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## 1. DOCUMENT AIMS AND APPLICATION

This policy defines Potentia Energy Group Pty Ltd (Potentia Energy) Zero Tolerance of Corruption. This policy shall be implemented and applied to the extent possible within Potentia Energy Group and in compliance with any applicable laws, regulations, and governance rules, including any stock exchange and unbundling-relevant provisions, which in any case prevail over the provisions contained in this document.

At the proposal of the Chief Executive Officer (CEO) of the Company, this document is submitted to the Board of Directors of the Company for approval.

This document shall require a formal review every 3 years by the CEO, or earlier if determined by the business to achieve continuous improvement.

## 2. DOCUMENT VERSION MANAGEMENT

Version	Data	Main changes description
1	[25/09/2023]	New local Policy

## 3. UNITS IN CHARGE OF THE DOCUMENT

Process Owner responsible for drawing up the document: P&CS

Responsible for collaborating on the document (1): HSEQ & Sustainability

Responsible for authorizing the document: Board of Directors

## 4. REFERENCES

- Stop Work Policy
- Integrated Management System Policy
- Anti-bribery Policy
- Human Right Policy
- Code of Ethics
- Global Compliance Program

List of documents issued by external organizations (laws, guidelines, regulations):

- \* ISO 9001:2015 Quality Management System – Requirements;
- \* ISO 14001:2015 Environmental management systems - Requirements with guidance for use;
- \* ISO 45001:2018 Occupational health and safety management systems – Requirements;
- \* ISO 50001: 2018 Energy management systems — Requirements with guidance for use
- \* ISO 37001:2016 Anti-bribery management systems – Requirements with guidance for use.

## 5. ORGANIZATIONAL PROCESS POSITION IN THE PROCESS TAXONOMY

Business Unit(s) this applies to: Potentia Energy

## 6. DEFINITION AND ACRONYMS (In Alphabetical Order)

Acronym and Key words	Description
Potentia Energy	Potentia Energy Group Pty Ltd
The Company	Means Potentia Energy
ZTC	Zero Tolerance Plan

## 7. GENERAL PRINCIPLES

Potentia Energy is committed to respecting its own Code of Ethics, and obligations assumed through signing of the Global Compact.

Consequently, it requires its staff to demonstrate honesty, transparency, and fairness in performing their work. The same commitments are required of all other stakeholders (i.e., individuals, groups, or institutions) that contribute to the achievement of its mission or undertake activities related to this objective. In compliance with the tenth principle of the Global Compact, which requires that “businesses should work against all forms of corruption, including extortion and bribery”, the Company intends to pursue its commitment to fight corruption. The Company confirms its adhesion to the 10 principles of the Global Compact through the annual COP of the United Nations and its Sustainability Report accounts for their application in operational activities. This commitment translates into the following general principles:

- The Company rejects corruption in all its forms, both direct and indirect;
- The Company establishes the “Zero Tolerance of Corruption” (ZTC) plan for fighting corruption.

## 8. ZTC PLAN: COMMITMENTS

On the base of its analysis of the activities most exposed to the risk of corruption, the Company assumes the following commitments for carrying out its activities.

### 8.1. Bribes

The Company forbids the use of any form of unlawful payment, in money or other benefit, for obtaining an advantage in relations with its stakeholders, where advantage is understood as facilitation or guarantee of obtaining services that are in any case due. The ban naturally applies to employees who,

by virtue of their role or activities carried out at the Company, intend to accept and/or offer bribes to their own benefit or that of relatives, associates, or acquaintances. If bribes should be promised, offered, or requested, the Company employees must inform their line manager or the auditor's office through the channel dedicated to the collection of such reports.

### **8.2. Contributions to political parties**

the Company refrains from all forms of pressure, whether direct or indirect, on politicians, does not finance political parties, their representatives, or their candidates, whether in Australia or abroad, and does not sponsor any event for whose exclusive purpose is political propaganda.

### **8.3. Facilitation**

the Company does not allow its staff to offer or accept, directly or indirectly, payments or any other form of benefit from any party for the purpose of expediting services already due from its partners.

In the event of a promise or offer of, or request for facilitating its services, Company employees must inform their line manager or the auditor's office through the channel dedicated to the collection of such reports.

### **8.4. Gifts, presents and benefits**

the Company does not permit any form of gift that could be interpreted as exceeding normal commercial practice or courtesy or otherwise offered to obtain favourable treatment in the conduct of any activity connected to the Company. In particular, the Company prohibits gifts in any form to any foreign public officials, auditors, directors of the Company and its subsidiaries, and mayors or their relatives, which could affect independence of judgement or lead to the guaranteeing of any form of advantage.

This rule, which admits no exceptions, not even in countries where the offering of valuable gifts to business partners is the custom, regards both gifts promised or offered and by gift, the Company intends any kind of benefit (free participation in conferences, promise of employment, etc.). In all cases, Potentia Energy refrains from practices not allowed by law, commercial practice, or the ethical codes – where known – of companies or entities with which it deals.

**Gifts offered – apart from those of modest value – must be managed and authorized according to business procedures and must be adequately documented. Company employees who receive gifts or benefits not provided for by the rules must inform the CEO of the Company, which evaluates the appropriateness.**

### **8.5. Secret commissions**

the Company does not allow its staff to pay or receive of secret commissions to or from any person or entity, including any private party or Public Official is prohibited.

Secret commissions arise where a person who is the agent or representative of another person or entity takes or solicits a commission from a third party without disclosing that commission to their principal. The secret commission is given as an inducement to the agent or representative to use their position to influence the conduct of their principal's business.

## **9. ZTC PLAN: IMPLEMENTATION**

Respect for the Company's commitments to the fight against corruption requires the involvement of its stakeholders in implementation of the plan.

### **9.1. Organization and responsibility**

At the proposal of the Chief Executive Officer of the Company, the ZTC plan is submitted to the Board of Directors of the Company for approval.

CEO appoints a person in responsible for implementation of the ZTC plan (ZTC Officer).

ZTC Officer must ensure each organizational unit is setting up appropriate control systems for implementing the ZTC plan.

## **9.2. Relations with third parties**

### ***Subsidiaries, affiliates, and partners***

- In mergers and acquisitions phase or while defining partner relations including but not limited to unincorporated joint venture or incorporated joint venture with third party companies, the Company ascertains that the minimum conditions for respect of the ZTC plan are present.
- The Boards of Directors of the Company's subsidiaries is asked to adopt the ZTC plan through specific decision.
- the Company proposes that affiliated companies and partners that do not have their own codes of ethics, or programs to fight corruption, adopt this ZTC plan or, alternatively, draw up similar documents.
- Where required by the ZTC Officer, sufficient due diligence must be performed to ensure that it is appropriate for the third party to be engaged, and an accompanying written due diligence report must be completed and approved by the ZTC Officer prior to entering into contractual relations.

### ***Agents, consultants, and intermediaries***

- Any person operating as a representative of the Company must sign a declaration of commitment to respect the ZTC plan.
- Agreed fees are adequately justified in relation to the activity to be carried out and by current market practices.
- Adequate documentation for guaranteeing maximum correctness, transparency and traceability of contractual relations is archived.
- In cases where it is established that the behaviour of counterparts violates the ZTC plan, and within the limits of law, the Company takes appropriate action, including annulment of contracts.

### ***Purchasing and sales procedures***

- the Company conducts purchasing and sales procedures in a correct and transparent way.
- Internal procedures include suitable controls to guarantee transparency and correctness in the process of selecting suppliers and in management and execution of contractual relations.

- The suitability of an eventual counterpart is evaluated in terms of its acceptance of specific ethical-social commitments.
- In cases where it is established that the behaviour of counterparts violates the ZTC plan, and within the limits of law, the Company takes appropriate action, including annulment of contracts.

### **9.3. Human Resources**

- In the hiring process, candidates that have been selected are required to sign an undertaking to respect the provisions of the Code of Ethics and the ZTC plan.
- All internal documents regarding personnel management carry reference to the provisions of the ZTC plan.
- No-one is penalized for refusing to pay bribes.
- In cases of violation of the ZTC plan, the Company applies the sanctions provided for in its disciplinary code to its employees, including managerial staff, in line with collective labour agreements and applicable procedures and legislation in the countries in which the Company is present.

### **9.4. Training**

- Training activities are provided for all personnel to ensure dissemination and correct understanding of the ZTC plan.
- Principles, undertakings, and implementation procedures are an integral part of special in-depth training sessions for professional families.
- External stakeholders are provided with material and access to experience that they can use to prepare their own plans for fighting corruption.

### **9.5. Reporting**

Employees, managers, and directors of Potentia Energy are required to report all violations or suspected violations of the ZTC plan and, more generally, of the Code of Ethics, to the Company's CEO, which is responsible for analysing the report, and may eventually wish to talk to the person who reported an alleged violation and to the person suspected of the alleged violation.

Reports can be submitted as follows:

- by web or by the toll-free number as described in the web page of the Company (<https://secure.ethicspoint.eu/domain/media/en/gui/102504/index.html> , this website is to be used during the transition period).
- by post to this address: Potentia Energy Level 23.05, One International Towers 100 Barangaroo Avenue, Sydney NSW 2000

All other stakeholders are invited to report any violation or suspected violation through the same channels.

In all cases, the Company guarantees that the identity of the person making the report will be kept confidential, subject to legal obligations and safeguarding of the rights of the company or of the persons indicated in the report.

Violations of the ZTC plan are reported to the CEO which, in the most significant cases, and after appropriate analysis, informs the Board of Directors of the violations and the action taken.

### **9.6. Communication**

- Company's employees are made aware of the ZTC plan through internal communication tools.
- All employees receive a copy of the ZTC plan.
- A note providing information about adoption of the ZTC plan is included in all Company's contracts.
- The ZTC plan is available to all stakeholders. on the company website (Enel website to be used during the transition period).

### **9.7. Control activities**

#### ***Internal control system***

All Company's resources are committed to fighting corruption.

More specifically, each organizational unit is responsible for setting up appropriate control systems for implementing the ZTC plan in its own areas of responsibility.

#### ***CEO***

Monitoring the controls set up by the various operational units to implement the plan is entrusted to the CEO's office, which carries out its activities with the objective of suggesting changes designed to improve the internal control system. The CEO evaluates the adequacy of the periodic plan and ascertains that interventions are planned to ensure vigilance in relation to the ZTC plan.

### **9.8. Monitoring and review**

The CEO provides the Board of Directors with:

- binding opinions regarding revision of the most relevant internal policies and procedures with a view to guaranteeing their consistency with the ZTC plan;
- evaluation of eventual modifications or additions to the ZTC plan on the basis of the audits it has carried out.