



## **Ethics & Compliance Program**

Approved by the Board of Directors on December 20, 2016

December 2016

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## 1. Purpose of the Ethics & Compliance Program

ELLAKTOR Group (“the Group”) which means ELLAKTOR S.A. (“ELLAKTOR”) and its subsidiaries, has adopted an Ethics & Compliance Program (the “Program”), which, along with the underlying policies, procedures and Code of Conduct has been designed to prevent, detect and deal with Ethics and Compliance issues.

The Group conducts its business honourably, ethically, with integrity, and in compliance with applicable laws, regulations and standards, the Group’s policies and directives, and its Code of Conduct. The Code of Conduct contains principles that govern day-to-day business activities and relationships and are considered to be an integral part of serving and sustaining Stakeholder relationships.

The Group has developed a “Compliance Function” (“the Function”), which is a critical component of the internal control system in the safeguarding of the Group against Ethics and Compliance risks, acting as an oversight mechanism that reports to the Board of Directors of ELLAKTOR on Ethics and Compliance-related matters.

The Program’s objective, is to support the implementation of the Code of Conduct and related policies within the Group and among its business partners, thereby enhancing existing Ethics and Compliance practices.

The Program emphasises, among others, the following:

- ▲ the importance of the Group’s compliance culture and the dedication of Management and Directors (Board Members) in setting the ethical tone, thereby ensuring integrity,
- ▲ the organisation of compliance-related activities,
- ▲ a solid foundation of concrete compliance standards and policies,
- ▲ the systematic management of Ethics and Compliance risks,
- ▲ the particular attention to due diligence practices and contract management in order to ensure that the principles of the Program can be applied to the Group’s business partners,
- ▲ ongoing Ethics and compliance-related communication and training encouraging the Group’s personnel to seek guidance and report unethical behaviour and non-compliance,
- ▲ the commitment of the Compliance Function under the guidance of the Compliance Committee, in investigating and reviewing all instances of non-compliance and unethical behaviour, and recommending appropriate remedial actions,
- ▲ the monitoring and review of the Program by the Compliance Function on an ongoing basis and the regular reporting to Management and the Board of Directors on the Program’s effectiveness.

The roles and responsibilities of all parties involved and the structures in place for implementing and overseeing the Program are described in the “Compliance Organisation” section below.

## 2. Scope

The Program is applicable to all Directors, Executives, Managers and other employees of the Group (“personnel”) and is primarily administered by ELLAKTOR’s Group Head of Compliance (“Group Head of Compliance”). The Program is approved by the Board of Directors and is reviewed, at least, on an annual basis. The Group also encourages its subcontractors, suppliers, agents, consultants and other business partners to adhere to the principles of the Program.

## 3. Company Culture, Governance and Leadership

ELLAKTOR has defined a Code of Conduct approved by the Board of Directors (“BoD”). The Code of Conduct contains fundamental principles, rules and core values that should underlie all corporate actions.

The successful implementation of the Code of Conduct and of the Program requires dedication from all staff, Managers and Directors of the Group and its Subsidiaries in acting with integrity at all times. The Group’s Management and Directors are committed to leading by example and upholding the highest level of ethical behaviour and compliance with all applicable – at a local level and in the countries where ELLAKTOR Group operate – laws, regulations and standards, and with the Group’s internal policies, procedures and directives.

Management encourages a corporate culture in which all stakeholders, whether internal (e.g. employees-staff) or external (e.g. subcontractors, suppliers, agents, other business partners), feel comfortable addressing issues that may conflict with the Code of Conduct and the Program to the appropriate channel. In addition to being clearly stated in the Code of Conduct, this commitment to integrity and sound business practices is communicated annually, both in the Group’s annual report filings and through relevant corporate communication channels. The commitment of Management and Directors is reflected to varying degrees in the following:

- ▲ Mission and values statements,
- ▲ Code of Conduct,
- ▲ Policies and practices,
- ▲ Operating principles,
- ▲ Directives, guidelines, and other supporting communications,
- ▲ Actions and decisions of the Board of Directors,
- ▲ Actions and decisions of Management at various levels,
- ▲ Attitudes and responses to deviations from expected standards of conduct,
- ▲ Informal and routine actions and communication of leaders at all levels.

The Group’s Management ensures that the ethical tone is consistently disseminated across the entire Group. To this end, Management supports the structures that are in place to

prevent violations of the Ethics and Compliance guidelines, to detect them in a timely manner, and swiftly resolve them and mitigate or eliminate any areas of identified weaknesses.

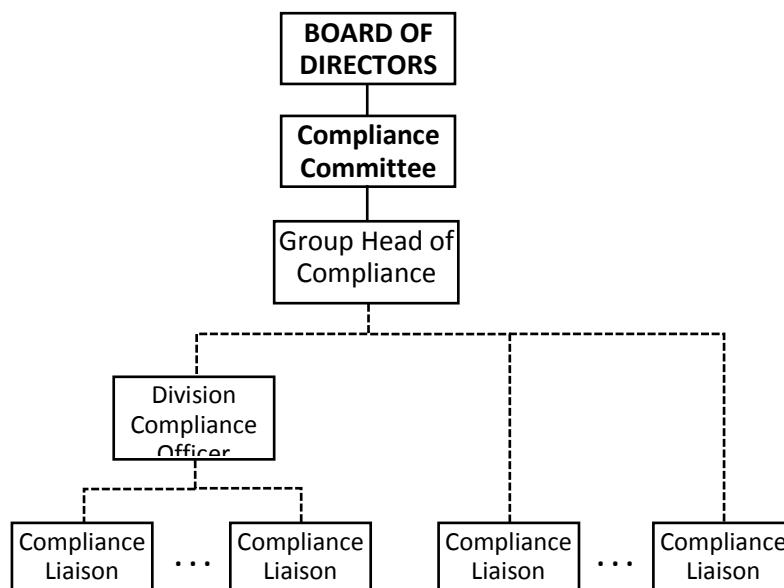
#### 4. Compliance Organisation

The organisation of the Compliance Function within the Group is critical to ensuring that the Program has the appropriate elements in place to consistently reach its objectives.

The Group Head of Compliance, is appointed by a resolution of the Board of Directors of ELLAKTOR. Each regional and/or division compliance officer of ELLAKTOR's subsidiaries ("Compliance Officer and/or Compliance Liaison"), is appointed by a resolution of the Board of Directors of each company. The Group Head of Compliance is responsible for the planning, organisation, implementation and monitoring of the effectiveness of the Program. The Compliance Function and the Group Head of Compliance receive their mandate and guiding principles from the Compliance Charter (Appendix 1), as approved by ELLAKTOR's Board of Directors.

The Group Head of Compliance and each Compliance Officer, operating independently from the Business Units, are supervised by the Compliance Committee. All Compliance Officers report to the Group Head of Compliance who reports directly to the Chairman of the Compliance Committee, who is the Chairman of ELLAKTOR's BoD, as well as to the Compliance Committee about the status and further development of the Compliance Function, compliance cases and results of the compliance risk analysis, as well as any other issue relating to Ethics and Compliance. The Group Head of Compliance has the authority to access all relevant information and unrestricted communication channels within the ELLAKTOR Group in order to execute his/her mandate. The Group Head of Compliance relies on a network of appointed Compliance Liaisons across the Group's Subsidiaries and operating locations who have the duty to report all identified or perceived issues on a quarterly basis, at a minimum.

Organizational chart of the Compliance Function within the ELLAKTOR Group



A template (Appendix 2) is made available to the Compliance Liaisons in order to facilitate the standardization of compliance reporting and monitoring across the entire Group.

The Program's successful implementation is supported by an annual budget that enables the effective execution of the Group Head of Compliance's roles and responsibilities. Said budget provides for the training of personnel on Ethics and Compliance issues, the Group Head of Compliance's participation in relevant workshops and seminars and other support to the Compliance Function, as needed. The annual budget is proposed by the Group Head of Compliance and is approved in accordance with the needs of the Program by the Compliance Committee.

## **5. Roles and Responsibilities**

This section defines the specific responsibilities of the various bodies and individuals within the Group for the Program's administration.

### **5.1. Board of Directors**

. The BoD must act as an ethical role model to Management and personnel. Moreover, the BoD must ensure that there are no cases of conflict of interest and examine any case of non-compliance with the Group's principles, policies, laws, standards and the applicable legal/regulatory framework.

The ELLAKTOR BoD has the overall oversight responsibility for the implementation of the Program. Within this framework the ELLAKTOR BoD should:

- ▲ Demonstrate a strong commitment to the Program and set the proper tone at the top to promote a corporate culture of Ethics and Compliance,
- ▲ Hold Management accountable for Ethics and integrity,
- ▲ Appoint and empower an employee that is best fit to assume the critical role of Group Head of Compliance,
- ▲ Review periodic updates from the Group Head of Compliance and/or the Compliance Committee, including reports regarding the Program status and improvement plans, and assess the adequacy of information provided in such updates.
- ▲ Consider and adopt appropriate recommendations for changes of policies and practices dealing with Ethics and Compliance matters,
- ▲ Review and approve the Annual Group Compliance Plan
- ▲ Approve the Compliance Charter,
- ▲ Abide by the Code of Conduct.

The BoD's Secretary ensures that the follow-up of the implementation of any remediation action plans is regularly included as an agenda item.

## 5.2. Compliance Committee

The Compliance Committee consists of 3 members, appointed by virtue of ELLAKTOR's BoD resolution. The Chairman of the Compliance Committee is the Chairman of ELLAKTOR's BoD. The Compliance Committee decides upon its internal regulation, within the context of Group's objectives regarding the Ethics & Compliance Program.

The Compliance Committee provides advice and support to the Group Head of Compliance in fulfilling his/her mandate. It is responsible for supervising the implementation of the Code of Conduct and the Program within the Group.

Specifically, the Compliance Committee is entrusted with the following responsibilities:

- ▲ Allocates appropriate time, resources and budget to the Compliance Function and the Program,
- ▲ Reviews the status and further development of the Compliance System, including compliance cases, based on periodic updates and reports from the Group Head of Compliance,
- ▲ Reviews the Annual Group Compliance Plan to be submitted to the ELLAKTOR BoD for approval,
- ▲ Reviews recommendations from the Group Head of Compliance regarding appropriate, disciplinary and corrective actions,
- ▲ Reviews the Ethics and Compliance risks inherent in the Group's activities as reported by the Group Head of Compliance.
- ▲ Proposes, monitors and ensures the implementation of any corrective measures,
- ▲ Assesses the effectiveness of all levels of the Management hierarchy, in respect of its compliance with the established ethical policy and procedures of the Group,
- ▲ Examines the Group Head of Compliance reports and Internal Audit Department findings and assesses their completeness and adequacy,

## 5.3. Group Head of Compliance

The Group Head of Compliance is a corporate official, in charge of overseeing and managing Compliance issues and ethical behaviour within the Group. The Group Head of Compliance reports directly to the Chairman of ELLAKTOR's BoD and to the Compliance Committee and has the following Ethics and Compliance-related responsibilities:

**Monitors, on an ongoing basis, the Legal/Regulatory Framework and ensures ongoing relevance of the Group's policies and procedures:**

- ▲ Analyses the impact of any developments and recommends necessary action plans to ensure Compliance,

**Advises and reports on Ethics and Compliance related matters:**

- ▲ Advises the BoD, Compliance Committee and personnel on Ethics and Compliance matters, and ensures that they are informed regarding any Ethics and Compliance-related developments,

- ▲ Properly reports and responds to alleged Ethics or Compliance violations by evaluating or recommending the initiation of appropriate investigative procedures,
- ▲ Prepares and submits compliance-related reports as required by any business partners, regulators or government bodies, based on information originated by the corresponding Manager,
- ▲ Submits reports to the BoD on a regular as well as on a requested basis,

**Administers Ethics & Compliance related policies, procedures and other documentation**

- ▲ Recommends the adoption and implementation of policies and procedures relating to Compliance issues and/or amendments of existing policies and procedures (including the Code of Conduct) in line with developments in the external Legal/Regulatory Framework and/or in view of internal deficiencies,
- ▲ Periodically reviews and updates, in collaboration with other Divisions/Departments, when required, the Code of Conduct and the Program to ensure ongoing relevance in providing guidance to Management and other personnel,
- ▲ Participates in integrating Ethics and Compliance into the overall mission, business plan, and operations of the Group,
- ▲ Prepare the annual budget needed for the proper implementation of the Program and discusses it with the Compliance Committee.

**Monitors compliance across the Group and provides reasonable assurance to the CEO and Chairman.**

- ▲ Develops the Annual Compliance Plan in line with the Group's strategy and annual business targets,
- ▲ Submits the Compliance Plan to the Compliance Committee for review and to the Board of Directors for approval,
- ▲ Co-operates with the relevant Managers regarding third party due diligence and outsourcing procedures, as required,
- ▲ Reviews the third party due diligence assessments for "increased risk" business partners,
- ▲ Cooperates with the Internal Audit Department, in the monitoring and assessment of (a) the adequacy and effectiveness of the Compliance Framework (policies, procedures, control environment) and (b) Ethics and Compliance risks,
- ▲ Identifies existing and potential Ethics and Compliance issues and areas of Compliance vulnerability and risk and recommends appropriate corrective action plans for resolution,
- ▲ Monitors the implementation of any approved corrective actions in relation to Ethics and Compliance issues,
- ▲ Ensures that an annual Ethics Survey is conducted; compiles and communicates its results to the Compliance Committee,



- ▲ Takes appropriate steps to improve the Program's effectiveness ensuring that Compliance issues/concerns within the Group are being appropriately identified, evaluated, investigated and resolved.

#### **Raises awareness and provides training of Ethics and Compliance matters**

- ▲ Coordinates with the necessary Subsidiaries and/or Divisions of the Group to ensure all personnel are adequately trained on Ethics and Compliance matters, and participates in the development and implementation of training programs,
- ▲ Communicates directly, or through Management, Ethics and Compliance messages (e.g. emails, person-to-person meetings),

#### **Other Ethics and Compliance-related responsibilities**

- ▲ Attends appropriate training,
- ▲ Abides by the Code of Conduct.

#### **5.4. Division Compliance Officer**

The Division Compliance Officer is a corporate official, appointed by the BoD of the company leading the specific division and in charge of overseeing and managing Compliance issues and ethical behaviour within the Division's Group (including its subsidiaries and Joint Ventures), locally and abroad. The Division Compliance Officer reports to the BoD of the company leading the specific division and the Group Head of Compliance and has the following Ethics and Compliance-related responsibilities:

- ▲ Provides the Group Head of Compliance with any support necessary to execute his/her mandate and reports to him/her all alleged Ethics or Compliance violations,
- ▲ Oversees the implementation of the Program throughout the Division's Group (including its subsidiaries and Joint Ventures),
- ▲ Coordinates and advises all Division's Compliance Liaisons on Ethics and Compliance matters,
- ▲ Undertakes periodic visits and engages in discussions with key personnel regarding Ethics and Compliance issues,
- ▲ Receives and reviews reports of potential or actual Ethics or Compliance violations from the Division's Compliance Liaisons,
- ▲ Properly reports to the Group Head of Compliance and responds to alleged Ethics or Compliance violations by evaluating or recommending the initiation of appropriate investigative procedures,
- ▲ Attends appropriate training,
- ▲ Abides by the Code of Conduct.

#### **5.5. Management**

Management, including the CEO who is accountable to the Board of Directors, has the primary obligation to set the tone at the top. Management has the responsibility to shape values, Ethics and effective controls, for compliance with principles, policies and regulations.

Management has, indicatively, the following Ethics and Compliance-related responsibilities:

- ▲ Demonstrates a strong commitment to the Program and lead by example,
- ▲ Ensures that business is conducted in accordance with the Code of Conduct, applicable laws, regulations and standards affecting individual responsibilities,
- ▲ Where relevant, oversees third party due diligence for contracting business partners and encourages business partners to comply with ELLAKTOR's Code of Conduct,
- ▲ Provides counsel to staff on Ethics and Compliance-related matters,
- ▲ Supports the Program by including Ethical conduct and Compliance as part of the goal setting and individual performance targets,
- ▲ Reports to the Group Head of Compliance actual or potential Ethics violations or other instances of non-compliance through established mechanisms,
- ▲ Attends appropriate training,
- ▲ Abides by the Code of Conduct.

## 5.6. Compliance Liaisons

Compliance Liaisons may be appointed across the Group's Subsidiaries and operating locations, as appropriate. The Compliance Liaisons have a dotted line relationship either to each Division Compliance Officer, or in case such officer does not exist, directly to the Group Head of Compliance. The Compliance Liaisons assist in monitoring and reporting on Ethical and Compliance issues. They have, indicatively, the following Ethics and Compliance-related responsibilities:

- ▲ Assist the Division Compliance Officer or the Group Head of Compliance or the Division Compliance Officer, in monitoring and reporting on Ethics and Compliance issues,
- ▲ Lead by example and encourage all staff to conduct business in an ethical manner and in compliance with the external and internal rules and regulations,
- ▲ Perform periodic visits and engage in discussions with key entity personnel with respect to Ethics and Compliance issues,
- ▲ Identify any potential or actual Ethics or Compliance violations in their respective areas and report them, at least, on a quarterly or ad-hoc basis to the Group Head of Compliance or to the Division Compliance Officer, as appropriate, using the standardised reporting form provided,
- ▲ Attend appropriate training,
- ▲ Abide by the Code of Conduct.

## 5.7. Other staff

Ethical behaviour and Compliance with the Group's principles, policies and applicable laws and regulations, is a responsibility of all staff. Front line staff have the following Ethics and Compliance-related responsibilities:

- ▲ Comply with applicable laws, standards and regulations affecting individual responsibilities,
- ▲ Comply with all policies, procedures and directives, including, but not limited to, those governing appropriate behaviour,
- ▲ Produce, share information and take appropriate action to effect Ethical behaviour and Compliance,
- ▲ Support efforts to identify and report actual or potential Ethics violations or other instances of non-compliance through established mechanisms,
- ▲ Ask questions and seek guidance from supervisors or other available resources, if uncertain as to the proper course of action,
- ▲ Participate in Ethics and Compliance training programs,
- ▲ Know, understand and abide by the Code of Conduct.

### **5.8. Legal Department**

The Legal Department provides on the request Group Head of Compliance with the necessary advisory support that he/she requires in order to execute the Compliance Function's mandate.

### **5.9. Internal Audit Department**

In its role as a control function, the Internal Audit Department has the following Ethics and Compliance-related responsibilities:

- ▲ Participates in the investigation of serious Ethics and Compliance violations, in cooperation with the Compliance Officer,
- ▲ Conducts appropriate audits on the efficiency and effectiveness of the Compliance Policy,
- ▲ Incorporates in the Annual Internal Audit Plan the conduct of appropriate audit procedures with the objective to identify potential corruption/bribery issues,
- ▲ Conducts detailed audits on high risk areas identified by the Compliance Function,
- ▲ Makes recommendations for improvement,
- ▲ Attends appropriate training,
- ▲ Abides by the Code of Conduct.

## **6. Standards and Policies**

Standards and policies reflect Management's statements of what should be done to effect control in order to achieve objectives and procedures.

ELLAKTOR has adopted relevant policies (approved by the Board of Directors), and related procedures that safeguard Compliance and Ethical behaviour. These include, but are not limited to:

- ▲ Code of Conduct,
- ▲ Ethics & Compliance Program Framework,
- ▲ Compliance Charter (Appendix 1),
- ▲ Compliance Risk Assessment Methodology (Appendix 3).

The Code of Conduct will be included in ELLAKTOR's Group Internal Labour Regulation. In addition, the Group's personnel acknowledge and agree to abide by the aforementioned Code of Conduct either through a signed declaration, via email or otherwise, as provided by law.

## 7. Risk Assessment

Risk is defined as the likelihood that an event will occur and adversely affect the achievement of objectives. Risk assessment involves a dynamic and iterative process for identifying and assessing risks to the achievement of objectives. Risk identification must be comprehensive. It should consider all significant interactions internal to the Group and between the Group and its relevant business partners and outsourced service providers, as well as risks emanating from external factors such as new or amended laws and regulations, environmental issues, or potential natural events.

### 7.1. Ethics and Compliance Risks

Through the Program, the Code of Conduct and other related policies and procedures, the Group seeks to effectively manage Ethics and Compliance risks, which are defined as follows:

**Ethics risk:** negative consequences resulting from unethical actions committed by the Group, its personnel or its representatives.

**Compliance risks:** the risk of legal or regulatory sanctions resulting in financial loss, or reputational damage as a result of the Group's failure to comply with laws, regulations, rules, standards, related self-regulatory policies, procedures, directives, and/or its Code of Conduct.

, ELLAKTOR has adopted a thorough methodology for the identification and assessment of such risks (Appendix 3).

The key steps in this methodology are:

- ▲ Risk identification and classification,
- ▲ Assessment of inherent risk,
- ▲ Assessment of control efficiency,
- ▲ Residual risk assessment and risk response,
- ▲ Risk reporting.

All identified and reported Ethics and Compliance risk incidents are recorded in the Ethics and Compliance Risk Incident Register (Appendix 4). The Register captures information such as reporting date, detection date, channel of identification, risk categorization, inherent and residual risk assessment, risk mitigating measures/controls, monitoring and follow-up.

The assessment of Ethics and Compliance risks, as well as the maintenance of the Ethics and Compliance Risk Incident Register, fall under the responsibilities of the Compliance Function, which may cooperate with the Internal Audit Department for synergies.

## **8. Training and Communication**

### **8.1. Communication**

Communication, along with training, ensures that all employees of the Group are aware of and understand their Ethics and Compliance-related responsibilities and the importance of complying with all applicable laws, regulations and standards, and internal policies, procedures and directives.

The Group Head of Compliance oversees that all employees, Managers and Directors receive the appropriate communication of relevant material and timely notification of any training courses that must be attended.

ELLAKTOR strives to maintain ongoing communication throughout the Group on Ethics and Compliance-related issues, thereby ensuring that any developments or material changes to the Program are promptly communicated. The applicable Code of Conduct and all policies relevant to the Program are communicated to all personnel through the appropriate communication channels. Key channels include:

- ▲ The corporate website where the Code of Conduct is posted,
- ▲ The intranet site where the Ethics & Compliance Program Framework along with relevant policies are posted,
- ▲ Email communication on an annual basis from the Group's CEO reiterating the importance of the Ethics & Compliance Program,
- ▲ Corporate events with speech from the Group Head of Compliance about Ethics and Compliance,
- ▲ Induction packages for new hires that include the Code of Conduct, the Ethics & Compliance Program Framework and other relevant policies and procedures,
- ▲ Annual Ethics Survey Results.

### **8.2. Training**

Appropriate training on Ethical principles and Compliance with laws, regulations and standards, and with the Group's internal policies, procedures and directives facilitates each person's understanding of Ethics and Compliance-related responsibilities. Training informs employees about the importance of complying with the aforementioned, encourages appropriate behaviour, sets expectations and demonstrates the Group's commitment to Ethics and Compliance.

The goal of the training process is to provide awareness and ongoing education to all levels of personnel about Ethics and Compliance matters and their respective responsibilities that support the Program.

The Ethics and Compliance training Program covers all current legal, Ethical and Compliance principles, highlighting real-world Ethics and Compliance issues that employees should learn to recognize and deal with appropriately.

The Group Head of Compliance coordinates with each Division Compliance Officer, Compliance Liaisons and Human Resources Divisions, to develop a learning curriculum and a communications plan that supplement the overall Program. More specifically they aim to:

- ▲ Introduce all personnel to the Program,
- ▲ Conduct a continuous risk focused Compliance and Ethical standards training,
- ▲ Develop training plans,
- ▲ Update and maintain training content, which is anchored in regulatory requirements and guidance on realistic scenarios with real-world ethical dilemmas,
- ▲ Communicate Compliance messages in a variety of ways (awareness material) to foster ongoing Compliance and make sure the message spreads across the Group.

Participation in training is mandatory.

The fundamental components of the training Program include, among others:

- ▲ Introduction to the Ethics & Compliance Program,
- ▲ Our ethical principles,
- ▲ Shared values of our significant business partners,
- ▲ Overview of Ethics and Compliance risks,
- ▲ Corruption and bribery issues,
- ▲ Case studies / examples.

The training needs of the Group are reassessed on an annual basis within the scope of the Compliance Function's assessment of the overall effectiveness of the Program.

## 9. Third Party Compliance

Prior to entering any business relationship whether with employees, subcontractors, suppliers, agents, and other business partners, due diligence procedures are applied.

### 9.1. Subcontractors, Suppliers, Agents and Other Business Partners

Before contracting with third parties, the relevant Manager interested in contracting with the third party must ensure, in cooperation with the corresponding Compliance Officer or Liaison, that the third party's operation, , abilities and background are appropriate and satisfactory.

As a first step , the Manager, in cooperation with the corresponding Compliance Officer or Liaison, evaluates the third party's risk level using a questionnaire that needs to be filled out by the third party as per Appendix 6A.

It should be noted that the questionnaire of Appendix 6A is not required to be completed by third parties that have contracts with the Group of total value not exceeding 100.000,00 EUR per project or per annum.

The third parties responses to the above questionnaire are assessed for respective risks by the relevant Manager, (Appendix 6B). As a result of such assessment the risk level of the third party is determined as “normal” or “increased”. When the risk level is normal, no further due diligence is required. When the risk level is increased, an additional due diligence questionnaire must be filled out by the third party, in order to assess in more depth whether the third party has a transparent structure is reasonably free of corruption and conducts business ethically (Appendix 7).

Historical records of such assessments are kept by the relevant Manager who also provides copies of completed due diligence questionnaires to the Group Head of Compliance or the Division Compliance Officer, as appropriate.

In addition, the relevant Manager is also responsible for encouraging business partners to comply with ELLAKTOR’s Code of Conduct and reporting any actual or suspected actions that counter the Code of Conduct to the Compliance Liaisons or to the Division Compliance Officer / Group Head of Compliance.

## **9.2. Directors, Managers and Staff**

Thorough background checks are performed by ELLAKTOR Group (Human Resources Division - HR), in accordance with applicable laws, prior to hiring any staff, Managers or Directors, covering:

- ▲ Felony and/or misdemeanour convictions,
- ▲ Verification of employment history and/or education,
- ▲ Business or academic references,
- ▲ Adverse media attention.

In case of doubt, the responsible HR employee or Manager should consult with the Group Head of Compliance/ Division Compliance Officer. The responsibility for maintaining adequate records of existing personnel lies with HR.

## **9.3. Contract Management**

All business relationships must be formally documented in writing describing the relationship that exists between the contracting parties. Copies of all contracts are retained in secure archives. The Group pays particular attention to the following areas related with contract management.

### **Anti-Bribery and Anti-Corruption Clauses (“ABC” Clauses)**

To ensure compliance with local and international laws and regulations pertaining to bribery and corruption (such as indicatively L. 4254/2014, L.3691/2008, UK Bribery Act 2010, Foreign and Corrupt Practices Act 1977 (FCPA)), all third party contracts contain Anti-Bribery and Anti-Corruption Clauses.

With regard to the Group's personnel, acknowledgement and agreement to abide by Ethics and Compliance-related policies and procedures, is provided either through a signed declaration, via email or during the relevant training courses, depending on the circumstances (e.g. location).

Depending on the nature of the business relationship (e.g. supply of materials, outsourcing of activities, etc.), additional clauses may be considered. These may indicatively include:

- ▲ The business partner agrees to provide the relevant ELLAKTOR subsidiary its appointed representatives, or any government authority, access to its relevant subcontractors, affiliates, personnel, facilities, warehouses and offices that, directly or indirectly, serve the business partner's operations and activities in connection with the outsourced/contracted activity,
- ▲ The business partner agrees to provide access to its books, records and other information relating to the business partner's operations and activities in connection with the outsourced/contracted activity, for the purposes of assessing the business partner's compliance with anti-bribery and anti-corruption measures,
- ▲ The business partner is obliged to notify the relevant ELLAKTOR subsidiary of any developments that may substantially impact its ability to (a) effectively execute the activities that have been outsourced/contracted to them and or (b) comply with applicable laws and regulatory requirements,
- ▲ The business partner is committed to protecting all confidential information that relates to the ELLAKTOR subsidiary.

In the event that a counterparty requests an amendment to the standard terms, the contract must be reviewed by the Legal Department and the Division Compliance Officer or the Group Head of Compliance, before it is signed by both contracting parties.

## 10. Employee Reporting

The Code of Conduct and the policies of the Group may not cover every situation or behaviour. There may be instances in which the appropriate course of action is not clear and may require personal judgment. Compliance consultations from the following resources are available to those seeking advice:

- ▲ Compliance Liaisons,
- ▲ The Division Compliance Officer,
- ▲ Group Head of Compliance,
- ▲ Compliance Committee.

Business partners who require advice on Compliance with the Group's Code of Conduct or Program are advised to refer to the relevant Compliance Liaison, Division Compliance Officer, or the Group Head of Compliance.



All personnel of the ELLAKTOR Group and business partners are encouraged to report concerns regarding any questionable actions, activities or other matters that potentially violate applicable laws, standards, regulations, the Code of Conduct and other policies, procedures or directives of the Group. Any employee or business partner may submit, in good faith, a complaint, report or concern regarding such matters without fear of dismissal or retaliation of any kind.

Open communication is encouraged to resolve individual concerns about Ethics and Compliance matters. Employees are entitled to register eponymous and/or anonymous reports, although it should be noted that employees are encouraged to make eponymous reports as these are more easily investigated.

Several reporting channels are provided to the Group's personnel. Every reasonable effort will be made to keep the identity of anyone reporting a potential violation confidential, to the extent possible, consistent with good business practice. Disclosure of the identity of the employee who registered the complaint might appear, if this is deemed necessary to complete a fair investigation or for another overriding reason, or as required by law or regulation.

Specifically for business partners during the stage of contract negotiation, the relevant employees involved on behalf of ELLAKTOR or any of its Subsidiaries discuss with the business partner's representatives their responsibilities in the context of Ethics and Compliance. The items discussed may include:

- ▲ The purpose of the ABC clauses,
- ▲ Anti-bribery and anti-corruption definitions,
- ▲ The importance of Ethics,
- ▲ The ethical principles.

### **10.1. What to Report**

Potential violations of laws, regulations and standards, policies, or the Code of Conduct should be reported immediately by personnel and business partners. These violations may include, but are not limited to:

- ▲ Unlawful discrimination,
- ▲ Harassment,
- ▲ Workplace violence,
- ▲ Substance abuse,
- ▲ Conflicts of interest,
- ▲ Falsification of documents,
- ▲ Inappropriate gifts and entertainment,
- ▲ Insider trading or other securities law violations,
- ▲ Breaches of confidentiality,
- ▲ Inappropriate personal use of the Group's resources,

- ▲ Theft,
- ▲ Bribes,
- ▲ Other potential violations of the law or of Group's policies.

## **10.2. No Retaliation Policy**

The Group recognizes that to maintain a culture of integrity, it must protect each individual that reports suspected or actual misconduct in good faith. Thus, it prohibits any negative or adverse action against an employee reporting, in good faith, violations of policies, rules or regulations, even if such report proves to be mistaken. More specifically, the Group will not discharge, demote, suspend, threaten, harass or in any manner discriminate against any employee as a result of his/her having undertaken the reporting.

Retaliation, in any form, will not be tolerated. The Group Head of Compliance, as well as the Compliance Committee and Management will ensure that there are no reprisals if any person, in good faith, reports a potential Ethics or Compliance concern. Any act of alleged retaliation should be reported immediately and will be promptly investigated and resolved.

## **10.3. How to Report**

Employees should communicate Ethics and Compliance questions or concerns to the following channels:

- ▲ Compliance Liaisons,
- ▲ The Division Compliance Officer,
- ▲ Group Head of Compliance,
- ▲ Compliance Committee.

The Compliance Liaisons have a responsibility to communicate or consult with the Division Compliance Officer or the Group Head of Compliance. The Division Compliance Officer should immediately inform the Group Head of Compliance, who in turn, should immediately inform the Compliance Committee about any Ethics or Compliance allegations of a serious nature. For matters deemed significant, an investigation should not begin without consultation with and approval from or direction by the appropriate channel (e.g. Compliance Committee, Legal Department).

## **11. Incident Management and Investigations**

ELLAKTOR Group is committed to taking every reported Ethics or Compliance violation seriously and responding appropriately. The investigation may be conducted by the Division Compliance Officer or the Group Head of Compliance or in more serious cases by the Group Head of Compliance in cooperation with the Legal Department and the Internal Audit department. The results of the investigation are discussed with the Compliance Committee. The individual facts and circumstances of each case will be considered and where necessary, independent legal counsel or other professional advice, may be obtained. The identity of the

individual who reported the incident will be kept confidential, to the extent permitted by the circumstances of the allegation.

All identified and reported events are kept by the Group Head of Compliance, in a register where the results and status of the investigation are monitored.

The Compliance Committee is kept informed with respect to the progress of the investigations. The Board of Directors is informed on the progress of the investigations on a quarterly basis.

## **12. Remediation, Enforcement and Discipline**

When an investigation concludes that a violation has occurred, the Group Head of Compliance will recommend corrective and or disciplinary actions. Corrective and or disciplinary actions may include, but are not limited to (a) additional training, (b) termination of business relationship, (c) modifications to policies and/or procedures to improve clarity.

The Group has a zero tolerance policy for any breaches of the Code of Conduct. In this context, a breach of the Code of Conduct is considered a disciplinary offence.

Disciplinary offences are time-barred after two years.

Disciplinary actions are enforced by the Group's authorized bodies. If no authorization has been provided, disciplinary actions are enforced by the Group's legal representative. Appropriate disciplinary actions that may include letter of reprimand, written warning, fines, demotion, temporary suspension or even employment termination, as appropriate, will be determined on a case-by-case basis commensurate with the nature and severity of the breach and will be enforced in accordance with applicable laws.

Internal labor regulation's provisions (*mutatis mutandis*) will apply with respect to the determination and enforcement of disciplinary actions.

## **13. Testing, Monitoring and Ongoing Improvement**

### **13.1. Internal Controls**

Internal controls are in place to provide reasonable assurance regarding the achievement of the Program's objectives. The target of the controls in place is to ensure that ELLAKTOR complies with applicable laws and regulations, and internal policies, procedures and directives.

These controls indicatively include: clearly defined roles and responsibilities, defined and documented physical and IT access rights, segregation of duties, managerial reviews and authorizations, automated system limits.

### **13.2. Compliance Reviews**

The performance of Compliance reviews provides assurance that the policies, procedures and controls in place to manage Compliance risks and Ethical behaviour are implemented and performing at the desired level.

A Compliance Plan for conducting Compliance reviews is determined in line with the Group's strategy and annual business targets and is approved by the Board of Directors. The reviews are performed by the Division Compliance Officer and Compliance Liaisons under the direction of the Group Head of Compliance. Depending on their scope, these reviews may include:

- ▲ Assessment of the effectiveness of the Program,
- ▲ Review of the adequacy and implementation of certain policies and procedures and relevant controls for mitigating Ethics and Compliance risks, which may indicatively cover:
  - Review of third party contracts and clauses,
  - Review of third party due diligence process,
  - Follow-up of remediation action plans (if any).

The scope of each review is determined by the Group Head of Compliance and discussed with the Compliance Committee, through the compilation of an annual Compliance Plan.

### **13.3. Monitoring, Testing and Reporting**

ELLAKTOR is committed to evaluating the effectiveness of the Program in preventing, detecting and dealing with non-compliance and ethical issues. The Group Head of Compliance is responsible for the ongoing monitoring of the Program's effectiveness and, as such, makes any necessary recommendations to improve its effectiveness or implement changes, when required.

The success of the Program is evaluated on an annual basis with a Compliance and Ethics Survey, which comprises an anonymous internet-based questionnaire with a URL link sent to ELLAKTOR's personnel via email. The survey seeks to determine how well the personnel is informed of the Group's Code of Conduct and its provisions, and how ethical they are in their judgment and day-to-day business practices. The results are compiled by the Group Head of Compliance, discussed with the Compliance Committee, reported to the Board of Directors and communicated to the personnel.

Based on the Compliance reviews, tests and survey results, the Group Head of Compliance submits reports to the Compliance Committee on a quarterly basis and to the BoD on an annual basis. The reports typically include:

- ▲ Activities performed within the quarter,
- ▲ Issues identified (if any),
- ▲ Recommendations for improvement to the Program's implementation and effectiveness.

## Appendix 1: Compliance Charter

### ELLAKTOR Group Compliance Charter

Approved by the Board of Directors on 20<sup>th</sup> December 2016

#### **Definition**

A Compliance Function is a critical component of the internal control system in the safeguarding of the Group against Ethics and Compliance risks. It is an oversight mechanism that reports to the Board of Directors of ELLAKTOR on Ethics and Compliance-related matters and risks.

#### **Function**

The Group's Compliance Function's (the "Function") main duty is the assurance that all subsidiaries, management bodies, operational structures and personnel (Executives, Managers and employees) are continuously informed of developments or changes to the laws, regulations, standards and internal policies, procedures and directives (hereinafter, "external and internal rules and regulations"), enabling them to perform their roles and responsibilities in Compliance with the aforementioned.

The Function assists in identifying, assessing, and monitoring Ethics and Compliance risks arising from failure to comply with external and internal rules and regulations.

The head of the Function is the Group Head of Compliance, appointed by the ELLAKTOR Board of Directors. The Group Head of Compliance shall have the expertise required to perform her/his duties and is of sufficiently good repute. He/she shall ensure that the Function is sufficiently staffed with personnel who have got the knowledge, skills and experience required to carry out their defined duties.

The Group Head of Compliance may obtain external advice for any issues that warrant such actions, upon approval of the CEO.

#### **Authority**

The Function is entrusted with providing an objective assurance service to the Group. It will evaluate of the entire ELLAKTOR Group; no Subsidiary or Division is exempt from review.

It has the authority to access all relevant information necessary for performing its reviews and evaluations and unrestricted communication channels within the Group in order to execute the mandate of its Charter.

The Function cannot be considered responsible for anything beyond its advisory and control activities, performed in a preventive and advisory manner to ensure that ELLAKTOR complies with all the external and internal rules and regulations in force and with the Compliance objectives of the internal control system in the execution of its activities. ELLAKTOR's Board of Directors is ultimately responsible for the Group's Compliance with external and internal rules and regulations; this responsibility is delegated hierarchically to all ELLAKTOR's personnel.

**Independence**

All documents and information will be handled in a confidential and prudent manner. The Function shall also possess the due authority to request the intervention of any personnel, if it considers that this is relevant for a better understanding and assessment of the issues under review.

The Board of Directors is responsible for approving the Compliance Charter and any material changes made to it. The Board of Directors is also responsible for approving the yearly Compliance Plan prepared by the Function.

**Roles & Responsibilities**

The Compliance Function is responsible for promoting good governance and ensuring that the highest standards of integrity are applied throughout the Group in accordance with best practices. In carrying out its responsibilities, it works closely with other functions, including the Internal Audit Department, the Human Resources Division and the Legal Department.

The main duties of the Compliance Function include:

- ▲ Monitor, on an ongoing basis, the Legal/Regulatory Framework and ensure ongoing relevance of the Group's policies and procedures,
- ▲ Advise and report on Ethics and Compliance related matters,
- ▲ Administer Ethics & Compliance related policies, procedures and other documentation,
- ▲ Monitor compliance across the Group and provide reasonable assurance to the Compliance Committee and the Board of Directors,
- ▲ Raise awareness and provide training on Ethics and Compliance matters.

**Review of Compliance Charter**

This Compliance Charter is reviewed at least annually by the Group Head of Compliance and the Compliance Committee. Any material changes must be approved by the Board of Directors.

## Appendix 2: Compliance Incident Reporting Template

GENERAL INFORMATION			
Reported by:		Reporting date:	
Liaison's Subsidiary/country/Division:		Occurrence date:	
INVOLVED PARTIES			
Name of individual(s)/partner(s) who committed the alleged violation:			
Position of the individual(s) or relationship with the partner(s) who committed the alleged violation:			
Other individual(s)/partner(s) involved in incident:			
ISSUE INFORMATION			
Identification source (how was the issue identified? E.g. employee reporting, during managerial review)			
Type of violation: (Ethics or Compliance)		Subtype (bribery, breach of compliance with laws, etc.)	
Related project or procedure:			
Brief description of issue:			

## Appendix 3: Compliance Risk Assessment Methodology

### 1. Introduction & Overview of the Methodology

ELLAKTOR Group (“ELLAKTOR” or the “Group”) has defined and implemented a methodology for identifying and assessing Ethics and Compliance risks. This methodology complements the Group’s Risk Management Policy and provides a uniform approach to the management of Ethics and Compliance risks, thus assuring that incidents of unethical behaviour or non-compliance are prevented or mitigated. The methodology requires the assessment of:

- ▲ the inherent risks,
- ▲ the efficiency of the controls in place to manage risks, and
- ▲ the residual risks.

According to the results of the assessment, the Group decides on the appropriate response to the risk (avoid, accept, mitigate, transfer/share) in accordance with its strategic objectives and targets. The risk evaluations are documented in a Risk Register and the results are reported to the Compliance Committee and the Board of Directors on an annual basis, at least.

### 2. Definitions

For the purpose of this methodology, the following definitions apply:

- ▲ **Risk:** the likelihood that an event will occur and adversely affect the achievement of objectives. Risk is classified as inherent or residual.
- ▲ **Inherent risk:** the risk to the achievement of objectives in the absence of any actions Management might take to alter either the risk likelihood or the risk impact.
- ▲ **Residual risk:** the risk to the achievement of objectives that remains after Management’s response has been designed and implemented.
- ▲ **Likelihood:** the probability that an event will occur.
- ▲ **Impact:** the consequences (financial or otherwise) of an event’s occurrence.
- ▲ **Risk appetite:** the amount of risk the Group is willing to accept in pursuit of its mission/vision.
- ▲ **Risk tolerance:** the acceptable level of variation in performance relative to achievement of objectives.
- ▲ **Risk response:** the decision to accept, avoid, mitigate, transfer or share a risk.
- ▲ **Controls:** any measure or tool that the Group uses in order to manage risk and increase the likelihood that established objectives and goals will be achieved. Indicatively, these include:
  - Defined and documented policies, procedures, roles and responsibilities,
  - Segregation of duties,
  - Management of IT system access rights,
  - Regular and ad-hoc controls performed by the responsible operational units,



- Audit and Compliance Plans,
- Ongoing training of personnel on Compliance issues.

### 3. Risk Identification and Classification

Risk identification is a comprehensive and iterative process that focuses on identifying risks that threaten the integrity of the Group.

On an ongoing basis, and at least annually, the Group Head of Compliance analyses all possible internal and external sources of Ethics and Compliance risks in order to identify existing or emerging risks. This analysis is supported and enhanced by the ongoing monitoring of developments in the Legal/Regulatory Framework, changes to business activities, the planned Compliance reviews, the established reporting procedures (employee reporting and/or reporting from Compliance Liaisons) and the results of the audits carried out by the Internal Audit Department. They are then classified in accordance with the Ethics & Compliance Risk Map.



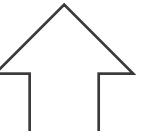
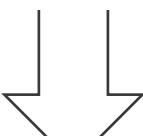
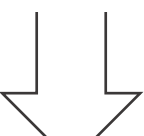
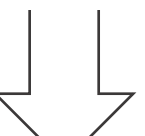
### 4. Assessment of Inherent Risk

#### 4.1. Impact Assessment

The impact is assessed according to three factors for measuring the degree of risk; these are:

- ▲ The regulatory/legislative consequences of the risk's occurrence:  
The impact of the regulatory/legislative consequences increases as the cost of fines against the Group increases and/or as the severity of legal implications increase.
- ▲ The reputational consequences of the risk's occurrence:  
As the Group's reputation is damaged and/or the market value of the Group decreases, the impact of the reputational consequences increases.
- ▲ The consequences of the risk's occurrence on the Group's sales and/or business relations:  
The impact increases as sales decline and/or more major business partners or stakeholders express doubts about the Group.

**Table 1: Indicators for measuring the degree of risk and impact rating**

Impact	Legislative/ regulatory	Reputation	Sales/business relations
Critical	 Fines, criminal proceedings or lawsuits	 Damage to reputation and market value	 Sales decrease, loss of Stakeholder confidence
High			
Medium			
Low			
Very low			

#### 4.2. Assessment of Likelihood of Occurrence

The likelihood of the risk's occurrence is assessed according to the estimated frequency of occurrence, using a scale from very unlikely to certain. The severity of the risk increases as the likelihood of occurrence increases.

**Table 2: Frequency of risk occurrence**

Probability	Frequency of occurrence
Certain	The risk occurs more than once per year
Very likely	The risk occurs once per year
Likely	The risk occurs once every 2 to 5 years
Unlikely	The risk occurs once every 6 to 9 years
Very unlikely	The risk occurs once every 10 years

#### 4.3. Inherent Risk Assessment

The inherent risk evaluation is determined according to the estimated impact and the likelihood of occurrence.

#### 5. Assessment of Control Efficiency

The Group assess the efficiency of the controls in place using the criteria defined in Table 3.

**Table 3: Criteria for assessing the efficiency of controls**

Efficiency	Control Measures
Very high	<ul style="list-style-type: none"> <li>• Documented and substantiated</li> <li>• Well-designed - covering the risk exposure</li> <li>• Auditable</li> <li>• Performed as designed without any discrepancies</li> <li>• Performed by responsible and suitable personnel</li> <li>• Achieve appropriate segregation of duties</li> <li>• Primarily preventive in nature</li> </ul>
High	<ul style="list-style-type: none"> <li>• Documented and substantiated</li> <li>• Well-designed - covering the risk exposure</li> <li>• Auditable</li> <li>• Almost always performed as designed with minor discrepancies</li> <li>• Performed by responsible and suitable personnel</li> <li>• Achieve appropriate segregation of duties</li> <li>• Preventive or detective in nature</li> </ul>
Medium	<ul style="list-style-type: none"> <li>• Documented and substantiated</li> <li>• Inadequately designed and do not entirely cover the risk exposure</li> <li>• Auditable</li> <li>• Usually performed as designed with somewhat major discrepancies</li> <li>• Usually performed by responsible and suitable personnel</li> <li>• Achieve inadequate segregation of duties</li> <li>• Primarily detective in nature</li> </ul>

Efficiency	Control Measures
<b>Low</b>	<ul style="list-style-type: none"> <li>• Insufficiently documented and substantiated</li> <li>• Poorly designed and do not cover the risk exposure</li> <li>• Partially auditable</li> <li>• Not performed as designed with major discrepancies</li> <li>• Usually performed by personnel who is not responsible or suitable</li> <li>• Do not achieve segregation of duties</li> <li>• Detective in nature</li> </ul>
<b>Very low</b>	Non-existent

## 6. Residual Risk Assessment and Risk Response

Following the assessment of the efficiency of controls, the residual risk is assessed.

The residual risk is assessed using the same factors and likelihood of occurrence as described in Tables 1 and 2, respectively. Finally, the residual risk is evaluated and the risk response is determined (Annex 1).

### 6.1. Risk Response

In accordance with the Group's risk appetite, strategic objectives and targets and the final evaluation of the residual risk, the appropriate risk response is decided. The Group will decide whether the risk should be:

**Avoided** – the risk far exceeds the Group's appetite for risk and significantly hinders its ability to achieve its strategy and targets. The risk should be eliminated.

**Accepted** – the risk evaluation is low and less than the Group's risk tolerance level. If the risk occurs it is dealt with and there are no significant consequences for the Group. No action is taken to affect risk likelihood or impact.

**Mitigated** – the risk exceeds the Group's risk tolerance, but mitigating (preventive or corrective) actions can be taken to reduce risk likelihood or impact, or both.

**Transferred/shared** – the risk exceeds the Group's risk tolerance, but likelihood or impact, or both can be reduced or eliminated by transferring the risk to another party or sharing a portion of it (e.g. using insurance, forming joint ventures, outsourcing an activity).

## 7. Risk Recording and Reporting

Each risk is recorded in the Risk Register and according to the risk's assessment and response, the Group Head of Compliance provides appropriate reporting to the Compliance Committee, the Board of Directors and other involved parties (e.g. risk owners), following prior consultation with the management of the subsidiary involved.

**Annex 1: Table 1 Likelihood and impact risk assessment matrix**

IMPACT \ LIKELIHOOD	Very unlikely (10+ years)	Unlikely (6-9 years)	Likely (2-5 years)	Very likely (once/year)	Certain (multiple times/year)
	<b>CRITICAL</b> <b>Legislative/regulatory:</b> Significant fines, criminal charges against Group's Directors, possible class action lawsuits <b>Reputation:</b> substantial damage to the Group's reputation and market value <b>Sales/Business relations:</b> Significant sales drop, multiple major business partners withdraw				
<b>HIGH</b> <b>Legislative/regulatory:</b> Significant fines, possibility of criminal charges against Group's Directors, multiple lawsuits <b>Reputation:</b> long-term damage to the Group's reputation and market value <b>Sales/Business relations:</b> Significant sales drop, major business partners withdraw					
<b>MEDIUM</b> <b>Legislative/regulatory:</b> Fines, criminal investigations, one lawsuit <b>Reputation:</b> short-term damage to the Group's reputation and market value <b>Sales/Business relations:</b> Sales drop temporarily, major business partners raise doubts					
<b>LOW</b> <b>Legislative/regulatory:</b> Small fines, no criminal charges, no lawsuits <b>Reputation:</b> no impact on the Group's reputation and market value <b>Sales/Business relations:</b> no impact on sales, some doubts raised by business partners					
<b>VERY LOW</b> <b>Legislative/regulatory:</b> No fines, criminal charges or regulatory consequences <b>Reputation:</b> no impact on the Group's reputation and market value <b>Sales/Business relations:</b> no impact on sales or business relations					

## Appendix 4: Ethics and Compliance Risk Register



Compliance Risk Register.xlsx

Event No.	Status	Event Name/Description	Reporting Date	Occurrence Date	Detection Date	Reported By	Event Location	Risk Category	Causes	Cause Identification	Civil/criminal fines	Reputational Impact	Sales/business Impact	Potential Impact	Likelihood	Assessment	Risk Response	Corrective Actions	Risk Owner	Deadline	Follow-up	Reporting Period
Year and serial number (i.e. 201601)	Is the incident open or closed	Describe the event with enough detail to be understood in isolation	The date the event was reported to the Group Head of Compliance	The date the event occurred, if known	The date the event was detected, if known	The name and position of the individual who reported the event	Where the event occurred (project location)	The subtype of the compliance risk	Describe the identified or assumed causes of the event	The source of cause identification (e.g., compliance review, audit, personal statement)	Use the relevant scale to estimate the impact of potential fines	Use the relevant scale to estimate the potential reputational impact	Use the relevant scale to estimate the potential impact on sales and business relations	Assess the total potential impact of the event	Assess the likelihood of the event occurring	Rate the risk based on potential impact X probability	Describe the treatment to be applied to risk: avoid, accept, mitigate, transfer/share	List the actions to be taken in response to the risk	The name and position of the individual who is responsible for implementing corrective actions	The deadline by which actions should be implemented	The name and position of the individual responsible for follow-up on corrective actions	Identify when/if the risk was reported to the BoD

## Appendix 5: Ethics & Compliance Risk Map

Major Risk Category	Risk Subcategory	Risk Incidents (Indicative)	
Ethics	Fraud	Theft of financial assets	
		Misuse of corporate equipment or office supplies	
	Unethical behaviour	Employee intimidation, bullying, discrimination, harassment	
		Retaliation against whistleblowers	
		Kickback received for awarding contract to specific business partner/supplier	
		Employee has undeclared personal relation with business partner/supplier	
		Unauthorized representation of Group (e.g., on social media, at personal fundraising events)	
	Inadequate Program administration (training, communication, investigation)	Failure to document inquiries and allegations, including outcomes and/or actions taken	
		Failure to establish ongoing Ethics and Compliance communications and trainings	
		Failure to monitor and test the effectiveness of Ethics and Compliance Program	
		Failure to identify processes and activities impacted by Ethics and Compliance related risks	
	Compliance	Non-compliance with laws and regulations	Bribery of public officials
			Payment or receipt of facilitation payments
Breach of environmental protection laws			
Suspicious transactions not reported			
Lack of environmental protection policies and procedures			
Incompliance with data privacy laws			
Breach of internal policies, procedure or directives		Human errors	
		Unauthorized activity/decision making	
		Improper bidding and selection, contracting, and ongoing due diligence	
		Failure to protect intellectual property	
		Lack of policies or procedures	
Workplace health and safety violations		Inadequate ventilation systems	
		Employees do not wear personal protections equipment (gloves, hats, etc.)	
		Lack of/inadequate training of employees and/or awareness	
		Substance abuse	
Contract breaches by a supplier/partner		Environmental violations	
		Failure to monitor business partner's compliance with agreements	
		Inadequate due-diligence on prospective contracting parties/business partners	
		Fraud committed by a business partner/supplier	

## Appendix 6: Preliminary Third Party Due Diligence Questionnaire

Prior to contracting with third parties (subcontractors, suppliers, agents, and others) the corresponding Manager in cooperation with the Compliance Liaison of the Subsidiary or Division, as appropriate, will conduct this preliminary due diligence in order to assess the risk level of the third party and proceed accordingly.

### Appendix 6A: Third Party Questionnaire

The term “Group” below means the ELLAKTOR Group collectively or any of its companies.

GENERAL INFORMATION		
Legal name of third party (“COMPANY”):	_____	
Address:	_____	
Phone number:	_____	
Fax number:	_____	
Email address:	_____	
Web site:	_____	
GEOGRAPHIC LOCATION		
1. In which country is COMPANY located?	_____	
2. In which country/countries does COMPANY transact or conduct business?	_____	
3. Is COMPANY or are any of its key persons located in a sanctioned country or do they appear on a list of blocked or denied entities and/or persons?	YES	NO
BACKGROUND AND INDUSTRY FACTORS		
4. In which industry does COMPANY operate?	_____	
5. Is this the first time that COMPANY conducts business with the ELLAKTOR Group?	YES	NO
6. Has COMPANY been subject to regulatory actions or legal proceedings as a result of alleged breaches of anti-corruption laws, or accused or convicted of any crime, financial or otherwise?  If YES, please provide details	YES	NO

7. Have any key persons in COMPANY or related to COMPANY been subject to regulatory actions or legal proceedings as a result of alleged breaches of anti-corruption laws, or accused or convicted of any crime, financial or otherwise?  If YES, please provide details	YES	NO								
<b>GOVERNMENT/STATE RELATIONS AND INTERACTIONS</b>										
8. Is any key person of COMPANY a public official (foreign or otherwise)?  If YES, please provide details	YES	NO								
9. Is any key person of COMPANY connected to a public official (foreign or otherwise)?  If YES, please provide details	YES	NO								
10. Is COMPANY state-owned or state-controlled?	YES	NO								
11. Is COMPANY wholly or partially owned by a government official/entity or does it have direct or indirect links to a government official/entity?	YES	NO								
<b>MATERIALITY AND COMPENSATION STRUCTURE</b>										
12. Will the contract make up a substantial part of Company's business?	YES	NO								
<b>COMPANY REPRESENTATIVE</b>										
By signing below, I certify that I have the authority to provide the information requested in this questionnaire.  Prepared by: <table border="0" style="width: 100%; margin-top: 20px;"> <tr> <td style="width: 50%; text-align: center;">_____</td> <td style="width: 50%; text-align: center;">_____</td> </tr> <tr> <td style="text-align: center;">Print Name</td> <td style="text-align: center;">Title</td> </tr> <tr> <td style="width: 50%; text-align: center;">_____</td> <td style="width: 50%; text-align: center;">_____</td> </tr> <tr> <td style="text-align: center;">Signature</td> <td style="text-align: center;">Date</td> </tr> </table>			_____	_____	Print Name	Title	_____	_____	Signature	Date
_____	_____									
Print Name	Title									
_____	_____									
Signature	Date									



**Appendix 6B: Supplement to 6A - For ELLAKTOR internal use**

Legal name of third party (“COMPANY”):		
<b>GEOGRAPHIC LOCATION</b>		
<ul style="list-style-type: none"> <li>Are any of the countries under items 1 and/or 2 of App. 6A perceived to have high risk of corruption or are any of them tolerant of corruption? Use the Corruption Perception Index <a href="http://www.transparency.org/cpi2015">www.transparency.org/cpi2015</a>)</li> </ul>	YES	NO
<b>BACKGROUND AND INDUSTRY FACTORS</b>		
<ul style="list-style-type: none"> <li>Is the industry under item 4 of App. 6A susceptible to heightened corruption? Use Transparency International’s Bribe Payers Index: <a href="http://issuu.com/transparencyinternational/docs/bribe_payers_index_2011/32?e=0">http://issuu.com/transparencyinternational/docs/bribe_payers_index_2011/32?e=0</a></li> </ul>	YES	NO
<ul style="list-style-type: none"> <li>Is it an industry with a history of anti-corruption enforcement activity?</li> </ul>	YES	NO
<b>NATURE OF BUSINESS AGREEMENT &amp; EXTERNAL INFLUENCE</b>		
<ul style="list-style-type: none"> <li>Will COMPANY perform services on behalf of the Group or will it have authority to represent the Group with other third parties?</li> </ul>	YES	NO
<ul style="list-style-type: none"> <li>Will COMPANY be in a position to influence decisions or the conduct of other third parties for the benefit of the Group?</li> </ul>	YES	NO
<b>GOVERNMENT/STATE RELATIONS AND INTERACTIONS</b>		
<ul style="list-style-type: none"> <li>Will COMPANY be interacting with government officials/entities or agencies? (e.g. to obtain licences or permits on behalf of the Company)</li> </ul>	YES	NO
<b>MATERIALITY AND COMPENSATION STRUCTURE</b>		
<ul style="list-style-type: none"> <li>Has COMPANY requested authority to handle local business matters alone?</li> </ul>	YES	NO
<ul style="list-style-type: none"> <li>Has COMPANY requested payment by unusual means? (e.g. to multiple accounts, with upfront payments, split into small amounts, in a country or currency other than that of COMPANY’s domicile or the country where the work will be performed)</li> </ul>	YES	NO
ELLAKTOR _____ Staff Member who completed this  _____ Print Name Title  _____ Signature Date		
<b>RESULTS</b>		
If the answer to any of the questions <b>3, 6, 7, 8, 9, 11</b> of App. 6A, or any of the questions of App. 6B is <b>yes</b> , the risk level of the third party is assessed as <b>increased</b> . Proceed with <b>Enhanced Due Diligence Questionnaire</b> (Appendix 7) and consult with the Division Compliance Officer or Group Head of Compliance. Otherwise the risk level of the third party is assessed as normal. You can proceed with contracting with the third party.		

## Appendix 7: Third Party Enhanced Due Diligence Questionnaire

Purpose: It is the Group's policy to conduct third party due diligence on an ad hoc basis for business partners that may present increased risk before contracting with them.

The information provided in this questionnaire will be kept confidential.

<b>PART A: GENERAL INFORMATION</b>	
By signing below I certify that I have the authority to provide the information requested in this questionnaire. I certify that I have performed such procedures and inquiries as necessary to ensure that the answers provided in this questionnaire are accurate and complete to the best of my knowledge.	
Prepared by:	
_____ Print Name	_____ Title
_____ Signature	_____ Date
Full legal name of business partner: _____	
Address: _____	
Phone number: _____	
Fax number: _____	
Web site: _____	
List all other names under which the organisation has conducted business, including the time period for each.	
Name	Date
_____	_____
_____	_____
_____	_____
_____	_____

**PART B: OWNERSHIP, GOVERNANCE & STRUCTURE OF THE ORGANISATION**

1. Who owns the organisation? (For privately owned companies, list all owners. For publicly traded companies, list shareholders holding more than 5 %.)

Name	Ownership Percentage	Nationality
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

2. Who owns the parent company/companies? (For organisations listed in Q1, list the owners of each of these organisations.)

3. Who are the members of the BoD?

Name	Ownership Percentage	Nationality
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

4. Who are the principle officers/managers of the organisation?

Name	Title/position	Years of service
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

5. Does the organisation have subsidiaries or jointly owned organisations that will be involved in the proposed project/partnership?

Organisation Name	Relationship	Location	Percent owned
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

6. What is the nature (primary activity) of the business operations?

7. Who will be responsible for working with our organisation on this project/partnership?

Name	Title/position	Passport no. & issuing country
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

8. Has the organisation previously worked with our organisation?

Previous relationship	Active period
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

**PART C: REFERENCES, FINANCIAL DATA & EXPERIENCE**

9. Please attach your organisation's current balance sheet and income statement, as well as those for the last two years.

10. Why do you consider your organisation financially suitable for the proposed project/partnership?


11. Does your organisation have relevant experience with the activity related to the proposed project/partnership? If yes, please describe the previous experience(s) and the time frame of such experience.


**PART D: RELATIONSHIP TO GOVERNMENT ORGANISATIONS AND/OR PUBLIC OFFICIALS (PO\*)**

12. As far as you are aware, is any key employee, senior manager or director of your organisation a PO?

YES	NO	If yes, please provide a list of all government offices and positions held and indicate whether such positions are appointed or elected positions, and how long they have held such positions.


13. As far as you are aware, is any key employee, senior manager or director of your organisation related in any way (by blood, marriage, current or past business association,) to a PO?		
YES	NO	If yes, please describe the relationship between such person and the PO.
14. As far as you are aware, is any shareholder or partner of your organisation, or any subsidiaries of the shareholder(s) or partner(s), owned in any part by a PO or in any way related to a PO?		
YES	NO	If yes, please list the PO and their total percentage ownership interest.
15. As far as you are aware, does any key employee, senior manager or director of your organisation provide financial or any other benefits to a PO, or a member of a PO's family (e.g. educational or medical assistance, housing)?		
YES	NO	If yes, provide a list of all of the benefits provided, the name of all recipients of such benefits and their relationship to the PO (e.g. cousin, sister, etc.).
16. As far as you are aware, does any PO, or a member of a PO's family have any interest or stand to benefit in any way as a result of the proposed agreement?		
YES	NO	If yes, please explain.
<b>PART E: AFFILIATE RELATIONSHIPS</b>		
17. As far as you are aware, have you or any key employee, senior manager or director of your organisation ever been employed by or performed services for our organisation or any of our organisation's subsidiaries or affiliates?		
YES	NO	If yes, provide a description of the employment period, including job description, how long employed and reasons for leaving. Then indicate whom the services were provided for, the party's supervisor if they were previously employed.
18. As far as you are aware, are you or is any key employee, senior manager or director of your organisation related (by blood, marriage) to any other officer, director or employee of our organisation or its subsidiaries or affiliates?		
YES	NO	If yes, please explain.

19. As far as you are aware, do you or any key employee, senior manager or director of your organisation have a financial interest or arrangement with any officer, director or employee of our organisation or its subsidiaries or affiliates?		
YES	NO	If yes, please provide a description of the financial arrangement and the name of the officer, director or employee.
20. As far as you are aware, do you or any key employee, senior manager or director of your organisation have a position of responsibility (for example, as an officer, director, principal, stockholder, partner or owner) with any business interest of any officer, director or employee of our organisation or its subsidiaries or affiliates?		
YES	NO	If yes, please provide a list, including the position held and the period of time it has been held.
<b>PART F: LEGAL PROCEEDINGS</b>		
21. Have you or any key employee, senior manager or director of your organisation ever been convicted of a felony or any other serious crime in the country where the services will be rendered or in any other country (other than traffic violations)? Are there any legal proceedings of this nature pending?		
YES	NO	Describe the charges for which you or key members of your organisation have been convicted or have currently pending and when this occurred.
22. Has a consent decree ever been issued against your organisation, or any key employee, senior manager or director, by any governmental entity or political subdivision of the country where the services will be rendered or the government of any other country?		
YES	NO	If yes, please explain.
<b>PART G: LAWS &amp; CUSTOMS</b>		
23. Is it legal for you to enter into a relationship, to perform the services of the partnership, and to participate as a partner with our organisation?		
YES	NO	If no, please explain.
24. Is your organisation required by law to be licensed to perform the services of the partnership, and, if so, is the organisation properly licensed?		
YES	NO	If yes, please provide details.

PART H: COMPLIANCE FRAMEWORK		
25. Is your organisation aware of and does it agree to abide by the provisions of applicable laws, including but not limited to local and international anti-corruption, anti-bribery (e.g. UK Bribery Act 2010, Foreign and Corrupt Practices Act 1977 (FCPA)), anti-money laundering and terrorist financing laws and regulations, in providing goods and services under the proposed agreement?		
YES	NO	
26. Please, confirm that you have read, and agree for your organisation and its affiliates to abide by local and international anti-corruption, anti-bribery (e.g. UK Bribery Act 2010, Foreign and Corrupt Practices Act 1977 (FCPA)), anti-money laundering and terrorist financing laws and regulations, in providing goods and services under the proposed agreement?		
YES	NO	
27. Does your organisation have a written policy in place prohibiting the illegal conversion, concealment or transfer of money or property?		
YES	NO	If yes, please explain.
28. Does your organisation have a written Code of Ethics and Conduct in place? If yes, do all employees, senior manager and directors of your organisation receive training and provide written consent to abide by this code?		
YES	NO	Code of Ethics and Conduct in place (please attach)
YES	NO	Training
YES	NO	Consent to abide
<p>* <b>“Public Official”</b> includes:</p> <ul style="list-style-type: none"> <li>• person holding legislative, administrative, military, or judicial office for any country;</li> <li>• person exercising a public function for any country, government, governmental agency;</li> <li>• employee of a government-owned or controlled enterprise;</li> <li>• official or agent of a public international organization;</li> <li>• political party or official of a political party</li> </ul> <p>As such, Public Officials include honorary government officials; members of boards, officers, directors and employees of governmental, quasi-governmental or government-owned companies; some members of royal or ruling families; and officials of such public international organizations as the World Bank, International Monetary Fund, and World Trade Organization.</p>		