

# Elecnor Group's Integrity and Regulatory Compliance Internal Reporting System



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## 1. INTRODUCTION, PURPOSE AND SCOPE

Since the beginning of its history, the Elecnor Group has maintained its inescapable commitment to the **highest ethical standards** in the performance of its activities, a commitment that is integral to its culture and business philosophy, and to the solid values that underpin its way of doing business and interacting with the environment. These principles and values are best expressed in the Elecnor Group's **Code of Conduct and Ethics**, which forms **the basis of our ethical and compliance culture** and is designed to be the instrument through which the Elecnor Group provides guidelines for the personal and professional behaviour of all the people who make up our organisation, as well as the rest of the people and companies that collaborate with and are associated with the Elecnor Group in the performance of our activities.

The Elecnor Group believes that, for a solid corporate culture of integrity and compliance to exist and be present in the day-to-day decision-making process, it is essential to create an environment and conditions in which all people feel motivated and confident to **share their opinions, doubts or concerns** regarding any situation they may encounter or witness in the context of their relationship with the Elecnor Group.

In order to facilitate this consultation and communication process, the Elecnor Group has set up an **Integrity and Regulatory Compliance Internal Reporting System** (as part of the Group's Compliance System), and this Policy is the reference framework for this system<sup>1</sup>.

Without prejudice to other mechanisms and communication channels that may be used by interested parties for the same purpose, since 2011 the Elecnor Group's **Ethics Channel** has been the main **confidential** communication channel through which its professionals and/or third parties with a legitimate interest may, in good faith, communicate and report **any irregular conduct or conduct contrary to current legislation** or to the provisions established in its Code of Conduct and Ethics, the regulations on which it is based and the policies and procedures that implement it, as well as express any doubts in this regard or propose improvements to the existing internal control systems. All Elecnor Group professionals are **required to report** immediately any irregular practice, illegal or unethical behaviour of which they become aware or witness.

Communications made through this channel will be sent via the digital platform, which can be accessed from the "Ethics Channel" section of the Elecnor Group website or directly via the following [link](#) or to PO Box No. 72 48008 Bilbao, Vizcaya - Spain, for the attention of: "Ethics Channel".

### Purpose

The purpose of this Integrity and Regulatory Compliance internal Reporting System is to determine and develop the **principles of action and commitments** that govern and inspire the operation of this system. This is done in order to **promote and encourage consultation and communication by any interested party** of any irregular conduct or conduct contrary to current legislation or to the principles and values of the Elecnor Group, or of any doubt regarding integrity and regulatory compliance, as well as **to guarantee the rights of all persons involved and affected** by these communications.

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<sup>1</sup> This Policy, as well as the Procedure that implements it ("*Procedure for the management of communications through the Elecnor Group's Ethics Channel*"), has been designed in accordance with the highest national and international standards and regulations on the subject. In particular, it has been drawn up in accordance with the provisions of Law 2/2023 of 20 February, regulating the protection of persons who report breaches of regulations and the fight against corruption, which represents the transposition into Spanish law of Directive (EU) 2019/1937 of 23 October 2019 of the European Parliament and of the Council on the protection of persons who report breaches of Union law.

## Scope

This Policy is the main reference for all **directors, managers and employees** of the Elecnor Group, as well as for all **persons with a legitimate interest**, both those who collaborate and are related to the Group in the development of its activities, and those who do not have a direct relationship but consider themselves to be affected by it, **who wish to make inquiries or communications regarding integrity and regulatory compliance** through the internal reporting system set up for this purpose and, in particular, through the Elecnor Group's Ethics Channel.

This Policy applies to all countries in which the Elecnor Group and its subsidiaries and associated companies operate, and therefore to **all organisations that are part of the Elecnor Group**, with the appropriate adaptations based on the legal particularities that exist in these other countries. In the event of discrepancies or significant differences between the provisions of this Policy and the rules and practices in force in the various jurisdictions in which the Elecnor Group operates, the Elecnor Group and its employees will always apply and demand the strictest standards.

**All directors, managers and employees of the Elecnor Group must contribute**, within the scope of their respective responsibilities, to ensuring respect for and compliance with the **principles of action and commitments developed in this Policy**. Ignorance of this Policy is no excuse for non-compliance. The Elecnor Group therefore expects its employees to read and understand this Policy and to commit themselves at all times to respecting and complying fully with the principles and behaviours set out in it.

## 2. BUSINESS PRINCIPLES AND COMMITMENTS

The Elecnor Group **adopts the following principles and commitments** in order to ensure the proper functioning of its Integrity and Regulatory Compliance Internal Reporting System and to guarantee the rights of the persons involved and affected by the communications that may take place within it:

- **To promote** the existence of an **environment and conditions that encourage** all employees and persons associated with the Elecnor Group or affected by its activities to feel motivated and confident in **sharing their opinions, doubts or concerns** regarding any situation they may encounter or witness in the context of their relationship with the Elecnor Group.
- **To give** adequate **publicity, disclosure and visibility** to the internal communication channels set up, in particular the Elecnor Group's Ethics Channel, and **promote their access and use**, providing appropriate and readily available information on their operation both on the corporate website and through any other means deemed effective.
- **To protect against any type of retaliation**<sup>2</sup>, including threats or attempts of retaliation against persons who, in **good faith**, use these channels to report irregular conduct or conduct contrary to the principles and values of the Elecnor Group or current legislation (hereinafter, whistleblowers<sup>3</sup>).

<sup>2</sup> For the purposes of this Policy, retaliation is understood as any acts or omissions that harm the whistleblower or that, directly or indirectly, involve unfavourable treatment that places the persons who suffer them at a particular disadvantage with respect to another in the labour or professional context, solely because of their status as a whistleblower.

<sup>3</sup> Protection against any type of retaliation also extends to the natural persons who assist the whistleblower in the process, to natural persons who are related to the whistleblower and who may suffer retaliation, such as coworkers or family members, to legal persons for whom the whistleblower works or with whom they maintain any other type of relationship in an employment context or in which they hold a significant participation, and to the legal representatives of the employees in the exercise of their functions of advising and supporting the whistleblower.

- **To guarantee the confidentiality** of the identity of the whistleblowers and of any third parties mentioned in the communications, of the facts described therein and of the actions taken to manage and process them, as well as the **protection of the corresponding personal data**, preventing access to this information by unauthorised persons.
- **Allow anonymous communications.**
- **To guarantee the rights of the persons to whom the communications refer** (hereinafter, affected persons) during the processing of any proceedings that may be initiated as a result thereof. In particular, their right to be **presumed innocent and to have their honour respected**, to be **defended** and to have **access to the file** under the conditions laid down in the internal procedure for implementing this Policy, as well as the same protection afforded to whistleblowers, preserving their identity and guaranteeing the confidentiality of the facts and data of the proceedings. The right to honour will remain in force after the investigation process has been completed.
- To provide adequate information in a clear and easily accessible manner on the **external communication channels** made available to citizens by the competent public authorities, through which interested persons may communicate facts of a similar nature to those covered by this Policy.
- To allocate the **necessary resources** and guarantee **due independence and autonomy** in the management of the Integrity and Regulatory Compliance Internal Reporting System to ensure its proper functioning and the proper management and processing of any investigations that may be launched as a result of the communications received.

The **good faith** of whistleblowers and of the communications made through internal communication channels is a **fundamental element** for the proper functioning and legitimacy of the Integrity and Regulatory Compliance Internal Reporting System, to provide the promised protection to whistleblowers and to guarantee the rights of the persons concerned. A report is considered to be made in bad faith if it is not based on facts or indications from which irregular behaviour may reasonably be inferred, if it is made even if the whistleblower is aware of the falsity of the facts and/or exaggerates or fraudulently misrepresents them, or if it is made with the sole purpose of revenge, harassment or defamation, or to cause personal or professional harm to the persons concerned. The Elecnor Group will take appropriate disciplinary action against whistleblowers if their communications are found to be in bad faith.

### 3. MONITORING AND OVERSIGHT, DEVELOPMENT AND REVIEW

The **Audit Committee** is responsible for **monitoring and oversight** of the effective application of this policy and the procedure implementing it, in accordance with its responsibilities, and the Board of Directors is responsible for approving this policy and the procedure implementing it. The **diligent management** of the internal reporting system in matters of integrity and regulatory compliance is the responsibility of the **System Manager**, appointed by the Board of Directors, who will perform his duties independently and autonomously, with the necessary human and material resources.

The System Manager, within the scope of his functions and without prejudice to the powers of monitoring and oversight of this Policy and Procedure vested in the Audit Committee, may develop and approve the rules for the implementation of this Policy and Procedure deemed necessary to ensure the proper functioning of the System, always informing the Audit Committee in advance.

The Audit Committee, in accordance with its role of monitoring and overseeing this policy, will update it whenever it deems appropriate and submit a proposal to the Board of Directors.

The Audit Committee will report regularly to the Board of Directors on the results of the exercise of its function of monitoring and overseeing the effective operation of the System.

**Approval (Board of Directors):** May 2023

**Last review (Board of Directors):** December 2025