



## Conflict of Interest Policy

BoD Decision 82/14.07.2021



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## INTRODUCTION AND GENERAL PRINCIPLES

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1. Public Power Corporation, SA ("PPC" or "the Company") is committed to conducting business in a manner that ensures staff's business judgment and decision making is not influenced by undue personal interests. A conflict of interests arises when the personal interests of employees affect or are perceived to unfairly affect the decision-making in PPC. In order to manage conflicts of interest, PPC has adopted the "Conflict of Interests Policy" (hereinafter, the "Policy"). The Policy will enter into force upon the approval of PPC's Board of Directors.
2. Conflicts of interest (as defined herein) may arise when personal interests take precedence over the interests of the Company and when such personal interests unfairly and significantly affect business judgments, decisions or actions. In addition to staff members, these situations may relate to persons closely related to them (as defined herein). Practices and procedures for resolving conflicts of interest are not aimed at the – impracticable – elimination of situations of conflict of interest but at their proper management. They aim at preventing and avoiding the occurrence of undesirable conflict of interest situations that may affect the judgment, decision-making or action process in an objective and effective manner rather than repressing such situations. For this reason:
  - Staff should understand when a conflict of interest situation may arise and seek guidance in case of doubt;
  - Staff should avoid conflict of interest situations, wherever possible;
  - Staff must disclose conflicts of interest;
  - The Compliance Department (hereinafter CD) should ensure that conflict of interest situations are appropriately managed.



## PURPOSE OF THE POLICY

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3. Through this Policy, PPC aims at providing support, information and guidance to all its staff of all levels on the principles and rules for the prevention or management of conflict of interest situations and on how to apply these principles and rules.

## SCOPE AND APPLICABILITY

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4. The present Policy applies to all PPC staff (senior executives, management personnel and employees) and to any situation where the personal interest of an employee may conflict with PPC interest. In addition, and on a case by case basis, it may concern third parties having transactions with the Company.

## KEY DEFINITIONS

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5. **«Conflict of Interest Situation»** means any situation in which a set of circumstances creates the risk that business/management judgments or actions, which relate to a primary interest, such as the duty of loyalty to the Company's interests, are unduly affected by a secondary interest or duty. It includes any case, professional or personal, which could potentially adversely affect a person's ability to assess a situation or make a decision, independently and impartially, and which could potentially harm the Company's interests. More specifically, a conflict of interest or duty situation exist where all of the following conditions are met: (a) a person, natural or legal, who manages the company's assets and who (b) is confronted with actual situations, especially of personal interest, which may reasonably lead to (c) internal conflict likely to (d) interfere with and affect the judgment of the person in question with regard to his/her management tasks in such a way that (e) the interests of the Company may not be served in the expected manner.
6. **"Conflicts of interest" can be:** *actual conflicts of interest* (the employee is facing a real, existing conflict), *potential conflicts of interest* (an employee is or could be in a situation that could lead to conflict) and *perceived conflicts of interest* (an employee is or could be in a situation that may be perceived as conflict, even if this is not the case). In the context of PPC's activities, a conflict of interest may arise both from external business activities and from personal activities of the relevant persons.

Examples of conflict of interest situations include, but are not limited to:



A staff member or a person closely related to him/her:

- Personally competes or as an executive in other companies that compete against PPC financial interest to a substantial degree.
- Uses corporate assets or particularly important information to which he/she has access as a result of his/her official position, for personal gain.
- Learns about a business opportunity and discloses it to third parties or invests or exploits it for his/her own benefit.
- Through his/her position in the Company, he/she confers financial benefit on one of PPC suppliers, customers or competitors.
- Accepts money, gifts, meals, luxury hospitality, loans, guarantees or other special treatment from any PPC supplier, customer or competitor.
- Participates in a significant personal transaction involving the Company for his/her own benefit.
- Has direct or indirect financial, economic or other personal interests that could be construed as affecting his/her impartiality and independence in the context of the contract award process.
- Participates in any transaction/contract of the Company, either as the approver of the transaction/contract, or as responsible for monitoring its approval, according to terms that either deviate from the transaction/contract, or deviate from the usual terms of respective transactions/contracts, unless they have been duly approved.

CD prepares and updates a list of indicative situations of conflict of interest and notifies it in any appropriate way to the Company's staff and to its associates.

**7. "Closely related persons" are:**

- a. spouse or partner deemed equivalent to a spouse under Greek law;
- b. dependent child, in accordance with national law;



- c. a relative who has shared the same household for at least one year on the date of the relevant transaction;
- d. any legal person, the administration/management of which is exercised by a staff member or by a person referred to in (a), (b) or (c), or who is directly or indirectly controlled by such person, or set up for the benefit of such a person, or whose financial interests are substantially identical with the financial interests of such person.

8. "Gift/personal benefit" means any item or benefit whose value exceeds 50 euros.

## PRINCIPLES AND RULES

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### BASIC RULES

- 9. The staff may not provide services to any other employer without the prior permission of the competent Service of the Company and may not engage in any other activity that serves the interests of third parties and conflicts with the interests of the Company. The abovementioned prohibition involving personal interests includes also those of closely related persons.
- 10. Gifts, meals and any kind of benefit which is likely to affect the objective decision-making in the interest of the Company should not be accepted.
- 11. In particular, all the executives of the Company, who are involved in the process of concluding contracts for works, supplies and services, from the preparation of the relevant feasibility report up to the relevant award decision-making, but also during the execution process, shall submit to their superiors a Declaration for the non-existence of a conflict of interest situation (see Annex below).

A corresponding declaration shall be required to be submitted by all economic operators participating in any relevant process. These declarations shall be part of the respective tender dossiers.



12. Staff should not have a supervisory or controlling relationship (e.g. have an influence on working conditions) with closely related persons or participate in any recruitment decision of closely related persons (including internal/external recruitment and internal transfer).
13. The staff shall ensure confidentiality regarding the affairs and activities of the Company and shall protect all data related to its trade secret. The same obligations are also binding on the Company's associates, who are required to sign a relevant Confidentiality Agreement.
14. Staff members in cases where their personal interests may conflict with the interests of the Company have a duty first to disclose their existence (disclosure) and then not to participate in the relevant decision (abstention). In case of doubt they should seek the advice of the CD.

## **IMPLEMENTATION OF THE POLICY**

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### **IDENTIFICATION OF CONFLICTS OF INTERESTS**

15. PPC implements appropriate mechanisms and procedures for the timely identification of conflicts of interest, both prior to the taking up of duties by its executives and during the performance of their duties. For the purposes of applying this Policy, "Executives" means specialized personnel of 3<sup>rd</sup> grade (Coordinator) and above and executives at the level of Head of Section and above.

#### **Conflict of Interest Form**

##### Prior to the taking up of duties by the Executive

16. DC, prior to the taking up of duties by any of the above Executives, informs on a case by case basis the selected executives on the content of the Conflict of Interest Policy. When taking up duties, the new Executives shall complete and sign the "Conflict of Interest Form" (see Appendix) stating that there is no conflict of interest, as described in this Policy, or, alternatively, disclosing any situation that may result in a conflict of interest.



When identifying a conflict of interest situation, DC informs whether:

- the Director or, in case of an Executive at Director level, the competent Chief Officer, or
- the Board of Directors in case of a member of the Executive Committee.

17. Therefore, the Director or the Chief Officer or the Board of Directors shall decide on the appropriate measures to be taken in order to handle the conflict of interest, upon the recommendation of the CD.

#### Annual Declaration

18. All executives shall be obliged to submit to the CD, through the Department where they belong, an annual "Conflict of Interest Form" (see Annex) and update any information. The Directors or the Chief Officers and the CD shall ensure that the above Executives comply with their annual obligation of submission of this form.

When identifying a conflict of interest situation, DC informs whether:

- the Director or, in case of an Executive at Director level, the competent Chief Officer, or
- the Board of Directors in case of a member of the Executive Committee.

19. Therefore, the Director or the Chief Officer or the Board of Directors shall decide on the appropriate measures to be taken in order to handle the conflict of interest, upon the recommendation of the CD.

20. CD shall record all identified conflicts of interest and the way they are being handled in the "Conflict of Interest Register" (see below).

#### Notification of Conflict of Interest

21. Avoiding a conflict of interest situation may not always be possible and may arise as circumstances evolve. In this case the staff members are obliged to notify the





conflict. In the performance of his/her duties, an employee may become aware of a conflict of interest situation that did not exist at the time of submission of the annual conflict of interest form. In this case, the employee must notify the personal interest to his/her Director and then inform the CD by updating the Conflict of Interest Form. The notification must provide sufficient details on the conflict of interest to enable a sufficiently substantiated decision to be made on the appropriate resolution.

22. When identifying a conflict of interest situation, DC informs whether:

- the Director of the employee or
- the Board of Directors in case of a member of the Executive Committee.

23. Therefore, the Director or the Board of Directors shall decide on the appropriate measures to be taken in order to handle the conflict of interest, upon the recommendation of the CD.

24. CD shall proceed to the corresponding recording of all identified conflict of interest cases in the "Conflict of Interest Register" (see below).

#### **MANAGEMENT OF CONFLICTS OF INTEREST**

25. CD shall be responsible for the analysis of the information received through the "Conflict of Interest Form". It shall also evaluate any information that may have been reported directly to the CD or through the Company's reporting and complaints line (see below). After relevant investigation, collection of the necessary evidence and initial assessment of each case, the CD shall determine if there is a conflict and if so the type of conflict, e.g. actual, potential or perceived.

26. CD evaluates the impacts that may arise from this conflict and how it may affect the Company's interests. In accordance with Article 14 above, it shall provide its recommendation on how to manage the conflict to the relevant line manager, who shall implement the appropriate measures to address this conflict. In any case and until a situation assessment is conducted, the person/persons involved in the



alleged conflict of interest must refrain from any further action related to the respective case.

27. In case of probable conflict of interest involving an executive or employee, who takes part in any process, in particular in the conclusion of a contract or its execution, which (conflict of interest) has come to his/her knowledge, the relevant executive/employee should notify in writing the competent Director and, until the situation is assessed, he/she shall temporarily abstain from the relevant process. Within a week, the above Director shall make a written and reasoned assessment of the situation to be submitted to the relevant Chief Officer and notified to the CD and, if there is a conflict of interest, the declarant shall be asked to abstain from the conflict with the corresponding process. In the event that the competent Chief Officer has doubts, either in respect of the assessment of the situation, or of the proposed action to resolve it, he/she shall ask the CD to formulate a relevant recommendation/opinion and after that, he/she shall take the final decision for the most appropriate action on a case-by-case basis.
28. CD in collaboration with the Risk Management Department assesses, every two years, the risks related to the Conflict of Interest Policy, determining on the one hand the frequency of conflict of interest cases within the Company and on the other hand the magnitude of their consequences. Through this process, well-established corporate practices may emerge that could eventually favor the development of areas of conflict of interest, and which could be prevented by taking and implementing appropriate corrective action.
29. The cases of conflict of interest and the management thereof, identified during a year, shall be included in the Annual Compliance Report, which shall be submitted to the Audit Committee of the Board of Directors.

#### **CONFLICT OF INTEREST REGISTER**

30. CD is committed to maintaining and updating a registry of all the conflict of interests' situations that arise, with reference to involved parties, activities/ services in which the conflicts have arisen as well as data regarding the management of each conflict. The Register ensures a proper record of how the situation has been addressed and also ensures consistency of treatment.



## **TRAINING AND AWARENESS**

31. CD shall undertake to train, in collaboration with the Training Unit of the Human Resources and Organisation Division, and to provide information related to issues of conflict of interest to all staff of the Company. Especially regarding the training of the staff, DC shall be committed to take the following measures:

- 1) Provision of relevant information, including the publication of this Policy, through the intranet, in-house seminars and open discussions, etc.
- 2) Development of staff skills in identifying and managing conflict of interest situations through the guidance and ongoing training provided to staff by their Directors and by the CD.
- 3) Inclusion of conflict of interest issues in the induction programs for newly recruited employees.

## **VIOLATIONS OF THE POLICY AND REPORTING**

32. Violations of this Policy shall not be tolerated and may lead to the initiation of disciplinary control as provided for by the applicable regulatory and legislative framework.

A staff member who becomes aware of or suspects a possible breach of this Policy by another staff member shall be required to report his/her suspicion immediately to the CD. Staff members, if so desired, may submit a report through the Company's reporting or complaints line. Staff members who report a potential misconduct or provide information or otherwise assist in any inquiry or investigation of a possible misconduct shall be protected from retaliation in accordance with the applicable law.

## **RESPONSIBILITIES**

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33. It is the responsibility of each Director to comply with this Policy in the area of his functional responsibility, to set an example (tone from the top) and to provide guidance to the staff members under him.



34. All staff members shall be responsible for the observance of the principles and rules set out in the present Policy.

35. The Human Resources and Organisation Department shall be responsible for ensuring that new hires comply with the requirement to submit a Conflict of Interest Form, during the recruitment process.

#### **MONITORING AND REVIEW OF THE POLICY**

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36. CD shall be responsible for this Conflict of Interest Policy. CD has a responsibility to ensure that the Policy remains up to date and sets out best practice. More specifically, CD reviews at least every two (2) years, or periodically as needed, the Conflict of Interest Policy in order to determine if and how the Policy should be revised or amended in order to reflect its objectives and comply with the applicable legal framework and the internal policies and procedures of the Company. Any updates, additions, and/or amendments to the Policy are approved by the Legal Affairs & Corporate Governance Division.

#### **REFERENCES TO PPC REGULATIONS**

PPC S.A. Code of Conduct (<https://www.dei.gr/en/ori-dei/i-etairia/code-of-conduct-ppc>)

PPC S.A. Staff Regulation (<https://www.dei.gr/el/i-dei/i-etairia/thesmiko-plaisio-kanonistikwnn-diataksewn-proswpiko>).

Regulation on Works Supplies and Services of PPC S.A., article 5

Suitability Policy for the Members of the Board of Directors of Public Power Corporation S.A. (which include the Conflict of Interest Policy for the Board Members.)



#### ANNEX: CONFLICT OF INTEREST FORM\*

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##### Personal details

Name/Surname	
Department	
Date	

I hereby declare that:

I have read, understand and agree to comply with the conflict of interest policy.

A. I declare that:

- I do not have to disclose current conflicts of interest as defined in the Policy.
- I undertake to disclose any conflict of interest that may arise during my tenure at PPC.

B. Alternatively, I declare that I have personal interests that may involve a conflict of interest and I disclose the following:

[Describe as fully as possible the facts that indicate a possible conflict of interest situation]

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\* This form shall be submitted upon taking up of duties at PPC and on an annual base by all staff members.



If instructed to do so, I undertake to comply with any instructions or measures required by the Compliance Department for the management of the conflict of interest.

Name:

(Signature)

(Date)

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