



Anti-Corruption and Anti-Fraud Policy



19 April 2021

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The Board of Directors of IBERDROLA, S.A. (the “**Company**”) has the power to design, assess and continuously revise the Governance and Sustainability System, and specifically to approve and update the corporate policies, which contain the guidelines governing the conduct of the Company and of the companies belonging to the group of which the Company is the controlling entity, within the meaning established by law (the “**Group**”).

Corruption and fraud stifle economic growth, weaken democracy and undermine social justice and the Rule of Law, causing serious harm to the economy and to society, and in many cases facilitates the operations of organised crime.

The Company, which is a leader by virtue of its firm commitments to ethical principles, assumes the responsibility of actively participating in the challenge of fighting corruption and fraud in all of its areas of activity.

In assuming these commitments and in fulfilling these responsibilities, the Company’s Board of Directors hereby approves this *Anti-Corruption and Anti-Fraud Policy* (the “**Policy**”) within the framework of the law and the *By-Laws* and the guidelines for conduct that take shape in the *Purpose and Values of the Iberdrola group*.

In the area of crime prevention, the principles contained in this *Policy* take specific shape in the *Crime Prevention Policy*.

1. Purpose

The purpose of this *Policy* is to convey to all members of the management team and the professionals of the companies belonging to the Group, as well as to third parties establishing relations therewith, an unambiguous message of opposition to corruption and fraud in all of their manifestations, and the Group’s desire to combat them in all of its activities, thereby contributing to the achievement of compliance with goal sixteen of the Sustainable Development Goals (SDGs) approved by the United Nations.

The *Crime Prevention Policy*, together with this *Policy*, shows the Group’s commitment to unwavering vigilance and punishment of acts and conduct that are fraudulent or that facilitate corruption in any of its forms, the maintenance of effective mechanisms for communication and awareness-raising among all professionals, and the development of a corporate culture of ethics and honesty.

2. Scope of Application

This *Policy* applies to all members of the management team and the professionals of the Company and of the other entities within the Group as well as of investee companies not belonging to the Group over which the Company has effective control, within the limits established by law.

The Group has a governance model in which the head of business companies assume executive responsibilities on a decentralised basis, enjoy the independence necessary to carry out the day-to-day administration and effective management of each of the businesses and are assigned the responsibility for the day-to-day control thereof through their respective boards of directors and management decision-making bodies, which, with the supervision of the Compliance Unit and other competent bodies, ensure the implementation and the monitoring of the action principles set forth in this *Policy*, without prejudice to appropriate coordination at all levels within the Group. This model is complemented with the existence of country subholding companies that group together the equity stakes in the Group’s head of business companies and carry out the function of organisation and coordination in relation to such countries and/or businesses as are decided by the Company’s Board of Directors, disseminating, implementing and ensuring compliance with the policies, strategies and general guidelines of the Group based on the characteristics and unique aspects of their respective countries and/or businesses.

The listed country *subholding* companies and their subsidiaries, pursuant to their own special framework of strengthened autonomy, may approve their own anti-corruption and/or anti-fraud policy applicable to said company and its subsidiaries to comply with the requirements applicable thereto due to its status as a listed company. In any event, said policies must be in accord with the principles set forth in this *Policy* and in the other environmental, social and corporate governance and regulatory compliance policies of the Governance and Sustainability System.

The country subholding and head of business companies may also adopt policies and rules that develop and adapt the principles contained in this *Policy* to the particular nature of each jurisdiction or business, reporting them to the Company’s Compliance Unit. Members of the management team and professionals of the Group who are also subject to other policies, rules or principles, whether applicable to a particular industry or deriving from the national laws of the countries in which they carry out their activities, shall also be bound thereby. Appropriate coordination shall be established in order to ensure that such policies, rules or principles are consistent with the principles set out in this *Policy*.

Furthermore, all persons acting as representatives of the Group at companies and entities not belonging thereto shall comply with the provisions of this *Policy* and shall promote, to the extent possible, the enforcement of its principles at the companies and entities at which they represent the Group.

At those companies in which the Company has an interest and to which this *Policy* does not apply, the Company will promote, through its representatives on the boards of directors of such companies, the alignment of their own policies with those of the Company.

This *Policy* shall also apply, to the extent relevant, to the joint ventures, temporary joint ventures (*uniones temporales de empresas*) and other equivalent associations, if the Company assumes the management thereof.

3. Main Principles of Conduct

The main principles of conduct on which this *Policy* is based are described below:

- a. the Group does not tolerate, permit or become involved in any kind of corrupt practice, including extortion and bribery, in the conduct of its business activities, either in the public or in the private sector;

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- b. the Company fosters a preventive culture based on the principle of “zero tolerance” towards corruption in the businesses in all its forms, as well as towards the commission of other wrongful acts and in fraud matters, and promotes the application of principles of ethical and responsible behaviour by all professionals of the Group, irrespective of their level and the country where they work.

This principle of “zero tolerance” towards corruption in the businesses is of an absolute nature and takes precedence over the possibility of obtaining any type of financial or other benefit for the Group or its professionals when based on a business or transaction that is unlawful or contrary to the principles set out in the *Code of Ethics*;

- c. relations between the professionals of the Group and any government administration, authorities, public officials or other persons who participate in the exercise of public functions, as well as political parties and similar institutions shall in any event be governed by the principles of cooperation, transparency and honesty.

The companies of the Group have specific procedures to prevent any conduct that might be considered an act of corruption, the application of which is supervised by the Compliance Unit and the compliance divisions of the companies of the Group;

- d. the professionals of the Group participate in appropriate training programmes, both in person and online or by any other appropriate method, with a frequency sufficient to ensure that their knowledge in the area covered by this *Policy* is kept up to date. In particular, the professionals of the Group shall receive specific training regarding the *Code of Ethics* to prevent any instance of fraud and corruption in any form;
- e. the companies of the Group promote a transparent environment, maintaining appropriate internal channels to favour the communication of possible improprieties, including the use of the channel of communication with the Company’s Audit and Risk Supervision Committee to report potential financial or accounting improprieties, and the ethics mailboxes, which allow the professionals of the Group, suppliers and shareholders of the Company to communicate conduct that may entail a breach of the Company’s Governance and Sustainability System or the commission by a professional of the Group of an act contrary to the law or the Governance and Sustainability System, including the rules of conduct of the *Code of Ethics*;
- f. the Group undertakes not to engage in any direct or indirect retaliation against persons who have used the channels referred to above or by any other means to report the commission of any improper conduct or any act contrary to law or the Governance and Sustainability System, including the rules of conduct of the *Code of Ethics*, unless they have acted in bad faith;
- g. the risks associated with fraud and corruption are duly identified, assessed and mitigated with appropriate controls and procedures in all the Group’s activities, and particularly in all transactions involving third-party relationships; and
- h. the Group’s relationship with its suppliers is based on legality, business ethics, efficiency, transparency and honesty. Ethical and responsible behaviour is one of the pillars of the Group’s conduct, and its suppliers must comply with the Group’s policies, rules and procedures in connection with the prevention of corruption in all of its forms, including, extortion and bribery. No supplier of the Group shall offer or give government officials, authorities, third parties or any professional of the Group, within the context of the business activity carried out for or on behalf of the Group, whether directly or indirectly, gifts, presents or other unauthorised advantages, whether in cash or otherwise, in order to secure favourable treatment in the award or maintenance of contracts or in business relations or to obtain benefits for themselves or for the supplier company.

4. Review

The Sustainable Development Committee shall periodically review the contents of the *Policy*, ensuring that it reflects the recommendations and best international practices from time to time in effect, and shall propose to the Board of Directors those amendments and updates that contribute to the development and ongoing improvement thereof, taking into account any suggestions or proposals made by the Compliance Unit or the professionals of the Group.

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This *Policy* was initially approved by the Board of Directors on 20 December 2016 and was last amended on 19 April 2021.