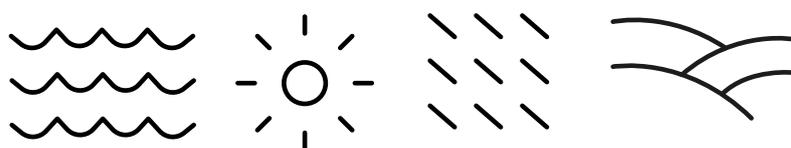


# Criminal Compliance Policy

EDP Renováveis, S.A.



July 2021

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- **Version Control**

Version	Date	Author	Changes made
1.0	12 December 2017	Compliance Officer	Original version

- **Approvals**

Governance body	Entity	Date	Signature
Executive Committee	EDP Renováveis, S.A.	12/12/2017	
Board of Directors	EDP Renováveis, S.A.	19/12/2017	
Management Team	EDP Renováveis, S.A.	19/07/2021	
Board of Directors	EDP Renováveis, S.A.	27/07/2021	

- **Related documents**

Name	Type	Relationship	Latest version	Link/Annex

## 1. INTRODUCTION

EDP Renováveis (hereinafter, "EDPR" or the "Company") is a leading company in the renewable energy sector, whose main activities are structured around the promotion, construction, management and operation of renewable energy projects, as well as the acquisition of renewable projects in different stages of development.

It is a business group that operates in several international markets, and has been expanding its presence worldwide, reaching a total of 16 geographic regions as of the date of this Policy. The EDPR Group's professional headquarters are located in Spain, from where it coordinates the activities of all its subsidiaries.

EDPR's position of leadership and excellence is the result of many years of hard work and effort and it is aware that inappropriate behavior by any officer, employee or third party on behalf of EDPR can seriously and immediately damage its image and reputation. Therefore, it wishes to actively prevent and avoid this possibility through the implementation of a robust compliance culture at its company.

Criminal Compliance is defined as the need for a company to establish adequate procedures to ensure that managers, employees and other agents comply with current regulations. In this respect, a suitable Criminal Compliance System must be established, concerning all the tasks of identification and classification of the legal risks faced by the Company and, likewise, the establishment of prevention, management, control and reaction mechanisms. The Criminal Compliance Policy is therefore created to satisfy the above requirements and to inform the rest of the Company of the most relevant aspects in this area.

The content included in this document must comply with applicable regulations. If there are inconsistencies, the official regulations must be complied with and the document will be modified to avoid any type of legal conflict.

This Policy is framed within the scope of EDPR's good corporate governance policies, and is based on a firm commitment to the values and principles framed within the rejection of and zero tolerance for any unlawful act.

To this end, it is very important that all members of EDPR (directors, managers and employees), regardless of their geographical or functional location, carry out their activities with a firm commitment to comply with current legislation and regulations, as well as with the values and principles contained in this Policy, in EDPR's Code of Ethics, as well as in other applicable policies, procedures and internal controls.

For the aforementioned reasons, EDPR's Board of Directors has been promoting and developing the corresponding Crime Prevention and Detection Model for the company (hereinafter, the "Crime Prevention Model").

Based on the foregoing, the spirit and meaning of this Policy must be known and complied with, as it constitutes the fundamental basis of EDPR's regulatory and criminal compliance, which is the responsibility of the Board of Directors and the Company's management bodies, through the Compliance Officer at EDPR.

## **2. PURPOSE**

By adhering to this Policy, EDPR and its Board of Directors inform Directors, employees and third parties acting on behalf of the EDPR Group, as well as

third parties related to it, of their firm opposition to the commission of any unlawful act, criminal or otherwise, even when such action could generate a benefit of any kind, in the present or future.

### 3. SCOPE

This Policy is binding on and applies to the members of the Board of Directors, Directors and in general –without exception and regardless of their position, responsibility, occupation or location– to all EDPR personnel. Likewise, the document is applicable to the companies indicated in Annex I.

On the other hand, those who act on behalf of EDPR without being part of its company must comply with the principles of this Policy when representing EDPR.

### 4. GUIDING PRINCIPLES

The fundamental principles that should govern this Policy are as follows:

- **Compliance with the law and internal regulations:** Respect for the law and *zero tolerance* towards the commission of unlawful acts is one of the fundamental principles followed by EDPR, and therefore all personnel have as a priority and as an inexcusable duty to observe both current legislation and the internal regulations that apply to them in the exercise of their duties and professional responsibilities.
  
- **Independence and transparency in relations with third parties:** Independence and transparency are inalienable values for EDPR, and thus all personnel will always act with impartiality, maintaining an independent opinion unaffected by any external pressure or individual interest.

- **Respect for EDPR's image and reputation:** EDPR considers respect for its image and reputation as one of its most valuable assets, which contributes to generating a perception of a company with integrity and respect for the market and its stakeholders.

Personnel must exercise the utmost care and due diligence in preserving EDPR's image and reputation in all their professional activities, including public interventions.

- **Appropriate policies and procedures:** EDPR must have procedures and protocols suitable to its activity and structure in order to reasonably prevent the different risks arising in its activity.
- **Human and financial resources:** EDPR will ensure that the Criminal Compliance Body has sufficient means to be able to effectively perform its duties of supervision, monitoring and control.
- **Continuous supervision and monitoring:** All personnel, especially those in positions of responsibility, must promote and participate in the processes established for self-monitoring and verification of EDPR's policies, procedures and protocols.
- **Duty to report possible unlawful conduct:** In order to prevent or, where appropriate, detect any irregular conduct that may occur at EDPR, all personnel have the duty to report and denounce possible risks or breaches of internal regulations and/or any action that could be considered unlawful or criminal of which they become aware or suspicious, using EDPR's Whistleblowing Channels.

In the event of such unlawful conduct, EDPR will apply, in a proportionate and appropriate manner, the corresponding disciplinary penalties.

## **5. LIST OF OFFENSES AND PARAMETERS FOR CONDUCT**

Annex II contains a list of offenses defined in the Criminal Code or other applicable legislation, approved by the Board of Directors as a compendium of conduct that may commonly involve a criminal act in the course of a business activity and, therefore, must be expressly monitored by the Company.

Ignorance of the law does not exempt from non-compliance, and therefore it is the obligation of each person to be duly informed of the laws and their need for compliance. It must be taken into consideration that the benefit obtained from an unlawful activity may be either direct or indirect, and caution must be exercised with regard to any conduct that, although unlawful, may end up benefiting the Company in this broad sense. Likewise, legal entities are not only liable for actions or omissions occurring in Spain, but also, if certain circumstances are met, for circumstances occurring in any location, which obliges all members of the company to remain alert to potentially criminal conduct.

## **6. ORGANIZATIONAL MEASURES**

The structure of the Crime Prevention Model is defined according to the following scheme:

### **a) Board of Directors**

The Board of Directors of EDPR is responsible for the management, administration and representation of the Company. This responsibility will be

exercised directly or by delegation to the CAUD (Audit, Control and Related-Party Transactions Committee).

In the exercise of these powers and of its corporate social responsibility, and in line with the Company's own compliance values and its culture of preventing irregularities and criminal risks, EDPR's Board of Directors specifically assumes the principles of this Policy, ensuring its correct application and guaranteeing the maintenance of a permanent and effective Crime Prevention Model.

In this regard, EDPR's Board of Directors is the driving force behind the Crime Prevention Model and, without prejudice to its general management control functions, will assume the following functions in relation thereto:

(i) Approve the Crime Prevention Model and its possible modifications and, when it deems it appropriate, request studies, reports and assessments in relation thereto.

(ii) Verify, in view of the Reports submitted by the Criminal Compliance Body, the effectiveness of the Crime Prevention Model and approve, where appropriate, the necessary corrective measures, providing the necessary resources to ensure such effectiveness.

#### **b) Criminal Compliance Body**

The Criminal Compliance Body is a single-person body reporting to the Board of Directors, which is composed of the Compliance Officer. This body is responsible for the control and evaluation of the correct operation of the Crime Prevention Model.

In relation to the prevention of criminal risks, the Criminal Compliance Body is the second line of defense in the Compliance Model. Among others, the functions attributed to the Criminal Compliance Body are the following:

- Promote a prevention culture based on the principle of "absolute rejection" of the commission of unlawful acts and fraud.
- Ensure the principle's dissemination of the Crime Prevention Model. Promote and monitor initiatives aimed at disseminating knowledge and understanding of the supervision system.
- Perform the functions corresponding to the supervision of the operation and monitoring of the Crime Prevention Model.
- Advise on the resolution of doubts arising in the application of the codes and manuals related to the Crime Prevention Model.
- Manage cases of complaints from employees or collaborators, sent through the channels established for this purpose, without prejudice to any decisions that should be decided by those bodies with specific responsibility for them.
- Promote the preparation and implementation of appropriate training programs.
- Periodically report to EDPR's Board of Directors on the activity carried out, the activities to review the Crime Prevention Model, and the resources allocated to ensure the performance of its work.

In this sense, the Criminal Compliance Body works in continuous collaboration with the Compliance Department as a support unit to which it may delegate functions for daily tasks related to the Crime Prevention Model, such as the continuous monitoring of procedures, rules, controls, and any other functions that may be determined by the Criminal Compliance Body.

In addition, the Internal Audit department is the third line of defense in the Crime Prevention Model. To this end, the annual internal audit plans –prepared with an approach based on the performance of reviews of the areas and processes considered to be of highest priority– include internal audit work in areas and processes with responsibility and/or an impact on the controls of the Crime Prevention Model.

### **c) Personnel responsible for monitoring**

For these purposes, the main functions of the personnel responsible for monitoring are as follows:

- Report on the controls assigned to them.
- Communicate or promote, within the scope of their competence, effective communication to all personnel of the main criminal and legal obligations that the company must comply with, with special emphasis on the controls foreseen in the Crime Prevention Model.
- Ensure the updating of company policies and procedures, and ensure their adequate dissemination.
- Identify control weaknesses or areas for improvement in the Crime Prevention Model, promote action plans for correction in collaboration with the Criminal Compliance Body, update/modify the measures and controls that form part of such model.
- Support the Criminal Compliance Body in risk assessment in relation to its area of functional competence.
- Support the Criminal Compliance Body in the promotion of training activities related to the Crime Prevention Model for the Company's personnel.

Personnel responsible for the controls will have the necessary human and technical resources to carry out their duties in the most efficient manner. They must also receive the necessary training to be fully qualified and up-to-date in conducting the activities defined in this document.

## **7. CONTROL ACTIVITIES**

In order to provide consistency to the Compliance System, especially in the criminal scope, and to achieve a reasonable level of security at the company, it is necessary to implement prevention, action and review mechanisms.

### **a) Prevention mechanisms**

For these purposes, prevention mechanisms are understood to be all of the company's internal regulations and policies, both general (e.g. Code of Ethics) and specific, that contribute to mitigating the risk of ethical malpractice or breaches of criminal regulations in the performance of EDPR's activities.

### **b) Action mechanisms**

Action mechanisms determine what information is required and how to act in situations involving non-compliance with regulations and/or bad practices contrary to EDPR's values and principles.

In this regard, the company has established whistleblowing channels through which any member of the company, regardless of their rank, responsibilities or geographical location, can report any irregularity or behavior contrary to the law, or to the rules and procedures established by the company, with the maximum guarantees of confidentiality, anonymity and non-retaliation.

In this sense, the identity of any person who communicates an irregular action through the Whistleblowing Channel will be considered confidential and anonymous information, and will not be communicated, thereby guaranteeing the anonymity of the whistleblower and avoiding any type of response to the whistleblower by the accused as a consequence of the complaint.

Notwithstanding the foregoing, detailed information from the Whistleblowing Channel may be provided to the judicial or administrative authorities when the Company is required to do so by such authorities as a result of court proceedings triggered by a complaint.

Such transfer of information to judicial or administrative authorities must always be done in strict compliance with the legislation on personal data protection.

### **c) Review mechanisms**

In response to the strategy consisting of compliance, review and continuous improvement of the Criminal Compliance System and good corporate governance, the company's main control is the Criminal Compliance Body, whose functions are defined and regulated in point VI "Organizational Measures" of this policy.

## **8. COMMUNICATIONS OF CONDUCT**

All Members of the Company have the obligation to report individual or collective conduct or behavior that occurs in the context of their activities at the company and may entail a violation of the contents of this document or of any other documents of the Criminal Compliance Management System, regardless of whether such conduct was ordered or requested by a superior.

In order for this Policy to be effectively applied, the company has implemented various internal reporting and communication mechanisms. Therefore, any queries, observations and complaints from employees regarding criminal prevention may be submitted through the various communication channels that the Company has made available to them, which may begin with a simple report to the supervisor, who must communicate it to EDPR's Criminal Compliance Body.

### **9. CONSEQUENCES OF NON-COMPLIANCE**

All parties affected by this document, regardless of their hierarchical level and geographical or functional location, are obliged to comply with the principles and procedures established in this document, insofar as they apply to them. Likewise, in order to ensure the correct development of the Criminal Compliance Management System, they are urged to report any violation hereunder.

In the event that it is confirmed that the actions of any member of the company could constitute a criminal offense that could be attributed to the legal entity, such circumstance will be reported to the competent authorities for their knowledge and prosecution. Such communication will be accompanied by any evidence and/or indications that may have been collected in this respect.

### **10. KNOWLEDGE OF THE POLICY**

This Policy is available to all members of the Company on the corporate Intranet, as well as to third parties on EDPR's external website.

## **10. ANNEXES**

### **ANNEX I: Group Companies**

EDP Renováveis, S.A.

EDP Renewables Europe S.L.U.

EDPR Renovables España S.L.U.

EDP Renováveis Serviços Financieros, S.A

## **ANNEX 2: List of Offenses**

Below, in this Annex, details are provided of the criminal offenses that affect or may affect EDPR in a significant manner:

### **Corruption of Public Office**

#### **a) Nature and scope of application**

Although the crime of bribery is initially intended for the authority or those public officials who incur in conduct classified as an offense (Articles 419 et seq. of the Criminal Code), it must be taken into account that criminal law also punishes, through Article 424, those individuals who offer or deliver a gift or any other kind of remuneration to an authority, public official or person who participates in the exercise of a public function to entice him to perform an act contrary to the duties inherent to his office or an act proper to his office, to not perform or delay an act he should perform, or simply to offer such gifts or presents to the official or authority in consideration for his office or function.

### **Business corruption**

#### **a) Nature and scope of application**

Organic Law 1/2015, of March 30, amending Organic Law 10/1995, of December 23, 1995, of the Criminal Code, modifies the heading of Section 4 of Chapter XI of Title XIII of Book II ("Corruption between private individuals") to rename it –with the entry into force of the Reform of the Criminal Code– "Business corruption offenses".

Unjustified acts of receipt, request or acceptance made by oneself or through a third party, carried out in Spain or abroad, with the purpose of obtaining from persons (directors, managers, employees or collaborators) related to any legal entity a benefit or advantage that favors him or a third party, are punishable. In this same Article, the criminal code establishes penalties for those who, in this same situation, receive or accept a request for favor indicated above.

### **Offenses against personal and family privacy**

#### **a) Nature and scope of application**

Article 197 of the Criminal Code details the various conducts classified as offenses of discovery and disclosure of secrets.

It punishes those acts whose purpose is to uncover secrets or violate the privacy of another in order to take possession of information relating thereto, provided that there is no consent. The punishment for these conducts is also applicable when there is no data seizure, but there is use or modification of such data to the detriment of a third party.

## **Trade Secret**

### a) Nature and scope of application

Related to the previous offense, we find that Article 278 of the Criminal Code establishes fines for companies which, in order to discover a trade secret, take possession –by any means– of data, written or electronic documents, computer media or other objects related thereto, or use any of the means or instruments indicated in paragraph 1 of Article 197 of the Criminal Code.

## **Crimes against natural resources and the environment**

### a) Nature and scope of application

The regulation penalizes not only individuals who commit the practices included in Articles 325 and 326 bis of the Criminal Code (detailed below) but also legal entities that violate in any way general environmental protection regulations.

In this respect, and depending on the severity of the conduct, it punishes any companies that, in contravention of the laws or general provisions protecting the environment, generate a risk and may, directly or indirectly, cause or carry out acts (emissions, discharges, radiations, extractions or excavations, ground dumping, noises, vibrations, injections or deposits) in the soil, atmosphere, subsoil or maritime waters. The foregoing includes operating facilities in which dangerous activities are carried out, by storing or using dangerous substances or preparations, in a way that may seriously damage the balance of natural systems or may cause substantial damage to the quality of the air, soil or water, or to animals or plants, as well as creating a risk of serious harm to the health of people, in contravention of the aforementioned regulations.

It also penalizes the collection, transportation, recovery, disposal and use of waste that seriously endangers the lives of people, or damages the air, soil, water, or animals and plants, as well as the absence of adequate control or supervision that causes or may cause substantial damage to them.

## **Hazards caused by explosives and other agents**

### a) Nature and scope of application

Articles 348, 349 and 350 of the Criminal Code protect the safety of people and the environment by penalizing those conducts that may contravene the safety standards established for the manufacturing, handling, transportation, possession and commercialization of explosives, flammable or corrosive substances, toxic and asphyxiating substances, or any other substances that may cause harm.

## **Urban planning offenses**

### a) Nature and scope of application

Article 319 of the Criminal Code establishes fines for those companies that carry out unauthorized urbanization, construction or building works on land destined for roads, green areas, public property or places whose landscape, ecological, artistic, historical or cultural value is legally or administratively recognized, or which have been considered to be of special protection for the same reasons.

## **Offenses against the Public Treasury and Social Security**

### a) Nature and scope of application

Articles 305 to 310 bis of the Criminal Code contain conducts classified as fraud against the Public Treasury and Social Security. In this respect, any tax payment evasion or falsification of the conditions required to obtain subsidies, relief or aid from the Public Authorities, for an amount exceeding EUR 120,000, as well as the non-payment of the corresponding contributions to the General Treasury of the Social Security or the undue obtaining of funds from the general budgets of the European Union or others administered by it, in an amount exceeding EUR 50,000, will be penalized. This offense also includes as a criminalized practice non-compliance with the obligation to keep commercial accounting, tax books and records or the existence of accounting records other than the designated sole record, or different or fictitious accounting entries, and therefore EDPR is expected to keep rigorous accounting records in accordance with its financial situation.

## **Offenses relating to subsidies**

### a) Nature and scope of application

Article 308 of the Criminal Code establishes fines for those companies that obtain subsidies or aid from Public Authorities, including the European Union, in an amount or for a value greater than EUR 100,000 by falsifying the conditions required for their concession or concealing those that would have prevented it.

### **Non-compliance and misrepresentation of accounting obligations**

#### **a) Nature and scope of application**

Article 310 of the Criminal Code punishes those who, being subject by tax law to the obligations of keeping commercial accounting, tax books or records, keep different accounting records, have not recorded in the mandatory ledgers any business, acts, operations or, in general, economic transactions, or have recorded them with figures different from the true values or have made fictitious accounting entries in the mandatory ledgers.

### **Criminal insolvencies / Prevention of enforcement**

#### **a) Nature and scope of application**

Article 259 of the Criminal Code regulates criminal insolvencies, punishing certain conduct in situations of actual or imminent insolvency. Organic Law 1/2015, of March 30, 2015, which amends Organic Law 10/1995, of November 23, 1995, of the Criminal Code substantially modifies this Article, punishing the concealment, damage or destruction of assets subject to an insolvency, as well as the disposal of money or the assumption of debt not proportionated to the debtor's asset situation.

Likewise, the sale of assets or rendering of services for less than the price due, the credit simulation, participation in speculative businesses, irregularities, non-compliance or double bookkeeping are also punished. Likewise, business owners who hide, destroy or alter the documentation they are obliged to keep, as well as those who prepare annual accounts or accounting books in contravention of commercial regulations, are penalized.

### **Securities Offenses**

#### **a) Nature and scope of application**

Article 284 of the Criminal Code punishes any acts that involve the alteration of the prices arising from the free competition of products, goods, financial instruments, spot contracts on commodities related thereto, reference indices,

services or any other movable or immovable items. Likewise, the dissemination of news or rumors or the transmission of false or misleading signals about persons or companies, with the purpose of altering or preserving the quotation price or carrying out transactions, transmitting false or misleading signals, or giving trading orders likely to provide false or misleading indications about the supply, demand or price of a financial instrument is also punishable.

Article 285 of the Criminal Code penalizes any acts of acquisition, transfer or assignment of a financial instrument, or cancellation or modification of an order relating to a financial instrument, using privileged information to which it may have had confidential access.

### **Illegal Financing of Political Parties**

#### a) Nature and scope of application

Articles 304 bis and 304 of the Criminal Code (according to Organic Law 1/2015), punish donations or contributions in an anonymous, biased or revocable form to a political party, federation, coalition or electoral group.

### **Cyber attack offenses**

#### a) Nature and scope of application

Article 264 of the Criminal Code punishes actions relating to cyber attack damage in general, and more specifically the deletion of data, causing damage, deterioration, alteration or elimination of computer programs or other files, all without authorization and having a severe outcome.

Likewise, any conduct (introducing, transmitting, altering, damaging, deteriorating, deleting or making inaccessible computer data) that seriously hinders or interrupts the operation of another's computer system, as well as the production, acquisition, importation or provision to third parties of computer programs, computer passwords or access codes, among others, to facilitate the commission of the crime without due authorization, are also punishable.

### **Offenses against intellectual and industrial property**

#### a) Nature and scope of application

Articles 270 to 272 penalize those who, for profit, carry out conduct that may infringe intellectual property rights, to the detriment of their legitimate owners, assignees or licensees.

The offenses that may be committed against industrial property are regulated in Articles 273 to 277 of the Criminal Code. In this case, from a criminal perspective, the following matters are intended to be protected by such rights:

- Patents, utility models and similar rights.
- Trademarks, trade names and business signs.
- Appellations of origin.
- Disclosure of an invention that is the subject of a secret patent application (when this would be detrimental to National Security).

### **Offenses against workers' rights**

#### a) Nature and scope of application

Article 311 of the Criminal Code punishes those actions that impose labor or social security conditions on workers in their service that prejudice, suppress or restrict the rights that they have been recognized in legal provisions, collective bargaining agreements or individual contracts.

### **Refusal to permit inspections**

#### a) Nature and scope of application

Article 294 of the Criminal Code punishes those actions that deny or impede the actions of the inspecting or supervising persons, bodies or entities.

### **Price manipulation in public tenders and auctions**

#### a) Nature and scope of application

Article 262 of the Criminal Code establishes penalties for those who solicit gifts or promises not to take part in a public tender or auction; or who attempt to keep bidders away from the auction by means of threats, gifts, promises or any other artifice; those who conspire among themselves with the purpose of manipulating the auction price, or those who fraudulently break or abandon the auction after having obtained the award.

## **Fraud**

### a) Nature and scope of application

Article 248 et seq. of the Criminal Code contains the crime of fraud, which punishes anyone who, with the purpose of enriching himself, deceives another person sufficiently to cause him to carry out an act of economic disposal to his own detriment or to the detriment of a third person.

Likewise, computer manipulation leading to such deception and the consequent displacement of assets, as well as the manufacture, introduction, possession or facilitation of a computer program for such purpose, will also be punished.

Also included as an aggravated form of the offense (among others) is procedural fraud, which includes the carrying out of practices aimed at manipulating evidence or similar frauds, causing a Judge or Court to make mistakes and leading them to issue a decision that harms the economic interests of the other party or a third party.

## **Money laundering/Terrorist financing**

### a) Nature and scope of application

Chapter XIV of the current Criminal Code regulates jointly the crime of receiving stolen goods and money laundering. This combination is justified by the fact that legal property and the socioeconomic order are the legal institutions that must be protected in both offenses.

Accordingly, anyone who –for profit and with knowledge of the commission of a crime against property or the socioeconomic order, without being the perpetrator or an accomplice thereof– aids those responsible to take advantage of the effects of the latter or receives, acquires or conceals such effects, will be liable for the crime of receiving stolen goods.

Likewise, the possession, use, conversion or trafficking of assets obtained through the commission of a crime or offense that have been previously received, acquired or concealed is criminalized as money laundering, and Act 10/2010, on the prevention of money laundering and terrorist financing, provides further regulation of these matters.

Articles 576 and 576 bis of the Criminal Code criminalize as an offense of direct or indirect terrorist financing the supply, deposit, distribution or

collection of funds or property, by any means, with the intention that they should be used, or in the knowledge that they are to be used, in full or in part, for the commission of any of the offenses relating to terrorism or to make them available to a terrorist organization or group.