

ANTI-CORRUPTION POLICY

INDEX

| | | |
|-----|---|---|
| 1 | INTRODUCTION AND SCOPE..... | 2 |
| 2 | GUIDELINES FOR CONDUCT AND PROHIBITED ACTIONS. | 2 |
| 3 | INTERMEDIARIES: | 4 |
| 4 | RISK OF CORRUPTION IN OPERATIONS. | 4 |
| 5 | SPONSORSHIPS AND DONATIONS..... | 5 |
| 6 | DUE DILIGENCE MEASURES AND COMPLAINT | 5 |
| 6.1 | DUE DILIGENCE MEASURES..... | 5 |
| 6.2 | <i>WHISTLEBLOWING</i> | 6 |
| 7 | DISCIPLINARY REGIME..... | 6 |
| 8 | VALIDITY | 6 |
| 9 | COMMUNICATION..... | 6 |

ANNEX I: DEFINITIONS

| Version | Date | Responsible for version/modification | Approval (entity, body, date) |
|---------|------------|--------------------------------------|--|
| [1] | 05/11/2021 | Compliance Officer | Board of Directors Date: 16/11/2021 |
| [2] | | Compliance Officer | Board of Directors 21/01/2025 |

1 INTRODUCTION AND SCOPE.

- 1.1. The purpose of this Anti-Corruption Policy (hereinafter "the Policy") is to ensure compliance with anti-corruption requirements in line with the ethical values and guidelines for conduct adopted 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. owns, directly or indirectly, at least 50% of its share capital and to all directors, managers, board members and employees (collectively, the "**Subject Persons**") and external collaborators, business partners and suppliers (hereinafter the "**Associated Persons**").
- 1.3. Where applicable Law is more restrictive than this Policy, compliance with applicable Law will be required. Where this Policy is more restrictive than applicable Law, compliance with this Policy will be required.
- 1.4. Covered Persons must never compromise our reputation by engaging or appearing to engage in bribery or any form of corruption. Bribery and corruption are crimes that can result in severe 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 up to and including dismissal.

2 GUIDELINES FOR CONDUCT AND PROHIBITED ACTIONS.

Corruption is defined as offering, promising, giving, giving, accepting or soliciting any gift or payment in exchange for any action involving the attainment of any undue advantage.

This Policy is intended 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 no gifts, invitations and/or favours may be solicited, accepted, offered or performed with the intention that, directly or indirectly, a third party performs, in the exercise of a public or private function, 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. Delivering or receiving something of value

No employee, officer or director of Nortegas may:

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

Providing or delivering something of value indirectly through a third party is deemed to be the same as providing or delivering it directly to the person whom an Employee intends, or could reasonably be perceived to intend, to unduly influence. Similarly, something of value that is accepted indirectly by a third party on behalf of or for the account of an Employee is treated as having been provided or given directly to the Employee.

- b) **Receiving Anything of Value.** Subject Persons may not solicit or accept, directly or indirectly, anything of value (as defined in Annex I) from any person with an unlawful intention (or that may reasonably appear to be improper or unlawful) to influence them in the performance of their duties.
- c) **Giving 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 recipient is a Public Authority for the purposes of this Policy.

Subject Persons and Associated Persons may not offer, promise, authorise or give, directly or indirectly, anything of value to Public Authorities or Public Officials with an unlawful intention (or that may reasonably appear to be improper or unlawful) to influence their performance or obtain an advantage. Employees must seek prior approval from the Chief Executive Officer (CEO) before offering any gift, hospitality or honorarium to a Public Authority or Public Official in excess of the amounts set out in the Gifts and Entertainment Protocol.

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

An Employee is also prohibited from making a political contribution in his or her personal capacity if he or she intends, or could reasonably be perceived to intend, to influence an improper action that would benefit 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 authorise 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 on behalf of the payer, such as the issuance or granting of permits, licences, administrative authorisations or inspections associated with the performance of a contract.

- 2.5. Extortion payments:** Extortion occurs when the person demanding some form of payment instils in the payer the fear that, in the absence of such payment, the payer's (or another person's) safety, liberty or property is at risk. An extortion demand is not the same as a request for a bribe or facilitation payment. All demands for extortion payments must be reported to the Chief Executive Officer and the Ethics Committee.

3 INTERMEDIARIES:

3.1. Because NORTEGAS, and in some cases individual Employees, may be held liable if an Intermediary engages in bribery, whether or not the company or the Employee authorised, directed or instructed such activity, Subject Persons should assess and mitigate the risk of corruption associated with the Intermediaries with which they engage.

The definition of Intermediary is interpreted broadly to include any third party that NORTEGAS engages on its behalf to recommend, find, introduce, obtain or retain business or any other commercial advantage (including something of value to NORTEGAS that is not a traditional business activity or part of a traditional business, such as the sale of an asset etc...).

3.2. Pre-requisites for the engagement of intermediaries: the engagement of an intermediary must be approved in advance by the Chief Executive Officer. The person responsible for the engagement, with the assistance of the Ethics Committee where appropriate, must carry out the appropriate corruption mitigation steps by conducting a due diligence process.

An agreement with an intermediary can only be signed when such an agreement is in place:

- in writing.
- is commercially reasonable in the circumstances.
- is appropriate in relation to the Intermediary's experience and services rendered
- is consistent with applicable law and market practice, and
- include anti-corruption declarations and safeguards.

3.3. Periodic review and ongoing monitoring: Periodically, the company should conduct a review of the pricing and commercial rationale for the Intermediary's engagement. Any material changes to the contract (e.g., the purpose of the engagement, the price, etc.) should be communicated to the Chief Executive Officer. In addition, throughout the contract, the Intermediary's procurement manager should continuously monitor the business relationship.

4 RISK OF CORRUPTION IN OPERATIONS.

4.1 Customer Transactions: Certain third parties involved in transactions with customers who are not Intermediaries may engage in activities that may expose NORTEGAS to liability for corrupt activities carried out by such third parties. Accordingly, Employees must assess and mitigate the corruption risks associated with such third parties and transactions by 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.

The due diligence processes carried out in the framework of these operations or transactions and the measures taken to address the risk of corruption should be documented in accordance with the "M&A Pre-Decision Procedure".

5 SPONSORSHIPS AND DONATIONS

- 5.1 **Sponsorships:** This is aid or financial support from NORTEGAS for artistic, cultural, scientific, educational, sporting or social activities in order to promote, reinforce and/or improve its image and reputation and its relationship with its stakeholders.

NORTEGAS may only undertake sponsorships 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 contributions made to foundations and other non-governmental entities or organisations, or to individuals or legal entities, must be in line with the lines of action established by NORTEGAS in relation to this type of charitable activities, under the terms established in the Gifts and Invitations Protocol.
- 5.3 Employees are not permitted to use personal funds to pay for sponsorships or charitable donations that are considered business expenses.

6 DUE DILIGENCE MEASURES AND COMPLAINT

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 recruitment of Employees** by analysing their knowledge and ability (aptitude and suitability) and their technical and professional qualifications.

An offer of employment or other work experience, whether paid or unpaid (e.g., full-time or part-time employment, internships, contingent workers), is considered to be "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) or other business contact (including the candidate him/herself), with the expectation that NORTEGAS will receive or retain business, or be given an undue advantage.

Employees must also be careful 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 qualified candidates based on the needs of the company through an impartial and objective process that takes into account the merits of the candidates.

From a risk perspective, Employees should seek prior approval from the Chief Executive Officer (CEO) before making any offer to a candidate, or before hiring any prospective employee, who is referred or recommended by a Public Authority (or related) or other business contact.

- b) Communication to Associates of the existence of this Policy and the inclusion of anti-corruption clauses in their contracts.

- c) Establish transparent and objective procedures for the recruitment of suppliers, providers and partners.
- d) Existence of an internal procedure for authorising sponsorships and/or donations.
- e) Training programmes to ensure that all Employees are informed about anti-corruption rules. The Ethics Committee is responsible for identifying the persons to be trained 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 non-compliance with 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 of the rules and regulations that develop it will be considered a serious or very serious offence and will automatically trigger the application of the disciplinary regime of NORTEGAS, in accordance with the applicable collective bargaining agreement, internal rules, the company's Code of Ethics and labour legislation, giving rise to the appropriate sanctioning actions.

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

8 VALIDITY

This Policy shall be valid indefinitely as of its approval by the Board of Directors of NORTEGAS, without prejudice to any modifications, adaptations or updates that the Board of Directors may agree from time to 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.

ANNEX I: DEFINITIONS

- 1. Something of Value:** "Something of Value" is broadly defined as something that can be subjectively considered to be of value to the recipient. There is no minimum amount for something to qualify 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, transport, accommodation, training and conferences)
 - Use of a residence, holiday home or other accommodation
 - Bequests and legacies
 - Prizes from raffles and other competitions
 - Charitable contributions or donations.
 - Sponsorships.
 - Fees, payments to speakers and payments to expert consultants.
 - Political contributions.
 - An offer of employment or other work experience, whether paid or unpaid (e.g. full-time or part-time employment, internships, casual workers).
 - Temporary transfer of a worker to another post or job
 - Benefits, 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. Public Authorities and Public Officials:** For the purposes of this Policy, "Public Authorities" broadly includes all officers, employees (regardless of rank or level) or agents, when acting in their public or official capacity (i.e., in an "Official Capacity"), of any Public or Governmental Entity.
 - An agent of a Public Authority shall include any person acting for or on behalf of that 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 its position or function as an employee or agent of a Public or Governmental Entity.
 - An employee or agent of a Public or Government Entity is presumed to be acting in an Official Capacity unless he or she is clearly acting solely for personal purposes (i.e., in a "Personal Capacity"). An employee or agent of a Public or Governmental Entity is acting in a "Personal Capacity" when the company's interaction with the Public Authority is based solely on personal finances and the company's employees interacting with the company are not soliciting public or governmental business on behalf of the company.
 - All interactions with an employee or agent of a government entity having "decision-making authority" are presumed to be in an "Official Capacity".
 - An employee or agent of a governmental entity has "decision-making authority" when he or she has, or could reasonably appear to have, the ability to make or influence governmental decisions or actions that could affect the business or operations of NORTEGAS outside of his or her personal finances.
 - When providing or delivering anything of value, Employees are responsible for knowing whether the recipient is a Public Authority under this Policy.

3. Public or Government Entity:

A Public or Government Entity is any of the following:

- Bodies, departments, agencies, instrumentalities, corporations or other political subdivisions of 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 government-controlled if one or more governments, either directly or indirectly (e.g. government control of a parent company down to a majority-owned subsidiary), have one of the following: (i) 50% or more ownership; (ii) control of voting rights; (iii) control over the appointment of the Board of Directors; or (iv) another control mechanism.
- Non-governmental regulatory and supervisory bodies, including self-regulatory organisations.
- International public organisations (e.g. World Bank, International Monetary Fund, United Nations).
- Political parties or candidates for political office.
- Royal Families.