

Corporate Anti-Corruption Policy





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1. Purpose

This Corporate Anti-Corruption Policy (the “Policy”) of the Sener Group is an integral part of the Sener Group Compliance System¹ and aims to convey to all companies part of the Sener Group, to their People and to the third parties² with which they interact the Sener Group’s principle of zero tolerance and firm opposition to any act of corruption, irrespective of local legislation and/or customs. The Sener Group has a firm commitment to preventing and combating any act of corruption in all its activities, thereby contributing to the achievement of Sustainable Development Goal 16 adopted by the United Nations.

This Policy provides practical guidance for the application of the principle of zero tolerance towards corruption within the framework of the professional activities of the Sener Group’s People and governs the relationships that the Sener Group and its People maintain with third parties acting in the name of or on behalf of any of the Group’s companies, including through joint ventures and temporary business alliances, from which Sener professionals frequently carry out their activities.

This Anti-Corruption Policy constitutes a commitment to continuous vigilance against potential acts and conducts of corruption, to communication and awareness-raising among all Sener Group people and to the development of a corporate culture based on ethics and integrity. Any facts or conduct that breach or may potentially breach this Policy, where there are reasonable grounds to suspect such a breach, must be reported.

This Policy also serves as a call to all Sener Group people, and in particular to those with management, supervisory and team coordination responsibilities, to maintain exemplary conduct in this area at all times.

Furthermore, it constitutes a preventive measure against actions that could give rise to any form of irregular conduct or potential criminal offence in any of the jurisdictions in which Sener Group companies operate.

The principles set out in this Corporate Anti-Corruption Policy are implemented through the Sener Group Compliance System³ and through the Crime Detection and Prevention Models in place across the different companies of the Group.

¹ See the Compliance area of the Sener Group’s corporate website

² That is, any natural or legal person, public or private, including, but not limited to, customers, partners (e.g. in joint ventures and/or temporary business associations), suppliers, subcontractors, agents, advisors, national or international regulatory bodies, governments, public administrations, civil servants or public employees, persons who otherwise exercise public functions, political parties and candidates for public office.

³ See Corporate Compliance Policy on the Sener Group’s corporate website.

2. Scope of application

This Policy is directly and mandatorily applicable to all Sener Group companies and all its people, who will be referred to collectively as Sener, the Sener Group or Group.

Sener Group companies include all subsidiaries, including international subsidiaries, and companies which Sener directly or indirectly controls as of this date or in the future;⁴ and individually, the reference to Sener Group people includes all members of the Sener Group's management bodies and its directors, employees and people regarded as such, irrespective of their contractual arrangement, geographical location or hierarchical level.

Sener will encourage in general terms the adoption of principles and values equivalent to those established in this Policy among the third parties with which it operates, and in particular with suppliers, subcontractors and collaborating companies.

Likewise, Sener will foster the alignment of its internal procedures with the basic principles set out in this Policy, as well as with the procedures applied in other related companies that are not part of the Group, such as minority-owned companies, joint ventures and temporary joint ventures.

3. Definitions

For the purposes of this Policy, and without prejudice to the specific provisions of the applicable regulations in this area, corruption is defined as a set of fraudulent behaviours that undermine fair corporate practices, sustainable development and democratic processes and that run counter to transparency, market equality and the proper use of public resources. Such conduct may occur in environments involving natural or legal persons, both in public entities and in private companies. These behaviours include, among others, any form of bribery, fraud, misappropriation or facilitation payment, as well as any act carried out directly or through an intermediary that is contrary to the principles of fairness and ethics.

Bribery is understood as directly or indirectly offering, promising, giving, accepting or requesting an undue advantage of any financial or non-financial value, regardless of location, in violation of applicable law, as an incentive or reward for a person to act or refrain from acting in relation to the performance of their duties.

Fraud is understood as any intentional act of deception, manipulation or omission carried out with the aim of obtaining an unlawful benefit for oneself or for a third party, thereby causing economic, legal or reputational harm to the Sener Group or its stakeholders⁵.

⁴ The term control refers to the situation in which a company directly or indirectly holds the majority of the voting rights of another company, the power to appoint or remove the majority of the members of its management body or can hold the majority of the voting rights by virtue of agreements with third parties, in such a way so that it effectively controls the management of said company.

⁵ Stakeholders are understood to be our shareholders, third parties with whom the Sener group operates, including our customers, partners and/or suppliers, the competent authorities and regulatory bodies, the local communities where we operate and society in general

Misappropriation consists of the unlawful appropriation, unauthorised use or diversion of funds, assets or other organisational resources by persons who are responsible for them, for personal purposes or to benefit third parties.

Finally, facilitation payments⁶ are small unofficial payments made to public employees or officials⁷ to secure or expedite routine procedures or administrative actions⁸ to which the payer is already legally entitled.

4. Principles of conduct

The Sener Group establishes the following fundamental principles of conduct in the fight against corruption:

1. **Zero tolerance.** The Sener Group does not accept, tolerate, commit or become involved directly or indirectly in acts of corruption or bribery, and it firmly rejects any act contrary to national or international anti-corruption regulations.
2. **Respect for the law.** The Sener Group complies with all national and international legal provisions relating to the prevention and detection of corrupt and bribery-related conduct, promoting their integration into the Group's business and support processes.
3. **Ethics above business.** Ethical culture and compliance with anti-corruption regulations take precedence over commercial considerations. Accordingly, under no circumstances will the Sener Group pay or authorise any form of bribe, even if doing so would result in the loss of business opportunities or projects.
4. **Communication.** The Sener Group encourages the use of the Ethics Line as a communication channel between the Compliance Officer, Sener Group people and the Group's stakeholders, through which ethical queries may be raised and potential corruption-related practices or other irregular conduct may be reported.
5. **Ongoing training.** The Sener Group promotes internal training on the prevention of and fight against corruption and disseminates the principles set out in this Policy to third parties.
6. **Impartiality.** The Sener Group remains independent and neutral with regard to the political options of each country. Accordingly, the Sener Group does not make any contributions, financing or donations to political parties, their representatives or candidates.
7. **Rejection of extortion.** The Sener Group prohibits any conduct that may constitute extortion in the context of its business activities or that involves the use of violence or intimidation to obtain a benefit.

⁶ Facilitation payments are payments made to expedite administrative processes or services to which the payer is entitled without having to make such a payment. These payments are usually small amounts and are made to public officials to ensure that necessary actions are taken, such as obtaining permits, licences or processing official documents.

⁷ The term 'public employees and officials' will include the latter as well as all those persons who perform public functions in another capacity.

⁸ When these procedures are not properly regulated and their official prices or fees are not openly published to any interested party.

8. **Contractual transparency.** Any service provided to or received by the Sener Group must be legitimate, and both its nature and price must be duly documented in a contract previously approved by the relevant contracting body. Payments made by the Sener Group must reasonably and rationally reflect the value of the consideration received under market conditions. Under no circumstances will payments be made to natural or legal persons other than those identified in the relevant invoice or contract.
9. **Commitment to truthful and lawful records.** The Sener Group is committed to accurately and transparently recording, in accordance with the legislation in force in each territory, all actions, transactions and operations of the company in the legally established books and electronic records.

5. Guidance for applying this Policy

The following guidelines are intended to support sound decision-making in order to prevent corruption within the activities carried out by the Sener Group, whether in internal operations or in its relationships with third parties.

The Sener Group's commitment

In order to prevent and combat corruption:

1. Giving, promising or offering any type of payment, commission or remuneration to any person or company, with the aim of obtaining any direct or indirect benefit for Sener Group people or for any of the Group's companies, is prohibited. Such actions are also prohibited when carried out indirectly through clients, partners, suppliers, agents, intermediaries, advisers or other third parties.
2. Accepting or receiving any payment, commission or remuneration from any person, whether in the public or private sector, in order to facilitate or secure advantages or commercial success for a third party, in such a way that Sener Group people or any of the Group's companies may obtain a direct or indirect benefit, is prohibited.
3. Giving or receiving gifts or hospitality is permitted only where their market value falls within the limits established in the relevant corporate policy and/or where their clearly personal nature does not have the capacity to influence the impartial judgement of the decisions to be taken by a third party or by any person within Sener Group companies⁹.
4. Any request by a third party for payments, commissions, gifts or remuneration as referred to above, as well as any act that raises doubts or may involve Sener Group people or third parties in corrupt practices, must be rejected and reported to the immediate superior or through the procedures established within the Compliance System.
5. The implementation of financial and non-financial controls to prevent, identify, control and mitigate corruption risks will be promoted.

⁹ See the Corporate Gifts and Hospitality Policy on the Sener Group corporate website.

6. Any form of parallel accounting process outside the Sener Group's systems, such as false or off-balance-sheet invoices, is expressly prohibited.

Relationships with Public Authorities

1. Giving, promising or offering any type of payment, commission, gift or remuneration to any public entity, public official or employee or director of public companies or bodies, whether directly or indirectly through related persons or entities, is prohibited where the ultimate recipient is a public official or a person designated by them.
2. Facilitation payments are prohibited in all territories, regardless of local customs and practices. For the purposes of this Policy, a facilitation payment is any unofficial payment made to a public employee or official to secure or expedite a procedure or action to which the payer is legally entitled without making such payment.
3. Trading in influence is prohibited, regardless of local customs and practices, where it enables decisive influence over decision-making, generates preferential treatment or facilitates access to privileged information for the benefit of the Sener Group's interests.
4. Any form of collusion¹⁰ is prohibited. This prohibition extends to direct and indirect conduct and applies to both domestic and international operations involving public authorities or bodies.
5. Hiring individuals who have previously held public office is prohibited where this results in access to privileged information that may confer a competitive advantage on the Sener Group.
6. The misuse of public resources is prohibited. Misuse is understood as the appropriation, diversion or use of public resources for purposes other than those legally permitted.

Requirements in relationships with third parties

1. No contractual relationship may be established with a third party unless they are aware of and accept compliance with the Sener Group Code of Conduct (or, where applicable, the Sener Group Supplier Code of Conduct¹¹) and, consequently, with this Policy.
2. No contractual relationship may be formalised with third parties without ensuring that their ethical and compliance standards are aligned with the unequivocal commitment assumed by all Sener Group companies under the Compliance System. To this end, the defined due diligence processes must be applied in order to reasonably assess the degree of corruption risk, among others, associated with working with specific third parties.
3. No contractual relationship may be entered into with a third party unless they accept the ethics and anti-corruption clauses incorporated into the Sener Group's general contracting conditions.

¹⁰ Collusion is understood as any agreement between private parties aimed at obtaining a benefit for the Sener Group, typically in public procurement processes.

¹¹ See Code of Conduct and Supplier Code of Conduct on the Sener Group's corporate website.

6. Governance

6.1 Integration with the Compliance System

This Corporate Compliance Policy is an integral part of the Sener Group's Compliance System¹², and it represents the principles established in the Code of Conduct, complementing the policies integrating it and the internal procedures developing them.

Reference in this document to the Sener Group's Code of Conduct also extends to complementary and/or developing policies and procedures that can be inferred from its context.

6.2 Duty to report

Notwithstanding the particularities of the reporting duties set forth in this Policy, all people at the Sener Group must report in good faith the existence or, when there is a reasonable indication, the possible existence of any breach of, conduct contrary to or violation of the principles and criteria of conduct established in the Compliance System, and in particular in this Policy.

This reporting of events, which may be made anonymously, must be performed in accordance with the procedures and channels established for this purpose in our Compliance System, through which inquiries may also be made regarding the matters it covers and its application.

To that end, Sener Group companies have an Internal Reporting System known as the Ethics Hotline¹³. This channel guarantees, in all communications, the protection of confidentiality, anonymity and an anti-retaliation policy for whistleblowers and those reported. The Ethics Hotline¹⁴ will be accessible from the corporate website and from the Sener Group's Intranet –Compliance area– on a 24/7 basis.

A Compliance Officer has also been appointed in each Sener Group company, to whom communications or inquiries may be made directly.

The Compliance Officer will be responsible for processing communications, reports and/or inquiries received. They will give priority to communications and/or inquiries related to the infringement or violation of internal anti-corruption policies and procedures and will always meet the legal deadlines to acknowledge receipt, analyse, investigate and resolve the reported situations. Subsequently, the Compliance Officer will be responsible for carrying out the appropriate actions and verifications in accordance with the internally defined procedure when it comes to responding to the reported events.

¹² View on the Sener Group's corporate website

¹³ In accordance with Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019 on the protection of persons who report breaches of Union law; and Law 2/2023 of 20 February 2023 regulating the protection of persons reporting regulatory infringements and the fight against corruption.

¹⁴ See the Sener Group's Ethics Hotline Regulations. The Ethics Hotline can be accessed through the Ethics Hotline Form via the corporate website's home page and the Sener Group's intranet (<https://www.group.sener/en/about-us/sustainability/corporate-governance/compliance/ethics-reporting-form/>).

6.3 Knowledge, dissemination and training

All people at the Sener Group must be aware of, understand and comply with the Compliance System, and in particular this Policy, as well as actively participate in the training programmes and established monitoring mechanisms.

According to their geographical location, position and/or functions they perform, the people must be aware of, understand and comply with the regulations applicable in the jurisdictions where the Sener Group companies operate. The Compliance System, and specifically this Policy, is a minimum standard. Consequently, it will be applied without prejudice to any applicable laws. In order to avoid any doubt, adherence to the provisions of the Compliance System will in no case excuse compliance with the law.

This Policy, together with the remaining documents that make up the Sener Group's Compliance System, will be published on the Sener Group's corporate website and on its Intranet.

The Compliance area will be ultimately responsible for guaranteeing the proper dissemination of this Policy and the Compliance System, ensuring that they are communicated internally to all the people and externally to the various stakeholders.

Notwithstanding the foregoing, the people that perform management, supervisory or team coordination functions hold a greater responsibility in promoting a culture of compliance and serving as an example in the application of the Compliance System, ensuring that the people under their supervision receive the required training and guidance.

6.4 Supervision and penalty system

The ultimate responsibility for supervision and compliance¹⁵ of this Policy lies with the management body of each Sener Group company, which delegates its supervision to the Compliance Officer appointed for this purpose. This responsibility will require special diligence in the international subsidiaries through which the Sener Group operates in other countries.

The breach of conduct contrary to or violation of the principles and criteria of conduct established in the Compliance System, and in particular in this Policy, may lead to the adoption of the corresponding disciplinary measures and penalties according to the applicable disciplinary system. This will be without prejudice to the adoption of other measures or the enforcement of any responsibilities that may correspond to the offender.

Sener commits to taking the appropriate measures in the event of any irregular or potentially criminal conduct that may occur in its operations. It will adopt the appropriate measures and, where appropriate, report it to the competent authorities and initiate any relevant legal action.

¹⁵ View the Sener Group's Corporate Compliance Policy on the Sener Group's corporate website.

7. Review and update

The Sener Group Compliance area will periodically review the content of this Policy, ensuring that it reflects the legislation, recommendations and international best practices in force at any given time, and it will propose any amendments and updates that contribute to its development and continuous improvement.

The Board of Directors of Sener Grupo de Ingeniería, S.A. is vested with the ultimate authority to approve group-level corporate codes and policies, which set out the guidelines governing the conduct of all companies part of the Sener Group, in furtherance of the Code of Conduct and in line with the principles of corporate governance.

This Policy, in its second version, was approved by the Board of Directors of Sener Grupo de Ingeniería, S.A. on 18 December 2025.

The first version was approved on 16 December 2020.



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