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## CONFLICT OF INTEREST POLICY

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## 1. Introduction

The Water Supply and Sewerage Company of the Capital (E.YD.A.P. S.A.) ("**Company**") operates in the provision of water supply and sewerage services in the greater area of the Prefecture of Attica. In the context of the implementation of its statutory purpose and activities, situations of conflict of interest may arise either during the provision of a specific service or the performance of a specific transaction or on a recurring basis. The Company's main and fundamental objective is to identify and manage conflict of interest situations that may be detrimental to the interests of the Company, its customers or suppliers..

This document is part of the corporate governance system implemented by the Company and reflects the Policy adopted by the Company in order to fulfil its obligations to maintain and implement adequate and effective procedures and monitoring mechanisms regarding the prevention, identification, management and handling of existing and potential conflict of interest situations in compliance with the provisions of Law 4706/2020 on corporate governance of the limited liability companies.

The objective of the Policy is to provide guidance as an operational and auxiliary tool to the members of the Board of Directors, managers and employees of the Company on how conflicts of interest are defined, how they can be identified and what procedures should be followed when they are identified, in order to protect the interests of customers or suppliers and the Company itself.

In particular, the objective of the Conflict of Interest Policy is to provide guidance on how the Company:

1. identifies and determines, in relation to the services and activities provided by or on behalf of the Company, situations that constitute or may give rise to conflicts of interest that may involve a material risk of damage to the Company's interests and/or the interests of one or more of its customers or suppliers,
2. designs and implements procedures and systems aimed at preventing any conflict of interest cases that harm the interests of the Company and all stakeholders,
3. adopts appropriate procedures and mechanisms to manage such conflicts.

This Policy on the prevention, identification, management and response to conflict of interest situations shall be reviewed annually and updated whenever the need arises.

## 2. Scope - Definitions

The Policy for the prevention, identification, management and response to conflict of interest situations applies to all activities and services of the Company and covers conflicts of interest that may arise in the following cases:

- Conflicts between the interests of the Company and the interests of a customer or supplier.
- Conflicts between the interests of one customer or supplier and the interests of another customer or supplier.
- Conflicts between the interests of an employee of the Company or a covered person and the interests of the Company and/or its customers or suppliers.

For the purposes of this Policy, the Company's "**customers**" include any natural or legal entity or associations thereof, whose interests may be affected by the Company's decisions or activities, such as consumers (existing and new), investors (stakeholders), etc. and the Company's "**suppliers**" include natural or legal entities or associations thereof that contract with the Company as suppliers of goods, services or works and their subcontractors or contractors.

Further, "**covered persons**" are:

- a) Shareholders who hold an interest or voting rights equal to or greater than 5% of the Company's shares,
- b) the members of the Board of Directors and any third party to whom its functions have been delegated,
- c) senior and top management,
- d) the personnel of the Company and its subsidiary involved in the design, in the conduct of the Company's procurement procedures and in all stages of the execution of all above-limits contracts, with advisory or decision-making powers
- e) any other person or personnel placed at the disposal and under the control of the Company or its subsidiary in order to provide administrative or advisory or technical or consultancy services.

The following are considered "**associated persons**" of a covered person:

- a) The spouse or partner of such person who is treated as a spouse in accordance with the legislation in force at the time,
- b) The relatives by blood or marriage of the covered person up to 2<sup>nd</sup> degrees and especially in the context of the planning, awarding and execution of the Company's contracts, the relatives by blood or marriage of the covered person directly and without limitation, and indirectly up to the 4th degree <sup>(1)</sup>,
- (c) any legal entity of which the person or persons referred to in points (a) and (b) of this subparagraph are members of the Board of Directors

or of the management,

<sup>(1)</sup> *Relatives by blood or marriage up to 2<sup>nd</sup> degree: e.g. brothers, brothers-in-law. Relatives by blood or marriage in the direct line, without limit: children, grandchildren, parents, grandparents, parents-in-law. Relatives by blood or marriage by affinity up to 4<sup>th</sup> degree: e.g. brothers, brothers-in-law, nephews, uncles, first cousins, parental uncles.*

**d)** any legal entity with which the covered persons are linked by holding 10% or more of the voting rights or capital of a company.

**"Private interest" means** any professional, personal, family, financial, political or common interest with a customer or supplier or any unfair advantage that could jeopardize the impartial and objective exercise of the duties of Board members, officers or employees of the Company during their term of office with respect to the handling of specific matters.

### 3. Identification of conflict of interest situations

#### 3.1 Definition of conflict of interest

**3.2** Conflict of interest is a conflict between the covered person's duties and his or her personal interests, in which the "**personal interest**" of the covered person could unduly influence the performance of his or her duties and obligations. That is, any professional, personal, family, economic or political condition that affect or could unduly influence a person's ability to evaluate a situation or make a decision independently and impartially, and which has the potential result of jeopardizing the interests of the Company for the benefit of another interest.

Examples of what would be indicative of a conflict of interest situation include:

- An employee of the Company acquires a financial interest or share in the profits of a business of a customer or supplier of the Company.
- A member of the Company's management has a financial or other incentive to favor the interests of a particular customer or supplier at the expense of the interests of another customer or supplier.
- An officer of the Company responsible for approving a sponsorship has a family or friendly relationship with the sponsorship applicant.
- Family members of an employee of the Company take advantage of the inside privileged information available to the employee in order to carry out transactions for themselves in the Company's financial instruments.
- The spouse of an employee of the Company who is responsible for monitoring the tendering procedure works for one of the candidates.

#### 3.3 Distinguishing between conflict of interest situations

Conflict of interest situations are divided into:

**Real:** There is a genuine direct conflict of interest beyond reasonable doubt.

**Apparent:** The impression is given that a conflict of interest situation exists but a deeper and more substantial analysis of the evidence shows that it does not exist.

**Potential:** The conflict of interest situation is not existing but may arise in the future.

#### **4. Measures to prevent, identify, monitor and address conflict of interest situations**

The Company, based on its structure and operation, business activities and services provided, adopts a series of organizational safeguards and establishes appropriate policies and procedures in order to prevent and deal effectively with any conflict of interest.

##### **4.1 Prevention of conflicts of interest**

The following specific policies are adopted and implemented to prevent conflicts of interest.

###### **4.1.1 Division of Functions - Information Management**

###### **a. Independence, independent supervision and division of functions**

The Company has policies and procedures in place whereby the officers and personnel of each organizational unit act independently with respect to the interests of their respective customers or suppliers. Where necessary, the Company shall take organizational steps to ensure separate supervision and division of functions in order to prevent or manage the simultaneous or successive involvement of an officer or employee in different departments or activities, which may lead to situations of conflict of interest or potentially impede the proper management of such situations.

###### **b. Management of secret, confidential and privileged information**

Ensuring the confidentiality and management of information received from clients in accordance with the applicable regulations is one of the main principles governing the Company's activities.

Confidential information for the purposes of this Policy is internal or confidential information referring to an existing or potential customer or supplier that is not available to the public.

The Company informs the customer or supplier that his/her personal data received by the Company in the course of the business relationship will be subject to processing under Law 3471/2006, Law 4624/2019 on the measures for the implementation of the General Data Protection Regulation [EU 2016/679] and the existing protection policies of the Company, in particular the Consumer Data Protection Policy and the Personal Data Protection Policy for the Award and Performance of Contracts. Similarly, when providing electronic services to the customer and with regard to the safeguarding of information collected through the Company's website or applications, the Company has made relevant



provision through the posted Fair Use and Privacy Policies.

The Company further informs its shareholders that their personal data as well as information relating in particular to the Company's shareholder base and transactions in its shares are subject to the Regulation on the Operation of the Securities Trading System and the Shareholders' Privacy Policy it applies.

Access to confidential information is limited to those persons who need to know information of a confidential nature in the context of their duties within the Company ("NeedtoKnow Policy") and have received relevant training on information management, in particular on matters relating to the processing of personal data of natural persons. This avoids, as far as possible, the misuse of such information, as well as possible conflicts of interest that may adversely affect the interests of one or more customers.

Furthermore, the policy of strictly necessary information is ensured by the Company's IT systems, which do not allow access to information that is not considered necessary for the performance of a specific task. Consequently, executives and staff have access only to information and data considered necessary for the performance of their duties within the Company.

In particular, with regard to privileged information that may affect the price of the Company's shares or other financial instruments, those of the covered persons who, by virtue of their position and status in the Company, have access to privileged information, must respect the confidentiality of such information while being bound by the specific prohibitions as set out in the Information and Privacy Policy for the Employees of EYDAP. Accordingly, the disclosure, use or exploitation of any confidential or inside/privileged information for the purpose of making any investment decision or carrying out any transaction for one's own benefit or for the benefit of a third party is strictly prohibited. Such misconduct is illegal and may result in the termination of the employment relationship with the Company in accordance with the disciplinary provisions of its Personnel Regulations or, respectively, the termination of cooperation with the Company and criminal prosecution in accordance with the applicable legislation.

### **c. Implementation of "Chinese Wall" between organizational units**

In order to protect and control access to important information not available to the public, the Company implements a system of "Chinese Wall" designed to prevent the leakage of confidential information between the Company's units. The operation of this system involves not only the separation of data and IT systems, but also the physical separation of the various units so that persons employed in each unit do not have direct physical access to files and information relating to the work of another unit.

An exception to the above separation of data and IT systems is possible

for specific organizational units, which will be able, following a decision by the management, to have access, on a case-by-case basis, to all the Company's data for a specified period of time and for defined and justified service purposes.

It is also a procedure to prevent and control the exchange of information between covered persons participating in activities involving a risk of conflict of interest where the exchange of such information may harm the interests of one or more clients. Through the establishment and implementation of "Chinese Wall," the Company does not allow the uncontrolled flow of information by ensuring that critical information held by one entity is not used by individuals in another entity when it is not necessary for the performance of their duties within the Company.

Consequently, the implementation of a "Chinese Walls" system provides the Company and its employees with the ability to provide impartial services without being influenced by other information that could create a conflict of interest.

#### **4.1.2 Gifts - Perks**

The Company has adopted and applies an Anti-Corruption and Anti-Bribery Policy to prevent any covered person from using his/her position within the Company to obtain personal benefits for himself/herself or a related person.

##### **a. Gifts**

Covered persons, as referred to above, are not allowed to offer or accept gifts in the form of money or financial instruments of any amount and gifts of value. Offers or exchanges of gifts of low value, not repeated, not exceeding the amount of EUR 100.00 per year and per recipient, are permitted in the context of holidays, events, visits or other customary reasons.

A record of the gifts provided to customers as described above is kept by the Company's Communication and Corporate Affairs Division.

If the covered person is unable to assess whether accepting a gift is in accordance with the Company's Policy, he/she should seek guidance from the Company's Compliance Department.

##### **b. Sponsorships**

The Company has established and applies a Sponsorship Policy, which specifies the conditions and characteristics that should govern the sponsored actions and the sponsored entities, as well as the procedure that should be followed until the final stage of their implementation.

##### **c. Remuneration of members of the Board of Directors**

The Company has established and applies principles and rules regarding the remuneration of the members (executive and non-executive) of the Board of Directors (BoD) in a transparent, clear and understandable manner in accordance with the Company's Remuneration Policy in order not to encourage behavior that may lead to situations of conflict of interest or excessive risk taking. In this regard, the Remuneration and Nomination Committee of the Board of Directors of the Company operates as an independent and objective body, composed of non-executive members, the majority of whom are independent, in order to provide guidance in a transparent manner on matters relating to the remuneration of the members of the Board of Directors and senior executives.

#### **4.1.3 Information, education and communication**

The Company shall provide Covered Persons with the necessary information or education and/or training on conflict of interest issues depending on the specific characteristics and needs of each category of Covered Persons. In particular, the following measures shall be adopted with regard to the training of personnel:

- raising staff awareness on conflict of interest situations by providing relevant information through the internal network, internal seminars, discussions and meetings, etc.
- fostering the ability of staff to identify and manage conflict of interest situations through training and continuous education provided to staff by appropriate managers, external specialists and the Company's Compliance Service.

Appropriate care is taken in the training and preparation programs for new employees to address conflict of interest issues. The Company, under the responsibility of the Compliance Service, the Human Resources Department and the executives, provides the necessary guidance to its employees on the implementation of this Policy.

#### **4.2 Identification of conflicts of interest**

A conflict of interest situation may be identified: a) Following a declaration of a conflict of interest and/or b) Following a report - complaint and/or c) Following an internal check by decision of the competent body.

##### **4.2.1 Submission of a conflict of interest declaration**

In order to effectively identify conflict of interest situations, the Company establishes an obligation to submit a conflict of interest statement.

The members of the Board of Directors, the Executive Directors, the Directors, the Deputy Directors, and the Heads of EYDAP and its subsidiary, as well as any other person or personnel placed at the disposal and under the authority of the Company or its subsidiary in order to provide administrative, advisory, technical or consultancy services shall be required in January of each year to submit the statements set out in

Annexes I and V. A relevant notice will be sent to the members of the Board of Directors by the Secretariat of the Board of Directors, to the regular staff obliged to submit annual declarations I and V by the Executive Directorate of Human Resources and to the external partners and/or their staff by the relevant Executive Directorate managing the relevant contract. The declarations shall be submitted as provided for in paragraph 1. 4.3.1. In cases where relatives up to the second degree of the liable persons are employed by EYDAP or one of its subsidiaries, this must be clearly stated in Statement I, indicating the name of the relative, the family relationship, the specific organizational unit and the employment relationship. If the employment is through a contractor, the number of the employment contract must also be stated.

Other staff shall disclose through the management hierarchy in a timely manner any conflict of interest situation, which shall be disclosed to the Compliance Officer for evaluation and management in accordance with the provisions of this Conflict of Interest Policy.

Shareholders are required to immediately disclose to the Board of Directors of the Company any existence of a conflict of interest situation at any time and if it arises, during their membership.

In particular, covered persons who have acquired by virtue of their position and status privileged information in accordance with the provisions of paragraph 4.1.1.(b) of this Policy:

a) are prohibited in any case from entering into transactions in shares or other financial instruments of the Company on the basis of such information,

b) undertake to disclose in a timely manner any transaction in shares or other financial instruments of the Company and obtain prior written approval from the Company's management.

To ensure the above, those covered persons who have access to privileged information shall annually submit the statement in Annex III without being reminded

Specifically for over-limit contracting procedures, including the planning, preparation, award, and execution - of all over-limit contracts, the persons listed below are required to submit the statement in Annex II as soon as, where appropriate, they are notified of their appointment or a recommendation to exercise a decisive function or immediately after the opening of tenders.

For the purpose of applying the previous subparagraph, the persons required to submit the statement (covered persons) are all persons involved in the preparation and implementation of the Company's award procedures and all persons involved in the execution stage, whether they have advisory or decision-making powers, such as in particular:

- the members of the Board of Directors,
- the Chief Executive Officer and any other person to whom he delegates his powers or delegates the performance of his duties,
- the executives and staff responsible for recommending the

- necessity and technical specifications of the contract scope and drafting the contract documents
- the members of the advisory bodies at the pre-contractual and contractual stage (in particular, tender committees, monitoring and handover committees and secondary handover committees, members of the Managing Authority and Supervision),
- experts (in particular technical consultants) performing any task connected with the preparation of the tender documents and/or the evaluation of tenders.

#### **4.2.2 Whistleblowing**

In the context of early detection of potential conflict of interest situations, the covered persons are encouraged by this Policy to disclose any conflict of interest situation of which they become aware and to disclose it to the Audit Committee and the Compliance Office which applies the procedure under 4.3.

The Company shall establish specific reporting and whistleblowing procedures in order to take appropriate measures to address situations that constitute conflict of interest.

### **4.3 Monitoring and addressing cases of conflict of interest - Keeping an incident archive**

#### **4.3.1 Monitoring**

The statements of Covered Persons in items (b) through (d) of paragraph 2 of this Policy are collected for processing by the Compliance Service.

The Compliance Service records negative statements in a special archive, which it may also keep electronically, while it further processes and evaluates positive statements..

Maintenance of the relevant records of statements (negative and positive) is carried out under the supervision of the Compliance Service, in accordance with the technical and organizational measures taken by the Company to safeguard the information contained in the relevant statements and to safeguard the personal data of the natural persons submitting them. Only authorized employees of the Company, to whom the management of the relevant statements has been entrusted exclusively under a confidentiality undertaking, are recipients of the personal data of the covered persons. Negative statements shall remain with the Compliance Service for a period of one year from their submission. Similarly, positive statements remain with the Compliance Service for the period of information retention defined in section 4.3.3 below.

In particular, the staff members of the Internal Audit Directorate submit

annually to the Internal Audit Director a statement on their individual objectivity, confidentiality, absence of apparent or actual conflict of interest and due diligence, in accordance with the Internal Audit Directorate's Operating Regulations. Where positive declarations exist, they shall be submitted and transmitted as confidential to the Compliance Service, which shall be responsible for their further processing and evaluation.

#### **4.3.2 Assessment - Response**

The Compliance Service examines declared or emerging conflicts of interest in order to assess whether they are perceived, potential or actual conflicts so that they can be managed appropriately. The recommendation of management measures will be made by the Compliance Service and approved by the competent decision-making body, i.e. the CEO for the Company's staff and the Board of Directors for Board members.

The CEO's decision will be forwarded to the Compliance Service, which is responsible for informing in writing the covered person for whom a conflict of interest has arisen and the Executive Director or independent Director or independent Head, depending on the organizational unit to which the covered person belongs, on the decision of the CEO and the appropriate actions to be taken.

As part of the assessment, the Compliance Service may seek information and clarification from the covered person who has made a positive statement or for whom there are reports or evidence of a potential conflict of interest, for the purpose of forming an opinion as to whether a conflict of interest actually exists and as to the best way to manage it, and will then submit an opinion to the decision-making body as to whether a conflict of interest actually exists and what the appropriate actions are.

In order to formulate the opinion and for the relevant decision to be taken by the Company's competent decision-making body as to whether a conflict of interest exists in this case for which specific measures should be taken, the following elements may be assessed, in particular:

- The employee's position in the Company's organizational chart.
- The responsibilities assigned to him in the exercise of his duties.
- Any delegation to him, in addition to the tasks assigned to him above, of powers relating to the taking of a decision on the matter under consideration.

Furthermore, the general ability to influence the outcome of a particular case in which a conflict is declared should be assessed. The possibility of influencing the procedure and the outcome of a case could arise, for example, from the possibility of the official's privileged position to exert influence and/or pressure for a particular result to be achieved, or his privileged ability to intervene in the formulation of the terms of a

procedure or to be informed in advance of the terms of a procedure in such a way as to distort the outcome of that procedure..

In the course of the review carried out, in order to enable the advisory and decision-making bodies to form an opinion on the actual existence of a conflict of interest, the following actions or a combination thereof, as appropriate, are suggested:

- discussion of the facts with the person concerned in order to clarify the situation,
- modification of the allocation of tasks and responsibilities among the members of the covered persons,
- exclusion or replacement of the covered person concerned from the exercise of his or her relevant functions.

All measures taken in conflict of interest situations shall be specifically documented and justified.

In order for the decision-making body to form an opinion and adopt a substantiated decision as to whether there is a real, apparent or potential conflict of interest in this case, an adequate analysis of the disclosed information and of possible elements that may affect the Company's interests should be carried out.

Conflicts of interest are divided into manageable and unmanageable.

"Manageable" conflicts are defined as conflicts that can be prevented/treated, while "unmanageable" conflicts are defined as conflicts that cannot be prevented or treated except by taking sanctions.

Where the conflict is assessed as manageable, steps shall be taken to avoid the risks involved, such as, but not limited to, a change of position or role or of duties or reporting line in order to avoid the conflict. They may also include refraining from the operation in question or avoiding cooperation with a provider. Similarly, abstention from a particular action (e.g., voting, participating on Tender Committees, serving on the Company's Board of Directors) may be required.

A conflict of interest situation is considered "unmanageable" when it is not disclosed or not dealt with in a timely manner, resulting in damage to the Company and the possible imposition of sanctions by the competent regulatory body.

The Compliance Service is also responsible for evaluating and updating the Conflict of Interest Policy from time to time, at least annually, in order to determine whether and how the Policy should be revised in order to achieve its objectives more effectively and to take appropriate measures to address any weaknesses.

The Compliance Service forwards to the Internal Audit Directorate its annual report with non-identified statements no later than 31 May of each year, for the purpose of informing the Board.

Specifically for Public Procurement, the decision, in addition to the covered person and the head of the organizational unit to which he/she belongs, will also be submitted to EAADESY in accordance with the specific provisions of par. 6 of this Article.

#### **4.3.3 Keeping a record of incidents**

The Compliance Office shall keep an electronic record of conflict of interest incidents, including their assessment and outcome, for a period of 5+1 years, from the end of the calendar year of completion of the audit being conducted, except in the event of a claim being filed within the five (5) year period, in which case the record keeping period shall be extended to twenty (20) years (general limitation period). Anything that may justify the extension of this period must be specifically justified. In the case of a person who is in an employment relationship with the Company, the time limit may, where applicable, be extended up to five (5) years after the employee has left the Company.

After the aforementioned period of time has elapsed, the liquidation of the records shall take place in accordance with the applicable legislation on the liquidation of records, by analogy with the relevant provisions appropriate to the nature of the Company.

All the above procedures shall be carried out in compliance with the provisions of the legislation and the relevant policies applied by the Company for the protection of personal data and the principles of confidentiality, integrity and availability of information.

## **5. Check and management of conflict of interest situations concerning the members of the Board of Directors**

In accordance with the legislation governing listed companies and this Policy, the members of the Board of Directors and any third person to whom it has delegated responsibilities are strictly prohibited from pursuing private interests that are contrary to the interests of the Company, from having a competitive relationship with the Company and from holding any position or activity that creates or appears to create a conflict between their private interests and those of the Company, including holding positions on the Board of Directors or managing other companies, without the consent of the General Shareholders' Meeting.

To prevent and detect such situations, the members of the Board of Directors shall, upon assuming their duties, submit to the Compliance Office a statement of conflict of interest in accordance with Annex IV and the provisions set out in paragraph 4.3.1 hereof.

In case events arise that could lead to an unbiased and unbiased performance of their duties, the above persons must, in addition to submitting a relevant statement to the Compliance Service, disclose to the other members of the Board of Directors their private interests that may arise from transactions of the Company that fall outside their duties, as well as any other conflict of private interests with those of the Company or its affiliated companies within the scope of International Accounting Standard 24, that arises during the performance of their duties.

A member of the Board of Directors shall not be entitled to participate and intervene in consultations and to vote on matters in which there is a conflict of interest for him or for persons associated with him. In such cases, decisions shall be taken by the other members of the Board of Directors, and in the event that the inability to vote involves so many members that the remaining members do not constitute a quorum, the other members of the Board of Directors, irrespective of their number, shall convene a General Meeting for the sole purpose of taking the decision in question.

## **6. More specifically on conflict of interest situations in relation to contracts concluded by the Company**

The scope of the contracts concluded by the Company as a contracting entity under EU legislation (Directive 2014/25/EU), which was incorporated into Greek law by Law No. 4412/2016 (hereinafter referred to as "the Law"), is particularly concerned to protect against phenomena such as lack of transparency, integrity and honesty and corruption in general. In the substantive content of the concept of transparency, this includes integrity as a form of conduct of the persons covered by points (b) to (d) of paragraph 2 of this Policy and which leads to the avoidance of situations of conflict of interest.

In particular, the prevention, identification, monitoring and management of conflict of interest situations during the planning and preparation of a contract, as well as during the award and execution thereof, are implemented through the application of this Policy and the Company's practices by the covered persons as specified in paragraph 4.2.1. Conflict of interest means the existence of personal, family, economic, financial, political or other common interests of such persons, where applicable (a) at the stage of designing the contract with economic operators who could express an interest and participate in the award of the contract because of the relevance of its subject matter to their professional activities, (b) at the stage of conducting the award procedure with candidates or tenderers; or (c) at the stage of performing the contract with the contractor or with subcontractors of the contractor or tenderer or with any member of a candidate/tenderer association of economic operators.

The covered persons must refrain from any act or omission aimed at pursuing self-interests that are contrary to the interests of the Company (conflicting interests) and their general activities must not be contrary to the Regulations, Policies and the Articles of Association of the Company.

They must also declare the existence of facts or circumstances that may, depending on the nature of their duties, call into question, on the one hand, the performance of their relevant duties based on the needs and interests of the Company when defining the necessity for the conclusion of the contract and defining the specifications of its scope as well as when drafting all types of contract documents and, on the other hand, their impartiality and independence vis-à-vis the candidates or tenderers in the context of the contract. In addition, they must declare any personal interests which may be prejudicial to their professional duties.

Such declarations shall be made as soon as the persons covered become aware or it becomes apparent to them, where appropriate during the performance of their duties for the design of the contract, during the opening of tenders, during the procedure for the selection of candidates, during the procedure for the evaluation of tenders, during the execution

or amendment of the contract, that an apparent or potential or actual conflict of interest exists or could arise in their person or in the persons related to them. At the same time as making the declaration, they must immediately cease to perform their relevant duties, unless the competent body of the Company decides otherwise.

The situations of conflict of interest that may arise concern both the covered persons and their relatives by blood or marriage, directly and without limitation, and indirectly up to the fourth degree, in the context of the design, award and performance of a certain contract, including, where applicable, persons or members of a consortium or proposed subcontractors. In particular and as reflected in this Policy, these situations will arise from personal, family, financial, economic, political or other common interests of the covered persons, as the case may be, with economic operators who could express an interest and participate in the award of a given contract on the grounds of the relevance of its subject matter to their professional activities, candidates or tenderers, or with the contractor or subcontractors of the above persons, or with any member of a candidate/tenderer association of economic operators, including conflicting professional interests, such as in particular:

- (a) the participation of the covered person in the administrative or management bodies of the economic operator which, where applicable, may participate or is involved in the procurement procedure or to which the contract has been awarded,
- (b) the possession by the covered person of more than 0,5 % of the shares, partnership interests or other rights in the capital of an economic operator which, where appropriate, may participate or is participating in the procurement procedure or has been awarded the contract, provided that the possession of the above percentage allows him to participate in the management of that operator,
- (c) the existence, during the period starting one (1) year prior to the determination of the necessity and specifications of the contract or from the beginning of the procurement procedure and ending on the day of its conclusion, of a contractual relationship between the covered person and an economic operator which, where applicable, is likely to participate or is participating in the procurement procedure or has been awarded the contract, either for the provision of subcontracted work or the execution of a work or the provision of services or the supply of goods.

The persons referred to in paragraph 4.2.1 are under an obligation to respect the principle of professional secrecy and to observe the confidentiality of all matters coming to their knowledge, and in particular they are prohibited from disclosing or revealing to third parties any confidential information which comes to their knowledge, whether intentionally or unintentionally, in the course of their work. Any unauthorized use of such confidential information for purposes alien to or contrary to the subject matter of their work or any unlawful processing of

data for their own pecuniary gain or for the account or benefit of a third party shall also be prohibited.

Specifically for contracts above the limits, covered persons must submit the declaration in Annex II in accordance with paragraph 4.2.1 herein.

In any case, these persons must disclose in writing to the Compliance Service any circumstance that they know or believe constitutes an apparent or potential or actual conflict of interest in the performance of their duties related to the assignment or execution of the contract and must refrain from such duties, while modifying the allocation of duties and responsibilities among the other persons involved, as the case may be, unless the competent body of the Company decides otherwise.

The Company reserves the right to verify the information provided.

Furthermore, all covered persons, whether for below- or above-limit contracts, are encouraged to report any situation or risk of conflict of interest as well as any kind of tort or fraud (whistleblowing malpractice).

Indicative cases, which, according to the European Commission's Practical Guide on "Identifying conflicts of interest in public procurement procedures for structural actions" prepared by a group of Member States' experts under the coordination of Unit D.2 "Prevention of fraud" of the European Anti-Fraud Office (OLAF), may be indicative of a conflict of interest are the following:

- An employee of the Company has relatives who work for a company that may submit a bid (family interest case).
- An employee of the Company was working for a company likely to submit a bid just before he was recruited (personal, financial interest case).
- The spouse of the Company's employee responsible for monitoring the tendering process works for one of the candidates (family, financial interest).
- A person is a shareholder in a company. This company takes part in a tender procedure in which this person has been appointed as a member of the Company's evaluation committee (case of financial interest).
- The head of the applicant department or staff assisting in the preparation/drafting of the tender documents or the chairman or a member of the tender committee has spent a week's holiday with the managing director of a company submitting a tender in a tender procedure launched by the contracting entity (case of personal interest).
- An official of the applicant department or staff assisting in the preparation/drafting of the tender documents or the chairman or a member of the tender committee and the managing director of one

of the tendering undertakings have responsibilities within the same political party (case of political interest).

The application of this Policy, especially with regard to the scope of contracts concluded by the Company, is without prejudice to the application of the more specific provisions of Article 262 of Law 4412/2016, as applicable. The Regulatory Compliance Service prepares and sends to the Independent Public Procurement Authority (EAADESY), no later than 31 May of each year, a written report which includes the cases of conflict of interest identified, as well as all subsequent measures taken during the previous year.

## **7. Consequences of non-compliance**

Violation of the Conflict of Interest Policy will not be tolerated. Failure to comply with this Policy may result in removal from the position of responsibility, non-assignment and disciplinary action as, according to the disciplinary provisions of the Company's Personnel Regulations, non-compliance may cause material or moral damage to the Company. In addition, the person involved may be subject to criminal prosecution under the applicable Greek legislation.

The manifestation of a conflict of interest in itself is not necessarily illegal. However, participation in a procedure with the knowledge of the participant that a conflict of interest exists constitutes an irregularity. It is therefore necessary to disclose any conflict of interest.

The refusal to submit the printed declarations in the attached Annexes constitutes a presumption of the existence of a conflict of interest situation in the person of the refuser and may lead to disciplinary action, as failure to comply with the statutory obligation to disclose facts that may constitute a conflict of interest situation may cause material or moral damage to the Company.

All Covered Persons to whom this Policy applies will confirm in writing by submitting the declaration in Annex V that they have read and understood its contents and that they will comply with the provisions set out in this Policy and its Annexes, which form an integral part of it.

**ANNEX I****ANNUAL PERSONAL COMMITMENT - STATEMENT OF SUBSCRIPTION OR NON-SUBSCRIPTION CONFLICT OF INTEREST SITUATION <sup>1</sup>****NAME:****NAME OF FATHER:****DATE OF BIRTH:****PLACE OF BIRTH:****TIN:****ADDRESS:**

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**CAPACITY:**

I, the undersigned, by virtue of my capacity, declare responsibly to EYDAP SA ("Company") that:

1. having read the Corporate Governance Code, the Rules of Procedure and the Company's Conflict of Interest Policy, I understand the circumstances that may constitute situations of potential conflict of interest (for me individually as well as for my spouse and my relatives up to the second degree) and I declare that I do not have any situation of conflict of interest,

or

having taken note of the Corporate Governance Code, the Company's Rules of Procedure and Conflict of Interest Policy, I understand the circumstances that may constitute situations of apparent/potential/actual (as the case may be) <sup>1 2</sup> conflict of interest (for me individually and for my spouse and relatives up to the second degree) and disclose the following facts:.....

2. declare that I do not and will not prioritize my private interest to the detriment of the duties entrusted to me in my capacity in the Company,
3. I understand that if I find, in the course of my duties, that any situation exists which may be classified as a conflict of interest or when I foresee the possibility of such a conflict of interest, I must immediately report

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<sup>1</sup> E.YD.A.P. S.A., as the Data Controller, informs you that your personal data are collected and processed lawfully, in the context of the legal obligations of the Company (Law 4548/2018, Regulation on the operation of the SAT, Law 4706/2020 etc.) and in general of your business relationship or cooperation or employment relationship with the Company, exclusively for the purpose of identifying and managing conflict of interest situations, which may be detrimental to the interests of the Company, its customers or suppliers. Access to personal data is only available to the Company's relevant personnel, as specifically set out in the Company's Conflict of Interest Policy. You retain the right to access, rectify, oppose, delete, restrict the processing of your data in accordance with and subject to the applicable legal framework. For further information regarding the processing of your personal data, you may contact us by e-mail at [dpo@eydap.gr](mailto:dpo@eydap.gr).

<sup>2</sup> As defined in par. 3.2. of the Conflict of Interest Policy of EYDAP S.A.



## ANNEX II

### STATEMENT OF CONFLICT OF INTEREST AND CONFIDENTIALITY SPECIFIC TO CONTRACTS OVER THE LIMIT<sup>1</sup>

TO: E.YD.A.P. S.A.

Name:	Last name:
Father's name:	
Date of birth:	Place of birth:
Capacity: _____ <i>(e.g. Member of the Commission xxx,)</i>	
Service to which I belong:	
Contract Title:	

I, the undersigned, responsibly and knowing the penalties for false statement provided by law and having read the Corporate Governance Code, the Operating Regulations and the Conflict of Interest Policy of E.YD.A.P. S.A. ("Company"), declare that:

1. I do not pursue self-interests that are contrary to the interests of the Company and my activities are not contrary to the Regulations, Policies and the Articles of Association of the Company.

2.A i. There are no facts or circumstances that might call into question<sup>3</sup>  
<sup>4</sup> :

the performance of my duties on the basis of  
the needs and interests of the Company during  
the definition of the necessity for the conclusion of the contract;

and

the definition of the specifications of the subject matter<sup>†</sup> the  
performance of my duties based on the needs and interests of

<sup>3</sup> E.YD.A.P. S.A., as the Data Controller, informs you that your personal data are collected and processed lawfully, in the context of the legal obligations of the Company (Law 4548/2018, Regulation on the operation of the SAT, Law 4706/2020 etc.) and in general of your business relationship or cooperation or employment relationship with the Company, exclusively for the purpose of identifying and managing conflict of interest situations, which may be detrimental to the interests of the Company, its customers or suppliers. Access to personal data is only available to the Company's relevant personnel, as specifically set out in the Company's Conflict of Interest Policy. You retain the right to access, rectify, oppose, delete, restrict the processing of your data in accordance with and subject to the applicable legal framework. For further information regarding the processing of your personal data, you may contact us by e-mail at [dpo@eydap.gr](mailto:dpo@eydap.gr).

<sup>4</sup> To be completed as appropriate depending on the nature of the tasks in the context of the award procedure

the Company in the preparation of all types of contract documents

my impartiality and independence vis-à-vis candidates or tenderers in the context of the procedure for the award of this contract my impartiality and independence vis-à-vis contractors in the context of the implementation of this contract,

and that any personal interests I may have do not work to the detriment of my professional duties.

ii. To the best of my knowledge and belief I am not in a situation of conflict of interest, both I and my relatives by blood or marriage, in a direct line and without limitation, and in a lateral line up to the fourth degree, in the context of<sup>5</sup>

the design

the implementation of the award

the execution

of this contract.

I have been informed that a conflict of interest is defined as the existence of personal, family, economic, financial, political or other **common** interests, as the case may be, (a) with economic operators who could express an interest and participate in the award of the contract because of the relevance of the subject matter of the contract to their professional activities (at the stage of designing the contract), (b) with candidates or tenderers (at the stage of conducting the award procedure) or (c) with the contractor or with the subcontractors of the above persons (during the execution phase) or with any member of a candidate/tenderer association of economic operators.

I have also been informed that conflicting professional interests include, but are not limited to: a) my participation in the administrative or management bodies of an economic operator which, where applicable, may participate or is participating in the procedure for the award of this contract or to which this contract has been awarded; b) my holding of more than 0.5% of the shares, company shares or other rights in the capital of an economic operator which, where applicable, may participate or is participating in the procedure for the award of this contract; c) the existence, during the period starting one (1) year before the determination of the necessity and specifications of the contract or from the start of the procurement procedure and ending on the day of its conclusion, of a contractual relationship between me and an economic operator who, where applicable, may participate or is participating in the procurement procedure or has been awarded a contract, either for the provision of subcontracted work or the execution of a work or the provision of services or the supply of goods.

iii. I am aware of the provisions of Law no. 4412/2016 regarding the issue of conflict of interest and in order to ensure that there is no conflict, I

<sup>5</sup> To be completed as appropriate depending on the nature of the tasks in the context of the award procedure



practice.

Date    /    /

THE DECLARANT

Signature

**ANNEX III****STATEMENT OF NON-CONFLICT OF INTEREST, IN PARTICULAR AS REGARDS  
THE USE OF PRIVILEGED INFORMATION <sup>vii</sup>**

<b>NAME:</b>	
<b>NAME OF FATHER:</b>	
<b>DATE OF BIRTH:</b>	<b>PLACE OF BIRTH:</b>
<b>TIN:</b>	
<b>ADDRESS:</b>	
<b>CAPACITY:</b>	

I, the undersigned, in my capacity, responsibly and knowing the penalties for making a false statement provided by law, declare that:

1. having taken cognizance of:

- a) the Company's Code of Corporate Governance, Rules of Procedure and Conflict of Interest Policy, as currently in force,
- b) E.YD.A.P. S.A. Employees' Personal Data Protection Policy

I understand the circumstances that may constitute unlawful disclosure, use or exploitation of confidential or inside/privileged information and declare that I comply with the legislation governing the use of privileged information I declare that

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<sup>vii</sup> E.YD.A.P. S.A, as the Data Controller, informs you that your personal data are collected and processed lawfully, in the context of the legal obligations of the Company (Law 4548/2018, SAT Regulation Operation, Law 4706/2020, etc.) and in general of your business relationship or cooperation or employment relationship with the Company, exclusively for the purpose of identifying and managing conflict of interest situations, which may be detrimental to the interests of the Company, its customers or suppliers. Access to personal data is only available to the Company's relevant personnel, as specifically set out in the Company's Conflict of Interest Policy. You retain the right to access, rectify, oppose, delete, restrict the processing of your data in accordance with and subject to the applicable legal framework. For further information regarding the processing of your personal data, you may contact us by e-mail at [dpo@eydap.gr](mailto:dpo@eydap.gr).

A - I do not maintain directly or indirectly (including my spouse and my relatives up to the second degree) shares or other financial instruments/products of the Company

B - I hold directly or indirectly (including my spouse and relatives up to the second degree) shares or other financial instruments/products of the Company, as described in the following table:

Company	Financial product	Quantity	Name of the holder

2. I undertake to notify in advance and obtain prior written approval from the Company's Management in order to enter into any transaction in shares or other financial instruments/products of the

Date    /    /  
Company.

THE DECLARANT  
Signature

**ANNEX IV****DECLARATION OF NON-CONFLICT OF INTEREST SPECIFIC TO THE MEMBERS OF THE BOARD OF DIRECTORS<sup>VIII</sup>**

<b>NAME:</b>	
<b>NAME OF FATHER:</b>	
<b>DATE OF BIRTH:</b>	<b>PLACE OF BIRTH:</b>
<b>TIN:</b>	
<b>ADDRESS:</b>	
<b>CAPACITY:</b>	

I, the undersigned, in my capacity, responsibly and knowing the penalties for making a false statement provided by law, declare that:

1. having taken note of :

- a) the Corporate Governance Code, the Operating Regulations and the Company's Conflict of Interest Policy, as currently in force,
- b) Chapter B of Law 4548/2018 entitled "*Duties of the Board of Directors, Conflicts of Interest and Liability*"
- c) the provisions on corporate governance of Law 4706/2020 "*Corporate governance of public limited companies*"

understand the circumstances that may constitute a conflict of interest and

2. I hereby declare that:

A. There is no conflict of interest between me or any person related to me and E.YD.A.P. S.A. or its affiliated companies.

B. - I am not a member of the Board of Directors (executive or non-executive), a senior executive or an employee of another company.

or

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<sup>VIII</sup> E.YD.A.P. S.A, as the Data Controller, informs you that your personal data are collected and processed lawfully, in the context of the legal obligations of the Company (Law 4548/2018, SAT Regulation Operation, Law 4706/2020, etc.) and in general of your business relationship or cooperation or employment relationship with the Company, exclusively for the purpose of identifying and managing conflict of interest situations, which may be detrimental to the interests of the Company, its customers or suppliers. Access to personal data is only available to the Company's relevant personnel, as specifically set out in the Company's Conflict of Interest Policy. You retain the right to access, rectify, oppose, delete, restrict the processing of your data in accordance with and subject to the applicable legal framework. For further information regarding the processing of your personal data, you may contact us by e-mail at [dpo@eydap.gr](mailto:dpo@eydap.gr).

I hold a position as a member of the Board of Directors (executive or non-executive), senior executive or employee in another company/ies as follows:

Company	Position - Relationship	Duration

3. I undertake, in the event that any facts arise that could lead to a non impartial and non-objective exercise of my duties, to disclose them in a timely and adequate manner to the other members of the Board of Directors of E.YD.A.P. S.A.

Date     /     /

THE DECLARANT  
Signature

**ANNEX V****PERSONAL COMMITMENT<sup>IX</sup>**

I certify that I have read the Policy on the Prevention, Identification and Management of Conflicts of Interest, that I have read and understand the Policy and accept and will abide by the principles contained therein as required.

Date:

Name:

Signature:

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<sup>IX</sup> E.YD.A.P. S.A, as the Data Controller, informs you that your personal data are collected and processed lawfully, in the context of the legal obligations of the Company (Law 4548/2018, SAT Regulation Operation, Law 4706/2020, etc.) and in general of your business relationship or cooperation or employment relationship with the Company, exclusively for the purpose of identifying and managing conflict of interest situations, which may be detrimental to the interests of the Company, its customers or suppliers. Access to personal data is only available to the Company's relevant personnel, as specifically set out in the Company's Conflict of Interest Policy. You retain the right to access, rectify, oppose, delete, restrict the processing of your data in accordance with and subject to the applicable legal framework. For further information regarding the processing of your personal data, you may contact us by e-mail at [dpo@eydap.gr](mailto:dpo@eydap.gr).