



Núñez i Navarro

Compliance and Criminal Risk Prevention Model

Anti-Corruption Policy

(Extracted Version)

Núñez i Navarro Group



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I. OBJECT

The NÚÑEZ I NAVARRO Group (hereinafter, interchangeably, "**Group**", "**NIN Group**" or "**NIN**") has a **Code of Ethics** that establishes the obligation to respect current legislation and contracted obligations, to behave with integrity and professional excellence, and to act with transparency in operations. It also forbids corruption or any related, similar act.

In this way, NIN promotes this Anti-Corruption Policy (hereinafter, the "**Policy**") as yet more evidence of its culture of compliance, promoted both by the Board of Directors and by Management, which is framed within the Group's **Compliance and Criminal Risk Prevention Model**. Therefore, this Policy must be seen as fundamental in highlighting the Group's zero tolerance against corrupt practices and aiming to establish and publicise the Essential Principles, as well as a series of guidelines for specific situations to avoid any risk of corruption in NIN's everyday professional activities.

II. AREA OF APPLICATION

This Policy is applicable to the entire NIN Group, including all companies that constitute it, partners and shareholders, employees, managers and members of administrative bodies, regardless of their geographical location or functional or hierarchical position (hereinafter the "**Personnel**"). The Personnel must be aware of, comply with and enforce this Policy within the scope of their duties.

Additionally, the Group asks that third parties linked to NIN, such as suppliers, contractors, subcontractors, collaborators and advisers (hereinafter, "**Third Parties**") abide by the Essential Principles contained in this Policy and notify the Group of possible irregularities, inappropriate behaviours and/or acts of corruption or Policy breaches.



III. GOVERNANCE

The **Board of Directors** of the Group's parent company approves this Policy and ensures that the necessary resources are allocated so that it can be complied with, reviewed and improved whenever necessary.

Employees and managers of the Group's different areas are responsible for applying this policy to their professional activities, for extending its application, and for participating in any related training activities.

On the other hand, the **Ethics Committee**, while supervising both functioning of and compliance with the Group's Compliance and Criminal Risk Prevention Model (including those of corruption), is responsible for monitoring compliance with this Policy, developing as many modifications and updates as are necessary, organising information and training activities based on its content, and reporting any deficiencies or incidents detected to the Board of Directors and Management. For the proper performance of its duties, the Ethics Committee has the necessary authority, independence and resources, and is supported by the Group's Management and Board of Directors.

IV. ESSENTIAL PRINCIPLES ON CORRUPTION

Essential Principles on which this Policy is based:

1. The Group promotes a culture of prevention based on the principle of zero tolerance towards corruption in all its forms. Thus, the Group does not tolerate any type of corruption in the performance of its business activities in either the public or private sectors.
2. Unjustified benefits or advantages not permitted by applicable laws and/or by this Policy may not be offered, promised or delivered, under any pretext or circumstance and by any means, personally or through intermediaries, to any official/authority or person acting in a public capacity (both nationally and internationally), directors, administrators, employees or collaborators of for-profits organisations, societies, associations, or foundations.

It is also forbidden to receive, request or accept benefits or advantages not permitted by applicable laws and/or this Policy.

3. We do not take advantage of our personal relationships to influence, directly or indirectly (through third parties), decisions taken by public officials acting as such, with the aim of unlawfully favouring us (personally or on behalf of the Group).
4. We maintain honest, transparent, professional relationships and avoid any conflict of interest: We will act with integrity and professionalism at all times, and avoid prioritising personal or commercial interests that breach the law or our internal regulations, including this Policy and the Group's Conflict of Interest Management Policy.
5. We do not make financial or in-kind contributions to political parties or candidates
6. We do not make or offer "facilitation payments": Payments made to public officials to expedite routine actions, and to which the person making the facilitation payment is entitled.



- 7.** As a general rule, gifts or hospitality may not be given or accepted: The making/acceptance of gifts and hospitality is only allowed when permitted by law, our Code of Ethics and this Policy.

In any case, the following general principles must be observed in this area:

- Giving or accepting gifts or hospitality to/from any public official or equivalent is prohibited.
 - Notwithstanding the foregoing, gifts or hospitality of a purely professional nature will be allowed, provided that:
 - They are legal (they do not contravene applicable legislation);
 - They are sporadic and part of the Group's normal business activities;
 - They are not carried out expecting in return an unjustified consideration or commercial advantage or with the aim of exerting undue influence on the beneficiary;
 - They are moderate (of little value and mere gestures of courtesy);
 - They have been previously approved, in writing, by the Area Directors, who may contact the Ethics Committee to resolve any doubt related to the adequacy of the gift or hospitality in question.
- 8.** We will make sure that our charitable contributions and sponsorships do not constitute cases of "covert" corruption, always ensuring that they are related to legitimate purposes and are carried out in accordance with the Group's internal procedures.
- 9.** We will ensure the traceability of all transactions and commercial relationships with Third Parties: We will guarantee the correct registration and approval procedure of commercial and representation expenses, and we will comply with internal processes to track payments, collections and other interactions with suppliers, clients and other third parties with whom we interact.
- 10.** Any conduct that may contribute, directly or indirectly, to money laundering or terrorist financing is forbidden. More specifically, it is forbidden to acquire, possess, use, convert or transfer assets, knowing that they come from criminal activities, or carry out any other act to hide their unlawful origin, or to help anyone who has participated in the offence to avoid the legal consequences of their actions.
- 11.** We will be attentive to any situation that could be seen as corruption in order to act correctly and, if we detect suspicious or irregular conduct, we will report it directly through the Group Complaints Channel, available on the website and corporate intranet.

Complaints will be managed in accordance with the provisions of the internal regulations of the Complaints Channel and, in all cases, in accordance with regulations on data protection and protection of the informant. In this sense, NIN may not, under any circumstances, retaliate in any way against informants acting in good faith.



V. DISSEMINATION, UPDATING, MONITORING, NON-COMPLIANCE AND APPROVAL

This Policy has been approved by the Board of Directors of the Group's parent company in November 2018, entering into force at that time.

Additionally, the policy is published on the website and corporate intranet and is communicated to the Group's Personnel and Third Parties, as well as other interest groups when appropriate.

This Policy is subject to continuous review and improvement by the Ethics Committee, who will review and modify its content as necessary, and supersedes any previous policy or procedure.

Failure to comply with this Policy may give rise to disciplinary measures and other relevant, legal measures based on the nature of the breach.