ANTI-CORRUPTION AND FRAUD PREVENTION MANUAL

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Document Description:

This INDCRESA Anti-Corruption Policy establishes the regulatory and operational framework to prevent, detect, manage and sanction any conduct that may constitute corruption or fraud, both in the public and private spheres. It includes clear guidelines on third-party relations, gift management, gifts and favors, conflicts of interest, favored dealings, agent engagement, and donations. The document incorporates obligations in accordance with the current Penal Code and Law 2/2023 on the protection of whistleblowers, promoting a culture of integrity, transparency and ethical compliance throughout the organization.

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INTRODUCTION

INDCRESA is a family company with a long history that has been able to consolidate its presence in the market through generations, thanks to an essential value that guides each of our decisions: integrity. The trust of our customers, business partners and society in general has been built on ethical and responsible behaviour, which we refuse to compromise under any circumstances.

Corruption is a serious threat that puts at risk not only our economic results, but also the reputation of the company and the legal security of those who make it up. It is a phenomenon that distorts competition, undermines fairness in trade relations and undermines trust in our institutions. Accordingly, we maintain a zero-tolerance policy against any form of corruption or fraud, whether in the public or private sphere.

It is therefore our obligation to our customers, our society, our shareholders and ourselves to conduct our business in accordance with high ethical standards and to denounce corruption. Simply put: we reject any form of corruption.

This Anti-Corruption and Fraud Prevention Policy is a tangible manifestation of our firm commitment to regulatory compliance and the principles of the United Nations Global Compact. It reflects the values of transparency, responsibility and legality that define us and constitutes an essential tool to prevent, detect and act on any sign of corrupt conduct.

All INDCRESA professionals, regardless of their hierarchical or geographical position, must internalize and apply the principles set out herein. Likewise, this Policy must be assumed by our business partners and third parties with whom we collaborate. Only through joint commitment is it possible to protect what we value most: our integrity.

This document offers clear guidelines for identifying and acting in situations of risk, and should be understood as a practical guide that complements our Code of Ethics. Compliance with it is not optional, but an essential requirement to consolidate a fair, sustainable and exemplary business environment.

Mario Crehuet Bubé
Chief Executive Officer

Carlos Crehuet Bubé
Chief Executive Officer

1. REGULATORY FRAMEWORK FOR THE FIGHT AGAINST CORRUPTION

The fight against corruption is based on a set of international, European and national standards that establish the mandatory legal framework for companies, their managers and employees. Indcresa incorporates the main benchmarks that regulate this matter into its regulatory compliance system, which are detailed below.

At the international level, the following stand out:

- In 1997, OECD (Organisation for Economic Co-operation and Development) countries adopted the **Convention on Combating Corruption of Foreign Public Officials in International Business Transactions** ("Anti-Bribery Convention"), which aims to ensure free competition, not vitiated by corrupt practices.
  As a result of its signature, the countries undertake to introduce the necessary legal modifications to prosecute any act of bribery of foreign public officials carried out by their nationals, in order to obtain or keep a contract or other irregular benefit in the performance of international economic activities.

- The **United Nations Convention against Corruption (UNCAC),** adopted in 2003 and ratified by Spain in 2005, is the first legally binding international instrument to prevent corruption, foster international cooperation, and promote transparency and accountability in public management.

- The **United Nations Global Compact**. On 24 June 2004, during the Global Compact Leaders' Summit in New York, it was announced that the United Nations Global Compact would henceforth incorporate a tenth principle against corruption. This new principle commits signatories to the Global Compact not only to prevent bribery, extortion and other forms of corruption, but also to develop concrete policies and programmes to promote transparency.

- **US Foreign Corrupt Practices Act** de 1977.

- **UK Bribery Act** de 2010.

At European and national level:

- Organic **Law 10/1995 of the Spanish Penal Code**, and its subsequent amendments. In order to adapt to the various initiatives that have emerged from the various international organizations, as well as to avoid impunity gaps in relation to the fight against corruption, in June 2010 the reform of the Penal Code was approved aimed at introducing the criminal liability of the legal person for criminal acts committed within it. for their own benefit, directly or indirectly, either by their workers, managers or administrators. Among these criminal acts for which legal persons can be criminally liable are acts of corruption, both public and private (bribery, influence peddling, corruption in business, etc.).

Subsequently, with the 2015 reform, the criminal liability of legal persons is reinforced and the implementation of compliance programs is encouraged as an exemption or mitigating circumstance from the criminal liability of the legal person.

- **Law 2/2023, on the protection of persons who report regulatory breaches and the fight against corruption**, which transposes Directive (EU) 2019/1937 and regulates ethical reporting channels, also called internal information systems, establishing guarantees of confidentiality and prohibition of retaliation against whistleblowers.

- Other relevant regulations include the **Law on the Defense of Competition (2007),** the **Law on Unfair Competition (1991),** the **Conthe Code or Unified Code of Good Governance** approved by the CNMV in 2006, on good practices in the business and financial field.

- Likewise, the international standard **UNE-ISO 37001:2017 on Anti-Bribery Management Systems** is a recognized technical reference that inspires the internal controls of Indcresa's Compliance system.

- UNE 19601:2025, the reference standard in Spain for crime prevention models in the business environment.

Corruption not only violates the legal order, but also deteriorates collective social morale, makes business processes more expensive, distorts competition and discourages investment. Therefore, it is a priority to act preventively and to have effective tools to detect and sanction any sign of corrupt behavior.

Indcresa is committed to complying with and enforcing these provisions in all its operations, both nationally and internationally.

2. WHAT IS MEANT BY CORRUPTION?

Within the framework of international law, there are many definitions of the term "corruption". All of them enjoy a broad consensus and are based on the existence of corruption *when there is an abuse of delegated power for personal benefit*[1]. This abuse can occur in the public and private spheres, and usually involves a conflict of interest between the professional duties and the personal interests of the subject involved.

The OECD Convention provides a list of conducts that States Parties must classify as a crime because they are considered to be included in the concept of corruption, such as bribery (active) and extortion (passive bribery), both of officials (art. 15) and in the private sector (art. 21); embezzlement; misappropriation as other forms of diversion of property (arts. 17 and 22); influence peddling (art.18); abuse of functions (art.19) and illicit enrichment (art.20).

These behaviors share three essential elements:

[1]*Definition used by Transparency International Spain:* *www.transparencia.org.es*.

i) The misuse of a power or function entrusted,
ii) Obtaining an undue advantage (whether economic or otherwise), and
iii) The benefit for oneself or for a third party.

In the business context, corruption manifests itself in practices such as offering or granting gifts, economic advantages or any other form of favor with the aim of unduly influencing business decisions or institutional relationships. Such actions compromise market integrity, disrupt competition, and erode trust in the organization.

Examples of corruption include:

- Promises of contracts in exchange for covert payments,
- Giving gifts of significant value to public or private employees,
- Improper concessions to secure licenses or authorizations,
- Covert donations or personal favors in exchange for institutional influence,
- Etc.

According to the Spanish Penal Code (Organic Law 10/1995, updated to 2025), corruption crimes are mainly regulated in the following articles:

Article 286 bis – *Corruption in business*. It penalizes both the one who requests and the one who offers or delivers, directly or indirectly, unjustified benefits to directors, administrators or employees of a company, so that they unduly favor a third party in their commercial relations.

Article 286 ter – *Corruption of foreign public officials*. It criminalizes bribery of foreign public officials in international economic operations. It establishes the extraterritorial prosecution of the crime if: a) The act was committed in whole or in part in Spain; b) The author is Spanish or habitually resident; (c) The author is part of an entity domiciled in Spain; d) The responsible entity has its registered office in Spain.

Article 419 et seq. – *Bribery*. It punishes public officials who request or receive, by themselves or through an intermediary, gifts or other remuneration in exchange for performing or refraining from performing an act proper to their office.

Article 420 – *Active bribery of the individual*. It penalizes the individual who offers or delivers a gift or remuneration of any kind to an authority or public official to obtain favorable treatment or an action contrary to his duties.

Article 428 – *Influence peddling*. It punishes anyone who influences a public official, taking advantage of their personal relationship, to obtain a resolution that generates an economic benefit for themselves or for a third party.

Indcresa recalls that bribes are not limited to cash payments. A bribe is anything that has a value and is offered, promised, or given to influence the decision to do business or to grant an undue or unfair advantage. Therefore, in addition to cash payments, they may include gifts, favors, luxury items, atypical discounts, travel, charitable contributions, scholarships, tickets to events, or promises of employment, if their intention is to influence a professional decision or behavior. Any indication of these behaviors must be reported to the Ethics Committee through the Ethics Whistleblowing Channel.

3. CONSEQUENCES OF CORRUPT ACTIVITIES AND POLICIES

The commission of acts of corruption or non-compliance with domestic and international regulations in this area can lead to extremely serious legal, economic, labour and reputational consequences, both for Indcresa and for the individuals involved (employees, managers or collaborating third parties).

The main consequences are detailed below:

Consequences for Indcresa (legal entity):

- **Criminal fines**: According to article 66 bis of the Criminal Code, penalties of up to five times the profit obtained or expected may be imposed.
- **Dissolution of the legal person** (art. 33.7 b CP), in cases of special seriousness or recidivism.
- **Suspension of activities for up to five years**, closure of premises or establishments, and disqualification from contracting with the public administration (art. 33.7 CP).
- **Judicial intervention** by the company to safeguard the rights of workers or creditors.
- **Subsidiary or direct civil liability**, with the obligation to compensate for the damage caused.
- **Costs arising from criminal proceedings**, including defence costs, advice, forensic audits, etc.
- **Serious reputational impact**, which can translate into loss of confidence, drop in sales, exclusion from public tenders and flight of investors.

Consequences for the employees, managers or partners involved:

- **Prison sentences**, ranging from six months to six years, depending on the type of crime (e.g. bribery, business corruption, influence peddling).
- **Personal fines** proportional to the benefit obtained or intended.
- **Special disqualification** from holding public or administrative positions, contracting with the public sector, or carrying out commercial activities, in accordance with articles 42 and 43 of the Criminal Code.
- **Direct civil liability**, with the obligation to repair the damage caused to third parties, public or private.
- **Internal disciplinary sanctions**, which may include anything from a warning to disciplinary dismissal without compensation (in accordance with the Workers' Statute and the internal regime of Indcresa).

Indcresa recalls that prevention is the most effective way to avoid the materialisation of these risks. The active involvement of all employees and strict respect for this Policy are essential conditions to protect the organization and its members.

4. PROHIBITIONS

Indcresa expressly and categorically prohibits any conduct that may be considered corrupt, fraudulent or contrary to the ethical principles set out in this Policy and in the Code of Ethics. The main prohibitions are detailed below, in line with the provisions of the current Spanish Penal Code.

4.1 Bribes

It is strictly forbidden to offer, promise, deliver, solicit or accept, directly or indirectly, any payment, gift, favour, commission or advantage of any kind, for oneself or for a third party, the purpose of which is to unduly influence commercial, contractual or administrative decisions. This prohibition extends to:

- Public authorities and officials (arts. 419 to 427 of the Criminal Code).
- Workers in the private sector or business partners (arts. 286 bis and 286 ter CP).

"Bribery" means any benefit of value (economic or otherwise), including gifts, invitations, personal favors, discounts, donations, or promises of employment, when the purpose is to obtain favorable treatment or an illegitimate competitive advantage.

Any attempt at bribery or knowledge of its existence must be immediately reported to the Ethics Committee through the Ethics Channel.

4.2 Donations to political parties

Indcresa prohibits any direct or indirect contribution to political parties, their representatives, candidates or events whose purpose is to influence political processes, administrative decisions or obtain undue advantages. This rule applies both in Spain and abroad, in compliance with the principle of political neutrality.

4.3 Donations to charities and sponsorship

Indcresa can contribute, through sponsorship activities and by formalizing specific agreements, as well as through donations to initiatives related to social, environmental, sports, entertainment and art issues, scientific and technological dissemination, with events that offer quality assurance, that are national in nature or respond to specific territorial needs, involving citizens, institutions and associations with which Indcresa collaborate.

In any case, in the choice of proposals to be supported, Indcresa pays particular attention to any possible conflict of interest of a personal or business nature (for example, kinship relations with the interested parties or links with bodies that may, due to the functions they perform, in some way favour Indcresa's activity). That is why these actions must be authorized by the Management, as well as documented and reviewed.

4.4 Favored Deals

It is forbidden to offer or accept any payment, gift or benefit in order to speed up or ensure the execution of administrative procedures or services that are already legally established. These so-called "facilitation payments" are typified in article 422 of the Penal Code as improper bribery.

In case of receiving or witnessing a request for favorable treatment, you must immediately communicate it to the Ethics Committee through the Ethics Channel.

4.5 Gifts, Gifts, and Favors

It is not allowed to accept or offer gifts that:

- Are prohibited by the legislation in force at any time, or generally accepted commercial practices, or do not respond to customary commercial attentions.
- Exceed a reasonable economic value (maximum recommended value: €150 per year per year/same grantor).
- They may influence the independence or impartiality of the recipient.
- They are aimed at Spanish or foreign public officials, auditors, regulators or persons with decision-making capacity over INDCRESA's activity, such as directors.

"Gift" means any object, service, invitation, favor, or promise that exceeds customary professional courtesy practices, and applies to gifts promised or offered as well as gifts already received.

All gifts must:

- Be previously authorised by the Management or the Ethics Committee.
- Be documented and recorded to ensure traceability and transparency.

Anyone who receives an unauthorized gift or favor or has doubts as to whether it is considered acceptable or not, must notify the Ethics Committee, which will assess its suitability and take appropriate action.

These standards are universally applicable, including countries or sectors where gifting practices are culturally common, in accordance with the provisions of the Spanish Penal Code and international best practices in corporate integrity.

In any case, Indcresa abstains from practices that are not permitted by applicable legislation, by commercial uses or by the codes of ethics – if known – of the companies or entities with which it maintains relations.

Indcresa gifts are characterised by being aimed at promoting Indcresa's brand image.

5. RELATIONSHIPS WITH THIRD PARTIES, SALES AGENTS AND JOINT VENTURES

Indcresa recognizes that its exposure to the risk of corruption and fraud is not limited to its internal activities but may also result from the conduct of third parties with whom it maintains business relationships, such as sales agents and joint ventures. Therefore, it establishes strict obligations for the ethical management of agents, distributors, strategic partners and any other third party acting on its behalf or interest.

Before initiating any business relationship with third parties, a due diligence process or "Business Partner Check" must be carried out, which allows its integrity, reputational background and compliance with applicable regulations, including current criminal regulations on corruption (articles 286 bis, 286 ter, 427 and concordants of the Criminal Code).

Obligations applicable to third parties:

- They will be given a copy of the Code of Ethics and the Anti-Corruption Policy, whose acceptance and commitment to comply with them must be expressly signed.
- Its contracts will include specific regulatory compliance clauses, which empower INDCRESA to terminate the contract in the event of non-compliance.

Derived liability: According to article 31 bis of the Criminal Code, legal persons may be criminally liable for criminal acts committed by third parties acting on their behalf or for their benefit, when adequate supervision and control measures have not been adopted.

Therefore, any corrupt or unlawful action carried out by a third party will be treated as if it had been carried out directly by Indcresa personnel, unless the company proves to have exercised due control.

Absolute restrictions:

- No worker, manager or representative of Indcresa may contract or maintain a relationship with a third party that has been involved in corrupt practices, is sanctioned or lacks adequate compliance mechanisms.
- It is prohibited to use agents, intermediaries or business partners to cover up illicit payments or channel undue advantages to third parties.

If you have any doubts about the suitability of a third party or the application of this Policy to specific situations, you should consult Indcresa's Ethics Committee.

Ethical third-party management is an essential element in protecting the reputation, legality and sustainability of the Indcresa Group's operations.

6. COMMON SITUATIONS IN WHICH CASES OF CORRUPTION MAY OCCUR

This section describes frequent situations in which corrupt practices or conflicts of interest may occur, offering clear guidelines for action in accordance with the current Penal Code, the European and international regulatory framework, and Indcresa's internal rules.

a. Negotiation and contracting of business partners

- Hiring of external advisors.

In certain circumstances, such as the development of new projects or entry into specific markets, Indcresa may require the collaboration of external advisors, agents and intermediaries in general. However, this contracting must be carried out under strict criteria of legality, integrity and transparency.

Example: Indcresa plans to execute a project or introduce a new product in a market that requires certain specialized advice or local collaboration. However, due to its complexity or for reasons of distance and market knowledge, it lacks the knowledge and experience necessary to address it. Therefore, it is decided to hire an external advisor or an agent.

The **actions** to be carried out in a case like this would be:

- Check if INDCRESA has an expert agent collaborator, in which case the hiring of an external advisor would not be necessary.

- Select the advisor or agent within the framework of a transparent and documented process. Analyze the integrity of the advisor through the "Business Partner Check".
  Formalize a written agreement detailing the conditions of the advisor's or agent's service. Ensure that it has a legitimate purpose, equivalent considerations, and market-appropriate remuneration.
- Inform the advisor or agent of the existence of Indcresa's Code of Ethics and deliver a copy for signature.
- Before signing, review the contract with our legal advisors and assess the possibility of incorporating a contractual compliance clause.
- Pay for the service once it has been executed and after issuing an invoice. Refuse any request for cash or in unidentified accounts.

Basic tips to prevent legal breaches in the hiring of advisors and intermediaries:

1. Not to promote or sign advice contracts without purpose or that do not respond to any real advice provision.
2. Do not promote or sign contracts in which the remuneration is not related to the services rendered, often only vaguely stated.
3. Do not promote or sign contracts with consultants who may create the appearance that any means (both legal and illegal) can be used to fulfill the assignment.
4. Do not accept prices that are disproportionate to the market.

- Favored treatment.

A favorable treatment occurs when someone uses their position to obtain a benefit or advantage for family members, close friends or acquaintances in an improper way.

Example: As a purchasing manager for Indcresa, a worker is negotiating an important order with several suppliers. The representative of one of them asks you to place your offer in a more advantageous position with respect to those of other business partners or to influence them in their favour. In exchange, he offers the worker to hire a relative of his in his company, without having to go through selection processes, or he offers to perform a series of jobs for the worker's private benefit at a very low price or free of charge. The materialization of these conducts would constitute a crime of corruption in business (art. 286 bis CP).

Correct performance:

- Reject the offer.
- Report the irregularity through the Ethics Channel.
- Leave a written record of the incident.
- Continue negotiations with another worker from the service provider or, directly, with a different provider.

b. Gifts to public officials and business partners

In most countries, social practices state that small personal gifts can be given to public officials and business partners. On the one hand, it is not in the interest of placing oneself in a situation of discourtesy by not offering this attention or by refusing those received and, on the other, it is intended at all costs to avoid any appearance of corruption.

Gift can be defined as:

- Socially common gifts, for example, on the occasion of an anniversary.
- Invitations to sporting, cultural or other events
- Atypical (non-usual) discounts.

- Gifts to public officials.

Public office or public official are employees of the public sector or International Organizations or holders of a public office (Inspectors, officials of Public Agencies, judges, prosecutors, police officers) and, in general, persons who perform public service functions or persons appointed by government authorities or other entities to perform tasks of Public Administrations in their name and representation, either in a personal capacity or through private or mixed companies authorized for this purpose (for example, homologation or certification companies with public effects).

Political positions are members of the national or federal, regional or state, local and municipal government and members or workers of political parties in general, both national and foreign.

Public officials and political officials are considered to be specially protected subjects by the Penal Code (arts. 419 to 427). It is strictly forbidden to offer them gifts, favours or advantages that may influence or appear to influence their decisions, as this could be considered an act of corruption. In most countries, the legislation governing relations with public or political officials is more stringent than that regulating relations between trading partners in order to ensure the transparency and impartiality of the public administration[2].

Allowed exceptions:

- Occasional invitations to low-value work lunches in a professional context.

- Gifts from business partners

Gifts from third parties may also constitute a crime if they seek to influence commercial decisions or generate dependency (arts. 286 bis et seq. of the Criminal Code).

In any case, the following are prohibited:

- High-value or frequent gifts.
- Gifts that are illegal, immoral or otherwise damage the image or reputation of Indcresa.
- Monetary gifts, for example, in the form of cash or bank transfers.
- Gifts that can be appreciated by an objective observer as being made with the intention of affecting the criterion of impartiality of the recipient or unlawfully provoking specific decisions in him.

The following are allowed:

- General gifts of symbolic value that advertise the brand and are not discriminatory with respect to a group of recipients (i.e. if they are made to all suppliers in general of a certain volume, but not to any of them in particular, and always of little value).
- Invitations to working lunches within the limits of usual use.

[2] *In Spain, Law 19/2013, of 9 December, on Transparency, Access to Public Information and Good Governance, and Law 7/2007, of 12 April, on the Basic Statute of Public Employees, are particularly applicable in this area.*

c. Holdings in other companies

A conflict of interest is considered to be any situation in which a collaborator or related person (spouse, relatives, etc.) may obtain personal or professional benefit to the detriment of INDCRESA's interests.

Obligations:

- Inform the company about the performance of any complementary activity and/or the holding of shares or participation in other companies, especially if they are linked to the same sector.
- Refrain from participating in decisions where there is a conflict of interest.

Early detection, transparency and ethical action are key to preventing these situations from leading to criminal or reputational risks for the company and its employees.

7. GENERAL PRINCIPLES OF ACTION TO AVOID CORRUPT PRACTICES

The following operational principles are essential to ensure the ethical compliance of INDCRESA's activities and to avoid incurring criminal liability under the current Criminal Code (especially articles 31 bis, 286 bis, 419 and concordants) (seen *above* in section 3 "Consequences of carrying out corrupt activities and practices")).

Guiding principles:

- **Separation of interests**: It is forbidden to use INDCRESA's professional position or contacts for personal or third-party benefit, to the detriment of the company. This includes hiring family members, deriving contracts, or personal favors.
- **Transparency**: All commercial actions must be carried out in a transparent, clear and accessible manner for the purposes of internal or external supervision. Any hint of opacity will be treated as a risk factor for corruption.
- **Documentation and traceability**: All processes must be reflected in writing. Commercial relationships, agreements, benefits and consideration must be recorded in contracts and invoices, with an adequate accounting record that allows each transaction to be verified.
- **Principle of double control ("four eyes"):** Any payment operation, relevant contracting or decision with financial impact must have the joint authorization of at least two hierarchical managers of the company.
- **Prohibition of cash payments**: Payments must be made exclusively by traceable means (bank transfers to identified accounts). Payments in cash or to accounts in territories considered to be at risk or tax havens are strictly prohibited, unless justified and prior authorization by the Ethics Committee.

By way of summary, to facilitate decision-making and a better understanding of the actions that may constitute cases of corruption, the basic rules for operating correctly on a day-to-day basis on behalf of Indcresa are listed:

MUST NOT
... to mix their personal interests with the interests of Indcresa.
... to make, accept, or offer monetary gifts.
... accept gifts if such an act may generate the appearance that it is only done to receive something in return or to grant something.
... to give or offer gifts or favors to public officials.
... Make payments without having previously obtained the corresponding invoice or contract.
... accept or agree on performance fees in contracts for the provision of services, consisting of percentages calculated on the basis of the volume of the order that do not provide for a maximum limit.

MUST
... always act transparently and in good faith.
... Verify that there is an adequacy and proportionality between the service and the consideration in a commercial relationship.
... check, before accepting a gift, whether it is socially and professionally appropriate, and obtain the relevant authorisations.
... Always consult the Ethics Committee in advance in case of ethical or legal doubt.
... Analyze, before making a decision, whether it is correct: ask yourself if you would be able to defend that decision publicly.
... document the commercial relationship by means of a contract in which the description of the provision of the service or purchase is precisely included and do not make cash payments.

8. INDCRESA TOOLS FOR THE EFFECTIVE FIGHT AGAINST CORRUPTION.

Indcresa has implemented a set of preventive and control tools aligned with the requirements of the Spanish Criminal Code (especially article 31 bis and concordants) and with the best practices in regulatory compliance. These tools aim to detect, prevent and react to any sign of corrupt or unlawful conduct.

Among them, we highlight the following:

a. Training and information activities

Indcresa's Compliance strategy includes mandatory training and awareness plans for all employees.

These trainings are reinforced with materials such as the Code of Ethics and this Anti-Corruption Policy, with which it is intended to support, through practical examples, with answers to questions related to corruption and the impact that the commission of the crimes typified in the reform of the Criminal Code may have on Indcresa.

b. Business Partner Check

The relationship between Indcresa and each of its business partners or suppliers must be governed by the ethical values of integrity, loyal behavior, transparency and good faith. To preserve these values and protect our reputation, we must know our business partners and verify their honesty. Therefore, before formalizing business relationships, Indcresa carefully examines its potential suppliers, distributors and other partners through a process of business partner integrity analysis, also known as ***"Business Partner Check",*** consisting of the collection and management of certain information related to each of the company's new business partners.

In this way, relationships with potential business partners are analysed and possible risks are detected referring to their lack of integrity and possible non-compliance with current legislation on the defence of competition, money laundering, and in relation to corruption crimes.
Likewise, each intermediary agent or business partner must obtain a copy of Indcresa's Code of Ethics and this Manual and sign it by their representatives as a commitment to comply with the provisions of the same.

c. The Ethics Committee

The company has formed the Ethics Committee, whose main mission and representative is to identify specific risks of Indcresa, being responsible for evaluating, analyzing, implementing and monitoring the Crime Prevention Program, with the aim of avoiding criminal liability on the part of Indcresa, through the corresponding technical delegation to external advisors who collaborate in this function. The main functions of the Regulatory Compliance Unit are the following:

- Definition and updating of the list of criminal risks applicable to Indcresa's activity.
- Updating of the company's preventive and detection measures to cover criminal risks.
- Advice to the Management in making decisions that could have criminal consequences.
- Planning of training actions related to the criminal liability of legal entities and the INDCRESA Crime Prevention Program.
- Maintain a record of evidence of the exercise of due control of the Company.
- Report the activities and initiatives periodically to the Directorate of Indcresa.

d. The Ethical Channel

Indcresa has established an accessible, secure and confidential Ethics Whistleblowing Channel so that employees, suppliers, partners and third parties can report any irregularity, breach of the Code of Ethics or suspected acts of corruption or fraud.

This channel is governed by the principles established in Law 2/2023, on the protection of people who report regulatory breaches and the fight against corruption. It guarantees:

- Confidentiality of the identity of the informant.
- Possibility of anonymous reporting.

- Express prohibition of retaliation.
- Diligence and traceability in the management of communications.

The channel is coordinated by the Secretary of the Ethics Committee and is available at:

🔗 https://indcresa.com/canal-etico-de-denuncias/

Anyone who becomes aware of a potential ethical, legal, or criminal violation must use this channel responsibly, proportionately, and in good faith. Its correct use is key to reinforcing Indcresa's compliance culture.

9. APPROVAL, FOLLOW-UP AND REVIEW

This Policy will enter into force upon its approval by the Board of Directors of INDCRESA.

To guarantee the effectiveness of this Policy and other internal regulations that develop it, they will be subject to periodic review and updating.

All material modifications made to it must be submitted to the Board of Directors of INDCRESA for approval, except for those of a minor nature or of mere development, in which case their approval by the INDCRESA Ethics Committee is sufficient.

ANNEX I. Communication of gifts or favours

(The communicator will report to the Compliance Officer of Indcresa)

Name of the communicator		
Area/Department		
Date of communication		
Quality of the communicator	Recipient ☐	Grantor ☐

Identification of the situation that gives rise to the gift and the relationship with the third party

Gift/Favor ID (Description, Amount)

Third party involved (grantor or recipient of the gift)

Support documentation provided

Name:

Date:

I received

ANNEX II. Infographic-Summary of the Anti-Corruption Policy

*This policy defines the procedure to **prevent, detect, investigate, and sanction any practices constituting corruption and fraud**. It regulates aspects related to the acceptance, giving, or offering of gifts, gratuities, hospitality, or invitations, ensuring the highest level of ethics, transparency, and integrity in INDCRESA's activities.*

The objective of this Anti-Corruption and Fraud Prevention Policy is to create an environment where the risks of fraud and corruption are minimized in order to avoid losses arising from them. The consequences of fraud and corruption are not only economic, but also affect the company's reputation, the trust of stakeholders, and the motivation of its professionals.

Commitment

- Zero tolerance for corruption and fraud.
- Promote integrity, transparency, and ethical compliance.
- Applicable to employees, management, and business partners.

Regulatory framework

- Spanish Criminal Code (Articles 31 bis, 286 bis, 419...).
- Law 2/2023 (Whistleblower Protection).
- UN Convention against Corruption, UN Global Compact.
- OECD Anti-Bribery Convention, US FCPA, UK Bribery Act

Key Prohibitions

Offering, promising, giving, requesting, or accepting:

- **Bribes** (money, gifts, or favors in exchange for an unjustified benefit or advantage, for oneself or a third party, with the purpose of improperly influencing commercial, contractual, or administrative decisions).
- **Donations** to political parties intended to exert influence.
- Favorable treatment and facilitation payments.
- Gifts of unreasonable economic value, not aligned with generally accepted commercial practices or usual business courtesies, or those directed to authorities or public officials. All gifts must be pre-approved, properly documented, and recorded.

Obligations

- **Integrity analysis** (“Business Partner Check”) prior to contracting third parties.
- **Documenting and recording** gifts and favors.
- **Exclusive use of the Ethics Channel** to report irregularities.
- **Prohibition of cash payments**

Internal tools

- **Ongoing compliance training.**
- **Confidential and secure Ethics Channel.**
- **Ethics Committee:** oversight and advisory role

Consequences

- For INDCRESA: Very high financial penalties, suspension, or even dissolution of the company, in addition to severe reputational damage.
- For individuals involved: Fines, imprisonment, disqualification, civil liability, and disciplinary sanctions.

Basic Principles

- Transparency
- Dual control (“four eyes” principle)
- Separation of interests
- Document traceability

Ethical Channel

https://indcresa.com/eng/ethical-reporting-channel/