

## POLG-CODE-00.01 General anti-corruption policy

| Written by:              | Reviewed and approved by:   | Reviewed and approved by: | Final approval by:       |
|--------------------------|---|---------------------------|--------------------------|
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## Contents

|     |   |   |
|-----|---|---|
| 1.  | Purpose. ....                               | 3 |
| 2.  | Objective. ....                             | 3 |
| 3.  | Related Documents. ....                     | 3 |
| 4.  | Scope. ....                                 | 4 |
| 5.  | Responsibilities. ....                      | 4 |
| 6.  | Definitions. ....                           | 4 |
| 7.  | Prohibited conduct. ....                    | 6 |
| 8.  | Reporting non-compliance. ....              | 7 |
| 9.  | Updates, improvements and publication. .... | 7 |
| 10. | Disciplinary system. ....                   | 7 |

## 1. Purpose.

The approval of this Anti-Corruption Policy by the Board of Directors of Ayesa Inversiones S.L. (including all subsidiaries over which it exercises control) and its communication to the rest of the members of the Ayesa Group (hereinafter Ayesa), is one more step in the unwavering commitment of the organisation to comply with applicable laws and regulations at all times as well as with the ethical principles established in Ayesa's Code of Ethics (which include zero tolerance when it comes to corruption).

This policy has been developed as a means to guarantee free and fair competition, as well as foster transparency, commitment and a respect for the law in the course of business and professional dealings with public- and private-sector entities.

## 2. Objective.

This policy complies with all legal requirements applicable to Ayesa, considering its nature, activities and structure, for the purpose of preventing and handling possible corruption offences, i.e. where an undue advantage of financial or non-financial value is offered, promised, granted, accepted or requested, either directly or indirectly, as an incentive or reward for an individual to act or fail to act in the course of their duties.

Although the exact reasons vary, individuals may become involved in corrupt practices inadvertently or as a result of recklessness, meaning training and awareness-raising are of central importance.

Therefore, in order to ensure the objective of this policy is met, i.e. to avoid any type of conduct contrary to legal requirements, Ayesa undertakes to adapt it to the changing social environment and to any changes to legal requirements, so as to guarantee its effectiveness.

The policy aims to:

- develop and reaffirm Ayesa's basic values and principles;
- describe conduct that may lead to practices that are corrupt and therefore forbidden by national and international laws and regulations, and;
- protect Ayesa and its employees, managerial staff and directors from situations that may be considered to involve corruption and, therefore, to avoid legal consequences (such as fines) and/or damage to its reputation, by establishing general guidelines designed to foster ethical and appropriate behaviour when making decisions, and allow irregularities and non-compliance to be reported.

## 3. Related Documents.

This policy is related to the Code of Ethics (COD 00).

## 4. Scope.

This policy applies to all employees, managerial staff and directors at Ayesa, who must comply with the provisions contained herein regardless of the position they hold. It must also be adhered to by all of Ayesa's business partners and stakeholders, in addition to their management bodies, managers and all their employees.

This policy will be made available to all employees, managerial staff and members of the board of directors.

## 5. Responsibilities.

**Compliance Committee:** this body is responsible for supervising and monitoring compliance, updating this policy and receiving reports of non-compliance relating to it.

## 6. Definitions.

- **Corruption in business:** this is where a member of management, director, employee or collaborator of a commercial enterprise or company, by themselves or through an intermediary, receives, requests or accepts an unjustified benefit or advantage of any nature, or an offer or promise to obtain it, for themselves or for a third party, in exchange for unduly favouring a specific individual or company during the procurement or sale of goods or services, or in the course of business dealings.
- **Corruption between individuals:** this is where an individual, by themselves or through an intermediary, promises, offers or grants members of management, directors, employees or collaborators of a commercial enterprise or company, an unjustified benefit or advantage of any kind, for them or for third parties, in exchange for unduly favouring them or a third party over others during the procurement or sale of goods or services, or in the course of business dealings.
- **Corruption in international business transactions:** this refers to an offer, promise or granting of any undue advantage, monetary payment or anything else intended to corrupt or attempt to corrupt, directly or through an intermediary, a public authority or public official, for the benefit of said individuals or a third party. Here, the purpose may be to cause said public authority or public official to handle their requests, or act or refrain from acting in accordance with their public duties in order to obtain or retain a contract, business or any other competitive advantage in the conduct of international economic activities.

- Bribery (corruption of a public official): this is where a public authority, public official or individual involved in the exercise of public duties, for their own benefit or that of a third party, receives or requests, by themselves or through an intermediary, a gift, favour or consideration, or accepts an offer or promise to do something that is either part of or not part of their duties or what is expected of them in their position, or to refrain from doing something or delay doing something that they should do. This also applies to individuals who have been assigned and are exercising public duties in Member States of the European Union or in third countries involving managing the financial interests of the European Union or taking decisions relating to said interests.
- Bribery: this refers to offering or giving a gift or any other kind of consideration to a public authority, public official or individual exercising public duties in order to cause them to do something that is either part of or not part of their duties or what is expected of them in their position, or to refrain from doing something or delay doing something that they should do.
- Extortion: an act whereby an individual forces another, using violence or intimidation, to hand over their assets or those of a third party against their will.
- Public authority or public official: any employee in public employment who is a member of the civil service.
- Facilitation payments: small payments or gifts made to an individual, be it a public official or an employee of a private company, in order to obtain a favour, such as speeding up an administrative procedure; obtaining a permit, license or service; or avoiding an abuse of power.
- Gift: considerations, payments, benefits, favours, discounts, services not offered to the general public, reimbursements of expenses, trips, holidays, job offers for employees or members of their family, payment of debt, making something available without charge, or any other physical present or monetary gift.
- Promotional gift: complementary items or common business courtesies which comply with all applicable laws and regulations.
- Influence peddling: this is where an individual influences a public official or public authority by taking advantage of their personal connection with them or with another public official or public authority in order to secure a decision that may directly or indirectly bring about a financial benefit for themselves or a third party.

- Hospitality: for the purposes of this policy, this term refers to any courtesy, generally social in nature, offered or received in the course of business dealings.
- Common courtesies: courtesies and items of moderate economic value considered to be common practice at public- and private-sector companies. These include but are not limited to items featuring the logo of one of Ayesa's subsidiaries; promotional items; and material used at meetings, seminars, workshops, conferences, congresses, etc.

## **7. Prohibited conduct.**

- Under no circumstances shall employees, managerial staff or directors of Ayesa offer, receive, accept or request any unjustified benefit, payment or advantage of any kind in order to improperly secure a contract, sale of goods or favour of any kind. Facilitation payments are forbidden.
- Under no circumstances shall any national or international public official or public authority be expected to act illegally in favour of Ayesa or against a third party in exchange for money or gifts of any kind.
- Under no circumstances may gifts, hospitality or courtesies be offered to or accepted from public officials or any other third party that go against the provisions contained in the General Gifts and Hospitality Policy.
- Advantageous agreements or preferential treatment from public authorities or public employees achieved by offering and/or promising them, either directly or through intermediaries, personal or financial favours (money, loans, monetary advantages, etc.) are forbidden.
- A public authority or public official must not be influenced in any way by taking advantage of a personal connection with them or with another public official in order to bring about a decision that may directly or indirectly lead to any type of direct or indirect benefit for Ayesa.
- If it is known, or suspected, that goods are related in any to criminal activity, it is forbidden to acquire, possess, use or pass them on.
- It is forbidden to carry out any type of activity that may be considered a violation of antitrust laws (i.e. laws designed to promote competition and prevent monopolies), such as holding meetings or dialogue with other companies for the purpose of agreeing upon ways of controlling and manipulating the market.

- Ayesa's employees, managerial staff and directors are forbidden from participating in sectoral discussions or meetings where the purpose is to reach agreement regarding:
  - the direct or indirect fixing of prices or other conditions;
  - limiting or controlling production, distribution, technological progress or investments;
  - market or supply quotas;
  - the application of unequal conditions for equivalent services that place certain competitors at a disadvantage compared to others;
  - and the subordination of the conclusion of contracts to the acceptance of supplementary services which, due to their nature or pursuant to normal commercial practice, are not related to the purpose of such contracts.

In order to ensure compliance with these guidelines, the Compliance Committee will review the compliance objectives of the anti-bribery measures in place at Ayesa on an annual basis for the purpose of improving the monitoring framework of the Criminal Compliance System.

## **8. Reporting non-compliance.**

Suspicions of any conduct contrary to this policy must be reported to the Compliance Committee, which will investigate the information provided in a strictly confidential and impartial manner.

Ayesa and its managerial staff will not take action against employees who, acting in good faith, report practices which potentially go against the provisions contained in this policy. Any retaliation will be considered a serious breach of the Code of Ethics and will be grounds for disciplinary action.

## **9. Updates, improvements and publication.**

When updating, making improvements to or publishing this policy, the requirements laid out in the document 'Procedure: Creation of Rules, Procedures and Technical Instructions' (PRO-CORP-00.00) must be followed.

## **10. Disciplinary system.**

Once the facts reported or detected by the Compliance Committee have been confirmed and proven, depending on their extent and nature, and the exact breach or violation of this policy or the policies that make up the Anti-corruption System in place at Ayesa, disciplinary action may be taken in accordance with applicable employment law.

Where non-compliance by clients, suppliers or external collaborators is identified, all contractual relationships with them will be terminated using the mechanisms in place for this purpose.