



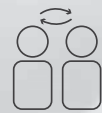
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# ANTI-CORRUPTION POLICY

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APPROVED AT THE ETHICS COMMITTEE MEETING  
HELD ON 27 MARCH 2018



# ANTI-CORRUPTION POLICY

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## PURPOSE

The purpose of this Policy is to develop the principles and values set out in the Code of Ethics of GARCÍA-MUNTÉ ENERGÍA, S.L. (hereinafter referred to as "GME") in relation with the company's commitment to preventing public and private corruption, as outlined in the aforementioned Code.

This Policy sets out criteria and procedures for preventing acts of public and private corruption and conflicts of interest that could arise in the ordinary business and marketing activities carried out by staff or other collaborators associated with the company, either with other individuals or public officials.

## SCOPE OF APPLICATION

This Policy is mandatory for all directors, managers and members of staff of GME and for all collaborators or third parties that maintain a relationship with the company, such as customers or suppliers.

Where a person has any doubts regarding the interpretative criteria of the Policy or as to whether or not the contents thereof are applicable to him/her, he/she should immediately contact GME's ethics department, using the following contact address for such purpose:

[compliance@garciamunte.com](mailto:compliance@garciamunte.com)

## DEFINITIONS

The term **corruption** is deemed to include any conduct aimed at requesting, granting or receiving any unjustified gift, benefit, advantage or compensation as consideration for obtaining favourable treatment.

The term **gift** is deemed to mean any favour, hospitality, present, handout or benefit received from a supplier or potential supplier, with "gift" also being deemed to include invitations to lunches or dinners, trips, trade fairs or events that are directly or indirectly funded by GME and that are not considered to be promotional expenses.

Corruption may be either of the following:

- **Private**, if the person requesting or receiving the gift, benefit or advantage is an executive, director, member of staff or collaborator of a private company, association, foundation or organisation.
- **Public**, if the person requesting or receiving the gift, benefit or advantage holds the position of public official.

## GOOD PRACTICES FOR ACCEPTING AND/OR OFFERING GIFTS

### GENERAL RULE FOR ACCEPTING GIFTS

Pursuant to the provisions in the Code of Ethics, GME's professionals may not receive, request or accept any gifts except in the cases expressly specified in this Policy.

In this respect, accepting gifts is allowed, except for those expressly considered to be prohibited by this Policy, within the following limits:

- **Gifts with a value of 50 euros or lower;** these may be accepted and this must be reported to the Ethics Committee using the form attached to this Policy as **Annex I.**
- **Gifts with a value of more than 50 euros;** this must be previously reported to the Ethics Committee by filling in the aforementioned form. In these cases, the Ethics Committee has

authority to refuse the acceptance or reception of the relevant gift. If the Ethics Committee deems a gift or other compensation that has been received is not acceptable due to not complying with the provisions in this Policy, it shall be returned to the customer or supplier that sent it by means of the relevant letter, a standard form of which is attached hereto as **Annex II.**

The aforementioned amounts are applicable per gift received and per calendar year.

Moreover, GME generally allows accepting promotional or courtesy gifts, in other words, objects including the distinctive signs of customers or suppliers that have a commercial, promotional or symbolic component (merchandising).

Providing a personal address or any other address than that of GME to customers or any other third party for the purpose of receiving gifts is expressly prohibited.

The Ethics Committee will compile and keep updated records of all gifts the acceptance of which has been reported and/or authorised or refused.

## GENERAL RULE FOR OFFERING GIFTS

GME's professionals may not offer, promise or provide gifts to any third party except in the situations expressly included in this Policy.

In this respect, offering gifts is allowed, except for those expressly considered to be prohibited by this Policy, within the following limits:

- **Gifts with a value below 150 euros;** these may be offered due to being considered small gifts.
- **Gifts with a value between 150 euros and 300 euros;** this must be previously reported to the Ethics Committee by filling out the form attached to this Policy as **Annex III.**
- **Gifts with a value of more than 300 euros;** this must be previously reported using the aforementioned form and must be authorised by the Ethics Committee, which has authority to refuse the offering or provision of the relevant gift.

The aforementioned amounts are applicable per gift received and per calendar year.

Notwithstanding the foregoing, gifts of small value that are considered GME merchandising due to including the distinctive signs thereof and being of a commercial, promotional or symbolic nature may be offered in all cases.

The Ethics Committee will compile and keep updated records of all gifts the offering and/or provision of which has been reported and/or authorised or refused.

## EXPRESSLY PROHIBITED GIFTS AND DONATIONS

Notwithstanding the foregoing, offering, promising, providing and/or accepting gifts, donations or any kind of benefit is strictly prohibited and will not be accepted in any case whatsoever, if:

- The purpose thereof is bribery,
- they are directly or indirectly intended for foreign or domestic public officials, leaders of political parties, holders of public office and/or candidates for such posts,
- the intention is to influence the person receiving them to adopt decisions compromising his/her impartiality and good judgement,
- the intention is to influence the person receiving them not to adopt or delay the adoption of decisions compromising his/her impartiality or good judgement,
- this is done due to the position held by the person receiving them,
- this is done within the context of or immediately after a public or private award process for a contract or tender in which GME is taking part.

## CHARITABLE DONATIONS AND SPONSORSHIPS

### GENERAL RULE

GME may grant financial support and sponsor causes for legitimate purposes, including charitable projects, sports and cultural events, etc. Granting such support and sponsorship must be approved by the Ethics Committee.

### DONATIONS TO POLITICAL PARTIES AND TRADE UNIONS

Donations to political parties and trade unions are deemed to mean payments in cash or in kind (such as the provision of facilities, products or services) made with the intention to support political parties, candidates or political initiatives.

Any kind of direct or indirect donations to political parties or trade unions in the name of GME or that could be considered to be to the benefit or on behalf of the company are prohibited.

## PROMOTIONAL EXPENSES

Due to the business performed by GME and its position on the market, the company may earmark resources for the purpose of holding events and carrying out promotional campaigns for its business activities.

If promotional expenses are used for sending gifts to suppliers or customers, all the provisions in section 4.2 of this Policy are applicable.

Where promotional expenses are for the purpose of inviting customers or suppliers to events, trade fairs and/or meals, such expenses must also comply with the criteria and limits set out in section 4.2 of this Policy. However, the report to the Ethics Committee as specified in section 4.2 may be made after the promotional expense has been incurred if the purpose thereof is to invite customers or suppliers to meals.



## CONFLICTS OF INTEREST

Staff members and persons associated with the company must avoid any conflicts of interest, always acting in the interests of GME above and beyond their personal interests.

For such purpose, situations where a conflict of interest arises are deemed to mean the following:

- . Using advantages in GME agreements and contracts for personal benefit when such advantages are not given to the other members of staff,
- . Using one's professional post or position at GME to obtain some kind of personal advantages such as, for example, invitations to trips, events or meals,
- . Contracting with third parties with family or personal ties without having obtained prior authorisation from GME's Board of Directors,
- . Using any kind of privileged information to obtain personal advantages or commit any illegal act,
- . Omitting, distorting or falsifying information to achieve personal goals.

In order to avoid conflicts of interest, GME's employees must follow the following good practices:

- . Any company employees carrying out business dealings or intending to carry out business dealings with a business partner in the name of GME must report in writing any conflict of interest related to him/her as a person or any other person associated with him/her that could arise from carrying out such business dealing.
- . Whenever GME staff find themselves in a situation that could cause a conflict of interest, they must report such situation to their immediate superior so that the latter may submit it for the consideration of the Ethics Committee or, failing that, directly to the Ethics Committee, so that the latter may advise on how to proceed.

## CONTRACTING WITH SUPPLIERS

GME is committed to only entering into and maintaining business relationships with qualified, reliable and reputable suppliers. The following mandatory requirements have been set in order to fulfil this commitment and achieve the utmost impartiality and objectivity when choosing suppliers:

- . A sufficient number of bids must be obtained (at least three, if possible depending on the sector) that meet the requirements set by the relevant department and such bids must clearly specify the price for the goods or services. If three bids cannot be obtained, evidence as to why this is the case must be provided.

- . The supplier assessment processes must be completed and new bidders must be invited as far as possible. Documentary evidence about the bidders taking part and the bids they submit must be kept at all times.
- . The most favourable bid (in other words, the one that offers the best quality/price ration) must be selected and, if the reason is not the price, the reasons or grounds for such choice must be specified.
- . Under no circumstances may business relationships be maintained with companies against which there are well-founded accusations of conduct involving the use of illegal or child labour, workers' rights violations or serious breaches of applicable environmental regulations.

GME will ensure that all agreements with suppliers include an ethics clause with the wording provided in **Annex IV**. If the supplier requires the use of their own ethics clauses, the Ethics Committee must review and authorise them to ensure they comply with the company's ethical standards.

In addition, in the event suppliers request their invoices be paid by wire transfer to current accounts other than the normal accounts held on file by GME, before making the payment the Administration and Finance Department will request a bank certificate proving the supplier is the holder of the new bank account, the standard form of which is attached to this Policy as **Annex V**.

## CONTRACTING WITH CUSTOMERS

GME is committed to only entering into and maintaining business relationships with customers who act in a reputable manner pursuant to the values and principles set out in the Code of Ethics. In order to fulfil this commitment, reasonable measures must be adopted aimed at verifying the professional standing, quality and integrity of each customer before entering into a binding business relationship. Therefore, the following minimum requirements must be met in the relationships maintained with GME's customers:

- . Where possible, at least two people must be present at business meetings held with customers.
- . There must be internal control of negotiations by means of keeping a record of the different stages thereof, the commercial offers, proposals and the terms thereof.
- . Under no circumstances may business relationships be maintained with companies against which there are well-founded accusations of conduct involving the use of illegal or child labour, workers' rights violations or serious breaches of applicable environmental regulations.

GME will ensure that all agreements with customers include an anti-corruption clause with the wording specified in **Annex IV**.

If the customer requires the use of its own anti-corruption clauses, the Ethics Committee must review and authorise them to ensure they comply with the company's ethical principles and values.

## RELATIONSHIP WITH PUBLIC AUTHORITIES

A list of persons authorised to negotiate and/or deal with national and international Public Authorities is attached hereto as **Annex VI**. GME categorically prohibits all other employees at the company from interacting with representatives of foreign or domestic Public Authorities in the name of the company or holding negotiations therewith unless this has received the express prior approval of the Ethics Committee.

## COMPLIANCE WITH THE ANTI-CORRUPTION POLICY

The obligation to ensure compliance with this Policy falls equally on GME's Ethics Committee and the heads of the company's different divisions.

Any breach thereof by the directors, executives and employees of GME will be investigated by the Ethics Committee pursuant to the provisions in the Protocol for the management, investigation and response to reports received through the reporting channel, with the repercussions set out therein, and may be penalised pursuant to the provisions in the Workers' Statute and the applicable Collective Bargaining Agreement.

Moreover, members of staff and third parties associated with GME who have become aware of conduct that violates this Policy have an obligation to report this through the reporting channel set up for such purpose, all the foregoing with full guarantees and confidentiality regarding the information and details they provide.

## ENTRY INTO FORCE, TERM OF VALIDITY AND REVIEW OF THE POLICY

This Policy was approved by GME's Ethics Committee on 27 March 2018, on which date it came into force, and has been mandatory within its objective and territorial scope as of such time.

The Ethics Committee will review the contents of this Policy on a regular basis to ensure it fully complies with the applicable regulations and international anti-corruption and regulatory compliance standards, notwithstanding any reviews that may be conducted as a result of reports received through the reporting channel.

Notwithstanding the foregoing, in the event there is a material legal, organisational or any other kind of change that warrants adapting and/or updating this Policy, the Ethics Committee will also immediately review and amend it.





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# ANNEXES

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## ANNEX I

### REPORT FORM FOR ACCEPTING GIFTS

Name of the person accepting the gift	
Position held within the company and department to which the person is assigned	
Full description of the gift and/or donation	
Approximate value of the gift and/or donation	
Source of the gift and/or donation	
Company to which the source of the gift belongs and post held therein.	
Are you aware of any other gifts and/or donations having been accepted from the same company or the same source by GARCÍA-MUNTÉ ENERGÍA, S.L. staff over the last twelve months?	
Justification for the gift and/or donation	
Date the gift and/or donation was received	

\_\_\_\_\_  
Signed: The Employee

\_\_\_\_\_  
Signed: The Ethics Committee

## ANNEX II

### **STANDARD FORM LETTER FOR RETURNING GIFTS OR OTHER COMPENSATION**

Dear Mr./Ms. [...],

We are writing to you to thank you for the gift/present you sent us on [...]; however, we regret having to return it pursuant to the provisions in our Code of Ethics and the internal policies and protocols of García-Munté Energía, S.L.

Yours sincerely,

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(Signature and position of the representative of García-Munté Energía, S.L.)



## ANNEX III

### REPORT FORM FOR PROVIDING GIFTS

Name of the person providing the gift	
Position held within the company and department to which the person is assigned	
Full description of the gift and/or donation	
Approximate value of the gift and/or donation	
Recipient of the gift and/or donation	
Company to which the recipient of the gift belongs and post held therein	
Are you aware of any other gifts and/or donations having been provided to the same company or the same recipient by GARCÍA-MUNTÉ ENERGÍA, S.L. staff over the last twelve months?	
Justification for the gift and/or donation	
Planned date for providing the gift and/or donation	

Documentary evidence of the value of the gift and/or donation in question is attached to this form.

\_\_\_\_\_  
Signed: The Employee

\_\_\_\_\_  
Signed: The Ethics Committee

## ANNEX IV

**ETHICS CLAUSE FOR AGREEMENTS WITH SUPPLIERS, CUSTOMERS AND OTHER PERSONS ASSOCIATED WITH GARCÍA-MUNTÉ ENERGÍA, S.L.**

"[The supplier/customer] acknowledges receipt of a copy of the Code of Ethics approved by the Board of Directors of GARCÍA-MUNTÉ ENERGÍA, S.L., which sets out the ethical values, principles and standards on which both the company and its staff, executives and directors base their actions.

Moreover, [the supplier/customer] acknowledges receipt of a copy of the Anti-Corruption Policy of GARCÍA-MUNTÉ ENERGÍA, S.L., which further develops the guidelines included in the "Prevention of public and private corruption" section of the Code of Ethics.

[The supplier/customer] states it has been duly informed of the commitment undertaken by GARCÍA-MUNTÉ ENERGÍA, S.L. for its business partners and other third parties with which it has a relationship to conduct themselves in a manner that is in accordance with both the values specified in the Code and the regulations included in the Anti-Corruption Policy.

In this respect, [the supplier/customer] undertakes to comply with labour regulations, upholding workers' rights and expressly rejecting the use of illegal or child labour and to comply with applicable environmental regulations.

[The supplier/customer] and GARCÍA-MUNTÉ ENERGÍA S.L. agree that strict compliance with the Code of Ethics and the Anti-Corruption Policy by the [supplier/customer] and third parties with which it has a relationship is an essential requirement for the purposes of the interests of GARCÍA-MUNTÉ ENERGÍA S.L. by virtue of this agreement. Therefore, lack of observance thereof will imply a material breach thereof or else an express condition subsequent agreed by both parties.

Therefore, having read and understood the documents received, [the supplier/customer] states that it agrees therewith and expressly undertakes to fulfil and ensure

fulfilment of the contents of the Code of Ethics and the Anti-Corruption Policy of GARCÍA-MUNTÉ ENERGÍA, S.L.

Breach of the Code of Ethics and/or the Anti-Corruption Policy by the [supplier/customer], either directly or indirectly through third parties with which it has a relationship, shall authorise GARCÍA-MUNTÉ ENERGÍA, S.L. to send the [supplier/customer] a warning in a written order. If it does not cease its conduct within a non-extendible term of five (5) business days, GARCÍA-MUNTÉ ENERGÍA, S.L. shall be authorised to unilaterally terminate this agreement, notwithstanding the compensation it shall be entitled to claim from the [supplier/customer] for the damages it may have been caused."

# ANNEX V

## STANDARD MODEL REQUEST FOR CHANGING A SUPPLIER'S BANK ACCOUNT

Suppliers of García-Munté Energía, S.L. wishing to change their bank account for the purpose of receiving payments for invoices must request this in writing by submitting the following form and attaching thereto a bank certificate proving they hold the bank account to which they intend to change. The Administration and Finance Department shall be responsible for filing such forms and the relevant bank certificates.

Name of the supplier/business partner	Director Financiero
National Identity Document Number (DNI)/Tax Identification Code (CIF)	Director de RR.HH.
Current bank account number	Responsable de Contabilidad
Number of the bank account to which the change is to be made	Coordinador almacenes
Do you guarantee you are the holder of the bank account to which you request the change is made?	

In this procedure, the supplier provides a copy of the bank certificate issued on \_\_\_\_\_, by the institution \_\_\_\_\_, which proves the requesting supplier is the holder of the bank account to which it wishes to make the change.

Name of the supplier:

In \_\_\_\_\_, on \_\_\_\_\_

\_\_\_\_\_  
(Supplier's signature)

## ANNEX VI

### LIST OF PERSONS AUTHORISED TO DEAL WITH THE EMPLOYEES OF PUBLIC AUTHORITIES

Mr. Daniel Cid	Human Resources Manager
Mr. José María Serena	Human Resources Manager
Mr. Javier Martínez	Warehouse Coordinator
Mr. Agustí Banús	Technical Manager
Mr. Esteve Balcells	Assistant Technical Manager
Mr. José María Rodríguez Brasas	Warehouse Manager
Mr. Juan Carlos Camarero	Warehouse Manager
Mr. Javier Pérez	Warehouse Manager

### LIST OF PERSONS AUTHORISED TO NEGOTIATE AND DEAL WITH PUBLIC AUTHORITIES

Mr. Emmanuel Serentill	Financial Manager
Mr. Carlos Goenaga	Operations Manager

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