



NUCLEARELECTRICA

POWERed by People

**SN Nuclearelectrica SA
Ethical and Business Conduct Code**

2018



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Regardless of our place and role within the company, we are all concurring to the company’s image and results through our daily activity

The way we work, behave and interact with other persons is defining for establishing a healthy, responsible and efficient work environment.

This Business Ethics and Conduct Code was developed for this purpose and it is applicable to all management staff members, employees, advisors, personnel of our partners who are working in our company, providing them with the basic values which must be observed and promoting a fair attitude so that by complying with these criteria we are able to build a flourishing business which relies on healthy, honest and transparent principles.

Basic values guiding our business are universally valid principles of our company and these must be known and unconditionally applied by all employees. They are meant to support and promote the vision and culture of our organization

Reliability, ambition, involvement, perseverance in achieving the company’s goals

All employees must actively concur to increasing the efficiency and to improve their activity by purpose fitting efforts in order to achieve

Integrity and responsibility in taking decisions

All activities carried out and decisions taken must comply with the basic principles represented by honesty, frankness and transparency.

Responsibility for ensuring the protection of human life, property and environment

The critical element of business consists of complying with all requirements related to the insurance of nuclear security.

Collaboration

Teamwork is essential for obtaining outstanding collective results. At the same time, by cooperation we can adequately capitalize the individual skills and abilities of each employee. Also, active and constant support provided to new co-workers ensures their quick integration and development in a good proactive work environment

Respect

Fair attitude towards co-workers, clients, suppliers, investors and other parties directly/indirectly related to the company’s activity is an essential factor for promoting the company’s image and developing the business.

Innovation

Encouraging individual and collective initiative in order to improve the company’s processes and adopt new technical and work organizational solutions able to become the drive force for company’s development.

I. BASIC VALUES





Mutual respect in the workplace

At SNN, we always make proof of the respect we have for all the parties with which we interact in our activity. In our daily activity we interact with persons of different ethnicities, cultures, religions, political beliefs, ages, of different genders, with different disabilities and sexual orientation. The diversity of our staff is one of our biggest advantages, allowing us to benefit from a variety of professional and educational knowledge and points of view. The integration of these differences contributes to the increase of our agility and capacity to appropriately respond to changes in our business environment, while allowing us to work in a more collaborative manner.

Staff diversity

We all have the right to personal dignity, confidentiality and respect of our rights and we have zero tolerance for behaviors or actions which lead to Discrimination, Harassment or Violence

Moral and sexual harassment

Both in the internal relationships and in the relationships with the external partners, we avoid any form of moral harassment which may lead to discredit, isolation, humiliation, gossip, intimidation, threatening of a person, the deterioration of the working conditions, of the respect for oneself or for life. We also avoid any situation of sexual harassment in which undesirable behavior is manifested, with sexual connotation, physically, verbally or non-verbally expressed, having as scope or effect the harm to a person's dignity and, in particular, the creation of an intimidating, hostile, degrading, humiliating or offensive environment

Non-discrimination and non-stigmatization

We adopt an impartial attitude towards our colleagues and other persons with whom we come into contact in the fulfillment of our role, respecting everybody's interests, regardless of race, ethnicity, age, disabilities, religion, culture, political beliefs or any other criteria. We also avoid to harm the dignity of our colleagues or external work and dialogue partners by gestures of contempt, offending expressions, discredit, rumors, critics regarding their private life, insults, defamation, use of obscene words, reproaches or threats.

Assessment objectivity

In the exercise of the duties specific to the management positions, the SNN management staff must ensure equal treatment and opportunities for the subordinated staff as regards career development within the company where the staff carries out its activity. The management staff must objectively examine and apply professional competence assessment criteria for the subordinated staff when proposing or approving advancements, promotions, transfers, appointments or releases from positions or granting financial or moral incentives, excluding any form of favoritism or discrimination. The management staff is forbidden to favor or disfavor the access or promotion to any position based on criteria of discrimination, kinship, affinity or other criteria which are not compliant with the principles of ethical conduct.

II. NUCLEAR SAFETY CULTURE



Given the particular specificity of our activity, SNN carries out all its activities by observing the World Association of Nuclear Operators nuclear safety principles, respectively:

1. Personal responsibility for nuclear security
2. Questioning attitude
3. Communication of security issues
4. Leaders responsible for promoting the nuclear security
5. Decision-making process with nuclear security priority
6. Main work environment: respect, trust and taking responsibilities
7. Constant learning
8. Identifying and solving problems
9. Open environment, encouraging the presentation of problems
10. Compliance with work processes and procedures approved

III.MESSAGE FROM THE CEO



Dear Colleagues,

At SNN SA, we have tried to define and establish a series of principles and values to guide us in our daily activity. How we are able to observe them and constantly improve them is directly related to our results, the image we are building and strengthening in the business environment, the trust of our shareholders and partners and, last but not least, the welfare of us all.

We all must be aware of the fact that certain values we appreciate universally to those around us, like integrity, professionalism, responsibility, respect, loyalty, are surely requirements and expectations of our co-workers, partners and even of our community to in terms of how we perform our own activity.

For a better and more accurate understanding of the expectations we have of you, regardless of the place and role you have within the organization, we have established an simple and easy to cover tool, respectively the Business Ethics and Conduct Code where you will find the general guidelines we feel must rule our activity, as well as a series of references to procedures and policies already adopted within our company and which will provide you with answers to more complex questions that may arise in your career.

We intend for this document to be regularly updated and constantly adapted to our company's evolution. For any additional clarifications, please feel free to call on your managers, persons in charge with compliance or those from the Human Resources Department.

Cosmin Ghita
CEO



The Code of Conduct for employees of the nuclear industry is providing ethics and professional conduct counselling to all persons hired by the company based on an individual employment agreement, as well as to the employees of societies which signed contracts with SNN SA, during their work in our company's offices.

The basic principle of this Code of Conduct consists of the fact that employees must act towards SNN SA with loyalty, honesty, independence, impartiality, discretion and must not hold their own interest above the interests of the company, must comply with the professional ethics standards and avoid any situation which could lead to a conflict of interests.

Essentially, the main rules which must be observed by the company's personnel and its partners are related to:

Civility and respect - where the quality of information exchanges and communication between employees is a main element of social dialogue within the company, all personnel must show civility and respect towards co-workers, subordinates, managers, senior staff and third parties from outside the company and must avoid having a behaviour which could generate a hostile or intimidating environment at the work place.



Integrity - this involves exercising our position in honesty and in good faith, an ethical and fair behaviour towards our co-workers and senior staff, compliance with the tasks established, commitments taken, compliance with the professional secret, as well as economic and financial interests of SNN SA;

Legality – this involves compliance with the applicable legislation, the Internal Regulations, Collective Employment Agreement, as well as other laws and regulations governing the company's business.

IV. CODE OF CONDUCT





Equal opportunities and non-discrimination - must avoid any form of discrimination based on gender, age, disability, race, ethnicity, walk of life, language, political views, fortune or religious beliefs. Employees are entitled to freely choose their profession, any form of forced and mandatory labour being eliminated.

Freedom of expression - the right to express ourselves freely, especially in order to improve the work environment and at the same time the obligation to notify possible infringements of the labour and safety and health at work legislation or possible work-related disputes.

Professionalism - the obligation to fulfil our work tasks in a responsible, competent, efficient, prompt and correct manner, according to the objectives established by our direct managers and senior staff.

Loyalty – employees and contributors must be loyal to SNN SA, protecting its interests in all aspects related to the execution of professional tasks, inside the company as well as outside the company, and at the same time they must refrain from any act or fact which could damage the image or legal interests of SNN SA.



IV. CODE OF CONDUCT

Additional aspects available in the Code of Conduct of employees from nuclear industry listing in detail the rules of conduct and behaviour during and outside the work schedule, the obligations and responsibilities of the personnel, including in terms of the compliance with the security of information handled, the framework of internal and external relations of the company, method of reporting and investigating any infringement of the Code's provisions and the method of implementing corrective actions.

V. V. APPLYING COMPLIANCE AND ADEQUATE BUSINESS PRACTICES

Our activity must fully comply with the law by prohibiting any criminal behaviour.

At the same time, SNN must observe the good business practices and anti-competitive practices, being strictly prohibited any occult agreements with third parties in relation to an arbitrary establishment of prices, terms or conditions, limitation of competition or distribution of clients, directing of bidding procedures towards various bidders by establishing arbitrary or restrictive criteria.

V.1. Anti-Fraud Policy

SSNN is interested in establishing and keeping a honest and open work environment, where people are trusting enough to express their ideas without fear of repercussions. The entire personnel of the company, including the management staff, must observe unconditionally the internal procedures, legal provisions applicable and must exhibit an impeccable moral conduct.

SNN undertakes to carry out its activity with integrity and prohibits any form of corruption and bribery. We must not receive, ask for, promise, give or authorize, directly or indirectly, any bribe, reward, payment or any other attempt to give presents (gifts, parties, employment, contracts or any type of benefits) made by or for third parties in order to influence or to give the impression of influencing certain actions, lack of action or decisions thus seeking to incorrectly obtain and advantage, to keep a business interest or to gain undue influence over the actions of the relevant third party.

Fraud is defined as the illegal action (deed, omission, inaccurate statement, mislead) perpetrated fully aware or by neglect and characterized by deceit, forgery or breach of partners' trust, which involves the participation of individuals from within and/or outside the company, for the purpose of exploiting organizational deficiencies and to obtain money, goods, services, personal gains/business gains, to circumvent obligations or to cause damages or financial losses to the company.

Fraud may include any infringement of the capital market provisions, legislation or internal directives committed by bodies, employees or third parties, insofar as such infringement may lead to financial consequences for SNN. In some cases, fraud may be accompanied by other prohibited practices like prior occult agreements between parties or pressure exercised through various channels (from within or outside the company) in order to agree with certain unfavourable clauses/terms.

The responsibility to investigate any fraud suspicions lies with the Compliance Department, the person in charge for compliance designated at branch level and/or other persons appointed by SNN management. SNN sets a high value on the integrity of its employees and acknowledges the key role of its employees in preventing, detecting and reporting any frauds. As such, our personnel must constantly be vigilant and must report any issues, as soon as possible, at e-mail address: conformitate@nuclearelectrica.ro

Additional aspects are available in the Anti-Fraud Policy applicable within Nuclearelectrica S.A National Company. Code: AF-00-01

V.2. Gifts and Hospitality

Receiving or giving benefits in a broad meaning (presents, meals, invitations to events, etc.) are allowed within SNN but are strictly regulated so as to not become illegal, indecent or offensive.

Receiving and giving benefits is subjected to certain rules intended to protect the company from ethical offences and any other non-compliance aspects which could lead to reputation, commercial, financial damages or could lead to legal sanctions, thus lowering the prestige and profitability of the company, on short as well as on long term.

Regardless of the nature and value of such benefits, the following are prohibited practices:

With regard to receiving benefits:

- Employees must never explicitly ask from a business partner for any benefit which is closely related to the official responsibilities nor to make a business partner think that they are waiting for any benefit;
- Benefits must not be accepted if these are sent by a business partner at the home address of an employee. Such benefits must be returned immediately.
- Benefits must not be accepted when the employee knows or anticipates that by offering or promising such benefit, the relevant business partner is expecting or hopes for a preferential treatment, closely related to a business decision or formal action;
- Benefits must not be accepted when, from the impartial stand point of a third party, the value and timing of the benefit offered or promised could generate suspicions related to a business decision-making process or formal action.

With regard to giving benefits, these must be within the adequate business limits and comply with the following requirements:

- Any type of benefits must not be promised, offered or given to business partners in relation to their role if these have previously and explicitly asked benefits or have hinted that they expect to receive benefits,
- Benefits will be sent at the recipient company's address (in case of business partners from the private or public sector),
- Benefits must not be offered, promised or given to business partners for the purpose, expectation or hope of obtaining or influencing a business decision or formal action in favour of SNN,
- Benefits must not be promised, offered or given to a business partner against the internal regulations. policies of said business partner. In case of doubt, SNN employee must adequately inquire prior to issuing an invitation. This provision applies especially in case

of granting benefits to public sector employees.

- Benefits must not be offered, promised or given to business partners when the nature, value and timing of such offered, promised or given benefits could be construed by an impartial third party as illegitimate influence on a business decision or formal action.

Consequently, benefits may be received/given when such activities are carried out in a honest and transparent manner, when their frequency does not raise suspicions related to any conflict of interests and when such are not breaching the professional ethics, when they have a reasonable value and are not the result of business decision influencing expectations.

Employees must notify immediately and without delay their hierarchic superior with regard to any attempt of illegitimate influence of business decisions made by business partners, based on promising or giving of illegitimate benefits. Also, when an employee wishes to report an illegitimate influence incident related to a co-worker or superior, such incident must be reported to the Compliance Department. For all such cases, employees can also use the communication channel conformatate@nuclearelectrica.ro.

Situations when benefits can be received by/given to SNN employees are regulated by the Procedure on giving and receiving benefits within Nuclearelectrica S.A National Company., code: AF - 00 – 03.





V.3. Information Security

Information obtained based on our work tasks must be protected and treated responsibly, especially when their unauthorized or misrepresented disclosure may cause major negative effects for the company, in terms of its legality as well as its reputation.

Certain categories of information, mainly the confidential ones or the secret ones belonging to the company must not be compromised in any way and must be protected responsibly by all personnel against any impairment an unauthorized access.

This category of information relates but without limitation to financial results, business plans, technical data and design results, intellectual property and personal data.

It is mandatory to:


- protect personal data, confidential information and intellectual property of SNN SA;
- protect the company's assets as your own; and
- make sure that such assets are kept at an adequate standard and are not improperly used.

Employees must never:

- disclose the company's confidential information to persons from outside the company;
- use or access confidential information or intellectual property belonging to clients, competition, business partners or former employees without their written approval or in order to obtain an undue advantage;
- access or store improper information, data or images using the company's equipment;
- fail to report the theft, impairment or inadequate use of information.

The company provides its employees with the electronic resources required to perform their activity, including e-mail addresses, IT systems and electronic devices, software programs, Internet and network access.

All electronic communications related to the professional activity must be made via the work e-mail addresses, the personal e-mail addresses use being prohibited for such purposes.





V.4. Involvement in the support of the community, donations and endorsements

These activities are aimed at increasing the prestige and promoting the image of the company, improving the living conditions of communities that enjoy this type of support, establishing and using certain objective criteria and transparent rules for assessing and selecting eligible projects.

According to the policy for corporate social responsibility of the company, SNN will grant endorsements/donations mainly for the following sectors:

- Actions dedicated to students in the nuclear, energetic, technical field, especially to young people in general, like contests, creation and invention exhibits etc.;
- Actions dedicated to the development of local communities in the Cernavoda and Pitesti area, to the improvement of living conditions, access to quality medical services, helping the population in need, providing opportunities for education, development of young people's skills, increasing the number and quality of green areas etc.;
- Active participation within organizations promoting sustainable public policies in the economic, energetic, social, cultural field, like professional associations, institutes, resource centres etc.;
- Cultural and educational actions for facilitating public access to personal culture and development, supporting artistic creations and manifestations etc.
- Humanitarian actions destined to help population segments affected by natural calamities or singular cases of persons with disabilities through certain profile associations, actions dedicated particularly to elders and children.

Endorsements/donations are prohibited in the following circumstances:

- mutual endorsements between natural and legal persons;
- endorsements granted by relatives or kin up to the fourth degree, included, of the members of SNN Board of Directors or executive management;
- endorsements granted to non-profit legal persons by another legal person who is which is the manager or is directly controlling the endorsed legal person;
- political parties or organizations conducting activities assimilated to a political party.

The requirements for endorsements/donations made by SNN are regulated by the Procedure for granting endorsements by Nuclearelectrica SA National Company, code: RC - 00 - 05

VI.AVOIDING THE CONFLICTS OF INTERESTS



Personnel must fulfil its tasks in a way that best reflects the company's interests. In any case, where the ability of personnel to fulfil its obligations may be impacted by personal interests or by personal opinions there might also arise a conflict of interests.

In this regard, the main circumstances which must be avoided are related to:

- satisfying the interest of a member of the employee family, close acquaintance of the family or company partner with the employee family or providing benefits for the employee family to the detriment of SNN or generally applicable rules;
- using for personal gains, information, data or documents established only for the use of SNN SA and which: are not intended for the public, were obtained as employee or contributor of SNN SA, are confidential or the intellectual property of SNN SA or of a third person supplier of SNN SA
- using the position, confidential information, working hours or work equipment for personal gains.

Additional aspects are available in the Code of Conduct for employees of nuclear industry.

VII. IMPLEMENTING THE NATIONAL ANTICORRUPTION STRATEGY ACTIONS



SNN SA has adhered to the basic values, principles, goals and monitoring mechanism of the National Anti-corruption Strategy for 2016-2020, to this end expressing its resolute decision to:

- condemn corruption in all its forms and to states its commitment to fight against this phenomenon by all legal means at its disposal;
- take corruption prevention actions as elements of the management plans and to assess them regularly as part of management performance in order to increase the institutional integrity;
- support and promote the implementation of anti-corruption legal framework which is mainly targeted at preventing corruption, increasing the level of anti-corruption awareness, fighting against corruption based on administrative actions, approving the integrity plans and developing the related monitoring and assessment system;
- strengthen the operational independence of internal control and audit structures and to boost the implementation of internal/management control systems
- perform a regular self-assessment of the level of mandatory prevention action implementation;
- take all actions required to avoid the conflicts of interests and incompatibilities, as well as to put the public interest above any other interest, by complying with the transparency principle applied to the decision-making process and free access to public interest information.

SNN SA employees must not use their obligations within the company to gain undue money or other benefits for themselves , their families or other close acquaintances.

VIII. COMPLYING WITH THE CONFIDENTIALITY OF PERSONAL DATA



**KEEP
CALM
AND
COMPLY WITH
GDPR**

According to the principles established by European regulation no. 2016/679 related to personal data processing, SNN shall implement the following principles concerning the personal data. As such, your personal data:

- are processed legally, fairly and transparently in relation to you (“legality, fairness and transparency”);
- are collected for other defined, explicit and legitimate purposes and are not subsequently processed in a manner which is incompatible with such purposes;
- subsequent processing for public interest archiving, for scientific or historic research or for statistical purposes is not deemed as incompatible with the original purposes (“purpose-related restrictions”).

Personal data may only be processed for the purposes for which these were initially collected. Subsequent changes of the purpose shall be possible only in a limited degree. Such changes may be carried out based on an agreement with you, collective contracts, consent granted by you or based on the national legislation.



How are your rights being protected?

In conducting its business, SNN must collect and use certain information regarding natural/legal persons like clients, suppliers, business contact persons, employees, their relatives, visitors, personnel of professional organizations and other persons having a relation with the company or that the company might need to contact.

By defining and implementing adequate technical and organizational actions, SNN ensures:

- Compliance with the regulation related to data protection, as well as compliance with the good practices,
- The security of personal data throughout SNN data management flow,
- The non-transfer of personal data outside the country and/or European Union in the absence of adequate guarantees, observance of mandatory corporate rules and/or legitimate interests,
- Protection of staff, clients, shareholders and partners' rights,
- Protection against the risks associated to a breach of data.

Rules shall apply regardless if data are stored in electronic format, conventional format or in other formats. Personal information shall be legally processed.

Who has access to your personal data?

The only persons authorized to access the data specified in this Policy are those who require such data to perform their professional activity. Data shall not be distributed unofficially neither within the organization nor outside the organization. When access to personal data is required, the employee may request the approval of such access to their hierarchic managers.

SNN SA shall ensure training for all employees in order to assist them in understanding their responsibilities related to the personal data management. Employees must keep all data secured by taking the technical and/or organizational protection actions and by complying with the guidelines included in this Policy/Procedure. Data shall be regularly reviewed and updated when it is found that these are obsolete/outdated. When no longer required, such data shall be deleted and eliminated.

Personal data storage

Regardless if data are stored on paper or electronic format, these must be kept in a secure location where unauthorized persons cannot view and/or access them and where such data are protected against unauthorized access, accidental deletion.

Any clarifications or notices regarding this aspect can be submitted via the e-mail address dpo@nuclearelectrica.ro, while the exhaustive regulations regarding the personal data protection are available by consulting the General Procedure for Personal Data Protection applicable within SNN SA GDPR-00-01 rev.0 , Procedure of reply in case of personal data security breach GDPR-00-02 rev.0 link Processing of staff personal data SNN GDPR-00-03 rev.0 link.

IX. FLAGGING IRREGULARITIES



SNN take very seriously all notices regarding issues which could be deemed as irregularities. The following not being limited to the elements below, main irregularities which is recommended to be promptly reported are related to: non-compliance with the Code of Conduct, non-compliance with the policies and procedures, inadequate aspects related to the financial statements and relations between employees, abuse, discrimination, corruption cases, theft, money laundering cases and any inadequate behaviour which could damage the company's reputation or any other attempts to hide all of the above.

The company deems that all issues and reports submitted are presented in good faith and are real/legitimate and, consequently, the company is set to:

- encourage its employees and third parties to feel confident in opening a discussion about serious issues, to question such issues and to act accordingly;
- provide its employee and third parties with the ways to discuss and be appreciated for any actions taken consequently;
- ensure that its employees and third parties are receiving a reply related to the issues notified and that they know how to proceed when they are both satisfied by the actions taken;
- assure again its employees and third persons with regard to the fact that, when they are presenting in good faith the issues they feel are real, they will be protected against any repercussions or victimization.

Acknowledging the critical significance of a clear and updated process for internal reporting, as well as for the protection of whistle-blowers, SNN has established various channels of communication which can be used by employees and by third parties to present their complaints, as follows:

- Web dedicated portal within SNN, www.nuclearelectrica.ro, column "indicate an irregularity", where the Irregularity

Reporting Form is available;

- E-mail addressesseszari@nuclearelectrica.ro and conformitate@nuclearelectrica.ro managed by the Compliance Desk within Audit and Risk Management Directorate;
- Mailing address:
- Persons in charge of compliance at the level of SNN branches

All reports received are carefully investigated by the Compliance Desk, keeping their secrecy and confidentiality, while SNN will take all actions required to guarantee to the persons providing such information in good faith that no personal, professional or financial disadvantage will occur for them.

When irregularities are notified, any person can assume that his/her identity will be known only to the employees investigating the relevant complaint. The identity of persons submitting a complaint shall be confidential as long as this aspect does not prevent or restrict the investigation. All elements provided are treated the same as confidential and sensitive information.

The person submitting a complaint is advised not to communicate to other persons, details of the aspects reported by him/her, given that such action could have a negative impact on any future investigation.

Persons drafting a complaint may keep their anonymity but are encouraged to identify themselves (name and contact data), especially when additional verification is required.

If following the investigations, elements of crimes are identified, SNN SA has the legal obligation to forward such to the state authorities (like criminal investigation and prosecution bodies).

Additional aspects related to the notification of irregularities are available in the Procedure for Reporting Irregularities applicable within Nuclearelectrica S.A. National Company, Code: AF-00-02 .