



**alfanar**  
**energía**

**CRIMINAL COMPLIANCE POLICY**

**COMPLIANCE PROGRAMME**

**DOCUMENT  
CODE**

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**PREPARED**

Criminal Compliance Office

**REVISED**

Senior Management

**APPROVED**

Board of Directors

**Important information about this document**

Identification	Criminal Compliance Policy
Replacing regulation	None
Repealing regulation	None
Related regulations	<ul style="list-style-type: none"> <li>• Crime Prevention and Response Manual</li> <li>• Catalogue of Criminal Risks and Expected Behaviour Parameters</li> <li>• Code of Ethics and Conduct</li> </ul>
Affected department and area	All departments and areas at ALFANAR
Affected personnel	<ul style="list-style-type: none"> <li>• Members of ALFANAR</li> <li>• Business Partners, as applicable</li> </ul>
Responsible supervisor	Criminal Compliance Office
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## 1. CONTEXT

Spanish Organic Law 5/2010, of 22 June, which reformed the Criminal Code, introduced the criminal liability of legal entities for the first time in Spain, marking a paradigm shift in the prevention and prosecution of crimes committed within organisations.

Subsequently, Spanish Organic Law 1/2015, of 30 March, introduced the possibility for legal entities to be exempted or mitigated from criminal liability if their governing body, prior to the commission of the crime, had effectively implemented an organisational and management model with monitoring and control measures to prevent crimes or significantly reduce that risk.

This means that the criminal liability system for legal entities in Spain is based—after prior verification of a crime committed by the natural person pertaining to the organisation as an initial prerequisite for such liability—on the requirement of the establishment and proper application of effective control measures that prevent and attempt to avoid, to the extent possible, criminal offences on the part of members of the organisation. These measures comprise what is known as "*Compliance*", which consists of having a plan in place to comply with crime prevention regulations after having performed a risk analysis within the company.

The *Board of Directors*<sup>1</sup> has approved this *Criminal Compliance Policy*<sup>2</sup>, which forms part of the *Criminal Compliance Model*<sup>3</sup> implemented by ALFANAR<sup>4</sup> to reinforce the culture of integrity and respect for the laws promoted by the *Organisation* as a means to prevent criminal conduct when performing its business activity.

## 2. PURPOSE

The purpose of this *Policy* is to ratify ALFANAR's desire to conduct itself in a manner in line with the values presented in the *Code of Ethics and Conduct*<sup>5</sup> and with respect for the law, and it has therefore defined a framework for criminal compliance principles.

Accordingly, it is a document aligned with the strategic objectives of ALFANAR and, consequently, with its determination to implement an integrity-based corporate culture and have zero-tolerance for any conduct that may be deemed to be a crime.

<sup>1</sup> **Board of Directors:** body that has the fundamental responsibility for, and authority over, the activities, governance and policies of ALFANAR and to which *Senior Management* reports and is accountable. In this context, *Senior Management* refers to the/those employee(s) who exercise(s) powers inherent to the legal ownership of ALFANAR, and related to its general objectives, with autonomy and full responsibility limited only by the criteria and direct instructions established by the *Board of Directors*.

<sup>2</sup> **Criminal Channel Policy:** set of provisions contained in this document, also referred to as the "*Policy*".

<sup>3</sup> **Criminal Compliance Model:** organisation and management system for crime prevention within ALFANAR.

<sup>4</sup> **ALFANAR / the Organisation:** includes the company ALFANAR ENERGÍA ESPAÑA, SLU, as well as the rest of the group entities that have adopted this *Policy*.

<sup>5</sup> **Code of Ethics and Conduct:** corporate document that details the ethical commitments voluntarily acquired by ALFANAR and the conduct expected from the *Members of the Organisation* when performing their professional duties at ALFANAR, and from other people with a relationship with the *Organisation*.

ALFANAR wishes to use this *Policy* to instil in the *Members of the Organisation*<sup>6</sup>, *Business Partners*<sup>7</sup> and *Third Parties*<sup>8</sup> the need to behave in accordance with the law and the *Organisation's* ethical values in their relationships with the *Organisation*.

### 3. SCOPE OF APPLICATION

#### 3.1. Personnel

The Criminal Code stipulates that legal entities shall be criminally liable for crimes committed during the course of business activities carried out on their behalf and to their benefit (i) by their legal representatives and de facto or de jure administrators, or (ii) by those who are subject to the authority of the *Organisation's* legal representatives and de facto or de jure administrators, and may have committed a crime due to a lack of proper supervisory control given the specific circumstances of the case concerned. This means that the lack of control covers both the *Members of ALFANAR* and the *Business Partners* and may, in both cases, trigger criminal liability for the *Organisation* if the circumstances defined in the Criminal Code are met.

This *Policy* is binding on all *Members of the Organisation*, who must comply with its content regardless of the position they hold and the territory in which they are located, unless the applicable legislation in the jurisdiction in which they are located establishes stricter provisions, in which case the latter will prevail over this *Policy*.

This *Policy* may also be fully or partially extended to *Business Partners*, provided that the specific circumstances of the case so advise in order to ensure compliance with applicable legislation.

#### 3.2. Material scope

The content presented in this *Policy* covers any ALFANAR activity or process that gives rise to exposure to *Criminal Risks*<sup>9</sup>. The *Catalogue of Criminal Risks and Expected Behaviour Parameters*<sup>10</sup> approved by the *Board of Directors* within the framework of ALFANAR's *Criminal Compliance Model* summarises the various crimes for which a legal person may be criminally liable in accordance with the Criminal Code and indicates the expected behaviour parameters and existing internal regulations to prevent, detect and manage any criminal conduct that may occur.

It should be noted that there may also be other cases and/or methods of engaging in the aforementioned unlawful conduct, which are also prohibited. The recommendation is therefore to consult the various criminal offences in the current [Criminal Code](#) for further information.


<sup>6</sup> **Members of the Organisation / ALFANAR:** members of the *Board of Directors*, members of *Senior Management*, employees, temporary workers or those under a collaboration agreement and the rest of the people under hierarchical subordination of any of the above.

<sup>7</sup> **Business Partners:** any external party with whom the *Organisation* has, or plans to establish, some type of business relationship.

<sup>8</sup> **Third Party:** natural or legal person independent of the *Organisation*.

<sup>9</sup> **Criminal Risk:** risk related to conduct that could constitute a crime for which ALFANAR could be investigated, according to the criminal liability system for legal entities established by the Criminal Code.

<sup>10</sup> **Catalogue of Criminal Risks and Expected Behaviour Parameters:** a corporate document that reflects the list of crimes applicable to legal entities under the terms established by Spanish criminal law, providing a brief (non-literal) description of each of them and indicating the expected behaviours of the recipients regarding their prevention, detection and early management.

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Therefore, the list of offences contained in the *Catalogue of Criminal Risks and Expected Behaviour Parameters* does not include all offences attributable to natural persons. Each *Member of the Organisation* is obligated to know, and comply with, applicable laws.

It should be noted that, although any criminal charge made against a legal entity requires that it has obtained a benefit for itself, the necessary benefit can be either direct or indirect, which significantly broadens its potential application. Extreme care should be taken with respect to any illegal conduct that could ultimately benefit *ALFANAR* under that broad classification.

Legal persons are liable for actions or omissions that occur in Spain and also for events in any other country if certain circumstances are met, which requires them to remain alert to potentially criminal conduct in accordance with Spanish legislation that occurs abroad.

#### 4. ORGANISATIONAL MEASURES

Compliance with the law and the proper implementation of the *Criminal Compliance Model* is the responsibility of all *Members of ALFANAR*. The role played by all *Members of ALFANAR* in the effective implementation of the *Criminal Compliance Model* and its ongoing improvement is summarised below.

##### 4.1. Criminal Compliance Office

###### 4.1.1 Composition

*ALFANAR* has a *Criminal Compliance Office*<sup>11</sup> that has been designated by the *Board of Directors*.

The *Criminal Compliance Office* is conceived as a multi-member body whose functions are assumed by *ALFANAR*'s legal department.

###### 4.1.2 Autonomy and independence


The *Criminal Compliance Office* has been vested with autonomous powers to supervise and take initiatives within the maximum level of independence possible when performing its duties.

The *Criminal Compliance Office* carries out its tasks independently, without any specified mandates in this respect and in accordance with the provisions of this *Policy* and the *Crime Prevention and Response Manual*<sup>12</sup>.

The independence of the *Criminal Compliance Office* guarantees neutrality when taking decisions and means it is not restricted by any business condition that could negatively influence the performance of its duties. This independence is supported by its direct access to the *Board of Directors* and, therefore, its distance from *Senior Management* and those in charge of operational management.

<sup>11</sup> **Criminal Compliance Office:** an independent internal body at *ALFANAR* empowered with the power to take initiatives and perform oversight and entrusted with the responsibility of supervising the operation and observance of the *Criminal Compliance Model*, among other things. The existence of this body is in response to the requirements established in Spanish criminal legislation (Article 31 bis of the Criminal Code).

<sup>12</sup> **Crime Prevention and Response Manual:** prevention and response system that includes measures designed to assess, prevent, detect and manage potential criminal conduct early in the development of *ALFANAR*'s activities.

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#### 4.1.3. Main duties

Among the main duties assigned to the *Criminal Compliance Office*, the following are notable:

- Supervise the operation and observance of the *Criminal Compliance Model*.
- Prevent, detect and manage *Criminal Risks*.
- Promote the use of internal communication channels to report conduct that violates the law, the internal regulations established by the *Criminal Compliance Model* or the *Organisation's* values.
- Promote the dissemination of the documents making up the *Criminal Compliance Model*, so that the *Members of the Organisation*, *Business Partners* and *Third Parties* are adequately informed.
- Keep the *Board of Directors* informed through regular *Compliance* operational statements and reports.

The *Criminal Compliance Office* enjoys the full support of the *Board of Directors* when fulfilling its duties. It has the authority to freely access the documents at the *Organisation* and in the possession of the *Members of the Organisation* that it needs to perform its tasks. All *Members of the Organisation* have the obligation to immediately provide the documents and information requested in fulfilment of its tasks.

Additionally, the evaluation of the performance of the *Criminal Compliance Office* ultimately falls to the *Board of Directors*.

#### 4.2. The Board of Directors and Senior Management

The *Board of Directors* and *Senior Management* of ALFANAR not only support the *Criminal Compliance Office* when it is performing its tasks, but also actively encourage a culture of *Compliance* within the *Organisation*, ensuring that it has the appropriate resources to effectively execute the *Criminal Compliance Model* and promoting the use of procedures and channels created for the reporting of potentially criminal conduct that may affect the *Organisation* and its activities, among other matters.

The leadership provided to ALFANAR by the *Board of Directors* and *Senior Management* leads them to be assigned, in addition to the obligations that all *Members of ALFANAR* have, the notable obligations listed below.

##### 4.2.1. Obligations of the Board of Directors

The *Board of Directors* is responsible for formally approving this *Policy*—as well as any substantive updates that may be required—and for promoting the adoption and implementation of a *Criminal Compliance Model* appropriate to prevent, detect and manage any *Criminal Risks* that threaten the *Organisation*.

In compliance with the Spanish Criminal Code, ALFANAR assigned the supervision of the operation of and compliance with the *Criminal Compliance Model* to a body at the company (i.e. the *Criminal Compliance Office*), and the *Board of Directors* is responsible for its designation and to formally approve the creation of this body, granting it the necessary independent initiative and control authority, as well as adequate and sufficient financial, material and human resources so that it can effectively carry out its work.

As it is responsible for the adoption of the *Criminal Compliance Model*, the Board of Directors is also responsible for periodically assessing its effectiveness, making changes, if necessary, when it becomes aware, by any means, of the existence of any serious failure to comply or when significant changes occur in the circumstances that affect the *Organisation*, the assessment of its *Criminal Risks* or in the *Compliance* objectives set by the *Organisation*.

The terms provided in the *Criminal Compliance Model* regarding criminal compliance reports require the *Board of Directors* to receive, review and sign the reports presented by the *Criminal Compliance Office*, approving the actions that may be suggested by the *Criminal Compliance Office* and promoting those that it deems most appropriate for the proper management of the identified *Criminal Risks*.

#### 4.2.2. Obligations of Senior Management

*ALFANAR Senior Management* collaborates with the *Board of Directors* in the performance of its responsibilities, especially with regard to the encouragement of a compliance culture—culture or ethics and compliance—at the *Organisation* and its zero tolerance regarding conduct that may lead to crimes being committed.

Due to its proximity to *ALFANAR*'s strategic and operational objectives and its hierarchical position, *Senior Management* is responsible for directing and supporting all *Members of ALFANAR* when fulfilling its compliance obligations, ensuring that they are all included in the performance of its daily activities at the *Organisation*.

It must also guarantee the availability of adequate and sufficient resources for the effective execution of the *Criminal Compliance Model*, internally communicating the importance of that execution in a manner consistent with the content of this *Policy*.

*Senior Management* also must identify and take action to manage potential or real conflicts of interest when there are cases in which responsibility or decision-making authority is delegated in areas where *Criminal Risks* may exist.

Senior Management participates in the process of identifying, analysing and assessing *Criminal Risks* when required to do so, and is also responsible for promoting among the *Members of ALFANAR* the use of the channels created to report potentially illegal conduct that may affect the *Organisation* and its activities.

Senior Management guarantees that such reports from *Members of the Organisation* regarding activities related to *Criminal Risks*, or any actions taken by them to avoid participating in illegal activities, will not result in retaliation, discrimination or penalties when done in good faith.

#### 4.3. All Members of the Organisation

All *Members of ALFANAR* are responsible for understanding, observing and applying the provisions of this *Policy*, collaborating with the *Criminal Compliance Office*, the *Board of Directors* and *Senior Management*, when necessary, and observing at all times the behaviour expected of them with respect to the crimes set out in the *Catalogue of Criminal Risks and Expected Conduct Parameters*.

Similarly, all of the *Members of the Organisation* must use the internal reporting channels to communicate any potentially illegal conduct that could affect the *Organisation* and its business



activities. They must also immediately inform the *Criminal Compliance Office* of any action to avoid or remedy any crime or potential crime of which they are aware and/or that is being managed without the apparent involvement of the *Criminal Compliance Office*.

All *Members of the Organisation* are expected to attend the criminal compliance training sessions that are established based on their position or job at the *Organisation* and to immediately provide any information and documentation requested by the *Criminal Compliance Office*.

## 5. KNOWLEDGE AND ACCEPTANCE

This *Policy* will be available to all *Members of ALFANAR* in the internal document library.

It will also be available to *Business Partners* and *Third Parties* on the corporate website.

*Members of the Organisation* that hold positions that are particularly exposed to a *Criminal Risk* will be asked for their annual acknowledgement and statement of acceptance of this *Policy* and/or the rest of the internal regulations established in the *Criminal Compliance Model*.

## 6. REPORTING OF CONDUCTS

All *Members of ALFANAR* are obligated to report on individual and collective behaviour, or activities that occur within the *Organisation* that are contrary to *ALFANAR's* ethical values, to the internal regulations established by the *Criminal Compliance Model*, or that may involve a crime, regardless of whether the behaviour has been ordered or requested by a hierarchical superior. *ALFANAR* has set up an *Internal Reporting System*<sup>13</sup> that allows the confidential and secure reporting of this type of prohibited conduct.


In particular, *ALFANAR* has the following reporting channels:

- Written communications:
  - Through the *Ethics Channel*<sup>14</sup> available on the corporate website.
  - Through the following postal address:  

To the attention of the Internal Reporting System Manager  
Calle de Velázquez, 34, 2.ª planta  
28001, Madrid
- Verbal communications:
  - Through a hierarchical superior.
  - Through the head of another department.
- In-person or online meeting with the *Criminal Compliance Office*.

<sup>13</sup> **Internal Reporting System:** consists of a set of measures adopted in accordance with [Spanish Law 2/2023, of 20 February, governing the protection of persons who report regulatory violations and corruption](#) ("Whistleblower Protection Act") for the management of reports related to violations of the regulations referred to in that law.

<sup>14</sup> **Ethics Channel:** a digital platform integrated into the *Internal Reporting System* that *ALFANAR* makes available to the *Members of the Organisation*, *Business Partners* and *Third Parties* with the aim of ensuring direct, confidential, and secure communications.

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The *Ethics Channel Policy*<sup>15</sup> transparently describes the general principles and guarantees that govern the management of the *Internal Reporting System* implemented by ALFANAR and the protection enjoyed by all good-faith whistleblowers and guarantees the confidentiality of the information received and the absence of retaliation (or any threat or attempt).

Reports that are received will be managed in accordance with the provisions of the *Ethics Channel Procedure*<sup>16</sup>.

## 7. CONSEQUENCES OF A FAILURE TO COMPLY

In the event of a failure to comply with this *Policy*, ALFANAR reserves the right to take the disciplinary or contractual measures it deems adequate and proportional to the risk or damage caused.

These measures may be applied both to those who have directly engaged in misconduct and to those who have not followed the procedures established in the *Crime Prevention and Response Manual*, a circumstance that is considered in itself a violation of the values to which ALFANAR is committed.

Disciplinary measures will be adopted in the workplace for *Members of the Organisation* in accordance with current legislation and may range from reprimands to termination of employment, with the employees' legal representatives being notified, if appropriate. In relationships with *Business Partners*, the *Organisation* will take any contractual action it deems appropriate.

When there are clear indications of the possible commission of a crime, the facts will be reported to the competent authorities, along with the information gathered during the internal investigation.

<sup>15</sup> **Ethics Channel Policy:** corporate document that specifies the general principles and guarantees of the *Internal Reporting System* implemented by ALFANAR, so that *Members of the Organisation*, *Business Partners* and *Third Parties* can make confidential and secure reports regarding any potential *Breaches* that may occur within the *Organisation* during the course of its business.

<sup>16</sup> **Ethics Channel Procedure:** corporate document that regulates the receipt, evaluation, investigation and resolution of information received through the *Internal Reporting System*.