



# Code of Ethics and Conduct for Suppliers

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# Introduction



## Introduction



**stable  
cooperation**

**mutual trust**

**respect**

**ethical and  
professional conduct**

**compliance  
with the law**

The Nexus Energía Group (hereinafter, Nexus or Group) is committed to complying with and adopting the principles and values that ensure standards of ethics and integrity in all its actions and decisions, and which are set out in the Code of Ethics and Conduct for Nexus professionals.

The Code of Ethics and Conduct for Suppliers (hereinafter, the Code) is an extension of the Nexus' Code of Ethics and Conduct for Professionals. It sets out the principles that shall guide suppliers and external collaborators in the ethical behaviour to be followed in business relations with any Group company.

The Group expects them to **be fully committed to adopting and complying with the Code**, as it is essential to create a stable and sustainable framework of cooperation based on respect, mutual trust, ethical and professional conduct and compliance with the law.

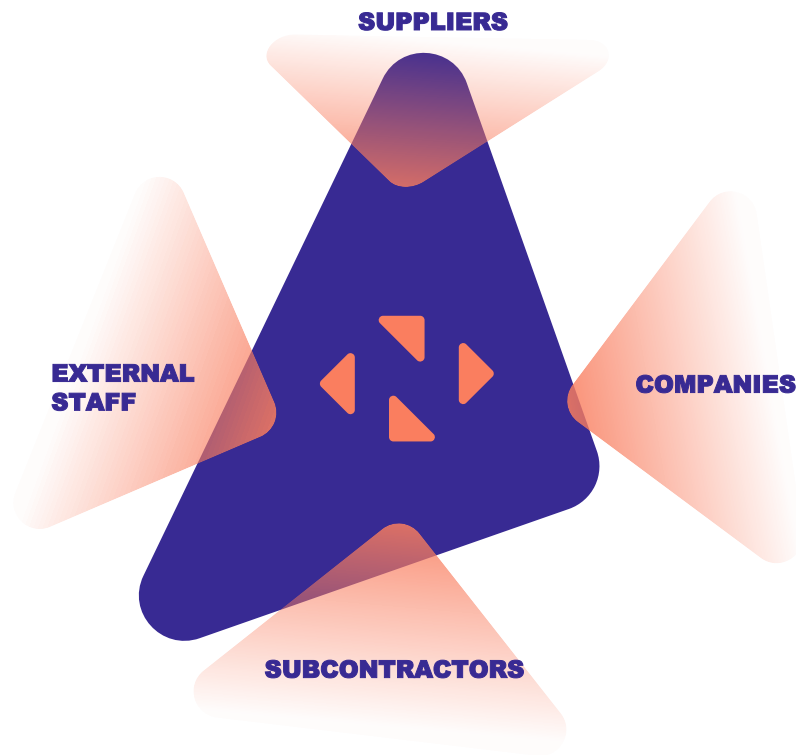


# **Scope of application**



## Scope of application

The Suppliers' Code of Ethics and Conduct is applicable to the entire group (hereinafter "suppliers") which includes staff or external companies that collaborate or are linked to Nexus, carry out activities on its behalf directly or through subcontractors, or whose actions could have an impact on the Group's image and reputation.





# Principles of conduct





# Principles of conduct



**Standards of  
conduct**

**Principles**

**Ethics and  
Compliance  
channel in case of  
doubt**

The principles of conduct set out below are conceived as **standards of conduct** expected of all of Group suppliers in the conduct of their business.

These principles serve as a guide and are not intended to and cannot cover all possible eventualities. Suppliers are expected to use their best judgement within the parameters of this Code, and should they have any further questions, they are expected to resolve them through the available channels set out in section “Ethics and Compliance Channel”.

**Suppliers shall be responsible for ensuring that their suppliers and subcontractors comply with the same principles of action as described in this section.**





# Principles of ethics and professional responsibility



**Proactive  
attitude**

**Efficiency**

**Excellence**

**Commitments  
and obligations**

## 1. Ethics and professionalism

Suppliers shall ensure **honest, ethical, trustworthy actions, loyal to the commitments and obligations** undertaken in existing commercial and contractual relationships. Suppliers shall act **professionally and with a proactive and efficient attitude focused on excellence in performance and quality.**

## 2. Compliance

Suppliers shall **respect and comply with their contractual commitments and obligations**, the Group's applicable **internal policies and regulations** and all applicable laws, rules and regulations in force in the areas where they carry out their activities, including those referring to criminal offences. **They shall ensure that they develop appropriate procedures in their activities and allocate the necessary resources to train their professionals and guarantee compliance with these procedures.**

Suppliers must ensure that the resources with which they operate are of **lawful origin** and that the business they conduct with third parties, whether directly or indirectly, is also lawful. Suppliers must ensure that its activities have not been financed by illegal activities or activities linked to terrorism, organised crime or in violation of human rights, and **that they do not finance or promote illegal activities or activities linked to terrorism, organised crime or in violation of human rights.**



## Principles of ethics and professional responsibility

Ethical practices

Guarantee independence

Avoid conflicts of interest



### 3. Fair competition and customer relationships:

Suppliers shall conduct **business practices in an ethical manner**, acting properly in terms of competition and business conduct, and complying with the regulations defined for that purpose.

**The Group does not accept unethical, fraudulent and/or illegal conduct in its dealings and relations with Nexus' customers.** Information provided by suppliers to customers must be accurate, timely and not misleading or deceptive.

### 4. Conflict of interest

Suppliers shall have measures in place to avoid conflicts of interest, and shall inform Nexus in the event of a potential conflict of interest.

Conflict of interest means any situation in which there is a direct or indirect conflict between the interest of Nexus and the interest of the supplier, persons employed by the supplier, or individuals and entities related to the supplier.

The **supplier shall guarantee the independence of the actions** carried out within the framework of the contractual relationship with Nexus.



## Principles of ethics and professional responsibility



**Accurate**

**Truthful**

**Timely**

**Complete**

**Obligation of confidentiality**

### 5. Processing of Information

Suppliers shall always provide **accurate, timely, truthful and complete information.**

Non-public information that is entrusted to suppliers by Nexus, even prior to their hiring, or that has arisen from the commercial and contractual relationship shall be the property of Nexus, shall be considered **secret/reserved and/or confidential, and may not be used or disclosed, directly or indirectly, for their own benefit or for the benefit of third parties.** No information may be disclosed without the prior express written consent of Nexus. Furthermore, suppliers guarantee that they will not disclose non-public information, confidential information or information subject to third-party property rights to Nexus unless prior consent has been provided.

Suppliers shall **comply with internal regulations and current legislation on data protection and intellectual property, and shall take the necessary security measures to protect personal data and secret/private and confidential information.**

The **obligation of confidentiality shall remain even if the contractual relationship is terminated** and the supplier shall destroy or, as the case may be, return to Nexus all confidential information in its possession on any medium and in any support.



## Principles of ethics and professional responsibility

### 6. Corruption, Bribery, Money Laundering and Financing of Terrorism

**Nexus does not tolerate, allow or is involved in any corruption, extortion or bribery in the performance of business and expects that suppliers act accordingly.** The Group has an Anti-Bribery and Anti-Corruption Policy, the principles of which are to serve as a guide for the prevention of such unethical and/or illegal acts.

The Group expects suppliers to **commit to and ensure compliance** with this Policy and the relevant legislation, including the Criminal Code or equivalent, depending on the scope of their activities. For this, they should promote vigilance to **prevent and detect corrupt, illegal and/or fraudulent activities** such as bribery, money laundering, financing of terrorism and any other type of operations with funds of illicit origin.

Suppliers, in their relations with Group professionals, persons or entities that are civil servants or persons of public administrations or third parties related to the activity carried out for Nexus, shall **under no circumstances, whether directly or indirectly, offer gifts, presents, gratuities or other advantages, whether in cash or in the form of other benefits, with the aim of requesting or obtaining benefits or favourable treatment in the awarding, contracting or renewal of contracts, or personal benefits or benefits for the supplier.**

An exception to the above is what may be understood as gifts of courtesy or hospitality which are sporadic and whose value is insignificant and reasonable or in accordance with the uses and customs of the place in which it operates, provided that such actions do not cause any obligation for the sender or for the receiver, and are related to a legitimate purpose, of a commercial and/or professional nature, are carried out in an appropriate business environment and are socially acceptable.



**Prevent and detect corrupt, illegal and/or fraudulent activities**



## Principles of ethics and professional responsibility



**Protect and preserve the resources**

**Uphold image and reputation**

### 7. Use and Protection of Assets

Suppliers shall **protect and preserve the resources** made available to them and shall use them **responsibly and efficiently** and only for the purposes authorised by Nexus. Resources include both tangible elements, such as **equipment, facilities, consumables**, as well as intangibles, such as **Nexus's image and reputation**, applications and information systems, and secret/reserved and confidential information.

Any resources created during the business relationship and the provision of services to the Group must be protected both physically and intellectually, respecting the principle of **secret/reserved and confidential information**.

### 8. Protection of Nexus' image and reputation

Suppliers undertake to **uphold Nexus' image and reputation in their actions and in connection with the business conducted** for the Group. They may not speak on behalf Nexus or use the image of any Group company without its prior express written consent.



## Principles of ethics and professional responsibility



Quality and  
safety  
standards

Continuous  
improvement

Excellence

### 9. Quality and Safety of the Product or Service Provided

Suppliers shall certify that the product or service delivered meets the **quality and safety standards** defined by law and the requirements of the signed contract. Their actions in their business relations with Nexus shall be focused on **continuous improvement and excellence**, especially in the treatment of the Group's customers.

### 10. Staff Training and Competence

Suppliers shall ensure that **their staff are qualified and shall provide training and the necessary means for them to perform their duties** in accordance with the contract and as agreed and compliance with internal/external regulations.



# Principles of human and labour rights



**pleasant  
environment**

**respect**

**dignity**

**legislation in  
force**

**cordial  
relations**

**Right to privacy**

## 11. Respect for the Dignity, Privacy and Human Rights of Individuals

Suppliers shall **uphold the protection** of internationally proclaimed **human rights**, and shall ensure that they are not violated.

Nexus rejects any situation of abuse of authority, harassment, violence, threat, offence, intimidation or any other situation that violates human rights and dignity of people, in labour and professional relations. Suppliers shall **respect the right to privacy and shall treat their employees and partners with dignity and respect, ensuring a pleasant working environment and cordial relations.**

Relations between the Group's and the supplier's professionals shall be **cordial, respectful and collaborative.**

## 12. Labour Legislation

Suppliers **shall respect and comply with labour laws and regulations** according to the legislation in force in the areas where they operate.



# Principles of human and labour rights



## 13. Right to Freedom of Association

Suppliers shall respect the **right of assembly, association, affiliation and collective bargaining** of their employees, without this resulting in any kind of intimidation, sanction and subject to the rules applicable in each case.

## 14. Child Labour

Suppliers shall refuse to employ children, respecting at all times the **minimum age for employment**, and complying with all applicable laws, regulations and statements in the areas where they operate.

## 15. Forced Labour and Harassment

Suppliers shall ensure the absence of any form or type of forced labour, understanding as such any work carried out under threat of penalty or reprisal. They shall also **eradicate any possibility of physical, sexual, gender , psychological, verbal or any other form of harassment towards their employees and partners.**

free  
association

minimum  
age

eradicate  
harassment





# Principles of human and labour rights



**promoting equal opportunities**

**respect**

**protection**

**prevention of risks**

## 16. Equal Opportunities and Non-Discrimination

Suppliers are committed to non-discrimination on the grounds of race, ethnic groups, age, gender, sexual orientation, nationality, marital status, social origin, ideology, trade union membership, religion or state of health or any other condition, **thus promoting equal opportunities** in employment and occupation, and **treating professionals and partners fairly, with dignity and respect.**

## 17. Occupational Health and Safety

Suppliers shall strive to ensure safety in their premises, products and services, with a special focus on protecting their professionals, partners and contractors, customers and the environment in which they operate. They undertake to protect their professionals and anyone else working on their premises and comply with the applicable occupational health and safety legislation, identify existing risks and establish the necessary measures to minimise their occurrence, **develop risk awareness and promote responsible behaviour by all professionals in order to prevent and minimise occupational risks.**



## Environmental sustainability and responsibility principles



### 18. Policies and Measures on Environmental Protection and Sustainability

Suppliers are expected to promote sustainability, contribute to the efficient use of energy and natural resources, and manage their operations with a view to avoiding, minimising and restoring environmental impacts, extending this commitment to their supply chain.

Suppliers shall have policies in place and apply the necessary measures on environmental protection and compliance with their environmental obligations under applicable legislation.

sustainability

energy

efficiency

natural  
resources

environmental  
impact



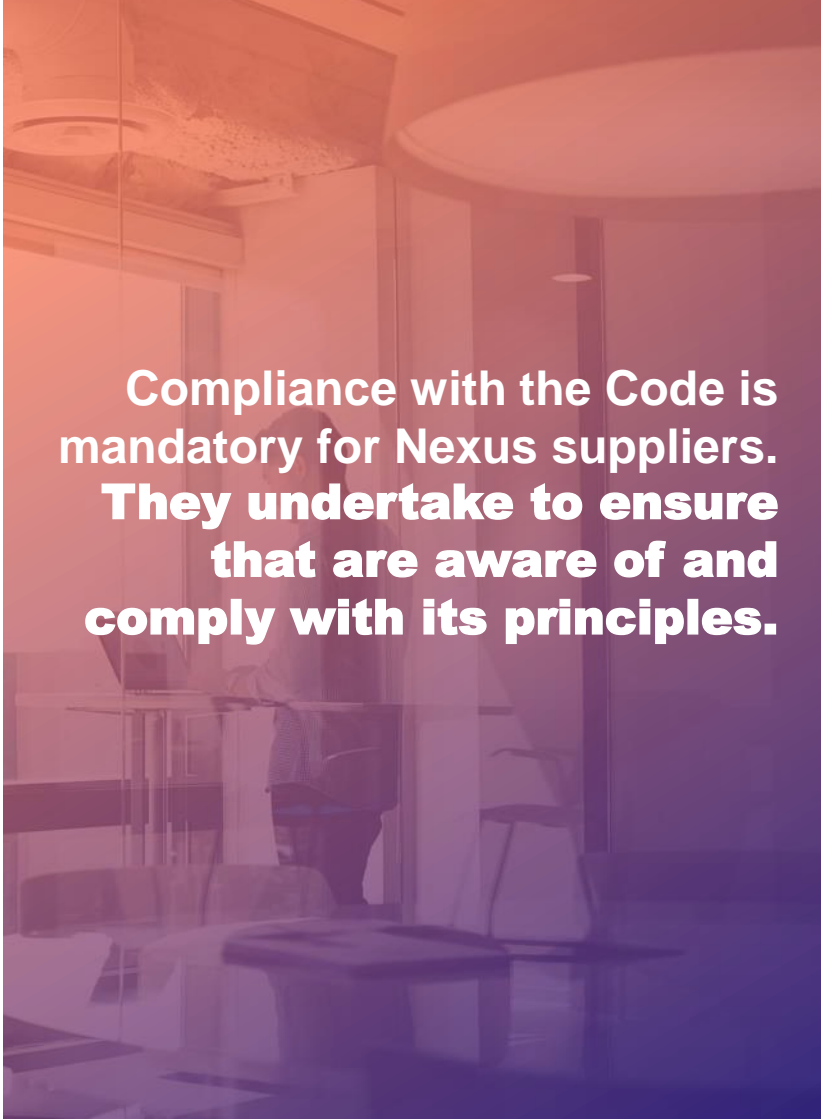
# **Compliance, assessment and control**

## **Compliance, assessment and control**

**Compliance with the Code is mandatory for Nexus suppliers. They undertake to ensure that, using appropriate measures, their professionals, employees and persons or companies subcontracted to provide the service or deliver products or goods to Nexus, are aware of and comply with its principles.**

No professional or supplier may justify a breach or wrongdoing just because a hierarchical or functional superior or any Group professional has requested it. If professionals are forced to act in a way that is contrary to the Code, they must report this through the communication channels provided as soon as possible and whenever possible, prior to the action.

The Code must be formally accepted by all suppliers, and they are obliged to inform their professionals and seek the approval of subcontractors providing services or supplying products to Nexus by including this Code as an annex to the relevant contracts. If the subcontractors refuse to do so, they must refrain from carrying out activities for Nexus. The supplier must, upon request by Nexus, demonstrate compliance with these obligations and/or be verified by a third party.



**Compliance with the Code is mandatory for Nexus suppliers. They undertake to ensure that are aware of and comply with its principles.**

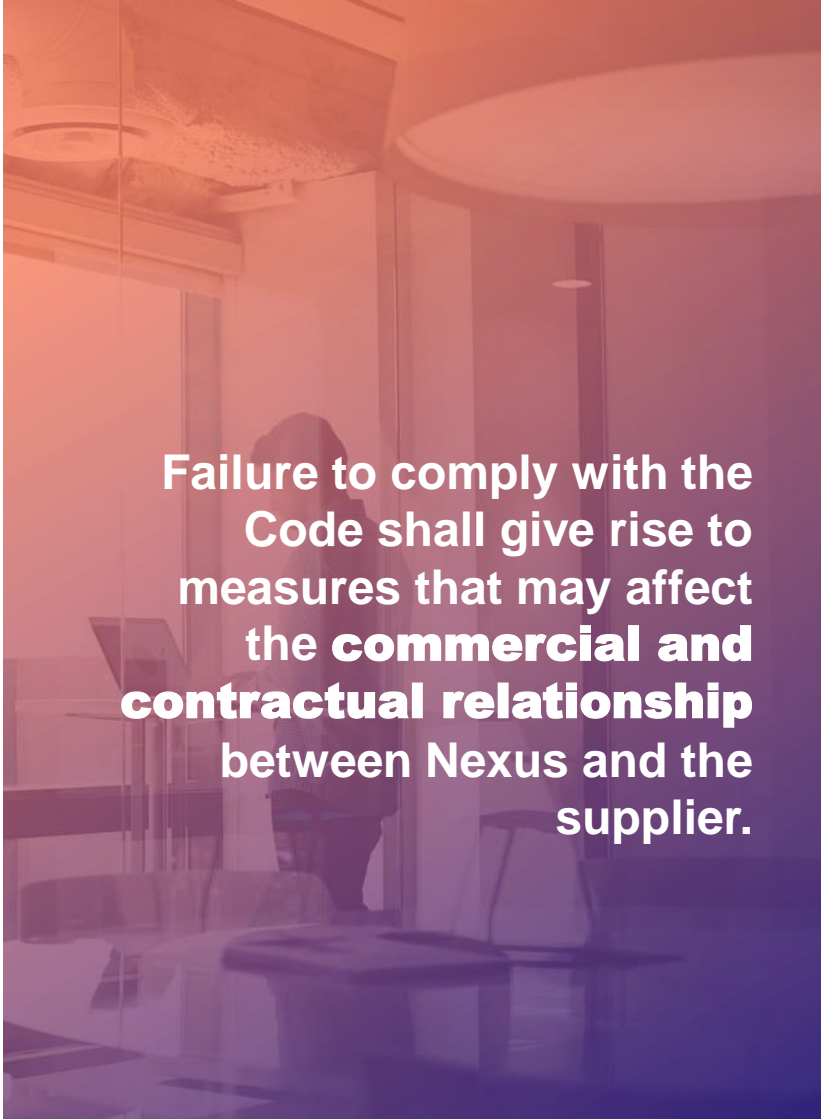
## **Compliance, assessment and control**

Likewise, in the event that suppliers detect non-compliance by their suppliers or subcontractors that provide services or goods to the Group, they must report this immediately under the reporting procedure set out in section “Ethics and Compliance Channel”.

Nexus shall ensure continuous application by suppliers of the principles set out in the Code, and may request audits or other inspections to verify their degree of compliance. In this case, **suppliers undertake to participate in any verification activities Nexus may establish, and to implement corrective actions, where necessary.**

**Failure to comply with the Code**, without prejudice to any other liability which may arise, **shall give rise to measures that may affect the commercial and contractual relationship between Nexus and the supplier.** Depending on its severity, this failure to comply may result in a mere warning or even in the termination of the contract and the disqualification as a Nexus supplier, without prejudice to other applicable legal or administrative actions.

Any question that may arise on the application or interpretation of this Code must be raised through the channels described in section “Ethics and Compliance Channel”.



**Failure to comply with the Code shall give rise to measures that may affect the commercial and contractual relationship between Nexus and the supplier.**



# **Ethics and Compliance Channel**



## **Ethics and Compliance Channel**

**Nexus** provides a communication channel -the Ethics and Compliance Channel- as part of the Internal Reporting System put in place by the Board of Directors for the purpose of reporting wrongdoings, non-compliance or regulatory breaches detailed in this section, or the risk thereof.

The Ethics and Compliance Channel is made available to all suppliers for **reporting the types of information listed below:**

- Any non-compliance or risk of non-compliance with the Code of Ethics and Conduct, as well as with the internal or external regulations implementing it and with the regulations related to the Nexus Criminal Offence Prevention Model.
- Actions or omissions regarding information about regulatory breaches or the fight against corruption that may constitute a breach of EU Law or any other law under which the Group operates.
- Serious or very serious administrative or criminal offences.

Furthermore, **suppliers may also make suggestions, file queries or ask questions regarding the interpretation or application of this Code** via the Ethics and Compliance Channel.

**Suppliers shall report any non-compliance or risk of non-compliance of which they become aware as soon as possible. Also, if they are involved in legal or criminal proceedings, they shall notify Nexus using the same reporting procedure.**



## **Ethics and Compliance Channel**

Queries and communications about the Code shall be received and managed by the Compliance Officer by post, phone, voice message or face-to-face meeting within 7 days of the meeting request. If professionals are unable to use this channel, they may also contact the Compliance Officer directly by post or telephone.



**The communication  
channels available  
for this purpose are:**



[canal.eticoycumplimiento@nexusenergia.com](mailto:canal.eticoycumplimiento@nexusenergia.com)



**Compliance officer - Nexus Energía, S.A.**  
Consejo de Ciento, 42  
08014 Barcelona (Spain)



**900 938 063**  
Compliance officer





## Ethics and Compliance Channel

**OCP**



Nexus undertakes to ensure the **confidentiality of the whistleblower**, the persons involved in the facts reported and all information brought to the attention of the **Compliance Officer** as well as to respect the regulations on the protection of personal data. Nonetheless, Nexus may disclose information about the individuals making the communication or filing the report to the competent administrative authority, the judicial authorities or the Public Prosecutor's Office (or equivalent) if said information is required within the framework of a criminal, disciplinary or sanctioning investigation under the terms and conditions stipulated in the data protection regulations and any regulations that govern the reporting channel in terms of protecting the whistleblower.

Nexus guarantees that **there will be no reprisals against the person making the communication**, provided that they act in good faith, without prejudice to any possible criminal liability or other liability that may arise for the person making the communication in the event that they have participated in the facts that are the subject of the communication.

**Queries and communications** must include the following data to allow for a proper assessment of the facts:

<b>1</b>	Identification of the person making the query or communication by name, surnames and National ID Card (DNI) or alternative identification document, country of residence, email address and telephone number.
<b>2</b>	Identification of the supplier and related contract.
<b>3</b>	In the event of queries or questions about its interpretation, the following information should be included: <ul style="list-style-type: none"><li>- The relevant section of the Code of Ethics and Conduct to which it refers.</li><li>- An explanation in as much detail as possible detail of the purpose of the query.</li></ul>



## Ethics and Compliance Channel

4

In the event of reporting any conduct contrary to the Code or wrongdoings, the following information should be included:

- As far as possible, the section of the Code of Ethics and Conduct to which it refers, and the nature or category of the incident being reported (corruption, harassment, public health, environment, etc.).
- A detailed explanation of the non-compliance with accurate and truthful supporting arguments.
- Identification of the persons involved in the reported non-compliance.
- Identification of the persons who became aware of the reported non-compliance.
- Information on whether the person making the communication is personally involved in the incident.
- Any document, file or means of evidence that may be relevant to the clarification of the facts and that has been obtained in a lawful manner.

Preferably, in order to enable contact and communication with the person making the communication and to facilitate obtaining additional information, if necessary, **all communications should include full identification and contact details such as telephone and/or email.**

However, if the person making the communication so wishes, the communication may be made anonymously. In such cases, as it will not be possible to communicate with the person in order to expand on or obtain additional information, prior to initiating any action, the CCB shall analyse the degree of plausibility and evidence concerning the facts reported on the basis of the information received.

Regardless of the channels used, the lack of information required for the management of the communication could lead, where appropriate, to the file being closed due to insufficient essential data.



# **Processing of communications**



## Processing of communications



### Compliance Officer

As a guarantee of respect for the rights of all parties involved, **Nexus shall apply a procedure for the analysis and processing of communications in which the confidentiality of the information transmitted, the identity and the protection of personal data of the person making the communication and of the persons involved in the events are guaranteed.** Nexus shall apply the presumption of innocence and other constitutionally applicable rights to the persons about whom the communication deals with, as well as such other rights as are recognised at all times by the law in general and by labour law in particular.

The Compliance Officer shall act with the utmost diligence to guarantee the strictest confidentiality in the processing, storage and custody of the information received. Only the Compliance Officer shall have access to the information, without prejudice to the possible intervention of external advisers or professionals. In this regard, the Compliance Officer may at any time outsource the management of the Ethics and Compliance Channel to an accredited third party which provides guarantees of experience, professionalism and confidentiality in the processing of the information.

Once the **Compliance Officer has received the communication, they shall inform the person making the communication of its receipt within 7 days**, indicating the file number created for subsequent follow-up. This communication shall be sent to the e-mail address indicated by the person making the communication.



## Processing of communications



### Compliance Officer

Initially, a first analysis of its content shall be carried out in order to determine **whether it is plausible and relevant**. Otherwise, it shall be closed.

To carry out this first analysis, the following steps must be followed:

I.	Verify whether the communication complies with the requirements set out in this Code.
II.	Assess the degree of plausibility and relevance of the communication. To this end, some kind of initial investigative action may be carried out to verify the facts on the basis of the evidence.
III.	In the event that the possible plausibility and relevance of the reported facts are established, an internal investigation shall be opened to determine the nature and extent of the content of the communication.
IV.	Where the communication is neither credible nor relevant, the Compliance Officer shall file it in the register and inform the person making the communication.

Within no more than 3 months, or 6 months in duly justified cases, of the Compliance Officer becoming aware of the facts, it shall provide a response to the person making the communication.

**The Compliance Officer is entitled to interact with the person making the communication in order to delve further into the relevant details. In particular, the Compliance Officer may ask the person making the communication to clarify or specify the reported facts, or to provide additional information on the facts reported through the Ethics and Compliance Channel. If the facts so require, it may also request a face-to-face meeting with the person making the communication, while ensuring their confidentiality.**



# **Protection of personal data**



## Protection of personal data

PERSONAL DATA



nexus  
energía



The personal data provided through the established communication channels shall have Nexus Energía, S.A. as the data controller, which shall be responsible for implementing the necessary technical and organisational measures to ensure the security of the personal data according to current legislation, ensuring the fair and transparent processing of data, preserving the identity and ensuring the confidentiality of the data of the persons affected by the information provided, especially those of the person who brought the facts to the attention of Nexus.

The information provided shall be processed in order to handle and resolve the queries and communications received, as well as the investigations deemed necessary to determine the existence of possible breaches.

The legal basis for the processing of the personal data received lies in this purpose and in the fulfilment of our labour and contractual obligations, as well as the legitimate interest of Nexus to comply with the law, our regulations system and the Code of Ethics.



## Protection of personal data

PERSONAL DATA



The data of the person making the communication, employees and third parties shall be kept in the reporting system only for **the time necessary to decide whether to initiate an investigation** into the facts reported.

In any case, **after three months have elapsed since the data were entered, they shall be deleted from the reporting system, unless the purpose of the storage is to provide evidence that the legal person's model for the prevention of crimes works.** Reports that have not been followed up shall be recorded anonymously.

Once the term mentioned in the previous paragraph has elapsed, the data shall continue to be processed by the supervisory body in charge of the investigation of the reported facts, and shall not be kept in the internal reporting system.

The personal data of the person making the communication may not be disclosed except in the event that the communicated fact involves administrative or judicial proceedings and/or is required by the competent bodies or authorities, **but, in any case, appropriate security measures shall be implemented to prevent unauthorised processing.**





## Protection of personal data

PERSONAL DATA



@ **privacy**

By sending a query or communication, the sender expressly consents to the use, processing and communication of the data provided for the aforementioned purposes. They may exercise their rights of access, rectification or erasure of data, restriction or objection to the processing of data, as well as the right of portability of their personal data by emailing the Nexus Data Protection Officer at [privacidad@nexusenergia.com](mailto:privacidad@nexusenergia.com), attaching a photocopy of the national identity card or equivalent and stating the specific right they wish to exercise.

**Personal data breaches are reported to the supervisory authorities and data subjects in accordance with the legislation on the protection of personal data existing in the countries in which the Group operates.**

Only those third parties who are legally or contractually linked to Nexus for the provision of ancillary services necessary for the normal operation of the services may access the personal data of the person making the communication or interested third parties, provided that this is necessary, adopting all necessary security measures and after signing the agreement with the data processor. No international transfers of the personal data of the person making the communication or interested third parties shall be carried out.

Representatives may lodge a complaint with the competent supervisory authority and may address any queries or complaints in advance by emailing the Nexus Data Protection Officer at [privacidad@nexusenergia.com](mailto:privacidad@nexusenergia.com).



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