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1. Review History

Revision No.	Date	Cause for Review
00	27/03/2025	Approval of the Document by the Board Directors of Greening Group Global, S.A.

2. Objective

The objective of this Policy is to establish a series of procedures, rules and control instruments, prioritising transparency and good corporate practices, in order to prevent, avoid and correct any type of action or conduct related to fraud, corruption or misuse of funds.


3. Scope of application and validity

This Policy shall apply to all companies within the Greening Group in any country (to the extent possible, in accordance with the applicable law in each case), which are directly or indirectly owned by Greening Group Global, SA as parent company, as well as to all those that may join it in the future, (all of which are collectively referred to as "**GREENING**").

In addition, this Policy is also applicable, where appropriate, to joint ventures, temporary joint ventures and other equivalent associations, when one of the GREENING member companies assumes their management.

Likewise, it shall also be applied by all persons who make up GREENING, (among others, its employees, managers, directors and persons related to them, hereinafter "**Staff**") as well as those others who collaborate and/or have relations of any kind with GREENING (including, but not limited to, its clients, suppliers, business partners, third parties and/or any other collaborators who provide services to the Group and/or with whom it has commercial and/or similar relations, all of which are broadly referred to as "**Third Parties**" or "**Collaborators**").

This Policy shall enter into force upon approval by the Board of Directors of the parent company, and shall have an indefinite duration, notwithstanding the fact that it may be modified or revised in accordance with the needs of GREENING, the social reality and the applicable legislation at any given time.

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In this regard, this Anti-Corruption and Anti-Bribery Policy will be published through the following channels: (i) Intranet; (ii) Mass email communication; and (iii) Placement on the Corporate Sharepoint.

Any modification or revision of this Policy shall be duly communicated to the Personnel of the companies comprising the Group.

4. GREENING's commitment to the Anti-Corruption and Anti-Bribery Policy

In accordance with the values set out in its Code of Ethics and Conduct, GREENING undertakes to comply with the strictest principles of integrity, objectivity and honesty, so that its activity is perceived by all agents related to it as being opposed to fraud and corruption in any form.


In this way, the company must ensure good practices in its business activity, demanding ethical behaviour from all members of the company, and committing itself to fight against any form of corruption and refraining from any conduct that exceeds the limits of legality and professionalism, and rejects unethical practices aimed at inappropriately influencing the actions and will of both personnel and third parties, in order to obtain advantages or benefits for the company.

The company remains neutral with respect to the different political options existing in the national territory, without making any kind of contribution, financing or donation to political parties, their representatives or candidates.

Any behaviour that could constitute extortion or bribery within the framework of the company's economic activity is prohibited, as is the use violence or intimidation for the purpose of obtaining a benefit or advantage over competitors.

In the context of this Policy, all persons providing services in or for GREENING must perform their duties with integrity and transparency, avoiding and pursuing conduct that could be considered as acts of fraud, corruption or bribery in all its manifestations.

Therefore, the Board of Directors, department heads and staff members should be aware of how mismanagement or fraudulent practices may arise in their area of responsibility. It should also be emphasised that, even if the error is not characterised as wrongful, it may

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The Compliance Body must be informed of such situations in both cases.

In this regard, it should be emphasised that, for the sake of the company's transparency, any service provided or received by GREENING must be legitimate and must be properly documented and accredited by means of contracts and other documents that are relevant in each specific case. Likewise, the company guarantees that it faithfully reflects, in accordance with current legislation, all the actions or operations carried out by the company.

In with the above, and in order to reinforce ethics and transparency as a core value, the company has established a robust control system, specifically designed to prevent and detect, to the extent possible, acts of fraud, bribery and corruption and to correct their impact, should they occur.

GREENING therefore undertakes to implement this policy on preventing and combating corruption and bribery, and all GREENING Personnel are fully aware of contents, as well as of the permitted and prohibited conduct.

5. Definitions

- **Bribery:** Bribery is an offer, promise, giving, solicitation or acceptance of an undue advantage, money or any other property, as an inducement to persuade and obtain something unlawfully.
- **Corruption:** Corruption is the misuse of functions or means (either by oneself or through intermediaries) by a public official or public authority for private enrichment; or the misuse of private power in relation to a business outside the scope of the administration.
- **Civil servant:** a civil servant is considered to be a civil servant, both at national level and in any country of the European Union or abroad:
 - any person holding a legislative, administrative or judicial office or employment.
 - any person exercising a public function for a public body, a public enterprise or a public international organisation.
 - any official or servant.
 - any person to whom it is assigned and who is exercising a public service function consisting in the management of financial interests or making decisions about those interests.

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6. Corruption and Bribery Related Offences

Offences commonly related to corruption and bribery in criminal law are bribery, trading in influence, conflict of interest, money laundering, embezzlement of public funds, extortion, corruption between private individuals, fraud and illegal financing of political parties.

In order to prevent the commission of these crimes, GREENING has implemented a series of measures and obligations included in the group of Policies and Protocols of Good Governance and Corporate Transparency of the GREENING Compliance Programme.

6.1. Conflict of Interest

A conflict of interest refers to any situation in which the decision-making powers of a person in a position may collide with personal interests, leading to decisions or actions that benefit that person, entity or a third party, rather than the company. This affects the objectivity of the decisions taken.


The existence of a conflict of interest generally entails a duty to abstain from making decisions, and even the incompatibility to hold a certain position in the company.

As foreseen, a conflict of interest situation may arise if persons belonging to the entity have or show indications of having private or personal interests that affect the performance of their duties in an independent and integral manner. For these purposes, we understand private or personal interest to mean the existence of any possible advantage that entails a benefit for oneself or for related persons (related persons being understood as: the spouse of a person related to the entity or a person with whom he/she has an analogous affective relationship; ascendants, descendants and siblings; and their spouses; as well as the ascendants, descendants and siblings of the spouse; persons other than the above who have any contractual relationship or direct or indirect economic interest); and also the companies in which the above have a majority holding or are controlled by the above.

The conflict of interest may be economic in nature or be the result of political or national affinities, family or sentimental relationships or any other type of relationship or common interests.

Conflict of interest can arise in different situations and manifest itself in different ways. Examples include the following:

- Conflict of interest in the contracting of third parties:

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If an employee has a personal relationship with a Third Party, it could favour him/her in the selection process, regardless of whether he/she is the best choice for the company.

If a worker receives gifts or inducements from a Third Party in exchange for securing a contract, this creates a conflict of interest.

- Conflict of interest in project selection:
 - ✓ If an employee has investments in a specific project, he/she could influence the company's decision to favour that project.
 - ✓ If a worker is involved in several projects competing for the same resources, he or she may prioritise one over another for personal reasons.
 - ✓ Conflict of interest in the recruitment of staff:
 - ✓ Hiring family members or close friends without following a fair and transparent selection process can lead to conflicts of interest.
 - ✓ If the hiring of a candidate could financially benefit an employee or the company indirectly, this is also a conflict of interest.
- Conflict of interest in the award of tenders:
 - ✓ Accepting bribes to award contracts to certain suppliers or contractors.
 - ✓ Using confidential information to benefit certain bidders.
- Conflict of interest in relations with third parties in the public sector, hereinafter referred to as "conflict of interest".

("Public Administration"):

 - ✓ Attempting to influence decisions of public officials to obtain benefits for the company. Offence known as Undue Influence.
 - ✓ Make facilitation payments to public officials to speed up administrative procedures.


GREENING Staff should report their suspicions through the Whistleblowing <https://whistleblowersoftware.com/secure/CanalDenunciasGreeningGroup>

The Compliance Body shall have 7 working days to respond to such a complaint.

The obligation to disclose such potential conflicts of interest arises as soon as the person concerned becomes aware of such a situation.

In the communication made, the person must identify him/herself, provide his/her contact details, as well as indicate whether the conflict of interest situation affects him/her personally or any person related to the employees of the entity.

The potential conflict of situation should be described in as much detail as possible, as well as all the elements that are relevant to provide a full explanation.

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In the event that the Compliance Body confirms the existence of the conflict of interest, the affected person must immediately refrain from or cease the actions he or she was out, or not participate in the taking of decisions in which his or her impartiality may be impaired. However, if the Compliance Body denies that there is a conflict of interest, the person concerned may carry out the action that is the subject of the consultation without hindrance.

Since conflict of interest situations can occur in different ways, many of them may give rise to some doubt and GREENING Staff can make an enquiry via email compliance@greening-group.com. GREENING's Compliance Officer will try to resolve any doubts as soon as possible.

6.2. Bribery

This offence consists of soliciting, offering or accepting gifts, favours or retribution to a public official to commit an administrative offence in the exercise of his or her office. In other words, it is a bribe to an authority or public official by means of a price, a gift or a favour in exchange for performing or omitting to perform an act inherent to his office, and also when he unjustifiably delays an act that he must perform.

In this context, we can distinguish between two types of bribery, active and passive. Active bribery is committed by the private individual who corrupts or attempts to corrupt the public official or authority with gifts, presents, offers or promises. Passive bribery is committed by the official who solicits or receives the bribe.

Thus, the purpose of the bribe or gift may be that the public official carries out an illegal act or fails to do what he or she is obliged to do, although there is also an offence when the purpose of the bribe or gift is a legal act.

6.3. Influence peddling

It is an offence aimed at influencing a person holding a public office to make an unjust decision with the intention of directly or indirectly obtaining a financial benefit, either for oneself or for a third party.

This offence can be committed when an authority or public official influences another authority or public official, when a private individual influences a public official or authority or when a subject offers to exercise influence.

Unlike the offence of bribery, it is not necessary for any kind of financial reward to be involved in order to achieve the intended purpose.

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6.4. Money laundering

It consists of concealing or disguising the origin of illicitly obtained profits so that they appear to come from legitimate sources.

In this regard, we should refer to GREENING's Prevention of Money Laundering and Terrorist Financing Policy.

6.5. Extortion

It consists of forcing a person by means of violence or intimidation to perform or omit to perform a legal act for profit and to the detriment of his or her assets or those of a third party. The legal assets of the crime of extortion are freedom, physical integrity and property. This offence can be committed by any individual, and the victim is the subject on whom acts of violence or intimidation are carried out in order to violate his or her will.

6.6. Embezzlement of Public Funds

It is a crime against public administration that consists of the misappropriation or diversion of public resources by an authority or public official, for his or her own benefit or that of a third party. This offence undermines the proper administration of public resources and undermines confidence in the institutions responsible for the well-being of society.

This offence can be committed by public authorities and public officials responsible for the administration and management of public property (this includes those officials responsible for the administration of funds, the awarding of contracts, the granting of subsidies and the carrying out of public works, among other functions). The liability of the subjects committing this offence may be individual or joint, depending on their degree of participation in the offence, and may also extend to those private individuals who collaborate or are accomplices in the commission of the offence.

Legal persons may also be criminally liable for the offence of embezzlement of public funds, in cases where disloyal or improper conduct is carried out by their legal representatives or persons acting on their behalf and for their benefit, whereby companies and organisations may be sanctioned for this offence if they are found to have participated in the embezzlement of public resources.

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6.7. Fraud

This is an illegal act carried out by one or more of the natural or legal persons responsible for monitoring the performance of public or private contracts in order to obtain some advantage by harming the interests of another.

Fraud is mainly characterised by the use of deception to obtain some benefit to the detriment of another person or institution, but unlike the offence of fraud, fraud does not require the existence of financial gain.

The crime of fraud covers multiple sectors, but in this case we will refer to fiscal or tax fraud, such as tax evasion, and fraud committed by an authority or public official acting by virtue of his or her position.

6.8. Private-to-private corruption

It is an offence that occurs by accepting or soliciting, offering or promising a benefit or advantage, such that it is not required to be actually received or delivered in order to be committed.

This offence can be committed by the person who receives, solicits or accepts an unjustified benefit or advantage, as well as by the person who promises, offers or gives it.

This offence punishes the corruption of directors, managers, employees or collaborators who are part of a company.

6.9. Illegal financing of political parties

It is committed when the receipt or delivery of donations or contributions of private origin to political parties, which exceed the legally established threshold of party financing, is carried out as lawful forms of financing of political parties, whether they come from natural or legal persons.

This Policy together with the Corporate Governance and Transparency Policies and Protocols of the GREENING Compliance Programme aim to implement measures to prevent the commission of these crimes.


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7. Measures to Prevent Corruption and Bribery

GREENING will put in place a series of measures to prevent and avoid such situations:

With the aim of achieving greater transparency, GREENING will adopt the following general anti-bribery and anti-corruption measures and procedures to help prevent, identify and deal with unlawful conduct that may occur within the company:

- Knowledge and acceptance of this Policy by all members of the entity.
- Identify the risk of fraud, corruption and bribery that the company can reasonably anticipate.
- Analyse the scope, impact and likelihood of the commission of infringements or offences related to these risks and analyse and assess the risks identified.
- Assess the adequacy of the design and effectiveness of existing controls.
- Ensure that controls are in place over decision-making in relation to transactions of higher than low bribery risk. The decision-making process and the level of authority of decision-makers should be appropriate to the level of bribery risk and free from actual or potential conflicts of interest.
- Training courses for GREENING Staff to provide them with the appropriate knowledge and guidance against bribery or corrupt behaviour.
- Conduct regular bribery and corruption risk assessments and maintain due diligence on business transactions.
- Implement the need for two signatures on work approvals.
- Verification of the register of requests for the provision/acceptance of gifts, presents and invitations to travel, meals and events and their respective authorisations or refusals and their reasons.
- Comply with the entity's policy on gifts, invitations, donations and collaborations.
- Ensure that the enterprise does not engage in, or withdraws from, any transaction in which it cannot adequately manage bribery risk.
- Use of the Whistleblower Channel.
- Conduct internal audits to assess the entity's compliance with this Policy and with the requirements of ISO 37001.
- Rectify any problems identified with bribery and corruption by adapting an appropriate action plan and corresponding measures.
- Maintain accurate and precise financial , records and reports within the entity.
- All economic transactions (however small the amount) must be duly supported by documentary evidence containing the identification

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of the Third Parties, specifying the intervening parties, the concept for which they intervene, the object of the operation and its amount.

- Special attention will be paid to any transaction, irrespective of the amount involved, which may be particularly susceptible to fraud and/or corruption.
- Retain for at least 10 years the documents relating to the operations and relations carried out.


In addition, GREENING Staff, especially persons holding positions that, due to their functions and responsibilities, carry a certain risk in relation to integrity and corruption, shall abide by the following rules in the performance of their work:

7.1. Recruitment

- Selection processes for new employees must be carried out objectively, taking into account the objective characteristics of the candidate, following an appropriate selection process.
- No candidate shall be discriminated against on the grounds of sex, race, religion, political ideology, etc. The selection process shall be impartial, guaranteeing in all respects that equal opportunities and non-discrimination among candidates.
- Recruitment shall not be made on the basis of financial interest, or where the recruitment of the candidate would give rise to a direct or indirect benefit to the candidate.
indirect, of any kind for the company in the future, in relation to a third party.
- Candidates' files will be checked and references will be requested and verified prior to recruitment.

7.2. Contracting Third Parties and/or Collaborators (Private Sector)

- The selection and contracting of Third Parties and/or Collaborators should be done in a fair and transparent manner, ensuring that decisions are made on the basis of quality, price, and other relevant factors, and not by personal interests or favouritism.
- All new contracts and renewals of existing contracts with GREENING's Third Parties and/or Partners shall include a clause or annex declaring their awareness of and adherence to this Policy (**ANNEX I Adherence to the Anti-Corruption and Anti-Bribery Policy**).
- The possible existence of conflicts of interest and the economic sense of the proposal will be analysed.
 - If the contracting of a new Third Party or Collaborator implies the existence of a relationship with a member or client of the company, the Compliance Officer shall be informed in the terms stated in the contract.

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in this policy, to authorise the initiation of the business relationship with it.

- The GREENING Third Party Due Diligence Protocol shall be complied with.
- The GREENING Protocol for Gifts, Invitations, Donations and Sponsorships must be complied with.
- Check existing information business registry databases, databases of national and EU bodies, or through the use of data mining tools to identify suspicious patterns or anomalies in the information to the Third Party or Collaborator.
- A detailed analysis and evaluation of purchases and services received by Third Parties and regular Collaborators will be carried out on a regular basis, assessing relevance. These analyses shall be carried out by the heads of internal audit and/or the Compliance Body.


7.3. Contracting with the Public Administration

The relationship with the Public Administration must be based on the principles of transparency, integrity, objectivity, impartiality and legality, and therefore these general guidelines must be followed:

1. Comply with the values, principles and standards of conduct of the Code of Ethics and Conduct.
2. Comply with internal Protocols for Gifts, Invitations, Sponsorships and Collaborations as well as Third Party Due Diligence.
3. Supervise and verify the veracity and integrity of the information provided to the Public Administrations.
4. Proper preservation and custody of all documentation exchanged with the public sector by the person designated for this purpose.

In addition, it is strictly forbidden in GREENING:

- Offering or giving to a public official any kind of gift, reward or personal benefit that exceeds what are considered customary courtesies, whether to the official, an interposed person, his or her family members or an entity in which the official participates.
- Making facilitation payments, i.e. giving small amounts of money to public officials to expedite routine administrative procedures, even if such payments are common and socially accepted in some countries where GREENING operates.
- Influencing a public official or authority by taking advantage of personal relationships to obtain a resolution that benefits or avoids a loss for the company, Staff or Third Parties.
- Asking any third party, on one's own behalf or on behalf of the company, for remuneration, payment or reward in exchange for unduly influencing a public official.

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8. Communication through the Whistleblowing Channel

GREENING Personnel who become aware of any fact or that there are indications that any conduct is being carried out that may constitute a breach of this Policy have the duty to inform the Compliance Body as soon as possible, using the company's Whistleblowing Channel for this purpose.

These communications shall be strictly confidential and shall not cause any prejudice to any employee who, acting in good faith, has reported any conduct which, in his or her opinion, might be contrary to the good practices set out in this document.

Communications shall be made in accordance with the provisions of the Whistleblowing Channel Policy, and shall include the identification of the complainant and the conduct reported.


It should also be added that, during the investigation process carried out by the Compliance Body, Staff are obliged to cooperate by making available all relevant information and providing interviews if necessary.

GREENING Staff may also inform the Compliance Officer of situations that raise doubts as to whether or not they actually involve a violation of the provisions of the Anti-Corruption and Anti-Bribery Policy. These doubts should be raised through the e-mail address compliance@greening-group.com for resolution.

9. Disciplinary System

Failure to comply with any of the rules and principles set out in this Policy will be examined in accordance with the internal procedures of the entity, as well as the applicable regulations in force, so that a sanction proportionate to the infringement committed will be imposed.

It should also be taken into consideration that, depending on the seriousness of the breach or conduct and the damage that such a breach may cause to the entity, a decision will be taken to classify the unlawful behaviour a breach of contractual good faith or as negligence in the workplace (for the purposes of determination under labour law), and may even lead to termination of the contract.

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The Board of Directors shall proceed to impose the appropriate sanction upon receipt of the Report on Findings provided by the Compliance Body.

9.1. Infringements

GREENING staff shall be governed, in terms of infringements and penalties, by the regulations: laws, regulations, agreements, etc., in force in the country in which the contract has been formalised.

However, the following, classified according to its seriousness, is given as a guideline:

- **Serious infringements** shall constitute **serious infringements**:
 - ✓ Participation in acts of fraud and petty corruption.
 - ✓ Failure to comply with the duty to identify third parties.
 - ✓ Lack of or improper special scrutiny of certain suspicious transactions.
 - ✓ Inadequate preservation of documents.
 - ✓ Lack of cooperation with the Board of Directors
 - ✓ Disclose that information has been communicated to the Compliance Officer, the head of department or senior management, that the Compliance Officer, the head of department or senior management is examining whether any transactions could be linked to fraud, bribery or corruption.
 - ✓ Failure to take appropriate measures to ensure that GREENING Staff are aware of these regulations and this Policy.
 - ✓ Failure to comply with the performance standards in this Policy, where minor harm results.
- These are **very serious infringements**:
 - ✓ Participation in acts of fraud or corruption of a major nature.
 - ✓ Breach of the obligation of confidentiality.
 - ✓ Unjustified failure to report suspicious conduct, where prima facie evidence is known to exist or where it is certain that an event or transaction was related fraud, bribery or corruption.
 - ✓ Failure to comply with the rules of conduct set out in this Policy when such failure has serious consequences for the company, its Third Parties.
 - ✓ Participation in acts of fraud, bribery or corruption through wilful or negligent conduct.

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9.2. Sanctions

By virtue of the previous paragraph, GREENING will impose the sanctions established in the legal, regulatory or conventional norms in force in the place where the contract was formalised and following the procedure contemplated therein.

However, in any case, the following penalties shall be imposed for the commission of serious misconduct:

- Private reprimand.
- Public reprimand.
- Suspension from employment and pay from 1 to 20 calendar days.

In the case of persons working in positions of responsibility, in addition to the above sanctions, they shall be suspended for one year.

The following penalties shall be imposed for very serious infringements:

- Private reprimand.
- Public reprimand.
- Suspension from employment and pay from 21 days to 60 days.
- Disqualification from holding positions of responsibility for up to five years.
- Dismissal.

If the entities that collaborate with GREENING have participated in the acts of fraud or corruption described herein by majority decision of their management or with the consent of the latter, such collaboration shall be interrupted with them, without prejudice to their duty repair the damage and harm caused. In the event serious and very serious breaches, the perpetrators shall be obliged to repay the amounts defrauded or corrupted, as well as to make full compensation for the damages caused.

10. Training

All members of GREENING must know and understand the content of this Policy, and the corresponding training of its members will be carried out in order to fulfil this objective.

This Policy will be communicated through the appropriate information sessions, and will also be disseminated during the initial training for new personnel joining the company, who will be given this document.

Likewise, it shall be borne in mind that any modification of this Policy shall be duly communicated and explained to all the entity's Personnel.

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Once the training sessions or events have been completed, the company shall make a documentary record of them, which shall be updated with each new training session or event.

Likewise, the company shall organise training actions on the prevention of fraud, corruption, bribery and conflicts of , and shall also promote the provision of courses specifically aimed at personnel in positions which, due to their characteristics, are suitable for detecting events or operations that may be related to fraud, corruption, bribery, money laundering and the financing of terrorism, by training these persons.

11. Follow-up and Review

To ensure compliance with this Policy, all actions of an economic nature will be subject to internal control and monitoring of operations.

Therefore, once situations of conflict of interest or bribery and corruption have been identified, the measures described above will be put in place and must be monitored and supervised as necessary to fulfil the purpose of reducing the risks of such misconduct occurring on a regular basis.

The Compliance Body shall be responsible for ensuring that a proper assessment has been made and that the measures implemented to prevent bribery and corruption are being complied with and are having an effect.

It should also be stressed that this document is not static, but will be reviewed periodically and, if necessary, its updating or modification will be considered whenever it is deemed appropriate or whenever the company's circumstances have changed.

12. Annexes


Annex I: Anti-Corruption and Anti-Bribery Policy Endorsement Document

Name of the company:

Name of Signatory:

Position/Relationship with the

Company: Date:

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DECLARATION OF MEMBERSHIP

I, [Name of Signatory], residing at [Address of Signatory], hereby declare that I have read, understood and adhere to GREENING's Anti-Corruption and Anti-Bribery Policy.

COMMITMENTS

I agree to comply with all the principles and standards set out in GREENING's Anti-Corruption and Anti-Bribery Policy.

I undertake not to offer, promise, give, give, solicit or accept bribes or facilitation payments under any circumstances.

I pledge to act with transparency and honesty in all my business interactions and to report any conduct that may constitute a conflict of interest or a violation of policy.

I undertake to cooperate fully with any internal or external investigation related to possible violations of the Anti-Corruption and Anti-Bribery Policy.

DECLARATION OF CONFLICT OF INTEREST

I declare that there are no conflicts of interest that could affect my impartiality and objectivity in my business dealings with GREENING. Should any conflict of interest arise, I undertake to notify GREENING's Compliance Officer immediately.

Signed by:

Position:

Signature: _____

Date:

Accepted by GREENING

Name of GREENING Representative: Position:

Signature: _____

Date:

Annex II: Acceptance of the Anti-Corruption and Anti-Bribery Policy

(To be submitted completed and signed)

Mr./Ms., employee of the company, hereby states that they have been provided with GREENING's Anti-Corruption and Anti-Bribery Policy, and confirms that they have read, understood, and accepted it, thereby committing to comply with the due diligence procedures it contains.

Inon ofof 20...

Mr/Ms.....