

ANTI-CORRUPTION POLICY

INDEX

1	INTRODUCTION	2
2	PURPOSE OF THE POLICY	2
3	VALUES, PRINCIPLES AND COMMITMENTS	3
4	SCOPE AND APPLICATION OF THE POLICY	4
4.1	SUBJECTIVE SCOPE	4
4.2	OBJECTIVE SCOPE	5
4.2.1	CORRUPTION	5
4.2.2	BRIBERY	5
5	POLICY STATEMENTS AND OBLIGATIONS	6
5.1	POLICY STATEMENTS.....	6
5.2	OBLIGATIONS	8
6	DUE DILIGENCE MEASURES AND RESPONSIBILITIES.....	8
6.1	DUE DILIGENCE MEASURES.....	8
6.2	WHISTLEBLOWING	9
6.3	SUPERVISION	10
7	DISCIPLINARY REGIME.....	10
8	VALIDITY	10
9	COMMUNICATION	11

ANNEX I: DEFINITIONS

Version	Date	Responsible of the version/amendment	Approval (entity, body, date)
[1]	05/11/2021	Compliance Officer	<u>Entity:</u> Nortegas Energía Grupo, S.L.U. <u>Body:</u> Board of Directors <u>Date:</u> [●]

1 INTRODUCTION

The management bodies of NORTEGAS ENERGIA GRUPO, S.L.U. (“**NEG**”), NORTEGAS ENERGIA DISTRIBUCIÓN, S.A.U., NED ESPAÑA DISTRIBUCIÓN GAS, S.A.U., NED SUMINISTRO GLP, S.A.U. and NORTEGAS GREEN ENERGY SOLUTIONS S.L. (hereinafter, indistinctly “**NORTEGAS**” or the “**NORTEGAS GROUP**”) has stated their commitment to comply with regulations that prevent and combat corruption in section 27 (Corruption and Bribery) of its Code of Ethics approved on 19 November 2018, according to which NORTEGAS GROUP will not tolerate any act or form of corruption and/or bribery by its employees and/or within the organisation; and commits to conduct its business activity with integrity, avoiding any form of corruption and complying with applicable anti-bribery and anti-corruption regulations.

NORTEGAS strongly rejects all forms of corruption, extortion and bribery; and operates under the principle of compliance with laws, regulations and the highest standards of responsibility, in accordance with Principle 10 of the United Nations Convention against Corruption (“**UNCAC**”).

Therefore, from a zero-tolerance approach in respect to any of this kind of conducts, NORTEGAS approves the current Anti-Corruption Policy (the “**Policy**”) which is aligned with prestigious international references on corporate responsibility and anti-corruption policies, such as those from the OECD, the UNCAC, the U.S. Foreign Corrupt Practices Act (FCPA) or the UK Anti-Bribery Act. It is also based on the Spanish Criminal Code, which prohibits conducts related to bribery and corruption, and endorses the criteria set out in ISO 37001, on Anti-Bribery Management Systems.

Where applicable Law is more restrictive than this Policy, compliance with the applicable Law is required. Where this Policy is more restrictive than the applicable Law, compliance with this Policy is required.

2 PURPOSE OF THE POLICY

This Policy, which is part of the Corporate Governance and Compliance System and of the Compliance and Crime Prevention Scheme, develops and complements the NORTEGAS’ Code of Ethics and the Compliance and Crime Prevention Policy in relation to possible situations of corruption and bribery that may affect all the people who carry out their professional activity for NORTEGAS.

The purpose of this Policy is to convey to all NORTEGAS GROUP companies, managers, officers, directors, employees, external collaborators, business partners and to any third parties establishing relations therewith an unambiguous message of opposition and zero-tolerance to corruption and bribery in all of their manifestations, and NORTEGAS’ desire to combat them by any means and in all of its activities.

This Policy endow NORTEGAS with an essential tool and a clear guide in order for the NORTEGAS GROUP companies, managers, officers, directors, employees, business partners and external collaborators:

- (i) to avoid engaging in behaviours that may be contrary to the Law or to the basic principles of NORTEGAS; and

- (ii) to identify, valuate, analyse, manage, mitigate and/or prevent (and, to the extent possible, avoid) corrupt (or potentially corrupt) situations that may arise in the performance of their ordinary business activity.

The NORTEGAS Compliance and Crime Prevention Scheme, together with this Policy, shows NORTEGAS' commitment to (a) unwavering vigilance and punishment of acts and conducts that are fraudulent or that facilitate corruption in any of its forms; (b) the maintenance of effective mechanisms for communication and awareness-raising among all professionals; and (c) the development of a corporate culture of ethics and honesty.

3 VALUES, PRINCIPLES AND COMMITMENTS

NORTEGAS' fundamental value that should govern the conduct of all its Employees (as this term is defined below) is responsibility —seen as “guidance of the decisions we make at all levels with integrity, respecting ethics, all regulations and laws, as well as the avoidance of conflicts of interest”.

In this context, as referred to above, NORTEGAS rejects all forms of corruption, whether direct or indirect, and is committed to fighting against corruption and to working in all areas to foster and strengthen measures in the fight against corruption,

To carry out this fight against corruption, this Policy is governed by the following principles and commitments that must be complied by all Relevant Persons and Associated Persons (as these terms are defined in section 4.1 below):

- a) NORTEGAS does not tolerate or allow any type of corruption, extortion or bribery in the performance of its business activity, either in the public sector or in the private sector, rejecting any action or omission that is related, directly or indirectly, with acts of corruption; including situations in which the Relevant Persons and Associated Persons place themselves in a conscious or deliberate ignorance regarding acts they are obliged to know.
- b) NORTEGAS fosters at the same time a preventive culture based on the principle of zero-tolerance towards corruption, extortion or bribery and promotes the application of principles of ethical and responsible behaviour. NORTEGAS must never compromise its reputation by engaging in, or appearing to engage in, bribery or any form of corruption.
- c) Relationships with any public administration, authorities, public servants and other people involved in the public function will be governed, in any case, by the principles of cooperation, transparency and honesty. Special attention shall be paid to those cases where there appears to be lack of integrity with any person or entity with whom NORTEGAS deals with, to ensure that NORTEGAS establishes business relationships only with qualified and reputable persons or entities.
- d) No type of personal profit or advantage deriving from or related to relationships with NORTEGAS' suppliers, distributors, agents or clients shall be obtained.
- e) No profit or advantage from any party that has (or aims to establish or develop), directly or indirectly, a business relationship with NORTEGAS, personally or on behalf of a family member, will not be accepted.
- f) Standards of market fair competition shall be observed in accordance with the principles that guarantee free competition.

- g) NORTEGAS promotes a transparent environment, maintaining appropriate internal channels to favour the communication of possible improprieties. There is an obligation to report any fact that is known and that infringes the provisions of this Policy. This communication must be made to the Compliance Officer, directly or through the Ethics Channel set up by NORTEGAS.
- h) Relevant Persons and Associated Persons shall be alert to any situation that may place them, directly or indirectly, in a commitment with third parties who wish to establish or maintain a business relationship with NORTEGAS.
- i) Any proposal for corrupt practices by an authority or public servant or a company or individual must be immediately reported to hierarchical superiors (who shall report to the Compliance Officer), or to the Compliance Officer directly or through the Ethics Channel set up by NORTEGAS.
- j) Any question, query or doubt regarding the fight and prevention of corruption, will be addressed to the Compliance Officer, directly or through the Ethics Channel or through the Ethics Committee.
- k) NORTEGAS undertakes not to engage in any direct or indirect retaliation against persons who have used the channels referred to above or by any other means to report the commission of any improper conduct or any act contrary to Law, this Policy or NORTEGAS Compliance and Crime Prevention Scheme, including the rules of conduct of the Code of Ethics, unless they have acted in bad faith.

This Policy is part of the Corporate Governance and Compliance System and is part of the Compliance and Crime Prevention Scheme. Thus, all the principles that rule the Compliance and Crime Prevention Scheme are directly applicable to this Policy.

This Policy has the express commitment of NEG's Board of Directors, NORTEGAS' Executive Committee and all relevant management bodies, which therefore includes NORTEGAS senior management level and its directors, who are committed to actively demonstrate its engagement with the design, development, application, dissemination and improvement of the Policy.

In turn, NORTEGAS expects all its Employees and Associated Persons (as these terms are defined in section 4.1 below) to make every effort and give their utmost commitment to the defence of honesty in their behaviour and to comply with and/or complete adherence to the Policy.

4 SCOPE AND APPLICATION OF THE POLICY

4.1 SUBJECTIVE SCOPE

This Policy applies to:

- (i) NORTEGAS GROUP (group of companies formed by Nortegas Energía Grupo, S.L.U., and its subsidiaries, understanding that Nortegas Energía Grupo, S.L.U., has directly or indirectly at least 50% of its share capital);
- (ii) All managers, officers, directors, and employees (collectively, "**Employees**"); and
- (iii) External collaborators, business partners and providers.

NORTEGAS and its Employees are hereinafter jointly referred to as “**Relevant Persons**”, while external collaborators, business partners and providers are referred to as “**Associated Persons**”.

The Relevant Persons and Associated Persons who are also subject to other policies, rules or principles, whether applicable to a particular industry or deriving from the jurisdiction in which they carry out their activities, shall also be bound thereby. Appropriate coordination shall be established to ensure that such policies, rules or principles are consistent with the principles set out in this Policy.

Furthermore, all persons acting as NORTEGAS GROUP’s representatives at companies and entities not belonging thereto shall comply with the provisions of this Policy and shall promote, to the extent possible, the enforcement of its principles at the companies and entities at which they represent the NORTEGAS GROUP.

At those companies in which NORTEGAS has an interest and to which this Policy does not apply, NORTEGAS will try to promote, through its representatives on the boards of directors of such companies, the alignment of their own policies with those of NORTEGAS.

This Policy shall also apply, to the extent relevant, to the joint ventures, temporary joint ventures and other equivalent associations, provided that NORTEGAS assumes the management thereof.

4.2 OBJECTIVE SCOPE

This Policy aims to identify, valuate, manage, mitigate and/or prevent (and, to the extent possible, avoid) corruption and bribery in all its forms as described hereunder, which are deemed as undesirable conducts and behaviours that may be carried out by Relevant Persons and Associated Persons and that may infringe or jeopardize the principles, values and commitments set out in section 3 of this Policy.

4.2.1 CORRUPTION

Corruption is the abuse of power to obtain own profit or advantage, understood as well as the will to act dishonestly, directly or indirectly, abusing of the power entrusted by the NORTEGAS GROUP in exchange for bribes or benefits, in order to obtain or retain business jeopardizing the integrity of the person who receives it, or inducing this person to perform a corrupt or incorrect act in the performance of his duties.

4.2.2 BRIBERY

Bribery is the offer, promise, delivery or authorization of any monetary gift, commercial profit or economic advantage to another person to obtain an unlawful profit or advantage or to avoid that such person complies with a certain professional duty or obligation.

Bribery exists with a simple promise or offer of a profit, without the need for material delivery or effective granting of the profit. Thus, bribery can include not only money, but also entertainment, travel, incentive programs, approval of bonuses, employment offers, overpayments to suppliers or reimbursements or inducements in relation to services provided to NORTEGAS. Intangible benefits such as the provision of information, advice or assistance to carry out a business transaction or to obtain another benefit or advantage could also be considered as bribes.

5 POLICY STATEMENTS AND OBLIGATIONS

5.1 POLICY STATEMENTS

An employee of Nortegas may make and receive gifts and / or invitations that are commonly accepted for being social and commercial uses, and companies' practices generally applied in the place.

Notwithstanding the foregoing, a Nortegas employee may not in any case request, accept or offer or make any gift, invitation and / or favour that directly or indirectly intends for a third party to do, in the exercise of a public function or in the exercise of a private function, an act contrary to their professional duties and obligations, or cause this third party to not perform what they should exercise in consideration of their position or function, public or commercial.

The following are undesirable or risk situations in which corruption and bribery may be materialized ("**Target Situations**"):

- **Giving Anything of Value.** Relevant Persons may not directly or indirectly offer, promise, authorize or give anything of value (definition in Annex I) to anyone if it is unlawfully intended, or could reasonably appear as improperly intended, to influence action or obtain an advantage. NORTEGAS has a Gifts and Guests Protocol that should be considered as an integral part of this Policy developing in more detail the different scenarios and situations related to this specific Target Situation.
- **Receiving Anything of Value.** Relevant Persons may not directly or indirectly request or accept anything of value (definition in Annex I) from anyone if it is unlawfully intended, or could reasonably appear as improperly intended, to influence them in the performance of their duties on behalf of NORTEGAS. As referred to above, NORTEGAS has a Gifts and Guests Protocol that should be considered as an integral part of this Policy developing in more detail the different scenarios and situations related to this specific Target Situation.
- **Government Officials and Public servants.** Activities involving Government Officials or Public Servants (definition in Annex I) can increase the risk for bribery and corruption. Relevant Persons and Associated Persons are responsible for knowing whether the beneficiary is a Government Official for the purposes of this Policy. Relevant Persons and Associated Persons may not directly or indirectly offer, promise, authorize or give anything of value to Government Officials or Public Servants if it is unlawfully intended, or could reasonably appear as improperly intended, to influence action or obtain an advantage. NORTEGAS has a Gifts and Guests Protocol that should be considered as an integral part of this Policy developing in more detail the different scenarios and situations related to this specific Target Situation.
- **Political Contributions.** Relevant Persons cannot make contributions of corporate funds to, or independent political expenditures on behalf of, political candidates, campaign committees or political parties, or to other organizations for such purposes. Employees have the right to make personal political contributions from their own funds, subject to applicable legal limits, regulatory requirements and NORTEGAS policies; however, Employees cannot be reimbursed or compensated by NORTEGAS for contributions that they make. An Employee is also prohibited from making a personal political contribution if

it is intended or could reasonably be perceived to be intended to influence improper action benefitting NORTEGAS or to obtain an improper advantage for NORTEGAS.

- **Books, Records and Accounts.** Relevant Persons and Associated Persons may not, directly or indirectly, falsify or conceal, or authorize the falsification or concealment of, any books, records or accounts that relate to the business of the Company.
- **Third Party Intermediaries (Associated Persons).** Since NORTEGAS may be held liable for the corrupt activity of its third-party intermediaries (“TPI” or “Third Party Intermediaries”, as defined in Annex I), Relevant Persons must assess and mitigate the corruption risk associated with TPI (or Associated Persons) engagements they manage or support. Employees must pre-clear the engagement of a TPI with the CEO and with the Compliance Officer, as these relationships create a heightened risk of corruption. The Company, and in some cases individual Employees, may be deemed responsible if the TPI engages in bribery, whether or not the firm or Employee authorized or directed such activity.

As a variation of the foregoing, **bribery through an indirect third party** is also a Target Situation. Providing anything of value indirectly through a third party is considered the same as providing it directly to the person whom an Employee intends, or could reasonably be perceived to intend, to improperly influence. Similarly, anything of value that is accepted indirectly by a third party on behalf of an Employee is considered the same as if it were provided directly to the Employee.

- **Corruption Risk in Transactions.** Certain transactions may expose NORTEGAS to corruption risk; therefore, Relevant Persons and Associated Persons must assess and mitigate the corruption risk associated with these transactions. The due diligence processes of these transactions and the steps taken to address corruption risk must be documented.
- **Facilitation payments.** Small, unofficial and unlawful payments made to a public servant to obtain the performance of a routine or necessary action in favour of the payer, such as the issuance of permits, licenses, administrative authorizations or inspections associated with the enforcement of a contract. Unlike bribery, facilitating payments do not result in receiving an improper or unjustified benefit; they simply expedite or facilitate the transaction. Facilitation payments of any kind are prohibited.
- **Conflicts of interest.** Relevant Persons shall avoid situations in which their own interests (or the interest of close persons or companies different to NORTEGAS) may conflict with those of NORTEGAS or jeopardize their independent judgment or professional integrity, as well as the image or reputation of NORTEGAS.
- **Sponsorships.** Those financial support made by the NORTEGAS GROUP to carry out artistic, cultural, scientific, educational, sports or social activities in order to promote, strengthen and/or improve its image and reputation and its relationship with stakeholders. In this regard, NORTEGAS only carries out sponsorships compatible with objective, reasonable and transparent selection criteria, aligned with its corporate values and strategy and with view to developing and strengthening the brand and business of the NORTEGAS. Employees must pre-clear with the CEO and with the Compliance Officer, all sponsorships from NORTEGAS funds.
- **Charitable Donations.** Contributions made to foundations and other non-governmental entities, or to individuals or legal entities, must be in accordance with the lines of action established in the charitable activity of the NORTEGAS. Employees must pre-clear with the CEO, and with the Compliance Officer, all charitable contributions or donations from NORTEGAS funds.

- **Honoraria, Speaker, and Expert Consultant Fees:** Any honorarium, speaker, or expert consultant fee (including fees for conducting interviews), in any amount, that is paid by NORTEGAS to any Government Official must be pre-cleared by the Compliance Officer and the CEO; and may require written approval from the Government Official's employer.

Certain Target Situations are or may be developed or detailed in protocols that should be considered as an integral part of this Policy.

5.2 OBLIGATIONS

In order to grant the correct identification, valuation, avoidance, control and/or mitigation of corrupt conducts in Target Situations, NORTEGAS has stated certain obligations that will be duly detailed in internal protocols additional to this Policy. For instance:

- Generic economic limitations for gifts and similar (e.g., reasonable, usual, proportionate to an underlying business purpose related to the promotion, demonstration, explanation or provision of our products and services). Detailed in the Gift and Guests Protocol.
- Different particular economic limitations depending on the type of gift given or received (e.g., cash, cash equivalents, business hospitality, travel and related expenses, meals, entertainment, transportation, lodging, training and conferences, expenses in connection with road shows). Detailed in the Gift and Guests Protocol.
- Exclusions for such limitations and the possibility to request the Compliance Officer and the CEO authorization to exceed such limitations when the situation, due to special circumstances, suggests so, as well as to perform certain permitted actions. Detailed in the Gift and Guests Protocol.
- Undisputed prohibitions for certain Target Situations such as giving cash or cash equivalent to Government officials, facilitation payments, using personal funds to pay business related expenses, extortion payments, etc.
- Accurately record all financial transactions in the company's books and records.
- Promote Anti-Corruption internal training programmes on preventing and combating corruption with a frequency sufficient to ensure that the knowledge in the area covered by this Policy is kept up to date. NORTEGAS will periodically disseminate the content of this Policy among the Relevant Persons. The Ethics Committee and the Compliance Officer are responsible for identifying the training target people among Relevant Persons and promoting such training.
- Report potentially Unlawful Conduct. If Relevant Persons are offered a bribe or are approached by any TPI who requests a bribe, or become aware of any Target Situation, Relevant Persons must immediately report it to the Compliance Officer, directly or through the Ethics Channel.

6 DUE DILIGENCE MEASURES AND RESPONSIBILITIES

6.1 DUE DILIGENCE MEASURES

For the purposes of the fulfilment of this Policy (including the relevant commitments, obligations and prohibitions), NORTEGAS has approved certain internal procedures and due diligence

measures to control the monitorization of conducts carried out by the Relevant Persons and Associated Persons, including:

- Establishing selection criteria concerning hiring of Employees by analysing their appropriate knowledge and ability (fit & proper) and their technical and professional qualifications. An offer of employment or other work experience, whether paid or unpaid (e.g., full or part-time employment, internships, contingent workers), is considered “anything of value” under this Policy. Extending an offer to a candidate who is referred by a Government Official or its agents, or other business contact (including the candidate himself/herself), with the expectation that NORTEGAS would receive or retain business, or be given any improper advantage, is prohibited and could result in legal penalties for Employees or NORTEGAS itself.

Employees must also be sensitive to creating the appearance that NORTEGAS extended an offer to any candidate to obtain any other improper advantage, either directly or indirectly. Offers may only be extended to qualified candidates based on business need through an impartial process that considers the candidates’ merits.

On a risk basis, Employees must pre-clear with the Compliance Officer and the CEO any offer prior to extending it to a candidate who is referred by a Government Official or its agents, or other business contact. No such offer may be extended until the pre-clearance request is approved. Similarly, pre-clearance is also required prior to onboarding a contingent worker who is referred by a Government Official or its agents, or other business contact.

- Requesting Associated Persons to adhere to this Policy and include certain contractual clauses in their agreements.
- Establishing transparent procedures for providers, suppliers and collaborators engagements based on objective factors.
- Establishing internal procedures to authorize sponsorships and donations according to its aim.
- Establishing preclearance requirements and the obtention of approval from the Compliance Officer and additionally from the CEO, for anything of value offered by Relevant Persons to third parties.
- Updating the potential conflicts of interest list and establishing measures to avoid such conflicts.
- Developing analytical accountability to be able to evidence gifts made, cash delivered, expenses incurred and payments ordered by Relevant Persons.
- Establishing auditable training programs to grant that all Employees are informed about anti-corruption rules.
- Establishing internal procedures to know, accept and monitor clients.

6.2 WHISTLEBLOWING

All the Relevant Persons and Associated Persons may raise any query or complaint they have about the scope, content and interpretation of this Policy through the Ethics Channel, in accordance with the provisions of the Code of Ethics.

Relevant Persons and Associated Persons must inform the Compliance Officer, directly or through the Ethics Channel, of any suspicion or knowledge of inappropriate conduct or non-compliance with the provisions and due diligence measures of this Policy, in accordance with the provisions of the Whistleblowing Channel Management Procedure.

Complaints and queries will be resolved using a rigorous, transparent and objective procedure, always safeguarding the confidentiality of the whistle-blower. NORTEGAS will not tolerate any retaliation against anyone who, in good faith, reports facts or potentially prohibited conducts by the Code of Ethics or this Policy. NORTEGAS will protect those who have reported any possible breaches of the Policy. In this regard, NORTEGAS will work continuously to align of communication channels with the best market practices in all moments.

6.3 SUPERVISION

The body in charge of supervising and controlling compliance with this Policy is the Compliance Officer, in the terms provided in the Code of Ethics and regulations that develop it, as well as in the Compliance and Crime Prevention Policy.

The Compliance Officer and the Ethics Committee, in the terms provided in the Code of Ethics and its implementing protocols and in the Compliance and Crime Prevention Policy, will have the necessary powers of initiative and control to monitor and control the operation, effectiveness and compliance with this Policy.

7 DISCIPLINARY REGIME

Any breach of this Policy or the regulations that develop it will be considered a serious or very serious offense and will automatically trigger the application of the NORTEGAS disciplinary regime, in accordance with the applicable collective bargaining agreement, the internal regulations, the company's Code of Ethics and the Labour Law, leading to the relevant sanctioning actions.

Concerning Associated Persons, in the moment NORTEGAS is aware of the infringement of this Policy by an Associated Person, NORTEGAS will terminate its contractual relationship with such person.

All Relevant Persons and Associated Persons are obliged to know and understand this Policy, and in the case of Associated Persons, the anti-corruption contractual clauses of their agreements. Ignorance of this Policy and these clauses does not release its fulfilment

8 VALIDITY

The policies and procedures contained and/or mentioned in this Policy will be valid indefinitely as from its approval by NEG's Board of Directors, without prejudice to the modifications, adaptations, updates, or amendments that the relevant management bodies of NORTEGAS may agree on at any time.

The Compliance Officer and the Ethics Committee will carry out an annual review of the Policy and, if the relevant body deems it appropriate, will propose amendments to the Policy that will

be submitted for review and opinion to NORTEGAS Audit Committee and, subsequently, for approval to NEG's Board of Directors.

9 COMMUNICATION

The Board of Directors, the Audit Committee, the Compliance Officer and the Ethics Committee will promote their communication and knowledge throughout NORTEGAS. The necessary actions will be taken so that this Policy is known by all those affected by it.

The Policy will be available for all Relevant Persons and Associated Persons in NORTEGAS website.

ANNEX I: DEFINITIONS:

1. **Anything of Value:** “Anything of Value” is broadly defined to include anything that can be subjectively considered as having worth to the recipient. There is no minimum value amount for something to qualify as Anything of Value. It includes, but is not limited to:
 - Gifts (including cash and cash equivalents – e.g., gift cards).
 - Business hospitality (e.g., travel and related expenses, meals, entertainment, transportation, lodging, training and conferences)
 - Contributions to a charity.
 - Sponsorships.
 - Honoraria, speaker and expert consultant fees.
 - Political Contributions.
 - An offer of employment or other work experience, whether paid or unpaid (e.g., full- or part-time employment, internships, contingent workers).
 - Perks, discounts on products and services, or other favourable treatment in the provision of financial services (e.g., a loan below market rates).
 - Preferential treatment.

2. **Government Officials and Public servants:** For the purposes of this Policy, “Government Official” is broadly defined to include all officials, employees (regardless of rank or level) or agents, when they are acting in development of their official functions (i.e., in and “Official Capacity”), of any Government Entity.
 - An agent of a Government Official would include any person acting for or on behalf of any such Government Entity.
 - A Government Official is acting in an “Official Capacity” when the company’s interactions with the Government Official are based in whole or part on his or her role as an employee or agent of a Government Entity.
 - An employee or agent of a Government Entity is presumed to be acting in their Official Capacity unless clearly acting solely for personal purposes (i.e., in a “Personal Capacity”). An employee or agent of a Government Entity is acting in their “Personal Capacity” when the company’s interaction with the Government Official is based solely on personal finances and the company’s employees interacting with him or her do not solicit government business on behalf of the company.
 - When providing anything of value, Employees are responsible for knowing whether the beneficiary is a Government Official under this Policy.

3. **Government Entity:**

A Government Entity is any of the following:

 - Spain and non-Spain Government bodies, departments, agencies, instrumentalities, corporations or other political subdivisions of a national or regional or local government body. The term is construed broadly and includes employees of public pension funds, public universities and school districts,

public hospitals, port and water authorities, and economic development corporations.

- Government-controlled entities (for example, a sovereign wealth fund or state-owned entity). An entity is deemed to be government-controlled if one or more governments, either directly or indirectly (e.g., government control of a parent company flows down to a majority-owned subsidiary), has one of the following: (i) 50% or more ownership; (ii) Voting control; (iii) Board appointing control; or (iv) Other mechanism of control (e.g. Golden Share).
- Non-Government Supervisory and Regulatory bodies, including Self-Regulatory Organizations.
- Public international organizations (for example, The World Bank, International Monetary Fund, United Nations).
- Political parties or candidates for political office.
- Royal Families

4. **Third Party Intermediaries** (Associated Persons): A TPI is an individual or company engaged to interact with third parties on behalf of NORTEGAS in order to help to:

- Obtain or retain business or other commercial benefit; or
- Obtain government or regulatory actions or approvals.

The TPI definition is broadly construed to include any third parties that NORTEGAS engages on its behalf to recommend, find, introduce, obtain or maintain business or any other Commercial Advantage.

“Commercial Advantage” may include anything of value to NORTEGAS that is not traditional business (such as selling an asset, negotiating price, etc.)