



# Code of Ethics and Business Conduct 2025

*- Content adapted based on the Code  
of Ethics and Business Conduct 2025 of*

**ROMGAZ**



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## I. Foreword

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*The Code of Ethics and Business Conduct plays a vital role in promoting ethical values, principles and conduct within ROMGAZ BLACK SEA LIMITED Nassau (Bahamas) Bucharest Branch ("RBSL"). It ensures proper conduct across all aspects of the business and contributes to the development of a successful, responsible and respected organization.*

*A company with a solid code of ethics conveys trust to its employees and partners, ensuring compliance with ethical principles and promoting fairness in business.*

*An ethical behaviour 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 the unconditional support of shareholders.*

*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 RBSL commitment towards corporate social responsibility by supporting coherent measures and actions that contribute to a sustainable development of communities.*

*Having the Code of Ethics and Business Conduct as a Guide, we will continue to consolidate the culture of integrity and to live up to the highest standards that we set, encouraging all collaborators and partners to act in an honest and responsible manner.*

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

*Sincerely,*

**ROMGAZ BLACK SEA LIMITED**

**which acts through ROMGAZ BLACK SEA LIMITED Nassau (Bahamas) Bucharest Branch**

## 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 RBSL management and personnel adheres to for the accomplishment of RBSL mission and the purpose for which RBSL was established - the Neptun Deep project in the Black Sea, where the company is a Co-Titleholder with a 50% stake.

The Code of Ethics and Business Conduct covers aspects regarding the professional conduct of company management and personnel regardless of the position held within RBSL and presents the commitments of the company in relation to shareholders, investors, employees, business partners and third parties, providing assurance that activities are carried out in accordance with the legal provisions.

#### 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, objectives and commitments undertaken by RBSL, 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 manner and refrain from any deed that could prejudice the company in any way.

#### 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 prestige through the management and employees;
- b) informing the public on the professional conduct it is entitled to expect from the management and personnel in the performance of their duties;
- c) building a climate of trust and mutual respect within the company, between the management and personnel RBSL on one hand and between the company and third parties on the other hand;
- d) creating an organizational culture and an ethical environment to determine the management and employees to act on the basis of trust, mutual support and professionalism;

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- e) 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 that may occur while carrying out the professional activity;
- f) preventing the occurrence of possible non-compliant practices, violation of rules and standards of ethics, integrity and professional conduct as well as avoiding situations that may affect the fulfilment of company goals through information, awareness and prevention actions.

### II.2. SCOPE OF WORK

Provisions of the Code are binding and apply to members of the Board of Directors, management and RBSL employees, both in relationships within the organisation and in relationships with third parties. The provisions of the Code equally apply to:

- (a) business partners, visitors, delegates, collaborators as well as any other persons who have access to ROMGAZ objectives;

#### Obligations and Responsibilities

RBSL management and employees have the duty to know and follow the provisions of this Code, to encourage compliance with such provisions, to signal potential violations of the Code and to ensure partners also know the ethical expectations of the company.

Members of the Board of Directors and RBSL management will act as models in terms of compliance with this Code.

### II.3. SYSTEM OF VALUES AND ETHICAL PRINCIPLES

RBSL system of ethical values includes:

- **integrity** - to act with honesty, in good faith, in the interest of the company, in exercising their function and by declaring the personal interest that may come in contradiction with the objective performance of work duties as well as 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 job requirements;
- **loyalty** - to be devoted and to act in the legitimate interest of the company, to 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 the performance of work duties.

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

- **prioritizing company interest in exercising the function** - principle according to which RBSL management and employees have the obligation to fulfil their work duties in good faith and with loyalty 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 RBSL is committed to equal

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opportunities and treatment, forbids any form of harassment while performing work duties or in connection with the status of RBSL employee and does not tolerate abuses, intimidations or threats of any kind. RBSL has a zero-tolerance policy for any kind of harassment and discrimination and will treat all incidents seriously and promptly;

- **professionalism** - principle according to which the employees have the duty to perform their job requirements in a responsible, efficient, correct and diligent manner;
- **freedom of thought and speech** - a principle according to which the employees and management 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 and management will be held accountable for work duties that were not properly performed;
- **confidentiality** - a principle according to which employees and management have the duty to properly protect information to which they have access, in balance with the need for transparency and responsibility.

### II.4. ETHICS ADVISER

The ethics adviser responsibilities are assigned to an employee/several employees appointed pursuant to the decision of the Chief Executive Officer, in accordance with the law, or are provided for in the job description exercising an active role in preventing the violation of values, principles and norms of conduct, ethics and integrity. In this respect, the ethics advisers have, but are not limited to, the following responsibilities:

- a) monitor how RBSL management and employees implement and comply with the professional conduct and integrity rules and prepare related reports and assessments;
- b) carry out ethics counselling based on a written request, at their own initiative when staff conduct so requires or for the employees who were sanctioned according to the law following a disciplinary investigation;
- c) organize training, information and awareness sessions for RBSL personnel and management on professional conduct and integrity rules, amendments of the legal framework;
- d) prepare regular reports to be submitted to the Chief Executive Officer related to the reported aspects on issues of professional conduct and integrity;
- e) examine complaints and notifications from employees and other beneficiaries of RBSL activities, related to the conduct of personnel dealing directly with them and make general recommendations.

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 on the protection of individuals regarding 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.

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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 AND INTEGRITY RULES AND PROTECTION OF WHISTLEBLOWER IN THE PUBLIC INTEREST**

The management shall oversee the professional conduct of employees with respect to integrity standards and to adequately treat any possible breach of this Code. Ethical issues/dilemmas that arise within the company shall be brought to the attention of the ethics adviser.

RBSL, through the organisation structures and appointed persons, analyses and solves legitimate and substantive reports, including the anonymous ones, regarding any action of the management and employees or of other person who acts in a professional context on behalf or in the interest of the company regarding possible breaches of the rules of professional conduct and integrity described in this Code.

RBSL 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.

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 authorities, public institutions or other public as well as private legal entities where the whistleblower in the public interest works or worked, or with whom he/she was/is in contact through his/her activity as well as the information relating to attempts to hide such violations.

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

RBSL management prohibits any retaliations against employees who report in good faith any known or suspected violation of the law in a professional context, of the rules of professional conduct and integrity. Any type of retaliation will lead to disciplinary actions in connection with those found guilty. The same actions will also be taken in connection with persons who intentionally provided false information during reporting.

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 work duties;
- corruption deeds, as defined by criminal law;
- wrongful deeds of economic nature;
- breach of internal procedures and public procurement legal provisions;
- breach of provisions related to incompatibilities and conflicts of interest;
- abusive use of material or human resources of the company;
- negligence at work;
- non-objective assessments of personnel in the recruitment, promotion, appointment and dismissal process;
- non-competitive practices;

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- breach of procedures or setting internal procedures in violation of the law;
- issue legal or other acts serving interests contrary to the interests of the company.

In identifying situations that may be inconsistent with the legal provisions, it is recommended that the employees ask themselves the following questions and if the answer to any of these is NO, to consult with their direct superior and/or 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 Business Conduct?
- c) Am I authorized to do so? Do I have the necessary qualifications?
- d) 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?
- e) Am I convinced that this action will not jeopardize RBSL/ROMGAZ reputation?

For the accurate evaluation of the reported cases, the reports should include the following elements, without being limited to describing the deed, the date or period in which the deed was committed, name of the person/persons involved, any other relevant data and documents as well as the location/locations of the events. Reporting is not an evidence in itself but interested persons are encouraged to provide any available information that may facilitate investigations under the protection of anonymity.

If there are reports/complaints related to violations of this Code by RBSL employees, prior verifications and disciplinary investigations will be carried out in accordance with the relevant regulations to settle the reported situations and in compliance with the deadlines provided by the legal regulations.

Potential breaches of the professional conduct and integrity rules by board members or officers shall be assessed pursuant to the provisions of the mandate contracts.

### Consequences of Code violation

The culpable violation by the management and employees of their duties, the provisions and rules of professional conduct and integrity provided in this Code entails disciplinary, civil or criminal liability under the law.

Ways of reporting:

- (a) by mail at the following București, Sectorul 1, Calea Floreasca nr. 169A, Clădirea B, Camerele nr. 801-834, 801A, 803A, 803B, 832A, etaj 8 stating “Confidential- to the attention of RBSL Ethics Adviser”;
- (b) by e-mail at the e-mail address designated to the ethics adviser::  
[romgazblacksea@rbs.romgaz.ro](mailto:romgazblacksea@rbs.romgaz.ro)
- (c) personal submission to the Ethics Adviser

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Complaints will be addressed to the ethics adviser using Annex 2 - Reporting on breaches of integrity rules and fraud reporting.

The ethics advisers assess the claims related to the violation of the rules of professional conduct and integrity and make general recommendations to RBSL management.

The ethics adviser will send an answer to the person who notifies a problem related to compliance with the rules of professional conduct and integrity regarding the way in which such reporting is solved.

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

RBSL 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

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

- (a) For the existing operating personnel, the training will be carried out by the head of the workplace/ ethics adviser;
- (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. The ethics adviser shall examine their knowledge by applying a questionnaire to ensure that the trained person knows, understands and will comply with its provisions;
- (c) Whenever necessary, the ethics adviser organizes, on his/her own initiative or at the request of the heads of organization units, information sessions in the field of integrity.

#### Implementation

The ethics adviser annually organizes actions to evaluate the implementation of the rules of professional conduct of staff. The instrument used to evaluate the implementation of the provisions of the Code is the questionnaire on assessing the degree of understanding of the role of the ethics adviser in RBSL. The results of the assessments will be reported by the ethics adviser to the Chief Executive Officer.

#### Monitoring

To monitor compliance with the rules of professional conduct, ethics and integrity by RBSL management and staff, the ethics advisers will prepare half-yearly analyses and reports on reported aspects and will submit them to the Chief Executive Officer for approval.

### III. CODE OF BUSINESS CONDUCT

The Code of Business Conduct is a tool to promote ethic responsibility in the fulfilment of obligations, implementation, in achieving operational and economic goals, covering aspects such as: corporate loyalty/integrity, competition, anti-corruption and anti-fraud legislation, responsibility in relations with third parties, sustainability, and environment and community relationship. Code of Business Code is elaborated based on corporate values and principles transposed into the rules of professional business conduct.

The Code of Business Conduct sets out directions regarding the conforming conduct of management and employees in the performance of professional activities within RBSL and measures of organisational transparency and anti-corruption measures covered by the applicable legal rules.

These provisions, norms, rules shall in no way be a substitute for the provisions of the laws, norms and regulations of another nature governing company-specific business activities.

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) Capitalizing on transparency and probity in activity;
- (b) Capitalizing on professional experience, expertise and competence;
- (c) Initiative of personal example;
- (d) Compliance with specific laws, regulations, rules, norms, procedures, guidelines and policies;
- (e) Observation of confidentiality of information;
- (f) Fair treatment and respect given to management and personnel;
- (g) Transparent and objective relations with partners;
- (h) Completeness and accuracy of data and information;
- (i) Prompt response in compliance with deadlines.

#### III.1. GOOD PRACTICE GUIDELINES

##### Equal opportunities, non-discrimination, diversity and inclusion

RBSL guarantees equal and non-discriminatory treatment in relation with its personnel, partners and collaborators.

RBSL is committed to equal opportunities and treatment and prohibits any form of harassment/discrimination in the performance of work duties or related to the capacity of RBSL employee/representative.

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

Any type of harassment, verbal threat, aggressive behaviour of a co-worker, superior or partner are unacceptable and shall be reported to the head of the workplace and the ethics adviser.

Diversity means recognizing, accepting and respecting the differences between people that may include characteristics such as ethnicity, gender, age, religion, sexual orientation, education etc.

Inclusion is the process of creating an environment in which all people feel accepted, respected, supported and valued despite their differences.

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### Obligations related to the exercise of the right to freedom of expression

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

To exercise the right to freedom of expression, RBSL management and personnel shall not harm the dignity, image, as well as the private life of any person.

RBSL 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 promotion of RBSL interests.

In expressing opinions, RBSL management and employees must have a conciliatory attitude and avoid generating conflicts due to the exchange of opinions.

RBSL supports and encourages communication and freedom of expression of professional opinions and constructive dialog in work relationships. Any person, regardless of their position, can express themselves freely in a professional context and justify their opinions while complying with the values and principles of this Code.

The use of offensive language, personal attacks and insulting behaviours are strictly prohibited within RBSL.

### ❖ Corporate loyalty

RBSL management and personnel shall refrain from any act or deed that may cause damage to the image or interest of the company.

It is prohibited for RBSL management and personnel:

- (a) To publicly express inaccurate opinions in connection with RBSL activity, policies and strategies;
- (b) To make judgements on disputes pending resolution where RBSL is a party or to provide unauthorized information on such disputes if they are not authorized to do so;
- (c) To disclose the information to which they have access in the exercise of their function/mandate, if such disclosure is likely to create undue advantages or to damage the image or rights of the company or employees;
- (d) To provide support and advice to natural or legal persons to promote legal or other actions against RBSL.

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 RBSL management and personnel to provide information of public interest to interested parties, in accordance with the law, or as a waiver from the right of personnel to report 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

RBSL management and personnel shall strictly comply with the legal regime of the conflict of interest, incompatibilities and pantouflage/post-employment interdictions as well as the specific applicable provisions. In this respect, they must play a proactive role, having the obligation to assess the situations which may generate a situation of incompatibility, conflict of interest or pantouflage and to prevent the occurrence, avoid situations and to promptly settle them in a legal manner.

RBSL management and employees shall avoid and report actual or apparent conflicts of interest taking into consideration relationships up to the 2nd degree of kinship or affinity.

In the event of an incompatibility, pantouflage, prohibition or conflict of interest, RBSL management and personnel shall act, in accordance with the legal provisions, to cease such, within the legal deadline, refrain from settling the request, making a decision or participating in making a decision and shall inform RBSL management in writing.

In the event of a conflict of interest, the situation will be analysed and settled by the authorized personnel, so that the situation ceases, and measures will be taken as appropriate.

RBSL executives and employees in management positions must fill out a declaration of interests or a self-declaration stating that they are not involved in any conflict of interest and submit it to the Human Resources department. The declaration of interests will be updated and re-submitted every time a relevant change occurs, change that is contrary to the previous provisions.

Identifying a potential conflict of interests is not always easy. If there is any doubt in this respect it is recommended to address it to the ethics advisor.

The following situations (but not limited to) represent cases of conflicts of interest:

- receiving any benefits or favours as a result of performing their duties/using confidential information obtained in the course of exercising their duties;
- requesting or accepting financial benefits/gifts from customers, suppliers, competitors, etc.;
- using confidential information obtained through the position held to favour certain customers/business partners to obtain advantages for them or to the prejudice of others;
- participation in procurement procedures involving personal or financial relations with one of the tenderers;
- involvement in commercial relations with a company in which the employee of RBSL has direct or indirect personal interests.

In case of violation of Code provisions on conflicts of interest and incompatibilities, after the decision has become effective, the ethics advisor shall inform the Chief Executive Officer, suggesting setting up of a committee by an internal decision to analyse its impact and propose corrective measures, which shall be implemented in the best interests of the company.

Board of Directors' members and officers on mandate are required to declare any incompatibility or conflict of interest that has arisen or may arise before the start of the Board of Directors' meetings and to refrain from participating in discussions (including by not attending, unless their absence would prevent a quorum from being

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reached) and from voting on adopting a decision on the matter giving rise to the conflict of interest.

Pantouflage aims to regulate certain prohibitions on the migration of personnel from the public to the private sector, more specifically prohibitions applying after the end of employment in public institutions. The most common objectives of a system addressing the migration of civil servants from the public to the private sector are:

- ensuring that the information acquired in the public service are not used abusively;
- ensuring that a public servant when exercising his/her authority is not influenced by personal gains, including by the expectation or hope of future employment;
- ensuring that the access and the contacts of current as well as former public servants are not used for the unjustified benefits of public servants or others.

The management and employees of RBSL cannot act as agents for other persons in relation to acts performed in connection with their position.

Direct superior relations 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 choose, within 60 days, to terminate the direct hierarchical relations.

In case of hierarchical relations between spouses or relatives/kins up to the second degree, and the non-fulfilment of the obligation to choose, shall be ascertained by the upper manager of the personnel concerned, who shall order measures to terminate the direct hierarchical relations.

During the period of suspension from office prohibitions on conflicts of interest and incompatibilities must be complied with.

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 RBSL. If the BoD members/officers have been appointed from RBSL personnel, their individual employment contract shall be suspended for the duration of their mandate.

Prior to appointment in the Board of Directors or management of another company with a similar activity to RBSL, 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.

### Compliance with the legal regime of the conflict of interest in the procurement process within RBSL

In public procurement procedures, RBSL has a legal and ethical responsibility to prevent, identify, and manage any situation that may give rise to a conflict of interest. The main purpose is to ensure equal treatment for all economic operators and to maintain the integrity of the award process.

As contracting authority RBSL must:

- permanently monitor the existence of potential conflicts of interest in the procedures;

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- immediately take action when there is a suspicion or reasonable grounds for suspicion that the fairness of the evaluation of offers is being influenced;

- ensure transparency and non-discrimination by applying preventive measures evenly

The following situations, without limitation, are potentially generating conflicts of interest:

1. Taking part in the process of evaluation of RBSL employees that:

- hold shares/equity interests in participating companies (tenderers, supporting third parties, subcontractors);

- are members of the board of directors or management of these entities;

2. Taking part in the evaluation of RBSL personnel who are relatives (up to and including second degree) of persons in the management of the tenderers or their associated entities;

3. The existence of a personal, financial, or other interest, direct or indirect, that may influence the objectivity of the person involved in the evaluation;

4. Tenderers or their associates who have as shareholders, board members or close associates (relatives up to the second degree, business partners) persons with decision-making powers within RBSL.

### Rules of conduct for personnel involved

RBSL employees involved in public procurement procedures:

- must refrain from participating in any stage of the procurement process when there is a situation of incompatibility or conflict of interest;
- may not conclude, for a period of 12 months as of the contract execution, any commercial agreement, direct or indirect, with the successful tenderer that could generate a personal benefit.

### Prevention and intervention measures

If a suspicious situation is identified, RBSL is required to:

- assess the circumstances that may lead to a conflict of interest;
- provide the candidate/tenderer with a summary of the reasons for concern;
- request an official opinion on the situation reported;

If a conflict of interest is identified, RBSL will apply corrective measures, including:

- replacing persons involved in the evaluation;
- exclusion from the procedure of the tenderer who is in a non-compliant relationship with decision-makers.

### Transparency obligations

To ensure RBSL transparency:

- shall include in the tender documentation a list of persons with decision-making powers within the company and the tenderers involved in the process;

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

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

The company's assets are made available to the employees for

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professional purpose only and any abusive, negligent or illegal use is strictly forbidden.

RBSL management and personnel are prohibited from working for a competing company during the term of their employment contract or contract of mandate. However, RBSL 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 RBSL activity;
- (b) are not performed during the working schedule;
- (c) does not involve using RBSL resources;
- (d) do not use the company's image or RBSL visual identity elements;
- (e) do not involve using the position/capacity held within RBSL;
- (f) do not have negative effects on the professional performances;
- (g) are not conflict of interests.

### Protection of state secret, professional secret and confidentiality

RBSL 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 RBSL management and personnel to disclose classified, privileged and confidential information, personal data of RBSL 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 RBSL, for the entire duration of the contract/mandate and after its termination (indefinitely).

The same prohibitions apply to confidential information concerning the company's business partners, unless there is a legal or professional right or obligation to disclose such information.

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.

### Protecting RBSL image and reputation

RBSL employees, both at work and outside the workplace, must refrain from comments or expressions that may have a negative impact on the company's reputation. RBSL expects its employees to behave, even outside the workplace, in accordance with and in a manner consistent with the company's ethical standards, especially when their activities or they themselves may be associated in any way or when they appear to act or express opinions on behalf of RBSL.

RBSL management and employees are prohibited from using the company's name or image in publicity for commercial activities or for political elections purposes.

Official communication of information and data related to RBSL activity is made by the company's employees, appointed by CEO Resolution.

Taking part in public debates, conferences or media shows:

- officially, according to contract of mandate;

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- personally, expressly stating that the expressed opinions do not reflect RBSL official position. Using internal data or information that are not public, regardless of the public display, is forbidden. Management and employees are entirely responsible for the information shared in the public space, information which must be in accordance with the values and rules provided in the Code of Ethics. It is essential that the management and employees to behave, even outside the workplace, in a manner consistent with RBSL integrity principles, in particular when there is a direct or indirect link with the company's image.

### Prohibitions and limitations related to political activity

RBSL management and personnel can be members of legally constituted political parties. RBSL 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 favour any political party or organization to which the same legal provisions apply as to political parties.

In the exercise of their duties, RBSL 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 for public office positions or to support their own political activity;
- (c) to display, within RBSL, 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 documents they prepare/fulfil in exercising 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.

At the same time, RBSL will not publicly support any candidate or political party during the election campaign or in the elections.

### Professionalism and impartiality

In view of the position held, RBSL 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 RBSL 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 RBSL management and personnel to require other

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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.

RBSL 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.

### Rules on signing, countersigning or endorsing documents

Signing, countersigning or endorsing by RBSL management or personnel of projects, their supporting documents, in violation of legal provision, shall render them liable under the law. RBSL management and personnel have the right to refuse, sign, countersign or endorse the acts and documents and acts, if they consider them illegal.

## III.2. ANTI-FRAUD AND ANTI-CORRUPTION

### Combating and preventing fraud and corruption

ROMGAZ and RBSL have zero tolerance against corruption.

RBSL subscribe to 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](http://www.romgaz.ro), în secțiunea *Sustenabilitate - Etică și Integritate*.<sup>1</sup>

By the above-mentioned Declaration, RBSL'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.

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

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

RBSL 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 must 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, RBSL management maintains its commitment to perform, enough and effective, financial and

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<sup>1</sup> [Declarație privind asumarea agendei de integritate organizațională](#)

## Code of Ethics and Business Conduct

nonfinancial controls, for ensuring corruption and fraud risk monitoring, identification and mitigation.

### Measures on goods received free of charge on the occasion of protocol actions while exercising the mandate or position

RBSL management and personnel are prohibited to request or accept, directly or indirectly, for themselves or for others, in consideration of their position, gifts, services, favours, invitations, donations, sponsorships or any other advantages, which may influence their impartiality in making decisions.

The following are exempt from the provisions above: goods received free of charge by personnel during 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. These must be provided in a transparent manner, either in person at the event or by sending them to the location where RBSL staff work.

RBSL management and personnel management, 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 their 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 that will be maintained by the ethics advisor and will be attached to the annual report.

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.

The company may grant gifts/benefits to third parties only if the granting of such benefits in no way creates the impression that certain behaviour is expected in return or that the intention is to influence a business, a decision of the company's representative.

Expenses related to business trips and attending conferences, professional trainings, symposiums, congresses, other official events, business meetings, and seminars in which RBSL management and employees represent the company, will be paid by RBSL, in accordance with applicable regulations.

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The company's management and personnel may also participate in events (attending trainings, conferences, symposia, congresses, seminars, other official events, business meetings) where the related expenses are paid by the business partners or stakeholders, 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.

If there is any doubt about the granting of gifts/benefits, the designated person/structure/ethics advisor should be consulted.

### Limiting participation in procurements, concessions and leases

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

- (a) when he became aware, in the course of or as a result of performing his duties, of the value or quality of the goods to be sold;
- (b) when participating, in the exercise of their duties, in the organization of the sale of the respective asset;
- (c) when it can influence sales operations or when it has obtained information to which those interested in purchasing the goods did not have access.

The management and personnel are prohibited from sharing information concerning RBSL property, subject to sales, concession and lease 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 RELATIONS

### ❖ Compliance with competition law

RBSL supports loyal competition and complies with the legal provisions on competition.

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

- (a) unfair practices (e.g., direct/indirect control of prices or other commercial terms, coordination of tenders, market/customer sharing, restriction of technical development/investment, production or sales, different conditions for similar transactions with trading partners, etc.);
- (b) unethical practices related to competition (e.g. slandering competition, using unlawful means to obtain information about competition, deflecting a company's customers, etc.).

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

Therefore, in case of doubt concerning the above, personnel shall consult the ethics advisor.

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### Public relations and information management

RBSL 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.

RBSL management and personnel, must answer the calls on their work phones. When speaking on the phone, company management and personnel must identify themselves by clearly stating their name and the organizational unit where they work.

RBSL management and employees are required to check and respond to work emails on a regular basis or forward them to the appropriate person for resolution. If they do not have access to their work email for more than one day, they shall use the "out of office" option, using a message indicating the period of unavailability and forwarding details in case of emergency.

### Conduct within international relations

RBSL 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 favourable image of the company.

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

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

## III.4. SUSTAINABILITY, ENVIRONMENT AND COMMUNITY

Romgaz and RBSL management and personnel undertakes the principles of sustainable development and publish annual sustainability performance data, together with Romgaz (consolidated).

ROMGAZ and RBSL management promotes open and continuous dialogue with business partners, public authorities, non-governmental organizations, and other stakeholders interested in general environmental issues, and continuously monitors compliance with pre-established quality levels and business partners' perception of quality, etc.

## FINAL PROVISIONS

### Effective date and updating the Code

Within 15 calendar days of the adoption of this Code, the document will be posted on the internal Infoweb network and will be sent by e-mail to all RBSL employees for information purposes. The heads of the organizational units within RBSL shall take all necessary measures to ensure that RBSL employees are familiar with, process, and receive training on this Code,

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by signing a statement of acknowledgment, completing Annex 4 - *Nominal table for taking note of the training regarding „The Code of Ethics and Business Conduct ” RBSL*

Proposals for amendments and/or additions to the Code of Ethics and Business Conduct shall be submitted in writing or electronically to the ethics advisor. The advisor will review them so that they can be considered in the next update of the Code.

This Code's provisions are supplemented by the provisions of Internal Rules, RBSL internal policies and procedures and the applicable law in the field.

RBSL The Code of Ethics and Business Conduct shall enter into force on July 1, 2025, and shall be revised whenever necessary.

## Code of Ethics and Business Conduct

### ANNEX 1

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

Name	
First Name	
Company name	
Department	
Position	

I, the undersigned, identified as above, declare that I am aware of the contents of the applicable ROMGAZ BLACK SEA LIMITED which acts through ROMGAZ BLACK SEA LIMITED Nassau (Bahamas) Bucharest Branch ("RBSL"). Code of Ethics and Business Conduct, 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 Code of Ethics and Business Conduct is a disciplinary breach and liable for disciplinary penalties, or of a different nature.

Date

Signature

## ANNEX 2

To,  
The Ethics Adviser

### ***Report on the violation of the Ethics and Integrity Rules and the reporting of fraud***

Last name	
First name	
Company name	
Organizational unit	
Position	
Address (it is mandatory to be filled out by individuals who are not part of the company)	
Phone number (it is mandatory to be filled out by individuals who are not part of the company)	
E-mail (it is mandatory to be filled out by individuals who are not part of the company)	

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 Business Conduct, Internal Rules 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 analyse 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 e-mail to the address of the Ethics Adviser: [romgazblacksea@rbs.romgaz.ro](mailto:romgazblacksea@rbs.romgaz.ro), with the following subject „Report”.*

Date

Signature:

## Code of Ethics and Business Conduct

### ANNEX 3

#### *Reporting gifts/services and other benefits received from third parties*

<b>Last name</b>	
<b>First name</b>	
<b>Company name</b>	
<b>Organizational Unit</b>	
<b>Position</b>	

I, the undersigned, identified as above, would like to report that I received 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 ☐

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

Date

Signature:

**Month...Year...**

[illegible]