had access to when exercising the position held if they are not of a public nature.

To exercise their right to reply and rectification, the right to dignity, the right to image, as well as the right to intimate, family and private life, Romgaz management and personnel may publicly express their personal opinion if defamatory statements have been made against them or their family in press releases or audiovisual broadcasts.

Romgaz management and personnel undertake the responsibility for public appearance and for the content of the information presented which must be in accordance with the principles and rules of conduct provided in this Code.

Romgaz management and personnel must restrain from public statements which might have a negative impact upon the company's reputation or upon the economic or legal organizational interests of the Company.

Romgaz expects its management and personnel to behave, even outside the workplace, in accordance with, and in a manner consistent with the applicable rules of conduct, ethics and integrity, in particular when their activities, or they themselves, may be associated in any way with the company or when they appear to be acting or expressing opinions on behalf of S.N.G.N. Romgaz S.A.

❖ Prohibitions and limitations related to political activity

Romgaz management and personnel can be members of legally constituted political parties. Romgaz management and personnel are required, in the exercise of their duties, to refrain from publicly expressing or manifesting their political beliefs and preferences, not to favor any political party or organization to which the same legal provisions apply as to political parties.

In the exercise of their duties, Romgaz management and personnel are forbidden:

- (a) to participate directly or indirectly in fund-raising for political parties' activity, organizations to which the same legal provisions apply as to political parties, foundations or associations operating alongside with political parties, as well as for the activity of independent

candidates;

- (b) to provide logistical support to parties or candidates for public office positions; supporting their own political activity is strictly forbidden;
- (c) to display, within Romgaz, marks or objects inscribed with the logo and/or name of political parties, of organizations to which the same legal provisions apply as to political parties, of foundations or associations operating alongside political parties, of their candidates, as well as of independent candidates;
- (d) to use the acts they perform in the exercise of their duties to express or manifest their political beliefs;
- (e) to attend public meetings of political nature during working hours.
- (f) to allow themselves to be influenced by political pressures in the performance of their duties.
- (g) Romgaz undertakes not to finance, directly or indirectly, political parties or entities, as a collective obligation binding on all political forces. At the same time, Romgaz shall not publicly support a candidate or political party during election campaigns or polls.

It is strictly forbidden to use Romgaz resources to support any political party or candidate, at national or local level, or to support their own political activity.

❖ Professionalism and impartiality

In view of the position held, Romgaz management and personnel must exercise their duties objectively, impartially and independently, basing their activity, the proposed solutions and decisions on legal provisions and technical arguments and they must refrain from any action that could harm the company.

It is forbidden for Romgaz management and personnel to use the powers of the position held for purposes other than those provided by law.

In the exercise of their position, Romgaz management and personnel must adopt a neutral attitude towards any personal, political, economic, religious or other interest and not give way to any pressure, interference or influence of any kind.

The principle of independence may not be interpreted as the right not to comply with the subordination principle.

It is forbidden for Romgaz management and personnel to pursue benefits or advantages for personal benefit or to cause material or moral damage to others through decision-making, counselling, drafting of administrative acts, evaluation or participation in investigations or control actions.

It is forbidden for Romgaz management and personnel to use their position or the relationships they established while exercising their job duties, to influence the internal or external investigations or to cause a particular action to be taken.

It is forbidden for Romgaz management and personnel to require other personnel of the company to join organizations or associations, regardless of their nature, or to suggest them to do so, by promising them certain material or professional advantages.

Romgaz management and personnel shall behave in a civilized and decent manner, showing patience and willingness to support co-workers in the performance of their duties, and towards people from

other entities with whom they come in contact while performing their duties.

All differences of opinion shall be supported by arguments and shall exclude inappropriate behavior (hysterical, insulting, arrogant, etc.), intimidation and denial of the right to express a point of view. Disputes on this matter between employees shall be brought to the department management's attention where the concerned person works.

Romgaz management and personnel are required to collaborate with co-workers and the persons involved in a work task/assignment and to communicate all information related to these matters, except classified information.

Decent and civilized behavior outside the working hours is binding when the employee is taking part in activities as Romgaz representative.

It is forbidden to use Romgaz symbols, the name of the company or any other sign related to Romgaz for private purposes.

Behavioral practices that have the potential to prejudice Romgaz are prohibited, for example, but not limited to the following:

- (a) making false statements or concealing facts or matters of facts, in bad faith or for other inappropriate reasons;
- (b) using the material, human, financial, informational resources of Romgaz or the actual work time for purposes other than the performance of their specific tasks;
- (c) advising in bad faith, allowing or neglecting to notice third party acts against the interests of Romgaz;
- (d) hiding essential aspects or providing wrong information at the request of the superiors, colleagues to whom they are directly collaborating for work assignments.

❖ Rules on signing, countersigning or endorsing documents

Signing, countersigning or endorsing by ROMGAZ management or personnel of projects, their supporting documents, in violation of legal provision, shall render them liable under the law.

Romgaz management and personnel have the right to refuse, sign, countersign or endorse the acts and documents and acts, if they consider them illegal.

Refusal by management and personnel to sign, countersign or endorse the acts and documents shall be made in writing stating the reasons, within 5 working days of receipt of the documents, except where other types of provisions stipulate other deadlines, and shall be recorded in a special register for this purpose.

The personnel and management that refuse to sign, countersign, respectively, or to endorse, or which have objections related to the legal nature of the papers and documents, in writing, in compliance with the deadline provided above shall be liable in accordance with the applicable provisions.

III.2. ANTI-FRAUD AND ANTI-CORRUPTION

❖ Combating and preventing fraud and corruption

ROMGAZ has zero tolerance against corruption.

The declaration on undertaking the organizational integrity agenda in the coordinates of the Anticorruption National Strategy 2021-2025 can be found at www.romgaz.ro în secțiunea [Sustenabilitate - Etica și Integritate](#).²

By the above mentioned Declaration, the Company's personnel commits to the fundamental values, principles, objectives and monitoring mechanism of the National Anticorruption Strategy 2021-2025, supporting the fight against corruption and promoting the integrity, the priority of the company's and public's interest, as well as the decisional process transparency.

Ethics and integrity are closely related to the fight against corruption, and it represents the essential components in building successful business relationships on the long-term.

Corrupt undertakings seeking to obtain personal or business advantage by undue means, with any customer, supplier or other third party are strictly prohibited.

Also, Romgaz management and personnel and any person acting on behalf of the company is prohibited from directly or indirectly providing any benefit to a public official in order to obtain any undue advantage.

Corruption, in any form, is a serious violation of the Code, but also of the criminal law.

Any fraud involving inappropriate usage of Romgaz resources or hiding/modifying/forgery/omitting information for own personal benefit or of others or for avoiding any negative consequences, is forbidden.

Romgaz management and personnel involved in any aspect related to preparing the financial statements and financial reports, must always comply with the financial policies, the internal control system and the accounting principles generally accepted.

Anyone having information related to any possible fraud is obligated to report it without hesitation to the designated person/department/ethics advisor. All fraud cases shall be investigated and shall be reported accordingly to the competent authorities.

In turn, Romgaz management maintains its commitment to perform, enough and effective, financial and nonfinancial controls, for ensuring corruption and fraud risk monitoring, identification and mitigation.

❖ Interdiction on giving and receiving gifts and donations and measures relating to goods received free of charge on the occasion of protocol actions in the exercise of mandate or position

Romgaz management and personnel are prohibited to request or accept, directly or indirectly, for themselves or for others, in consideration of their position, gifts, services, favors, invitations, donations, sponsorships or any other advantages, which are intended for themselves, their family, parents, etc. and which may influence their impartiality in the exercise of their position.

The following are exempt from the provisions of paragraph 1. (1) goods received free of charge by personnel in the course of protocol activities in the exercise of their mandate or position, which are legal and appropriate and subject to the internal provisions and applicable legal rules.

² [Declaration regarding the commitment towards to the organizational integrity agenda](#)

Romgaz management and personnel management and control functions within Romgaz, as well as other persons who are obliged to declare their assets, according to the law, have the duty to declare to the Ethics Advisor and to present to the Chief Executive Officer within 30 days of receipt, the assets they have received free of charge as part of protocol activities in the exercise of their mandate or function. For this purpose, Annex 3 Reporting gifts/services and other benefits received from third parties shall be completed.

The following are exempt:

- (a) medals, decorations, badges, orders, scarves, collars and the like, received in the exercise of dignity or position;
- (b) diaries, calendars, pens with a value of up to EUR 50.

Gifts exceeding a value of EUR 50 shall be recorded in an inventory to be published.

While the giving and acceptance of gifts and other similar benefits may have a legitimate role in developing good business relations with the company's partners, it is not acceptable for them to be disproportionate or improper as they may affect objectivity or influence impartiality in the exercise of the position held.

Romgaz CEO shall order by resolution the establishment of a Committee made up of specialized persons from the company, which shall evaluate and inventory the assets received by Romgaz management and personnel.

The Commission shall keep a record of the assets received by each person and, before the end of the year, shall propose to the CEO the resolution of the asset situation.

In cases where the value of the goods determined by the Commission is higher than the equivalent of EUR 200, the person who received the goods may request to keep them, paying the difference in value. If the value of the goods established by the Commission is less than the equivalent of EUR 200, they may be retained by the recipient on condition that they are declared or may be returned to the recipient in good faith.

In cases where the person who received the goods has not requested their retention, on the proposal of the Commission, the goods shall remain in the assets of the company or may be transferred free of charge to a public institution or sold at auction, in accordance with the law. The proceeds from the sale of these assets shall be paid to the State budget.

The company may grant gifts/benefits to third parties only if the granting of such benefits in no way creates the impression that certain behavior is expected in return or that the intention is to influence a business, a decision of the natural or legal person concerned.

Expenses for participation in conferences and seminars at which Romgaz management and personnel represent the company shall be borne by Romgaz in accordance with applicable regulations.

The company's management and personnel may also participate in events (participation in training courses, conferences, symposia, congresses, seminars, other official events, business meetings) where the related expenses are borne by the business partners or interested parties, provided that they are related to the activity or interests of the company, and the participation of the company's staff has been approved and endorsed in accordance with the applicable regulations.

Gifts/goods free of charge as part of protocol activities in the exercise of the mandate/position must be given in a transparent manner, which is why they will be sent to the official address of the headquarters/Branch.

If there is any doubt about the granting of gifts/benefits, the designated person/structure/ethics advisor should be consulted. To the extent deemed necessary, he/she may also give a specific opinion on the granting of certain types of gift/benefits.

Travel expenses (transport, accommodation, meals, as appropriate) required for travel of personnel for the performance of their duties, participation in professional training courses, conferences, symposia, congresses, seminars, other official events, business meetings, shall be borne by the company, in accordance with the law and internal regulations.

❖ Limiting participation in procurements, concessions or leases

Romgaz management and personnel may not procure, lease or rent any asset in the private ownership of Romgaz, subject to sale (concession, lease) under the law in the following situations:

- (a) when they became aware of the assets', about to be sold, value or quality during or as a result of performing their work duties;
- (b) when they took part, while performing their work duties, in organizing the sale of the related asset;
- (c) when they may influence the sales operations or when they gained information to which the interest parties haven't had access to.

The management and personnel is prohibited from sharing information concerning Romgaz property, subject to sales, lease or rent operations, except as provided by the law.

The provisions provided above shall also apply accordingly in the case of transactions through an intermediary or in the case of a conflict of interests.

III.3. THIRD PARTIES RELATIONSHIP

❖ Compliance with law on competition

ROMGAZ supports loyal competition and complies with the legal provisions on competition and the anti trust legislation. Thus, the adopted commercial strategies shall not violate the competition law.

It is forbidden to involve the personnel in any kind of communication with a competitor that seeks the following:

- (a) anticompetitive practices (e.g. Direct/indirect price control or of other commercial terms, coordinating bids, sharing clients/markets, restraining technical/investment development, of production and sale, applying in relationship with the commercial partners of different conditions for similar performances, etc.) or
- (b) unethical practices related to competition (e.g. slandering competition, using illegitimate means to obtain information about competition, deflecting a company's customers, etc.).

Any violation of these rules can result in significant legal sanctions at company level, as well as prosecution of those involved.

Therefore, in case of any question as to whether a policy or communication is in line with the competition rules or whether there is a potential breach of the law, the designated person/structure should be referred to. Depending on the situation, expert advice may be provided

❖ Public relations and information management

Romgaz management and personnel is prohibited from directly receiving from petitioners requests for which he/she is responsible or to speak directly with petitioners (except for the person to whom the task of receiving petitions is assigned), as well as to influence other employees to solve such requests.

For the sake of ensuring the business' continuity, Romgaz management and personnel, have to answer the calls on their work phones. When speaking on the phone, company management and personnel have to identify themselves by clearly stating their name and the organizational unit where they work, and the conversation should be conducted in a polite and efficient manner.

Romgaz management and personnel, must permanently check and solve the received work e-mails and forward them, if the case may be. If they do not have access to check their internal e-mail for more than one day, they will use the "out of office" option, using a message indicating the period of unavailability, as well as the information for forwarding the e-mails in case of emergency.

❖ Conduct within international relations

Romgaz management and personnel representing the company in international organizations, educational institutions, conferences, workshops and other activities of an international nature are obliged to promote a favorable image of the company.

In relations with representatives of other countries, Romgaz management and personnel are prohibited to express personal opinions on national issues or international disputes, being obliged to limit themselves to the mandate approved for the respective meeting/travel.

In foreign travels, the management and personnel are obliged to conduct themselves according to the rules of protocol and are prohibited to violate the laws and customs of the host country.

❖ Shareholders interests

The company's management and personnel are aware that the interests of shareholders must be respected and protected and therefore have as a major objective to increase Romgaz value and maximize the profit obtained, taking into account the principles of sustainable development and social involvement.

In conducting its business, Romgaz is committed to ethical conduct in connection with shareholders. Thus, the company its best endeavors to maintain its reputation as a reliable, fair, honest and competent partner.

The company ensures fair treatment of all shareholders, regardless of the number of shares held and also ensures equal access to Romgaz information, respecting the same rules of transparency and facilitating the exercise of their rights.

Romgaz shall ensure transparency of the information necessary for investors to make objective investment decisions, through the appropriate publication of regular and continuous reports on all significant corporate events. Thus, the information provided by Romgaz is explicit, accurate, transparent and complete in terms of content.

III.4. SUSTAINABILITY AND RELATIONSHIP WITH THE COMMUNITY AND ENVIRONMENT

Romgaz management and personnel undertakes the principles of sustainable development and publishes annual sustainability performance data.

Romgaz supports the company's involvement in the climate resilience activities development, the training activities and knowledge development at general public level and in preparing the society for carbon-free living.

Romgaz management promotes an open and ongoing dialogue with the clients, public authorities, nongovernmental organizations and other interested parties in general environmental issues and monitors permanently the compliance with the predetermined quality levels, the clients perception related to quality as well as their satisfaction level.

Romgaz is interested in educating, acknowledging, training and motivating its personnel for creating an organizational culture oriented towards environment protection and develops, undertakes and implements social responsibility programs and policies through participative processes, with social

partners and other interested parties, and publishes annual reports on the sustainable development policies results.

FINAL PROVISIONS

Effective date and updating the Code

The Code of Ethics and Business Conduct is binding and applies to all company structures, at all times, irrespective of the position held within the company, both internally and externally, in relation with customers, suppliers, civil society, local communities or other relevant stakeholders.

Within 30 calendar days as off the adoption of this Code, the document shall be posted on the website, on the internal network, it shall be displayed on the notice boards at the headquarters, branches, affiliates, subsidiaries, it shall be transmitted to all Romgaz organizational units. The heads of departments at the headquarters/branches/affiliates/subsidiaries together with the ethics adviser shall take all necessary steps to ensure that the entire Romgaz personnel undertakes, processes and is trained, respectively, related to the Code, under signature by filling in Annex 4 - Training Report, Code 01F-44.

Romgaz personnel must immediately indicate possible Code breaches and may ask for the ethics advisor's support and assistance any time it is needed.

The Code shall be revised whenever necessary in accordance with the law.

The proposals to amend/supplement The Code of Ethics and Business Conduct can be made by any individual in Romgaz and sent verbally, in writing or electronically to the ethics advisor. The ethics advisor shall assess their level of suitability for the next updating and enhancement process of the Code.

This Code's provisions are supplemented by the provisions of: Internal Rules, the applicable Collective Labor Contract, the Organizing and Operation Rules, Romgaz internal policies and procedures, Conduct rules regulating the activity for different occupations and the applicable law in the field.

S.N.G.N. Romgaz S.A. Ethics and Business Conduct Code of shall be effective as off February 27, 2024 and is applicable for the whole Romgaz Group and its affiliates.

ANNEXES

Annex 1. Declaration of Awareness and Compliance with the Code of Ethics and Business Conduct

Annex 2. Referral regarding the violation of the Ethics and Integrity Rules and the reporting of fraud
- Template;

Annex 3. Reporting gifts/services and other benefits received from third parties.

Annex 1

Declaration of Awareness and Compliance with the Code of Ethics and Business Conduct

Last name	
First name	
Branch/Headquarters	
Department	
Position	

I, the undersigned, identified as above, declare that I am aware of the contents of the applicable Code of Ethics and Business Conduct at S.N.G.N. Romgaz S.A. level as off this declaration

and

I undertake to comply with the conduct rules provided in this

and

I understand that any violation of the rules provided within the content of the Ethics and Integrity Code is a disciplinary breach and liable for disciplinary penalties, or of a different nature, as the case may be.

Date

Signature

Annex 2

To,
The Ethics Adviser

Referral regarding the violation of the Ethics and Integrity Rules and the reporting of fraud

Last name	
First name	
Branch	
Organizational unit	
Position	
Address <i>(it is mandatory to be filled out by individuals who are not part of the company)</i>	
Telephone <i>(it is mandatory to be filled out by individuals who are not part of the company)</i>	
E-mail <i>(it is mandatory to be filled out by individuals who are not part of the company)</i>	

I hereby bring to your attention an event that may constitute a possible breach of the rules of conduct provided in the Code of Ethics and Integrity, Internal Rules, Collective Labor Agreement and other internal regulations.

- Date / period when the event occurred
.....
- Detailed description of the event that may constitute a possible breach of the rules of conduct
.....
- The rules allegedly breached (regulation/article)
.....
- The evidence supporting this report
.....

In view of the above, please analyze and take measures.

This report contains a number of pages.

Reports on breaches of rules of ethics and integrity and other rules and reporting of fraud can be sent: by mail using the form annexed to the Code, the internal reporting channel [Whistleblower in the public interest | Romgaz](#), by mail to the Ethics Adviser - confidentially, to S.N.G.N. Romgaz SA. address, Piața CI Motas nr. 4, 551130 Mediaș, România or by e-mail to the address of the Ethics Adviser: consilierdeetica@romgaz.ro, with the following subject „Report”.

Date

Signature

Annex 3

Reporting gifts/services and other benefits received from third parties

Last name	
First name	
Branch	
Organizational Unit	
Position	

I, the undersigned, identified as above, would like to report receipt of the following gifts and I request that they be evaluated and, if within the limit, retained/handed over to the company.

retained

handed over to the company

Date when the gift was received	
Nature of the gift	
Estimated value	
Other observations (A detailed description of the property handed over and the circumstances in which and from whom the property was received)	

Date

Signature

Anexa 3

Raportare cadouri/servicii și alte beneficii primite de la terți

Nume	
Prenume	
Sucursala	
Unitatea organizatorică	
Funcția	

Subsemnatul/(a), identificat/(ă) conform datelor de mai sus, doresc să declar primirea următoarelor cadouri și solicit evaluarea lor și, în cazul încadrării în plafon,

păstrarea lor

predarea către Societate

Data primirii cadoului	
Natura cadoului	
Valoarea estimată	
Alte observații (Descrierea în detaliu a bunului predat și a împrejurărilor în care a primit bunul și persoana de la care a primit bunul)	

Data:

Semnătura: