

## **GRUPO NEGRATIN ANTI-CORRUPTION POLICY**

### **1.- INTRODUCTION**

The need to implement preventive mechanisms to avoid corruption is a priority for Negratín Global Services S.L. and all its affiliates (Grupo Negratín), and a principle that must govern the operation of all its activities.

For this reason, Grupo Negratín, in view of the importance of avoiding the occurrence of such events, and having the responsibility of formulating the strategy and approving Corporate Policies, as well as supervising the internal control systems, has prepared this Policy.

This is carried out in the exercise of these responsibilities and consistent with the Code of Ethics and Conduct, as well as with the Mission, Vision and Values of Grupo Negratín, with its compliance culture, and its willingness to proceed with the prevention of non-compliance. This is the reason for this Policy of prohibition of bribery and corruption in the public sphere being issued.

Consequently, Grupo Negratín strongly rejects any kind of corruption, under the basic principle of compliance with the laws and regulations in force at all times, and bases its actions on the highest standards of compliance and responsibility.

This Policy reflects the Group's position of zero tolerance towards any form of corruption. All Group staff, including directors and board members (hereinafter collectively referred to as "Group Staff" or "Staff") are required to fully comply with the provisions of this Policy and the applicable Anti-Corruption Regulations. This Policy must be interpreted in the light of the Grupo Negratín's Compliance Model, which constitutes the guideline that must guide the behaviour of all Grupo Negratín Staff in accordance with the principles set out in the United Nations Global Compact, including working against corruption in all its forms, including extortion and bribery (Principle 10).

Failure by Group Staff to comply with this Policy may result in the exposure of the Group to substantial risks and could jeopardise its operations and reputation. All Group Staff should also be aware that violations of certain Anti-Corruption Regulations may result in individual civil and criminal penalties, with negative financial effects and possible imprisonment.

Within this framework, Grupo Negratín approves this Anti-Corruption Policy (hereinafter referred to as 'the Policy') as an essential tool to prevent both the Group and its internal or external employees, either directly or through intermediaries, engaging in conducts that may be contrary to the law or to the basic principles of conduct, such as:

- a) Transparency,
- b) Responsibility,
- c) Respect,
- d) Integrity,
- e) Ethical behaviour,

- f) Accountability,
- g) Democracy,
- h) Social and environmental responsibility,
- i) Excellence, professionalism and confidentiality.

Furthermore, given the international dimension of the Grupo Negratín, this policy is intended to support compliance with laws and regulations including the US Foreign Corrupt Practices Act (FCPA), the Bribery Act, the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions, the United Nations Convention against Corruption and the Council of Europe Criminal Law Convention on Corruption, as well as the Spanish Criminal Code as the local rule applicable to conduct both between private individuals and with public officials.

On the other hand, it should be noted that the Grupo Negratín has a zero-tolerance policy on offering or accepting bribes, or committing bribery, regardless of local laws or customs. The payment of bribes is prohibited in the Grupo Negratín, even if it involves the loss of profits or projects.

Failure to comply with these regulations may have criminal consequences not only for natural persons but also for legal persons who may be criminally liable for offences committed in their name or on their behalf, and for their benefit, by their legal representatives and de facto or de jure administrators as well as any other person subject to the authority of the directors and employees of Grupo Negratín.

It is therefore essential that all Group Staff is aware of and comply with this Policy, as it is mandatory for all of them.

## **2. PURPOSE**

The Policy against bribery and corruption in the public sphere is part of the Grupo Negratín's Compliance Model and is intended to detail the principles of action to be followed by all Group Staff, as well as third parties with whom we interact in the development of our activity, in those situations in which, due to the professional environment, we have to offer or receive gifts, courtesies or attend or organise events that derive from the interaction with public officials.

Grupo Negratín has taken an active position rejecting all types of corruption in any of the areas in which it operates, adopting this Policy, which complements the Code of Ethics and Conduct, and the highest international standards.

## **3.- SCOPE OF APPLICATION**

### **3.1. Persons subject to the Compliance Model**

The persons subject to this Policy are all those linked to Grupo Negratín's Compliance Model, i.e. those persons who have a direct ("Group Staff") or indirect relationship with the Group, whether professional, contractual or in any other way (employees, suppliers, members of collegiate bodies and any third party contracting with the Group).

All related persons shall receive sufficient training aimed at guaranteeing adequate knowledge of the scope of this Policy, in order to ensure compliance with it and

the development of an ethical culture of integrity and observance of current legislation and regulations.

Failure to comply with the provisions of this Policy may result in the exercise of disciplinary powers by the internal bodies of Grupo Negratín, which reserves the right to adopt disciplinary measures for breaches of the Policy that are appropriate to the nature and facts of the infringement. This could result in legal action being taken against anyone who breaches the contents of this Policy.

Within the framework of trust and collaboration with the people linked to Grupo Negratín's Compliance Model, it is expected that they will take the appropriate and convenient measures to guarantee honest and loyal behaviour. Therefore, the Group's Staff and those acting in the name of or on behalf of the Group shall be made aware of this Policy.

Grupo Negratín shall ensure that the persons linked to its Compliance Model are aware of the existence and content of this Policy and of their commitment to comply with its content.

Knowledge of facts that may constitute an express breach of any of the provisions of this Policy shall lead to the exercise of the corresponding disciplinary actions or, where appropriate, the termination of existing contractual relations.

#### **4.- PRINCIPLES ON WHICH THIS POLICY IS BASED**

Grupo Negratín values and encourages the development of its activities with honesty, loyalty and integrity as a means of building a good reputation. It is vital for the Group to foster and maintain this reputation, as it builds trust among its suppliers, its customers and others, to ultimately benefit the Group.

Corruption, in a broad sense, is a conduct whose impact on both the Group and society must be prevented and eradicated.

The principles governing this Policy are as follows:

1. Absolute rejection of any action or omission that is directly or indirectly related to acts of corruption. This includes situations in which a Group Staff is placed in a context of conscious or deliberate ignorance of acts of which they are required to be aware.
2. The prohibition of unlawful actions and/or actions that are not in line with this Policy, under the premise that they are acting in favour of the Group or any of its members, regardless of the possible economic benefit generated.
3. The obligation to report any fact known to them that contravenes the provisions of the Policy. This communication must be made through the Whistleblowing Channel set up by Negratín.

Internal information and communication is essential for the success of the Group's business. Negratín urges the Group's Staff to be proactive and to report without delay any possible breaches of this Policy or any illegal or unethical behaviour of which they become aware.

The necessary confidentiality must always be observed with regard to any information that is reported on the content of any kind of irregularities, taking into account the need to carry out an appropriate review in relation to the same, and subject to the applicable regulations. Therefore, no sanction or retaliation shall be applied to reports made in good faith. The Group's Code of Ethics and Conduct and the Whistleblowing Channel Policy contain guidelines on how to make reports, including details of the means for reporting, which allow for the following to be reported in a timely manner any suspected infringement.

4. The observance of standards of loyal behaviour, in accordance with the principles that guarantee free competition.

Corruption prevention measures are part of Negratín Compliance Model. Therefore, the principles set out in this model are directly applicable.

In order to prevent corruption, Grupo Negratín carries out all its activities in accordance with the legislation in force, in all areas of activity and in all the countries where it operates, in accordance with its spirit and purpose, and is committed to:

Promote and encourage its partners, suppliers, contractors and collaborating companies to be aware of this policy and to adopt behavioural guidelines consistent with it.

Pay special attention to those cases in which there are indications of lack of integrity of the persons or entities with which business is conducted, in order to prevent and avoid the laundering of proceeds from criminal or illicit activities.

Faithfully and properly reflect all the company's actions, operations and transactions in the company's records and systems.

Act in accordance with the principle of transparency of information, reporting all the Company's actions, operations and transactions in a truthful, clear and verifiable manner.

Finally, this Policy cannot anticipate every situation or issue. It is the responsibility of all Group Staff to seek information and guidance when dealing with new or unusual situations. In case of doubt, Staff should seek advice from their manager or the Group Compliance Committee before acting.

## **5. DEFINITIONS.**

### **Civil servant**

Any employee of a government, department, agency, law-making assembly, judicial body, public international body or organisation; any person performing a public function or acting in an official capacity for a government or public international organisation; and any political party, its employees or its candidates. Government bodies include government-controlled enterprises.

### **Anti-Corruption Laws**

Applicable laws prohibiting bribery or any other form of corruption. In particular,

the Spanish Criminal Code, the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act and any other anti-corruption legislation that may apply.

### **Member of the immediate family of an official**

Includes: (i) spouse or similar status, (ii) parents, (iii) children, and (iv) siblings of the staff member, whether by blood, marriage or adoption (including in-laws), or anyone residing in the household of the staff member (except household employees).

### **Facilitation payments**

Payments made to obtain or facilitate the performance of the duties of a public official or person in charge of certain services or activities necessary for the Group's business.

### **Third Parties**

Any third party, whether natural or legal person, with whom the Group has a relationship commercial or business relationships. This includes all employees of suppliers, customers, contractors, subcontractors, commercial agents, advisors or intermediaries in operations and transactions, and in general any company or self-employed person who has or may have a commercial or business relationship with any of the companies comprising the Group.

## **6. DUE DILIGENCE**

1. Negratín will have due diligence procedures in the processes of selection and maintenance of the relationships it has with the people who are linked to the organisation, especially with regard to its Staff, in order to guarantee the alignment with the values of Negratín and the maximum observance of the laws and internal ethical standards.

Negratín will guarantee in all its recruitment processes that the candidate meets the technical qualifications and experience previously required, and this procedure will be properly documented. Personal / family relationships cannot be used to hire people who do not meet the selection criteria.

2. The contracting by Negratín with any person or group subject to the Compliance Model must respond to objective criteria, without any influence of economic or other reasons. Negratín will demand the adoption of measures that are convenient to guarantee behaviour and fair competition in the market, avoiding conducts contrary to the regulations in force and to the principles that inspire its ethical criteria in relation to its activity.

3. Negratín, through its policies and procedures will carry out an adequate process of knowledge, acceptance and monitoring of all the people with whom it has any kind of relationship.

## **7. STANDARDS OF CONDUCT**

a) Extortion, bribery, influence peddling and facilitation payments.

Negratín prohibits all those conducts that could represent or be related to the

production of cases or assumptions in which any kind of extortion in all its possible manifestations could presumably take place.

Furthermore, Negratín rejects any conduct that could allegedly constitute bribery or attempted bribery in relation to authorities or officials, either directly or through an intermediary. Bribery means anything of value that is offered, promised, given or received to influence a decision or to obtain an improper advantage or unfair. Bribery may not always take the form of a cash payment, but can take many other forms, for example: loans and other non-arm's length transactions; false consultancy relationships or jobs; employment or internship opportunities; contributions to political parties; charitable contributions or gifts, travel and hospitality.

### **b) Gifts and courtesies.**

Group Staff may not offer to or accept from third parties, gifts, entertainment, rewards, benefits or other inducements that could affect the impartiality of any party, influence a business decision or lead to improper performance of professional duty.

Similarly, under no circumstances may cash payments or donations or goods easily convertible into cash (bearer cheques, gift vouchers, etc.) be offered or accepted. Group Staff may offer and accept "reasonable" and "proportionate" gifts, such as invitations to cultural or sporting events. In determining what is "reasonable" and "proportionate", Group Staff must consider the value of the gift or benefit (see below), as well as the frequency with which the same or similar gift or benefit is offered. In all cases it must be ensured that the gift or benefit:

- is being given as an expression of goodwill and not in the expectation of a return favour (a gift designed to secure a return favour should be seen as a bribe).
- is in accordance with generally accepted standards of hospitality, taking into account the standards for the industry/professional sector in which it is offered.
- is being provided in an open and transparent manner, and is of a nature that would not cause embarrassment to the Group if publicly reported.
- complies with local laws and regulations, including the recipient's own rules.
- complies with the limits set by the Group.

In case of doubt, Group Staff should seek advice from their line manager of at least the category of Director. Group Staff may not offer or accept gifts or benefits exceeding the value of €200 (or equivalent) accumulated over a period of one year by the same person or entity.

### **c) Travel and hospitality expenses.**

#### **c.1). Hospitality received from third parties.**

Invitations to events or acts carried out by suppliers or third parties will always be understood to be made to Negratín, and not to its directors or employees.

Travel, accommodation and representation expenses derived from any event will always be paid by Negratín, and will be paid directly to the service provider according to the internal regulations that are applicable.

These travel, accommodation and representation expenses shall be in accordance with the following criteria:

1. They must be reasonable and not excessive or extravagant in a way that could give rise to a presumption that it is remunerating any benefit other than its own or that it is trying to facilitate the pursuit of some business.
2. They shall be related to the Group's activity.
3. They shall always be understood to be carried out in an institutional capacity and shall require the authorisation of the responsible Director.

### **c.2). Hospitality by Negratín**

The same criteria apply to the assumption by Negratín of travel and accommodation expenses of third parties.

### **d) Relations with public officials.**

Regardless of the provisions of section 6.b.1) of this Policy, interaction with public officials requires the utmost rigour and scrupulousness.

A "public official" refers to any person employed or holding office in a government, ministry, agency or public body, or in a public international organisation. This definition includes elected or appointed persons holding positions of a legislative, administrative or judicial nature, such as politicians, public officials, civil servants and judges. It also includes persons performing public functions such as professionals working in public health agencies, water resource management authorities, urban planning officials and employees of public international organisations, such as the United Nations or the World Bank.

Employees of a publicly owned or controlled enterprise, including sovereign wealth funds, are also covered by the definition of "public official". For example, if a government owns and controls the activities of a bank, the directors of the bank may be considered "public officials".

All related persons should be aware of these risks in their dealings and relationships with public officials and should assess how their actions may be interpreted.

### **e) Relations with political and official institutions.**

The Company encourages its employees and officers to play an active role in public life. However, any activity in this regard must be undertaken in a personal capacity and not on behalf of any member of the Group.

Negratín will participate in the regulatory processes in those matters relevant to the sector at national, European and global level in order to protect its interests. However, Negratín will not hire direct lobbying or interest representation services to take a position before the authorities, but will generally share its opinions through different associations to try to reach a consensus on its position, all in accordance with the principles of action established in the Code of Ethics and Conduct, the present Policy and the applicable internal regulations.

## **f) Donations.**

### **f.1.) General Considerations**

For the purposes of this Policy, a donation is considered to be a gift of value that is transferred free of charge to another person, who accepts it. Donations or sponsorships must always be made in accordance with the provisions of the applicable laws and must never be linked, directly or indirectly, to illicit acts or undue benefits in favour of Negratín.

### **f.2). Donations to charitable or non-profit organisations and benefits to the community.**

The Group contributes to the development of the communities in which it operates and allows reasonable donations to charitable organisations. However, the Group is aware of the risk of improper donations and sponsorships which may be construed as mechanisms for making payments or contributions with the improper purpose of obtaining favourable treatment. In this regard, the Group must ensure that donations to charitable organisations do not disguise illegal payments to Public Officials or other persons in violation of the Anti-Corruption Regulations. The Group must also ensure that the charitable act in question does not act as a conduit to finance illegal activities in violation of anti-money laundering or terrorist financing laws.

### **f.3). Donations to political parties**

The Group follows a policy of strict neutrality; it does not make donations to any political party or candidate or foundation that serves as a vehicle for political contributions that are not permitted outside the provisions of this Policy, and by applicable law in the countries where it operates.

## **g) Contracting suppliers, from which a serious risk for the Group may arise.**

In certain circumstances Negratín could be affected by corruption activities carried out by suppliers or third parties acting in the interest or on behalf of Negratín, which could have a legal and/or reputational impact.

This could even mean that Negratín could be held liable for the acts carried out by its suppliers.

The contracting of Suppliers from which a serious risk of any kind can be derived for Negratín will also require the express acceptance of the present Policy.

Compliance will trigger control systems involving enhanced due diligence of the process/relationship.



## **8.- BOOK KEEPING AND RECORDS**

All transactions relating to this Policy must be recorded in a comprehensive, accurate and sufficiently detailed manner so that the purpose and amount of the payment given or received is clearly established.

No unnotified or unregistered funds or assets may be established for any purpose.

Under no circumstances shall false, misleading or artificial entries be made in the books and records of the various companies within the Group.

## **9. ACCEPTANCE BY ANY CONTRACTING PARTY OF THE POLICIES THAT MAKE UP THE NEGRATIN COMPLIANCE MODEL**

Any supplier of Negratín must know and commit himself to fulfil in the contractual document that links him with Negratín, the Code of Ethics and Conduct for third parties.

## **10. REPORTING OF INFRINGEMENTS**

If in doubt, Group employees should contact the Legal Department for guidance before entering into a transaction that may constitute a violation of this policy.

If any Group Staff is aware of any transaction or actual or proposed situation that it believes may violate any anti-corruption laws or this policy applicable to the Group, he or she should immediately inform the management through the following communication channels:

By e-mail to the following address: [canaldedenuncias@negratin.com](mailto:canaldedenuncias@negratin.com)

## **11. CONSEQUENCES OF NON-COMPLIANCE WITH THE POLICY**

Failure to comply with this anti-corruption policy and the guidelines set out in this policy, the Code of Ethics and Conduct or applicable laws – shall be grounds for disciplinary action, up to and including termination of employment.

The Group will not discriminate or retaliate against any employee who, in good faith, reports any violation of this Policy by a third party, provides evidence or participates in an investigation.

## **12. ACCEPTANCE AND COMPLIANCE OF THE ANTI-CORRUPTION POLICY**

Any amendments made to the Anti-Corruption Policy shall be approved by the Board of Directors, following a proposal by the Regulatory Compliance Committee, and shall be applicable as from the date of their publication on the Group's intranet.

## **13. POLICY MONITORING**

The Compliance Committee, with the Legal Department, will be responsible for monitoring this Policy. The monitoring of the Policy includes (i) its implementation, (ii) the procedures for reporting irregular activities, (iii) periodic reviews of the effectiveness of training for Staff, (iv) certifications, reports and records of bribery attempts, and (v) the review of the adequacy of this Negratín Policy with the laws in force.

The Compliance Committee shall carry out the necessary actions in relation to the allegations or complaints reported with respect to acts of corruption involving Negratín, or which are in any way connected with the Group, leaving a documentary record of all such acts. As a result of such actions, Negratín will determine the actions to be taken, including possible disciplinary actions against employees, the cessation of business relations with third parties, and/or reporting to the competent authorities.

## **14. OBLIGATION OF ANNUAL REPORTING TO THE BOARD OF DIRECTORS**

The Regulatory Compliance Committee will report annually to the Board of Directors of Negratín Global Services S.L. the results of these investigations, as well as the implementation and continuous improvement of this Policy.

The fulfilment of the ethical rules and standards commits the whole Group and constitutes a strategic objective for the Group. For this reason all Negratín Staff must know and respect the content of this policy.

## **15. ENTRY INTO FORCE**

The Anti-Corruption Policy has been approved by the Board of Directors of Negratín Global Services S.L. in its session of July 27 2023 and will come into force on its approval.