



**COMPLIANCE
CODE OF
CONDUCT**

AMPRION GMBH

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MANAGEMENT FOREWORD ON THE COMPLIANCE CODE OF CONDUCT

Dear Readers,
Dear Colleagues,

As one of four transmission system operators in Germany, Amprion carries a lot of responsibility. Our power lines are lifelines of society. They transport electricity for 29 million people and thousands of companies in our grid area. Around a third of Germany's economic output is generated there.

This responsibility shapes what we do as a business. We plan, build and operate our grid so that it can transport electricity reliably, efficiently and safely at all times. We do this in dialogue with citizens and associations, business partners and customers, politicians and authorities.

Our core business is subject to complex legal regulations and guidelines with which we are obliged to comply. Then there are the principles and tenets that form the framework for our business and social activities.

This Compliance Code of Conduct helps us to comply with all these guidelines. It defines the compliance principles of our company to which the Supervisory Board, the Executive Board, all our managers and all our employees are committed. The Code of Conduct also serves as a guideline in everyday working situations, to help us make decisions that accord with fundamental ethical and social values.

Please familiarise yourself with the content of the Compliance Code of Conduct and the Compliance Directive based on it, and implement it actively in your everyday working environment, for the sake of our business and its responsibility for our national economy.

Dr. Hans-Jürgen Brick

Dr. Hendrik Neumann

Peter Rüth

SUPERVISORY BOARD COMPLIANCE COMMITMENT

Under Germany's Energy Industry Act, Amprion's Supervisory Board carries a special duty to reinforce and guarantee the independence of Amprion GmbH's entrepreneurial activities as a transport network operator.

That is why the Supervisory Board welcomes the guidance in this Compliance Code of Conduct and supports its implementation without reservation.

In order to fulfil its statutory obligations, the Supervisory Board requests reports from the Compliance department, either annually or as the situation demands. The aim is to ensure that Amprion complies with the law and its internal regulations.

OUR PROFILE

The power network is similar to the road network. There are local and long-distance routes. Amprion and three other transmission system operators are responsible for the long-distance routes in the German electrical network. Our extra-high-voltage network transports electricity across an area that extends from Lower Saxony to the Alps, and it is 11,000 kilometres long. It connects big producers on the one hand and big consumers on the other. These include distribution network operators responsible for regional electrical supply, as well as high-consuming businesses in the chemical industry and in aluminium and steel production.

We keep the power network stable and secure so that electricity keeps flowing for millions of people and for business. 2,000 employees help make that happen. They work at our headquarters in Dortmund and more than 30 other sites. Our system management in Brauweiler plays an important role: it monitors and controls the transmission network and maintains the generation and consumption of electricity at a constant equilibrium. That keeps the grid frequency constant and the network stable.

We are preparing the way for a climate-compatible energy system. We are expanding and transforming our network to ensure that electricity from renewable energies flows safely and reliably to where it is needed. We are supporting industrial businesses in their decarbonisation by working with them to plan grid connections that perform better. The energy revolution is also challenging our business. Wind power and photovoltaic systems supply weather-dependent electricity which fluctuates heavily, while power stations in other places which once produced continuous electricity are closing down. The grid is becoming increasingly complex. We are using innovative technologies to surmount this challenge. In this way, we are combining climate protection with grid stability.

We are taking responsibility for the entire grid. We are performing overarching tasks for the German and European wide area synchronous grid by coordinating power flows between network areas in Germany and the transmission grids in Northern Europe. That is why Amprion is unlike any other grid operator in promoting a functional, integrated power grid in Germany and Europe.

1 AREA OF APPLICATION AND STRUCTURE

STRUCTURE OF COMPLIANCE MANAGEMENT SYSTEM

Amprion's compliance management system consists of the following sets of regulations:

- the Compliance Code of Conduct, which forms the basis of Amprion's compliance regulations;
- the Compliance Directive, which lays out the basic rules for compliance risks that typically occur in everyday work;
- the Compliance Manual, which contains a purely internal process description of the compliance processes for which Organisational Unit J is responsible.

The Compliance Code of Conduct and the Compliance Directive are relevant to all Amprion staff.

COMPLIANCE CODE OF CONDUCT - AREA OF APPLICATION AND GENERAL PRINCIPLES

The Compliance Code of Conduct and Amprion's values form the basis for our operational regulations which can take account of the particular features of each industry and country. These cover the company's business affairs and all of the areas in which our staff are seen to represent the business.

We want our actions to help spread the principles set out in the Compliance Code of Conduct. That is why we encourage those companies with whom we do business to comply voluntarily with the rules of the Amprion Compliance Code of Conduct. If competing sets of rules clash in our business relations, we strive find a consensus for action.

Every area of our business activity is subject to laws, ordinances and similar regulations. These rules are both national and international. It is essential that our business acts in compliance with the law. Our managers and staff are equipped with all the information they need to comply with laws, guidelines and regulations.

2 COMPLIANCE AT THE COMPANY

In terms of compliance, our managers set an example and are available for advice, especially in critical compliance situations.

CONDUCT WITH CONSULTANTS

Consultancy agreements are subject to special assessment at Amprion, and the Compliance Directive stipulates that as compliance-critical agreements, they are subjected to compliance testing, for transparency reasons and to assess risks.

CONDUCT WITH POLITICIANS

Because of our importance to industry and society, we consider a constructive, objective dialogue with representatives of state entities and political parties to be essential. We maintain party-political neutrality to avoid even the appearance of inappropriate influence, and we do not donate to political parties, or to organisations or foundations that maintain close ties with political parties.

3 COMPLIANCE AT OTHER COMPANIES

We run our business by legally and ethically irreproachable means and expect the same of our business partners.

We maintain strict separation between the private interests of our staff and the interests of our company. A conflict of interest occurs if somebody's private interests clash in any way with the interests of the company, or if they even appear to do so.

Members of our workforce may neither request or receive monetary benefits, nor offer or supply them. There are no exceptions, and this applies especially vis-à-vis officials, including those of foreign states and international organisations.

We may not request any other kinds of benefits, and we may only accept, offer or guarantee them within certain limits. The Compliance Directive provides value limits and definitions to this end.

4 ADHERING TO THE COMPLIANCE CODE OF CONDUCT

GENERAL PRINCIPLES

Whenever anybody is employed by us, we supply them with a copy of the Compliance Code of Conduct, whose latest version can always be viewed and downloaded on the company Intranet.

Executives are especially encouraged to actively promote the application of our compliance regulations. The Compliance Directive defines exactly what employees are obliged to do, and it is also available on the Intranet.

COMPLIANCE OFFICER

Staff should initially seek clarification from their supervisors about any issues relating to compliance at Amprion. If it is not possible to gain clarification within your working environment, or if it seems inappropriate under the circumstances, you can always contact the Amprion Compliance Officer.

COMPLIANCE OMBUDSMAN

Amprion has further nominated an external contact partner to help the company uphold the Compliance Code of Conduct. If you deem it inappropriate to involve the Compliance Officer in a particular situation, you can turn instead to Amprion's external Compliance Ombudsman. The contact details of the Compliance Officer and external contact partner are available on the Intranet.

5 HUMAN RIGHTS AND SUSTAINABILITY

Amprion is committed to the recognition, promotion and observance of fundamental values in the fields of human rights, labour standards, environmental protection and fighting corruption. We ensure that the standards established by human rights law are upheld within our company and that our employees are protected and treated fairly. We expect the same from our external partners and suppliers.

HUMAN RIGHTS

Companies must

- support and respect the protection of internationally proclaimed human rights.
- ensure that they do not participate in human rights violations.

LABOUR RELATIONS

Companies must

- respect the freedom of association and the effective recognition of the right to collective bargaining.
- advocate the elimination of all forms of forced and compulsory labour.
- advocate the effective abolition of child labour.
- advocate the elimination of discrimination in respect of employment and occupation.

ENVIRONMENT

Companies must

- treat ecological challenges with circumspection.
- undertake initiatives to promote a sustainable and a more responsible approach to the environment.
- promote the development and spread of environment-friendly technologies.

FIGHT AGAINST CORRUPTION

- Companies must work against all forms of corruption, including extortion and bribery.

Dortmund, January 2021

The Management Board

