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Anti-corruption Policy

MASORANGE Group

(This document has been translated from the current valid Spanish version for informational purposes only. If in doubt, please refer to the Spanish version)

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| Prepared by: Compliance | Reviewed by: Audit and Risk Committee | Approved by: Board of Directors |
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Version control

| Version | Approval date | Changes from the last version. |
|---------|---------------|--------------------------------|
| 1.0 | 27/06/2024 | <i>Initial version</i> |

Reference to other documents

MASORANGE Group Code of Ethics

MASORANGE Group Criminal Prevention Policy



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1. Objective

The MASORANGE Group affirms the principle of “zero tolerance” for corruption and influence peddling of any kind in all its activities throughout the entire Group.

Our ethics help to promote a culture of integrity and compliance in which there is no room for corruption of any kind, which cannot be accepted.

The purpose of this Anti-Corruption Policy is to provide the Board members, directors and employees of the MASORANGE Group with a framework of principles with which we must comply in all our business operations, as well as a set of prohibited conduct that may be considered corruption or trading in influence. So, it protects us individually and collectively.

This anti-corruption policy is set up in compliance with the 1997 OECD Anti-Bribery Convention and with the 2003 United Nations Convention Against Corruption. It also meets the requirements of the US Foreign Corrupt Practices Act, and of the UK Bribery Act 2010.

Our anti-corruption policy applies to all MASORANGE Board members, directors and employees and must be complied with by all the parties to whom we are committed (companies, sub-contractors, partners, consultants, or intermediaries acting on behalf of the Group or in the name of MASORANGE).

Everyone must play an active role because preventing the risk of corruption is everyone's business.

2. Definition of corruption and influence peddling

Corruption, according to criminal law, is the unlawful proffering, offering or promise to offer (active corruption), or the unlawful request or acceptance (passive corruption), directly or indirectly, of any offer, promise, gift, or advantage of any kind to carry out or abstain from carrying out (or having carried out or abstained from carrying out) an act of one's function, duty, or mandate.

Corruption, as defined in this policy, includes “bribes”, “kickbacks”, extortion, facilitation payments and the laundering of such practices.

Influence peddling is regarded under criminal law as the unlawful proffering (active influence peddling) or the unlawful request or acceptance (passive influence peddling), directly or indirectly, of any offer, promise, donation, gift, or advantage of any kind, in order to abuse one's real or supposed influence with a view to obtaining distinctions, employments, contracts or any other favorable decision.

“Public official” includes any person working for or representing any governmental organization of any kind or any entity owned by a governmental organization.



3. Conducts required or prohibited by MASORANGE in relation to the prevention of corruption and influence peddling.

In no event may an employee for him/herself or on behalf of a third-party, or a third-party on behalf of the employee:

- give, promise to give, or offer a payment, a cash donation, a commission, a gift, a trip, an invitation, or any other form of gratification, with the expectation or hope to receive an undue advantage or as a reward for an undue advantage already obtained,
- accept or solicit a payment, a cash donation, a commission, a gift, a trip, an invitation, or any other form of gratification from a third party known to be or suspected of expecting an undue advantage therefrom,
- make a facilitation payment in any form whatsoever, to a public service representative, an agent, or an intermediary, to facilitate or expedite a routine procedure.

In any event, the employee must report any attempt at corruption or influence peddling as soon as possible to his/her manager and Compliance Officer, who are then in charge of coordinating the appropriate response to the incident.

4. Gifts and invitations

To avoid any risk of corruption or damage to our reputation, MASORANGE Group has defined a policy in relation to “gifts and invitations” applicable to all Group employees as follows:

Gifts, invitations or other reasonable hospitality may contribute to establishing, maintaining, or developing business relations that are useful to our activities. However, the inappropriate offering or acceptance of a gift or invitation, particularly with the intention of influencing the outcome of a business transaction or obtaining an undue advantage in return therefor, is prohibited and may constitute, for an employee and for MASORANGE Group, a breach of our anti-corruption policy as well as of the regulations in force.

Therefore, limits have been set on the total amount of all gifts or benefits received or offered to the same person. In addition, an internal procedure has been established to closely monitor all decisions to offer or receive benefits, such as gifts, meals or entertainment events that exceed these limits.

These thresholds, as well as the reporting, processing and managerial validation procedures that apply if they are exceeded, are described in the “Procedure for declaring gifts and invitations”.



Before offering or accepting a gift, meal, an invitation or any other advantage, a Group employee must ensure that he/she acts in compliance with the specific procedure established. In case of doubt, he/she should refer to his/ her entity manager or Chief Compliance Officer.

5. Conflict of interest

To reinforce ethical business conduct and further prevent corrupt practices, MASORANGE Group has established a “**Conflict of Interest Policy**” for the identification, prevention and management of conflicts of interest for members of the Board of Directors, directors and employees.

6. Measures to prevent and fight corruption and influence peddling.

6.1 Raising awareness and training

MASORANGE Group communicates its anti-corruption policy internally and externally.

MASORANGE Group sets up and maintains a program aimed at raising awareness among and training its staff on a regular basis and imposing the training of staff members who are most exposed to the risk of corruption, regardless of their managerial level.

6.2 Request for advice or information.

An employee who wishes to request some advice or an opinion, to find information or ask a question on a matter related to corruption, influence peddling or ethics, can contact his/her manager or the Chief Compliance Officer.

6.3 Whistleblowing mechanism

Our commitment to integrity leads us to rigorously respect the duty of honesty in the exercise of our professional activity, which is why MASORANGE Group has set up a whistleblowing mechanism for reporting irregularities in corruption matters.

Through this channel, you can report any conduct or concerns about breaches of the law (corruption, influence peddling, conflict of interest, fraud, ethics, internal control, auditing, accounting, human rights, fundamental freedoms, health and safety of persons, environment, etc.) as well as our internal policies and procedures (Code of Ethics, Anti-Corruption Policy, Criminal Prevention Policy, etc.).

It is accessible via the internet at the URL address:

<https://masorange.es>



In accordance with the laws in force, the procedure implemented to receive alerts via the whistleblowing mechanism ensures strict confidentiality or anonymity of the identity of the whistleblower, any individuals targeted by the alert and the information provided in the alert.

No employee who files a warning may be sanctioned or subject to any discriminatory measure for having notified an alert selflessly and in good faith via the whistleblowing mechanism. The Ethics and Compliance Committee of the MASORANGE Group guarantees the protection of whistleblowers acting in good faith.

The author of any misuse of the whistleblowing mechanism may face disciplinary and/or legal proceedings.

6.4 Due diligence procedure

MASORANGE Group sets up and maintains due diligence compliance procedures for its customers on the Enterprise market, its front-line suppliers, its intermediaries, and its partners, to ensure that business relations do not present any risk of corruption, fraud or economic sanctions, and to be able to take appropriate decisions.

6.5 Monitoring

MASORANGE Group establishes and maintains an internal system for monitoring and evaluating its anti-corruption and influence peddling compliance system.

Moreover, MASORANGE Group implements and maintains accounting and operational control procedures aimed at ensuring that the financial statements are not used to cover up corruption or influence peddling.

All the accounts, invoices, memos and other documents and archives related to transactions with third parties such as customers, suppliers and other business partners, must be prepared, maintained and controlled with the utmost level of accuracy and completeness. There must be no “parallel” accounting facilitating or covering up undue payments.

If an employee finds him/herself in a situation where he/she must make a payment on behalf of the company, he/she must always be aware of the purpose of such payment and assess whether it is proportionate to the product(s) or service(s) provided. He/she must always ask for a receipt or an invoice specifying the reasons for such payment. If there are any doubts or queries in relation to a payment, he/she must refer to his/her manager and as the case may be to the Chief Compliance Officer.

6.6 Archive

MASORANGE has established and maintains a system of internal accounting controls, as well as records and archives management procedures, to ensure that data and documents are filed accurately and in detail to prevent corruption and influence peddling.



The boards of directors of MASORANGE review the efficiency of the anti-corruption program at least once a year. The Chief Compliance Officer is responsible for overseeing the policy development program within their respective areas and monitoring its effectiveness.

7 Disciplinary system

In the event of non-compliance with the anti-corruption policy, MASORANGE Group employees may face disciplinary measures, in accordance with internal rules of procedure and applicable labor law.

8 Publication and entry into force

This Policy is applicable from the date of its approval by the Board of Directors, will be published on the corporate intranet and on MASORANGE Group website and will be communicated to all parties with whom we are associated (companies, subcontractors, partners, advisors or intermediaries acting on behalf of MASORANGE Group).