



V A C I E R O

ANTI-CORRUPTION AND ANTI-BRIBERY POLICY



**WINDAR**  
renovables

<b>VERSION</b>	<b>DATE</b>	<b>DESCRIPTION OF THE MODIFICATION</b>	<b>APPROVAL</b>
0	Nov. 2021	Approval of anti-corruption and bribery measures WINDAR GROUP	Board of Directors
1	[ ] 2023	Anti-Corruption and Anti-Bribery Policy Update	Board of Directors

## **I. PURPOSE AND SCOPE OF APPLICATION**

WINDAR RENOVABLES S.A. and its subsidiaries (hereinafter WINDAR GROUP) are strongly committed to the fight against corruption and bribery, both in the public and private spheres, and this commitment represents another example of the respect for legality and transparency prevailing in the organization.

In compliance with this commitment, the necessary measures have been implemented in the organization to prevent actions contrary to the law from being carried out and which could generate criminal liability for the Group companies.

The purpose of this policy is to inform the members of WINDAR GROUP, the principles of action, values and obligations that should guide their professional activity to prevent, detect and remedy any practice of corruption, bribery, fraud or money laundering within the organization.

The WINDAR GROUP's Anti-Corruption and Anti-Bribery Policy is addressed to all members of the organization, as well as to third parties, suppliers, collaborators or customers, all of whom are obliged to respect and comply with it.

## **II. CONTENTS**

### **A) FIGHT AGAINST CORRUPTION AND BRIBERY**

WINDAR GROUP does not tolerate any form of corruption or bribery, direct or indirect, by professionals who provide services in the organization, or by third parties, whether individuals or public employees, expressly prohibiting any unlawful activity that aims to unduly influence the performance or decisions of its recipients. This policy is promoted within WINDAR GROUP through the following rules or guidelines:

- 1.** Strict compliance with national and international regulations related to the prevention of corruption in force in the territories where WINDAR GROUP operates (among others, Penal Code, General Subsidies Act, U.S. Foreign Corrupt Practices Act and UK

Bribery Act).

2. **Prohibition of improper or inappropriate payments** in all its activities, whether in the public or private sector, not authorizing any practice that does not respect this Policy or the procedures implemented in the GROUP.

Improper or inappropriate payments are considered to be any payment that is not duly justified in a contract, service, or invoice and duly authorized. Also considered improper or inadequate are facilitation payments identified as small unofficial payments made to officials or members of public institutions or agencies for the purpose of expediting or delaying procedures.

Payments made in cash above the limit of 1,000 euros are also considered improper or inadequate, even in cases where they are duly justified by contract or invoice.

All payments and collections must be duly **justified and be in accordance with the offers and contracts signed**, the terms established by the respective management systems implemented in the group companies and specifically, in WINDAR GROUP, to **P.07 Business Management Procedure** that regulates the preparation, sending, review and monitoring of the offers and the preparation, review and signing of the corresponding contracts, as well as the provisions of **P.20 Purchasing and Procurement**, which regulates the procedure regarding the request for bids from the different suppliers, the management of the purchase, the issuing of the order, the preparation of the invoices and the payment, in such a way that a complete purchasing file is created containing all the documentation generated by the purchasing process and which allows the proper justification of each of the payments and collections that have been made.

Likewise, the **payment authorization system** implemented in WINDAR GROUP must be complied with and verified, so that all payment orders comply with the criteria, forms and deadlines established and contracted with the customer or supplier, having the **due authorization issued by the competent person, as well as**

**either by the functions attributed to it or by the powers of representation conferred upon it, all through the computer support used in the various Group companies.**

**Payments corresponding to wages and salaries, allowances and other items to be paid to workers and employees of WINDAR GROUP** will be managed by the respective HR departments, corresponding the payment order to the financial department.

No payment will be made for these concepts that have not been previously authorized by the Human Resources Department.

Any payment or collection that is not duly justified by a contract or invoice and authorized by a competent person shall be considered improper or inadequate, as well as those made in cash for an amount greater than 1,000 euros.

**3. Contracting with third parties**, suppliers of services or supplies, consultants, lawyers, auditors, representatives, contractors and any other third party that may have a relationship with WINDAR GROUP, shall comply with the principles that inspire this policy, complying with the following obligations:

- To contract only reputable and qualified people or entities, perfectly identified. WINDAR GROUP has **internal procedures and instructions for selection and approval of suppliers** to be observed both for the initiation and maintenance of relations with them, so as to ensure that all WINDAR GROUP suppliers conform to the requirements and standards set by the organization. To this end, a specific clause will be included in the contracts signed with third parties or collaborators regarding the commitment to comply with the policies and measures implemented in WINDAR GROUP for the prevention of corruption, fraud and other unlawful conduct.
- To understand and obey the regulations regarding the employment of agents, agents and the like.

- Ensure that the remuneration for the services to be provided by these third parties is in accordance with the market or reasonable.
  - In the case of subcontracted companies, documentation will be required to prove that they have their own workers under legal conditions.
  - If any matter is observed that could reasonably be considered a potential violation of this Policy and in which a representative or entity representing WINDAR GROUP may be involved, ensure that it is investigated and resolved as expeditiously as possible, through the Supervisory Body.
  - Seek the assistance of the Supervisory Body in exercising due diligence and resolving issues with respect to any indications of a possible violation of this Policy.
4. **Prohibition of gifts, hospitality and expenses.** All members of WINDAR GROUP are **absolutely forbidden to offer, promise or grant to suppliers or third parties (public officials, Spanish or foreign, staff of other companies, political parties, customers, suppliers, suppliers and shareholders) directly or indirectly, unjustified gifts**, in exchange for the recipient unduly favor them in contractual relations, or otherwise may compromise the will of the recipient when making an objective decision for the benefit of the company.

Similarly, all members of WINDAR GROUP are strictly **prohibited from soliciting, accepting or receiving gifts that may influence decision-making between the parties directly or indirectly involved.**

Exceptionally, courtesy and promotional items may be given or accepted as long as their value is symbolic, and they are not prohibited by law or generally accepted commercial practices, making the due report to the Supervisory Body through the preparation of a report or notification of the type of

gift received, its estimated value, the person or company from whom it was received and its intended use. The Supervisory Body shall be responsible for authorizing both the receipt and the destination in view of the specific circumstances.

- 5. Use of corporate credit cards:** The use of corporate credit cards by WINDAR GROUP employees who, due to their duties, must travel on a regular basis shall comply with the contents of this policy.

For the handling of credit cards, the following should be taken into account:

- Its use is personal and non-transferable.
- In case of loss or theft of the card, the user shall be obliged to file a report and immediately notify the respective bank.
- In no case may the credit card be used for the payment of personal goods or services.
- It is not allowed to request cash advances with the credit card,
- Payments made by credit card must be evidenced by the delivery of the invoices or documents supporting the payment.
- At the end of the relationship with the company, the employee who holds the card must return it to the company and the company must cancel the card.

- 6. Prohibition of donations to political parties,** in accordance with Organic Law 8/2007 of July 4, 2007, on the financing of political parties.

- 7. Relations with Public Administrations:** WINDAR GROUP is committed to always behave in accordance with the most stringent ethical requirements. Based on this, the members of WINDAR GROUP shall:

- Always respect the rules and regulations in general, especially those of public procurement applicable to the case.
- Not to provide or promise gifts or invitations to leisure activities to any official, official or representative in general of any government (local, regional, state) or receive them from them.

- Do not offer employment or business opportunities to representatives of the Public Administration (or their relatives, friends, etc.).
- Not to incur, in their relations with the Administration, in unjustified representation expenses.
- Not to promise or provide, even through third parties, to representatives of the Public Administrations work or services of personal utility.
- Not to lend or promise, give, request or obtain confidential or other information or documents that may jeopardize the integrity or reputation of one or both parties.
- Ensure that all communications, including reports, statements, declarations, proposals and claims made to government entities and public entities in general are correct, complete and true, and must be made, especially in the case of administrative procedures, by means of the appropriate telematic systems with electronic signature.

If **subsidies or financing** were requested or received from any public entity for society, all subjects involved in such procedures must:

- Comply with correctness and truthfulness, using and presenting complete declarations and documents related to the activities for which the benefits can be legitimately obtained.
- Allocate grants or funding, once obtained, to the purposes for which they were awarded.
- Scrupulously comply with the conditions set forth in the financing contracts signed.



**8. Obligation to keep proper accounting and compliance with good tax practices.**

WINDAR GROUP undertakes to comply with its accounting and tax duties and obligations and specifically:

- To organize, direct and control the accounting system by establishing the accounting criteria to be applied.
- To record all economic events in the accounting records.
- All financial reports, accounting records, expense notes and, in general, all financial, accounting and tax documents of WINDAR GROUP, faithfully reflect the development of operations and their taxation.
- The personnel in charge of accounting and finance functions shall ensure that each transaction and operation:
  - o It is legitimate, consistent, fair, authoritative and verifiable.
  - o That it is correctly registered in order to allow proper verification of the decision, authorization, award, payment and development process.
  - o It is accompanied by the appropriate documentary support that allows, at any time, the appropriate controls on the characteristics and reasons that have motivated the operation, as well as the identification of those who have authorized, awarded, registered, paid and verified the same.
- All personnel involved in accounting or taxation tasks receive adequate and constant training and are aware that all financial, commercial and associated operations must be properly accounted for.
- Accounting, financial and tax documentation is properly stored and protected (safety cabinets) for the legally established periods, with backup copies, to prevent loss or theft of documentation or of the following

data. Access to the information is confidential, so that only the personnel with competence in the matter have access to it and only to the extent necessary for their work.

- Invoicing will always be carried out in accordance with the regulations in force. The billing system is designed to ensure that all services are billed correctly, with the application of the applicable taxes in each case and ensuring that there are no duplicate invoices or invoices that do not correspond to the reality of the services.
  
- The administrators and their collaborators:
  - in relation to the financial statements and documents that must reflect the economic situation of each of the companies that make up the Group or the consolidated economic situation of the WINDAR GROUP, ensure that they reflect the economic, equity and financial situation of the organization with truthfulness, clarity and integrity.
  - comply with auditors' requests for information in a timely manner.
  
- The GROUP is subject to external financial and accounting audits of its annual accounts, in accordance with applicable legislation.
  
- In addition, WINDAR GROUP is committed to complying with the following principles of good tax practices:
  - Compliance with tax regulations in the different countries in which the Group companies operate, paying the taxes payable in accordance with the applicable legal system.
  - The adoption of decisions in tax matters shall be in accordance with the principle of reasonable interpretation of tax regulations and in accordance, where applicable, with the binding criteria published by the Tax Agency.
  - Prevention and reduction of significant tax risks, by ensuring that

the proper compliance with the rules.

- The relationship with the tax authorities shall be based on the principles of trust, loyalty, professionalism, reciprocal collaboration and good faith.

## **B) PREVENTION OF MONEY LAUNDERING AND TERRORIST FINANCING**

WINDAR GROUP is committed to comply with all existing regulations on the prevention of money laundering and terrorist financing, so it will only maintain contractual relationships with respectable third parties (suppliers or customers), engaged in legal activities and whose funds come from legal accounts.

WINDAR GROUP ensures that we do not accept forms of payment that have been or can be identified as forms of money laundering.

The anti-money laundering measures imply, for all professionals who provide services in WINDAR GROUP and who in the framework of their activities may be subject to the applicable regulations on the prevention of money laundering (each according to their responsibilities and functions):

- To contract only with reputable third parties, involved in legal business and whose funds come from recognized sources. The extent and depth of the verification work by WINDAR GROUP will vary according to the nature of the service or the object of the transaction and the amount of the same.
- Always use acceptable forms of payment, complying with internal regulations regarding the authorization and awarding of transactions and contracts.
- Prohibit the use of anonymous checking accounts.
- Immediately report suspicions of money laundering activity to the Supervisory Body.
- Adopt special precautionary and control measures with respect to payments and collections from or to bank accounts domiciled in tax havens.

- Verify, in any case, before making any payment, that the bank account coincides with the one designated at the time of entering into the corresponding contract and that any subsequent modification of the same has been adequately verified and checked as to its ownership, having the corresponding authorizations to proceed with the change.

Those responsible for the Financial Management and Administration of WINDAR GROUP, as well as any other employees who have a relevant risk of exposure to these matters (after the appropriate assessment by the Supervisory Body), shall have the following additional obligations in order to prevent money laundering:

- Clearly define to personnel the acceptable forms of payment and the controls to be carried out on them (monitoring system).
- Periodic training on the subject for employees in contact with commercial transactions, especially international transactions.
- Ensure that the employees involved in these transactions report to the person directly responsible for the development of the operations.
- Periodically check the vulnerability of WINDAR GROUP to these activities.
- In case of any legal uncertainty, consult immediately with the WINDAR GROUP Supervisory Body (especially if there are transactions with an international element involved).
- Immediately report suspicions of money laundering activity to the Supervisory Body.
- Request the Oversight Body to conduct the necessary internal audits on these matters.

### **III. DISSEMINATION**

The Policy against corruption, bribery and money laundering, will be made known to all members of WINDAR GROUP through the CEDOC interface, employee portal or intranet, email or any other appropriate means for proper dissemination.

All WINDAR GROUP members joining in the future will be made aware of this Policy together with the GROUP's Welcome Plan.

### **IV. INTERNAL INFORMATION SYSTEM: WHISTLEBLOWER CHANNEL**

WINDAR GROUP will make available to all its members and third parties, on its website, a **Complaints Channel** through which to inform the body responsible for the Internal Information System of possible breaches of the Crime Prevention System, criminal conduct, serious or very serious administrative offenses and in general any action or omission that involves a violation of European Union law, as well as any breach of this policy.

Failure to comply with the duties, obligations and control measures set forth in this policy shall be immediately brought to the attention of the Supervisory Body through the Whistleblower Channel.

### **V. VERIFICATION AND CONTROL**

The verification and control of the operation of this Anti-Corruption, Anti-Bribery and Anti-Money Laundering Policy is entrusted to the Supervisory Body, which shall also be responsible for updating it.

### **VI. MANDATORY COMPLIANCE AND DISCIPLINARY SYSTEM**

The Anti-Corruption, Anti-Bribery and Anti-Money Laundering Policy is mandatory for all members of WINDAR GROUP.

Possible violations include not only actively participating in the noncompliance, but also

also the failure to report allegedly infringing conduct when it comes to one's knowledge or to impose or attempt to prevent the reporting of such conduct.

Violations of the Anti-Corruption and Anti-Bribery Policy committed by employees of WINDAR RENOVABLES S.A. or its subsidiaries, will result in the adoption of the corresponding disciplinary measures always in accordance with the principle of proportionality.

Violations of this Policy committed by directors, attorneys-in-fact or third party collaborators shall be reported by the Supervisory Body to the Board of Directors in order to adopt the appropriate measures, including: (i) dismissal of the director involved; (ii) immediate revocation of the powers granted to the attorney-in-fact; (iii) cancellation of any contract with third parties who do not act in a manner consistent with this policy, without prejudice to any other actions that may be appropriate.

If you have any questions regarding the application of this policy, you may contact the Supervisory Body or the body responsible for the Internal Information System by e-mail at [canaldenuncias@windar-renovables.com](mailto:canaldenuncias@windar-renovables.com).