

	Policy of the ILLC "GAZPROM INTERNATIONAL LIMITED" Group Companies on Preventing and Resolving Conflicts of Interest	<b>Reg. No.</b>	269
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## 1. General Provisions

- 1.1. The Policy of the International Limited Liability Company "Gazprom International Limited" Group Companies on Preventing and Resolving Conflicts of Interest ("the Policy") is a high-level fundamental document that establishes the main goals, objectives, principles, requirements and approaches to preventing, identifying and resolving conflicts of interest, including potential ones, that employees of the Group Companies have when hiring or that arise due to performing their work duties. The Policy defines situations of conflicts of interest, the responsibilities of employees and the competencies of the responsible structural units in relation to the implementation of the provisions of this Policy, and is the basis for developing lower-level internal regulatory documents that determine the order and procedures for identifying and resolving conflicts of interest.
- 1.2. The Policy is based on:
  - Good Practice Guidance on Internal Controls, Ethics and Compliance adopted by the OECD Council on February 18th, 2010;
  - ISO 19600:2014 Compliance management systems — Guidelines;
  - ISO 37001:2016 Anti-bribery management systems — Requirements with Guidance for Use;
  - Federal Law of 25.12.2008 No. 273-FZ "On Combating Corruption";
  - National law applicable to the Group Companies;
  - General corporate regulations on preventing and resolving conflicts of interest.
- 1.3. The Policy seeks to:
  - Ensure measures undertaken by Group Company employees to prevent and resolve conflicts of interest comply with the requirements imposed by applicable laws in the country of presence;
  - Minimize the risk of Group Company employees facing a conflict of interest as they discharge their duties;
  - Ensure the compliance by the Group Companies with the principles and norms of bona-fide, fair, and responsible business practices;
  - Create in the Group Companies a uniform, effective system of controls over the prevention and resolution of conflicts of interest.
- 1.4. The Policy reflects the commitment of the management and employees of the Group Companies to the ethical standards of conduct of a legitimate, open and honest business, improvement of corporate culture, adherence to the best practices of corporate management and uphold business reputation.
- 1.5. The underlying principles regarding the implementation of the Policy include:
  - A compulsory disclosure of the details of an actual or potential conflict of interest;
  - Case-by-case reviews and assessments of reputational risks for a Group Company in the ascertainment of each conflict of interest and resolution thereof;
  - Confidential processes of disclosing the details of a conflict of interest and resolving the same;
  - Balancing the interests of a Group Company and employee in the resolution of a conflict of interest;
  - The protection of an employee against retaliation for communicating about a conflict of interest opportunely uncovered by an employee and/or resolved (prevented) by a Group Company.
- 1.6. This Policy applies to all the ILLC "Gazprom International Limited" Group Companies.

## 2. Terms and Definitions

### Group Company

ILLC "Gazprom International Limited" and/or its subsidiaries, partially or fully, directly or indirectly controlled by ILLC "Gazprom International Limited", and their separate divisions (branch, representative and project offices). For the purposes of this definition, "control" means holding, directly or indirectly, of more than 50% (fifty percent) of total interests.

## Conflict Of Interest

A situation where the personal interest of an employee affects or may affect him/her fulfilling his/her job duties objectively and impartially and where there is or may arise a conflict between the personal interest of an employee and the legitimate interests of the Group Companies, which can be detrimental to the legitimate interests of the Group Companies.

## Relatives

The spouses, children, parents, adopters and adoptees, siblings, grandparents, and grandchildren of a Group Company's employee.

## Family Members

Persons living and running a household together with a Group Company's employee regardless of the degree of kinship.

### 3. Competence of the bodies managing the prevention and resolution of conflicts of interest

- 3.1. The General Director of ILLC "Gazprom International Limited" determines the overall strategy to the Group Companies on the prevention and resolution of conflicts of interest, as well as regularly reviews the reports by related executive bodies.
- 3.2. The managing directors of the Group Companies allocate powers, duties, and responsibilities under this Policy among the employees and/or structural units of the Group Companies, ensure the organization of activities aimed at the implementation of the principles and requirements of the Policy, including the appointment of the persons responsible for the development, implementation, and control of the procedures for the prevention and resolution of conflicts of interest.
- 3.3. The Legal Department and Corporate Security Department together or within the scope of their competence provide the necessary consultation on the improvement of the internal control procedures for the prevention and resolution of conflicts of interest to be submitted for consideration by the General Director of ILLC "Gazprom International Limited", participate in identifying conflicts of interest of employees, initiate inspections and participate in their implementation.

### 4. A system for risk management and internal controls on preventing and resolving conflicts of interest

- 4.1. The system for risk management and internal controls on preventing and resolving conflicts of interest is based on the following principles:
  - a) Compliance with applicable national law.  
Related events must comply with the current national law applicable to each Group Company and other applicable regulations.
  - b) Tone at the top.  
The Management of Group Companies plays a pivotal role in building a culture for preventing and resolving conflicts of interest. It also provides reliable, explicit, and tangible support to programs and measures involving internal controls, ethics, and compliance aimed to prevent and trace conflicts of interest.
  - c) Involvement of people.  
Employees at the Group Companies must be aware of the provisions governing the prevention and resolution of conflicts of interest. Employees are actively involved in developing and deploying standards and procedures declared in the Policy.
  - d) Liability and inevitability of punishment.  
Punishment must be inevitable for all employees, regardless of their position, seniority, and other conditions, who have violated the rules of preventing and resolving conflicts of interest and while performing their duties as stated by the Policy and lower-level documents.
  - d) The principle of honesty and fairness.  
Non-participation of involving parties in consideration and settlement of conflicts of interest.
  - e) Open business.  
The standards for preventing and resolving conflicts of interest adopted by the Group Companies must be made known to counterparties, partners, and the public.
  - f) Ongoing supervision and regular monitoring.  
Ethics and compliance programs and measures undergo regular improvements with a view to an evaluation and enhancement of their effectiveness in preventing and tracing conflicts of interest with consideration to recent developments related thereto and the evolving international and industrial standards.

## 5. General requirements for preventing and resolving conflicts of interest

- 5.1. The risk of conflict of interest is typically present when reporting to or managing relatives, close friends or other personal close relationships. Furthermore, being able to influence company procedures that lead to hiring new employees or contractors, or managing business contacts of the Group Company, or having access to company information that may be used for personal gain, can lead to a situation where the current or future personal interests of the employee or its relatives are in conflict with the Group Company's interests. Likewise, personal business interest in competing companies or business relations can lead to a conflict of interest. The presence of a conflict of interest poses a threat to a Group Company's reputation with its employees and other persons (incl. the shareholders, counterparties, the State and public authorities, professional associations, securities market actors, etc.).
- 5.2. Both the Group Company and its employees have a responsibility to prevent situations where a conflict of interest may arise, and to take steps to identify and mitigate the effects of any (potential) conflict of interest.
- 5.3. A Group Company's employees must:
  - report any (potential) conflict of interest to their immediate supervisor or Corporate Ethics Commission as established by the Corporate Ethics Code whenever such conflict arises or becomes known to the employee;
  - avoid taking ownership interest, or assuming positions in the management bodies or organization of competing companies;
  - avoid any personal gain for themselves or their relatives from a business relation of the Group Company.
- 5.4. Group Companies must create internal norms and processes and ensure the reduction of situations:
  - where relatives, close friends and persons in close personal relationships report to one another, or are involved in a business process where a decision by one of them affects the performance of duties by the other;
  - that employees with a considerable direct or indirect (through relatives) personal interest in a business relation of a Group Company do not represent the Group Company in front of it, and do not participate in managing the relation.

## 6. Ways to resolve a conflict of interest

- 6.1. Group Companies must have the following disclosures of a conflict of interest:
  - Disclosure of a conflict of interest at the time of hiring;
  - Disclosure of a conflict of interest at the time of transferring to a new position;
  - Single-time disclosures of information as conflicts of interest may arise.
- 6.2. The review of information disclosed to a Group Company and the resolution of a conflict of interest must be confidential.
- 6.3. Any information that has been disclosed must undergo a thorough review to assess the gravity of risks posed to the Group Company and select the most appropriate way to resolve a conflict of interest.
- 6.4. A situation not generating a conflict of interest does not need any special resolution.
- 6.5. In the event that a conflict of interest does occur, the following actions can be taken to resolve the same:
  - Restrict the employee's access to particular information that may affect the personal interest of the employee;
  - Have the employee voluntarily withdraw or (permanently or temporarily) dismiss him/her from discussions and decision-making on matters that are or may be affected by a conflict of interest;
  - Revise and change the functions of the employee;
  - Transfer the employee to a position where he/she will discharge functions not related to the conflict of interest;
  - Have the employee abandon his/her personal interest that generates a conflict of interest with the interest of a Group Company;
  - Have the employee resign;
  - Where the conflict of interest leads to a disciplinary offence, take the appropriate disciplinary action, up to dismissal of the employee.

The above list of the ways to resolve a conflict of interest is not exhaustive.
- 6.6. The selection of a particular way to resolve a conflict of interest should give consideration to the importance of the personal interest of an employee and the likeliness of such personal interest becoming realized to the prejudice of a Group Company.
- 6.7. Resolving an existing conflict of interest, the mildest mitigation measure possible should be resorted to amid the current circumstances. Measures that are more stringent should be resorted to only when actually needed or if the mild measures have not been effective enough.

## **7. Standards and procedure for their implementation**

- 7.1. The Group Companies has implemented the Corporate Ethics Code, developed with consideration to the best European and Russian corporate management practices. The Code establishes the corporate values and defines the most important value-based principles and rules of business conduct in preventing and resolving conflicts of interest. The permanent Corporate Ethics Commission is responsible for the work on the implementation of the requirements and provisions of the Corporate Ethics Code.

## **8. Enforcement of the Policy**

- 8.1. In the organization of the processes of risk management and internal controls in preventing and resolving conflicts of interest, the Group Companies are guided by the principle of inevitability of punishment for their employees for any offense regardless of their position.
- 8.2. Depending on the gravity of the offense, liability can be disciplinary, administrative, and penal according to the applicable national law.
- 8.3. The respective Group Company investigates into each ascertained offense, within the limits allowed by the applicable national law.
- 8.4. The Group Companies can lay down detailed procedures for the prevention, investigation and remedying of conflicts of interest and for the enforcement of the applicable procedures in this area, and also keep records of information about affiliated persons and persons with potential conflicts of interest

## **9. Procedure for review and amendment**

- 9.1. The amendments to the Policy are made in accordance with the procedure established in the Group Companies if:
- it is necessary to align the Policy with the changes in the applicable law;
  - the Company is improving its measures on preventing and resolving conflicts of interest.