



Compliance Anti-corruption Policy



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1. Purpose

The purpose of this document is to describe for the **HAFESA GROUP** the framework of its commitment to the highest ethical standards and regulatory compliance, in line with the values and commitments contained in its Code of Ethics and Behavior, aware of the relevance of an adequate management of certain situations that may involve a risk of corruption.

In this regard, **GRUPO HAFESA** has a policy of zero tolerance of any act of bribery or corruption, whether in the public or private sector, adhering to the strictest principles of integrity, objectivity and honesty.

In addition, the Organization promotes that its actions be perceived by third parties with whom it interacts as opposed to fraud and corruption, whatever their form.

To this end, it is crucial to establish guidelines applicable to all the companies of **GRUPO HAFESA**, so that the limit between permissible corporate practices and illegal practices that are not allowed in the Group is clearly established.

This Policy is integrated into the management system for the prevention of criminal risks of **GRUPO HAFESA** and within the framework of zero tolerance for corruption and bribery.

This document shows two basic lines of action in the fight against corruption:

1. management of gifts and attentions and,
2. management of situations of conflict of interest

2. Scope

The content of this Policy is mandatory for every member, employee, and professional of the Companies VIRENA PARTICIPACIONES S.L.U, GRUPO HAFESA SUMINISTROS ENERGÉTICOS, SL, HAFESA ENERGÍA S.L.U, DBA MOTRIL, S.A., HAFESA OIL S.L.U, GASOLINERAS AMISTAD S.L.U, HAFESA LOGÍSTICA S.L.U, DBA TERMINALES Y LOGÍSTICA S.L.U, DBA BILBAO PORT S.L.U, DBA OCAÑA, S.L., DBA FERROL PORT SL, AHX INTERNATIONAL OIL SIGLO XXI S.L.U, AHX ENERGY LTD (CYPRUS), GLOBAL MERIDIAN CONSULTING S.L.U, ALKAZAR BUSINESS SL, MARAL INVERSIONES Y CONSULTORES S.L.U, PETRÓLEOS ASTURIANOS, SL, HAFESA DISTRIBUCIÓN OIL SIGLO XXI, SL, HAFESA DISTRIBUCIÓN DE HIDROCARBUROS, SL, HAFESA SUMINISTROS DE HIDROCARBUROS, SL, HAFESA DEPÓSITOS DE HIDROCARBUROS, SL, HAFESA MOBILITY, SL y AHX OIL ITALIA, SLR (hereinafter jointly called "GRUPO HAFESA" or "The Group", indistinctly), and its contents will rule any decision-making process concerning its (i) internal, or (ii) third-party relations for the development of the tasks associated to the position held and professional performance.

3. Definitions and abbreviations

3.1 Definitions

- A **gift** is considered, in the context of business relationships, any good or service that is delivered or received in an open and transparent manner, as a sign of consideration or gratitude.
- An **attention** is understood as any act, generally of a social nature, offered or received in the context of commercial relations. Attentions may include, without prejudice to other matters that may meet the same requirements, events, meals, business meetings, conferences, travel, or others.

3.2 Abbreviations

- No special definitions apply to this procedure.

4. Reference documents

- Organic Law 1/2019, of 20 February, amending Organic Law 10/1995, of 23 November, of the Criminal Code, to transpose European Union Directives in the fields of finance and terrorism, and to address international issues.
- Royal Legislative Decree 1/2010, of 2 July, approving the consolidated text of the Capital Companies Law.
- Spanish Standard UNE 19601:2017, Management System for criminal Compliance
 - Spanish Standard UNE 31000:2009, Risk management. Principles and guidelines.
 - Spanish Standard UNE 37001:2017, Antibribery management systems.

5. Responsibilities

Described throughout the document.

6. Description

6.1 Regulated behaviors

6.1.1 Corruption and bribes

Anti-corruption policy is intended to be a practical and effective tool for the proper management of certain situations that may pose a risk of corruption.

We consider **anti-corruption** the avoidance of the following situations:

- Illegal financing of political parties or political corruption: that is, the avoidance of conduct aimed at obtaining undue advantages and influences, through improper interference in political action, as well as by non-compliance with the rules on financing political parties in exchange for political favors.
- Corruption in business, through payments, or by means of an economic or decision-making nature, to obtain an economic benefit or not, which is likely to be considered an undue advantage that damages competition, as well as any other economic or legitimate interest of the parties at stake.
- Bribery or payoff to a public official, by offering or delivering a consideration or gift in exchange for the action or omission of said official in favor of **GRUPO HAFESA**.
- Payments or bribes aimed at obtaining undue influence on partial decision-making by authorities or regulators (influence peddling).

Bribery is understood as offering, promising, delivering, demanding or accepting an undue advantage as an incentive to perform a morally reproachable action, which will generate a benefit to both parties.

Both crimes, may take part in our daily activities, through the offer and acceptance of gifts, trips, entertainment, job offers, award of contracts, etc. This procedure emphasizes the express prohibition of bribery and any other behaviors that may imply any type of corruption in any of its forms, establishing for it an action framework within the organization.



6.1.2 Gifts and attentions

6.1.2.1 Definition of concepts

In this section, a series of patterns and guidelines to be followed by all members of the organization (employees and management team) in terms of gifts and attention are established.

A **gift** is considered, in the context of business relationships, any good or service that is delivered or received in an open and transparent manner, as a sign of consideration or gratitude.

An **attention** is understood as any act, generally of a social nature, offered or received in the context of commercial relations. Attentions may include, without prejudice to other matters that may meet the same requirements, events, meals, business meetings, conferences, travel, or others.

GRUPO HAFESA, establishes, as a general rule, not to adopt as common practice, the delivery or reception of attentions and gifts, apart from the following exceptions:

- Corporate gifts with the **GRUPO HAFESA** logo (pens, notebooks, etc.)
- Promotional items or brand souvenirs.
- The material used in meetings, seminars, conferences that have the logo of **GRUPO HAFESA**.
- Invitation to own promotional events.

6.1.2.2 Applications

In accordance with the above, the members of **GRUPO HAFESA** will not accept, nor offer as common practice, any kind of gift or attention.

However, and in accordance with the common commercial practices for the attraction of customers, a request mechanism is established hereby for the reception and offer of attentions and gifts.

6.1.2.3 Gifts

In the event that any member of the organization considers it advisable to make a gift, it must comply with the following rules of action, prior to delivery:

- An application must be made by submitting the form established for that purpose (ANNEX I). Request for approval of gifts and personal attentions, which will contain a brief description of the type of gift, its cost and the reason of the need or importance of making the gift.
- It will be sent to the corresponding Compliance Officer, who after analyzing the motivation of the applicant will have to determine whether the gift is approved. Additionally, any gift **exceeding ONE HUNDRED EUROS (€100) must be approved by the Compliance Committee**.

In any case, the gifts included within these exceptions:

- must not have a disproportionate value;
- nor be carried out with the intention of influencing the recipient to perform his/her functions inappropriately to obtain business with **GRUPO HAFESA** or a commercial advantage; and
- its frequency and scale should not be excessive.

6.1.2.4 Attentions

The attentions by the members of GRUPO HAFESA, will only be justified when they are carried out on the occasion of promotional activities, or explanation of services (invitation to own promotional events), or some occasional meal.

Attentions must meet the following requirements:

- When the invitation exceeds **THIRTY EUROS (€30) per guest, the express approval of the Compliance Committee** will be required to assess the reasons taken into account for the invitation.

The request for approval of the Compliance Committee must be made in the form established for that purpose (see ANNEX I), which must be duly completed.

However, the attentions included in these exceptions must (i) not be of disproportionate value; (ii) nor be carried out with the intention of influencing the recipient to perform his/her functions inappropriately to obtain business with **GRUPO HAFESA** or a commercial advantage; and (iii) their frequency and scale should not be excessive.

6.1.2.5 Specific guidelines on gifts and attentions in relation to civil servants and public administrations

With general character, the gifts and invitations to civil servants are considered inappropriate behavior and are prohibited in any circumstance or situation, except in those where each and every one of the following seven conditions are met:

- That they have the express validation of the Compliance Committee of **GRUPO HAFESA**.
- That they have a clear and obvious reason – that does not require explanation – and be proportionate to it.
- That they do not go beyond the usual, social and courtesy uses.
- That they are carried out with full transparency. This condition is considered fulfilled if the gift or invitation resists the test of publicity: Would it affect the reputation of **GRUPO HAFESA** or would commitment to ethical values be questioned if the gift or invitation appeared in the media?
- That the gift or attention of **GRUPO HAFESA** is registered in the Register of Gifts, Attentions and Charitable Contributions (see ANNEX II).
- That the settlement of expenses is carried out following the ordinary procedures established in **GRUPO HAFESA**.

In addition, it should be noted that it is not allowed to request the so-called facilitation payments, that is, the delivery of small amounts of money to civil servants, in order to achieve the completion or expedition of certain routine formalities (customs, licenses, etc.).

6.1.2.6 Charitable contributions

GRUPO HAFESA – after the study by the Compliance Committee – will allow charitable contributions to recognized, registered and reputable foundations or charitable associations; avoiding, in any case, any conflict of interest.

Donations or contributions to political parties are strictly prohibited.

6.1.2.7 Registration and documentation

Gifts, attentions and charitable contributions (points 3.2.1, 3.2.2, and 3.2.3) given and/or received by **GRUPO HAFESA** or one of its members must be accurately reflected in the Registry of Gifts, Attentions and Charitable Contributions. The mentioned Registry is attached as ANNEX II to this procedure.

Therefore, once given or denied by the Compliance Officer, the acceptance or delivery of a gift, and/or attention, it must be recorded in the Registry of Gifts, Attentions and Charitable Contributions.

6.2 Conflict of Interest

6.2.1 Definition and risks of conflict of interest

The definition of conflict of interest covers the duties of confidentiality and loyalty that each of the members of **GRUPO HAFESA** must observe in the performance of its functions.

Any situation of objective risk where the personal interest of one of the parties involved enters into conflict, for any reason, with the best corporate interest of **GRUPO HAFESA**.

In any case, a conflict of interest shall be considered to exist, when in the same person or area of decision, at least, two conflicting interests coincide, that condition the impartial or objective provision, operation, or function of the service in which it is detected.

This situation generates a breach of impartiality or objectivity in decision-making, as well as a potential threat to the corporate interests of **GRUPO HAFESA**, its strategy in the market, or its objectives of respect for ethical rules and regulatory compliance.

Conflicts of interest that originate within the organization and that are not properly detected, communicated and managed, may have serious reputational, legal, and / or financial consequences, significantly affecting the interests of **GRUPO HAFESA**.

A conflict of interest may cause an effective harm to the organization, but the mere perception or belief of its existence can result in reputational damage.

In any case, it should be noted that the behaviors reflected in this document as constituting a possible conflict of interest require effective management, in accordance with what will be provided in the following points.

The image that **GRUPO HAFESA** projects to society depends largely on the activity developed by the organization, in all its areas of action, and the behavior of the people that are part of it. Failure to comply with these patterns of action may result in non-compliance with the values, principles and ethical standards established within the organization.

6.2.2 Diligence of the Members of the Administration Body and of the Management Team

All levels of the organization must show the highest level of commitment to professionalism, impartiality and objectivity that must be observed in the decision-making process, starting from the Administration Body and the Management Team itself.

To this end, in the decision-making process, they must know and respect their commitment to:

- Comply with the loyalty duties imposed by legislation, the Articles of Association, and the internal regulations of GRUPO HAFESA.
- Fulfill the corresponding duties of loyalty. In this regard, they may not use the name of GRUPO HAFESA or of the Group itself, nor invoke their position in relation to it, to carry out transactions on their own account or by persons linked to them.
- Similarly, they may not make investments or any transactions related to the assets of the Organization, of which they have become aware as a result of their position, when the investment or operation has been offered to any company of the Group or any company of the Group had an interest in it, provided that the Group did not dismiss such investment or operation without the influence of the member of the Administration Body or the Management Committee, if appropriate.
- Communicate situations of conflict of interest, direct or indirect, to the Administration Body. In any event, the person concerned shall refrain from intervening in the operation to which the conflict relates.

Conflict of interest situations encountered by the Administration Body of the Organization will be documented in the relevant annual compliance report.

6.2.3 Types of conflict of interest

The different conflicts of interest that may be detected within the organization may be classified in the following categories:



6.2.3.1 Internal Conflict of Interest

Conflicts of interest with interested parties will be identified as those in which the interests of **GRUPO HAFESA** are opposed to those of the collaborating companies, business partners, and other employees.

6.2.3.2 Conflict of interest with interested parties

Conflicts of interest with interested parties will be identified as those in which the interests of **GRUPO HAFESA** are opposed to those of the collaborating companies, business partners, and other employees.

6.2.3.3 Conflict of interest with suppliers and third parties

These will be identified as those in which the interests that enter into conflict with those of **GRUPO HAFESA** are the interests of service providers or business partners, with whom the entity contracts for the performance of its functions.

In contracting with business partners or with third parties and suppliers, to determine the possible existence of a personal conflict of interest, the following factors must be considered:

- a. Existence of a personal relationship with partners or participants of the entity with which contracting is intended;
- b. Existence of a personal relationship with directors or administrators of the company with which contracting is intended;
- c. Existence of spouses or persons linked by kinship relationships, in direct or collateral line, by consanguinity or affinity up to the third degree in the entity with which contracting is intended.
- d. Any of the persons indicated in the previous point (c) holds a position in the entities that belong to the group of the company with which contracting is intended.
- e. Any person referred to in point (c) participates directly or indirectly in an entity with which contracting is intended, having a stake of at least 25% of the share capital.

6.2.3.4 Conflict of interest with public authorities and administrations

Are those conflicts in which the interests of **GRUPO HAFESA** enter into conflict with a public administration or any kind of authority.

6.2.4 Analysis, verification, and resolution of conflicts of interest

6.2.4.1 Obligation to Declare Conflicts of Interest

All members of the Group, at its different levels, have the obligation to inform **GRUPO HAFESA** of the existence of a potential conflict of interest, as well as those cases in which the conflict already exists.

6.2.4.2. Analysis or Consultation Phase

In order to verify the existence or not of conflicts of interest, before initiating any type of contractual relationship, the employee involved, or anyone who has knowledge of the possible conflict of interest, must inform the Compliance Officer of **GRUPO HAFESA** indicating:

- Name of the third-party with whom contracting is intended;
- Description of the conflict of interest situation detected;
- If they are available, the following data must be provided:
 1. Tax data.
 2. If it is a legal entity belonging to a group of companies, the parent company must be indicated.

6.2.4.3. Verification phase

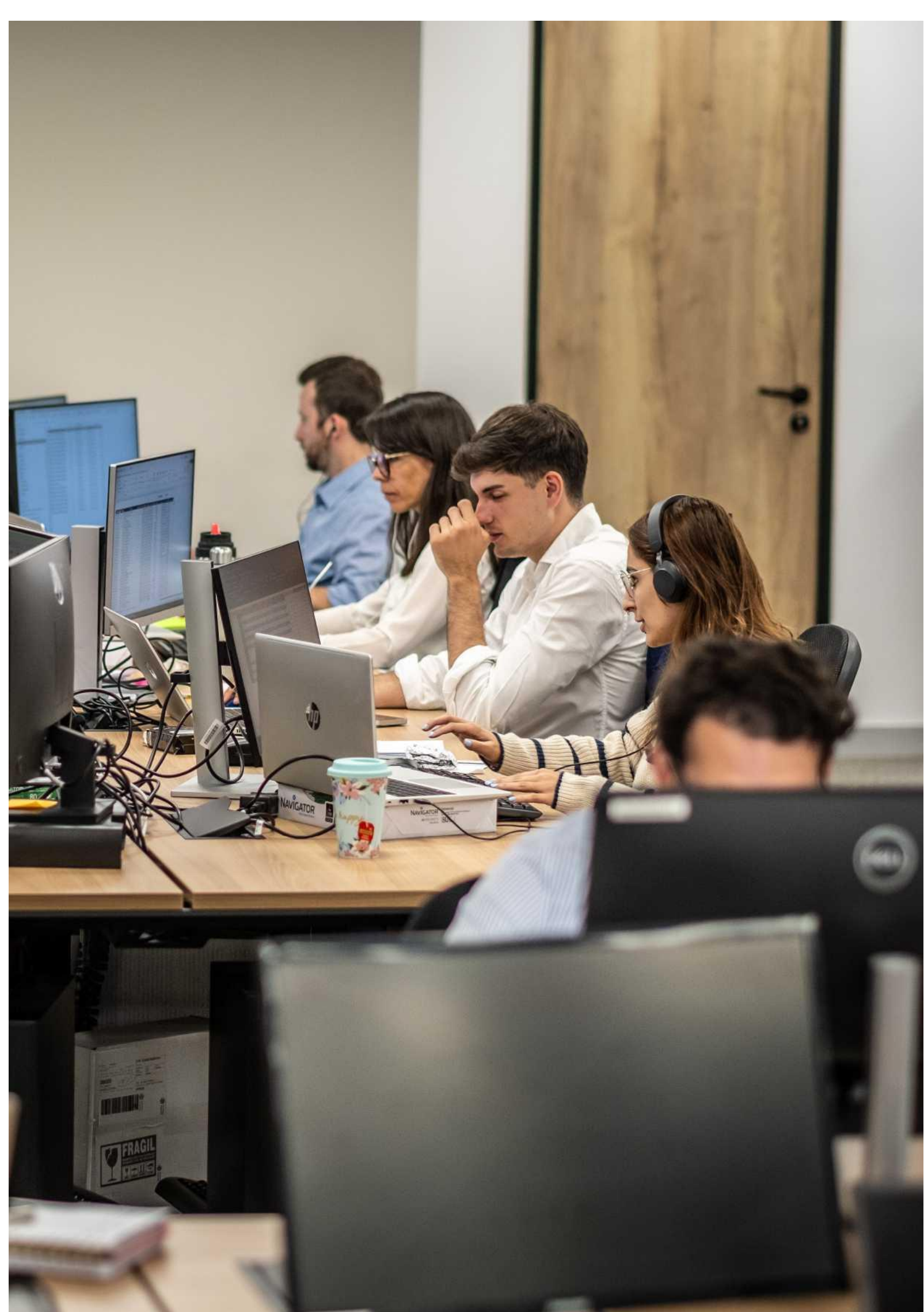
The Compliance Officer of **GRUPO HAFESA** will receive the queries made and will verify in the different databases available, the possible existence or not of conflicts of interest, **within the following 48 hours.**

6.2.4.4. Evaluation and Resolution Phase

Once the conflict of interest has been assessed by the Compliance Officer, taking into account all the characteristics of the case, all opinions and possible interpretations, as well as the search for the best interest and maximum compliance with ethical and regulatory standards by **GRUPO HAFESA**, it may decide:

- That said conflict of interest is not surmountable and, therefore, the person responsible must abstain from any kind of act, advice or contracting of the service, because this will cause a “non-conformity” with the corporate or strategic interest of **GRUPO HAFESA**.
- That said conflict of interest may be overcome, but it is necessary to limit, qualify or reduce its effects by applying basic mechanisms of due diligence, such as the establishment of limits, for example, the imposition of guarantees of inter-departmental confidentiality with a specific business partner, as well as, where appropriate, the use of control measures to access to information of a specific business partner.
- The conflict may be overcome, but the report of diligence must be provided succinctly and with greater depth, in a reinforced way, with the adequate scope, content, application of confidentiality mechanisms, and including the possible consequences of the aforementioned situation, This must be carried out, if appropriate, by the person responsible for the area concerned to be carried out, if appropriate, the person responsible for the area affected by the alleged conflict of interest.

In any case, the previous resolution will be documented in a report that will contain a motivated statement of the reasoning that has led to the corresponding classification of the potential conflict of interest analyzed.



6.2.4.5. Exceptional cases: Conflict of interest with the Compliance Officer

In cases of conflict of interest in which the Compliance Officer or any of the members of the Compliance Committee, notice must be given to the Management of the organization and they must refrain from participating in the resolution of the conflict of interest.

6.3 Compliance and Surveillance

In order to ensure compliance with these policies, in addition to the control functions exercised by the Compliance Committee, and as indicated herein, any situation or indication of non-compliance with this Policy, as well as any violation of the principles of the Code of Ethics, and any other violation of European Union law, serious or very serious, and criminal or administrative infringements, may be reported through the Global Suite Solutions, the internal information channel (hereinafter, the “Ethical Channel”) of **GRUPO HAFESA**.

Therefore, **GRUPO HAFESA** has adopted an internal communications channel through a computer tool – Whistleblower software – owned by an external third party, which is accessible through the following link and allows to make queries or lodge complaints:

<https://whistleblowersoftware.com/secure/hafesa>

In addition, there is the possibility to make a communication, by way of a personal or telematic meeting in the internal information system of **GRUPO HAFESA**, at the request of the informant.

Therefore, the employee or third party who has indications or suspicions of a behavior that goes against the policies and procedures of **GRUPO HAFESA** and/or legal provisions, which may result in the materialization of a criminal risk, must immediately inform about it, through the Ethics Channel.

GRUPO HAFESA guarantees the prohibition of the adoption of reprisals against the good faith informant, and that the identity of the complainant and the situation communicated will be treated with absolute and strict confidentiality, in accordance with the provisions of the existing regulations on the matter.

The Compliance Committee is responsible for processing and investigating communications received through the Ethics Channel.

6.4 Review and improvement

This document should be reviewed periodically to detect possible weaknesses or points of improvement, by updating and/or improving the contents deemed necessary.

It must also be reviewed, in the event of any regulatory update and/or of internal business processes that may be affected by this procedure.

The Senior Management, in the exercise of the powers delegated by the Administration Body of **GRUPO HAFESA**, —and the bodies committed to the effectiveness of the Code of Ethics and the policies implemented as a result of the Crime Prevention and Detection

System— may assess and propose, where appropriate, any improvements deemed necessary, so that the activity of GRUPO HAFESA and all the related staff conforms to the guidelines of conduct described in this procedure.

6.5 Approval and Entry into Force

This Anti-Corruption Policy shall enter into force on the day following its approval by the Administration Body.

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GRUPO HAFESA