



# Anti-Bribery and Anti-Corruption Policy

Ref.: PO – 010 – GNE

The Board of Directors approved the Anti-Bribery and Anti-Corruption Policy on 29 September 2022 and its latest amended version on 21 May 2026  
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**Purpose**





## Purpose



**commitment**

**integrity**

**transparency**

**compliance**

**prevention**

**detection**

Corruption, and especially bribery, in both the public and private sectors, are detrimental as they harm free competition, the development of markets and the economy; they increase costs, lower the quality of products and services, introduce uncertainty in commercial transactions and generally contribute to crime and organised crime. In short, **corrupt practices bring institutions and organisations into disrepute, they destroy confidence in markets and have a very negative impact on economies and society.**

For this reason, the Nexus Energía Group (hereinafter Nexus, Group or the Organisation), deeply convinced of the **need for all organisations to contribute to eradicate corruption, expresses its firm commitment to act under the principles of integrity, transparency and compliance**, establishing the necessary mechanisms to help eradicate corruption.

In its willingness to comply with this commitment, Nexus has approved this Policy as an essential tool for the **prevention and early detection of possible corrupt practices within the Organisation**, establishing the limits and procedures applicable in those circumstances which, due to their nature, involve a greater risk of being considered contrary to the ethical principles of the Group defined in the Code of Ethics and Conduct, which are mandatory for professionals and third parties.



## Purpose



### Prevent, detect and deal with possible corrupt acts

**Nexus extends its commitment to ethical behaviour and the adoption of measures to prevent and detect possible corrupt practices to all third parties with which it interacts.** These prevention measures must be in accordance with those established in Nexus' internal regulations, as well as in external regulations and recommendations and national and international legislation related to the risk of bribery and corruption<sup>1</sup>.

In short, **this policy is the formal expression of the will of Nexus' Board of Directors and of the entire organisation** as a whole, with respect to its intention and firm commitment to **prevent, detect and deal with possible corrupt acts related to the Organisation's business or activities.**

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1. In particular, Principle 10 of the United Nations Global Compact, the U.S. Foreign Corrupt Practices Act (FCPA), ISO 37001:2016 - Anti-Corruption and Business Ethics, and any other international regulations that may apply to its activities.

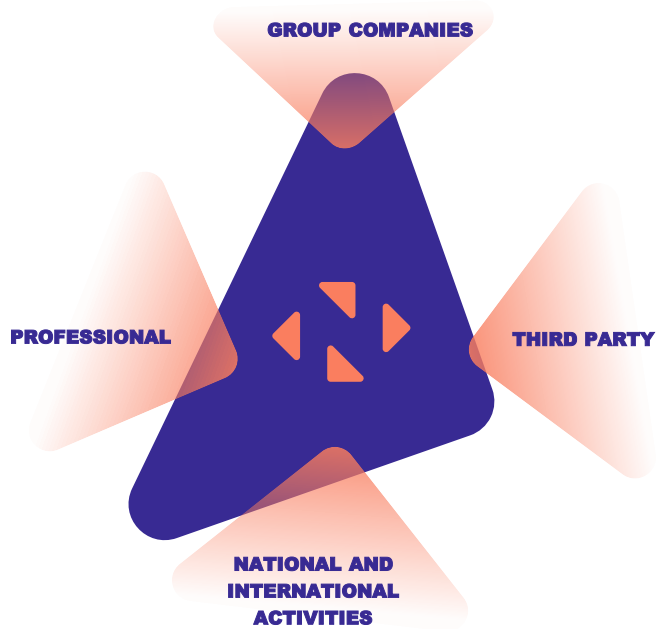


# Scope of Application





## Scope of Application



This policy is **corporate in scope**, and therefore applicable to all the **companies** that make up the Group according to trade and accounting criteria or in those in which it exercises management control, **to all the professionals in the Organisation and to third parties insofar as applicable, both in activities carried out at national and international level.**

With respect to third parties, this policy shall be applied, to a greater or lesser extent, depending on factors such as the level of control or influence that Nexus may have over them, as well as the degree of criticality of the risk previously defined by Nexus, through the criteria for assessing the bribery and corruption risk that it establishes internally for this purpose, such as the third-party profile and the nature of the relationship to be established with them.<sup>2</sup>

**Nexus shall actively promote adherence, compliance and respect for this Policy among professionals and third parties.** When expressly established, the engagement of any third party may be conditional upon the commitment to comply with this policy and other applicable internal regulations.

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2. Different types of third parties pose different types and degrees of criminal risk and an Organisation shall have varying degrees of ability to influence them. Therefore, third parties may be treated differently depending on the Organisation's risk assessment and its internal procedures in this regard.



# Due Diligence



## Due Diligence

**CCB**



**Identify and assess  
the risks of possible  
bribery or corruption**

**Nexus is committed to identifying and assessing the risks of possible bribery or corruption in its transactions, projects and activities.** This provides additional specific control in the prevention and detection of bribery and corruption, and facilitates the decision on whether to postpone, suspend or review such transactions, projects or activities.

The **Due Diligence process**, especially in relation to third parties, **shall always be carried out under the principles of proportionality and reasonableness**, bearing in mind issues derived from the nature of the transaction, project or activities, as well as the risk profile of the third party, country or location in which they are carried out.

The **Criminal Compliance Body shall monitor the application of this Policy** and assess its effectiveness and the effectiveness of the management systems and procedures implemented for its organisation, control and compliance.



## Due Diligence



**All professionals are aware of, accept and comply with this Policy**

### I. REGARDING THE PROFESSIONALS IN THE ORGANISATION

In relation to its professionals, Nexus shall take the following aspects into account, among others, adjusting them to each specific case depending on the characteristics of the position, the duties to be performed and, in short, the capacity to influence the engagement of third parties:

- To determine whether **job candidates** have engaged in any acts of corruption or bribery.
- To verify that candidates are not offered employment in exchange for having **improperly favoured** Nexus in a previous job.
- To **identify relationships of candidates with public officials**.

Nexus shall ensure that **all professionals in the Organisation are aware of, accept and comply with this Policy, and shall provide a copy of this Policy on joining and disseminate it to current professionals. It shall also identify those professionals particularly exposed to the risk of bribery or corruption**, and shall regularly require them to make a declaration including the risk of corruption identified for each one of them, confirming their compliance with this Policy and the management system derived from it.



## Due Diligence



**Evaluate the situation in terms of bribery and corruption**

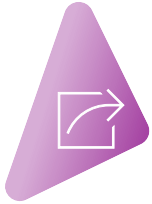
### II. REGARDING THIRD PARTIES

Taking into consideration that the conduct of third parties with whom the Group maintains commercial **relations or any other type of business relationship may have a negative impact on Nexus' reputation and even give rise to liabilities**, the Organisation shall evaluate the situation of this individual or legal entity in terms of bribery and corruption prior to contracting or entering into certain commercial or strategic agreements.



# Action Principles

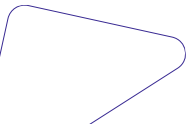
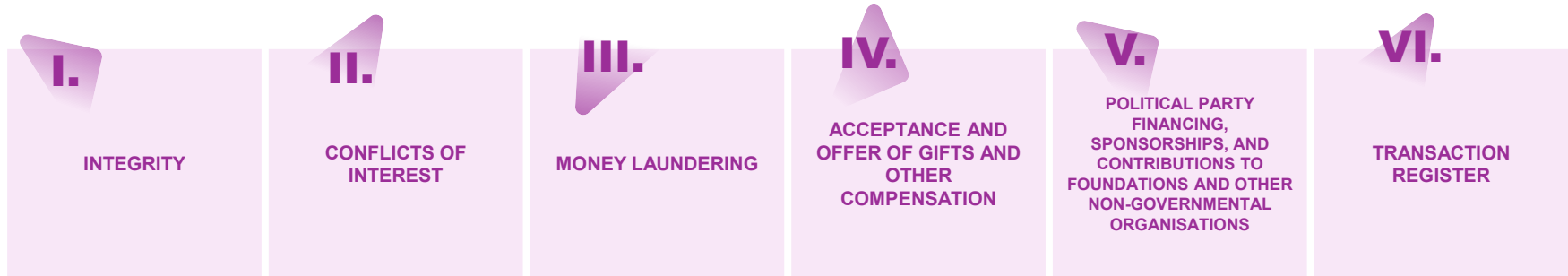


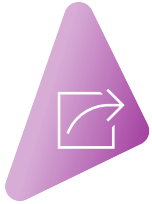


## Action Principles

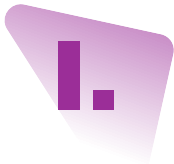
The Anti-Bribery and Anti-Corruption Policy is a crucial element of the Group's Compliance and Corporate Governance System and, together with the Code of Ethics and Conduct, **must guide us in our actions to ensure compliance with related internal and external regulations and to comply with the commitment of "zero tolerance" towards all corrupt, illicit and unethical actions in business, such as active bribery, fraud, extortion, passive bribery to an authority or public official, and influence peddling, both in the private and public spheres.**

In order to prevent any form of corruption, the following principles are defined, which complement or develop those already included in the Code of Ethics and Conduct for professionals and suppliers:





## Action Principles



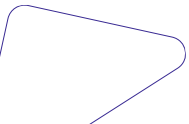
### INTEGRITY

Nexus promotes **ethical conduct, integrity and trustworthiness of its professionals and third parties**, committing itself to establishing measures to prevent illicit or corrupt actions in its actions.



### CONFLICTS OF INTEREST

Nexus has internal mechanisms in place to manage the risk arising from a potential conflict of interest. **All professionals and third parties have the duty to report the possible existence of any conflict of interest** so that Nexus can manage them in order to preserve objectivity and transparency in decision making and reduce the risk of possible conduct constituting bribery or corruption.





## Action Principles



### **MONEY LAUNDERING**

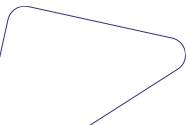
**The Group does not participate in activities that involve money laundering**, which are carried out with resources derived from illicit sources, which are illegal or linked to terrorism or organised crime, or which violate human rights.



### **ACCEPTANCE AND OFFER OF GIFTS AND OTHER COMPENSATION**

**The Group does not accept actions that seek to influence persons or entities outside the Group in order to obtain any advantage or benefit through unethical practices, nor does it accept conduct by third parties towards the Group that pursues these goals.**

The professionals in the Organisation and third parties may not make or accept promises, gifts or presents, invitations, hospitality, travel, money, undue advantages or compensation for the purpose of corrupting public officials or authorities, natural or legal persons, public or private, whether at national or international level, for their own benefit, for the benefit of the Organisation or for the benefit of a third party.





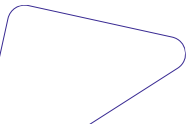
## Action Principles

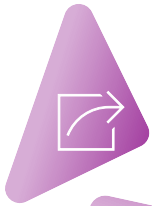


An exception to the above is what may be understood as **gifts of courtesy or hospitality which are sporadic and whose value is insignificant and reasonable or in accordance with the uses and customs of the place in which it operates**, provided that such actions do not cause any obligation for the sender 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.

In any case, **the giving and receiving of gifts or presents, as well as invitations, hospitality and travel, shall be governed by the principles of:**

<b>I.</b>	<b>Transparency</b>	always with absolute clarity and objectivity,
<b>II.</b>	<b>Control</b>	especially in the case of public officials,
<b>III.</b>	<b>Adequacy</b>	the reason for giving or receiving them must be obvious, commonly accepted in the company's business and related to the company's interests,
<b>IV.</b>	<b>Proportionality</b>	they cannot be of a value that may influence the professional decision or that may cause a relationship of dependence or reciprocity.





## Action Principles



### **POLITICAL PARTY FINANCING, SPONSORSHIPS, AND CONTRIBUTIONS TO FOUNDATIONS AND OTHER NON-GOVERNMENTAL ORGANISATIONS**

The Organisation **does not make direct or indirect donations to political organisations, their related foundations or to politicians and individuals related to all of the above.**

The Organisation undertakes to ensure that any act of sponsorship, contributions to foundations and other non-governmental organisations, and donations are governed by the principles of **legality, transparency, adequacy and control, guaranteeing the traceability of the funds used, as well as that the recipients and the request for them are easily identifiable.** To the best of its ability, the Organisation shall verify that the funds provided are applied for the purpose for which they were originally granted.

Likewise, the granting of financial aid to the Organisation, which comes from activities of socio-cultural interest, charitable, scientific or any other type of activities that are in line with the principles inspiring the activity of Nexus shall be governed by the same principles mentioned above.

Those professionals in the Organisation or third parties who become aware of any irregular situation with respect to what is set forth herein must immediately report the facts to the Criminal Compliance Body through the communication channels established for this purpose.



### **TRANSACTION REGISTER**

All transactions carried out by Nexus **shall be accurately recorded in the accounts** so that its financial statements give a true and fair view of its business.



# Ethical Channel





## Ethical Channel

**CCB**



Those professionals in the Organisation and third parties who are aware or have reasonable grounds to suspect that an irregularity or act contrary to the law and the provisions of this policy has been committed **must immediately notify the Criminal Compliance Body, through the communication channels referred to and regulated by Nexus' Code of Ethics and Conduct.**



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Compliance officer



# Disciplinary Measures





## Disciplinary Measures



Nexus may apply disciplinary measures **if its professionals fail to comply with this policy, which will be considered a very serious breach of contractual good faith** for the purposes set out in Article 54 of the Workers' Statute and other concordant legislation.

Failure to comply with this policy by any third party may **result in the termination of the contractual relationship in force with Nexus.**

All of the above without prejudice to any other **legal and/or contractual consequences to which such breaches may give rise.**



# Interpretation





## Interpretation



The Organisation may use the **UNE-ISO 37001 standard as an interpretative criterion for this policy**, in relation to the risk of bribery, and likewise, this standard **may be used as a guideline for those aspects not foreseen** and which the Organisation may consider appropriate to incorporate into the management system arising from this policy.

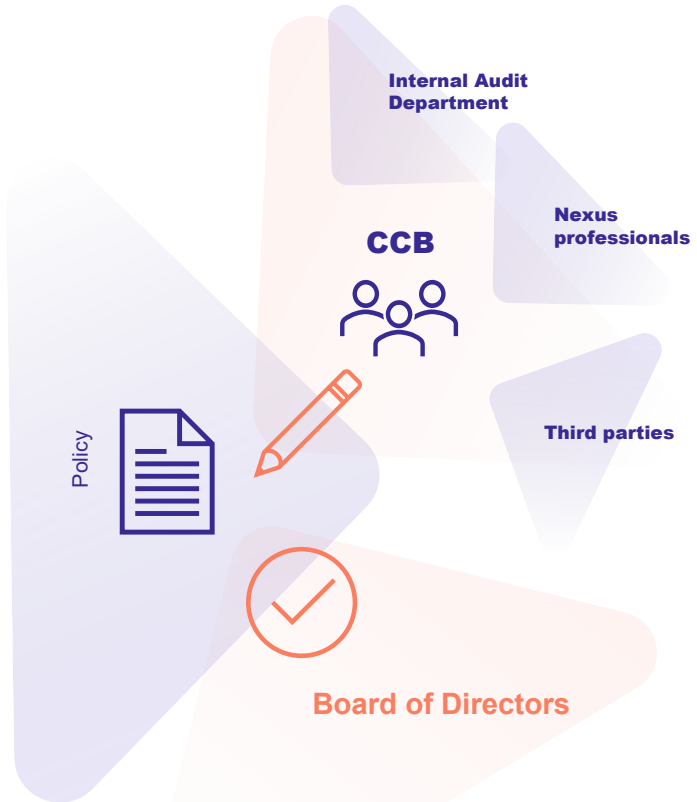


# Approval and Amendment





## Approval and Amendment



This policy may be updated at the proposal of the **Criminal Compliance Body**, which shall consider the suggestions of the Internal Audit Department, Nexus professionals and third parties.

The **Board of Directors** shall be responsible for approving the amendment.



# **Annex 1. Definitions**



## **Annex 1. Definitions**

For the purposes of this document and to better understand it, a series of concepts that it is necessary and convenient to take into account and define due to their relevance are established herein. And this is without prejudice to the legal definition for each of these concepts established by the laws applicable to the Organisation in each area of action, as well as the definitions established in other Nexus' internal regulations for identical concepts.

### **AUTHORITY**

An Authority is considered to be anyone who, alone or as a member of a corporation, court or collective body, exercises command or its own jurisdiction. In any case, members of the Lower House of Parliament (Congreso de los Diputados), members of the Upper House of Parliament (Senado), members of the legislative assemblies of the autonomous communities and members of the European Parliament shall be considered Authorities. Officials of the Public Prosecutor's Office shall also be considered Authorities.

### **CRIMINAL COMPLIANCE BODY**

Collective or single-person body responsible for the Compliance function within Nexus.

### **CONDUCT AFFECTING COMPETITION IN THE MARKETPLACE**

Any agreement, decision or collective recommendation, or any concerted or consciously parallel practice that has or may have the effect of preventing, restricting or distorting competition in the markets.

### **CONFLICT OF INTEREST**

Situation in which external business, financial, family, political or personal interests could interfere with the judgement of the professionals in the Organisation when performing their duties in the Organisation.

### **CORRUPTION BETWEEN COMPANIES OR INDIVIDUALS**

Act consisting of receiving, requesting, accepting, promising, offering or granting, by oneself or through an intermediary, an unjustified benefit or advantage, of any kind and nature, by/to managers, directors, employees, partners of a commercial enterprise or a company, for oneself or for third parties, as consideration for unduly favouring another in the acquisition or sale of goods, or in the contracting of services or in commercial relations, regardless of their location.

### **INTERNATIONAL CORRUPTION OF AN AUTHORITY OR PUBLIC OFFICIAL**

An act consisting of offering, promising or granting, by oneself or through an intermediary, any undue benefit or advantage, pecuniary or otherwise, to an authority or public official for their benefit or for the benefit of a third party, or an act in which the authority or public official accepts requests to act or refrain from acting in connection with the exercise of public duties in order to secure or retain a contract, business or any other competitive advantage in the conduct of international economic activities.

### **DUE DILIGENCE**

Process for assessing the nature and extent of corruption and bribery risk to assist organisations in making decisions regarding operations, projects and/or activities. Due diligence also affects the business partners of a specific business, to ensure the reasonableness and proportionality of the measures taken to achieve their goals.



## → Annex 1. Definitions

### **PUBLIC OFFICIAL**

Any person who by immediate provision of the Law or by election, or by appointment by the competent authority, participates in the exercise of public duties, such as, but not limited to, elected officials, politicians, public prosecutors, judges, as well as established civil servants, interim civil servants and non-established civil servants in the service of the administration. Also included within the criminal legal concept of civil servants are individuals who exercise public duties by delegation of the administration or who are part of public companies.

### **PROFESSIONALS IN THE ORGANISATION**

Professionals means all employees regardless of their hierarchical level and all members of the Board of Directors, Audit Committee, Executive Committee and any other committee created within the Board, both of Nexus Energia, S.A. and of any other company.

### **THIRD PARTIES**

Any party, other than the professionals in the Organisation, with whom the Organisation has, or expects to establish, any type of business relationship. This includes business partners and any other person and body independent of the Organisation, including customers and suppliers.

Suppliers means the group that includes personnel or companies that collaborate with or are related to Nexus, carry out activities on its behalf, or whose actions could have an impact on the image and reputation of the Group, especially in the case of agents carrying out commercial activities.

Suppliers include, but are not limited to, joint ventures, joint venture partners, consortium partners, contractors, commission agents, consultants, subcontractors, suppliers, vendors, advisers, agents, distributors, representatives, intermediaries and investors.

### **ACTIVE BRIBERY OR BRIBERY TO AN AUTHORITY OR PUBLIC OFFICIAL (PASSIVE BRIBERY)**

Act consisting of offering or delivering, by oneself or through an intermediary, a favour, offer, promise or remuneration of any kind and nature, to an Authority or public official, or to a person participating in the exercise of a public duty, for one's own benefit or for the benefit of a third party, with the purpose of having them perform an act contrary to the duties inherent to their position, or an act proper to their position, or unjustifiably delay an act that should be performed, or when it is performed in consideration of their position or function.

### **INFLUENCE PEDDLING**

Act by which a public official, authority or private individual influences a public official or authority by taking advantage of any situation derived from their personal or hierarchical relationship with the latter (or the situation of this official with respect to another public official or authority), in order to obtain a decision that may directly or indirectly generate a financial benefit for oneself or for a third party.

It is also the act of offering, or accepting an offer or promise to engage in such conduct, requesting gifts, presents or remuneration of any kind from a third party in exchange.



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