

VERSION 1



CRIMINAL COMPLIANCE POLICY





Version Control

VersionDate		Author	Changes Made
01	07-02-2025	Ethics Committee	Initial Version

Approvals

Body	Date
Board of Directors of García-Munté Energía, S.L.	June 30 2025

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1. INTRODUCTION AND OBJECTIVE

García-Munté Energía, S.L. (GME), acting with the utmost respect for current criminal legislation and in accordance with best practices, has implemented a Criminal Compliance System within its organization. This System effectively guarantees that the company possesses all necessary elements, procedures, and controls for the effective prevention, detection, and response to the potential commission of criminal offenses.

The purpose of this Criminal Compliance and Anti-Corruption Policy (hereinafter, also the "Policy") is to describe the general principles of compliant and anti-corrupt behavior that should govern the actions of all professionals of the Group and the foundations of the Criminal Compliance System (hereinafter, also the "System"), as well as to reflect the GME Group's principle of zero tolerance for the commission of any illegal act, especially those of a criminal and anti-corruption nature, all in accordance with GME's absolute commitment to respect the applicable and current regulations in all jurisdictions in which it operates, complemented by the Group's own internal regulations.

In line with the foregoing, this Policy is framed within the Criminal Compliance and Anti-Corruption System of the Group, and its content is inspired by the provisions of the corporate Code of Ethics, which sets forth the ethical values and principles of behavior that are directly applicable to all professionals who are part of the Group and to the external counterparties with which GME interacts. Therefore, all obligations

that derive from the System are mandatory for the administrative bodies, managers, employees, and external collaborators of GME and those companies in which the company holds control .

All of the foregoing confirms that the GME Criminal Compliance and Anti-Corruption System is the establishment of a structured and organic system of procedures, internal regulations, surveillance and control activities, training, and monitoring, which contributes to the generation of a genuine culture of compliance within the business Group, with the ultimate goal of preventing the commission of criminal offenses or significantly reducing that risk, for which it provides an adequate framework for the definition, review, and achievement of the objectives of criminal Com-



2. SCOPE OF APPLICATION

2.1. SUBJECTIVE SCOPE

This Policy is corporate in nature and is therefore mandatory for all members of the governing bodies, management, and, in general, without exception, regardless of their position, responsibility, occupation, or geographic location, and applies to all personnel of the companies that comprise the GME Group, hereinafter collectively referred to as "the Personnel." For the purposes of this Policy, the "GME Group" refers to the parent company, García-Munté Energía, S.L., and those companies, existing or that may be incorporated in the future, over which GME holds or may hold (directly or indirectly) control.

Compliance with this Policy will also be promoted among suppliers, clients, and other business partners with whom the GME Group interacts in the various jurisdictions in which it operates.

2.2. OBJECTIVE SCOPE

The operations within whose scope of offenses that must be prevented can be committed are the following:

- Purchase, sale, distribution, and, in general, all activities related to the trading of solid and biomass fuels, natural gas, and electrical power
- National and international land transport operator
- Waste management
- Maritime charters

The main risk areas within these operations are the following activities:

- Customs procedures for import and export
- Negotiation with counterparties
- Traceability, veracity, and legitimacy of documentation associated with merchandise
- Logistics, risk prevention, and storage at GME facilities
- Timely and proper compliance with obligations to the public administration
- Origin and destination of the assets and financial resources utilized by the GME Group



3. GENERAL PRINCIPLES OF BEHAVIOR

Without prejudice to the provisions of the Code of Ethics and other internal regulations of the GME Group, the actions of the recipients of this Policy must comply with the following general principles of behavior regarding Compliance:

- **Compliance with legality and internal regulations** : respect for the Law and the principle of zero tolerance towards the commission of illegal acts constitutes a fundamental principle of the Group. All personnel have a primary and unavoidable duty to comply with both current legislation and the internal regulations applicable to them in the exercise of their functions and professional responsibilities, and especially with the principles and values set forth in the Code of Ethics.
- **Respect for GME's corporate image and reputation** : considered a highly valuable asset that contributes to generating a perception of an integrated and respectful organization with stakeholders (internal and external). Personnel must exercise the utmost care and due diligence in preserving the image and reputation of the Group in all their professional activities, including public appearances.
- **Independence and transparency in relations with third parties** : personnel must always act with impartiality, honesty, and loyalty, maintaining an independent perspective free from any external pressure or particular interest.
- **Collaboration in the consolidation of an ethical and Compliance culture** : personnel must contribute to the consolidation

of an ethical and Compliance culture by participating in all training sessions organized on ethics and regulatory Compliance, consulting internal regulations related to this area, and promoting such practices among colleagues.

- **Supervision and continuous improvement** : All personnel, especially those in positions of responsibility, must participate in the execution, supervision, and observance of control measures implemented for regulatory Compliance within the Group. They are required to collaborate with the Ethics Committee and/or the local Compliance Delegate in the scope of their duties pertaining to the criminal Compliance System. Furthermore, the Group ensures that the Compliance Function/local Compliance Delegates and the criminal Compliance System are allocated sufficient resources for their effective operation and continuous improvement
- **Reporting of possible irregularities** : To prevent or, as applicable, detect any irregular conduct that may arise within the Group, it is essential for personnel and third parties to collaborate and report any knowledge or suspicion of non-compliance with legislation, the Code of Ethics, and other internal Group regulations through the corporate Ethics Channel. The detection of an irregular act by personnel may lead to the application of applicable disciplinary or sanctioning measures, or, where appropriate, the termination of the commercial relationship with the third party in question

4.

FOUNDATIONS OF THE CRIMINAL COMPLIANCE AND ANTI-CORRUPTION SYSTEM

The System comprises various elements that, when combined, ensure an adequate control mechanism for the prevention of criminal risks:

4.1. GOVERNANCE MODEL

GME has efficiently established a three lines of defense system, which assigns roles and responsibilities in Compliance matters to the various bodies and responsible parties within the GME Group involved in the supervision of the corporate Criminal and Anti-Corruption Compliance System.

Within the aforementioned system, the governing body holds fundamental responsibility and authority for the GME Group's activities, governance, and policies, being therefore responsible for adopting and ensuring the effective execution of the Criminal and Anti-Corruption Compliance System. Senior management must demonstrate leadership and commitment regarding the System, supporting the Board and actively contributing to the consolidation of an ethical culture within the organization. The Criminal and Anti-Corruption Compliance body, the Ethics Committee, is defined as a collegiate corporate body with autonomous powers of initiative and control, that enjoys an adequate level of authority, autonomy, independence, and professionalism. Its essential mission is to ensure compliance with legality and the ethical and regulatory Compliance principles of the Group, as well as the consolidation of a true ethical culture within the Group.

4.2. MATRIX OF CRIMINAL RISKS AND CONTROLS

This involves the identification and evaluation of risks that may impede the achievement of the organization's objectives. The analysis of activities where crimes could be committed, potentially leading to the criminal liability of the legal entities within GME's business group, is performed jointly by the Ethics Committee and the various process owners. Particular attention is given to the Compliance Officer, who possesses firsthand knowledge of the inherent risks within the company in which they operate. Risk assessment is conducted considering both its impact (the damage that could be inflicted upon the organization should the risk materialize) and its probability (the frequency with which the risk is likely to materialize).

4.3. TRAINING, COMMUNICATION, AND AWARENESS

The training of individuals involved in risk activities, as well as those who are tangentially associated with them, is crucial for the System's operation and the establishment of a genuine culture of compliance within the organization. For this reason, training activities are conducted at a global organizational level and specifically for identified high-risk areas, as detailed in GME's Training and Communication Plan.

The Ethics Committee will be supported by the



4. GENERAL PRINCIPLES OF BEHAVIOR

Compliance Delegates for the implementation of global training or communication initiatives.

Different job positions necessitate distinct training requirements, as their exposure to risk varies. With the objective of focusing resources and efforts on the most affected areas, without neglecting those that pose a lower risk, at GME, training needs are established based on job category.

4.4. SUPERVISION, VERIFICATION, AND CONTINUOUS IMPROVEMENT MODEL

The Ethics Committee, with the assistance, where applicable, of the Compliance Delegates, is entrusted with the management and supervision of the System. It is responsible for its review and updating whenever new risk scenarios are identified, or there are changes in the organization's processes or activities, in order to ensure its suitability, effectiveness, and continuous improvement.

For all these reasons, the System is under constant supervision to ensure that it always remains within the parameters defined by applicable regulations, subjecting any incident that may arise to analysis for prompt resolution, all within the

powers attributed to the Ethics Committee by the Board of Directors and to the Compliance Officers.

4.5. INTERNAL INFORMATION SYSTEM – ETHICS CHANNEL

Should there be any non-compliance with applicable current legislation or with the organization's internal policies or procedures, the Ethics Committee, along with the Compliance Officers where applicable, will coordinate the relevant investigation to ascertain the veracity of the facts

All GME personnel, as well as its clients, suppliers, and other commercial partners and collaborators, must report any non-compliance or well-founded suspicion of non-compliance with GME's internal regulations or applicable current legality, via the ethics channel provided to them.

Likewise, an email address is available to staff and any third party, through which all types of queries related to regulatory compliance can be submitted:

compliance@gme.energy





4.6. DISCIPLINARY SYSTEM

Due to GME's strong commitment to establishing not only a highly effective crime prevention System but also a genuine culture of compliance among its employees, managers, and administrators, it is necessary to implement a disciplinary system to ensure the achievement of these objectives. This system will address potential deviations from the ethical and compliance culture that must always prevail at GME.

For this reason, any non-compliance with the applicable legislation in force, this Policy, or any other mandatory internal rules of the GME Group will entail, where appropriate, the application of measures outlined in GME's Sanctioning Regime.

4.7. AUDITORÍA

To ensure the validity of the System and this Policy, its effectiveness, and its alignment with best practices in the field, an audit of the Criminal Compliance System will be conducted biannually. This frequency may be extended to triennially if, during that period, no circumstances have arisen that necessitate a review or modification of the System.

The audit may be conducted either internally or by engaging an external specialized firm, in compliance with the audit requirements stipulated in the Criminal and Anti-Corruption Compliance Manual.



5. CRIMINAL COMPLIANCE AND ANTI- CORRUPTION OBJECTIVES

The objectives regarding Criminal and Anti-Corruption Compliance must:

- ✔ Implement preventive, detection, management, and mitigation measures for risks related to criminal and anti-corruption compliance.
- ✔ Ensure the operability and effectiveness of a communication channel for complaints and inquiries regarding potential non-compliance, responding in a timely manner and adopting corrective measures when necessary.
- ✔ Identify, evaluate, and manage the compliance risks associated with the Group's various operations and activities.
- ✔ Monitor the System, employing metrics to detect potential non-compliance, control failures, or areas for improvement, ensuring its continuous update and optimization.
- ✔ Establish specific internal policies and promote training and dissemination programs to consolidate a culture of compliance and adherence to norms, aligned with the Group's corporate values.
- ✔ Provide support and reports to the governing body and senior management, facilitating the fulfillment of their duties pertaining to Criminal and Anti-Corruption Compliance.

The objectives shall be subject to periodic review, establishing the necessary measures for their correct and effective achievement. To this end, the Criminal and Anti-Corruption Compliance Body, as previously established, possesses the requisite authority, autonomy, independence, professionalism, and resources for this purpose.

6. APPROVAL, CONTINUOUS IMPROVEMENT AND DISSEMINATION OF THE POLICY

The content of this Policy, and its future revisions, is approved by the Governing Body of García-Munté Energía, S.L.

Likewise, the administrative bodies of the other companies within the Group adhere to the present Policy, committing to comply with and enforce its content, and to ensure its integration into their respective organizations.

The Policy shall be subject to continuous review and improvement by the Ethics Committee, and in any case annually, especially when regulatory or social circumstances,

business or any other nature may require. In any case, the Policy shall be reviewed annually. Within the framework of the Policy review, the Committee will be supported by the local Compliance Delegates, who shall report on any necessary adaptations in accordance with applicable local legislation.

This Policy has been made available to all Group personnel and third parties through the appropriate channels, and its content is disseminated through training and communication initiatives.



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