

## **ANTI-BRIBERY, ANTI-CORRUPTION AND BUSINESS ETHICS POLICY**

### **1. Introduction**

- 1.1 Digi Communications N.V. (**DIGI**) and its subsidiaries (the **DIGI Group**) are committed to exercising high ethical standards and conducting business with fairness, honesty and integrity.
- 1.2 This commitment includes requiring all officers, directors, employees and contractors of DIGI Group (**Personnel**) and partly-owned companies within the control of DIGI Group to take a zero-tolerance approach to bribery and corruption in any form.

### **2. Scope**

- 2.1 The policy highlights the expectations of DIGI Group about involving in business relations where high ethical standards are applied in order to enforce the integrity of DIGI Group business.

### **3. Corruption**

- 3.1 Corruption, in a broad sense, is the abusive use of the entrusted power, in order to satisfy personal or group interest, such as but not limited to obtaining a personal advantage, directly or indirectly.

### **4. Bribery**

- 4.1 Bribes is any benefit, including any financial or material advantage, that is offered, given, requested or accepted to improperly influence or reward an action or inaction of an official who carries out his activity within a state owned or private company.
- 4.2 Personnel is strictly forbidden to give, request or accept bribes, or facilitate or allow any other person to give or receive bribes.
- 4.3 DIGI Group does not tolerate retaliation against Personnel who refuse to pay or to accept bribes, or who report suspected bribery.

### **5. Facilitation Payments**

- 5.1. Facilitation Payments – payments made in order to secure or to accelerate the performance of a routine activity or a necessary action to which DIGI Group is legally entitled to, by a public official - are considered bribes, and are strictly prohibited by DIGI Group.
- 5.2. Personnel must report any demand or solicitation of a Facilitation Payment to the Compliance Officer.

### **6. Gifts and Hospitality**

- 6.1. **Gift** means any free or heavily discounted goods or services offered in relation with work activities, as per example, but not limited to jewellery, electronic equipment, works of art, vouchers or gift coupons, while **Hospitality** means any form of entertainment including meals, drinks, cultural or sporting events, hotel accommodation.
- 6.2. Personnel may give and receive occasional Gifts and Hospitality extended as a legitimate

business courtesy in appropriate circumstances (obtaining advance written approval from the DIGI Group Compliance Officer, according to the internal procedures).

- 6.3. Personnel is strictly forbidden to give or receive Gifts and Hospitality to or from public officials. However, promotional items of nominal value can be permitted within an approved corporate action, in accordance with the internal procedures.
- 6.4. Personnel must openly and accurately record all Gifts and Hospitality given or received and retain them only if this has been approved by the Compliance Officer or the appointed responsible, under the applicable internal procedures.

## **7. Conflicts of interests**

- 7.1. DIGI Group Personnel, as well as the companies partially owned or controlled by DIGI Group, have the obligation to carry out their activities with honesty, transparency and impartiality and not to allow business decisions to be affected by personal interests.

## **8. Political Contributions and Corporate Social Responsibility**

- 8.1. Individual Personnel shall not make political contributions or corporate social responsibility contributions on behalf of DIGI Group.
- 8.2. DIGI Group does not contribute or financially support political parties, political organizations or independent candidates and does not promise to cover electoral expenses.

## **9. Relations with Politically Exposed Persons**

- 9.1. Politically exposed persons (*PEPs*) are those persons who are or have recently been entrusted (in the last 3 years) with a prominent public function or position, appointed or elected, such as, but not limited to the categories listed below and their family members (husband/ wife, children and their spouses, parents): heads of state and government, ministers and secretaries of state, members of Parliament or of similar central legislative bodies, high-ranking officials of political parties; ambassadors, consuls and high commissioners, the senior management, the board of directors and persons holding management positions of state-owned enterprises and organizations, mayors/ presidents of county councils and members of local/county councils (or other similar forms of organization).
- 9.2. Any interaction of DIGI Group Personnel with public officials, especially with PEPs, must be guided by the principles of objectivity, impartiality, neutrality and transparency.
- 9.3. The recruitment of PEPs is permitted only with the approval of the Compliance Officer and of a legal officer of DIGI Group or the equivalent appointed person of DIGI's subsidiaries.
- 9.4. It is strictly prohibited to employ a PEP with the purpose of influencing the performance of his duties or in exchange of obtaining an improper favour or benefit.

## **10. Donations and Sponsorships**

- 10.1. DIGI Group can make donations or sponsor non-profit legal persons whose values and missions coincide with DIGI values and principles, under the Policy regarding Donations and Sponsorships and by respecting the applicable law.

10.2. Donations and sponsorships must never be associated with an illegal act or an undue advantage for DIGI Group.

10.3. Donations are registered and carried out transparently, by respecting the provisions of the Code of Conduct of DIGI Group.

## **11. Mergers and Acquisitions**

11.1. DIGI Group shall conduct risk-based due diligence in connection with any contemplated mergers or acquisitions, and takes appropriate steps to mitigate any identified risks.

11.2. DIGI Group shall take appropriate steps to integrate the target company into the DIGI Group's compliance framework.

## **12. Relationships with Business Partners**

12.1. DIGI Group only conducts business with third parties and customers who share DIGI's commitment to the highest standards of business ethics.

12.2. DIGI Group conducts risk-based due diligence in connection with new business relations with third parties or customers, and takes appropriate steps to mitigate any identified risks.

12.3. DIGI Group is committed to monitoring its business relationships and investigating any potential concerns about business ethics that may come to light from time to time.

12.4. DIGI Group shall not make a payment to any third party without sufficient documentation being provided in support of such payment.

## **13. Reporting suspicions on bribery, corruption and business ethics violations**

13.1. DIGI Group Personnel and Business Partners are encouraged to report irregularities or any suspected violation of business ethics to the Compliance Officer of DIGI Group, in accordance with the provisions of the Whistleblower Policy.

13.2. In this context, DIGI Group guarantees full confidentiality of any report received and strictly prohibits retaliation for reports made in good faith.

## **14. Training and communication**

DIGI Group Personnel will be informed about anti-corruption laws, the provisions of this policy and internal procedures and the importance of complying with them, starting with the conclusion of the employment or the collaboration contract with DIGI Group and, periodically, throughout the duration of the working or collaboration relationship with DIGI Group.

## **15. Monitoring**

15.1. The Internal Audit Department will carry out audit missions to verify the correct implementation of this policy.

15.2. DIGI Group Compliance Officer will monitor the deployment of this policy by taking into account organizational changes, the need to align with legislative changes, good practices issued in the field or possible violations or deficiencies identified through its activities or through internal audit reports.

## **16. Entering into effect and modification**

- 16.1. This first revised version of the anti-bribery, anti-corruption and business ethics policy has been adopted by the board of directors of the Company (the **Board**) and enters into effect on 21 June 2023.
- 16.2. The Board may amend and may allow deviations from this policy.

## **17. Other Information**

- 16.3. Any question regarding the principles presented in this policy or other compliance and ethics issues may be addressed to DIGI Compliance Group ([grup.conformitate@digicomunications.ro](mailto:grup.conformitate@digicomunications.ro)).

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