

CRIMINAL COMPLIANCE POLICY

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1. PURPOSE OF THE POLICY

The Code of Ethics of **ITURRI, S.A.** ("ITURRI", the "Organisation", or the "Company") sets out the basic principles that must guide the day-to-day actions of all members of the Organisation. These principles, which are fully aligned with the Organisation's culture of integrity and respect for the rules it requires, contribute to the prevention and, where necessary, the eradication of malpractice in the conduct of its business activities.

This Criminal Compliance Policy (the "Policy"), linked to the aforementioned Code of Ethics, sets out ITURRI's commitment, as expressed by its Board of Directors, in relation to criminal compliance objectives.

It represents a further step towards realising the Organisation's commitment to preventing and avoiding, within a broader risk management framework, conduct that is irregular and/or poses a criminal risk to the Organisation.

Through this Policy, ITURRI formally expresses its commitment to maintaining, in the course of its business, conduct that respects the law and the ethical values that define it and which form the cornerstone of its operations. **This Policy requires all persons falling within its scope to comply with criminal law and prohibits the commission of criminal offences in the course of their duties.**

In this regard, ITURRI expressly establishes and declares a **policy of zero tolerance towards any conduct that contravenes the Code of Ethics, constitutes a criminal offence or poses a criminal risk to the Organisation, or is contrary to the law or ITURRI's internal regulations.**

For this Policy to be effectively implemented and to genuinely promote the adopted Criminal Compliance objectives, the commitment of the Board of Directors is essential; this commitment is demonstrated by the approval of this Policy and the provision of resources for the development of a Compliance Management System (the "System") that complements and enables compliance with it.

The Policy shall be made available and/or communicated to all relevant parties. In all cases, it shall be formally communicated to ITURRI's members, as well as to those companies or third parties with whom the Organisation establishes business relationships that may pose a risk higher than 'low', as described in section 2 of this Policy.

2. SUBJECTIVE, OBJECTIVE AND GEOGRAPHICAL SCOPE OF THE POLICY

2.1. Subjective scope

This Policy is binding upon and must be applied by all ITURRI members, regardless of the territory in which they are located.

For the purposes of this Policy, the following are considered members of ITURRI:

- The Board of Directors.
- Senior Management.
- Employees and professionals of the Organisation, whether self-employed or in an employment relationship, permanent, temporary or under a collaboration agreement or any other form of contract.

- Other persons carrying out ITURRI's corporate activities under the hierarchical supervision of any of the above.

Furthermore, and with the aim of fulfilling the due diligence obligations pursued by the Organisation when establishing relationships with third parties, **the content and commitment to compliance with this Policy extends to Business Partners, insofar as exposure for ITURRI may arise from participation in the management of an entity or from the mere fact of maintaining a business relationship with it.**

The term 'Business Partner' refers to third parties who are linked to, or are expected to become linked to, ITURRI. Business Partners are natural or legal persons with whom the Company has, or intends to establish, a business, corporate or commercial relationship and who are not considered members of the Company.

The application of this Policy shall be extended to Business Partners in accordance with the relevant due diligence procedure. In all cases, it shall be communicated to, and shall be binding upon, those companies and natural or legal persons who collaborate in the pursuit of the Organisation's corporate purpose in a necessary or essential manner and who may pose a risk of committing an offence to the Organisation that is higher than 'low' in accordance with internally established standards and classifications.

Finally, this **Policy shall also apply to all entities controlled by ITURRI.**

2.2. Scope

This Policy applies to the prevention and detection of criminal risks that may arise in the course of the activities carried out by ITURRI and the entities controlled by it – as defined in the Context and Scope document approved by the Organisation – and from which criminal liability may arise for the Organisation in accordance with the provisions of Article 31 bis of the Criminal Code.

ITURRI has identified the activities within the scope of which offences may be committed through a comprehensive identification, analysis and assessment of criminal risks, with the aim of preventing them, monitoring them appropriately and minimising the Organisation's exposure to risk. The risk assessment is duly documented in a matrix and a report setting out specific risk events for each type of offence.

In carrying out the identification, analysis and assessment of criminal risks, a distinction has been made between those risks related to the Organisation's corporate purpose and those unrelated to it. Given the nature of ITURRI's activities, particular attention must be paid to monitoring the controls associated with the following criminal risks that give rise to criminal liability for the legal person:

- Offences of workplace harassment and sexual harassment.
- Discovery and disclosure of secrets.
- Fraud and deception.
- Fraud against public authorities.
- Offences against industrial property.
- Offences relating to public and private corruption.

- Offences of misappropriation of public funds.

2.3. Geographical scope

With regard to geographical scope, ITURRI is domiciled in Spain and carries out its activities both nationally and internationally. From a jurisdictional point of view, the provisions of Article 23.2 of the Organic Law on the Judiciary must be taken into account; ITURRI may be held liable for acts carried out outside Spain by natural and/or legal persons linked to, or having business relations with, the Organisation, provided that such acts constitute an offence in this country.

3. PARAMETERS OF CONDUCT IN RELATION TO THE OBJECTIVES FOR CRIMINAL COMPLIANCE

Based on the analysis carried out of the main risks affecting the organisation in criminal matters, and in line with the Policy, the System is geared towards the prevention and, where applicable, the detection of criminal conduct that could render ITURRI criminally liable.

Within the Policy, the following details the conduct expected of those to whom it is addressed and the behaviour that is not tolerated under any circumstances, the commission of which may give rise to the corresponding liability, in accordance with internal or legal provisions.

In this regard, ITURRI:

- Strictly prohibits the commission of criminal offences in the course of its business activities.
- Requires compliance with criminal legislation, as well as with all sector-specific laws, of any rank, that are related to such regulations and the breach of which may give rise to criminal liability for the Organisation, including, but not limited to, the following:
 - Regulations on the fight against corruption.
 - Regulations concerning labour rights.
 - Regulations on the protection of personal data.
 - Competition law.
 - Regulations on the prevention and combating of money laundering.
 - Financial, accounting and tax legislation.
 - Environmental regulations.
 - Regulations on public procurement.
- Mechanisms have been established to oversee the System and this Policy (policies, controls, procedures, etc.). These will be reviewed periodically as part of **the continuous improvement process that underpins this Policy**. Those to whom these mechanisms apply are aware of them, and regular monitoring, communication and training activities are carried out.
- It requires business to be conducted in accordance with all procedures and protocols established at ITURRI.

- It will inform all employees and associated professionals of the criminal risks involved in their professional activities, and will provide them with the necessary tools and training to carry out their work with diligence, transparency, objectivity, respect and in compliance with current legislation and ITURRI's internal regulations; these interests shall, in all cases, take precedence over business results.
- It will pay particular attention to the conduct of ITURRI's business by its Business Partners.
- It has made an Internal Reporting System (the "System" or the "Channel") available to all members of the Organisation and third parties with whom it interacts. ITURRI members have both the right and the **obligation** to report, via the System, any suspicious or irregular acts or conduct that may contravene the Organisation's internal regulations, constitute a serious or very serious administrative offence, are suspected of constituting a criminal offence, a breach of labour law relating to health and safety at work, or where they may constitute a breach of European Union law in relation to its financial interests or which affect the internal market. The rights and safeguards of the Whistleblower and the Person Affected by a report can be found in the relevant System Policy approved by the Organisation.

4. ORGANISATIONAL MEASURES

ITURRI's Governing Body has appointed a supervisory and control body, known as the Compliance Committee (hereinafter the "Committee"), for the implementation and development of this Policy in particular, and of the System in general.

The Governing Body has entrusted the Compliance Committee with the supervision of the proper functioning and compliance with the System of which this Policy forms part. The Compliance Committee shall report to ITURRI's Governing Body.

In carrying out its functions, the Committee enjoys full independence, **autonomy and powers of supervision and control**. Its operating framework is set out in the "ITURRI Compliance Committee Statutes" (the "Statutes"), drawn up for this purpose.

Likewise, the Compliance Committee shall have **direct and immediate access** to the **Board of Directors**, senior management and all bodies and positions with decision-making authority, members of the Organisation in general and even business partners, with regard to any information, data and documents it may require in the exercise of its powers; it is authorised to request and receive the full cooperation of the Organisation's other bodies. This confers upon the Committee a position within the Organisation that enables it to request the full cooperation of the rest of its members.

In this regard, the aforementioned Statute stipulates that the Committee's main responsibilities shall be:

1. To identify, analyse, assess and, where necessary, update – using an appropriate methodology – the criminal risks which the System prevents, detects and manages.
2. Identifying, verifying and supervising the System's controls.
3. Monitoring and evaluating the System's performance.
4. To disseminate the compliance policy and obligations set out in the System, and to establish a documented information system for the System that is accessible to members of the Organisation.

5. To interpret the compliance system.
6. Align the System with defined criminal compliance objectives.
7. System Manager. To advise all members of the Organisation and to resolve any queries regarding the applicability of the System, the effective implementation of internal procedures and compliance with criminal compliance obligations.
8. To foster a culture of transparency.
9. To assist the Board of Directors and Senior Management in identifying criminal compliance obligations, legal risks, changes to relevant legislation, etc., and to provide them with advice on related matters.
10. To report periodically to the Governing Body on the status of the System through annual compliance reports, establishing the necessary reporting mechanisms for such periodic reporting.
11. To document the activities carried out in the operation of the System, including the criminal risk assessment exercise.
12. Review of the System.
13. Responsible for ensuring:
 - a) That indicators are in place to measure and monitor the System's performance.
 - b) That compliance obligations are properly integrated into the Organisation's policies, procedures, processes and other controls.
 - c) That members of the organisation are adequately trained in compliance matters and obligations, and that awareness of these issues is fostered amongst the organisation's members.
 - d) That all employees, managers, stakeholders and the Board of Directors are committed to complying with the legal requirements of the System, the Code of Ethics, ITURRI's internal regulations and to their continuous improvement.
14. ITURRI's Compliance Committee was appointed by the Board of Directors as the body responsible for the Organisation's Internal Reporting System.

ITURRI is firmly committed to **the continuous improvement** of the System, which is audited on an annual basis.

5. COMPLIANCE CULTURE AND GOVERNANCE IN THE FIELD OF CRIMINAL COMPLIANCE

The Organisation must **develop, maintain and promote a culture of criminal compliance at all levels of the Organisation**. In order to ensure the effective implementation of a culture of criminal compliance within the Organisation, as well as sound governance in this area:

- The Governing Body and senior management must demonstrate **visible, conscious and sustained adherence over time** to the standard of conduct required in each and every area of the Organisation, as well as towards business partners, in

in accordance with the standards of conduct set out in this Policy and in the Organisation's Code of Ethics.

- The Organisation must establish **roles and responsibilities in relation to criminal compliance**, so that all members are actively involved in meeting the compliance objectives.

5.1. Board of Directors

The Governing Body, in its ongoing exercise of the non-delegable responsibility for risk control at ITURRI, bears ultimate responsibility for the control of criminal risk, providing leadership and establishing the appropriate procedures and structures for its management. As mentioned above, the Board of Directors has approved a Code which stands as the highest-level internal standard and from which the System itself and the Organisation's business ethics derive.

The Board of Directors must demonstrate **its leadership and commitment** to the System, and must therefore:

- Establish and uphold, as one of ITURRI's fundamental values, that the actions of all members of the Organisation must always comply with the legal framework in general, and criminal law in particular, whilst promoting an appropriate culture of compliance within the Organisation.
- Adopt, implement, maintain and continuously improve the System to prevent and detect offences or to significantly reduce the risk of their commission.
- Provide the System, and specifically the Compliance Committee, with adequate and sufficient financial, material and human resources to ensure its effective operation.
- To approve this Criminal Compliance Policy.
- To periodically review the effectiveness of the System, amending it where necessary when serious breaches are detected or changes occur within the Organisation, in its control structure or in the activities it carries out.
- To ensure that procedures are established to define the Organisation's decision-making process and the implementation of decisions, thereby promoting a culture of compliance that guarantees high ethical standards of behaviour.
- To guide and support staff in order to contribute to the effectiveness of the System.
- To promote the continuous improvement of the System.

5.2. Senior management

Senior Management must **demonstrate leadership and commitment** to the System. To this end, in the performance of their executive duties, Senior Management must:

- Ensure that the System is properly implemented to achieve the criminal compliance objectives set out in the Criminal Compliance Policy and to effectively address ITURRI's criminal risks.
- Ensure the availability of adequate and sufficient resources for the implementation of the System.
- Comply with and enforce, both internally and externally, the Criminal Compliance Policy, ensuring that irregularities and non-conformities are dealt with immediately in order to rectify them.

- Communicate internally the importance of effective Criminal Compliance management, consistent with the objectives and requirements of this Policy and the System.
- To guide and support staff in order to ensure compliance with requirements and the effectiveness of the System in accordance with their role within the Organisation.
- To promote continuous improvement and support the various management roles in demonstrating leadership in the prevention of offences and the identification of criminal risks within their areas of responsibility.
- To integrate and encourage the use of procedures for reporting potentially criminal conduct that may affect ITURRI and its activities.
- Ensure that no member of the Organisation is subject to harmful conduct, reprisals, discrimination or disciplinary action for reporting, in good faith, breaches or well-founded suspicions of breaches of this Policy, or for refusing to participate in criminal acts, even if this leads to a loss of business for ITURRI.

Senior Management must **promote behaviour that fosters and supports criminal compliance. It must avoid and not tolerate behaviour that compromises criminal compliance.**

5.3. Role of the Compliance Function

In addition to carrying out the functions set out in section 4 and provided for in the Compliance Committee's Statutes, the Compliance function must **ensure and assess the Organisation's compliance culture**, taking into account the extent to which the requirements arising from this Policy, the Code of Ethics and the System in general are met, so that:

- Members of the Organisation understand the importance of criminal compliance obligations relating to their own activities.
- Members of the organisation are aware that these requirements have been implemented and understand the importance of criminal compliance obligations relating to their own activities.
- Criminal risks and non-conformities are mitigated and addressed at all levels of the Organisation.
- The role of criminal compliance and its objectives are valued.
- Staff are permitted and encouraged to raise their criminal compliance concerns appropriately.
- To understand, respect and cooperate with the role of the Compliance Committee.

5.4. Members of the Organisation

All ITURRI employees, whether internal staff or external contractors hired to manage the facilities, are obliged to be familiar with and comply with the provisions of this Policy. They must also comply with the compliance obligations defined and applicable to their respective roles and levels of responsibility. This includes actively participating in the reporting channels established by ITURRI, reporting any breaches of regulatory compliance of which they are aware, and raising any doubts or concerns with their line manager, the Compliance Officer and/or via the Internal Reporting System.

A culture of compliance is not merely a regulatory or structural matter; it requires an active and committed role **on the part of all members of the Organisation**. The effectiveness of the Compliance System depends, to a large extent, on individual and collective involvement in promoting an ethical and responsible culture.

Members of the Organisation must be involved in the operation of the System, assuming the roles and responsibilities delegated to them by the Compliance Committee, including monitoring internal procedures, collaborating in control and supervision activities, and carrying out the specific tasks assigned to them within the framework of the System.

6. CONSEQUENCES OF NON-COMPLIANCE

Any breach of the provisions of this Policy by ITURRI members shall be deemed a violation of the Policy and shall result in the imposition of sanctions and/or the taking of appropriate legal action, which may even lead to dismissal or termination of the employment relationship.

Where a breach of any of the provisions contained in this Policy or of those which elaborate on or supplement it has been established, ITURRI shall be entitled to impose the appropriate disciplinary sanctions depending on the seriousness of the breach, whilst in all cases complying with the Workers' Statute and the applicable Collective Agreement in the case of employees, and with the contracts entered into in the case of professionals, and without prejudice to any legal liabilities of any kind that such conduct may entail.

7. ACKNOWLEDGEMENT AND DECLARATION OF COMPLIANCE

This policy is available on the ITURRI website and will also be communicated:

- To all ITURRI members, by email, as well as through scheduled compliance training sessions.
- To all Business Partners who present, or may present to ITURRI, a risk higher than 'low'.

Furthermore, the Board of Directors, all members of senior management, the heads of the various departments or individuals holding positions that may be particularly exposed to the identified criminal risks, and, in general, all members of ITURRI shall sign a declaration of compliance in which they expressly acknowledge that they are aware of and understand the content of this Policy. These declarations of compliance shall be reviewed on a regular basis.

This Policy is available to members of ITURRI, Business Partners and, where applicable, stakeholders who wish to familiarise themselves with its content.

8. DEFINITIONS

- **Due Diligence:** an operational process designed to obtain and assess information to assist in the assessment of criminal risk.
- **ITURRI members:** members of the Governing Body, senior management, executives, permanent or temporary staff or those working under any collaboration agreement, and volunteers of an

organisation, as well as any other persons reporting to any of the aforementioned individuals.

- **Criminal Compliance Objectives:** the outcomes to be achieved in this area. These refer to the Organisation's zero-tolerance approach to criminal risks, as well as the establishment of measures aimed at their early prevention, detection and management. They may be strategic, tactical or operational in nature, and may relate to different disciplines, be applied at different levels, or pertain to specific projects, products or processes.
- **Compliance Committee:** a body vested with autonomous powers of initiative and control, entrusted with the responsibility of supervising the operation and observance of the criminal compliance management system.
- **Governing Body:** a group or body that has the fundamental responsibility and authority for the Organisation's activities, governance and policies relating to compliance, and to which senior management reports and is accountable.
- **Organisation:** a person or group of people who have their own functions, with responsibilities, authorities and relationships for the achievement of certain objectives.
- **Business Partners:** those natural or legal persons with whom the Organisation has, or intends to establish, business relationships, in the broadest sense, who are not members of the Organisation. These include, amongst others, developers, local partners, subcontractors, advisers, agents, commission agents, suppliers, intermediaries, representatives or investors.
- **Stakeholders:** natural or legal persons who may affect, be affected by, or perceive themselves to be affected by an activity or decision of the Organisation.
- **Compliance Policy:** an organisation's commitment, as formally expressed by its Governing Body, in relation to criminal compliance objectives.
- **Procedure:** a specific way of carrying out an activity or process.
- **Criminal risk:** risk associated with engaging in conduct that could constitute a criminal offence, in accordance with the regime governing the criminal liability of legal persons set out in the Spanish Criminal Code, or, in the case of entities lacking legal personality, with the regime governing ancillary consequences set out in the same legal text.
- **Criminal risk management system:** a set of elements within an organisation that are interrelated or interact to define and measure the extent to which criminal compliance objectives are achieved, as well as the policies, processes and procedures for achieving those objectives.