



exus



Ethics Code for Suppliers

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REVISION HISTORY

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1 INTRODUCTION

EXUS MANAGEMENT RENEWABLES, S.L.U. (hereinafter, the "**Company**") and its subsidiaries (together with the Company, the "**Group**" or "**EXUS**")¹ have, in the ordinary course of their business, dealings with third parties of various kinds that are essential to the conduct of their business, but which involve counterparty risks that must be properly managed.

2 ETHICS CODE FOR SUPPLIERS

This Code of Ethics for Suppliers (hereinafter, the "**Code**") outlines the ethical principles, commitments, and standards of conduct that EXUS requires from all individuals and entities within its supply chain, including suppliers, contractors, subcontractors, and external collaborators (hereinafter, the "**Suppliers**").

EXUS believes that ethical, responsible and sustainable behaviour must be present at all stages of its business activity. It expects its Suppliers to share this commitment and to act in accordance with the highest standards of integrity, legality and sustainability. This Code complements contractual commitments and does not replace applicable law or EXUS internal policies.

2.1 Scope of application

This Code is applicable to all EXUS Suppliers, irrespective of their geographical location, sector of activity or specific contractual relationship. EXUS may require express acceptance of the Code by signing a document of adherence, which is attached as **Annex I** to this Code, contractual inclusion or by other formal acknowledgement mechanisms.

EXUS reserves the right to verify compliance with the Code and to adopt the measures it deems necessary in the event of non-compliance, including the termination of the contractual relationship.

2.2 Suppliers' commitments and responsibilities

Suppliers, as essential members of the EXUS value chain, play a key role in promoting responsible, ethical and sustainable business practices. Consequently, compliance with the commitments set out in this Code is not only an obligation derived from its formal acceptance, but also a specific manifestation of alignment with EXUS' corporate values, such as integrity, transparency, legality, social responsibility, sustainability and the environment.

This Section details the guiding principles that must govern the actions of Suppliers in all their relations, activities and processes directly or indirectly linked to EXUS. These principles are articulated around key areas that reflect EXUS' strategic commitments and responsibilities in relation to people, the business and the market, the environment and the management of information assets and protection.

EXUS expects its Suppliers not only to strictly adhere to the contents of this Code, but also to be proactive in identifying, mitigating and preventing ethical and compliance risks within their own operations and supply chains. It also calls for these commitments to be extended, as far as possible, to its own suppliers, contractors and subcontractors, thereby promoting a responsible and resilient business model that is consistent with international best practice.

- i. Behavioural patterns in relation to PEOPLE: commitments and responsibilities
 - Suppliers shall ensure safe and healthy working conditions, complying with all applicable health and safety regulations.
 - Suppliers are required to treat each other with respect, with zero tolerance for harassment, bullying or any other form of violence or discrimination.
 - Suppliers should take active measures to promote diversity, inclusion, equal opportunity and respect for human rights.
 - Suppliers shall facilitate the professional development of their personnel through continuous training and fair working conditions.
- ii. Guidelines for conduct in relation to BUSINESS and MARKET: commitments and responsibilities
 - Suppliers must act ethically and transparently in their relations with customers, partners and Public Administrations.
 - Suppliers must apply strict anti-corruption policies, prohibiting fraud, bribery and conflicts of interest of any kind (personal or economic) in their relationship with EXUS, with special care regarding gifts and entertainment.

¹ EXUS MANAGEMENT RENEWABLES, S.L.U. and its subsidiaries and joint ventures in Europe and Latin America, excluding Genux Power, S.L. and its subsidiaries.

- Suppliers are obliged to comply with tax and accounting regulations and to implement measures to prevent money laundering and terrorist financing.
 - Suppliers are required to comply fully with competition law, international trade, penalties and restrictive measures.
- iii. Behavioural patterns in relation to the ENVIRONMENT: commitments and responsibilities
- Suppliers shall implement responsible environmental management systems, promoting energy efficiency and sustainable use of resources.
 - Suppliers are expected to actively participate in sustainability and carbon footprint reduction initiatives.
 - Suppliers must respect and have a positive impact on the communities in which they operate, avoiding negative effects on the environment and not tolerating child labour.
 - Suppliers must protect EXUS' corporate image and reputation through transparent and professional communication.
- iv. Guidelines for conduct in relation to ASSETS and INFORMATION: commitments and responsibilities
- Suppliers must use resources responsibly and protect EXUS' physical and digital assets, including intellectual and industrial property rights.
 - Suppliers are required to take special care in the management of confidential, sensitive and privileged information and personal data.
 - Suppliers are required to be accurate and truthful in the recording and reporting of information, including financial and operational information.
 - Suppliers are expected to strictly comply with cybersecurity regulations and the ethical use of digital technologies and tools.

2.3 Monitoring and enforcement mechanisms

EXUS reserves the right to establish and implement control and supervision mechanisms in order to verify effective compliance with this Code by all its Suppliers, at any stage of the contractual relationship. Such mechanisms may include, but are not limited to:

- Periodic internal or external audits, announced or unannounced, to review compliance with the provisions of the Code, as well as with applicable ethics, labour, environmental, human rights, tax, transparency and business integrity regulations.
- *On-site* inspections at the Supplier's facilities or at those locations where EXUS-related activities are carried out, including assessment visits, interviews with key personnel, document review and verification of labour, environmental and safety conditions.
- Documentary or specific information requirements, including certifications, internal policies, operating procedures, accounting records or any other support that proves compliance with the Code and current legislation.
- Self-assessment or due diligence questionnaires, which must be completed truthfully, fully and within the deadlines established by EXUS.
- Continuous monitoring systems, which may include risk analysis, ethical performance indicators and follow-up of commitments made in improvement plans or in response to previous audits.

The Supplier's unjustified refusal to cooperate with the monitoring mechanisms, the obstructing of these or the detection of false, incomplete or misleading information may be considered a serious breach of this Code, and shall entitle EXUS to take the corrective measures it deems appropriate.

Depending on the seriousness, nature or repetition of the non-compliance detected, EXUS may require the Supplier to implement corrective action plans with concrete, verifiable and time-bound measures, the supervision of which shall be subject to evaluation by EXUS. In the most serious cases or in the absence of effective correction, EXUS may proceed to temporary suspension, restriction of access to new contracts or unilateral and immediate termination of the contract or the relationship in question, notwithstanding the exercise of the respective legal actions and the communication of the facts to the competent authorities if appropriate.

EXUS may also establish training, awareness or support programmes aimed at Suppliers in order to promote effective compliance with the Code and strengthen their ethical and compliance culture.

2.4 EXUS Ethics Channel

Suppliers may report any conduct that contravenes this Code or any other action that may involve a violation of EXUS' ethical principles, legal or contractual regulations or internal policies, through the EXUS Ethics Channel. The reception of communications through this channel is available 24 hours a day, seven days a week, both from the intranet and from the EXUS website (<https://www.exuseu.com>). This EXUS Ethics Channel is designed to ensure secure, confidential and, at the whistleblower's discretion, anonymous access, so that the rights and integrity of the whistleblower are fully protected.

EXUS is committed to guaranteeing the proper investigation, follow-up and resolution of the complaints received, ensuring impartiality and due process throughout the procedure. Furthermore, EXUS has a strict policy of prohibiting retaliation against persons who, in good faith, report facts or behaviour contrary to the Code or to the applicable legislation, either directly or indirectly.

It is guaranteed that all information provided will be treated with the utmost confidentiality, limiting its access to persons strictly involved in the management and resolution of the complaint, in accordance with current legislation on the protection of personal data and the protection of informants and in accordance with the provisions of the EXUS Ethics Channel Internal Regulations.

Suppliers have the obligation to promote and respect the responsible use of the EXUS Ethics Channel, avoiding malicious or false reports that may affect the integrity and reputation of EXUS and/or third parties.

2.5 Acceptance and validity

The acceptance of this Code by Suppliers is an indispensable and binding condition for establishing and maintaining any contractual relationship with EXUS. This acceptance must be formalised by: (i) signing the specific document of adhesion attached as **Annex I** to this Code; (ii) express inclusion in the contracts; or (iii) by any other mechanism that EXUS establishes for this purpose, which must be recorded in an irrefutable manner.

Adherence to the Code implies the express commitment of the Supplier to know, understand and comply with each and every one of the provisions contained therein, including future updates and revisions. Consequently, EXUS may update or modify the Code, communicating said modifications to Suppliers through the official channels, with the continuity of the contractual relationship being considered as tacit acceptance of the updates.

Failure to comply with the Code may be considered grounds for contractual and disciplinary action, including temporary suspension, requiring corrective action plans or immediate termination of the contract or relationship in question, notwithstanding any other legal action that may be appropriate and the reporting of the facts to the competent authorities as appropriate.

The current version of the Code will be permanently accessible on the EXUS corporate website www.exuseu.com/europe, and Suppliers are required to consult this source to ensure compliance with the standards stipulated at all times.

Annex I - Declaration of Adherence to the EXUS Supplier Code of Ethics

In [**], [**] [**] 20[**].

[**NAME OF THE SUPPLIER**], with registered office at [complete address], and tax identification number [Spanish Tax ID Number or other equivalent], represented in this act by [name and surname of the legal representative], in the capacity of [position of the signatory] (hereinafter, the "**Supplier**").

HEREBY STATES AND DECLARES:

One. That it has received, read, understood and fully accepted the contents of the EXUS Supplier Code of Ethics (hereinafter the "**Code**"), which sets out the ethical principles, behavioural commitments and standards of integrity, sustainability and legality to be observed in the framework of the relationship with EXUS.

Two. That it undertakes to comply faithfully and diligently with all the principles, guidelines and obligations contained in the Code and to foster its observance within its own organisation and, as far as possible, throughout its supply chain.

Three. That it declares that it acts in accordance with the principles of legality, integrity, transparency, respect for human rights, protection of the environment and corporate social responsibility, and that it is not involved nor has been involved in any situation that implies a violation of such principles.

Four. That it agrees to cooperate fully with any verification, auditing or monitoring mechanisms that EXUS may implement in order to ensure compliance with the Code, as well as to immediately report any actual or potential non-compliance with the Code.

Five. That it is aware of the existence of the EXUS Ethics Channel and undertakes to use it responsibly to report, in good faith, any conduct or situation that contravenes the Code or may involve legal or reputational risk.

Six. That it understands and agrees that failure to comply with the Code may result in contractual, disciplinary and legal action by EXUS, including suspension or termination of the contractual relationship.

IN WITNESS WHEREOF, this declaration is signed at the place and on the date indicated in the heading.

[SUPPLIER]

 Mr/Ms [**]