



# ANTICORRUPTION POLICY

VALUES THAT REFLECT OUR CORPORATE CULTURE





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## Message from **Board of Directors**

This Anti-Corruption Policy addresses the strong commitment of the organisation to act in line with the corporate principles and values that govern our business activity. At Aldesa, we assume the public commitment to maintain the business integrity that has always preceded us, by complying with the highest ethical and regulatory standards.

Transparent management and respect for the law are essential pillars of our value chain, forming an integral part of Aldesa's social strategy. With this Anticorruption Policy, the respect for honour and honesty in our activities is broadened and reinforced, thus transferring the importance of corporate integrity to all of Aldesa's directors, executives, employees, and collaborators.

In line with the main national and international recommendations in the fight against corruption, and in accordance with the provisions laid out in the organisation's Code of Ethics, in our activity the zero tolerance principle prevails over any action that undermines said transparency and corporate integrity and, especially, those behaviours that accept, promote, or encourage the execution of acts susceptible to corruption and bribery.

This Anti-Corruption Policy establishes the behaviour guidelines that should govern the activity of all of Aldesa's staff in order to avoid any circumstance that, directly or indirectly, could give rise to a corrupt act.

Sincerely,

Board of Directors  
Grupo Aldesa, S. A.



## 1. Introduction

This Anti-Corruption Policy (hereafter, the "Policy") has been prepared in line with the principal standard references and best practices in anti-corruption matters.

As a result of the exhaustive regulation currently in place, the following legislations have been taken as a starting point: the United Nations Convention against Corruption and its Anticorruption Program on Ethics and Compliance for Businesses, the Convention to Combat the Bribery of Foreign Public Servants in International Commercial Transactions of the Organisation for Economic Co-operation and Development (OECD), the Foreign Corrupt Practices Act (FCPA) of the United States, the Bribery Act of the United Kingdom, the Spanish Penal Code, as well as other recently published international regulations (among others, Brazil, Peru, and related countries).

In view of the diversity of definitions that could be given to the concepts contained in this Policy, if applicable, a Glossary of terms is attached as Annex I.

## 2. Policy Objective

The objective of this Policy is to show Aldesa's firm condemnation in the face of those conducts that are susceptible to being considered as acts of corruption or bribery, both in terms of its public and private aspects.

Aldesa prohibits, in general terms, any type of corrupt conduct that, directly or indirectly, may influence the decision making of third parties, whether these are Public or Private Administrations.

## 3. Scope of application

This Policy is mandatory for all Directors, Officers, and employees of Grupo Aldesa, S. A., as well as any of its subsidiaries, (hereafter, "Aldesa" or the "Group") regardless of its corporate purpose or geographical location.

Additionally, all third parties that collaborate, participate, or mediate in operations and businesses on behalf of Aldesa shall observe the guidelines and principles contained in this Policy.

## 4. Gift, invitation, and hospitality policy

### 4.1. GENERAL CODE OF CONDUCT

Within the commercial and business relationships maintained with third parties (partners, suppliers, clients, and/or other collaborating third parties) circumstances may arise that justify the delivery of potential gifts or commercial and entertainment invitations.

Any gift or invitation of this nature that is offered and/or accepted by the staff of Aldesa must be related to lawful purposes, according to the following conditions:

- The intention or purpose pursued with the gift or invitation must meet normal standards of courtesy and normal business practices, without in any case expecting an unjustified consideration or commercial advantage.
- They should be reasonable and proportional. It is to be understood that a gift or invitation is reasonable and proportionate when it is socially acceptable, without fear that its possible reception might constitute any social reproach.

- They must be exceptional and lacking in any habitualness during the exercise of our business activity.
- They must always comply with the laws and regulations in force at all times, both in relation to the country that offers the gift or invitation, as well as the one that receives them.

**4.2 PROHIBITED CONDUCT**

Outside of the limits described above, prohibited behaviours are considered to be:

- The delivery or acceptance of gifts and invitations that imply an excessive economic value that exceed normal uses and practices.
- The delivery or acceptance of cash or, as the case may be, cash equivalents (for example, checks or gift cards).
- The delivery or acceptance of gifts and invitations with the purpose of the consideration for an unjustified advantage or benefit.
- The delivery or acceptance of gifts and invitations as a precondition for the achievement or maintenance of a business relationship.

## 5. Diet and travel expenses policy

**5.1 GENERAL CODE OF CONDUCT**

During the course of our professional activity, the existence of expenses derived from the maintenance and possible displacement of labour is usual.

Any expense of this nature can only be justified with reasons that are **specifically labour-related**, according to the concrete circumstances of each case. However, the Aldesa staff must always and at all times attend to the **criterion of austerity and proportionality** that presides over the behaviour of the Group.

The treatment of the expenses derived from maintenance and labour displacement will be governed by the provisions of the procedure defined by Aldesa. For more information, please consult the General Guidelines, **“Allocation of resources, supplements, expenses, and supplies.”**

**5.2 PROHIBITED CONDUCT**

Any type of offer, promise, payment or authorization of meals and/or invitations that exceed the limits established in the General Guidelines, **“Allocation of means, supplements, expenses, and supplies,”** is prohibited.

The authorization of those expenses of meals and/or invitations that are not duly justified, or whose justification is not adapted to specifically labour-related reasons is prohibited.

## 6. Other special expenses

**6.1 CHARITABLE CONTRIBUTIONS, SPONSORSHIPS, PATRONAGES, AND OTHER RELATED FIGURES**

Any contribution of a nature made in the name and on behalf of Aldesa will be adjusted to the rules established in the General Guidelines **“Policy on Donations, Sponsorships, Collaboration Agreements, and Patronages.”**

As a general rule, the charitable contributions will be regulated in line with what is established in terms of corporate social responsibility (CSR), through the corresponding cost centres.

**6.2 POLITICAL CONTRIBUTIONS**

Aldesa does not have any **particular political affiliation**.

In this regard, the organisation prohibits any type of contribution, in the name and on behalf of the Group, that constitutes, or may eventually constitute, political affiliation or involvement.

Therefore, the political contributions made by the staff of Aldesa can only be done by **individuals**, leaving explicit proof that said contribution is made personally, and in no case in the name or interest of the Group.

**6.3 FACILITY PAYMENTS**

As a general rule, facilitating payments to public officials and authorities are **prohibited**.

However, it must be borne in mind that, in certain jurisdictions and under specific requirements, facilitating payments can be considered legal in nature depending on the specific country in which we are located.

In the previous case, the Aldesa Group staff that decides to carry out a facilitating payment must previously **consult with Aldesa’s Compliance Committee** in order to assess and analyse the payment.

## 7. Conflict of interest situations

It will be understood that there is a conflict of interest in situations in which the staff of Aldesa involved in a commercial operation or transaction place their personal interests before those of the Group, or when said personal interests unduly influence, or may influence, the practice of the commercial relationship.

If the staff of Aldesa observes a conflict of interest, both real or potential, it should be immediately revealed in accordance with the provisions of the General Guidelines “**Interest Conflict’s Management Policy**”

## 8. Accounting records

### 8.1 GENERAL CODE OF CONDUCT

Financial and operational transparency is a fundamental principle within Aldesa’s corporate strategy.

Therefore, the Group’s staff must maintain an appropriate internal accounting control system, which includes the report and accurate reflection of all transactions carried out on behalf of the organisation.

Aldesa’s books and accounting records must be precise and detailed, and it is absolutely prohibited to manifest false or deceptive operational declarations.

In this regard, the documentation must be kept accurate, appropriate, and with reasonable detail to cover all the transactions carried out, storing the documents in accordance with the internal policies on information management.

### 8.2 PROHIBITED CONDUCT

In any case, and without prejudice to other concurrent circumstances, the following behaviours are strictly prohibited:

- The establishment of **unregistered accounts**.
- The **performance of operations not recorded** or poorly recorded in books.
- The record of **non-existent expenses**.
- The entry of expenses in the accounting books with **incorrect indication** of its purpose.
- The use of **false documents**.
- The **deliberate destruction** of accounting documents before the deadline provided by the law.

## 9. Relationship with officials and public authorities

### 9.1 GENERAL CODE OF CONDUCT

Our relationship with public officials and authorities must be based on the principles of transparency, integrity, objectivity, impartiality, and legality.

In our dealings with officials and public authorities, we must act observing the following general guidelines:

- Compliance with the values, principles, and code of conduct contained in the Aldesa GROUP **Code of Ethics**.
- The abstention from acting or dealing with public officials or authorities in the case of **conflicts of interest**.
- The supervision and **verification of the truthfulness and integrity of the information** provided to Public Administrations.
- The adequate **conservation and safekeeping**, by the person assigned to the project, of all the documentation exchanged with the public sector.

**9.2 PROHIBITED CONDUCT**

It is strictly prohibited for Aldesa staff, in their relationship with a public official or authority, or with a third party linked to it:

- The offer, promise, request, or acceptance, on the part of an official or public authority, a gift, payment, favour, or service, regardless of its economic value, conditioned on the said official **making a decision for the benefit** of Aldesa.
- The offer, promise, request, or acceptance, on the part of an official or public authority, a gift, payment, favour, or service, regardless of its economic value, that constitutes, directly or indirectly, a **reward for a previously made decision by an official or public authority** for the benefit of Aldesa.
- The offer, promise, request, or acceptance, on the part of an official or public authority, a gift, favour, or service that, in consideration of its economic value, its exceptional nature, its exclusivity, or any other circumstance, is beyond the **courtesy practices particular** to Aldesa’s field of activity.
- **The exertion of undue influence** over an official or public authority, administrator, manager, or employee of Aldesa, with the intention of obtaining a benefit from the former.

## 10. Third party relations

The daily operations of Aldesa imply the existence of commercial and business relationships with third parties, whether they are Joint Ventures (UTEs), partners, clients, suppliers, contractors, subcontractors, agents, collaborators, etc.

Upon all those third parties that act, or may act, in the name and benefit of Aldesa, the Group’s staff must apply the corresponding **due diligence controls**, depending on the concurrent circumstances, thus minimizing potential risks derived from an improper or unlawful action on the part of said third parties.

Therefore, Aldesa will require compliance with the basic principles and values of the Anticorruption Policy. If the third party has their own internal policies and procedures on anti-corruption

matters, Aldesa must evaluate its impact and sufficiency, in order to guarantee the existence of a reciprocal commitment to fight against corruption. All of this is in accordance with the developments in the **“System of periodic reviews of third parties.”**

In case there are any well-founded and obvious indications that a third party is likely to generate a potential risk of violation of the principles contained in this Policy, as well as in the applicable anti-corruption laws, Aldesa will refrain from contracting or conducting business with the aforementioned party.

For more information, please consult the internal procedures in relation to the **“System of Periodic Reviews of Third Parties”**.

## 11. Controlling, consultative and interpretive body

### 11.1 COMPLIANCE COMMITTEE

The Aldesa **Compliance Committee** shall be the internal body in charge of updating, supervising, and monitoring compliance with the provisions of this Policy.

Additionally, the Committee will resolve any questions or concerns that may arise, as the case may be, from the application and interpretation of the rules contained in the Policy.

### 11.2 QUERIES AND INTERPRETATION

This Policy is minimal in nature and should be understood as a list of exemplary **guidelines for the behaviour** of the personnel subject to this Policy. Likewise, any other internal provisions of Aldesa must always and at all times be observed, which, if appropriate, may be applicable to each specific case or circumstance.

To address any questions or concerns regarding the application and interpretation of the content described in this Policy, please contact the Compliance Committee through the **Ethical mailbox (etica@aldesa.es)**

## 12. Notification of irregularities

The personnel subject to this Policy have the obligation to report, through the mechanisms implemented for this purpose, all breaches or violations of which they have any knowledge or suspicion.

To this end, Aldesa places at the disposal of its employees the **Ethical mailbox** (etica@aldesa.es), through which potential breaches of the Policy may be issued, as well as questions or concerns regarding its application or interpretation.

## 13. Commitment of the Administrative Board and High management and distribution mechanism

This Policy reinforces the commitment of Aldesa's Board of Directors and Senior Management in its fight against public and private corruption.

Additionally, an effective anti-corruption system begins with its due diffusion by organisations. Communication activities are a key element in the process of business awareness and corporate commitment to the principles of transparency and integrity.

The Compliance Committee is responsible for disseminating the principles and values contained in this Policy to Aldesa staff, through the **training and communication activities** that, where applicable, are considered appropriate.

## 14. Noncompliance with the Policy

Failure to comply with the principles and values contained in this Policy may imply the application of the appropriate sanctioning measures, all in accordance with the provisions of Aldesa's disciplinary regime.

The **compliance with what is established here is the responsibility of each and every one of us**. Notwithstanding, both the Board Members and the Directors of Aldesa will be responsible for making known the content of the Policy, as well as for monitoring compliance in each of their respective fields of activity.

## 15. Publication and implementation

As a corporate standard, this rule must be published in all countries where Aldesa is present and must be known and applied in all of them.

This Policy will take effect after its approval by the Grupo Aldesa, S. A. Board of Directors.



## ANEXO 1. Glosary

• **Conflicts of interest:** any situation in which the interests of the Group or of any of the companies integrated into the Group clash, directly or indirectly, with the interests of a specific member or a related person.

Likewise, it shall also be understood that there is a conflict of interest when the personal interest of a specific member of the Group, or of a person related to it, unduly influences, or may influence, the adoption or execution of decisions during the practice of a commercial or transactional relationship.

• **Corruption or acts of corruption<sup>1</sup>:** the act of offering, promising, giving, or accepting an undue advantage for/by a public official or an employee/representative of a company, directly or indirectly, in order to obtain an unlawful advantage (e.g. from a contract, license, favourable inspection results, judicial procedures, etc.). Bribery, therefore, is a mechanism or a form of corruption.

• **Public official and/or public authority<sup>2</sup>:** any person occupying a legislative, executive, administrative or judicial position, whether appointed or elected, permanent or temporary, paid or honorary, whatever the seniority of that person in the position; ii) any other person who performs a public function, including for a public body or a public company, or who provides a public service; iii) any person linked to a public office in any public international organisation; and vi) any other person defined as a public official in the domestic law of each jurisdiction.

• **Undue payments or advantages:** any type of request, delivery, acceptance, or consideration, monetary or not, that is not duly justified or that is unlawful.

• **Facilitating payments:** small, unofficial, and improper payments made to a low-level official to obtain or expedite the performance of a routine or necessary action to which the person offering the facilitating payment is entitled.

• **Excessive economic value:** one that exceeds the uses and customs of the country of reference, and that does not suit the usual practices of commercial and business relations.

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<sup>1</sup> To the extent that there is no single concept of what should be understood as corruption or acts/conduct of corruption, the definition provided by the International Chamber of Commerce, the UN Convention against Corruption and the OECD Convention has been adopted.

<sup>2</sup> For the purposes of this Policy, the definition of public official established by the United Nations Office on Drugs and Crime (UNODC) is used as a reference.





Chile

Colombia

Denmark

Guatemala

Hungary

India

Mexico

Norway

Peru

Poland

Portugal

Romania

Slovakia

Spain

Uruguay



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