

# ANTI-CORRUPTION POLICY

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## ANNEX I: DEFINITIONS

Version	Date	Responsible for version/modification	Approval
[1]	11/05/2021	Compliance Officer	Board of Directors Date 11/16/2021
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## 1 INTRODUCTION AND SCOPE.

- 1.1. The purpose of this Anti-Corruption Policy (hereinafter, "the Policy") is to respond to compliance with anti-corruption requirements in line with the ethical values and guidelines of conduct assumed by Nortegas in its code of ethics.
- 1.2. This Policy applies to the group of companies formed by Nortegas Energía Grupo, S.L.U. and its subsidiaries, provided that Nortegas Energía Grupo, S.L.U. directly or indirectly owns at least 50% of their share capital, and to all administrators, managers, directors, and employees (collectively, the "**Subject Persons**") and external collaborators, business partners, and suppliers (hereinafter the "**Associated Persons**").
- 1.3. When applicable law is more restrictive than this Policy, compliance with applicable law will be required. When this Policy is more restrictive than applicable law, compliance with this Policy will be required.
- 1.4. Subject Persons must never compromise our reputation by participating or appearing to participate in bribery or any form of corruption. Bribery and corruption are crimes that can result in serious penalties for the company and its employees. NORTEGAS does not tolerate such activities, and any Subject Person who violates this anti-corruption policy will be subject to disciplinary action, which may include termination of employment.

## 2 GUIDELINES FOR CONDUCT AND PROHIBITED ACTIVITIES.

Corruption is understood to mean offering, promising, giving, accepting, or requesting any gift or payment in exchange for performing any action that involves obtaining any undue advantage.

This Policy aims to help implement reasonable and proportionate measures designed to prevent, detect, and respond to risks related to corrupt practices.

As a general principle, NORTEGAS has zero tolerance for any form of corruption and it is not permitted to request, accept, offer, or give gifts, invitations, and/or favors with the intention that, directly or indirectly, a third party, in the exercise of a public or private function, perform an act contrary to their professional duties and obligations, or cause this third party not to perform what they should in accordance with their position or function, whether public or commercial.

### 2.1. Giving or receiving something of value

No employee, manager, or director of Nortegas may:

- a) **Give Anything of Value (direct and indirect bribery).** Subject Persons may not offer, promise, authorize, or give, directly or indirectly, anything of value (as defined in Annex I) to any person with an unlawful intent (or that could reasonably appear to be improper or unlawful) to influence their actions or obtain an advantage.

Providing or giving something of value indirectly through a third party is considered to be the same as providing or giving it directly to the person whom an Employee intends, or could reasonably be perceived to intend, to improperly influence. Similarly, something of value that is accepted

indirectly by a third party on behalf of or for the account of an Employee is considered to have been provided or given directly to the Employee.

- b) Receiving Something of Value.** Covered Persons may not solicit or accept, directly or indirectly, anything of value (as defined in Annex I) from any person with an unlawful intent (or that could reasonably appear to be improper or unlawful) to influence them in the performance of their duties.
- c) Delivering or receiving anything of value to Public Authorities or Public Officials.** Activities involving Public Authorities or Public Officials may increase the risk of bribery and corruption. Subject Persons and Associated Persons are responsible for knowing whether the beneficiary is a Public Authority for the purposes of this Policy.

Subject Persons and Associated Persons may not offer, promise, authorize, or deliver, directly or indirectly, anything of value to Public Authorities or Public Officials with an unlawful intention (or that could reasonably appear to be improper or unlawful) to influence their actions or obtain an advantage. Employees must seek prior authorization from the Chief Executive Officer (CEO) before offering any gift, social entertainment, or honorarium to a Public Authority or Public Official that exceeds the amounts set forth in the Gifts and Invitations Protocol.

**2.2. Political contributions.** NORTEGAS does not make or allow its employees to make political contributions or expenditures on behalf of political candidates, campaign committees, or political parties, or to other organizations for such purposes, using corporate funds.

Likewise, Employees are prohibited from making political contributions in their personal capacity if they intend, or could reasonably be perceived to intend, to influence improper action that benefits NORTEGAS or to obtain an improper advantage for NORTEGAS.

**2.3. Accounting records and financial information:** Subject Persons and Associated Persons may not, directly or indirectly, falsify or conceal, or authorize the falsification or concealment of books, records, or accounts related to the activity or business of NORTEGAS.

**2.4. Facilitation payments.** Facilitation payments of any kind are prohibited. These are small, unofficial, and illegal payments made to a public official to obtain the performance of a routine or necessary action in favor of the payer, such as the issuance or granting of permits, licenses, administrative authorizations, or inspections associated with the execution of a contract.

**2.5. Extortion payments:** Extortion occurs when the person demanding payment instills fear in the payer that, in the absence of payment, the safety, freedom, or property of the payer (or another person) is in danger. An extortion demand is not the same as a bribe request or a facilitation payment. All demands for extortion payments must be reported to the CEO and the Ethics Committee.

### 3 INTERMEDIARIES:

- 3.1 Since NORTEGAS, and in some cases individual Employees, may be held liable if an Intermediary engages in bribery, whether or not the company or Employee authorized, directed, or instructed such activity, Covered Persons must assess and mitigate the risk of corruption associated with the Intermediaries with whom they interact. The definition of Intermediary is interpreted broadly to include any third party that NORTEGAS contracts on its behalf to recommend, find, introduce, obtain, or maintain business or any other commercial advantage (including anything of value to NORTEGAS that is not a traditional activity or part of the business, such as the sale of an asset, etc.).
- 3.2 **Requirements prior to hiring intermediaries:** the hiring of an intermediary must be approved in advance by the Chief Executive Officer. The person responsible for hiring, with the assistance of the Ethics Committee where appropriate, must take the appropriate steps to mitigate corruption by carrying out a due diligence process.

An agreement with an intermediary may only be signed when this agreement:

- is in writing.
- is commercially reasonable given the circumstances.
- is appropriate in relation to the Intermediary's experience and the services provided.
- be consistent with applicable law and market practices, and
- include anti-corruption representations and warranties.

- 3.3 **Periodic review and ongoing monitoring:** The company must periodically review the prices and commercial basis of the Intermediary's contract. Any material change in the contract (e.g., the purpose of the engagement, the price, etc.) must be communicated to the CEO. In addition, throughout the contract, the person responsible for engaging the Intermediary must continuously monitor the business relationship.

### 4 RISK OF CORRUPTION IN OPERATIONS.

- 4.1 **Transactions with customers:** Certain third parties involved in transactions with customers who are not Intermediaries may engage in activities that could expose NORTEGAS to liability for corrupt activities carried out by such third parties. Consequently, Employees must assess and mitigate the risks of corruption associated with such third parties and transactions, requesting, where appropriate, the necessary support from the Ethics Committee.
- 4.2 **Other operations and transactions:** Certain operations or transactions may expose NORTEGAS to the risk of corruption; therefore, Subject Persons and Associated Persons must assess and mitigate the risk of corruption associated with these operations or transactions.

Due diligence processes carried out in the context of these operations or transactions and measures taken to address the risk of corruption must be documented in accordance with the "Procedure prior to decision-making on mergers and acquisitions."

## 5 SPONSORSHIPS AND DONATIONS

5.1 **Sponsorships:** These are financial aid or support provided by NORTEGAS for artistic, cultural, scientific, educational, sporting, or social activities with the aim of promoting, strengthening, and/or improving its image and reputation and its relationship with stakeholders.

NORTEGAS may only provide sponsorships that are compatible with objective, reasonable, and transparent selection criteria, in line with its corporate values and strategy and with a view to developing and strengthening the NORTEGAS brand and business, under the terms established in the Gifts and Invitations Protocol.

5.2 **Charitable donations.** Contributions or donations made to foundations and other non-governmental entities or organizations, or to individuals or legal entities, must be in line with the guidelines established by NORTEGAS in relation to this type of charitable activity, under the terms established in the Gifts and Invitations Protocol.

5.3 Employees are not authorized to use personal funds to pay for sponsorships or charitable donations that are considered company expenses.

## 6 DUE DILIGENCE AND REPORTING MEASURES

### 6.1 DUE DILIGENCE MEASURES

For the purposes of compliance with this Policy, NORTEGAS has approved the following internal procedures and due diligence measures:

a) **Selection criteria relating to the hiring of Employees** based on an analysis of their knowledge and abilities (aptitude and suitability) and their technical and professional qualifications.

A job offer or other work experience, whether paid or unpaid (e.g., full-time or part-time employment, internships, temporary workers), is considered "something of value" under this Policy. It is prohibited to make an offer to a candidate who is referred or recommended by a Public Authority (or related parties) or by another business contact (including the candidate themselves), with the expectation that NORTEGAS will receive or retain business, or that it will be granted an undue advantage.

Employees must also take care to avoid creating the appearance that NORTEGAS is making an offer to a candidate in order to obtain any undue advantage, either directly or indirectly. Offers may only be made to candidates who are qualified based on the company's needs through an impartial and objective process that takes into account the merits of the candidates.

From a risk perspective, Employees must seek prior authorization from the Chief Executive Officer (CEO) before making any offer to a candidate, or before hiring any temporary worker, who is referred or recommended by a Public Authority (or related parties) or by another business contact.

- b) Communication to Associated Persons of the existence of this Policy and the inclusion of anti-corruption clauses in their contracts.
- c) Establish transparent and objective procedures for hiring suppliers, vendors, and collaborators.
- d) Existence of an internal procedure for authorizing sponsorships and/or donations.
- e) Training programs to ensure that all Employees are informed about anti-corruption rules. The Ethics Committee is responsible for identifying the persons who should be subject to training and for promoting such training.

## 6.2 WHISTLEBLOWING

Subject Persons and Associated Persons must report through the Ethics Channel any suspicion or knowledge of inappropriate conduct or a breach of the provisions and due diligence measures of this Policy, in accordance with the provisions of the NORTEGAS Ethics Channel Regulations.

## 7 DISCIPLINARY REGIME

Any breach of this Policy or the rules and regulations that develop it will be considered a serious or very serious offense and will automatically trigger the application of NORTEGAS' disciplinary regime, in accordance with the applicable collective agreement, internal regulations, the company's Code of Ethics, and labor legislation, giving rise to the appropriate disciplinary actions.

With regard to Associated Persons, as soon as NORTEGAS becomes aware of a violation or breach of this Policy by an Associated Person, NORTEGAS will terminate its contractual relationship with that person.

## 8 VALIDITY

This Policy shall remain in force indefinitely from the date of its approval by the NORTEGAS Board of Directors, without prejudice to any modifications, adaptations, or updates that the Board of Directors may agree upon at any time, at the proposal of the Ethics Committee.

## 9 COMMUNICATION

The Policy will be available to all Subject Persons and Associated Persons on the corporate website.

## APPENDIX I: DEFINITIONS

1. **Something of value:** "Something of value" is broadly defined as something that can be subjectively considered valuable to the recipient. There is no minimum amount for something to be classified as Something of Value. It includes, but is not limited to, the following:
  - 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)
  - Use of a residence, vacation home, or other accommodations
  - Bequests and inheritances
  - Prizes from raffles and other contests.
  - Charitable contributions or donations.
  - Sponsorships.
  - Fees, payments to speakers, and payments to expert consultants.
  - Political contributions.
  - A job offer or other work experience, whether paid or unpaid (e.g., full-time or part-time employment, internships, temporary workers).
  - Temporary transfer of an employee to another position or job.
  - Benefits, discounts on products and services, or other favorable treatment in the provision of financial services (e.g., a loan below market rates).
  - Preferential treatment.
2. **Public Authorities and Public Officials:** For the purposes of this Policy, "Public Authorities" broadly includes all officials, employees (regardless of rank or level) or agents, when acting in the performance of their public or official duties (i.e., in an "Official Capacity"), of any Public or Government Entity.
  - An agent of a Public Authority shall include any person acting on behalf of or representing such Public or Governmental Entity.
  - A Public Authority acts in an "Official Capacity" when the company's interactions with the Public Authority are based, in whole or in part, on their position or function as an employee or agent of a Public or Government Entity.
  - It is assumed that an employee or agent of a Public or Government Entity acts in an Official Capacity unless they are clearly acting solely for personal purposes (i.e., in a "Personal Capacity"). An employee or agent of a Public or Government Entity acts in a "Personal Capacity" when the company's interaction with the Public Authority is based exclusively on personal finances and the company employees interacting with it do not solicit public or government business on behalf of the company.
  - All interactions with an employee or agent of a government entity who has "decision-making authority" are presumed to be "Official Capacity."
  - An employee or agent of a government entity has "decision-making authority" when they have, or could reasonably be seen to have, the

the ability to make or influence government decisions or actions that could affect NORTEGAS' business or operations outside of their personal finances.

- When providing or delivering something of value, Employees are responsible for knowing whether the recipient is a Public Official under this Policy.

### **3. Public or Government Entity:**

A Public or Government Entity is any of the following:

- Organizations, departments, agencies, offices, corporations, or other political subdivisions of the national, regional, or local government. The term is interpreted 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 (e.g., a state-owned enterprise). An entity is considered to be controlled by the government if one or more governments, either directly or indirectly (e.g., government control of a parent company extending to a subsidiary in which it holds a majority stake), have one of the following: (i) 50% or more of the ownership; (ii) control of voting rights; (iii) control over the appointment of the board of directors; or (iv) another mechanism of control.
- Non-governmental regulatory and supervisory bodies, including self-regulatory organizations.
- International public organizations (e.g., the World Bank, the International Monetary Fund, the United Nations).
- Political parties or candidates for political office.
- Royal families.