

POLG-CODE-00.02 General criminal compliance policy

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1. Purpose.

Ayesa is fully aware of its social responsibility and of the importance of adopting an ethical approach to the way it does business at all times. As such, everything its governing body does is based on respecting and fostering respect for the principles and rules upon which its corporate governance model is based, the purpose of which is to ensure effective management and control of its activities. The aim is to have a set of policies, rules and procedures that govern activities that may generate risks for Ayesa.

In accordance with Article 31 bis of the Spanish Criminal Code, legal entities may be held criminally liable where their directors, members of management or employees commit certain criminal offences in the course of any work they undertake in the name of or on behalf of the legal entity to which they belong and for the latter's direct or indirect benefit. In order to demonstrate the necessary due diligence has been carried out and thus be exempted from criminal liability, an organisational and management model that includes monitoring and control mechanisms designed to prevent and reduce the risk of criminal offences being committed is necessary.

As such, the board of directors of Ayesa Inversiones, S.L. (hereinafter the 'Company'), in the course of its duties and in line with the objectives and values of the Ayesa Group and its culture of preventing irregularities, has approved the present Criminal Compliance Policy, the purpose of which is to establish a series of undertakings and requirements relating to the strict respect of and compliance with applicable criminal law.

This Criminal Compliance Policy lays out a framework for establishing, revising and fulfilling criminal compliance objectives, this forming the basis for creating processes to identify, analyse and assess criminal liability risks to which Ayesa is exposed.

This policy, together with the Criminal Compliance System in place, is designed to foster a corporate culture based on sound business ethics and respect for the law, and thus zero tolerance when it comes to practices that go against internal and external policies, rules, procedures, laws and regulations, particularly those of a criminal nature. The aim is to encourage self-monitoring and decision-making that reduce the likelihood of Ayesa's directors, members of management, employees or business partners committing criminal offences and exposing Ayesa to liability risks.

2. Related documents.

This Policy is related to the Code of Ethics (COD 00), which it supplements.

3. Scope.

All directors, members of management and employees of the Company and all other companies belonging to Ayesa, regardless of where they are based, in addition to all third parties acting in the name of and on behalf of Ayesa, must comply with the present Policy.

In terms of companies and entities in which Ayesa has a non-controlling interest, Ayesa undertakes to promote a series of principles and commitments in the area of criminal compliance that are in line with those described in this policy. Likewise, it will help ensure compliance and prevent criminal offences from being committed by its business partners, irregular conduct by whom may have legal consequences for Ayesa.

Members of management and employees of Ayesa who carry out work in other countries must also comply with all applicable domestic legal requirements.

4. Guiding principles.

Ayesa has established the following guiding principles, which form the basis of its Criminal Compliance System:

- Professional activities undertaken by Ayesa's directors and employees as well as its business partners must be based on integrity, honesty, transparency and responsibility, with maximum care being taken to protect the image and reputation of Ayesa. Illegal or illicit activities are expressly prohibited.
- All members of Ayesa must comply with applicable criminal law, the provisions of this policy and all other internal policies, rules and procedures in place at Ayesa at all times.
- All members of Ayesa must report any situations or conduct that may reasonably constitute a criminal offence or be in violation of requirements contained in any applicable internal or external policies, rules, procedures, laws or regulations they are aware of, doing so through the internal channels made available for this purpose. Said channels may also be used to submit any queries or information regarding compliance with criminal law.

Those who report such situations or conduct in good faith will not suffer any kind of retaliation and all correspondence will be handled in a confidential manner.

- Training and communication initiatives will be organised on a regular basis. These may focus on general compliance or deal with more specific compliance issues aimed at a particular area, department or position.
- The independence and authority of the Compliance Committee will be ensured, and it will be provided with all the material and human resources it needs in order to monitor the effectiveness of and adherence to the Criminal Compliance System.
- Suitable procedures designed to reduce the likelihood of and prevent criminal offences from being committed and irregular conduct occurring at all companies belonging to Ayesa will be developed and implemented.
- In the event of a failure to comply with the present policy or any other policies, rules and procedures in place at Ayesa, or where irregular, illegal or alleged criminal activities take place, a thorough investigation must be undertaken as soon as possible in order to establish the facts. This may involve taking fair and proportional disciplinary action in accordance with local employment law and applicable collective agreements. In the event of business partners, all necessary measures must be taken.

Ayesa must cooperate with judicial and administrative bodies, and relevant national and international authorities and agencies, in any inspections and investigations they undertake in response to criminal offences.

5. Components of the Criminal Compliance System.

The Criminal Compliance System in place for preventing, detecting and dealing with criminal liability risks as well as other serious offences and irregularities is made up of the following components:

- The Code of Ethics: this lays out the values, principles and guidelines that all members of Ayesa are required to follow in everything they do.
- Control environment: in addition to this policy, Ayesa has a series of internal policies, rules and procedures in place, which have been developed on the basis of a risk assessment and serve to ensure the required standards of conduct are adhered to.

It also has procedures in place to govern the management of financial resources for the purpose of preventing criminal offences from being committed.

- Control activities: the areas of Ayesa's work where criminal offences may be committed or irregularities may occur are: engineering, technology and consulting services, provided at a national or international level, to governments, the public sector, the private sector, utilities and financial institutions, amongst others.

Within this context, a number of criminal liability risks to which Ayesa is exposed have been identified, taking into account their impact and probability. These are based on the criminal offences established in the Spanish Criminal Code that may lead to criminal liability being attributed to a company, and are listed below.

The criminal liability risks applicable to Ayesa are the following:

- Criminal offences against the rights of workers (Article 311 of the Spanish Criminal Code)
- Criminal offences against natural resources and the environment (Article 325 of the Spanish Criminal Code)
- Obtaining data in order to discover a company secret (article 278 to 280 of the Spanish Criminal Code)
- Discovering and revealing secrets and obtaining electronic information without due authorisation (article 197 *et seq.* of the Spanish Criminal Code)
- Criminal offences resulting in damage to electronic data, electronic documents or computer programmes (article 264 *et seq.* of the Spanish Criminal Code)
- Criminal offences against intellectual property (article 270 *et seq.* of the Spanish Criminal Code)
- Criminal offences relating to the dissemination, disclosure or communication of a company secret (Article 280 of the Spanish Criminal Code)
- Corruption in business (Article 286 bis of the Spanish Criminal Code)
- Corrupting a public official when conducting international business (Article 286 ter of the Spanish Criminal Code)
- Bribery (Article 419 of the Spanish Criminal Code)
- Influence peddling (Article 429 of the Spanish Criminal Code)
- Embezzlement (Article 435 of the Spanish Criminal Code)
- Scams (Article 248 of the Spanish Criminal Code)
- Tax evasion (Article 305 of the Spanish Criminal Code)
- Social security fraud (article 307 *et seq.* of the Spanish Criminal Code)

- Fraud involving aid or subsidies (Article 308 of the Spanish Criminal Code)
- Money laundering (Article 301 of the Spanish Criminal Code)
- Criminal offences against industrial property (articles 273 and 274 of the Spanish Criminal Code)
- Criminal offences relating to spatial and town planning (Article 319 of the Spanish Criminal Code)
- Financing terrorism (Article 576 of the Spanish Criminal Code)
- Hate crimes and glorifying certain crimes (Article 510 bis of the Spanish Criminal Code)
- Illegal financing of political parties (Article 304 bis of the Spanish Criminal Code)
- Altering prices in public tenders and auctions (Article 262 of the Spanish Criminal Code)
- Preventing inspections (Article 294 of the Spanish Criminal Code)
- Submitting incomplete lists of assets or property as part of legal proceedings (Article 258 of the Spanish Criminal Code)
- Unauthorised use of seized assets or property (Article 258 bis of the Spanish Criminal Code)
- Failure to comply with accounting obligations (Article 310 of the Spanish Criminal Code)
- Criminal offences caused by explosives or other agents (Article 348 of the Spanish Criminal Code)
- Altering prices (Article 284 of the Spanish Criminal Code)
- Hiding assets to the detriment of creditors (Article 257 of the Spanish Criminal Code)
- Disposal of assets or property when currently insolvent or about to become insolvent (Article 259 of the Spanish Criminal Code)
- Fraudulent payments to creditors (Article 260 of the Spanish Criminal Code)
- Presenting false accounting information during insolvency proceedings (Article 261 of the Spanish Criminal Code)

This risk map will be constantly revised and updated in order to ensure it properly reflects the criminal liability risks to which Ayesa is exposed (for which a series of controls and measures are in place to prevent and reduce the risk of criminal offences being committed).

- Supervising effectiveness and compliance: the Compliance Committee is responsible for ensuring the Criminal Compliance System is effective and adhered to. In doing so, it must act on its own initiative and with full autonomy.

Given its supervisory role, it will regularly review the effectiveness of and compliance with policies and procedures by carrying out an assessment of the controls associated with each one. The purpose of this is to check whether said controls are achieving what they are designed to achieve, and, where

appropriate, establish an action plan for mitigating the risk associated with inadequate controls. The Compliance Committee will be responsible for overseeing any necessary improvement and corrective measures in this regard.

Furthermore, where a relevant offence or violation comes to light, or when changes are made to the structure of the Company, activities undertaken by the Company or applicable legislation, the Criminal Compliance System will be updated in order to ensure it remains suitable for effectively managing all existing criminal liability risks.

- Compliance information and training: internal policies, rules and procedures will be communicated and circulated, and ongoing training and awareness initiatives will be organised in the area of compliance and criminal liability risk prevention in order to ensure members of the Company are properly aware of, understand and follow the Criminal Compliance System.
- Communication channels: these are used for submitting compliance-related queries, and reporting possible irregularities, situations that violate applicable external legal requirements, the principles of the Code of Ethics or any internal policies, rules and procedures.
- Disciplinary system: this is used where disciplinary action is taken (in accordance with applicable employment law and notwithstanding any administrative or criminal consequences) as a result of a failure by a member of the Company to follow any of the requirements laid out in its internal policies, rules or procedures, or its ethical principles.

6. Improvements.

Ayesa is committed to continually improving its Criminal Compliance System through specific measures that allow it to be revised and its performance evaluated on a regular basis.

The Criminal Compliance Policy will be reviewed by the Compliance Committee on an annual basis and whenever there are changes to internal or external requirements, or processes or activities at the Company, or where any other objective circumstances arise which require it to be updated or altered in order to ensure it remains fit for purpose and up to date.

7. Publication.

The present policy will be circulated and made available through Ayesa's normal channels of communication so that all the Company's directors, members of management and employees as well as its business partners are familiar with it.