

Policy On Avoiding Corruption and Other Conflicts of Interest

One Albania SHA
Version 2.0



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1. SCOPE

One Albania competitive strength depends in large part on the fact that its members, the managers and the personnel conduct themselves lawfully and with integrity in business transactions. Acting lawfully and with integrity is the main basis for maintaining the trust of customers and business partners, as it boosts One Albania's reputation and contributes to its business success over the long term. A key condition for acting lawfully and with integrity is to avoid situations in which business interests could conflict with personal interests when engaging in business transactions. Personal interests should never be the driving motive behind a business decision. In particular, business decisions should never be made for the sake of personal gain. Corruption in any form damages the business relationships between One Albania and its customers and business partners and, therefore, is unacceptable. This applies to the Employees of all One Albania employees as well as to its customers and business partners.

2. AREA OF APPLICATION

This Policy applies to all Senior Management and all employees, including managers, contractors, interns, temporary staff, and consultants working with One Albania. Acting lawfully and with integrity is fundamental to One Albania's values and reputation and is expected from every individual affiliated with the organization.

3. ACCESS RIGHTS

This Policy, based on One Albania Code of Conduct, complements internal policies on conduct and compliance, outlines expectations for ethical behavior, and is available to all employees via the Intranet.

4. DESCRIPTION

Employees must avoid any situation that creates, or could appear to create, a conflict between their interests and the interests of One Albania. If such a situation arises, they are expected to seek guidance and promptly inform their line manager and the Compliance Officer—through the One Albania HR Group—about any potential conflict that arises, as outlined in this Policy.

While respecting the privacy rights of employees, there exists a fiduciary relationship between One Albania and its employees, as well as other partners. Conflicts of interest may arise when an employee's private affairs do not align with the legitimate interests of One Albania.

In identifying, evaluating, and managing situations which results in a conflict of interest, One Albania will take into account in particular the following relationships:

- a) personal relationships⁸ (personal, organizational conflict of interest),
- b) business interests (business, professional conflict of interest),
- c) other employment relationships.

Personal relationships¹ business interests, or other employment outside One Albania employment relationship are not in themselves absolute grounds for conflict of interest, but neither actually nor apparently can influence decisions and not jeopardize or prejudice One Albania interests.

Employees shall avoid situations involving a conflict of interest and shall refrain from any activity that might in any way prevent them from making impartial and objective decisions on behalf of One Albania or that might jeopardize or prejudice the legitimate interests of One Albania.

One Albania must take special care in managing conflicts of interest concerning its senior executives, particularly those on the Board of Directors, the Supervisory Council, and its auditors, as well as their close relatives.

Senior executives, Board of Directors members and members of the Supervisory Council shall abstain from voting on any matter in which a conflict of interest arises or may arise for a particular member or in which the member's objectivity or ability to properly discharge his/her duties to One Albania may be impaired.

¹ Refer to the definition of a Relative under the Definition/Abbreviation Section

4.1 Disclosure of conflicts of interest, assessment of conflicts of interest, exemption from conflicts of interest

In the exercise of rights and the performance of obligations concerning conflict-of-interest situations, One Albania and the employee shall act in good faith and in a spirit of fairness and cooperation.

The establishment, maintenance or, in certain cases, modification of the employment relationship shall be subject to the exclusion of any conflict of interest, concerning which any fact or circumstance necessary for the assessment of a conflict of interest under this Policy, including in particular the information requested in the declaration of conflict of interest, shall be considered as a material fact or circumstance.

New employees shall be required to declare a conflict of interest within 15 (fifteen) days of the date of their employment.

The declaration of conflict of interest shall be submitted by the employee on paper, by completing the document entitled "Employee Declaration of Conflict of Interest", Annex 2 to this Policy. Conflict of interest declarations submitted via a paper document. HR Group shall forward it to the Compliance & Corporate Governance Department.

Following the declaration made at the time of employment, the employee is required to make a declaration of conflict of interest during the period of employment if:

- a) a conflict of interest situation as defined in this Policy has occurred, or
- b) there has been a change from that previously stated in the declaration of conflict of interest,
- c) a situation has arisen which may result in a conflict of interest, or
- d) where there is a change in the employee's job title or position (transfer, promotion).

For reasons (a) to (c), the employee shall make the declaration of conflict of interest within 15 (fifteen) days of becoming aware of it, by submitting it on paper to Compliance & Corporate Governance Department - through HR Group by completing the declaration of conflict of interest form attached as Annex 2 to this Policy.

In the event of a reason under point (d), the employee shall submit the declaration of conflict of interest by submitting it on paper to Compliance & Corporate Governance Department - through the HR organization 15 days of the change occurring.

4.2 Process for assessing conflicts of interest in the case of paper declarations of conflict of interest

HR Group will forward the paper declarations of conflict of interest received, together with any comments, to Compliance & Corporate Governance Department at the email address **complianceoffice@one.al** within 5 days of receiving them.

Note: *Paper declarations that are required upon entry and are deemed 'negative' in all aspects do not need to be submitted.*

Within 30 (thirty) days of receipt, the Compliance Officer and/or Compliance & Corporate Governance Department will assess the declaration of conflict of interest made on paper. If, as a result of the assessment of the declaration, the Compliance Officer determines that the employee has a conflict of interest, it will send a proposal to the HR Group on how to eliminate or prevent the conflict of interest.

Subsequently, HR Group forwards the declaration of conflict of interest, supplemented by the opinion of the Compliance Officer, to the competent manager exercising One Albania authority, who is obliged to request the employee to eliminate or prevent the situation or to take other necessary measures within 30 (thirty) days of the information. The thirty (30) day period may be extended for an additional thirty (30) days upon prior written approval of the Compliance Officer, upon request of the appropriate manager or the employee. Until the conflict of interest ceases to exist, the employee concerned may not participate in any decision related to the transaction or person affected by the conflict of interest.

If the employee does not accept the proposal of Compliance on how to eliminate or prevent the conflict of interest, he/she is obliged to initiate a consultation with Compliance and the HR Group on the conflict of interest. The employer shall initiate such consultation, in particular in order to initiate a dismissal in the event of a personal or organizational conflict of interest as defined

4.3 Common rules on the requirements of the conflict-of-interest procedure

The parties involved shall cooperate to eliminate the conflict of interest and shall act in good faith and fairness.

The HR Group should keep a confidential record of the declaration of conflict of interest and the proposal for a finding made by the Compliance Officer and the HR Group in the employee's personal file after the procedure has been completed. The confidentiality of the documents shall be ensured, and their protection shall be guaranteed following the legal and internal rules on the protection of personal data.

Failure to comply with the declaration obligations set out in the Code of Conduct, or failure to comply with them properly, will result in labour or civil law penalties. The competent manager exercising One Albania's authority shall take One Albania action, taking into account the seriousness of the harm to the One Albania's interests and the employee's culpability, if the employee's conduct in the course of the conflict of interest is not following the requirements of good faith and fairness and/or if the employee breaches his/her duty of cooperation with One Albania and/or if the employee

- a) fails to comply with his/her obligation to declare;
- b) the employee fails to comply with his/her duty to report truthfully;
- c) fails to eliminate the conflict of interest as determined by the Compliance Officer within thirty (30) days of the One Albania's request or fails to comply with the recommendation(s) made by the Compliance Officer to eliminate the conflict of interest; or
- d) enters into a relationship that results in a conflict of interest despite prohibition.

4.4 Avoiding conflicts of interest/transparency

The Employees share the goal of increasing One Albania value. This goal can be achieved only if One Albania can build and maintain permanent and worthwhile business relationships with customers and business partners. To maintain a permanent and worthwhile business relationship, all One Albania Employees must act lawfully and with integrity in business transactions and orient their professional conduct exclusively toward the common good and economic benefit of One Albania, its customers and business partners.

Conflicts of interest arise when the business and personal interests of employees overlap, potentially hindering the ability to achieve common goals. To prevent these conflicts from occurring, it is crucial to prioritize their avoidance whenever possible. As such, all employees are required to keep their personal interests separate from those of One Albania.

4.4.1 Conflicts of interest in management positions

To effectively identify conflicts of interest in management positions, it is essential to recognize situations where a manager's personal interests may diverge from the interests of the company or its stakeholders. According to Indeed, several common examples of conflicts of interest in the workplace include::

- e) Nepotism: When someone hires, promotes, or provides special treatment to a close family member.
- f) Self-dealing: When an individual in a financial role at an organization uses their knowledge of company finances or their access to funds to benefit themselves over the objectives of the business.
- g) Gift issuance: When someone at a company accepts gifts from a client, vendor, or another person they have a business relationship with.
- h) Insider trading: When an individual has access to confidential information and uses that knowledge to further themselves or others they know.

4.4.1.1 Conflict of interests deriving from a competitive secondary occupation

Competitive secondary occupation is any personal commercial activity, or participation in a company, which rivals One Albania's activities. If there is even a suspicion that a conflict of interests would harm the reputation and interests of One Albania, the Employees are not permitted to participate or acquire any kind of interests, or to be employed under any form, or to acquire or participate in a business activity or business of any kind which is competitive to the Company, or/and any other natural or legal entity that cooperates with the Company in any way (suppliers, customers etc.).

In case such competitive activity is performed by the spouse² or a relative³ by blood, the Employee is required to report it to his/her supervisor or One Albania Compliance Officer.

4.4.1.2 Conflict of interests deriving from non-competitive secondary employment

The Employees of One Albania are obliged to inform in advance their Supervisor and One Albania Compliance Officer of any future non-competitive secondary activity, so that to avoid a potential conflict of interests. The voluntary non-paid secondary activity exercised in the Employee's free time is allowed, without the obligation to report it.

² "Spouse": the term means the employee's husband / wife or the person who is the employee's mate.

³ "Relative": the term means the predecessors and successors of the employee.

4.4.1.3 Conflict of interests deriving from a political or participation in various bodies' councils

One Albania respects its employees' willingness to participate in public affairs through specific posts or through participation in social or political activities. However, the Employee, who participates in such activities should do so in their free time and additionally shouldn't link or allow the link of the name of the Company he works into any similar activity, without the company's prior written consent. According to the provisions of the effective legislation and of the Policies of One Albania, approval is granted exceptionally on the occasions of participation in official employee Unions.

4.4.1.4. Conflict of interests deriving from private investments

Private transactions, especially financial ones, of members of the Board of Directors and other Committees, of One Albania Employees and of Employees of the associated Companies, shouldn't violate One Albania interests. More specifically, Employees are not permitted to participate in the Board of Director of Société Anonymes, or to be Administrators of a Limited Liability Company, without the prior consent of One Albania. Denial to provide the relevant permission should be justified.

4.4.2 Conflict of interest in the workplace

If the company's management and employees have conflicts in their duties, it can lead to a variety of issues such as a lack of trust, decreased productivity, and even legal problems.

According to Indeed, conflicts of interest can occur when managers and employees form romantic relationships, when an individual in a financial role at an organization uses their knowledge of company finances or their access to funds to benefit themselves over the objectives of the business, when someone at a company accepts gifts from a client, vendor or another person they have a business relationship with, and when an individual has access to confidential information and uses that knowledge to further themselves or others they know .

4.4.3 Conflict of interests deriving from a secondary employment

Secondary employment is every activity, in which third physical or legal entities are offered services, additional to those offered to the company, regardless of whether those services (a) are remunerated (under an employment contract or independent services contract, or on any other type of employment), or (b) concern the participation as a partner or shareholder in a legal entity.

4.4.4 Management of the Personal Conflict of Interests

A conflict of interest based on a personal relationship may exist in the following cases:

- a) the employee has a management, control, supervisory, or handover relationship with a relative who has another employment relationship with the Employer,
- b) the relatives perform the same duties in the same department or have partially identical job duties,
- c) the relatives are involved in the same case or in the same function,
- d) the relatives contribute to or influence each other's work in any way,
- e) the employee has a personal relationship (e.g. family) with a person who has another employment relationship with One Albania, which may influence or appear to influence the decisions to be made or the performance of the activities of the employee in his/her position with the Employer,
- f) the employee has a personal (e.g. family) or professional relationship with a direct competitor, or with the owner or senior executive of a relevant third party, which may influence or appear to influence the decisions or performance of the activities of the employee in his/her position with the Employer,
- g) the employee has a personal relationship (e.g. family) with a person exercising authority, official, public employee or any other person holding public office, where that authority has or has the appearance of having a professional relationship with the Employer and which may influence or be likely to influence the decisions or performance of the activities of the Employer in the position which the employee holds,
- h) a family relationship between the Employer's sales managers or other decision-makers responsible for sales and the Employer's purchasing managers or other decision-makers responsible for purchasing.

If a relationship of management, control, supervision or cooperation in the work of each other is established between relatives at the time of the establishment or during the employment relationship, the competent manager acting on behalf of the Employer, the HR Group, on the basis of a proposal and the opinion of the Compliance Officer, may grant a waiver from the prohibition. After reviewing the opinion, HR recommends the waiver to the Compliance Committee.

The exemption may be initiated by either the employee or the competent manager exercising the employer's authority. A waiver may not be granted if, because of the direct management, control, supervisory or supervisory relationship or the relationship of involvement in each other's work, the related employee concerned would be involved in the preparation of a decision and in a decision in which the other related employee concerned has a business interest by the waiver.

The Compliance Officer may impose a declaration obligation to identify, assess, monitor, and control conflicts of interest based on personal relationships (including the reporting of situations and relationships with potential conflicts of interest), conduct investigations into conflicts of interest and keep records of conflicts of interest.

The Employer will differentiate the means of managing conflicts of interest based on personal relationships according to whether they are to mitigate or eliminate risks arising from potential ongoing conflicts of interest that the Employer considers to be significant (e.g. registering the interests of relatives of certain employees concerned in companies that are suppliers of the Employer) or to manage individual cases of conflict of interest.

4.5 Individual conflicts of interest

The following provisions focus and specify the rules of the Code of Conduct of the One Albania, regarding the integrity of its Employees. According to this background, the following rules contain the effective principles to avoid corruption and other serious conflicts of interest.

4.5.1. Acceptance and granting of benefits

1) The acceptance and granting of benefits in connection with One Albania business activities is subject to substantial restrictions, so as corruption cases are avoided. This not only affects the acceptance and granting of benefits in the public sector, but also in private-sector business transactions.

2) If anti-corruption laws are violated, sanctions under civil, criminal and administrative law may be imposed on One Albania, its Employees and its business partners, according to civil, criminal and administrative law, and the reputation of One Albania may suffer an incalculable loss in the public eye. Irrespective of these facts, it is not in One Albania's interest to influence the business decisions or professional conduct of Third Parties toward One Albania, by granting benefits to favor One Albania. One Albania attaches

importance to attracting customers and business partners solely through the quality of its products and services.

3) With regard to the legal risks, any outer appearance of unfair influence or ability to be influenced in making business decisions or in professional actions in connection with the granting and acceptance of benefits must be avoided. Irrespective of any tax obligations that may result from the acceptance of benefits, the granting and acceptance of benefits must be thoroughly documented so that transparency is always maintained over the time, occasion, value, provider, and recipient of a benefit. The granting and acceptance of benefits in secret is not permitted.

4) The granting of benefits to members of the public sector (civil servants, representatives of public institutions, public service employees, etc.) is allowed according to the provisions of One Albania Policy on Accepting and Granting of Benefits. Members of the public sector are not allowed to receive any benefits, either directly or indirectly from One Albania, that could cast doubt on their independence of One Albania business interests.

5) The granting of benefits is also subject to substantial legal restrictions in private-sector business transactions. Employees of One Albania are not allowed to offer, promise or grant benefits to business partners in the private sector as a counter-service for the purpose of inducing a business decision that is favorable to One Albania or to perform a business activity. The granting of benefits to business partners is permitted in specific cases, and only if it is excluded that this granting is likely to influence business decisions or business activities that the benefit recipient performs on behalf of a business partner, aiming to favor One Albania by virtue of the occasion or the time at which the benefit is granted.

6) Irrespective of the permissibility of the law or One Albania Policies, benefits may not be promised, offered or granted to customers, business partners, and members of the public sector if the person granting the benefit knows that the recipient of the benefit is, or would, not be allowed to accept the benefit under any policies or regulations applicable to the recipient, based on the time, occasion or specific value of the benefit. In case of doubt – in particular when granting benefits to members of the public sector – the permissibility must be ascertained.

7) The acceptance of benefits by Employees of One Albania in private-sector business transactions with customers and business partners is permitted only if the possibility of the benefit influencing or being able to influence business decisions or other business activities that an Employee performs for One Albania can be ruled out, based on the specific value of a benefit or the occasion and time of its receipt.

Business decisions and business activities of One Albania Employees should be oriented exclusively toward the well-being and interests of One Albania. One Albania Employees may not demand, receive promises of or accept benefits from a business partner in exchange for making a business decision or performing a professional service in favor of a business partner.

8) Further provisions on the directives and prohibitions that apply to One Albania in connection with the acceptance and granting of benefits can be found in the relevant One Albania Policy on Accepting and Granting of Benefits.

4.5.2. Donations and sponsoring

1) Within the scope of the applicable laws and the corporate purpose of its Companies, One Albania may support by making donations education, science, art culture social affairs, sports and the environment as well as the operations of authorities whose purpose is, indicatively, to promote social security, wellbeing and welfare taking always into consideration the provisions of national legislation. Donations include cash payments, benefits, and services that are provided free of charge. No donations are made to private individuals, to personal accounts, and to individuals or organizations if they could prove harmful to the reputation of One Albania, regardless of whether such donations are lawful or not.

2) Also, One Albania may engage in sponsoring in areas related to One Albania business interests or due acceptance of social responsibility. One Albania uses sponsoring as one of its tools in corporate communications. In addition to providing support, sponsoring also involves pursuing One Albania own goals of advertising or publicity based on a contractual agreement. In contrast to donations, sponsoring means that a payment is made in exchange for a service. Sponsoring activities are permitted only if the sponsoring partner or event organizer provides reasonable and verifiable corporate communication and marketing services.

3) Decisions on the granting of donations or the conclusion of sponsoring agreements, including the subsequent benefits, which should be verifiable and rightful, shall be documented at every stage. Donations or sponsoring services made in secret are always forbidden. Improper motives, namely personal preferences, may not be pursued when granting donations and providing sponsoring services. Sponsoring services shall be granted exclusively as part of One Albania public relations activities or for marketing purposes. Regardless of the recipient or the recipient's organization, donations and sponsoring services may not be offered, promised or granted to influence the decisions of business partners or members of the public sector.

4) Further provisions for donations and sponsoring can be found in One Albania Donations Policy and Sponsorships Policy.

4.5.3. Benefits extended in the political sphere

1) One Albania is not permitted to make sponsorships and donations to political parties. The aforementioned also apply to the working groups, youth organizations, and associations etc. of political parties, but not to independent institutions not affiliated with any political party and which use sponsorships for their own social purposes.

2) Donations in cash and in kind to the members of Parliament and to official officeholders are inadmissible.

4.5.4. Consultants

1) To ensure the targeted use of business assets and to minimize the risk of corruption, bribery, and other conflicts of interest, special care must be taken in selecting and monitoring consultants, agents, and comparable external intermediaries who are involved in the business activities. All the relevant contracts should include provisions on the avoidance of corruption.

2) Consultants as defined for the purpose of this Policy are all natural persons and/or legal entities which provide One Albania with consulting services (except for legal services) for the implementation of those Companies' projects.

3) Also, One Albania prior to or after the conclusion of a consultancy contract, should take into consideration the guidelines / requirements described in Annex 1, which is attached herein.

4.5.5. Anti-competitive agreements

1) Employees of One Albania shall not enter into anti-competitive agreements or abuse of dominant market position.

2) Reasonable action must be taken against violations perpetrated by bidders or applicants, who shall be excluded from competition in the event of serious violations (such as the offer, promise or granting of benefits with the goal of exerting unfair influence or entering into restrictive agreements).

3) Further provisions regarding competition can be found in One Albania Anti-Trust Policy.

4.5.6. Ban on insider trading

In order to safeguard investor confidence in the functioning of the capital market, the exchange of insider-information is heavily regulated. Therefore, everyone who holds a

position with access to insider information is subject to special restrictions that prohibit them from trading (acquiring or disposing of financial instruments) and making recommendations or suggestions regarding investment transactions of One Albania shares. Additional restrictions prohibit them from unauthorized disclosure of insider information.

Further provisions are found in PL1.SERM.02, “Insider Trading Policy”.

4.6 Responsibilities and organizational duties

4.6.1. Responsibilities

- 1) The Management Team of One Albania shall be responsible for all measures concerning the prevention and identification of corruption, bribery and other conflicts of interests in their respective business areas as defined in this Policy.
- 2) One Albania must in particular observe and meet the general and special requirements with the due care of a diligent and conscientious businessman/executive are obligated to comply with all applicable, valid legal provisions in force without limitation, as well as to comply with the internal regulations that apply to them. The competent internal legal departments must be consulted in the case of uncertainties and doubt as to the applicability, validity and effectiveness of legal requirements.
- 3) The units of One Albania must in particular observe and meet the general and special requirements with the due care of a diligent and conscientious businessman/executive. These duties of care include the following organizational duties:

4.6.2. Organizational duties

The Board of Directors of One Albania will guarantee:

- ❖ Clear organizational structures;
- ❖ Clear responsibilities;
- ❖ Clear delineations and limitations on internal hierarchy;
- ❖ Avoidance of instruction dependencies in the event of (potentially) divergent interests and Compliance with appropriate principles of a proper delegation of tasks and obligations;
- ❖ Careful selection, briefing (training/information), and monitoring of task recipients and
- ❖ Obtaining and complying with legal advice from the responsible internal Legal Department regarding all legally relevant situations;
- ❖ Allocation of tasks according to substantive responsibilities and skills;
- ❖ Observance of the principle of cross-checking individual decisions by another company representative;
- ❖ Clear representation of the Company and signature rules;
- ❖ Monitoring through Auditing or external auditors;

- ❖ Regular, or whenever deems necessary, reporting on the cases of corruption and other conflicts of interest that occur in the One Albania

The CEO and CXO-s will observe the following basic principles when delegating tasks:

- ❖ Appropriate selection of the acting level of responsibility;
- ❖ Avoidance of transfer of duties and responsibilities too far down the hierarchy;
- ❖ Instructing task recipients in an unambiguous, clear and complete manner;
- ❖ Regular monitoring of specialized knowledge and the reliability of task recipients;
- ❖ Intervention in the event of misconduct by task recipients through ascertainment of the facts, investigation and taking measures for the future elimination of the sources of the problem.

4.7 Measures for avoiding corruption, bribery and other conflicts of interest

4.7.1. Basic principle

The following rules on Avoiding Corruption and Other Conflicts of Interest imply common methods of risk avoidance related to corruption, bribery and other conflicts of interest. Predominantly they focus to persons responsible for management or organization. Regarding special measures with effect to the Employees have to comply with the legal and internal rules, in particular with privacy law and the relevant Employee participation legislation.

4.7.2. Risk analysis

An important basis of an effective and efficient defense against corruption, bribery and other conflicts of interests is a systematical collection and analysis of the existing risks and investigated or on otherwise detected offences.

In order to identify risks related to Compliance, One Albania Compliance Officer will, with the assistance of different units (e.g. Procurement, Human Resources, Accounting), carry out an annual Compliance Risk Assessment (i.e., an investigation into the inherent risks per unit) and present which controls exist for the detection and prevention of corruption, bribery and other conflicts of interest in the relevant area or which measures are suitable and recommended for the reduction or removal of identified risks in the corporate structure and operations.

4.7.3. Prevention

4.7.3.1. Information

1) At the time they are hired or change jobs within the One Albania, Employees are to be made aware of the risks of corruption, bribery and other conflicts of interest as defined in this Policy and instructed on the action to be taken against such violations according

to legal rules. With regard to possible risks, Employees should also be made aware of these subsequently.

2) If involved in activities in organizational units with an increased risk of corruption, bribery and other conflicts of interest, Employees should be reminded of this and given more in-depth training for their specific work responsibilities at regular intervals.

3) The internal units responsible for education and training, as well as staff development, will include the topic of “risk management” in their programs. In the first instance, the need to train Managers and Staff in organizational units at particular risk, resulting from the Compliance Risk Assessment process, should be taken into consideration.

4.7.3.2. Selection and deployment of the Personnel

a) The reliability and personal integrity of Employees is an important factor in the reduction of risks due to corruption, bribery and other conflicts of interest in all areas of the One Albania. The processes for filling positions should therefore be designed to enable a reliable assessment of the skills and personal suitability of the job applicant. The Management is responsible for the administration of human resources and the control for checking the continuity and the development of the skills and the suitability of the personnel, which is assessed at regular intervals or when it is deemed as appropriate. The rules that apply to the participation right of the Employee (among others, participation to HR development programs, hearing before committees or councils of One Albania which are responsible for the job change or the employment transfer etc.) remain unaffected.

b) In areas in which, according to the results of the completed Risk Assessment, the personal and functional unreliability and the duration over time of the Employee's performance of the same tasks represent the increased risk factors, when filling positions careful attention should be paid to the suitability of applicants, based on specific professional criteria. In these areas, in compliance with the effective legal rules and taking into consideration the personal interest of the Employees, a periodic job change should also be considered as a possible tool for reducing the risks of corruption, bribery or other conflicts of interest. The participation rights of the Employees' representatives before committees or councils of One Albania which are responsible for the job change or the employment transfer etc., should be taken into consideration and the relevant provisions of the national legislation are applicable.

4.7.3.3. Control mechanisms

- 1) Business decisions must be transparent in every phase, including the preparation for decisions. Every transaction-related negotiation and information should always be carefully documented in writing. Transactions should always be accompanied by document, which are described in the relevant process, and properly filed.
- 2) During the planning of the relevant processes, suitable measures for the transaction control should be incorporated. These measures should serve the protection of the Employees and it should be clear that these measures are being taken in order to avoid any offense. Particularly intensive control measures are required in areas in which there is an increased risk of corruption, bribery and other conflicts of interest according to the results of the Risk Assessment. The implementation of the control mechanisms should be documented in such way that it can be verified.
- 3) Control mechanisms (for example, the 4-eyes principle) will be taken under consideration during the selection and assignment of duties, so that risks are mitigated.

4.7.3.4. Ascertainment of the facts/rules of procedure

- 1) If there is concrete reason to suspect acts of corruption, bribery or other conflicts of interest as defined in this Policy, the circumstances shall be investigated regardless of the suspect's reputation and his position within One Albania. In so doing, the circumstances both incriminating and exonerating the suspect must be determined.
- 2) In case there is a suspicion of corruption, bribery and other conflicts of interest, the Management, after a relevant notification, is obligated to immediately inform accordingly One Albania Compliance Officer, which in turn will involve the organizational units responsible for investigating / ascertaining the facts.

4.7.4. Quality Management

Internal or external Auditors check the quality of processes relating to compliance with this Policy at regular intervals or upon request, or upon request, in compliance with the effective legal rules and the regulations of the One Albania. In this connection the aforementioned Auditors may have access to the results of the Compliance Risk-Assessment-process.

4.7.5. "Tell me!" process

The One Albania Code of Ethical Conduct and the Whistleblowing Policy describe the procedure followed when reports or indications of violations of this Policy may be submitted.

4.8 Special provisions for senior executives, Board of Directors & Supervisory Council members and consultants

Senior Executives, Board of Directors & Supervisory Council members who are not in a direct employment relationship with ONE Albania as legal entity shall declare a conflict of interest upon appointment in accordance with Annex 4 to this Policy.

The procedure is the same as for employees.

4.9 Special provisions for student employment contracts, temporary agency work or internships

In the case of a student employment contract, temporary agency work or internship, the conflict-of-interest grounds detailed in this Policy shall be assessed in relation to One Albania. Where a conflict of interest arises in respect of a relevant member, the Conflict-of-Interest Declaration as set out in Annex 3 shall be forwarded to the HR Group. The HR Group will send the declarations electronically to the Compliance Officer within 5 days.

The process is the same as for employees.

4.10 Final and mixed provisions

In the event that an employee's employment contract contains provisions that conflict with any of the rules contained in this Policy, the provisions of the employment contract shall prevail.

An employee who already has a declaration of conflict of interest at the time of the entry into force of this Policy, but who needs to supplement his/her declaration in the light of this Policy, shall do so within 15 (fifteen) days.

5. ENTRY INTO FORCE

This policy enters into force for One Albania by the decision of its Board of Directors.

6. PROCESS STEPS AND INTERNAL CONTROL RELATED TO THIS POLICY

Process Step	Internal Control Description	Responsible	Success Factor/ deadline/ measurement
Declaration of conflict of interest at the time of employment, at the start of employment	New employees shall declare a conflict of interest within 15 days of the start of employment on paper by completing the declaration of conflict of interest form in Annex 2 to this Policy.	R: New employee A: HR Group C: Legal, Regulatory & Compliance Group	15 days from start of employment.
Declaration of conflict of interest in the event of a change of job title	If the employee's job title or position changes and he/she is employed in a job title or position with a corruption risk classification higher than the lowest, the employee shall make a declaration of conflict of interest in paper form and submit it to HR.	R: The employee concerned A: HR Group C: Legal, Regulatory & Compliance Group	Submit declaration upon position change date
Declaration of a conflict of interest during the employment relationship	If a conflict of interest as defined in this Policy has arisen, or if there has been a change from a previous declaration of conflict of interest, or if a situation has arisen which may result in a conflict of interest, the employee concerned shall declare a conflict of interest within 15 days of becoming aware of it.	R: The employee concerned A: HR Group C: Legal, Regulatory & Compliance Group	Submit declaration within 15 days of acknowledgment

Prior declaration of conflict of interest	If an employee intends to enter into any legal relationship that may result in a conflict of interest as referred to in this Policy, the employee concerned shall notify the HR Group in advance by making a declaration of conflict of interest.	R: The employee concerned A: HR Group C: Legal, Regulatory & Compliance Group	Submit declaration within 15 days of acknowledgment
Conflict of interest declarations to Compliance	Only relevant Conflict of interest declarations submitted will be forwarded to Compliance & Corporate Governance Department.	R: HR Group I: Legal, Regulatory & Compliance Group	Forwarding of relevant declarations of conflict of interest to Legal, Regulatory & Compliance Group within the deadlines
Conflict of interest assessment	Compliance & Corporate Governance Department shall, within 30 days of receipt of the declaration of conflict of interest, take a position on the existence of a conflict of interest and, if necessary, propose the necessary measures to eliminate the conflict of interest. In the event of a personal or organisational conflict of interest, it will, if necessary, initiate a preliminary consultation with the HR Group. In the case of a paper-based declaration, Compliance Officer sends its opinion to HR Group, which forwards it to the relevant manager exercising the employer's authority and to the line manager in charge of the professional direction.	R: Legal, Regulatory & Compliance Group C: HR Group I: Head of the relevant employer in charge of professional management	Within 30 days

Termination of conflict of interest	If the Compliance Officer determines a conflict of interest, the competent manager exercising the employer's authority shall take the necessary measures to eliminate or prevent the conflict of interest within thirty (30) days of the date of sending the Compliance Officer proposal to the employee. The 30 (thirty) day period may be extended by a further 30 (thirty) days with the prior written approval of the Compliance Officer.	R: The employee concerned C: Legal, Regulatory & Compliance Group A: The relevant manager exercising the employer's authority	Successful resolution of the conflict of interest within 30 days
Conflict of interest approval	Where a management, control, supervisory or supervisory relationship is established between an employee and their relatives, the CHRO of the company concerned (or his/her delegate) may, at the initiative of the employer or the employee, grant a waiver of the prohibition. (review according to comment in relevant section)	D: HR Group R: Employer/Employee	Timely declaration of conflict of interest within 15 days

7. DEFINITIONS/ABBREVIATIONS

Word / Phrase / Abbreviation	Definition
Senior Management	The term “Senior Management” refers to those who hold an executive position (Supervisory and Board of Directors members, CEO, CxO)
Personnel	The term “Personnel” refers to the rest personnel

Word / Phrase / Abbreviation	Definition
Employer	A person or company that provides a job paying wages or a salary to one or more people
Person applying for a job	Applicants for the vacancy advertised by the Employer or the recruitment agency appointed by the Employer .
Compliance	The function that ensures the compliance operation of ONE Albania.
Lineal ascendants	A lineal ascendants is a relationship between people who are descended from one another.
Interest	A personal, business, or financial situation which, in fact or on the basis of reasonable considerations, may be expected to influence decisions or actions to be taken.
Disadvantage	Damage to the legal, financial or other interests of a party (e.g. damage to reputation or competitive disadvantage).
Damage	Damage to the employer's legal position, financial or business interests or reputation.
Relative	Spouse, lineal ascendants, adopted child, step-child, foster child, adoptive parent, step-parent, foster parent, sibling, common-law partner, spouse of a lineal ascendant, spouse's lineal ascendant and sibling, and spouse of a sibling
Close relative	The spouse, the direct relative, the adopted, step, and foster child, the adoptive, step, and foster parent and the brother or sister.
Intern	A full-time pupil or student member of a school cooperative with ONE Albania.
Employment relationship	Employment relationship, membership of a cooperative with an employment obligation, a contract of engagement and a contract of commission, a relationship for the purpose of performing the duties of a senior executive or supervisory board member of a company and a self-employed person.
Conflict of interest	A scenario where the personal relationships, interests, or financial commitments of a senior executive, employee, or other involved party conflict with the interests of One Albania.
Potential Business Partner	An entity from which ONE Albania has solicited a proposal or entered into business negotiations for the purpose of entering into a contract.
Relevant third party	A person or entity that may influence or be influenced by a decision or activity (e.g. a significant customer, supplier, auditor, consultant or other service provider)

Word / Phrase / Abbreviation	Definition
Business partner	An external party with whom the organisation has some kind of business relationship or with whom the organisation plans to establish a business relationship in the future. The definition of business partner includes, but is not limited to, clients, customers, joint ventures, joint venture partners, consortium partners, outsourcing service providers, contractors, consultants, subcontractors, suppliers, vendors, consultants, agents, distributors, representatives, intermediaries and investors.
Personal file	The set of documents generated in the context of the employee's employment relationship and managed by the HR Group.
Competitor	An enterprise that carries out the same economic activity as the main activity of the member companies of One Albania.

8. RELATED DOCUMENTS

Annex number	Title of Annex
Annex No 1	Implementation Annex
Annex No 2	Employee declaration of conflict of interest
Annex No 3	Declaration of conflict of interest for interns
Annex No 4	Declaration of conflict of interest

ANNEX 1

The following anti-corruption clause is embedded as a Special Provision in all contracts with suppliers and contractors, as well as in the announcements for tender offers. Following One Albania Chief Compliance Officer's consent, the aforementioned clause may be amended provided that this is requested from the counterparty, taking into account the circumstances of each case, such as, but not limited to, among others, the existence (or non-existence) of a compliance management system in the operation of the counterparty, the trading of securities –if any- on a regulated market on behalf of the counterparty, etc.

- a) "The supplier / contractor represents, undertakes and guarantees that both the same as well as its personnel of any kind, its executives/associates/subcontractors and assistants (hereinafter collectively referred to as "personnel") are aware and are fully compliant with the anti-bribery and anti-corruption legislation as in force each time , and have not been convicted of any offence under the aforementioned legislation.
- b) the supplier/contractor undertakes that it will not engage either directly or indirectly in any action which could result in a breach of the above legislation and is obliged to notify One Albania immediately after it is made aware of such breaches either by the same or by its personnel.
- c) Furthermore, the supplier/contractor represents, undertakes and guarantees that no conflict-of-interest situation affecting in any manner the entering into this agreement has occurred either to the same or to its personnel.
- d) In case that One Albania is made aware in any manner whatsoever of a breach of the above, One Albania is entitled to immediately suspend the execution hereof by notifying in writing the contractor/supplier, or to immediately terminate this agreement on supplier's/contractor's default, the latter being obliged to restitute any damage suffered by One Albania or to cover any fine or penalty of any nature whatsoever that may be imposed on One Albania. In this case, apart from the above damages, the good performance letter of guarantee deposited by the contractor/supplier is forfeited as a penalty in favor of One Albania at the amount applicable at the time of the contract termination.
- e) In case that the supplier/contractor does not possess relevant internal policies or has not bound in writing its personnel in relation to the above, it is obliged to do so by a written clause to this end immediately after the signing hereof.

Guidelines for consulting services

Especially for consulting services, the One Albania, during the conclusion of a contract with Consultants, as those are defined in the current Policy, should take into consideration the following guidelines/requirements:

1.Scope of the contracts

The services to be provided by the Consultant and the terms of its compensation shall be defined in detail as possible.

2.Performance of contractual obligations according to the applicable Law

The consultant (or the parties) shall declare that the performance of the contractual obligations is in compliance with the applicable law.

3.Clause of non-adjustment of compensation for extraordinary reasons and clause regarding other expenses

The following clause shall be included in the contracts concluded by One Albania companies with the consultants:” The contracting parties mutually agree and accept that the payment mentioned herein shall remain fixed and unchanged throughout the execution of the contract and any future adjustment, review as well as amendment in general for any cause and reason even for extraordinary reasons shall be prohibited”.

Additionally, the following instructions should be applied during the conclusion/ amendment of the contracts for consulting services:

- a) In case of a change in the situation, which the parties have taken into consideration during the conclusion of the contract, the total compensation of the consultant may be modified after a resolution of the competent corporate bodies and the approval in writing of the Compliance Officer of the One Albania. This paragraph will not be included in the contracts with consultants.
- b) The total compensation of the Consultant includes employees’ salaries, travel expenses, accommodation and nutrition throughout the execution of the agreement, insurance premiums, any taxes, contributions and fees as well as any other kind of expenditure or benefit required for the proper execution and completion of the project assigned to the Consultant. In case no other expenses are included in the total compensation of the Consultant, a maximum budgeted amount should be provided in the contract, which should be accrued from the legally supporting documentation and

any deviation shall be adequately justified within the framework of the proper completion of the project.

4.Deliverables – Terms of Payment

The contract shall include a clause regarding the certification of the qualitative and quantitative receipt of the contract deliverable/deliverables by the requesting General Directorate/Division of the One Albania.

The Consultant's compensation may be paid partially per deliverable and the contract shall include a provision according to which the invoices should be issued after the date of the receipt of each deliverable.

Cash payments as well as deposits into accounts held in tax-haven countries, as defined in the international regulations, or into accounts belonging to third parties, that are not contracting parties, are inadmissible.

5.Sub-contracting clause

The assignment/ concession to third parties of the execution of contractual obligations shall depend upon the prior written consent of the Company.