



# Policy

## Integrity Policy

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**1. VERSION HISTORY**

Version	Document	Approval date	Prepared by	Approved by	Comments
1	Anticorruption Policy	19/12/2014	Corporate Compliance Department	Board of Directors of EDPR	Initial Issuance
2	Anticorruption Policy	02/05/2017	Corporate Compliance Department	Board of Directors of EDPR	Revision
3	Anticorruption Policy	15/07/2019	Corporate Compliance Department	EDPR Executive Committee	Revision
4	Integrity Policy	27/07/2021	Corporate Compliance Department	Board of Directors of EDPR	Revision
5	Integrity Policy	17/10/2022	Corporate Compliance Department	MT	Revision
6	Integrity Policy	20/10/2022	Corporate Compliance Department	CAUD	Revision
7	Integrity Policy	25/10/2022	Corporate Compliance Department	Board of Directors of EDPR	Revision
8	Integrity Policy	26/06/2023	Corporate Compliance Department	MT	Revision: Update of the chapter 'Terms and Definitions' - definition of "Decision Maker"
9	Integrity Policy	28/06/2023	Corporate Compliance Department	CAUD	Revision: Update of the chapter 'Terms and Definitions' - definition of "Decision Maker"
10	Integrity Policy	25/07/2023	Corporate Compliance Department	Board of Directors of EDPR	Revision: Update of the chapter 'Terms and Definitions' - definition of "Decision Maker"

## Whereas:

- The definition of Integrity is broadly associated to concepts of honesty, transparency, awareness and responsibility, as well as to a consistent adherence to solid moral and ethical principles, but also with strict legal and normative compliance;
- The commission of criminal and administrative unlawful acts such as corruption, influence peddling, money laundering and terrorism financing, discrimination, insider trading/dealing, antitrust/anti-competitive practices, disrespect for privacy and for the need for data protection and the requirements to safeguard the confidentiality of information, as well as non-compliance with environment, health and safety law, among others, may, in certain cases, undermine public peace, safety and the well-being of citizens, as well as market stability, and may have implications at several levels: (i) political, since it destabilizes democracy and the rule of law; (ii) economic, since valuable resources necessary for the growth and development of society are diverted; (iii) social, since it fosters instability, insecurity and distrust on the part of the citizens; and (iv) environmental, since it may bring about the deterioration of the ecosystem;
- Both at national and international level, there has been a common approach for the prevention and combating of this kind of unlawful acts, based on a zero-tolerance policy, entailing the adoption of increasingly more stringent and demanding laws, which fosters cooperation between private entities and public authorities;
- The evolution of the EDPR Group's context, both in terms of the activities undertaken and in relation to its legal and regulatory framework (i.e. the National Anti-Corruption Strategy 2020-2024 in Portugal, the update of the Criminal Code in Spain, the European whistleblowing Directive, etc) and the evolution of the best international practices in the area of integrity, as well as the lessons learnt with the application of the Group's Integrity Policy initially defined and implemented in 2014;
- The need to adapt the whistleblowing channels to the European whistleblowing Directive and local regulations.
- The permanent need to align the EDPR Group's business operations with the best market practices and with strict compliance with the law and regulations applicable to its activities, namely in terms of preventing and combating the practice of illegal acts, in particular, conducts associated with the practice of acts of corruption, bribery, money laundering and terrorism financing.

It becomes necessary to review the EDPR Group's Integrity Policy and the commitments and principles assumed in this matter, thus reinforcing EDPR's active role in promoting integrity and preventing unlawful acts.

## 2. PURPOSE

This Integrity Policy (hereinafter “Integrity Policy” or the “Policy”) aims to define the general principles of action and the duties for EDP Renováveis, S.A., its subsidiaries and companies in control relationship (hereinafter “EDPR Group”, “EDPR” on “Group”)<sup>1</sup>, their employees and business partners, in order to prevent illegal conducts, in particular, conducts associated with crimes of corruption, bribery, undue receipt of advantages,, money laundering and terrorism financing, antitrust/anti-competitive practices and non-compliance with data protection requirements.

In addition, it intends to contribute to fostering ethics and integrity in conducting business in the EDPR Group, ensuring compliance with the law and the adopted principles and rules.

## 3. SCOPE

This Policy applies to all companies in a controlling or group relationship with EDPR<sup>2</sup> to their management, employees and to service providers acting on their behalf and in their direct or indirect interest, regardless of the nature or form of their legal relationship in any jurisdiction.

This Policy does not seek to address all legal and regulatory requirements of all jurisdictions where the Group operates, but instead seeks to establish a common commitment and a minimum requirement for legal compliance and adherence to the Group's principles.

The controlled companies and respective subsidiaries may approve specific policies and procedures, thus ensuring compliance with the applicable local law. In any case, full compliance with the provisions of this Policy must be guaranteed.

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<sup>1</sup>The EDPR Group is the group of companies that are in a subsidiary or group relationship with EDPR Renováveis, S.A., regardless of whether the respective head offices are in Spain, Portugal or abroad. Two companies are said to be in a parent/subsidiary relationship when the dominant company holds over the other a majority share in capital, has more than half of the votes or has the possibility of appointing more than half of the members of the administrative body or supervisory body of the subsidiary company. Companies that hold at least 90% of share capital are considered to have a Group relationship with EDPR.

<sup>2</sup> See footnote 1.

Whenever local legal requirements applicable to subsidiaries are less stringent than this Policy and other policies and related procedures, they shall ensure alignment with the principles set out in Group policies.

Local policies that adapt and develop the principles of this Policy to the particularities of the respective jurisdiction as well as any exception to the application of this Policy due to local legal restrictions, shall be submitted for consultation and review by the Compliance Officer and the Corporate Compliance Department. Adequate coordination must be maintained so that such policies or procedures remain permanently consistent with the principles established in this Policy.

EDPR's representatives in the management bodies of the controlled companies are responsible for adopting the measures and carrying out the necessary acts for the transposition of this Policy.

EDPR representatives in joint ventures and/ or in companies in which EDPR does not hold a controlling position will always ensure the observance of the provisions of this Policy in the performance of the respective functions and endorse, as far as possible, the application of its principles or similar principles in those companies, namely by promoting the development of specific policies and procedures for that purpose.

#### 4. REFERENCES

- United States Foreign Corrupt Practices Act (FCPA);
- UK Bribery Act issued in the United Kingdom;
- United Nations Convention against Corruption;
- OECD Convention on Combating Bribery of Foreign Officials in International Business Transactions;
- ISO 37001, Anti-bribery Management System;
- ISO 19600, Compliance Management System;
- Spanish Criminal Code (Ley Orgánica 10/1995, de 23 de noviembre)
- Portuguese Criminal Code (Decreto-Lei n.º 48/95, de 15 de março, na última redação conferida pela Lei n.º 94/2021, de 21 de dezembro)
- Legislative Decree 8 June 2001, no. 231 of Italy "Regulation on administrative responsibility of legal entities, companies and associations, including those not having legal personality, according to art. 11, Law 29 September 2000, no. 300" (Italy);

- Decree-Law No. 109-E/2021 of December 9, which creates the National Anti-Corruption Mechanism and establishes the General Regime for the Prevention of Corruption (Portugal);
- Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019 on the protection of persons who report breaches of Union law;
- Act No. 93/2021, of December 20, establishing the general regime for the protection of whistleblowers, transposing into national law Directive (EU) 2019/1937 of the European Parliament and of the Council of October 23, 2019 (Portugal);
- Directives of the Organisation for Economic Co-operation and Development ("OECD");
- Recommendations and Guides of the Financial Action Task Force (FATF/GAFI);
- Brazilian Law No. 12,846 of August 1, 2013, which provides for the administrative and civil accountability of legal entities for the practice of acts against the public administration, domestic or foreign, and makes other provisions (Brazil);
- Act on Counteracting Money Laundering and Terrorist Financing of 1 March 2018 (Journal of Laws of 2018, item 723, 1132; the "Act") (Poland);
- *Ley N° 20.393 de Responsabilidad Penal de la Persona Jurídica* (Chile);
- *Ley 1778 de 2016, y la Circular No. 100-000003 del 26 de julio de 2016 (Guía Antisoborno), modificada integralmente por la Circular Externa No. 100-000011 del 9 de agosto de 2021 de la Superintendencia de Sociedades, OFICIO 220-174675 DEL 11 DE NOVIEMBRE DE 2021* (Colombia);
- *Capítulo X de la Circular Básica Jurídica de la Superintendencia de Sociedades relativa a Lavado de Activos, el Terrorismo y la Proliferación de Armas de Destrucción Masiva* (Colombia);
- *Guía Práctica de Autodiagnóstico y Reporting en Cumplimiento Normativo, Buen Gobierno Corporativo y Prevención de la Corrupción* (Transparency International Spain).

## 5. TERMS AND DEFINITIONS

For purely interpretative purposes of this Policy, the terms and definitions<sup>3</sup> used therein will have the meaning described below.

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<sup>3</sup> These definitions can be adapted according to the specific regulations of the countries in which EDPR is located.

**Bribery:** Persuade or attempt to persuade another person, by means of a gift or a promise of a pecuniary or non-pecuniary advantage, to give false statements, testimonies, expert opinions, etc., even when these are not realized.

**Conflict of Interests:** Situation in which the purpose or the pecuniary or nonpecuniary advantages, whether related or unrelated, which a given employee intends to pursue or achieve with the practice of an action, is suitable of interfering with the performance of duties of impartiality, objectivity and compliance with the Code of Ethics by which the employee is bound in the pursuit of his/her duties or with the interests which the relevant entity of the EDPR Group must pursue.

**Corruption:** There are various kinds of corruption, but the following are the most relevant for the purposes of this Policy:

- Passive corruption (of a public official or holders of political office): the request, receipt or acceptance of the promise, directly or indirectly, of any undue advantages, for one's own benefit or for the benefit of a third party, of any act or omission contrary to the duties of his/her office, even if that act or omission precedes that request, receipt or acceptance of the promise;
- Active corruption (of a public official or holders of political office): The promise to deliver or the delivery, directly or indirectly, of undue advantages, for one's own benefit or for the benefit of a third party, in order for a public official or politician doing any act or omission contrary to the duties of his/her office, even if that act or omission precedes the promise or delivery;
- Active corruption to the detriment of international trade: the promise to deliver or the delivery, directly or indirectly, of an undue advantage, to an official (national, foreign or of an international organization) or holder of political office (national or foreign) or a third party, with their knowledge, in order to obtain or retain business, a contract or other undue advantage in international trade;
- Passive corruption in the private sector: the request, receipt or acceptance of the promise, directly or indirectly, of any undue advantage, for one's own benefit or for that of a third party, or the promise thereof, for any act or omission by a private sector employee which constitutes a breach of his/her employment duties;



- Active corruption in the private sector: The promise to deliver or the delivery, directly or indirectly, of undue advantages, for one's own benefit or for the benefit of a third party, in order for a private sector employee to perform or refrain from performing any act which constitutes a breach of his/her employment duties.

**Corporate Compliance Department:** Refers to EDPR Compliance and Internal Control Department.

**Decision-maker:** All natural persons who, by virtue of the exercise of their respective functions, have direct or indirect authority and responsibility for the planning, direction, and control of activities in EDPR Group shall be considered decision makers, under the terms described below:

- (i) The members of EDPR's corporate bodies and its Subsidiaries Companies;
- (ii) EDPR Group employees classified in job grades from 20 to 25 regardless of the EDPR Group company with which they have a contractual relationship of in which they perform duties;
- (iii) Whenever the decision maker defined in (ii) identifies, as decision makers, other Group employees, with a job grade lower than 20, to whom he/she has attributed identical competencies;
- (iv) Whenever the Management Team (MT) expressly qualifies EDPR Group employees as decision-makers, indicating the respective scope of activity.

**Designated individuals, entities or countries:** individual, entity or country targeted by restrictive measures adopted by European Union, United Nations Security Council, United States of America Office of Foreign Assets Control (OFAC) or United Kingdom Her Majesty's Treasury.

**Donations:** Cash or in kind contributions, granted without consideration that constitutes pecuniary or commercial obligations, to public or private entities whose activity consists predominantly of carrying out initiatives in the social, cultural, environmental, sporting or educational areas.

**Employees:** Persons that provides his/her professional activity to any of the companies of the EDPR Group, on a permanent or temporary basis, under an employment contract or professional internship contract, including similar situations.

**Ethics Ombudsperson:** The person responsible for receiving the ethical complaints directed to EDPR, managing and documenting the file for each one and guaranteeing the confidentiality of the identity or anonymity of the complainant..

**External Parties:** refers to any individual or entity including:

1. Governments, government departments, government agencies, government instrumentalities, public institutions, sovereign funds, or any entity that is wholly or partially state-owned or state-invested, and any officer or employee of such entities;
2. Public international organizations and any officer or employee of such entities;
3. Any other individual who performs public service;
4. Political Parties, political parties' officials, or candidates for office;
5. All customers, suppliers or agents of the Group, and any director, officer or employee of such entities; or
6. An agent or other individual acting on behalf of any of the individuals or entities covered by points 1 to 5.

**Facilitation payments:** also known as “back-handers” or “grease payments”. Payment intended to endorse or expedite the performance of an action, not contrary to the duties of the respective positions or functions. Consequently, the facilitation payment always presupposes the demand for a consideration for the practice of an act or the adoption of a conduct that should not be demanded according to applicable legal requirements.

The **kickbacks** are typically payments made in return for a business favor or advantage.

**Family / Close family members:** Spouse or cohabiting partner, all relatives/persons that permanently cohabit with the relevant person, relatives and the like in second degree, in the straight line or in the collateral line, their cohabiting partners, insofar as they do not benefit from the affinity status, and also the people who, in other legal systems, have similar positions.

**Global Compliance Program:** set of transversal compliance mechanisms, designed to promote and monitor compliance with relevant regulations in all activities, businesses and geographies in which the EDPR Group is present.

**Influence Peddling:** On the positive side, influence peddling corresponds to the promise or offer, directly or indirectly, of undue advantages, for one's own benefit or for the benefit of a third party, in order for the beneficiary to abuse his influence over a public entity and with the aim of obtaining an illicit decision favorable to the interests or any claims of the person making the promise or offer, directly or indirectly, of undue advantages.

On the passive side, it corresponds to the request, receipt or acceptance of the promise, directly or indirectly, of any undue advantages, for one's own benefit or for the benefit of a third party, so that the beneficiary abuses his or her real or supposed influence with any public body.

**International Sanctions:** restrictive measures adopted by specific states, regional governments, any other entities, or multinational organizations under applicable foreign policies in pursuit of security objectives or others. Sanctions may have a trade, economic or financial nature and can target other states, specific individuals, institutions, entities or goods and services.

**Money Laundering:** The goal of a large number of criminal acts is to generate a profit for the individual or group that carries out the act. Money laundering is the processing of these criminal proceeds to disguise their illegal origin. This process is of critical importance, as it enables the criminal to enjoy these profits without jeopardising their source.

Illegal arms sales, smuggling, and the activities of organised crime, including for example drug trafficking and prostitution rings, can generate huge amounts of proceeds. Embezzlement, insider trading, bribery and computer fraud schemes can also produce large profits and create the incentive to "legitimise" the ill-gotten gains through money laundering. (Source: Financial Action Task Force on Money Laundering).

**Personal safety payment:** payment made to a public official in order to ensure health or an individual personal security facing a serious risk.

**Persons recognized as being closely associated:** i) Any natural person, known to be a joint owner, with the politically exposed person, of a legal person or of a center of

collective interests with no legal personality; ii) Any natural person who holds the share capital or voting rights of a legal person, or the assets of a collective interests center with no legal personality, which is known to have a politically exposed person as the beneficial owner; iii) Any natural person known to have corporate, commercial or professional relations with a politically exposed person.

**Politically Exposed Person (“PEP”):** Individuals who are or have been entrusted within the terms established by the applicable legislation, domestically or by a foreign country, with prominent public functions, including Heads of State or of government, senior politicians, senior government, judicial or military officials, senior executives of state owned corporations, important political party officials.

**Prevarication:** Whenever a Public Official, in a judicial enquiry or court proceedings for regulatory or disciplinary offences, knowingly and unlawfully, promotes or fails to promote, conduct, decide or not decide, or do an act in the exercise of powers deriving from the position held; regardless of whether it benefits or harms anyone by his/her behavior; or by a public office who knowingly conducts or decides unlawfully on a process in which he/she is involved in the course of his/her functions, with the intention of thus prejudicing or benefiting someone.

**Private sector employee:** A person who performs functions, including those of management or supervision, under an individual employment contract, rendering services or any other capacity, even if temporarily or provisionally, for remuneration or free of charge, in the service of a private sector entity.

**Public Official:** (i) any person holding a legislative, executive, administrative or judicial office at local, state, federal or national level (according to the country specific organization), whether appointed or elected, whether permanent or temporary, whether paid or unpaid, irrespective of that person’s seniority; or (ii) any employee of such state or federal legislative, executive, administrative or judicial office, to whom lobbying, financial disclosure or other “ethics in government” requirements apply under local, state, federal or national law.

**Retaliation:** Reprisals or revenge.

**Service providers:** includes any third party acting in any capacity in name and on behalf of the Group who may interact from time to time with External Parties (I.e. agents, consultants, customs clearance agents).

**Sponsorship:** Delivery in cash or in kind granted to public or private entities, in order to promote, namely, the company, brand, image, activities or products of the entity that grants it.

**Third party:** Any physical or legal person who is not an employee but participates in the activities of or represents any EDPR Group entity, in the capacity of service provider, supplier as well as business partners or costumers of any entity of the Group.

**Terrorism Financing:** Act of supplying, collecting or holding (directly or indirectly) funds or assets of any kind, as well as products or rights capable of being transformed into funds, intended for use or knowing that they may be used, in whole or in part, in the planning, preparation or commission of terrorist acts.

**Undue advantages:** Advantage that is not allowed under the terms of the applicable laws, of this Policy or other binding regulations of EDPR entities

**Unlawful advantages:** Proceeds from the commission, in any form of co-participation, of the unlawful acts that constitute the offences of incitement to prostitution, sexual abuse of children or underage dependents, pornography of minors, computer and communications fraud, extortion, abuse of a guarantee or credit card, counterfeit currency or equivalent securities, depreciation of the value of currency or equivalent securities, passing of counterfeit currency in collusion with the counterfeiter, or equivalent securities, passing of counterfeit currency or equivalent securities, or acquisition of counterfeit currency to be put into circulation or equivalent securities, computer fraud, damage related to computer programs or other information technologies data, computer sabotage, illegitimate access, illegitimate interception or illegitimate reproduction of protected program, criminal association, terrorism, drug trafficking, arms trafficking, human trafficking, aid to illegal immigration, trafficking in human organs or tissues, damage to nature, pollution, activities dangerous to the environment, or danger to animals or plants, tax or social security fraud, influence peddling, undue receipt of advantages, corruption, embezzlement, employee fraud, harmful management in a public sector economic unit, fraudulently obtaining or diverting a subsidy, grant or credit, corruption to the detriment of international trade or the private sector, insider trading or manipulation of the market, violation of exclusive patent, utility model or topography of semiconductor products, violation of exclusive design rights, counterfeiting, imitation and illegal use of trademarks, them, sale or concealment of products or fraud on goods and of offences

punishable with a minimum term of imprisonment of six months or a maximum of over five years, as well as the obtained assets.

## 6. DESCRIPTION AND RESPONSABILITIES

### i. EDPR's Commitments

EDPR is committed to pursue its activity in strict compliance with the laws and regulations in force, together with the promotion of responsible action and guided by the highest standards of ethics and integrity.

Compliance with the national and international legislation applicable to each entity in EDPR, as well as with this Policy and approved and applicable internal policies, procedures and instruments of any kind, is compulsory, in all circumstances, and any acts or omissions that constitute a breach or infringement of such rules are not tolerated.

EDPR promotes, not only, a legally compliant, but also, unbiased, honest, upright, professional and fair conduct and requires that Group entities, their employees guide their behavior in accordance with this commitment.

Thus, EDPR actively and expressly assumes a zero-tolerance policy in relation to any type of act non-compliant with legal and regulatory applicable requirements, also guaranteeing the availability to collaborate with the competent authorities in order to detect, denounce and eliminate these behaviors. .

In this context, EDPR implements adequate procedures to prevent and mitigate the risk of occurrence of illicit practices in all its activities, such as, for example, acts of corruption, prevarication, bribery, etc. In parallel, EDPR also adopt the necessary procedures to detect eventual occurrences of this type and to communicate them to the competent authorities.

EDPR is also committed to periodically reviewing and adapting its internal procedures and mechanisms, and immediately whenever they are proven inadequate, safeguarding its alignment with legal requirements and best market practices.

## ii. Principles of Action

### a. General Principles

All EDPR employees must know and fully comply the procedures and rules set out in this Policy, ensuring that (i) they do not, and will not infringe it, (ii) comply with the set of legal and regulatory rules from national or international sources applicable to the activities undertaken, (iii) do not, and will not engage in any improper, irregular or unlawful conduct, (iv) do not, and will not adopt any unlawful action in the name of EDPR, or in the exercise of functions or activities within the EDPR Group, or and (v) do not, and will not do any act, by action or omission, which may unlawfully or unduly favor third parties, directly or indirectly, either in the private sector or in the public sector.

EDPR Group entities shall only enter into formalized legal transactions with third parties, partners and clients that comply with the laws of their countries, international best practices, adopt internal procedures aligned with EDPR Group internal policies and standards, and undertake to comply with social responsibility practices in their chain of production.

The practice of any acts or omissions that may fit or create the appearance of framing with situations that constitute crime or that result in non-compliance with legal and regulatory rules and with the integrity rules to which EDPR is bound is totally forbidden. Any practice or conduct that may configure, assist or appear any of the situations below (as an example only) are, in particular, strictly forbidden.

- corruption, in any of its modalities
- bribery or the existence of undue advantages, including facilitation payments;
- money laundering e terrorism financing;
- influence peddling;
- embezzlement, harmful management in a public sector economic unit;
- fraud, extortion;
- other crimes against justice;
- insider trading/dealing;
- crimes against data protection and privacy;
- infringement of information security and cybersecurity rules;
- crimes against environment and safety;
- antitrust/anti-competitive practices;
- practices that violate tax laws;

- failure to comply with the requirements for preparing and reporting financial and accounting information;
- financing and association of EDPR's brand to political parties, candidates, campaigns, political candidacy structures or related persons or entities;
- discrimination against customers or counterparts based on ancestry, gender, race, language, territory of origin, religion, political or ideological beliefs, education, economic status, social status or sexual orientation.

#### **b. Preventing corruption**

The EDP Group has adhered to the 10 principles of the United Nations Global Compact, which includes the principle of Anti-Corruption and within which companies must work to combat corruption in all its forms.

EDPR, their management, employees and service providers acting on their behalf may not, under any circumstances, directly or indirectly, give, promise, authorize to give to PEPs, public officials, private sector employees and close family members or persons recognized as being closely associated to the aforementioned, as well as to any other third parties, unlawful pecuniary or nonpecuniary advantages not due to them, including facilitation payment.

In addition, their management, employees and service providers acting on their behalf may not under any circumstances, directly or indirectly, request, agree to accept or accept, for themselves or for a third party, bribes, undue advantages, pecuniary or non-pecuniary advantages, or promise of the same, for any act or omission contrary or not to the duties of the position.

#### **c. Prevention of Money laundering and terrorism financing**

EDPR Group entities shall only do business and transactions with clients and partners whose commercial activities are lawful and whose funds are stemming from lawful sources.

EDPR Group entities considered obliged to comply with the legislation and sectorial regulations related to the prevention of money laundering and terrorism financing, define and adopt policies, internal control procedures and risk management models that are effective and adequate to their operations, in accordance with best practices and in order to comply with specific legal obligations in terms of anticipating, mitigating, preventing, identifying and monitoring this risk, as well as in what is



related to the treatment of information, communication of suspicious operations and to the collaboration with competent authorities.

In particular, EDPR Group entities considered obliged to comply with the legislation and sectoral regulations related to the prevention of money laundering and terrorism financing must ensure compliance with the legally established duties, namely, the duties of control, identification and due diligence, communication, abstention, refusal, conservation, examination, collaboration, non-disclosure and training.

Procedures must be adopted to ensure the knowledge of counterparties, in particular with regards to identity, respective beneficial owners, control structure and reputation. EDPR Group entities considered obliged to comply with the legislation and sectoral regulations related to the prevention of money laundering and terrorism financing provide the collaboration required by the applicable judicial and sectoral authorities, reporting the operations considered suspicious.

The establishment of business relationships, the conduct of occasional transactions or the completion of other operations should be refused when the identifying elements and respective supporting means, as well as information on the nature, object and purpose of the business relationship are not obtained. In these situations, entities do not immediately initiate or terminate the business relationship, analyze possible reasons for not obtaining the elements, means or information, and whenever legal requirements are verified, they report suspicious transactions.

The duties, processes and procedures applicable to each of the sectors in which the obliged entities of the EDPR Group operate, are materialized in the different internal Regulations and Specific Procedures for the Prevention of Money Laundering and Financing of Terrorism in force; to which reference is made.

EDPR Group entities, members of their governing bodies, employees and others required by law or by the Group's policies, must comply with the legal and regulatory duties and the internal policies and procedures in this matter.

#### **d. Facilitation payments, kickbacks and safety payments**

The making or acceptance of facilitation payments or kickbacks is strictly prohibited by this Policy, and any activity that may result in a facilitation payment or kickback or that may in any way suggest such a payment, must be avoided.

However, recognizing that an employee may exceptionally be faced with situations where a payment is requested to avoid physical harm or an imminent threat to his health, safety and property, payments for personal safety are permitted under exceptional situations<sup>4</sup>.

These payments shall, if circumstances permit, be preceded by consultation with the Compliance Officer or with the Corporate Compliance Department.

When there is an imminent threat or danger, these payments may be made without prior consultation, in order to guarantee the employee's personal safety. As soon as reasonably possible, EDPR requires that any Safety Payment be reported to the Compliance Officer.

For more information please check the [Donations and Sponsorship Procedure of EDPR](#).

#### **e. Contributions to Political Parties**

The making of contributions or the association of EDPR's brand to political parties, candidates, campaigns, political candidacy structures or related persons or entities, namely through the delivery of assets or provision of services, directly or indirectly, in the name or in representation of EDPR, may affect the integrity of the EDPR Group and is, therefore, prohibited.

If an employee intends to make contributions by delivering assets or providing services, directly or indirectly, he/she may do so on an individual basis but never in association with the image or in relationship with the entities of EDPR.

The use of EDPR resources of any kind for actions related to political processes is not permitted, unless the opposite is expressly required by law.

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<sup>4</sup> Examples of these situations are:

- Being stopped by individuals identifying themselves as police, military, or paramilitary personnel who demand a payment in order for you to pass through or to avoid retention of identification documents;
- Being threatened with imprisonment for alleged infringement (e.g. traffic offence) unless a payment is made.

## f. Offers and Events

The offer or acceptance of goods, services, participation in events or other advantages, even if free of charge, is likely to be interpreted as being associated with acts of bribery, corruption, undue advantages and/or other related offences. In this context, both offers given to third parties and offers received by employees of the EDPR Group are relevant.

Consequently, the acceptance, promise, offer or payment of business gifts and hospitalities will only be admissible if the applicable legal requirements are met, and in accordance with the principles of the EDPR Group Code of Ethics and this Policy, respecting the rules of internal procedures specifically defined for that purpose. This information is provided on the [Offers and Events Procedure of EDPR](#).

Regardless of the respective value, the acceptance, promise or assignment of offers contrary to the high ethical standards that guide the activities of the EDPR Group and which are included in this Policy is prohibited. In particular, acceptance, promise or assignment of offers is strictly prohibited in the following cases:

- in cash or financial instruments, or other values or instruments of a fungible nature;
- when the parties are involved in negotiations, bidding, contract review/renewal processes;
- in situations that may generate some undue benefit or are likely to create a conflict of interest for any of the parties involved<sup>5</sup>;
- that have an illegal or improper purpose or are contrary to the applicable laws and regulations; and
- that are likely to appear in any of the situations mentioned above or when they have a socially reprehensible nature and / or that may jeopardize the good name and reputation of the EDPR Group and/or the one who receives or assigns them.

As for service providers<sup>6</sup> acting in the name or on behalf of and in the direct or indirect interest of the EDPR, the acceptance or awarding of gifts, or invitations to events and other similar advantages, when in the service of EDPR, should not occur.

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<sup>5</sup> For example: (i) Inducing to obtain or retain business or any other business advantage; rewarding the provision or retention of business or of any other business advantage; or exchanging (explicitly or implicitly) favors; (ii) during periods when important decisions, regarding the award or retention of business or of a business advantage, are being made with an External Party; (iii) providing gifts or offering or paying for meals and entertainment expenses of a spouse, relative, or guest of an External Party

<sup>6</sup> In relation to intermediaries and agents it is necessary to see the Intermediary Agreements Procedure in relation to the rules regarding offers and events.

### **g. Donations and Sponsorships**

The delivery of any kind of benefit to external entities, in the form of sponsorships or donations, shall be carried out in an ethical, honest and transparent manner, always in accordance with the applicable law, the principles of the Code of Ethics and of this Policy, as well as obeying the specific rules in the Social Investment Policy and other applicable internal procedures.

Benefits can only be attributed to idoneous entities. The donations and sponsorship are subjected to the internal integrity due diligence analysis, and these entities are also required to report about the application of financial or in-kind resources they have benefited from.

Additionally, payments related to donations and sponsorship must comply with the [Donations and Sponsorship Procedure of EDPR](#).

### **h. Conflict of Interests**

Employees should not become involved in any activity potentially conflicting with the interest of EDPR Group business.

The duties, processes and rules designed to ensure that there is no risk of conflict of interest are implemented in specific procedures relating to transactions with related parties (taking into account the definition of related parties provided for therein) and the prevention of conflicts of interest.

All members of the management bodies of companies/entities controlled by EDPR and all employees who think they are in an apparent, potential or actual position of conflict of interest with EDPR business, activities or transactions shall communicate the conflict to the Corporate Compliance Department and refrain from giving an opinion, exercising influence or doing any act in the decision-making processes related to the situation reported until recommendations are issued by the Corporate Compliance Department or the corresponding management body (in accordance with the procedures approved specifically for the purpose), following the terms of the internal procedures applicable.

Family or equivalent relationships between members of management bodies, employees, between both of them or of these with third parties shall be analyzed on an individual basis for the purpose of mitigating, avoiding or excluding any conflicts

of interest. If a risk of conflict of interests is detected, the engagement decision shall be made in accordance with the procedures approved specifically for the purpose.

The cases where those family or equivalent relationships may create potential conflicts of interest, referred to above, are, among others, the following:

- Subordination relationships;
- Professional interactions, even if they work in different areas, but where the activities performed by both are dependent;
- Situation where members of management bodies or employees perform selection, negotiation, assessment or other functions in the management of a contract with a third party with whom members of management bodies or employees have family ties.

If a conflict of interest risk is detected, measures shall be taken in line with the approved procedures.

#### **i. Relations with Public Officers and Political Exposed Persons (PEPs)**

The relationship of the EDPR Group entities, employees and service providers acting on their behalf or on its account and in its direct or indirect interest with PEPs, public officials and close family members or persons recognized as being closely associated to the aforementioned, must reflect a conduct of honesty, integrity and transparency, in any and all interactions, whether direct or indirect, active or receptive, ensuring compliance with applicable legislation and defined internal procedures.

In this sense, in all interactions with the persons mentioned in the previous paragraph, any kind of privilege or payment, whether in cash or kind (for example, gifts, entertainment, hospitality or invitations to events) intended to corrupt or obtain any type of undue advantage to oneself or to any entity of EDPR or that can be understood in this sense will not be tolerated.

As for the interactions maintained by service providers acting on behalf or on account of and in the direct or indirect interest of any company or entity of EDPR, these must be reported by them to the areas/directions that use them, which, in turn, must ensure their report to the Corporate Compliance Department.

The specific rules to be observed regarding this matter are embodied in specific procedures developed for this purpose. Specifically, it is developed on the **EDPR Procedure for Public Officials and PEPs**.

#### **j. Third Party Integrity Due Diligence**

In order to deepen and strengthen the general principles of action and the duties included in this Policy and in the Code of Ethics, EDPR Group has developed and implemented a **Third Party Integrity Due Diligence procedure**, thus reinforcing the internal mechanisms for preventing and combating unlawful acts, in particular conducts associated with corruption, bribery, receiving or offering an undue advantage, as well as responding to the Anti-money laundering and Anti-Terrorism Financing legal requirements, as mentioned on the previous section.

In this context and in order to assess and mitigate the integrity risk of the counterparties with whom EDPR Group relate, they must ensure that they know, evaluate and mitigate the integrity risks associated with the business relationships and transactions that they intend to establish, particularly with suppliers, contractors, business partners / counterparties and M&A, beneficiaries of sponsorships and donations, job candidates and other counterparties subject to specific legal requirements.

#### **k. International Sanctions**

EDPR Group is committed to preventing corruption, bribery, money laundering, combating the financing of terrorism and other crimes, committing itself to taking into account international sanctions applicable to its business relationships and respective counterparties, in accordance with their legal obligations and specific procedures developed for such purpose.

Economic and trade sanctions are restrictions imposed by countries or supranational organizations on certain individuals, entities or states in order to achieve foreign policy measures or other objectives, notably with respect to state sovereignty, terrorism, human rights or nuclear threats.

Sanctions can take various forms, including:

- Trade restrictions, for example restrictions on the level of import or export of goods;
- Financial sanctions aimed at freezing the assets of the sanctioned person or entity or blocking access to capital markets and financial services;
- General bans on investments in certain states / geographies

EDPR Group entities and their employees endeavor to ensure that they establish business relationships taking into account the international sanctions provided for in the procedures in force, namely, they should not invest, finance, contract, form partnerships or contribute with other activities with or for the benefit of any designated as a target of sanctions person, entity or state, and shall not make available, directly or indirectly, funds or economic resources that they may use or which they may benefit from.

In this context, the following lists of sanctions are considered:

- List of any restrictive economic, financial or business measure, as well as any trade and arms embargoes enacted by the EU in accordance with Chapter 2 of Title V of the Treaty on European Union and Article 215 of the Treaty on the Functioning of the European Union, as available on the official website of the EU, including any change or addition that may exist on this or any official website;
- List of any restrictive, economic, financial or trade measures, as well as any trade and arms embargoes issued by the United Nations Security Council in accordance with article 41 of the United Nations Charter, available on the official website of the United Nations, including any change or addition that may exist on this or any official website;
- List of individuals and entities owned or controlled by, or acting for or on behalf of, targeted countries, identifying individuals, groups and entities, such as terrorists or narcotics traffickers – Specially Designated Nationals and Blocked Persons (SDN) List managed by the Office of Foreign Assets Control (OFAC), part of the U.S. Department of the Treasury, including any change or addition that may exist; and
- List of any economic, financial and trade restrictive measures and arms embargoes issued by the UK government (including, but not limited to, those made available on the official UK website), including any change or addition that may exist.

### iii. Compliance Programs

EDPR Group adopts principles, standards, measures, processes and procedures in order to prevent, identify and respond to the practice of illegal acts provided for in this Policy and related procedures.

These mechanisms, including this Policy, are systematized in the Global Compliance Program and are defined and periodically reviewed, considering, at each moment:

- The context of the Group, its entities and its activities;
- The legal and regulatory context;
- Stakeholders expectations and inputs;
- Risk assessment results.

#### **a. Responsibilities and Resources**

EDPR's Board of Directors (hereinafter "EDPR BoD") is the body responsible for setting out the objectives and for approving and implementing the policies and management models of the EDPR Group, in line with said strategic objectives, including this Policy and the Global Compliance Program and the respective governance model.

The Compliance Officer with the support of EDPR's Corporate Compliance Department and Local Legal Counsels in every country have primary day-to-day responsibility for implementing this Policy, and for monitoring its use and effectiveness. In addition, they have to promote the development of the Integrity/Anti-Corruption Compliance Program, ensuring, namely, the identification, assessment, monitoring and reporting of the non-compliance risks.

Management at all levels are responsible for ensuring those reporting to them are made aware of and understand this Policy and are given adequate and regular training on it. EDPR's representatives in the management bodies of the local/subsidiary/controlled companies, are responsible for adopting the measures and carrying out the necessary acts for the transposition of this Policy.

#### **b. Risk Assessment**

EDPR Group maintains processes for assessing the non-compliance risk, on a periodic basis and whenever there are relevant changes in context, which should include:

- the identification and assessment of risks that the organization can reasonably anticipate;
- the respective analysis and evaluation of the adequacy and effectiveness of the existing control mechanisms;



- the identification of additional risk mitigation and control measures.

**c. Procedures and Internal control mechanisms**

As a result of the risk assessment carried out, the EDPR Group develops procedures and implement transversal and or specific control mechanisms, which make it possible to detail and implement the principles of this Policy and mitigate the risks identified within the scope of the Global Compliance Program.

**d. Training and Communication**

This Policy as well as the procedures associated with the Global Compliance Program, is widely disseminated to all employees of the EDPR Group and it should also be ensured that they understand its reach and significance and commit to act accordingly, adopting the necessary procedures.

All new employees must have access to this Policy and these procedures as soon as possible after taking an employment with any EDPR entity.

**e. Contact and Reporting Channels**

EDPR Group makes available several channels for communicating irregularities (identified in Appendix I) and encourages all employees to report any type of behavior that, in good faith, they consider to be in breach of this Policy, the EDPR Group Code of Ethics, the law, regulations, policies and procedures implemented by the EDPR Group.

The reporting of situations of non-compliance shall be carried out through the channel mentioned above, so that they are properly dealt with, avoiding the exposure of employees and third parties to unnecessary risks or situations not compatible with the regularity of the EDPR Group's activities. Employees shall not, on the one hand, refrain from communicating situations that they consider irregular, and on the other hand, must not individually and directly take any actions aimed at the hypothetical repression of irregular practices.

In addition, If any employee at EDPR identify any “red flag” (See Annex II) or other issues arise, it is necessary to inform to the Compliance Officer of EDPR in order to analyze the red flags.

The channels allow for the secure submission and follow-up of complaints, ensuring their independence and impartiality, integrity and preservation.

The complaint may be submitted anonymously. In any case, the information contained in the complaint is confidential and protected against unauthorized access, ensuring the protection of personal data.

The channels have security mechanisms for all information, allowing for two-way communication / interaction with the respective complainant, while maintaining anonymity.

A response is ensured to all situations that are reported.

EDPR ensures the protection, non-discrimination and non-retaliation of whistleblowers, be they employees or third parties, who report inappropriate practices or non-compliance with current policies and procedures. Any acts of reprimand and retaliation against those who make such communications or complaints in good faith and in a reasoned manner will not be tolerated.

Likewise, EDPR will not tolerate any act of reprimand, retaliation, discrimination or disciplinary action against anyone who refuses to engage in a certain activity for reasonably considering that it involved the risk of committing illicit acts (for example, corruption, bribery, offering or receiving undue advantages) repudiated by this Policy and associated procedures.

Any action in this regard must be reported through the channels and will be subject to disciplinary action, in accordance with the law and with EDPR's internal policies.

The Compliance Officer monitors the complaints related to the practice of illegal acts in the scope of this Policy, in order to ensure the identification and mitigation of risk situations.

The Compliance Officer shall (i) ensure the analysis and, when justified, investigation of all situations of non-compliance or misalignment with this Policy that it becomes aware / that are reported to the Compliance Officer and about which any reasonable indication of suspected non-compliance is raised and (ii) promote the development of appropriate corrective actions, under the terms defined in the following section.

#### **f. Monitoring, Continuous Improvement and report**

The Compliance Officer of EDPR jointly with the support of EDPR Compliance Area and Local Legal Counsels are responsible for promoting appropriate mechanisms and procedures for monitoring the Global Compliance Program, and must also monitor the respective development, including in particular:

- Monitoring relevant legislative changes with an impact on the EDPR Group;
- Monitoring the adequacy of risk identification and assessment methodologies, policies, procedures and control mechanisms, promoting updates as deemed necessary;
- Monitoring communications of irregularities/claims associated with this Policy and related procedures;
- Monitoring the effectiveness and review periodically the implementation of this Policy, regularly considering its suitability, adequacy and effectiveness.
- Monitoring of the effective implementation / operationalization of the control procedures and mechanisms.

When it becomes aware of situations of non-compliance or misalignment with this Policy, the Compliance Officer shall, in particular:

- Analyze the situation, namely trying to determine the respective causes and consequences;
- Ascertain the possibility of triggering immediate mitigating actions;
- Determine the possibility of similar situations occurring in other circumstances;
- Identify the necessary corrective actions so that the situation does not occur again in that or any other circumstance;
- Promote the implementation of corrective actions, proposing the adequacy of existing procedures and controls, if necessary;
- Ensure the monitoring of the implementation of the corrective actions identified.

The employees are responsible for the success of this Policy and should ensure they raise concerns about any issue or suspicion of bribery or corruption following the provisions stated in this Policy. In the same way, the employees are invited to consult or comment on this Policy and to suggest ways in which this Policy might be improved through the Compliance Officer of EDPR, who will count with the support of the Compliance Area and Local Legal Counsels.

The Compliance Officer ensures the reporting to the Management Team, the Board of Directors and the Audit and Control Committee of EDPR of the monitoring and continuous improvement activities carried out.

**g. Audit**

The Internal Audit Department ensures that internal audits are carried out in specific areas of the Global Compliance Program, and specifically to provide assurance that they are effective in countering bribery and corruption, assessing the Group's risk management, control and governance processes independently, objectively and systematically, in order to identify deviations and opportunities for improvement in the design and effectiveness of the EDPR's processes.

Internal audits are planned at regular intervals based on a pre-identified risk map and focus of interest.

When deemed pertinent and / or due to specific events, audits may be requested from specialized third parties in order to obtain an external view of a specific topic or of the Global Compliance Programs themselves.

**h. Annual declaration of compliance with integrity principles**

Decision-makers and all Employees who fit the definition of PEP or equivalent, annually sign the declaration of acknowledgement of the Integrity Policy. This declaration confirms, if true, that during the previous year they are aware of and have complied, within the scope of the activity carried out in the service of EDPR, with the provisions contained in this Policy, having exercised their functions with integrity, transparency and in accordance with the legal provisions in force.

**iv. Failure to Comply with the Group Policy and Applicable Law**

Failure to comply with this Policy and with the Applicable Laws can have severe consequences for the EDPR Group and its employees.

This Policy is mandatory for all EDPR employees. In the event of any breach of the measures contemplated therein, EDPR will apply the measures provided for in the Code of Ethics, and in matters not provided for by it, in the sanctioning regime described in the applicable labor legislation. The imposition of disciplinary measures may go as far as dismissal.

Likewise, if appropriate, the corresponding judicial, civil, administrative or criminal actions will be filed against the employee who has failed to comply with the measures established in the Policy.

It should be noted that these penalties may apply to both natural and legal persons when the law so provides.

Any liability of the EDPR Group entities will not exclude the individual liability of natural persons who hold directorial, management or supervisory positions, representatives, employees or other workers, whether permanent or occasional.

In applicable and contractually foreseen situations, non-compliance with the principles of this Policy by persons or third parties with whom the EDPR Group companies relate (suppliers, service providers, customers, beneficiaries of sponsorships and donations, business partners, associates or others) may result in the suspension of the contractual relationship or in the termination of the respective contract.

## 7. FINAL PROVISIONS

Any question regarding the interpretation or the application of this Policy and related procedures should be directed to the Compliance Officer, which will provide advice on the most appropriate way of acting.

The Compliance Officer is responsible for reviewing this Policy every two-years or whenever there are relevant changes to the legal framework and the context of the Group's activities and also when new elements emerge that demonstrate its non-integral adequacy, submitting the change proposals to the approval of the EDPR's Board of Directors.

**Appendix I – Channels**

## a) Speak Up channel:

- [Speak Up | edpr.com](https://www.edpr.com/speak-up)

## b) Local channels:

- EDP Renewables North America  
Website Link: [EthicsPoint – EDP Renewables](#)  
Phone: 888-296-8303
- EDP Renewables Italy  
E-mail: [odvedpritaliaholding@gmail.com](mailto:odvedpritaliaholding@gmail.com)  
Address: Organismo di Vigilanza EDPR Italia Holding, Via Roberto Lepetit  
8/10, 20100 Milan
- EDP Renewables Portugal  
Website Link:  
[https://portaletica.dig.corp.edp.com/PortaldeEtica\\_SitesCorporativos/Disclaimer.aspx?Guid=4f31a07a-1f5e-4047-81bf-c3bcefe9bbd3c](https://portaletica.dig.corp.edp.com/PortaldeEtica_SitesCorporativos/Disclaimer.aspx?Guid=4f31a07a-1f5e-4047-81bf-c3bcefe9bbd3c)
- EDP Renewables Colombia  
E-mail: [corporativocol@edp.com](mailto:corporativocol@edp.com)

## c) Queries or observations:

- Ethics Ombudsperson: [codeofethics@edpr.com](mailto:codeofethics@edpr.com)
- Compliance Department: [complianceofficer@edpr.com](mailto:complianceofficer@edpr.com)

## Appendix II – Red flags

One of the key aspects of the Applicable Laws related due diligence investigations is the identification of “red flags” which may indicate the potential existence of a corruption problem. Red flags do not necessarily end the possibility of a business relationship with an External Party but require significant additional investigation and resolution.

The following list is not intended to be exhaustive and is for illustrative purposes only. If any employee encounters any of these “red flags” while working for the Group, it must be reported promptly to the Compliance Officer:

- The prospective External Party refuses to agree to comply with the Applicable Laws and to abide by this Policy;
- Any employee become aware that a prospective External Party engages in, or has been accused of engaging in, improper business practices;
- Any employee learns that a prospective External Party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a "special relationship" with foreign government officials;
- A government customer recommends or insists on use of a particular prospective External Party;
- The prospective External Party insists that its identify remains confidential or refuse to divulge the identify of its owners, directors or offices;
- The prospective External Party insists on receiving a commission or fee payment before committing to sign up to a contract with us, or carrying out a government function or process for us;
- The prospective External Party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made;
- The External Party requests that payment is made to a country or geographic location different from where it resides or conducts business;
- The External Party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- The External Party requests that a payment is made to "overlook" potential legal violations;
- The External Party requests that any employee provides employment or some other advantage to a friend or relative;
- Any employee receives an invoice from an External Party that appears to be non-standard or customized;

- The External Party insists on the use of side letters or refuses to put terms agreed in writing;
- Any employee notices that the Group has been invoiced for a commission or fee payment that appears large given the service stated to have been provided; or
- The External Party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to the Group.