




**COMPLIANCE, CORRUPTION AND BRIBERY CONTROL
POLICY**

COMPLIANCE, CORRUPTION AND BRIBERY CONTROL POLICY

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REVISION HISTORY

Issue No.	Date	Description	Paragraphs
0	02/05/2019	Initial issue	
1	04/03/2020	Addition of remarks from the Certification Body	
2	01/07/2021	Additions for issues of conflict of interest and money laundering	
3	04/05/2022	Reference to the grievance integrity line	5.2, point 6
4	25/05/2022	Policy update in order to align with the company's Integrated Management System	

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**COMPLIANCE, CORRUPTION AND BRIBERY
CONTROL POLICY****1. PURPOSE**

The purpose of this policy is to define the basic axes that should be followed by the employees of the company for compliance, corruption, and bribery issues.

2. SCOPE

The entire company

3. PERSONNEL INVOLVED - RESPONSIBILITIES

All employees

4. DEFINITIONS - ABBREVIATIONS

No definitions

5. REFERENCES

No references

6. POLICY DEVELOPMENT**6.1. Objectives**

Regulatory compliance and corruption and bribery control are main principles of the Company's voluntary commitments and good governance. The Company's objectives regarding efficient and effective management of regulatory compliance and corruption and bribery control matters are as follows:

1. Strict compliance with all requirements arising from the Company's regulatory framework, as determined by the Management System. The regulatory framework includes, but is not limited to:
 - Laws, regulations, ministry decisions and circulars
 - Licenses, certificates, and other forms of authorizations
 - Orders and instructions issued by public organizations and regulatory authorities
 - Industry requirements and mandatory standards
 - Court decisions and related case laws
 - Organizational requirements that arise from the Company's management systems, including policies, procedures and working instructions

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- Obligations arising from contractual agreements with third parties, such as customers, suppliers, partners, and other interested parties.
2. Strict adherence to the legislative framework governing corruption and bribery matters in the Company's activities.
 3. Strict adherence to the legislative framework governing money laundering and terrorist financing issues.
 4. Raising personnel awareness in matters of regulatory compliance, corruption and bribery, as well as the Code of Conduct, in view of creating a strong compliance culture within the Company and to ensure compliance with the Management System policies and procedures.
 5. Identification and management of compliance, corruption and bribery risks. This includes identifying and assessing the risks related to the regulatory framework as well as corruption and bribery in view of taking appropriate measures for their limitation.
 6. Communication of compliance obligations, including risks, management procedures, non-compliance incidents, as well as improvement actions and results of audits in all parties involved.
 7. The establishment of an appropriate control and preventive measures mechanism for the identification and prevention of issues such as bribery, corruption, money laundering and bribery financing, conflict of interest, and compliance in general. Prevention mechanisms and measures include the following:
 - Clear definition of the principles that govern the company and are related to the above mentions subjects, through the Code of Conduct and the applicable Policies.
 - Clear definition of tasks and responsibilities through the Internal Rules of Operation.
 - Different levels of approval clearly defined in the Internal Rules of Operation and in the resolutions of the Board of Directors.
 - Implementation of the four-eye principle and double signatures in the company's procedures.
 - Employees awareness and continuous training.
 - Due diligence actions in the selection of associates, suppliers, personnel, customers.
 - Scheduled and unscheduled audits by the Internal Audit Team of the company.
 - Scheduled and unscheduled internal audits by the Regulatory Compliance Team.

The above mechanisms and measures shall have the following characteristics:

- they have been developed according to recognized risks for the Company's activities
- are cost-efficient and appropriate
- they are documented and periodically reviewed for effectiveness

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6.2. Compliance Commitments

In order to achieve the above objectives, the company commits to the following:

1. Employees awareness and continuous training

The company establishes training programs for its employees and determines awareness mechanisms, as it is expected from the personnel to understand and respect the compliance obligations and properly and effectively implement their tasks.

The company encourages staff to seek clarification or report issues to the Regulatory Compliance Officer regarding:

- Corruption and bribery
- Conflict of interest
- Money laundering and terrorist financing
- Compliance issues in general
- Values and commitments of the Code of Conduct
- Prevention and fighting against violence and harassment of any kind in the working environment.

Personnel may not perform its duties, if it is proved that the necessary anti-corruption and anti-bribery measures have not been taken in their work area or that there are suspicions of deviations from applicable policies and procedures.

2. Complaints and grievance reporting and management

The Company actively encourages reporting complaints that relate to compliance, violations, corruption, and bribery incidents through a specific mechanism ensuring the complainant's anonymity and protection.

The reporting can be done either anonymously or by name, with the use of the following communication channels with the Compliance Officer for fraud, corruption, bribery, conflict of interest, harassment incidents and in general deviations from the Code of Conduct:

- e-mail to the electronic address compliance@terna-energy.com
- Use of the electronic platform <https://ternaenergy.integrityline.com/frontpage>
- Letter to the address: «TERNA ENERGY S.A.», 85 Mesogeion Avenue, 115 26 Athens, in attention to the «Compliance Unit» of the company, marked as «Confidential».

3. Independence of Compliance Officer and Compliance Committee

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The Company has appointed a Compliance Officer who directly reports to the Board of Directors in order to ensure full independence from other Management bodies. The Compliance Officer is the Head of the Compliance Committee.

4. Implementation of conflict-of-interest issues management procedures

The company implements specific procedures to identify, evaluate and manage conflict of interest issues that may arise from transactions with customers, suppliers, associates, competitors and public authorities. The procedures concern all the staff as well as the candidate and existing members of the Board.

5. Continuous improvement of Management System efficiency

The Company determines control mechanisms, preventive measures and monitoring indicators in view of continuously improving Management System effectiveness. Control mechanisms and preventive measures aim to identify, evaluate and manage issues related to:

- Bribery
- Corruption
- Money laundering and terrorist financing
- Conflict of interest
- Prevention and fighting against violence and harassment of any kind in the working environment.
- Compliance issues in general
- Values and commitments of the Code of Conduct

Monitoring the Management System is performed by Compliance Officer who directly reports to the Board of Directors. In addition, the Company aims to continuously improve the procedures and policies implemented in view of meeting its objectives and commitments in matters of Regulatory Compliance, Corruption and Bribery.

6. Mechanism for assessing non-compliance incidents

The Company has an independent mechanism for assessing incidents where compliance obligations are violated, knowingly, intentionally or because of negligence. The mechanism also determines the consequences in case the violation is proved.

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TERNA ENERGY evaluates each deviation from the implementation of the Code of Conduct, as well as the legislative and regulatory framework that governs the operations of the company, and proceeds to any actions that are prescribed by the law such as termination of cooperation, fine enforcement, activation of legal procedures etc

The inadequate informing of the Area Manager of the involved employee and the Compliance Manager for any third-party deviations related to compliance issues, constitutes a significant deviation that may result to the relevant penalties.

7. Relevant policies

The Company prepares, implements, and notifies to all internal and external parties involved, the Codes and Policies that specify compliance, corruption and bribery matters:

- Code of Conduct
- Policy for addressing unhealthy competition
- Travel and guest expenses policy
- Gift policy
- Sponsorships and Donation Policy
- Conflict of Interest Policy
- Prevention and Fighting against Violence and Harassment Policy

7. RECORD KEEPING

As described in the Management System

