

Policy

Anti-Bribery and Anti-Corruption Policy

NWP

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1. POLICY STATEMENT

- This anti-bribery policy is in place to set out the responsibilities of Nabla Wind Power S.L.U. and those who work for us with regard to upholding and maintaining our zero-tolerance stance on bribery and corruption. It also serves as a source of information and guidance for those working for Nabla Wind Power S.L.U. It helps them to recognise and deal with issues of bribery and corruption, as well as to understand their responsibilities.
- Nabla Wind Power S.L.U. is committed to conducting business in an ethical and honest manner, and undertakes to implement and enforce systems that ensure the prevention of bribery. In this regard, Nabla Wind Power S.L.U. has a zero-tolerance policy towards bribery and corrupt activities. We are committed to acting professionally, fairly and with integrity in all business dealings and relationships, regardless of the country in which we operate.
- Nabla Wind Power S.L.U. will consistently comply with all laws relating to the fight against bribery and corruption in all jurisdictions in which we operate.
- Nabla Wind Power S.L.U. recognises that bribery and corruption are criminal offences. If our company is found to have engaged in corrupt activities, we may face unlimited fines, be excluded from public tenders, and our reputation may suffer serious damage. With this in mind, we are committed to preventing bribery and corruption in our business and take our legal responsibilities seriously.
- Our policy is to conduct all our business honestly and ethically. We do not tolerate bribery or corruption. We are committed to acting professionally, fairly and with integrity in all our business dealings and relationships, wherever we operate, and to implementing and enforcing effective systems to combat bribery. We will comply with all laws relating to the fight against bribery and corruption in all jurisdictions in which we operate.

2. WHAT IS AND ISN'T ACCEPTABLE

This section of the policy covers four areas:

- Gifts and hospitality
- Facilitation payments
- Political contributions
- Charitable donations

GIFTS AND HOSPITALITY

Nabla Wind Power S.L.U. accepts normal and appropriate gestures of hospitality and goodwill (whether given to or received from third parties) provided that the giving or receiving of gifts meets the following requirements:

- It is not made with the intention of influencing the recipient, to obtain or reward the retention of business or a commercial advantage, or as an explicit or implicit exchange of favours or benefits.
 - It is not made with the suggestion that a favour is expected in return.
 - It complies with local legislation.
 - It is given on behalf of the company, not on behalf of an individual.
 - It does not include cash or a cash equivalent, for example, a voucher or a gift certificate.
 - It is appropriate to the circumstances, for example, giving small gifts to mark a holiday or as a small token of appreciation to a company for helping with a major project upon its completion.
 - It is of an appropriate type and value and is given at the appropriate time, taking into account the reason for the gift.
 - It is given or received openly, not in secret.
 - It is not given selectively to a key and influential person, clearly with the intention of directly influencing them.
 - It does not exceed a certain excessive value, as predetermined by the company.
 - It is not an offer to, or accepted from, a government official or representative, or a politician or political party, without the prior approval of your line manager.
- Where it is inappropriate to decline an offer of a gift (for example, when meeting with someone from a particular religious or cultural background who might take offence), the gift may be accepted provided that this is reported to your line manager, who will assess the circumstances.
 - Nabla Wind Power S.L.U. recognises that the practice of giving and receiving business gifts varies across countries, regions, cultures and religions, so definitions of what is acceptable and what is not will inevitably vary in each case.
 - As a matter of good practice, gifts given and received should always be declared.

- The intention behind giving or receiving a gift must always be taken into account. If in doubt, seek advice from your line manager.

FACILITATION PAYMENTS AND ILLEGAL COMMISSIONS

Nabla Wind Power S.L.U. does not accept nor will it make any kind of facilitation payment of any nature. We recognise that facilitation payments are a form of bribery involving expediting or facilitating the actions of a public official for a routine government action. We recognise that they are usually made by low-level officials with the intention of ensuring or accelerating the performance of a specific duty or action.

- Nabla Wind Power S.L.U. does not permit illegal commissions to be made or accepted. We recognise that illegal commissions are normally made in exchange for a favour or commercial advantage.
- Nabla Wind Power S.L.U. recognises that, despite our strict policy on facilitation payments and illegal commissions, employees may find themselves in a situation where avoiding a facilitation payment or an illegal commission could jeopardise their personal safety or that of their family. In such circumstances, the following steps must be taken:
 - Keep any amount to a minimum.
 - Ask for a receipt, detailing the amount and the reason for the payment.
 - Keep a record of the payment.
 - Report this incident to your line manager.

POLITICAL CONTRIBUTIONS

Nabla Wind Power S.L.U. will not make donations, whether in cash, in kind or by any other means, to support any political party or candidate. We recognise that this may be perceived as an attempt to gain an unfair commercial advantage.

CHARITABLE CONTRIBUTIONS.

Nabla Wind Power S.L.U. accepts (and indeed encourages) donations to charitable organisations – whether through services, expertise, time or direct financial contributions (in cash or otherwise) – and undertakes to disclose all charitable contributions it makes.

- Employees must ensure that charitable contributions are not used to facilitate or conceal acts of bribery.
- We will ensure that all charitable donations made are lawful and ethical in accordance with local laws and practices.

3. POLICY ON GIFTS AND HOSPITALITY

- This policy does not prohibit normal and appropriate hospitality (given and received) to and/or from third parties.
- It is prohibited to accept a gift or to give one to a third party in the following situations:
 - It is done with the intention of influencing a third party to obtain or retain business, to gain a commercial advantage, or to reward the obtaining or retention of business or a commercial advantage, or in explicit or implicit exchange for favours or benefits.
 - It is done in your own name and not on behalf of Nabla Wind Power S.L.U.
 - It involves cash or a cash equivalent, such as gift vouchers or coupons.
 - It is of an inappropriate type and value and is given at an inappropriate time (for example, during a tender process).
 - It is given in secret and not openly.
- We are aware that the practice of giving business gifts varies from country to country and from region to region, and what may be normal and acceptable in one region may not be so in another. The test to be applied is whether, in all the circumstances, the gift or hospitality is reasonable, justifiable and proportionate. The intention behind the gift must always be taken into account.

4. WHO THIS POLICY APPLIES TO

- This anti-bribery policy applies to all employees (whether temporary, on fixed-term contracts or permanent), consultants, contractors, interns, casual workers, volunteers, agents, sponsors or any other person or persons associated with us (including third parties).
- A third party is defined as any person or organisation with which our company has a relationship and works. This includes actual and potential customers, suppliers, business contacts, agents, advisers, and government and public bodies, including their advisers, representatives and officials, politicians and political parties.
- Any agreement that our company enters into with a third party, where applicable, shall be subject to clear contractual terms, including specific provisions requiring the third party to comply with minimum standards and procedures relating to the fight against bribery and corruption.

5. COMPLIANCE WITH THE ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

- As an employee of Nabla Wind Power S.L.U., you must ensure that you read, understand and comply with the information contained in this policy, as well as any anti-bribery and anti-corruption training or other information you receive.
- All employees and persons under our control are equally responsible for the prevention, detection and reporting of bribery and other forms of corruption. You are required to avoid any activity that could lead to or involve a breach of this anti-bribery policy.
- If you have reason to believe or suspect that a case of bribery or corruption has occurred or is likely to occur in the future that breaches this policy, you must report it to your line manager or the Group Managing Director as you deem appropriate.

Any employee who breaches this policy will face disciplinary action and may be dismissed for serious misconduct. Nabla Wind Power S.L.U. reserves the right to terminate the employment contract of any employee who breaches this anti-bribery policy.

- It is not acceptable for you (or anyone acting on your behalf) to:
 - Give, promise to give or offer a payment, gift or hospitality with the expectation or hope of receiving a business advantage, or to reward a business advantage already received.
 - Give, promise to give or offer a payment, gift or hospitality to a public official or a third party to 'facilitate' or expedite a routine procedure.
 - Accept a payment from a third party which you know or suspect is being offered in the expectation of obtaining a business advantage for them.
 - Accepting a gift or hospitality from a third party if you know or suspect that it is being offered or provided with the expectation that we will provide a commercial advantage in return.
 - Threatening or taking reprisals against another employee who has refused to commit a bribery offence or who has raised concerns under this policy.
 - Engaging in any activity that could lead to a breach of this policy or a perceived breach of this policy.
- It is your responsibility to ensure that all accounts, invoices, memos and other documents and records relating to dealings with third parties, such as customers, suppliers and business contacts, are prepared and maintained with strict accuracy and completeness. No 'off-the-books' accounts may be kept.
- You must declare and keep a written record of all gifts, invitations and hospitality. Any such items accepted or offered will be subject to review by management.
- You must ensure that all expense claims relating to gifts, invitations and hospitality, or expenses incurred on behalf of third parties, are submitted in accordance with Nabla Wind Power S.L.U.'s expenses policy and specifically state the reason for the expenditure.
- The prevention, detection and reporting of any form of bribery and corruption are the responsibility of all employees. You must notify your line manager as soon as possible if you are offered a bribe, asked to offer one, suspect that this may occur in the future, or believe you are the victim of another form of illegal activity.

6. WHAT HAPPENS IF I AM AFFECTED?

- This section of the policy covers three areas:
 - How to report that I have been affected.
 - What to do if you are a victim of bribery or corruption.
 - Protection.
- How to raise concerns: if you suspect that bribery or corrupt activities are taking place in connection with Nabla Wind Power, we encourage you to raise your concerns as soon as possible. If you are unsure whether a particular action or behaviour could be considered bribery or corruption, you should speak to your line manager or the Group CEO.
- Nabla Wind Power S.L.U. will make its whistleblowing procedures known to all employees so that they can raise their concerns quickly and confidentially.
- What to do if you are a victim of bribery or corruption: you must inform your manager as soon as possible if someone offers you a bribe, if you are asked to offer one, if you suspect that you may be bribed or asked to offer one in the near future, or if you have reason to believe that you are a victim of another corrupt activity.
- Protection: if you refuse to accept or offer a bribe or report a problem relating to possible acts of bribery or corruption, Nabla Wind Power S.L.U. understands that you may be concerned about the possible repercussions. Nabla Wind Power S.L.U. will support anyone who raises concerns in good faith under this policy, even if the investigation finds that they were mistaken.
- Nabla Wind Power S.L.U. will ensure that no one suffers any adverse treatment for refusing to accept or offer a bribe or engage in other corrupt activities, or for raising a concern regarding possible acts of bribery or corruption.
- Adverse treatment is understood to mean dismissal, disciplinary action, or unfavourable treatment in relation to the concern raised by the individual.
- If you have reason to believe that you have been treated unfairly as a result of raising a concern or refusing to accept a bribe, you must inform your manager immediately.

7. RECORD-KEEPING

Nabla Wind Power S.L.U. will maintain detailed and accurate financial records and will have appropriate internal controls in place to provide evidence of all payments made. The person responsible for carrying out this control will be our Finance Director, Nelson Paquete. We will declare and keep a written record of the amount and reason for any hospitality or gifts accepted and given, and we understand that gifts and acts of hospitality are subject to review.

8. MONITORING AND REVIEW

Nabla Wind Power S.L.U. is responsible for monitoring the effectiveness of this policy and will periodically review its implementation. We will assess its relevance, suitability and effectiveness.

Any necessary improvements will be implemented as soon as possible. Employees are encouraged to provide feedback on this policy if they have any suggestions for improving it. Comments of this nature should be addressed to the relevant manager.

This policy does not form part of the employee's employment contract and Nabla Wind Power may amend it at any time to improve its effectiveness in combating bribery and corruption.

This policy was approved by the Managing Director of Nabla Wind Power S.L.U., Alfonso San Emeterio, on 28 September 2023. It will be reviewed periodically on an annual basis to include any necessary amendments and updates, with the aim of improving its operation.

This policy will be made available to all employees via the standard channels in all departments, as well as on the corporate website.

