



## ANTI-CORRUPTION POLICY

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## 1. PURPOSE, SCOPE OF APPLICATION, AND VALIDITY

JEALSA, which is made up of all domestic or foreign companies directly or indirectly owned or controlled by CORPORACIÓN EMPRESARIAL JEALSA, S.L., is expressly committed to conducting its business with honesty, integrity, honesty, and responsibility. Likewise, it assumes the responsibility of complying with all applicable laws from countries where it carries out its activity, including anti-corruption laws, such as the Foreign Corrupt Practices Act (*Foreign Corrupt Practices Act*FCPA) from the US handed down in 1977, the UK Bribery Act of 2010, and similar laws from other countries and territories (in particular, those from Chile, Guatemala, Brazil, and Italy).

JEALSA has shown through the Code of Ethics and Conduct approved by its Board of Directors that it is deeply committed to the culture of compliance, showing as the guiding principles of its performance, its respect for the rules, full and responsible performance, or its use of due diligence.

This policy, as an extension of our Code of Ethics and Conduct, rejects any form of corrupt behavior by its directors, employees, or stakeholders that are related to JEALSA, and intends to form a model of conduct that governs the Group's performance. With the behavior guidelines laid out in this document, it is intended to avoid the commission of crimes such as influence peddling, bribery, extortion, various forms of corruption, or the illegal financing of political parties.

The anti-corruption policy is applicable to all members of JEALSA, taking into account the members of the company's administrative body, managers, self-employed or third-party workers, and any other outsourced person who provides services on behalf of JEALSA.

This policy supports the standards set forth in ISO 37001, on Anti-Bribery Management Systems; the principles of the UN Convention against Corruption and the Anti-Corruption Ethics and Compliance Program for Business (both from the United Nations Office on Drugs and Crime -UNODC-); and the OECD Good Practice Guidance on Internal Controls, Ethics and Compliance. This policy will be in effect as long as it is not modified or replaced by another one drafted by the administration body.

## 2. DEFINITIONS

This section establishes the different definitions and concepts to be taken into account for the purposes of this anti-corruption policy.

**2.1. Corruption between individuals.** Individuals who either themselves or through another involved person promises, offers, or grants to managers, administrators, employees, or collaborators of a mercantile company or a company, association, foundation, or organization any unjustified benefit or advantage of any kind to favor them or a third party against others, breaching their obligations in the purchase or sale of goods or in the contracting of professional services. Additionally, the manager, administrator, employee, or collaborator of a mercantile company, or of a company, association, foundation, or organization that, themselves or through a person involved, receives, requests, or accepts any unjustified benefit or advantage of any kind for the purposes of favoring third parties to whom they give or from whom they expect to receive the benefit or advantage, breaching their obligations in the purchase or sale of goods or in the contracting of professional services.

**2.2. Corruption in international commercial transactions:** offering, promise, or granting of any undue, pecuniary, or another kind of benefit, to corrupt or attempt to corrupt, themselves or through a person involved, any public or foreign officials or international organizations, for the benefit of the same or a third party, or to respond to their requests in this regard, in order to act or refrain from acting in relation to the exercise of public functions to obtain or retain a contract or another unusual benefit in the performance of international economic activities.

**2.3. Bribery.** Any authority or public official who, for their own own benefit or that of a third party, receives or requests, themselves or through a person involved, any gift, favor, or remuneration of any kind, or accepts an offer or promise to perform in the exercise of their duties an act contrary to the duties inherent therein, or not to perform them or unreasonably delay what must be performed.

Any authority or public official who, for their own own benefit or that of a third party, receives or requests, themselves or through a person involved, any gift, favor, or remuneration of any kind, or accepts an offer or promise to perform an act typical of their position.

This consideration will also be given when any of the behaviors described in the two preceding paragraphs is carried out by jury members, arbitrators, mediators,

experts, administrators, or auditors judicially appointed, bankruptcy administrators or any persons involved in the exercise of the public service.

Lastly, it will also be deemed to constitute bribery in the case of an individual who offers or delivers gifts or compensation of any other kind to an authority, public official, or person who participates in the exercise of public service, to perform an act contrary to the duties inherent to their position or an act typical of their position, to not perform or delay what must be performed, or in consideration of their position or function.

**2.4. Influence peddling.** A public official or authority that influences another public official or authority taking advantage of the exercise of the powers of their position or any other situation arising from their personal or hierarchical relationship with the same or another official or authority to achieve a resolution that may directly or indirectly create an economic benefit for themselves or for a third party.

An individual that influences a public official or authority taking advantage of any situation arising from their personal relationship with the same or another official or authority to achieve a resolution that may directly or indirectly create an economic benefit for themselves or for a third party.

Those who, offering to carry out the behaviors described in the two previous sections, request from third parties any gifts or any other remuneration, or accept offers or promises.

**2.5. Extortion.** Someone who, for profit, forces another, with violence or intimidation, to perform or omit a legal act or business to the detriment of their assets or that of a third party.

**2.6. Subornation.** Act of corrupting or being corrupted in exchange for gifts to achieve something.

**2.7. Facilitation payments.** Small, unofficial, and improper payments made to a public official or employees of the private company to obtain or expedite a procedure, obtain a license, or another type of service.

**2.8. Gifts.** Broadly speaking, in this Policy, it includes under this concept, the gift itself, advantages, favors, free provision, or any physical present or monetary donation.

### **2.9. Sponsorship.**

Action of financing an activity, normally for publicity purposes.

### **2.10. Public Official.**

Person who by immediate provision of the Law or by election or by appointment of a competent authority participates in the exercise of public services.

### **2.11. Authority.**

Person who alone or as a member of a corporation, public entity, etc. holds any kind of command or governance.

### **2.12. Employee.**

Any staff in senior management, administrator, or employee of the organization.

### **2.13. Business partner.**

Broadly speaking, an agent, supplier, subcontractor, partner in a joint venture, consultant, or third party connected to the organization.

## **3. PROHIBITED CONDUCT.**

Through this document, and based on the principles that must govern the Company's guidelines, JEALSA establishes behaviors that, in application of this policy, are prohibited for any member of the organization. In particular, we quote the following:

- No economic transaction, contract, or agreement may be made when there are reasons to believe that there may be some type of link with corrupt or improper activities by any of the parties involved, as well as the actions referenced in section 2.3 above on corruption in negotiations, bribery, influence peddling, extortion, subornation, and facilitation payments.

Therefore, it is prohibited to make any type of direct or indirect offer, promise, authorization, or delivery of any kind of monetary incentive, commission, gift, or compensation to any employee, manager, or administrator of other companies or private entities, as well as authorities, public officials, employees, or executives of companies and public bodies, with the purpose that, in violation of their responsibilities and, where

applicable, current law, they act or stop acting to favor a certain business or obtain any undue business advantage, whether carried out directly or carried out indirectly through collaborators, partners, agents, intermediaries, or any other person involved.

- Behaviors that could constitute extortion within the framework of the commercial activity of the company, through violence or intimidation in order to obtain a benefit, will also be avoided.
- Facilitation payments or the expediting of procedures in order to accelerate or facilitate the provision of a service, even if they do not have the purpose of obtaining an undue benefit, are strictly prohibited. In the case of foreign nations where gifts are part of the local custom, giving them will require the authorization of the Compliance Committee, who must have a favorable report from local advisors.

#### 4. PRINCIPLES OF ACTION

We share the widespread belief that corruption constitutes a serious barrier to the development of our company, greatly weakening the rule of law and constituting a threat to freedom of the market. Likewise, it results in an increase in costs and generates lost opportunities.

On the other hand, corrupt practices are largely criminal or illegal actions that may lead to the imposition of certain penalties and/or sanctions, thereby compromising the reputation of the company.

That is why it is necessary for the Group to adopt a series of basic principles of its activity concerning the fight against corruption:

- 1) The organization will not tolerate the behaviors described as prohibited in this anti-corruption policy.
- 2) The organization and its members will be obliged to faithfully reflect in the internal documentation of the company and in a transparent way the actions, operations, and transactions carried out by the company.
- 3) The organization will commit to observing this policy, rejecting and communicating immediately to the Compliance Committee any request received from a third party and related to any type of monetary incentive, gift, commission, or compensation.

- 4) Likewise, any member of JEALSA or any third party related to the Group, who is aware of the existence of any conduct or practice contrary to the guidelines of the Code of Ethics and this Policy within the organization, is obliged to report this situation, making it known to the Compliance Committee, through the ethical channel (complaint channel) established for this purpose, specifically:
  - By ordinary mail to the address: CORPORACIÓN JEALSA, To the attention of the Ethics Committee, Bodi3n s/n, Boiro, A Coruña (15938).
  - By email: [jealsa@canaletico.online](mailto:jealsa@canaletico.online)
- 5) The organization undertakes to investigate the complaints received and, applying the disciplinary regime, if appropriate, to punish any conduct contrary to the designs of this anti-corruption policy.
- 6) Any type of relationship or business that is maintained with the Public Administrations, both domestic and international, must always be properly documented.

## 5. GIFT POLICY

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All members of the JEALSA Group's organization will not make or permit any type of gift that can be interpreted as exceeding normal business or courtesy practices.

In particular, gifts will only be admitted or offered as long as they are in accordance with the applicable laws and are not made with the intention of influencing or obtaining any type of undue benefit or any type of business advantage or which may constitute favorable treatment.

Every gift must be offered or received transparently and not have a value that exceeds the limits considered reasonable and which under no circumstances influence the independence of the recipient.

Gifts may not be offered to public officials except for gifts or attentions that are of little value and are reasonable according to local practices and are given for legitimate and socially acceptable reasons.

In any case, they must never contravene the provisions of this policy or the provisions of JEALSA's Code of Ethics. Otherwise, the gift must be immediately returned or rejected, communicating it immediately to the Compliance

Committee through the channel described in the previous section.

## **6. CHARITABLE CONTRIBUTIONS AND SPONSORSHIPS**

These are donations or financial contributions with a charitable purpose on good faith, or to finance sporting or cultural events, and with which it is intended to show social responsibility and provide support to the communities in which JEALSA carries out its activities.

They can only be made with full transparency, provided they are reasonable and legally permitted. Likewise, they may not have the purpose of obtaining favorable treatment or any economic benefit or advantage for the company or the taxpayer.

As for sponsorship, it is only allowed when it is conceived altruistically as the giving of financial aid to contribute to the undertaking of sport-related, charitable, cultural activities, etc. for the sole purposes of promoting the activity sponsored, publicize the company, and as a mechanism to make it known in new market shares and improvement of the business.

To ensure that charitable contributions or sponsorships are in accordance with this policy, the favorable report of the Compliance Committee must be obtained prior to being granted and a record of all requests, authorizations, or denials of the same must be maintained.

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## **7. FINANCING OF POLITICAL PARTIES.**

National and international regulations governing the financing of political parties will be respected and complied with at all times, donations being prohibited to political parties and their related foundations, committees, political or union organizations, or their representatives and candidates that contradict the provisions of applicable legislation on financing political parties in the countries where it operates.

## **8. TRAVEL AND REPRESENTATION EXPENSES.**

These expenses must be reasonable without being able to qualify as disproportionate or excessive and without giving rise to the presumption that they are paying for any other provision or that they are trying to facilitate the achievement of any business. In any case, travel and representation expenses must always be duly justified through the presentation of the appropriate receipt.



**9. RESPONSIBILITIES AND REVIEWS OF THE POLICY.**

It is the responsibility of the Compliance Committee to ensure the effective compliance of the Policy and the adoption of all the controls necessary to avoid violations of the same.

To do so, they must keep it conveniently updated and resolve any questions or queries that may arise regarding its content. In addition, it must be distributed among all members of the organization by means of the delivery of a copy of it, being necessary for them to acknowledge receipt of it.

In the same way, it will be necessary to approve the amendments that are intended to be made on this policy in order to keep it permanently updated, it being their responsibility to decide on the need or lack thereof to submit them for the approval of the Board of Directors, according to their scope or relevance.

**10. VIOLATION OF THE POLICY.**

Violations of this Policy may result in penalties for JEALSA and also for the persons involved. Sanctions may include disciplinary actions, dismissal, fines, the lodging of civil proceedings, as well as the criminal investigation of the people involved.

Therefore, any member of JEALSA who has knowledge or suspicion of a possible violation of this policy must notify the Compliance Committee without delay using the means detailed in section four of this document above and also provided for in the company's Code of Ethics.

The organization guarantees the confidential handling of complaints, always preserving the identity of the complainant, and undertakes to open the corresponding investigation and conduct the appropriate procedure ensuring the rights of all interested parties, sanctioning, where appropriate, and in accordance with the regulations applicable to the sector, to people who carry out practices prohibited in this policy, or constituting a breach of the principles contained in this document.

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The Compliance Committee