



# Anti-Corruption Policy

FOTOWATIO RENEWABLE VENTURES, S.L.  
and SUBSIDIARIES

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## 1 INTRODUCTION

Fotowatio Renewable Ventures, S.L. (hereinafter, "**FRV**" or the "**Company**") believes in the ethical conduct of its business and strongly opposes the use of bribes, improper payments, or unethical practices to secure any commercial advantage in relation to the Company's business.

Bribery is a crime in all countries in which FRV operates and the penalties can be severe. National laws in many countries not only consider bribery and corruption illegal and a criminal offense, but also hold companies accountable for failing to implement proper procedures to prevent such acts by those who work for or on behalf of the Company.

In this regard, the Anti-Corruption Policy of FRV reflects our continuous commitment to conduct our business and business activity, in each place where we work, in accordance with the highest moral, legal, ethical and integrity standards.

As a result of the activity conducted by FRV at an international level, as well as the exhaustive regulations currently in place, the following provisions have been taken as a starting point, without limitation:

- The U.S. Foreign Corrupt Practices Act of 1977 ("FCPA")
- The U.K. Bribery Act 2010 ("UKBA")
- Organic Law 10/1995, of 23 November, on the Criminal Code ("CCE")
- Australian Criminal Code Act 1995 (and equivalent legislation in each of the Australian States and Territories)
- Brazilian Penal Code and Brazil's Clean Companies Law of 2014 (Law No. 12,846)
- Mexican Federal Penal Code
- Dutch Penal Code
- Law No. 21.121 of Chile
- Italian Penal Code (R.D. 19-10-1930, n.1399)
- German Penal Code (Strafgesetzbuch)
- United Nations Convention against Corruption and its Anti-Corruption Program on Ethics and Compliance for Business
- Convention on Combating Bribery of Foreign Public Officials in International Business Transactions of the Organization for Economic Cooperation and Development (OECD)
- Business Principles for Countering Bribery (Transparency International)
- ISO 37001 Standard on Anti-Bribery Management Systems
- 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

This Anti-Corruption Policy (hereinafter, the "**Policy**") expands and reinforces the values and principles set out in FRV's Code of Conduct.



## 2 DEFINITIONS

Bribery and corruption are subject to multiple definitions under the law, but the fundamental principles apply universally. For the purposes of this Policy, the following definitions and prohibited behaviors apply to the Personnel of FRV:

- Corruption is the misuse of public office or power for private gain, or the misuse of private power in relation to companies that do not belong to the purview of government. Corruption also includes influence trading, which involves improperly influencing a Government Official or other person in order to gain an undue advantage over another party.
- Bribery of **Government Officials**<sup>1</sup> is the offer, promise, concession, demand, or acceptance to or by a Government Official of an undue benefit as an inducement to act or refrain from acting in the exercise of his or her official duties.
- Bribery **in the private sector** is the promise, offer or concession, solicitation, or acceptance of an undue benefit to or by any person who directs or works for a private sector entity, as an inducement to act or refrain from acting in breach of its obligations.

Acts of bribery or corruption are intended to influence the individual in the performance of his or her duty and incline him or her to act dishonestly. For the purposes of this Policy, it is irrelevant whether the beneficiary or recipient of the act of bribery or corruption works in the public or private sector. The person being bribed is usually someone who will be able to obtain, retain, or run businesses. Bribery can occur in a variety of contexts, including sales-related activities (such as tenders and contracts) and the handling of administrative tasks (such as licensing, customs, taxes, or import/export matters). It does not matter whether the act of bribery is committed before or after the bidding of a contract or the performance of administrative tasks.

For the purposes of this Policy, the following terms shall have the meanings set out below:

- **Thing of value:** any property that has value to the recipient, such as, for example, (but not limited to) cash or its cash equivalent (gift cards and discounts); loans; goods and services; charitable donations; political contributions; travel, entertainment, and/or meal expenses; gifts and invitations; favors; business or employment opportunities; charitable contributions; and corporate sponsorships.
- **Third:** includes Association Members, Agents, Suppliers and Consultants, other intermediaries or other person from the private sector, acting on behalf of and for the benefit of FRV, or who may have the power to bind the Company or represent it before any public officer or authority.

<sup>1</sup>For the purposes of this Policy, "**Government Official**" in the broad sense, beyond the legal definitions of the applicable anti-corruption laws in FRV's commitment not to obtain unlawful favorable treatment, shall mean:

- **Public official or authority:** any person who, individually or as a member of any corporation, council or collegiate body, holds a managerial position in a public administration body or exercises powers in this area (for example, members of the Congress, the Senate, the Legislative Assemblies of the Autonomous Communities and the European Parliament, officials of the Public Prosecutor's Office, etc.).
- **Public servants of foreign countries or international organizations:** any person who holds the aforementioned positions in a foreign country or in an international organization.
- **Government Employee:** any individual holding the aforementioned positions in a foreign country or an international organization.
- **Any foreign political party or party official or candidate for foreign political office (in accordance with the U.S. Foreign Corrupt Practices Act of 1977) or any person holding a managerial position in a political party.**
- **NGO members:** any person who holds a management position in a Non-Governmental Organization (NGO).
- **Persons acting in an official capacity:** any person who does not formally hold a position in the public administration but who, at the time of hiring with FRV, exercises public functions or acts in any of the categories described above, by reason of the specific activity carried out at the time of the same; or
- **Family Members:** Any of the family members of the above-mentioned persons.

### 3 PURPOSE

This Policy develops the guidelines included in FRV's Code of Conduct and constitutes FRV's framework of reference in anti-corruption matters. The Policy also sets out the principles and guidelines for compliance and integrity conduct that must guide the behaviors of FRV's professionals in the performance of their activity in order to maintain our high ethical standards and protect our reputation against any allegations of bribery and corruption. Successful implementation requires proactive adoption at all levels.

### 4 SCOPE

This Policy applies to all FRV directors, officers, and employees, as well as those acting on their behalf and/or representation (agents, consultants, and representatives), whether they belong to FRV or any of its subsidiaries (all of which are collectively referred to as "**Personnel**"). The certificate to be signed by Company Personnel is included in Annex 1 of this Policy.

Likewise, FRV will promote among its **business partners, agents, suppliers** and **collaborating companies** the respect and compliance with the principles set forth in this Policy and, when circumstances so require, FRV



shall request its business partners, agents, suppliers and other third parties to formalize their commitment to the principles of this Policy (all of them, hereinafter, "**Third Parties**"). In this regard, FRV will only contract with Third Parties that operate with transparency and integrity and that are firmly committed to the fight against corruption. The certificate that must be signed by Third Parties is included in Annex 2 of this Policy.

FRV may be held liable for acts of corruption by a Third Party even if it does not know the details of the conduct, as it should have known that such intermediary was conducting corrupt activities on behalf of FRV, or if it has not considered the existence of "Red Flags" (see examples in Annex 3 of this Policy). Ignorance or "turning a blind eye" is not an excuse. If any Personnel knows, reasonably believes or has a suspicion that a payment or promise to pay prohibited by Applicable Anti-Corruption Laws has been, is being or may be made by a Third Party on behalf of FRV and/or for the benefit of the Company, the individual in question shall immediately notify the CCO and make all reasonable efforts to prevent the payment or promise to pay from occurring.

## 5 GOVERNANCE

FRV's Chief Compliance Officer (hereinafter "CCO") is responsible for supervising and controlling compliance with the principles and guidelines of conduct set out in this Policy.

The CCO will periodically organize mandatory training sessions, in person or online, on the contents of this Policy for Personnel in all the Company's main offices and workplaces.

Personnel and Third Parties may raise any questions or concerns regarding this Policy with the CCO, which will be FRV's point of contact in relation to this Policy.

## 6 GENERAL PRINCIPLES

1. **Zero Tolerance for corruption:** FRV, in its firm commitment to developing an ethical and upright business activity, is firmly opposed to any form of corruption, fraud or bribery, of a public or private nature, betting on a "zero tolerance" policy towards this type of conduct.
2. **Compliance with local laws** and regulations where the activities take place.
3. **Due Diligence and Screening:** with respect to the hiring or retention of any Third Party, the procedures set forth in the Third-Party Relationship Protocol will be applied in order to determine the reputation, beneficial ownership, professional capacity and experience, as well as the record of compliance with anti-corruption and/or anti-bribery laws by the potential Third Party.
4. **Third Parties may not be used to circumvent FRV's policies**, and it is **your** responsibility to ensure that the Third Parties you work with follow FRV's policies. The rule of thumb for all business partners and third parties you work with is simple: If **you** are prohibited from doing something under this Policy, the Third Party is also prohibited.

## 7 GUIDELINES OF CONDUCT

### ❖ GIFTS, INVITATIONS, HOSPITALITY, AND ENTERTAINMENT

#### A. Essential requirements and general guidelines

The delivery, offer, receipt or acceptance of gifts, invitations, hospitality, entertainment and any form of leisure must respond to lawful and ethical purposes and comply with the following **general guidelines**:

- They must always comply with the laws and regulations in force at all times, both in relation to the country of the person who makes the gift, invitation, hospitality or entertainment, and the country of the person who receives it.
- They must be of a type and value that are unequivocally reasonable, customary and appropriate for the occasion, and come from intermediaries, partners or other persons who provide services or who intend to provide services to FRV. Gifts such as the following generally will not be considered in violation of this section:
  - Promotional items with the logo of the broker-agent or partners, such as apparel, gym bags and the like, distributed in connection with a conference or seminar sponsored by such broker-agent or partners and offered to all participants of the conference or seminar; and
  - A gift with a reasonable value of less than \$250 will be limited to \$250 per year for a recipient from the same donor.
- They must consist of acts of courtesy, a sign of respect or esteem, an expression of gratitude, or in exchange for hospitality, in accordance with the uses and customs of the country where it is given.
- In the case of marketing materials, they serve a legitimate business purpose of the Company and are marked with the Company's name or logo; and
- Expressions of appreciation to clients or Third Parties other than Government Officials are acceptable in relation to matters relating to FRV's business, provided that they are within reasonable limits based on their value and context and are not granted for the purpose of obtaining an undue advantage or settlement.
- Invitations to events, functions, or other social gatherings or entertainment activities for customers or other persons who are not Government Officials shall be directly related to the active conduct of the Company's business.

Likewise, gifts, invitations, hospitality, entertainment and any form of leisure must have the necessary approvals (see Annex 4 of this Policy) and be accurately recorded in the Company's books and records.





## B. Prohibited conduct

FRV establishes the following **prohibited conduct**:

- No gift, regardless of its value or recipient, may be given as an inducement or in exchange for favorable treatment, benefit, or improper agreement.
- Providing gifts or invitations over a twelve-month period to a person doing business with FRV or with whom FRV is seeking to do business that has a fair market value of more than \$250 without prior written approval from the CCO. (See Form 1 for the gift approval form.)
- Cash gifts, as well as loans, gift cards, vouchers or their equivalent, are also prohibited.
- Entertainment, including meals, may not be provided to a Government Official without the prior written approval of the CCO or its designee. If, under the circumstances, prior approval cannot reasonably be obtained prior to providing a meal to a Government Official or customers, the CCO will be notified as soon as practicable.
- Entertainment that endangers the reputation or interests of the Company, its employees or customers.

If you receive a gift whose fair value exceeds \$250, you must report it to the CCO, who will review it with the General Counsel and approve or deny acceptance of the gift. (See Annex 4 for the gift approval form.)

Coinciding with the Christmas season or other festive periods, it is common practice to receive gifts and gifts from suppliers and third parties. As a rule of courtesy, it is the Company's policy to accept these gifts, which are recorded and kept at the relevant office for raffle among regional Personnel once a year.

If you have any questions about a proposed gift or entertainment, you should check with the CCO before receiving the gift or entertainment. In this regard, Annex 5 includes an Assessment Guide with examples of potential "red flags" (defined in Annex 3), which serves as guidance for identifying potential corrupt practices.

### ❖ TRAVEL AND DIET EXPENSES

#### A. General guidelines

As a general rule, FRV will not pay for the travel or accommodation of a Government Official. However, in exceptional circumstances, hospitality may be offered to a Government Official, provided with the prior written approval of the CCO or its designee. This hospitality is acceptable to the extent that it is within reasonable limits according to its value and context. Invitations to a Government Official must be transparent, in writing, and clearly state the purpose of the business trip.

As for Third Parties, customers or others other than Government Officials, FRV will only pay travel and hospitality expenses if they have a legitimate business purpose (such as a visit to the Company's premises,



or to enable the Company to promote, demonstrate or explain its products and services) and minimal or only minor secondary travel will not be permitted or will be permitted.

Personnel's diet and travel expenses shall serve a legitimate commercial or business purpose of the Company and comply with the following **general guidelines**:

- The provision of the trip or accommodation is permitted under local laws and regulations and the guidelines of the recipient's government entity (note that some customers have strict policies against receiving gifts).
- That all expenses, such as airfare and lodging, will be reasonable in cost under the circumstances and under applicable customs and practices.
- The payment of "daily" fees or expenses is avoided, especially when meals are already being provided.
- Travel and lodging expenses are provided only to the identified guest and not to the spouses, relatives, or friends of the Government Official.
- Travel arrangements are made directly between the guest's place of residence or employment and the intended destination of the business trip, without business travel.
- Expenses are accurately recorded in the Company's books and records.

#### **B. Prohibited conduct**

FRV establishes the following **prohibited conduct**:

- FRV employees select the guests. They must allow the third party to select the guests.
- Make direct payments, either as an advance or reimbursement of expenses (FRV must purchase the trip or accommodation directly from those who provide it, using a travel agency or other third party if possible).
- Make cash payments
- Other than the trip or accommodation identified above, compensate the guest for his/her participation in the planned trip.

### ❖ CHARITABLE CONTRIBUTIONS, DONATIONS, COMMUNITY AGREEMENTS AND OTHER RELATED FIGURES

#### **A. General guidelines**

FRV believes in contributing to the communities in which it operates and allows reasonable donations to foreign charities. The Company, however, needs to be assured that the donation to foreign-based charities

will not be used to disguise illegal payments to foreign Government Officials in violation of Applicable Anti-Corruption Laws.

The Company must not create even the appearance of inadmissibility; therefore, the following guidelines should be followed before making a charitable donation or entering into a Community Agreement:

- (i) As necessary, the Company will conduct due diligence on all parties involved in a donation (including any contractors). Before authorizing any payment, the CCO must establish that the charity is a bona fide organization and not an entity controlled for the benefit of an official of a foreign government. Verifying the authenticity of the charity may include: (1) obtaining from the charity its bylaws, statements from independent accountants, and information reflecting the purpose of the organization; (2) request receipts, reports, and other documents demonstrating how the charity will use the donated funds; (3) obtain related information from the local office of the foreign embassy; and/or (4) obtain a written opinion from local counsel.
- (ii) Charitable or community donations will be made only pursuant to a written agreement executed by the applicable parties, which must include appropriate anti-corruption representations (identified by the CCO) and a contractual right for FRV to audit the donation in order to ensure that the project has been completed and that funds have been used only in an approved manner.
- (iii) The Company must ensure that there is adequate transparency regarding the donation to all members of the community and to all applicable levels of government.
- (iv) The Company must ensure that adequate controls are in place to ensure that donated funds are indeed used for the intended project. Whenever possible, the Company will attempt to pay contractors directly for work performed or donate the material property for which the funds will be used.
- (v) Prior to making the donation, the CCO shall require written confirmation that it does not violate local laws, rules, or regulations. To this end, if necessary, you may request external legal advice.
- (vi) All donations must be accurately recorded in FRV's books and records. Documentation justifying the Company's donation, such as receipts, must be properly retained and recorded in the Company's books and records. Supporting documentation related to the donation must also be submitted to FRV's Accounts Payable so that the payment or expense is accurately described and reflected in the Company's books and records.

All **Community Agreements** must be reviewed for compliance with Applicable Anti-Corruption Laws before being entered into by the Company. In addition to the above requirements, the CCO will direct appropriate procedures to ensure that such agreements are entered into with legitimate representatives of the local



community and that the benefits of such agreements benefit those communities and not individual Government Officials.

The donation must generate publicity or goodwill for FRV and demonstrate the Company's commitment to the community, whether local, regional or national.

All questions regarding the permissibility of the proposed donations should be directed to the CCO.

#### **B. Prohibited conduct**

No charitable contribution, donation or community agreement may be made that could be understood as a corrupt practice, either in the public or private sector.

### ❖ POLITICAL CONTRIBUTIONS

#### **A. General guidelines**

This Policy does not prohibit Personnel from participating individually in political affairs in their home countries. Participation in political activities must be at the Employee's choice, on his or her own time, and at his or her own expense. When an FRV Employee speaks about public issues, it must be clear that the comments or statements they make are theirs and not those of the Company.

All questions related to participation in political events or donations to political parties or candidates should be directed to the CCO.

#### **Prohibited conduct**

No FRV assets, including an Employee's working time, shall be loaned or made available, directly or indirectly, to any political party or to the campaign of any candidate for political office.

FRV Personnel are prohibited from engaging in political activities in countries where they are not citizens, as such participation could jeopardize their right to live and work in the country in question.

### ❖ FACILITATION PAYMENTS

In general, facilitation payments to public officials and authorities are **prohibited**, except when the health or safety of an Employee, consultant, agent or other representative is in imminent and grave danger. In that case, the circumstances of the payment, including the reason for the payment, its amount, and the identity of the recipient, must be accurately recorded and communicated to the CCO before the payment has been made.

## ❖ RELATIONSHIP WITH AUTHORITIES AND PUBLIC OFFICIALS

FRV's guiding principles in its relations with Government Officials are honesty and transparency, and to act in accordance with applicable international and local laws, as well as with the "FRV Code of Conduct" and the "FRV Guide on relations with public officials".

### A. General guidelines

FRV employees who deal with Government Officials must retain all documents exchanged, including data and decisions made.

It is also advisable that: (i) at least two FRV persons attend meetings with Government Officials; and (ii) attendees draw up minutes after meetings held with officials.

FRV will ensure that steps taken by its local partners with Government Officials are carried out in accordance with the principles and prohibitions set out in this Policy.

Personnel should exercise extreme caution before giving anything of value to Government Officials or others who are not Government Officials, and which may be perceived as illegal. Any gift promised, offered, or provided to a Government Official must have the prior approval of the CCO or its designee and be fully and accurately recorded as such in the Company's books and records.

As a general rule, FRV will not pay for the travel or lodging of a Government Official. However, the FCPA permits the payment of reasonable, good-faith expenses on behalf of a foreign Government Official and directly related to:

- (a) the promotion, demonstration or explanation of products or services; or
- (b) the execution or performance of a contract with a foreign government or agency.

For example, the payment of reasonable travel and lodging expenses for a foreign official to visit the premises or meet with a Company representative is permitted under the FCPA. The FCPA also permits the payment of reasonable marketing expenses or other costs necessary to perform a contract, even if such payment results in the delivery of a thing of value to a foreign Government Official.

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

Any payment of expenses of the type described above must have the prior written approval of the CCO and must be fully and accurately recorded as such in the Company's books and records.

### B. Prohibited conduct

- No gift, including marketing materials (such as pens, caps, or mugs), may be given to a Government Official with the intent to gain an undue advantage or benefit.

- Gifts to any Government Official are prohibited, except those of nominal value that attend to local traditions, uses and customs.
- Gifts addressed to Government Officials without the prior written approval of the CCO or its designee.
- No entertainment, including meals, may be provided to any Government Official without the prior written approval of the CCO or its designee. If, under the circumstances, prior approval cannot reasonably be obtained prior to providing a meal to a Government Official or customers, the CCO will be notified as soon as possible and an application will be submitted to the CCO.

## ❖ CONFLICTS OF INTEREST

### A. General guidelines

Within the framework of the development of their professional activity, FRV Personnel must avoid any situation that could give rise to a potential conflict of interest, that is, they must avoid putting their personal interests before those of the Company or that they influence or may influence, unduly, the exercise of the commercial relationship.

In the event that FRV Personnel observes a conflict of interest, both actual and potential, it must be immediately revealed in accordance with the provisions of the *"Conflict of Interest Procedure"*.

Likewise, all FRV Personnel will be obliged to complete the Declaration of Absence of Conflicts of Interest (DACI) at the time of his/her incorporation into the Company.

The Declaration of Absence of Conflicts of Interest is attached as **Annex 6** of this Policy.

### B. Prohibited conduct

In line with the above, it is strictly prohibited, within the framework of the development or participation in a commercial operation or transaction:

- Putting personal or third-party interests ahead of the Company's interests.
- Allowing personal interests or those of third parties to unduly influence the exercise of the commercial relationship.

## ❖ ACCOUNTING POLICIES

### 1. Books and records

As developed in the Code of Conduct, it is the Company's policy to keep and maintain books, records and accounts that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the Company's assets. No undisclosed or unregistered funds or assets may be established or maintained for any purpose. Personnel must take all reasonable precautions to ensure that the information provided to auditors is accurate.



The Company shall maintain a system of internal accounting controls sufficient to provide reasonable assurance in relation to:

- (i) that transactions are executed in accordance with the general or specific authorization of the management.
- (ii) that transactions are recorded in such a manner as to permit the preparation of financial statements in accordance with generally accepted accounting principles or other applicable standards, and that accountability for assets is maintained.
- (iii) that access to assets is only permitted in accordance with the general or specific authorization of management, and
- (iv) that the recorded accountability of assets is compared with existing assets at reasonable intervals and that appropriate action is taken with respect to any differences.

The Company and its Personnel shall follow generally accepted and applicable accounting principles and standards for the preparation of accounting and financial reports and shall ensure that financial and non-financial information and operational metrics are presented in an accurate and timely manner. In addition, the Company will maintain solid processes and controls. Company documents will only be signed and/or approved by those with the appropriate authority to do so.

All related agreements, accompanying letters or other commitments made by the Company to third parties will be delivered to the financial officers of the business units so that the transactions can be properly characterized and recorded.

## 2. Standard of reasonableness

The FCPA's book-and-record provisions require "reasonable detail" and "reasonable assurances," meaning the level of detail and degree of assurance that would satisfy prudent officials in conducting their own affairs. This standard is generally considered to be superior to the materiality standard normally applied in accounting. As a result, even relatively small payments or gifts may need to be accurately recorded to satisfy FCPA requirements.

Although FRV is not a publicly traded U.S. company, the Company, as a matter of policy, intends to conduct its operations in a manner consistent with these provisions.

## 3. Safeguarding and maximizing assets

Personnel must safeguard the Company's assets (physical, financial and informational) always. Personnel should be aware of physical assets or other resources that could be used, reallocated, or disposed of, circumventing review and approval procedures, inadequate routines and controls in newly acquired companies and at remote and/or understaffed sites, as well as inadequate routines and controls to preserve documents (including email) in the event of litigation, pending or reasonably foreseeable audits and investigations.

#### 4. Audit

The Company will carry out independent financial audits on the annual accounts on an annual basis. The scope of the audits will include the review of FRV's operations, transactions, books and records to verify that the financial statements at the end of the year comply with applicable accounting standards and policies and that they represent a true and fair view of the Company.

## **8 COMPLIANCE AND REPORTING**

Compliance with this Policy will be subject to constant and continuous monitoring by the CCO. The CCO will provide advice and guidance to Personnel on the guidelines and principles included in this Policy.

All FRV Personnel must report any knowledge or reasonable suspicion about possible breaches of this Policy, for which in addition to direct communication with the CCO, they will have a confidential and anonymous **Communication Channel**, accessible through the Intranet and the Corporate Website, or directly by entering the following address in the internet browser:

**<https://frv.canalhelas.com/home>**

Communications received will be treated with the utmost confidentiality.

In addition, FRV will not tolerate any form of retaliation, discrimination or penalization against those who report in good faith. Notwithstanding the foregoing, the Company reserves the right to take disciplinary action in accordance with the provisions of the disciplinary regime if the complaint submitted is found to be false and in bad faith.

Likewise, the Personnel may raise any questions or doubts they have about the interpretation of the Policy through the mentioned means.

Breaches of the Anti-Corruption Policy may result in the imposition of disciplinary measures by FRV, including suspension, dismissal and, in some cases, civil and/or criminal liability, in accordance with the applicable disciplinary regime and labor regulations.





## **9 REVIEW AND APPROVAL**

The Policy shall enter into force upon approval by the Board of Directors and shall be communicated to all Personnel.

This Policy must be reviewed periodically, and in any case every three years, in order to promote its updating with the appropriate legislative, internal, organizational or activity changes.

It is the responsibility of the Board of Directors to approve the modifications that are intended to be made to update, improve or adapt its provisions to the legal requirements, the highest standards and good ethical practices or to the new needs that are detected.



**ANNEX 1**

**CERTIFICATE OF ANTI-CORRUPTION COMPLIANCE**

I, \_\_\_\_\_, hereby certify that I have received a copy of the Anti-Corruption Policy of Fotowatio Renewable Ventures, S.L. ("FRV" or the "Company") (the "Policy") and that I understand the provisions of the Policy and the other Applicable Anti-Corruption Laws (as defined in the Policy), and agree not to comply with such provisions and not to take any action that may cause the Company to violate the Applicable Anti-Corruption Laws, the Policy or laws of other countries that prohibit the same type of corrupt or improper actions. As part of my compliance, I agree, among other things, not to improperly influence or attempt to influence any of my family members, former or current business associates, colleagues, friends, or any other person with whom I am related or known to be a Government Official (as defined in the Policy).

I hereby certify that I am not aware of any action I have taken in connection with my ownership and/or control of, or employment by, the Company in the past that could cause the Company to violate the Applicable Anti-Corruption Laws or the laws of other countries prohibiting the same type of corrupt or improper actions. I hereby certify that, to the best of my knowledge: (A) neither I nor any other employee or representative of the Company has offered or provided any payment or thing of value to any Government Official (as defined in the Policy); and (B) neither I nor any other employee or representative of the Company has engaged in any prohibited conduct or behavior within the meaning of the Applicable Anti-Corruption Laws, the Policy, or the laws of other countries prohibiting the same type of corrupt or improper actions, except as provided below.

NOTE: (If no disclosure is required, please indicate it by inserting "None" in the space below. If additional space is required, please attach an additional sheet.)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Questions regarding this form or Applicable Anti-Corruption Laws, the Policy, or the laws of other countries that prohibit the same type of corrupt or improper actions should be directed to the Corporate Compliance Officer.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date



**ANNEX 2**

**THIRD-PARTY ANTI-CORRUPTION COMPLIANCE CERTIFICATE**

I, \_\_\_\_\_, a duly authorized representative of (partner/service provider) certify on behalf of (partner/service provider) that (partner/service provider) has received a copy from Fotowatio Renewable Ventures, S.L. ("FRV" or the "Company") [Third Party Code of Ethics] (the "Code") and that I understand the provisions of the Code, the Foreign Corrupt Practices Act of 1977, as amended ("FCPA"), the UK Bribery Act 2010 ("UKBA"), and the other Applicable Anti-Corruption Laws (as defined in the Code).

I further certify on behalf of (partner/service provider) that (partner/service provider) understands and agrees to abide by those provisions and not to take any action that may cause the Company to violate applicable anti-corruption laws, the Code, or the laws of other countries that prohibit the same type of corrupt or improper actions.

I hereby certify that I am not aware of any action that I or any person or entity associated with (Partner/Service Provider) has taken that may cause the Company to violate the Applicable Anti-Corruption Laws or the laws of other countries prohibiting the same type of corrupt or improper actions.

I hereby certify that, to the best of my knowledge: (A) neither I nor any other person or entity associated with (Partner/Service Provider) has promised, offered, or given any payment or thing of value to any Government Official (as defined in the Policy); and (B) neither I nor any other person or entity associated with (Partner/Service Provider) has engaged in any prohibited conduct or behavior within the meaning of the Applicable Anti-Corruption Laws, Code, Policy, or the laws of other countries prohibiting the same type of corrupt or improper actions, except as disclosed below.

I hereby certify that no person or entity associated with (Partner/Service Provider) that has performed or will perform any work in connection with the Company has been identified in connection with, or has been the subject of, any internal or external review, audit, investigation, or litigation relating to fraud, corruption, moral turpitude, or conduct that could, if proven to be true, constitute a violation of the Applicable Anti-Corruption Laws.

NOTE: (If no disclosure is required, please indicate it by inserting "None" in the space below. If additional space is required, please attach an additional sheet.)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_



\_\_\_\_\_

Questions regarding this form or the Applicable Anti-Corruption Laws, the Code, or the laws of other countries that prohibit the same type of corrupt or improper actions should be directed to the Corporate Compliance Officer.

\_\_\_\_\_

Signature

\_\_\_\_\_

Date



## ANNEX 3.

### Red flags of corrupt practices

The following "red flags" are some of the factors that may raise suspicion:

- i. The contracting party has a history of improper payment practices.
- ii. The transaction or contracting party is located in a country where there is widespread corruption or has a history of bribery and kickbacks (Transparency International maintains a corruption index which is a useful resource <http://www.transparency.org/research/cpi/>).
- iii. The transaction or contracting party is involved in or with an industry that has a history of FCPA violations and/or corruption.
- iv. The contracting party refuses to comply with applicable anti-corruption laws or equivalent anti-corruption legislation or this Policy.
- v. The contracting party has a family or business relationship with a foreign Government Official.
- vi. The contracting party has a bad business reputation.
- vii. The contracting party insists that its identity remain confidential or refuses to disclose the identity of its owners, directors or officers.
- viii. A government client recommends or insists on the use of a particular intermediary or consultant.
- ix. The contracting party relies on political/governmental contacts rather than on knowledgeable personnel and the investment of time to promote the Company's interests.
- x. The contracting party has no offices or Personnel.
- xi. The contracting party does not have significant experience.
- xii. The contracting party insists on unusual or suspicious procurement procedures.
- xiii. The fee or commission to be paid to the contracting party is unusually high.
- xiv. The payment mechanism to be used is secret or unusual.
- xv. The contracting party submits inflated or inaccurate invoices.
- xvi. The contracting party requests that the Company prepare false documentation.
- xvii. The contracting party requests payments in cash or by means of bearer instruments.
- xviii. The contracting party requests payment in a jurisdiction outside its home country that has no relation to the transaction or to the entities involved in the transaction.
- xix. The contracting party requests that a new customer be granted an excessive credit line.
- xx. The contracting party requests unusual bonuses or special payments; and
- xxi. The contracting party requests an unusual advance payment.



**ANNEX 4.**

**Gift Approval/Report Form**



Please check all that apply:

- Recipient of a gift
- Excursion Participant
- Gift Provider
- Tour Host

Business Departure Notification or Entertainment Report

Employee Name: \_\_\_\_\_ Date: \_\_\_\_\_

Name of the supplier or recipient and company: \_\_\_\_\_

Event and date: \_\_\_\_\_

Assistant: \_\_\_\_\_

Approximate value: \_\_\_\_\_

Purpose: \_\_\_\_\_

Notification of Donations Received/Provided

Name Used: \_\_\_\_\_ \_Date: \_\_\_\_\_

Gift received from or provided to (name of person and company): \_\_\_\_\_



Gift Description:





Gift sent to: \_\_\_\_\_

Gift reception date: \_\_\_\_\_

Gift value: \_\_\_\_\_ Disbursement of donations: \_\_\_\_\_

Compliance

APPROVED NOTES:                      \_YES      NO

By: \_\_\_\_\_ Date: \_\_\_\_\_

Notes: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

## ANNEX 5.

### Payment, Gift, Invitation, and Hospitality Evaluation Guide

One of the key aspects of the FCPA and anti-corruption due diligence investigations is the identification of "red flags" that may indicate the potential existence of a corruption problem.

#### A. How to assess what is acceptable?

First, take a step back and ask yourself the following:

- What is the intention? Is it to build a relationship or is it something more?
- What would this look like if these details were on the front page of a newspaper?
- What if the situation were reversed? Would there be a double standard?

If you find it difficult to answer any of the above questions, there may be a risk that could damage FRV's reputation and business and that the action may be illegal.

#### B. What is never acceptable

Circumstances that are never permissible include examples involving:

- A 'quid pro quo' (offered for something in return).
- Gifts in the form of cash or equivalent vouchers.
- Entertainment of a sexual or similarly inappropriate nature.

In addition, as a general rule, FRV Employees and Third Parties should not give gifts to or receive gifts from those who meet our definition of a Government Official. This is not acceptable even though it is a cultural norm in some countries. If you are operating in a country outside of Europe where giving and receiving gifts with Government Officials is a cultural norm, please check with the CCO and follow their instructions before proceeding.

#### C. What is usually acceptable?

Possible circumstances that are normally acceptable include:

- Modest/occasional meals with someone we do business with.
- Gifts of face value, such as pens or small promotional items.

A variety of cultural factors such as customs, currency, and expectations can influence the level of acceptability. If at any time you are unsure of the cultural acceptability of gifts, entertainment, or hospitality,





please consult with the CCO. In addition, if an example does not fall into the above categories, please seek guidance from the Human Resources team first. In general, such examples would not be permissible without prior approval.



**ANNEX 6.**

**Declaration of No Conflicts of Interest**

**Form 1**

**Conflict of Interest**



*Please complete the following information and submit this form to the Chief Compliance Officer for approval:*

Name: \_\_\_\_\_

1. Name and address of all companies, monopolies, associations or other entities:

- where you work as a director or director
- over which you exercise some kind of control
- when it holds more than 10% of the voting rights; or
- where you have a duty to make decisions or give investment advice.

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

2. Information about any private economic interests that may affect FRV's efforts to protect its reputation.

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_



3. Names of all family members who are directors, managers or senior representatives or who hold more than 10% of the direct or indirect control or voting rights of a salesperson, distributor or other entity that has established or intends to establish a business relationship with FRV.

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

The undersigned declares that the information contained in this form is true.

Employee's Signature:

\_\_\_\_\_ Date: \_\_\_\_\_



**ANNEX 6.**

**Declaration of No Conflicts of Interest**

**Form 2**

**Conflict of interest**



*Please complete the following information and submit this form to the Chief Compliance Officer for approval:*

Name: \_\_\_\_\_

Description of the company or transaction for which the Employee is seeking authorization:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Date Participation Expected to Begin: \_\_\_\_\_

The undersigned acknowledges having read the Code of Conduct of Fotowatio Renewables Ventures, S.L. and considers that this transaction proposal is in accordance with it.

Signature of the Employee requesting the Authorization:

\_\_\_\_\_ Date: \_\_\_\_\_

