

Reference

POL-ENGIE-023 ed. 1 rev. 0

Distribution and applicability

This Policy applies to all activities carried out by the legal entities within the ENGIE Romania Group (hereinafter referred to as the 'Group'), namely ENGIE Romania, Distrigaz Sud Rețele, ENGIE Servicii, Depomureș, Brăila Winds, Alizeu Eolian, ENGIE GBS Romania and ENGIE Energy Management Romania, as well as any other legal entity that may become part of the Group.

This Policy is communicated to all employees and external stakeholders, including suppliers, contractors and potential bidders, in order to ensure a consistent approach and common understanding throughout its implementation.

Summary

The Group applies zero tolerance towards any form of bribery, corruption, influence peddling, fraud and facilitation payments. Offering, promising, giving, requesting, accepting or receiving, directly or indirectly, any undue advantage, whether financial or non-financial, regardless of its value or context, is prohibited. No commercial pressure, operational urgency or performance target may justify a breach of applicable law, the Code of Ethical Conduct or the requirements of the Anti-Bribery Management System.

Bribery is prevented through periodic risk assessments, financial and non-financial controls, personnel training and due diligence processes applied to suppliers, subcontractors, consultants, partners, investment projects, sponsorships, B2B customers and positions exposed to corruption and influence-peddling risks. Gifts, hospitality, sponsorships and other benefits are permitted only where they serve a legitimate purpose, are transparent, comply with declaration and approval procedures and are not intended to influence a decision. Where bribery risk cannot be adequately controlled, the Group shall refuse, suspend or terminate the transaction, project or business relationship.

Preventing and reporting bribery is the responsibility of management, managers, employees and relevant partners. Any suspicion, attempted act or actual act of bribery must be reported promptly through the available channels, and persons reporting in good faith are entitled to confidentiality and protection against retaliation. Reports are investigated objectively and independently, and confirmed breaches may lead to disciplinary measures, including dismissal, termination of contractual relationships, recovery of damages, reporting to the competent authorities and other forms of liability provided by law.

Through this Anti-Bribery Policy, ENGIE Romania affirms its commitment to preventing, detecting and combating bribery, corruption, fraud and influence peddling, as well as to promoting a culture based on integrity, transparency, ethics and compliance.

ENGIE Romania Management commits to:

- Comply with applicable anti-bribery, legal and regulatory requirements and with the requirements of SR ISO 37001:2025, which serves as the reference standard for the Anti-Bribery Management System;
- Allocate the resources required for the implementation, maintenance and continuous improvement of the Anti-Bribery Management System;
- Establish and communicate annual anti-bribery objectives based on:
 - the ethical principles, Policy and ENGIE Group's Ethics Code of Conduct;
 - promoting a culture of integrity, transparency, accountability and compliance with the law;
 - preventing integrity risks in practice;
- Ensure and promote training and awareness-raising activities;

- Strengthen the rules for preventing and reporting any suspicion, attempted act or actual act of bribery, including the investigation and handling of bribery-related matters or breaches of anti-bribery controls that are reported, detected or reasonably suspected.

The Anti-Bribery Policy establishes the principles and rules of conduct applicable to all employees, collaborators, partners and representatives of ENGIE Romania, in accordance with applicable legislation, international standards and corporate governance best practices.

Principles for Preventing and Combating Bribery

Prohibition of Bribery

It is prohibited to offer, promise, give, request, accept or receive, directly or indirectly, any undue advantage, whether financial or non-financial, for the purpose of influencing an action, decision or omission. This prohibition includes giving or receiving unjustified commissions, disguised payments, fictitious invoices or services, improper hiring or promotions, advantages granted to relatives or close associates, influence peddling, extortion and any practice aimed at obtaining undue advantages.

Compliance with Applicable Requirements

ENGIE Romania complies with applicable Romanian and European legislation, including criminal anti-corruption provisions, whistleblower protection requirements, anti-money laundering rules and requirements imposed by regulatory authorities. Relevant ENGIE Group standards, UN and OECD conventions, the UK Bribery Act, the US FCPA and the Sapin II Law are also complied with where applicable.

Prohibition of Undue Advantages and Political Financing

ENGIE Romania prohibits the direct or indirect financing of political activities on behalf of the company. Offering, promising or granting any payment or other undue advantage for the purpose of expediting, facilitating or ensuring the performance of a formality or service to which the person making the request is entitled is prohibited, regardless of the value of such advantage.

Gifts, Hospitality and Technical Trips

Gifts, hospitality and technical trips may not be offered or received for the purpose of influencing a decision, during a tender or competitive procedure, or where they create an actual or apparent conflict of interest. Cash, cash equivalents, services and promises of employment are prohibited. Permitted transactions must be declared and, where applicable, approved in the My Gift & Hospitality Register.

Sponsorships, Donations and Partnerships

Sponsorships, donations and partnerships may only be granted for legitimate, transparent and documented purposes, subject to identification of the beneficial owner, completion of Due Diligence checks, execution of appropriate contractual documentation and monitoring of the use of funds. They may not be granted for the purpose of influencing decisions, obtaining undue advantages, or in the context of a tender, negotiation or contract renewal.

Risk Analysis and Assessment

ENGIE Romania periodically identifies, analyses and addresses bribery risks through ERM and INCOME methodologies, financial and non-financial controls, audits and action plans. The assessment takes into account the nature of the activity, interactions with public officials, the value and complexity of the transaction, payment channels, conflicts of interest and red flags.

Due Diligence

ENGIE Romania applies Due Diligence measures proportionate to the identified risks in order to prevent and manage risks relating to bribery, corruption, fraud, money laundering, conflicts of interest and other integrity risks. Checks may cover business partners, customers, suppliers, subcontractors, candidates, projects and transactions. Establishing or continuing business relationships, as well as approving projects and transactions, is conditional upon the outcome of the assessments performed and compliance with internal governance requirements.

Reporting Concerns and Seeking Advice

Any person who knows or reasonably suspects an act or attempted act of bribery, a breach of this Policy or a control deficiency must report it promptly. Reports may be submitted by name or anonymously, where permitted by law, through the line manager, the Ethics & Compliance Officer or the ENGIE Group's dedicated reporting channels, available at ethics@engie.com and etica.ro@engie.com.

Protection of reporting persons. Reports made in good faith or based on a reasonable belief are treated confidentially. Retaliation, discrimination, intimidation or sanctions against persons who report concerns, seek advice, cooperate with an investigation or refuse to participate in bribery are prohibited, even where this results in the loss of a business opportunity. Deliberately false or abusive reports may give rise to measures in accordance with applicable law.

Anti-Bribery Compliance Function

The Ethics & Compliance Officer performs the anti-bribery compliance function and acts as the second line of defence, independently of the activities being assessed, by:

- Coordinating risk assessments, enhanced Due Diligence, gifts and hospitality registers, reporting campaigns and incident monitoring;
- Managing investigations, reporting performance to management and participating in internal and external audits.

Consequences of Non-Compliance with the Anti-Bribery Policy

Depending on the role, severity, intent and applicable legislation, breaches of this Policy may lead to disciplinary measures up to and including dismissal, recovery of damages, suspension or termination of contracts, refusal to pay for non-compliant services, withdrawal from projects, reporting to the competent authorities, and civil, administrative or criminal liability. Any proven act of corruption is incompatible with the continued involvement of the person concerned within the ENGIE Group. Measures shall be applied consistently, proportionately and in a documented manner.

ENGIE Romania Management commits to supporting the persons involved in the effective management of the Anti-Bribery Management System, ensuring that the Policy is communicated, understood by company personnel and implemented throughout the company, and declares that any form of bribery, corruption, fraud or influence peddling is incompatible with its values and objectives.

DATE: 21 September 2026

Chief Executive Officer

Nicolas RICHARD