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**FOTOWATIO RENEWABLE VENTURES, S.L. (“FRV” or the “Company”)  
THIRD PARTIES ETHICS CODE (The “Code”)**

**Revision 2 – Adopted September 30, 2021**

**1. Introduction: Scope and Purpose**

FRV’s continuing policy and commitment is that its business be conducted in every location FRV works in accordance with the highest moral, legal and ethical standards, including in its dealings with its Third Parties.

For the purpose of this code, Third Party includes joint venture partners, agents, contractors and their supply chains, sponsors, suppliers, consultants, representatives, other intermediaries or other persons who act on behalf of or for the benefit of FRV.

FRV’s reputation for integrity is one of its most important assets, and each Third Party, together with FRV’s employees, officers and directors must contribute to the care and reservation of that asset. This reputation for integrity is the cornerstone of the public’s faith and trust in FRV; it is what provides the Company an opportunity to serve its investors and customers. A single individual’s misconduct can do much to damage a hard-earned reputation.

FRV only does business with individuals and companies that act honestly and with integrity and comply with the provisions of the applicable laws and regulations of the jurisdictions in which FRV operates –e.g. any laws, legislation, rules, national collective bargaining agreements, company level agreements, anti-bribery & corruption regulations, anti-money laundering laws, anti-slavery and fair labour laws etc., that apply to FRV in each country where it operates– (the “**Applicable Laws and Regulations**”). Third Parties shall comply with Applicable Laws and Regulations. To the extent any applicable law or regulation is more restrictive than this Code, such law or regulation shall govern.

This Code applies to all FRV Third Parties in their dealings with, or on behalf of FRV. FRV has adopted this Code to set out basic principles that must be adhered to by Third Parties in carrying out activities on behalf of the Company. FRV may request Third Parties to formalize their commitment to the principles of this Code, by disseminating copies of FRV’s Anti-Corruption Policy, Anti-Slavery and Human Trafficking Policy and Third Parties Ethics Code and requiring compliance with these (and in some instances also, the compliance policies of FRV’s end-users). Third Parties are expected both to comply with their contractual obligations to FRV and to adhere to standards of ethics and business conduct consistent with this Code. These contractual obligations between FRV and Third Parties may address some of the topics in this Code. The provisions of this Code are additional to such agreements.

Third Parties can raise any questions or concerns regarding this Code to the Chief Compliance Officer (“**CCO**”), who will be FRV’s point of contact in relation with this Code.

The provisions in this Code shall not be construed as, and in no way implies that, FRV Third Parties’ nor Third Parties’ employees are employees of FRV; the essential terms and conditions of employment for the employees of the applicable Third Party continues to be the sole responsibility of, and governed by, the applicable Third Party. Additionally, the Third Parties’ personnel will be only subject to the Third Parties’ instructions.



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## 2. Main principles

FRV guides its business under the following principles and expects Third Parties to abide by them in what applies to the nature of the business relationship between them:

- Creation and maintenance of a business with fair employment practices for all personnel and a safe workplace for its personnel.
- Strive for the protection of the environment.
- The team leaders will have responsibility to prevent violations of Company policies, laws and regulations and responding promptly to concerns.
- Cooperation of the employees with any investigation into any compliance matter.
- Making a careful and efficient use of the FRV's assets and resources by the employees.
- Not making any declaration to media, nor participate in public debates, roundtables or presentations by the employees concerning any matter relating to FRV (including but not limited to its activities, business, employees, management, etc.) without prior consent of the CCO or the CEO.
- Not responding to media inquiries or initiating contact with the media by the employees concerning any matter relating to FRV (including but not limited to its activities, business, employees, management, etc.). This applies to statements in any media outlet, including newspapers, industry blogs, websites, television, radio and conferences where the news media will be present.
- Not posting to social networking sites by the employees concerning any matter relating to FRV (including but not limited to its activities, business, employees, management, etc.) nor disclose any confidential, non-public or FRV's information via social media.
- Compliance with all applicable anti-corruption and anti-bribery laws, regulations and requirements in the jurisdictions in which FRV operates, including but not limited to the UK Bribery Act, the U.S. Foreign Corrupt Practices Act and the Spanish Criminal Code ("Anti-Corruption").
- Compliance with all applicable laws, regulations and requirements related to working conditions, anti-slavery, human trafficking, and health & safety in the jurisdictions in which FRV operates, including but not limited to the UK Modern Slavery Act, the Australian Modern Slavery Act, and international conventions related to human trafficking and forced labour (including but not limited to the United National Universal Declaration of Human Rights 1948, the United Nations Convention on the Rights of the Child 1989, the International Covenant on Civil and Political Rights 1976, the Council of Europe Convention for the Protection of Human Rights and Fundamental Freedoms, the Protocol to Prevent, Suppress and Punish Trafficking in Persons, Especially Women and Children, supplementing the United Nations Convention against Transnational Organized Crime and the ILO Convention (No. 182) concerning the Prohibition and Immediate Action for the Elimination of the Worst Forms of Child Labour ("Labour Laws").
- Implementation of monitoring and enforcement procedures to ensure compliance with Anti-Corruption and Labour Laws.
- Guarantee that intellectual property rights are respected; transfer of technology and know-how is to be done in a manner that protects intellectual property rights; and, customer and supplier



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information is to be safeguarded.

- Commitment to protect the reasonable privacy expectations of personal information of everyone engaged in business, including Third Parties, customers, consumers and employees.

### **3. Bribery and Corruption**

FRV believes in ethically conducting its business and strongly opposes the use of bribery, improper payments, or unethical practices to secure any business advantage in connection with the Company's business. FRV is committed to a "zero tolerance" policy regarding these kinds of practices and this must be reflected in every aspect of the way FRV Third Parties operate in their dealings with, or on behalf of FRV.

This is not just a cultural commitment on the part of the organization; it is a moral issue and a legal requirement. Bribery is a criminal offence in every country in which FRV operates, and corrupt acts expose the Company and its Third Parties to the risk of prosecution, fines and imprisonment, as well as endangering the Company's reputation.

The definition of Third Party is broad and different types of Third Parties pose different types of Anti-Corruption laws risks, and some of these arrangements can potentially present FRV with significant risks. FRV will only contract with Third Parties which operate with transparency and integrity and are firmly committed to the fight against corruption.

#### **A. Applicable Laws, Penalties and Sanctions**

FRV has operations in many countries and thus the Anti-Corruption laws of many nations could apply to FRV's operations (collectively "**Applicable Anti-Corruption Laws**"). These include but are not limited to:

- The U.S. Foreign Corrupt Practices Act of 1977, as amended ("**FCPA**");
- The U.K. Bribery Act 2010 ("**UKBA**");
- Spanish Organic Law 10/1995, of November 23, of the Criminal Code ("**SCC**") and in particular its articles 286 bis to 286 quarter, 304 bis and 304 ter and 419 to 430;
- Division 70 of the Australian Criminal Code;
- Articles 3333 and 337-B of Brazil's Criminal Code and Brazil's Clean Company Act 2014 (Law No. 12,846);
- India's Prevention of Corruption Act, 1988;
- Article 222 bis of Mexico's Federal Criminal Code;
- Articles 177, 177a, and 178a of the Dutch Criminal Code;
- Articles 234 to 239 of the United Arab Emirates' Penal Code; and
- All other equivalent Anti-Corruption or anti-bribery laws applicable to the company by virtue of its jurisdiction of incorporation or the conduct of its business operations.

FRV will actively seek to recoup any losses which it suffers as a result of a violation of any of these laws from the individual or entity who carried out the prohibited activity.

Bribery is a criminal offence in every country in which FRV operates, and penalties can be severe.



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National laws of many countries not only make bribery and corruption illegal and a criminal offence, but also hold companies liable for failing to implement adequate procedures to prevent such acts by those working for the company or on its behalf. Moreover, corrupt acts committed abroad, including those by Third Parties working on our behalf, may well result in a prosecution not only in Europe but also in the US and UK pursuant to the FCPA and the UKBA.

Improper activities of Third Parties acting for on FRV's behalf can result in liability for FRV's employees and FRV as a company under Applicable Anti-Corruption Laws.

Some of the main provisions of the Applicable Anti-Corruption Laws and the main penalties and sanctions under the FCPA, the UKBA and the SCC are summarized in Appendix 1.

#### **B. What is bribery and corruption?**

Bribery and corruption has a range of definitions in law, but the fundamental principles apply universally. For the purposes of this Code the following definitions apply:

- Corruption is the misuse of public office or power for private gain, or misuse of private power in relation to business outside the realm of government. Corruption also includes trading in influence, which involves improperly influencing a Government Official or another person in order to obtain an undue advantage over another party.
- Bribery of Government Officials is the offer, promise, giving, demanding or acceptance to or by a Government Official of an undue advantage as an inducement for the official to act or refrain from acting in the exercise of his or her official duties.
- Bribery in the private sector is the promise, offering or giving, solicitation or acceptance of an undue advantage to or by any person who directs or works for a private sector entity, as an inducement for him or her to act or refrain from acting in breach of his or her duties.

Acts of bribery or corruption are designed to influence the individual in the performance of their duty and incline them to act dishonestly. For the purposes of this Code, whether the payee or recipient of the act of bribery or corruption works in the public or private sector is irrelevant. The person being bribed is generally someone who will be able to obtain, retain or direct business. Bribery can occur in a variety of contexts including sales-related activities (such as tendering and contracting) and the handling of administrative tasks (such as licenses, customs, taxes or import/export matters). It does not matter whether the act of bribery is committed before or after the tendering of a contract or the completion of administrative tasks.

Based on the foregoing, FRV's Anti-Corruption Policy includes a set of principles applicable to employees to prevent bribery and corruption. Third parties are expected to respect those principles. Appendix 2 includes a summary of said principles.

#### **4. Money Laundering Prevention**

FRV Third Parties must comply with the Applicable Laws and Regulations regarding money laundering. Money laundering is the act of obtaining money through criminal activity and making it



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appear to be legitimate or forwarding legitimate money to criminal activities.

FRV Third Parties must not acquire, possess, use, convert or transmit money or property in the name or on behalf of and for the benefit of FRV, knowing that they originate in any illicit activity or that they perform any other act to hide or conceal its illicit origin, or to help the person who has participated in the infraction or infractions to avoid the legal consequences of their acts. Third Parties must not make or receive any payment without there being an invoice or other document that justifies it and without it being a consequence of the provision of services or there being an underlying material legal relationship.

#### **5. Complying with Competition and Antitrust Laws**

All FRV Third Parties must comply with Applicable antitrust and competition Laws and Regulations, and should avoid arrangements or agreements with others regarding product prices, terms of sale, division of markets, allocation of customers, or other practices that restrain competition for or on behalf of FRV or otherwise in connection with any relationship with FRV.

#### **6. Complying with Sanctions Laws**

All FRV Third Parties must comply with US, UK, EU and Australian sanctions laws, and may be subject to sanctions screening by FRV. Third Parties must also conduct US, UK, EU and Australian sanctions screening against their subcontractors and suppliers.

#### **7. Books and records**

FRV's policy is to make and keep books, records and accounts, which, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the Company's assets. For that purpose, throughout their business relationship with FRV, Third Parties must provide FRV with accounting documents such as invoices that accurately reflect the services provided and the price. Moreover, invoices on imported goods must accurately reflect the true value.

#### **8. Fair Employment Practices**

FRV is committed to complying with all Applicable Laws and Regulations pertaining to freedom of association, labor rights, privacy, collective bargaining, immigration, working time, wages and hours, employment discrimination and Labour Laws.

FRV Third Parties must provide a work environment free of improper harassment and bullying. Racial, religious, sexual, political and any other form of harassment will not be tolerated.

Third Parties must work to prevent modern slavery and to comply with Labour laws. Modern slavery is a crime and a violation of fundamental human rights. It takes various forms, such as slavery, servitude, forced and compulsory labour and human trafficking, all of which have in common the deprivation of a person's liberty by another in order to exploit them for personal or commercial gain.

FRV has a zero-tolerance approach to modern slavery and we are committed to acting ethically and with integrity in all our business dealings and relationships and to implementing and enforcing



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effective systems and controls to ensure modern slavery is not taking place anywhere in our own business or in any of our supply chains. We take actions to ensure compliance with relevant guidance, including but not limited to the United Nations Universal Declaration of Human Rights 1948, the United Nations Convention on the Rights of the Child 1989 and the International Covenant on Civil and Political Rights 1976, the Council of Europe Convention for the Protection of Human Rights and Fundamental Freedoms, the Protocol to Prevent, Suppress and Punish Trafficking in Persons, Especially Women and Children, supplementing the United Nations Convention against Transnational Organized Crime and the ILO Convention (No. 182) concerning the Prohibition and Immediate Action for the Elimination of the Worst Forms of Child Labour.

We are also committed to ensuring there is transparency in our own business and in our approach to tackling modern slavery throughout our supply chains, consistent with our disclosure obligations under the UK Modern Slavery Act 2015 [and the Australian Modern Slavery Act 2018]. We expect the same high standards from all of our contractors, suppliers and other business partners, and as part of our contracting processes, we include specific prohibitions against the use of forced, compulsory or trafficked labour, or anyone held in slavery or servitude, whether adults or children, and we expect that our suppliers will hold their own suppliers to the same high standards.

The definition of Third Party is broad and different types of Third Parties pose different types of Labour Laws risks, and some of these arrangements can potentially present FRV with significant risks. FRV will only contract with Third Parties which operate with transparency and integrity and are firmly committed to the fight against human trafficking and modern slavery.

## **9. Health and Safety (H&S)**

FRV Third Parties must comply with the Applicable local Health & Safety (“H&S”) Laws and Regulations on each country and international standards. FRV sees safety as an individual responsibility and a condition of employment, one of its objectives being zero tolerance for negligent actions and behavior in this area, as well as the commitment to continuous improvement and implementation of management systems for the prevention of risks that observe international and local practices and standards.

FRV Third Parties’ personnel, within the scope of their duties, must ensure their own safety, that of other employees, customers, suppliers and collaborators. FRV must promote that Third Parties also comply with the rules on safety and health at work regarding their employees. FRV must not allow Third Parties that do not comply with H&S regulations to provide services in its work center. FRV and Third Parties will duly carry out an effective coordination on H&S, in order to ensure that all the H&S Laws and Regulations are complied.

Likewise, FRV Third Parties must comply with all Applicable H&S Laws and Regulations in order to provide a healthy and safe working environment to their employees. All FRV Third Parties’ personnel must watch out for unsafe activities and conditions, such as: failure to use personal protective equipment, unlabeled or unapproved chemicals, exposed or unsafe wiring, blocked fire or emergency exits, unsafe driving, working in high places without fall protection, working beneath heavy suspended loads, improperly using cranes or working on electrical or powered equipment without following safety rules.



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## **10. Commitment with the environment**

FRV develops its activity according to the principles and criteria of sustainability and protection of the environment, with priority being the proper management of its resources and responsible consumption to achieve its objectives.

FRV expects Third Parties to identify and manage environmental impacts of their organisation and strive to minimize as much as possible the environmental impact of their activities and of the use of facilities and equipment that FRV provides.

## **11. Security & Crisis Management**

All FRV Third Parties, when applicable to them, must comply with Company facility entry and exit rules and limit access to only authorized personnel and protect IT assets from theft, misappropriation or hacking.

FRV Third Parties working in FRV centers will contribute to develop and maintain a safe working environment.

Third Parties, when applicable due to the nature of their work with FRV, must report security lapses to the manager, and should watch out for individuals not wearing appropriate badges, unsecure IT assets, inadequate protection of hazardous materials, unsecure areas of a facility.

## **12. Conflicts of Interest**

Third Parties shall exercise due care and diligence to avoid situations where the Third Party's interests or that of their employees working with or on behalf of FRV may conflict, or be perceived to conflict, with the interests of FRV. FRV Third Parties are expected to report to FRV any instance of actual or apparent conflict of interest.

## **13. Data, confidentiality and intellectual property**

- **Intellectual property**

Third Parties must protect the Company's intellectual property and information, usually through a confidentiality agreement, and its personnel's personal data. Third Parties acknowledge and respect FRV ownership of the rights of use and exploitation of the programs, presentations, projects, studies, reports and other works and rights created or developed by the latter.

FRV is committed to identifying and protecting its intellectual property and respecting valid patents, copyrighted materials and other protected intellectual property of others. Similarly, FRV Third Parties shall develop all work products without violating the intellectual property rights of others, including those of FRV and its clients. As required by Applicable Laws and Regulations, and any agreements executed with FRV, all FRV Third Parties shall respect, and be responsible for protecting the intellectual property rights of FRV and its clients, including, but not limited to, maintaining it in confidence and in secure work areas.



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- **Privacy and Data Protection**

FRV complies with the security standards required by law and with all obligations arising from the processing of personal data both internally and in its relations with Third Parties. FRV Personnel has received the necessary training in data protection and processes personal data from Third Parties in accordance with data protection principles.

Third Parties must adhere to all Applicable Laws and Regulations and contractual obligations relating to privacy and data protection, and specifically to the General Data Protection Regulation (EU) 2016/679 (GDPR).

Third Parties must process personal data and confidential information that they obtain in the course of their relationships with FRV, only as contracted by FRV and as required by Applicable Laws and Regulations. Third Parties are expected to have policies and procedures in place to protect personal data and confidential information against unauthorized and unlawful use, disclosure, access, loss, alteration, damage and destruction and FRV may request data protection policies and protocols to assess their suitability. Finally, Third Parties must only share and disclose personal data with other Third Parties with prior authorization of FRV.

When Third Parties are acting as data processors, they shall comply with data processing obligations, and shall make available to FRV all information necessary to demonstrate compliance with said obligations.

- **Confidentiality**

FRV respects and guarantees the confidentiality of information relating or belonging to its clients or Third Parties with whom FRV does business, committing itself not to reveal them to third parties, except with the explicit consent of the latter, and where a legal obligation applies. FRV Third Parties also must maintain the confidential information of FRV and its clients by not transferring, publishing, using, reproducing, or disclosing it without the prior approval of FRV. In any case, the collection, use and processing of personal data of customers will be carried out in full compliance with the data protection applicable legislation.

#### **14. Retention of Records**

Third Parties are expected to comply with the retention periods determined by the Applicable Laws and Regulations. The law regarding retention of documents applies equally to all records, whether in electronic or paper format, including formal reports and informal data such as e-mail, expense reports and internal memos.

Third Parties will not destroy, conceal, alter or falsify any of FRV's business or other records, documents, or objects in violation of this Code or for the purpose of obstruction, influencing, or concealing any lawsuit or other legal, regulatory or governmental proceeding or investigation.

#### **15. Violations of this Code, Auditing, Monitoring and Reporting Obligations**

FRV reserves the right to assess, audit and monitor Third Party practices with respect to this Code. If FRV determines that a Third Party has breached this Code, it may require the Third Party to implement





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a remediation plan, or, in certain circumstances, it may suspend or terminate the relationship with the Third Party.

Unless prohibited by the Applicable Laws and Regulations, FRV expects Third Parties to raise concerns or violations of this Code to FRV. These communications will be treated with the utmost confidentiality and according to the Applicable Laws and Regulations.

In the event any Third Party or its employees do not feel comfortable reporting such information directly, the Company maintains a confidential and anonymous external communication channel, through which any external third parties can report about concerns or violations of this code.

The communications will be sent to the following e-mail address <https://frv.ethics.albacus.com>.

The communications received will be analyzed by a specialized external service, and if appropriate, admitted for processing, giving them follow-up through the CCO of FRV, all the process in accordance with the code of conduct complaints procedure.

#### **16. Education and Training**

The Third Parties are expected to provide their employees with training sessions regarding the Applicable Anti-Corruption and Labour Laws or any other Applicable Laws and Regulations related to matters into the scope of this code.

#### **17. Revisions to this Code**

This Code must be revised periodically by FRV. FRV shall ensure that revised Code is communicated and disseminated to the Company's Third Parties for its adherence.



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**FOTOWATIO RENEWABLE VENTURES, S.L. ("FRV" or the "Company")  
THIRD PARTIES ETHICS CODE (The "Code")**

**RECEIPT AND ACKNOWLEDGEMENT**

I, as a [\_\_\_\_], declare that I have received, read and understand FRV's Third Parties Ethics Code, Revision 2 – Adopted September 30, 2021 and that I agree to comply with all of its provisions.

By:

\_\_\_\_\_

Date: [\_\_\_\_]



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## Appendix 1: Summary of main applicable provisions of the FCPA, UBKA and SCC.

### Definitions

The following terms should be considered to have the meanings indicated below:

- (a) **“Anything of value”** means anything that has value to the recipient, such as (but not limited to) cash or a cash equivalent, services, charitable donations, political contributions, travel and/or entertainment expenses, meals and gifts.
- (b) **“Government Official”** will be broadly understood for the purposes of this Code, going beyond the legal definitions in the applicable anti-corruption laws in FRV’s commitment against obtaining illegal favorable treatments:
  - 1. Public authorities: anyone who, individually or as a member of any corporation, board or collegiate body, holds a management position at a public administration body or executes jurisdiction pertaining thereto (e.g. members of Congress, Senate, Legislative Assemblies of the Autonomous Communities and the European Parliament, officers of the Public Prosecutor’s Office, etc.);
  - 2. Public servants: anyone who exercises public duties when (i) so established by the law; or (ii) elected or appointed by a competent authority;
  - 3. Public servants of foreign countries or of International Organizations: anyone who holds the abovementioned positions in a foreign country or in an international organization;
  - 4. Government employee: anyone who is employed by a government-owned or controlled enterprise, corporation, agency or business;
  - 5. Any foreign political party or party official or any candidate for foreign political office (consistent with the U.S. Foreign Corrupt Practices Act of 1977) or anyone who holds a management position at a political party;
  - 6. Members of NGOs: anyone who holds a management position at an NGO;
  - 7. Persons acting in an official capacity: anyone who does not formally hold a position in the public Administration but, when engaging with FRV or a Third Party, exercises public duties or acts in the capacity of any of the categories described above by reason of the specific activity performed at the relevant moment; or
  - 8. Family members: any of the abovementioned persons’ family members.

### Offences

#### A. FCPA

Anti-Bribery Provisions. The Company’s officers, directors, employees, contractors, consultants, and other agents representing the Company may not corruptly offer to, promise to, or provide cash or



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anything of value to any foreign official, foreign political party or party official or any candidate for foreign political office in order to influence an act or decision that will assist the Company in obtaining or retaining business or in directing business to anyone else. A payment or offer is corrupt if it is made intentionally and voluntarily with the intention of causing conduct that is prohibited by the FCPA. The term anything of value is broadly construed and includes but is not limited to gifts, entertainment and political contributions.

A foreign official means any officer or employee of a non-U.S. government or any department, agency, or instrumentality thereof, or of a public international organization, or any person acting in an official capacity for or on behalf of any such government or department, agency, or all levels of federal, state, provincial, county, municipal and similar officials of any government outside the United States and also includes all levels of officials of any commercial enterprise owned, controlled, or operated by a government other than the United States, such as a national oil or energy company.

Record-Keeping and Accounting Provisions. Companies whose securities are publicly traded on U.S. exchanges are required to keep accurate books and records in reasonable detail and to maintain a reasonable system of internal controls. The record-keeping and accounting provisions apply to all payments, regardless of the size or type of payment. Although the Company is not listed on a U.S. exchange, all personnel are expected to comply with the FCPA's record-keeping and accounting provisions.

## **B. UKBA**

The UKBA could apply to the Company to the extent that its operations or their associated financing were connected in any manner to the U.K. U.K. citizens and nationals also are directly subject to the UKBA. Given the Company's operations, operational breadth and its management philosophy, it should be assumed that the UKBA applies to all the Company operations and personnel. As such, all Personnel must abide by the UKBA.

The UKBA makes it a criminal offence:

- (a) to directly or indirectly through third parties offer, promise, or give any financial or other advantage to any person in order to induce any person to improperly perform a public or private function or to reward the improper performance of a public or private function, or where the offer or, promisor or giver knows or believes that acceptance of the bribe would constitute improper performance of a public or private function;
- (b) to directly or indirectly request, agree to receive, or accept any financial or other advantage in the context of public or private functions;
- (c) to directly or indirectly offer, promise or give any financial or other advantage to a foreign public official in order to influence the official in his official capacity and to obtain or retain business or an advantage in the conduct of business; and
- (d) for a commercial organization (which may be a company incorporated in the U.K. or a company incorporated elsewhere that carries on business, or part of a business, anywhere in the U.K.) if it fails to prevent a person or entity that performs services for or on behalf of the company from committing bribery (i.e., any of offenses (a)-(c) above) with the intention of obtaining or retaining business, or an advantage in the conduct of business for the company.



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A foreign public official means anyone who holds a legislative, administrative or judicial position, whether elected or appointed, an official or agent of a public international organization, and anyone who exercises a public function for a foreign country or its public agency. Therefore this will likely include an officer or employee of a national oil or energy company.

The UKBA broadly applies to all U.K. companies, nationals and those ordinarily resident in the U.K. (regardless of nationality); in many cases even when the act or omission in question took place outside of the U.K. However, offence (d) is more broadly drafted so that a non-U.K. company that conducts even just “part of its business” in the U.K. must adhere to the UKBA.

A public official is defined broadly and includes, but is not limited to: any person who holds a legislative, administrative or judicial office in a foreign country, both by appointment or by election; any person who exercises a public duty for a foreign country, including a public body or a public company; and any officer or agent of an international public organization.

### **C. Spanish Criminal Code**

The SCC may apply to FRV as long as it operates in Spain or its operations are somehow linked to Spain. Spanish citizens and nationals also are directly subject to the SCC. As in the previous case, given the Company’s operations, operational breadth and its management philosophy, it should be assumed that the SCC applies to all the Company operations and Employees. As such, all Personnel must abide by the SCC.

Below a summary of the main criminal offences related to corrupt practices punished under the SCC:

- (a) Bribery in the private sector:
  - a. to directly or through an intermediary, receive, request or accept an unfair benefit or advantage of any nature as consideration for unduly favoring another in the acquisition or sale of goods or in the hiring of professional services, or in business relations.
  - b. to directly or indirectly through an intermediary promise, offer or grant an unfair benefit or advantage of any nature in order to obtain an undue favor in the acquisition or sale of goods, hiring of services, or in business relations.
- (b) Bribery in international transactions: to offer, promise or grant any undue pecuniary or other kind of benefit or advantage, in order to corrupt an authority or public official or to attend to their requests in this regard, in order for them to exercise or refrain from exercising their public functions to obtain or maintain a contract, business or another competitive advantage in the framework of international economic transactions;
- (c) Bribery of government officials: to offer or give a gift or remuneration of any kind to an authority or public official in order for them to exercise or refrain from exercising their duties;
- (d) Trading in influence: to influence a public official or authority taking advantage of their personal relationship with them in order to obtain a decision that may generate a financial benefit; and



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- (e) Illegal financing of political parties: to give donations or contributions aimed at a political party, federation, coalition or group of electors, in breach of the Organic Act 8/2007, of 4PP<sup>th</sup>PP July, on the financing of political parties.

## **Penalties and Sanctions**

### **A. FCPA Anti-Bribery Provisions**

Companies that violate the FCPA anti-bribery provisions may be subject to a fine of up to \$2,000,000, or an alternate fine that could be much greater. Individuals who violate the FCPA anti-bribery provisions may be sent to prison for up to five years and are subject to a fine of up to \$100,000, or an alternate fine that could be much greater.

### **B. U.K. Bribery Act**

Individuals who violate the UKBA may be sent to prison for up to ten years or be subject to an unlimited fine and companies that violate the UKBA may be subject to an unlimited fine. Where any member of the Company is convicted of any of the offenses under (a) to (c) described above and a senior officer is shown to have consented or connived in the commission of the offense, such officer will be guilty of underlying offense and subject to penalties as an individual.

### **C. Spanish Criminal Code**

Under the SCC, individuals and legal entities who commit bribery or corruption offences may be punished as follows:

- (a) Bribery in the private sector with a prison sentence of up to four years for individuals and for legal entities a fine of up to five times the benefit obtained.
- (b) Bribery in international transactions with a prison sentence of up to six years for individuals and for legal entities a fine of up to five times the benefit obtained.
- (c) Bribery of government officials with a prison sentence of up to six years for individuals and for legal entities a fine of up to five times the benefits obtained in the transaction.
- (d) Trading in influence with a prison sentence of up to two years for individuals and fines to the discretion of the judge.
- (e) Illegal financing of political parties: with a prison sentence of up to 4 years and a fine, and for legal persons a fine of up to five times the amount of the donation or contribution.

Moreover, at the discretion of the judge, a Spanish court could impose for the abovementioned offences the following penalties to legal entities: (a) liquidation of the legal person; (b) temporary suspension of the company's activities; (c) temporary closure of the company's premises; (d) temporary or permanent ban to carry out the activities that were being carried out when the criminal offence was committed; (e) temporary disqualification from obtaining public subsidies and/or from public procurement; (f) temporary judicial intervention in the management of the company.



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## **Appendix 2: Principles from FRV's Anti-Corruption Policy.**

### **1. Gifts & Entertainment**

#### **A. Providing gifts**

No gift, regardless of its value or recipient, may ever be given as an inducement, or in exchange for favorable treatment.

FRV Personnel must exercise great caution before giving Anything of Value to Government Officials and customers or others which are not Government Officials that could be perceived as illegal.

##### - Government Officials

Gifts to any Government Official are prohibited except as provided below.

The FCPA and UKBA are targeted towards bribes and similar corrupt or improper misconduct. U.S. authorities have found that gifts of nominal value given to Government Officials consistent with local tradition and custom do not violate the FCPA or UKBA.

However, no gift including marketing materials (such as pens, caps, or mugs) may be provided to any Government Official with the intent of obtaining an undue advantage or benefit.

##### - Customers or others which are not Government Officials

Private corruption is also a criminal offence under several jurisdictions where FRV operates such as Spain. Therefore, samples of appreciation and gratitude to customers or Third Parties that are not Government Officials, in relation to matters related to the activity of FRV, are acceptable as long as they fall within reasonable limits according to their value and context and are not granted with the purpose of obtaining an improper advantage or an agreement.

##### - Common requirements

All gifts both for Government Officials and Third Parties, customers or others which are not Government Officials must meet the following requirements:

- No gift, regardless of its value, may ever be given as an inducement, or in exchange for favorable treatment;
- Cash gifts, as well as loans, gift cards, vouchers or the equivalent, are similarly prohibited;
- Must have the necessary approvals;
- Of Nominal Value;
- Something other than cash;
- Provided as a courtesy, token of regard or esteem, expression of gratitude, or in return for hospitality in accordance with customs of the country where given;
- In case of marketing materials, they serve a legitimate Company business purpose and they are branded with the Company's name or logo;
- Permitted under local law, regulations, and guidelines of the foreign Government Official's governmental entity;



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- Of the type and value that are unequivocally customary and appropriate for the occasion; and
- Accurately recorded in the Company's books and records.
- Any gift promised, offered, or provided to a Government Official must be fully and accurately recorded as such in the Company's books and records.

## **B. Receipt of Gifts and Entertainment**

You shall not seek anything of substantial value, including any amount of cash, either directly or indirectly, from persons doing business or seeking to do business with FRV.

You may accept only reasonable and customary gifts from broker-dealers, partners or other persons providing services or seeking to provide services to FRV. You may only occasionally accept reasonable and customary entertainment from persons doing business or seeking to do business with FRV. You may not accept extravagant or excessive entertainment.

### **2. Travel and Lodging**

#### **- Government Officials**

As a general rule, FRV nor Third Parties on behalf of FRV will not pay for travel or lodging of a Government Official. However, in exceptional circumstances, hospitality can be provided to a Government Official. This hospitality is acceptable insofar as it falls within reasonable limits according to its value and context.

Moreover, invitations to a Government Official must be transparent, in writing and clearly state the business purpose of the trip.

#### **- Customers or others which are not Government Officials**

As for Third Parties, customers or others which are not Government Officials, FRV will only pay the travel and hospitalities expenses if they have a legitimate business purpose (such as a visit to Company's facilities, or to enable the Company to promote, demonstrate, or explain its products and services) and there shall be no or only minimal side trips allowed.

#### **- Common requirements**

All travel and lodging expenses both for Government Officials and Business Partners, customers or others which are not Government Officials must meet the following requirements:

- That they serve a legitimate Company business purpose;
- That the Company and Employees shall not select the invitees itself, and should allow the customer or government agency, if possible under the circumstances, to select the invitees;
- That no payment is made directly, either as an advance or reimbursement for expenses (the Company should directly purchase travel or lodging from those who provide them, utilizing a travel agent or other third party if possible);
- That all expenses, such as airfare and lodging, shall be reasonable in cost under the circumstances and under applicable custom and practice.





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- Providing “per diem” fees or expenses is avoided, particularly where meals are already being provided;
- That no cash payments are made;
- That travel and lodging expenses are only provided for the identified guest and not for spouses, family, or friends of the Government Official;
- That travel arrangements are directly between the place of residence or employment of the guest and the intended destination of the business travel, with no non-business side trips;
- Providing the travel or lodging is permitted under local law and regulations and guidelines of the recipient’s governmental entity (note that some customers have strict policies against receiving gifts);
- Other than the travel or lodging identified above, the guest is not compensated for his participation in the planned trip; and
- The expenses are accurately recorded in the Company’s books and records.

### 3. **Entertainment**

These guidelines apply to each and every one of the activities generally considered as entertainment and leisure, including, without limitation, business lunches, golf matches, hunting events, bars, etc.

#### - Government Officials

No entertainment, including meals, may be provided to any Government Official unless in justified exceptional circumstances.

#### - Customers or others which are not Government Officials

Invitations to events, functions or other social gatherings or entertainment activities to customers or others who are not Government Officials shall be directly related to the active conduct of the Company’s business.

#### - Common requirements

Any entertainment must meet the following requirements:

- It serves a legitimate Company business purpose;
- Providing the entertainment is permitted under local law and regulations and guidelines of the recipient’s governmental entity (note that some customers have strict policies against receiving gifts);
- It is of a type and value that are reasonable (not lavish, excessive, or frequent) and under applicable custom and practice;
- It must not be given in exchange for any improper benefit or agreement;
- It is in line with the local customs of the country where provided;
- It is of a type that is appropriate (e.g. no gentlemen’s clubs);
- It is accurately recorded in the Company’s books and records; and
- An Employee must be present at all entertainment activities; and Employees must exercise good judgment in choosing entertainment that does not jeopardize the reputation or interests of the Company, its Employees or customers.



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#### **4. Charitable Donations and Community Agreements**

FRV believes in contributing to the communities in which it does business and permits reasonable donations to foreign charities. The Company, however, needs to be certain that donation to foreign-based charities will not be used to disguise illegal payments to foreign Government Officials in violation of the Applicable Anti-Corruption Laws. The Company should not create even the appearance of impropriety.

#### **5. Facilitating Payments Prohibited**

Payments made to foreign Government Officials to speed up or secure routine and non-discretionary governmental action – such as processing visas or scheduling inspections by a foreign Government Official – are sometimes referred to as “facilitating payments” or “grease payments.” These payments are not permitted under the UKBA and the Company does not permit these payments to be made, except when the health or safety of an Employee, consultant, agent, or other representative is in imminent and grave danger.