



*Barba
Stathis*

**POLICY
AGAINST
BRIBERY
AND
CORRUPTION**

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History of Revisions

Effective date	Revision No.	Conducted by
21/07/2020	1	Compliance Department

1. Introduction

Based on the values that define the legal and ethical practices of the company, it is an end in itself to ensure reliability, integrity, ethical conduct and financial integrity. Bribery/corruption is a serious criminal offence which carries administrative and legal penalties.

1.1 Roles and responsibilities of persons and departments

Anti-Corruption Commission (ACC)

- Is responsible for monitoring compliance with this policy.

Compliance Directorate

- Provides advice in case of doubt about the occurrence, or otherwise, of bribery and corruption.
- Receives incident reports.
- Is responsible for training staff on anti-corruption issues.
- Prepares an annual report on the impact of this Policy.

Legal Services Directorate

- Provides advice in case of doubt about the occurrence, or otherwise, of bribery and corruption.
- Informs management and takes legal action if a violation is detected.

Internal Audit Directorate

- Manages confidential employees and third parties reports on bribery, corruption and corruption-related matters.
- Carries out checks to prevent and suppress such incidents.

Human Resources Directorate

- Receives reports concerning bribery and corruption, which it forwards to the ACC.
- Participates in the training program on anti-corruption issues.

Finance Directorate

- Provides advice in case of doubt about the existence, or not of the phenomena of bribery and corruption.
- Contributes to the implementation of internal audits, in order to prevent and suppress phenomena of bribery and corruption.

1.2 Definitions

Corruption: Corruption is defined as any pursuit, offer, provision or acceptance, directly or indirectly, of an illegal commission or other undue advantage which affects the proper performance of a function or the expected conduct of the person benefiting from the illegal commission or undue advantage or the promise of such undue advantage. Alternatively, the abuse of power to obtain an unfair advantage for oneself or a third party.

Bribery / Passive Corruption: Bribery and passive corruption, which are forms of corruption-related matters, consist in the demand, receipt, offer, promise or giving of money or other undue and improper advantage, of any kind, directly or through a third party, by or to an employee of a company or an officer of the company or a public official, for an act or its omission in connection with the performance of their duties, present or future.

1.3 Purpose

The company is committed to full compliance with all laws and regulations governing its activities. The policy includes responsibility, not only individual responsibility, but also the responsibility of third parties acting on behalf of the company, to comply with the applicable anti-corruption legislation.

The occurrence of even a suspicion of corruption may have a negative impact on the company's reputation, as well as that of its employees themselves. The company has a zero-tolerance policy towards corruption in all its forms, including bribery and passive corruption-related matters.

1.4 Legislation

Bribery and passive corruption are serious criminal and civil offences under the law. The existence of such phenomena may lead to the questioning of the company's reputation, values and principles in the market and society.

Barba Stathis is committed to full compliance with applicable national and EU law.

2. Policy

2.1 Scope of application

The principles and obligations set out in this policy apply to staff working for or on behalf of the company at all levels, including senior managers, executives, board members, employees, consultants, contractors, interns, seconded staff, temporary and casual workers and staff from employment agencies, third party service providers, agents, contractors/sponsors or any other person associated with Barba Stathis, wherever they may be located..

This policy sets out the company's standards of compliance in relation to its dealings with third parties. The company must carry out audits in cases where local legislation, regulations and/or its internal policies and procedures require this.

Barba Stathis has incorporated the Ten Principles of the United Nations Global Compact (UN Global Compact - UNGC) into its strategies, policies and procedures and the creation of a culture of integrity.

Principle No 10 on combating corruption in all its forms, including extortion and bribery, is fully reflected in this policy.

2.2 Approvals - Policy Monitoring Mechanism

- This policy is approved by Senior Management
- The Compliance Directorate is responsible for the monitoring and control of this policy and any revision thereof whenever this is deemed necessary
- The policy's effect is both immediate and universal
- This policy is posted on the company's intranet from which is easily accessible by all employees
- Barba Stathis opposes all forms of corruption, including extortion and bribery

2.3 Responsibility for policy implementation

The policy has been adopted by the management of Barba Stathis to demonstrate its commitment to addressing issues of all forms of corruption and declaring zero tolerance to these.

The basic principles of this policy are included in the Code of Conduct, which is available on the corporate website of Barba Stathis, where business partners can be informed about it, as well as in the Supplier Code of Conduct, which is sent to all suppliers of the company under the responsibility of the Purchasing Department.

An Anti-Corruption Commission (ACC) has been appointed for the successful implementation of this policy. The commission meets on a regular basis and is responsible for monitoring the implementation of this policy, overseeing compliance, providing training on the requirements of the policy and ensuring that it is adequately communicated to interested parties.

The Anti-Corruption Commission is responsible for monitoring compliance with this policy and reports directly to the Board of Directors on its activities.

The Anti-Corruption Commission is composed of:

- The Managing Director
- The Compliance Director
- The Director of Legal Services

The Anti-Corruption Commission may, from time to time, add additional members to the team on a temporary or permanent basis as may be required by specific or general circumstances.

Management and senior executives at all levels are responsible for implementing this policy in their respective workplaces, in order to ensure that their subordinates are aware of and understand this policy, informing the ACC in a timely manner of any issue/incident that may constitute or does in fact constitute a violation thereof.

2.4 Objectives

The company, acting in order to prevent and deter corruption of any kind, including passive corruption and bribery-related matters which will damage the reputation and interests of the company, commits itself to the following:

- Harmonization of procedures with this policy
- Training of employees on the applicable procedures, which are in line with this policy, regarding the detection and avoidance of such phenomena
- Carrying out internal audits
- Conducting a Risk Assessment, in order to identify potential risks that may arise

2.5 Staff training - awareness raising

All employees and executives of the company must receive the necessary training. The main topics of the training process include the following:

- Acquiring the right approach to bribery issues
- Full updating on possible forms of bribery and corruption within or related to the area of responsibility of the specific job duty

- Full updating on current legislation
- Full updating on corporate and legal sanctions

All new recruits receive detailed training in all the basic procedures of their area of responsibility and are made aware of the content of the policies and the Code of Conduct.

A hotline is available for communication between employees and the Compliance Directorate in order to provide support on issues related to this Policy.

The content of the training program may be modified.

3. Phenomena of Bribery

3.1 Gifts and Hospitality

Accepting gifts and special treatment, regardless of the type of incentives of a potential or existing customer-supplier-counterparty, calls into question the personal integrity of the employee concerned. As a result of this phenomenon, the functions of Procurement, Sales and other areas of business are at risk of not operating properly. The receipt of gifts is expressly prohibited based on company procedures and policies.

However, in the context of promoting good faith and maintaining strong relationships, the possibility of accepting and offering a meal or participation in a social event is provided for based on the following criteria:

- The topics during the lunch or event should be limited to educational or professional discussions
- For any reason whatsoever, it should not be considered that this can or will influence business decisions by improper means
- Full compliance with the company's existing practices, procedures and policies
- The cost of implementation or participation should remain low
- To avoid raising doubts as to integrity or independence in case the event is made public

3.2 Facilitation Payments

Facilitation payments consist of payments made to employees and/or government officials to secure or expedite government procedures.

For example:

- Successfully and quickly obtaining permits or other documents to ensure the conditions for conducting business activity at home or in a foreign country
- Receipt of favorable government subsidies
- Settlements and/or debt write-offs
- Commissioning of public projects
- Direct award of private projects
- Non-compliance with corporate procedures

These are a form of bribery and are therefore expressly prohibited.

3.3 Charitable donations and sponsorships

Charitable donations and sponsorships are made only to recognized organizations with which the necessary contracts are drawn up in order to protect the interests or image of the company and must be in accordance with:

- Full compliance with the current legal framework on charity donation
- Obtaining approval based on the company's table of guidelines before the action is taken
- All communications between the two parties must be in formal written form
- Carrying out an audit, in the form of a visit to the charitable organization to ensure that the donation is being properly used
- Avoiding the use of cash when making donations

3.4 Political donations

The provision of financial donations to political parties, officials, candidates, organizations or individuals involved in politics for the political advancement of a legal entity may be a legitimate common activity. However, these activities may be used for the purpose of securing favorable political decisions in order to obtain benefits. The company prohibits participation in any way in such actions.

4. Warning signs

All parties involved in the policy should identify any of the following warning signs:

- Working with suppliers and contractors of questionable standards on integrity issues
- Making payments to multiple accounts and countries
- Working with a contractor of questionable value and experience
- Lack of a Private Partnership Agreement
- Payments of increasing amounts in supplies
- Lack of entry of payments

If any of the above-mentioned signs are noticed, employees must inform the Director of the Directorate to which they belong and the supervisor responsible for legal/compliance issues.

5. Reporting

Reports shall be made on the basis of a sincere and reasonable belief that a criminal act or misconduct has been committed or is likely to be committed. Company personnel are encouraged to report offences, suspected incidents of misconduct, mismanagement or serious omissions in relation to regulations, policies and procedures, as well as financial reporting and the preparation of consolidated financial statements.

In order to facilitate the proper investigation and assessment of the reports submitted, staff should provide all information, including the facts that gave rise to the suspicion related to the report. The content of the report may include the time period and type of event, the member(s) involved, possible witnesses or other evidence in written or electronic form and the relevant locations.

Reports can be submitted either by telephone or by e-mail to the Director of the Directorate, the Director of the Legal Directorate or the Compliance Director.

At the request of the reporting party, the report may also be submitted through a personal meeting with the Compliance Officer.

6. Protection of anonymity

For the ultimate purpose of the proper operation of the policy, employees must make their reports in good faith with regard to the accuracy of the reported incidents. Reporting parties are protected from any kind of retaliation or reprisal, as follows:

- Confidentiality is ensured and the identity of the reporting party is protected if he or she has chosen not to remain anonymous.
- Reports submitted shall be disclosed only to designated persons who are deemed necessary for the conduct of the investigation and who are bound by their duties to observe the rules of confidentiality and secrecy.

The company ensures the protection of the reporting party from threats or retaliation, discrimination or any kind of discriminatory treatment. If the report is made about a supervisor of the reporting party and the supervisor recommends his or her dismissal, this recommendation shall be evaluated by a Directorate Director other than the reporting party's own evaluator.

The company ensures the protection of the reported persons from potential negative consequences, even in the case where no breach of the policy is found. In the event that the investigation reveals an offence and measures are taken against the persons concerned, protection against unintended negative consequences is ensured, irrespectively of the possible sanctions imposed by the competent bodies.

The company may disclose the identity of the reporting party if and when required in the course of court or other legal proceedings. The reporting party shall receive the relevant information prior to the disclosure of his or her identity, as well as appropriate explanations regarding the disclosure of the specific confidential information.

The company takes all necessary technical and organizational measures to protect personal data. Any processing of personal data under this policy is carried out in accordance with the relevant national and European legislation. The data of all persons are protected and processed for the sole purpose of verifying their validity. The Group's Compliance Commission maintains an electronic file with the necessary security specifications, which includes all submitted reports, as well as the corresponding documents related to these.

7. Risk Assessment

- 7.1 As part of the annual risk assessment, the Compliance Director conducts a detailed risk analysis by business area in order to identify the risks related to cases of bribery and corruption.
- 7.2 Risks are analyzed and rated according to their likelihood of occurrence and the impact they may have on operation.
- 7.3 If the level of risk is high and there is a risk of even a suspicion of relevant risks, the Compliance Director informs the Management regarding this issue and takes all necessary preventive measures to address the issue.

8. Audits

The Internal Audit Directorate manages confidential employee and third-party reports of bribery, corruption, corruption and fraud. The Internal Audit Directorate, with due care and confidentiality, takes all necessary actions to protect the image and reputation of the company and the companies that make up its group. It is deemed critical to inform the department immediately, including in the case of mere suspicion of bribery of an official or employee of the company.

The regular audit program carried out by the Internal Audit Directorate, upon approval by the Audit Commission, shall include, inter alia, the confirmation of all safeguards per operational activity and process related to the prevention of issues covered by this policy.

9. Sanctions for non-compliance

The company has a zero tolerance policy towards all forms of corruption, including bribery and passive corruption-related matters. It is communicated to all parties involved, such as employees, suppliers, contractors and business partners. In the event of a breach of this policy, the company must proceed with disciplinary and legal proceedings.

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