



CIE Automotive

Anti-Corruption and
Anti-Fraud Policy

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1. Introduction

Corruption is a complex social, political, and financial phenomenon that exists in all countries, where it undermines democratic institutions, hinders economic development, and contributes to governmental instability.

This Anti-Corruption and Anti-Fraud Policy (the “**Policy**”) has been prepared on the basis of the main sources of relevant legislation and best practices on the subject of combatting corruption and fraud. There is currently an exhaustive set of pertinent laws, regulations, and international agreements, and those used for reference here include the United Nations (UN) Convention Against Corruption; the UN Anti-Corruption Ethics and Compliance Programme for Business, the Organisation for Economic Co-operation and Development (OECD) Convention on Combating Bribery of Foreign Public Officials in International Business Transactions, the United States Foreign Corrupt Practices Act (FCPA), the UK Bribery Act 2010, and Spain’s Criminal Code (*Código Penal*), along with other international sources.

2. Our commitment

At CIE Automotive, S.A. (“**CIE Automotive**” or the “**Company**”, and as a corporate group together with its subsidiaries,¹ the “**Group**”, used in this document without differentiation) we are committed to fighting corruption, and have established the principles that must be used as guidance for the conduct of all persons associated with the Group.

Also in relation to this commitment, CIE Automotive is a signatory of the Ten Principles of the UN Global Compact (<https://unglobalcompact.org/>). This is a voluntary pact by which companies commit to aligning their strategies and operations with 10 universally accepted principles, in 4 thematic areas: Human Rights, Labour, Environment, and Anti-Corruption.

Specifically, in conformity with the 10th principle, CIE Automotive has a commitment to zero tolerance for any conduct that could be considered as an act of public-sector or private-sector corruption or bribery. Consequently, CIE Automotive **is committed to fighting all forms of corruption, including extortion and bribery**, and to implementing specific policies on this subject.

3. Types of criminal offences: what do we mean by corruption?

To begin, we can classify the types of conduct that are prohibited at the national level, with regard to public-sector and private-sector interactions, and also at the international level. Committing any of the following types of criminal offences can lead not only to a significant prison sentence for the person(s) committing the offence or conspiring to commit it, but also to imposition of fines and/or disqualifications. In addition, some types of offences could lead to fines for CIE Automotive, as well as prohibitions against contracting with governmental entities or other public-sector bodies. It is therefore essential for us to redouble our efforts and impose strict preventive measures against those criminal offences, which are based on the main elements described in the following sections.

¹ Companies where CIE Automotive, S.A. owns more than 50% of the share capital or has appointed more than half the members of the management body.

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3.1. Public-sector corruption

The legal definition of the criminal offences referred to as bribery are those consisting of corrupting or bribing a public authority or official by offering (or accepting) any form of gift or compensation (which may be in the form of cash or other items of value, or even non-economic), in exchange for performing (or not performing) an act associated with or inherent to a person's job or office.

In general terms, it can be said that outlawing the acts defined as bribery (of a national or foreign official), or as influence peddling, represents an effort to safeguard the independence of public authorities and officials when exercising their duties in a national or international context. Depending on the legislation of the particular country involved, these types of criminal offences may be defined as (i) a private party offering or delivering and (ii) a public authority or official requesting or receiving, any type of benefit, gift, or reward (the offence of bribery) or (iii) any improper exercise of influence over a public official or authority (the offence of influence peddling).

It is very important to emphasise that, to use the Spanish Criminal Code as an example, and as explained in more detail below, the offence of corruption of foreign officials or authorities (not just Spanish or European) may be committed even if a gift or bribe is given or delivered outside of Spain, in relation to an act, contract, or activity also being performed outside of Spain.

And of course, it is also necessary to remind everyone at the Company that private-sector corruption is also punishable in Spain and in other countries, if bribes are offered to or accepted by persons who are not public officials or authorities, but instead, private individuals or enterprises.

- **Bribery:** It is also important to warn everybody about the extremely serious consequences that these types of conduct can have (both for the person committing the offence and the company or organisation that person is representing), which can include disqualification from obtaining public grants or subsidies, or from contracting with public-sector bodies or institutions, as well as disqualification from receiving tax incentives or Social Security benefits. All of this is in addition to the potential for prison sentences for individuals, and fine for individuals and for the Company.
- **Corruption in international transactions:** This type of criminal offence is defined as corrupt conduct taking place during international commercial transactions, with the aim of preventing bribery in relation to international trade, and eliminating the negative impact that these practices can have on fair and honest competition in international markets.
- **Influence peddling:** This type of offence refers to any conduct that could damage the objectivity or impartiality of governmental decisions or proper functioning of public-sector bodies, in particular any efforts to influence a public official or authority in order to obtain a decision that would produce some form of direct or indirect benefit or advantage.

3.2. Private-sector corruption

The offence of private-sector corruption is defined in a way similar to public-sector bribery, and it could be referred to as "private-sector bribery" or "bribery between private parties". Depending on the national legislation involved, there may be punishments established for the "active corruption" committed by a person who offers or gives some benefit or advantage in order to receive favourable treatment during procurement of goods or services, as well as for the "passive corruption" that occurs when a director, manager, employee, or collaborator of a company receives, requests, or accepts some benefit or advantage in order to perform that act

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of favouritism. The purpose of these laws and prohibitions is to ensure fair and honest competition among competitors in the markets.

4. Objectives of this Policy

The purpose of this Policy is to define the rules of conduct related to preventing corruption, in line with the principles and rules of conduct that CIE Automotive, S.A. has documented in its Code of Professional Conduct.

Under this Policy, all directors, senior managers, employees, and workers at any of the companies belonging to the Group (the “**Personnel**”) must ensure that when carrying out commercial relations, their conduct always reflects the principles of integrity and transparency, while avoiding and rejecting any form of conduct that could be considered as an act of public-sector or private-sector corruption or bribery.

5. Scope of application

Compliance with this Policy is compulsory for all Personnel, with no exceptions. In addition, the rules and principles from this Policy must be observed by all external parties that act for or on behalf of CIE Automotive, or that participate, collaborate, or act as intermediaries in relation to its operations or business affairs.

6. The fight against corruption and bribery

In line with the general principle of zero tolerance for any form of corruption, CIE Automotive does not allow acceptance of any gifts, favours, or unpaid services from external parties, whether offered in the form of cash or in kind, or as any other object of value, except for those that have only a symbolic value and are not intended to influence the objectivity that must be maintained during all of CIE Automotive’s activities.

7. Policy on gifts, invitations, and hospitality

7.1 General rules of conduct

Whenever commercial relations or business transactions are being conducted with external parties (connected companies, suppliers, clients and/or collaborators), circumstances may arise where the giving of gifts, invitations, or hospitality may be justified.

However, in accordance with the Code of Professional Conduct, any offering of gifts or services under beneficial conditions is prohibited, whether involving individuals from private companies or public-sector employees or officials, unless they represent customary courtesies, and only if they are not conditioned upon anything being provided in return.

In general, the only permissible gifts are those that are symbolic in nature, which comply with traditional customs and practices in the country involved. It must be ensured that if any of CIE Automotive’s Personnel offer and/or accept any gift or invitation of this nature, it is done strictly for lawful purposes and with the following conditions being met:

- The intention or purpose of the gift or invitation must comply with normal standards of courtesy and customary business practices, and under no circumstances is it permissible to expect anything of value in return, or any unjustified commercial advantage.

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- All such gifts and invitations must be appropriate and proportional. A gift or invitation will be understood as being appropriate and proportional when it is seen as socially acceptable, with no risk that it would cause any social disapproval if revealed.
- All such gifts and invitations must always comply with the legislation in force at any given time, in the country where the gift or invitation is being given and also in the country where it is being received.
- All associated expenses must be duly recorded in the appropriate accounting system, in accordance with their nature and in a way that produces traceability and formal records and documents subject to auditing.

7.2 Prohibited conduct

Unless taking place in compliance with all the conditions described above, the following must be understood as prohibited conduct:

- Any giving or promising of gifts or invitations that involve an excessive economic value that exceeds typical practices and customs, and any that have the purpose of obtaining any form of unjustified or unlawful benefit or advantage in return.
- Any giving or promising of cash or cash equivalents (for example, cheques or gift cards).
- Any acceptance of gifts, invitations, or money on behalf of CIE Automotive when given with the purpose of producing favourable commercial relations.

8. Travel expenses and per diems

8.1 General rules of conduct

During the course of our professional activities, it is common for expenses to arise in relation to work-related travel and meals and lodging ("per diems").

Expenses of this type can only be justified for essentially work-related reasons, in conformity with the specific circumstances of each case. However, at CIE Automotive we must always comply, at all times, with the principles of austerity and proportionality that govern the Group's conduct.

Managing the expenses derived from work-related travel and per diems must comply with the contents of the travel expense procedure in force at each company belonging to the Group.

8.2 Prohibited conduct

Any type of offer, promise, payment, or authorisation of meals, invitations and/or other hospitality is prohibited if exceeding the limits established in the travel expense procedure in force at each company belonging to the Group.

Furthermore, no spending on meals, invitations, and/or other hospitality can be approved if not duly justified, or if that justification does not involve essentially work-related reasons.

9. Other special expenses

9.1 Charitable contributions, sponsorships, donations, and similar

As part of CIE Automotive's efforts to prevent fraud and corruption, all Personnel must comply with the following rules of conduct:

- All charitable contributions, sponsorships, and donations taking place in the name of CIE Automotive must be performed with strict transparency, which requires formal

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documentation and express appearance in CIE Automotive's financial statements. All such contributions, sponsorships, and donations must also be formally approved by the person or body at the Group authorised to do so.

- It is prohibited for any sponsorship or donation to be connected to any type of conduct of the beneficiary, or other acts, that could be interpreted as promoting a particular political group or party.
- Before any donations are made to a foundation or non-profit organisation, an analysis must first be performed to confirm that it does not have any type of connection with any public officials or authorities, or any political parties. In addition, the respectability and solvency of the entity receiving the donation must be confirmed, especially with regard to whether it has a transparent and trustworthy management system that can ensure that the donation will be used in an appropriate manner, and for the expected purposes.

9.2 Political contributions

CIE Automotive is not associated with any type of political views, and it prohibits any type of contribution made for and on behalf of the company to a political party or its representatives or candidates, or any type of contribution that has, or could come to have, any type of political implications.

Any persons who wish to participate in activities of a political or public nature must do so exclusively in their capacity as private individuals, outside of working hours.

9.3 Facilitation payments

As a general rule, facilitation payments made to public officials or authorities are prohibited. However, it is also recognised that in some jurisdictions facilitation payments may be considered as lawful (depending on the particular country involved), and on an exceptional basis, facilitation payments will not be understood as infringements of this policy if taking place under circumstances that represent a threat to the health, safety, or well-being of the employees. However, before any such payments are made, they must be discussed with the Compliance Body.

10. Conflicts of interest

A conflict of interest must be understood to exist in the following cases:

- Situations where any of the Personnel own public or private shares, or have other interests, in client companies or suppliers that have contractual or commercial relationships with CIE Automotive.
- Situations where any of the Personnel have family connections by blood or marriage, up to and including the second degree, with a person who holds an office or position at a client or supplier company that has contractual or commercial relationships with CIE Automotive.
- Situations involving any Personnel performing remunerated external activities at entities with interests that conflict with CIE Automotive's interests.
- Any situations of organisational hierarchy or other circumstances where any of the Personnel are in a position to exert a direct or indirect influence over other Personnel.
- Any other situations where any of the Personnel become involved in a commercial operation or transaction that could cause their own personal interests to be prioritised over the company's interests, or where those personal interests unduly influence, or could unduly influence, the commercial relationship.

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In any situation where any of the Personnel become aware of a conflict of interest, whether actual or potential, they must immediately report this in the manner established in CIE Automotive's internal procedures.

11. Accounting records

11.1 General rules of conduct

Transparency is a fundamental principle of CIE Automotive's corporate strategy. The Group must therefore maintain a suitable internal accounting control system, which includes accurate recording and reporting of all transactions performed for and on behalf of the Company.

CIE Automotive's accounting ledgers and records must be detailed and precise, with any false or deceptive recording of statements, operations, or transactions strictly prohibited.

This means that accurate, appropriate, and reasonably detailed supporting documentation must be maintained for all transactions performed, which must be safeguarded and stored in conformity with the internal policies on information management.

11.2 Prohibited conduct

Under all circumstances, and regardless of any other situations that may exist, the following conduct is strictly prohibited:

- Establishing any off-the-books accounts.
- Performing any transactions with the intention of not recording them in the accounting system or recording them in an inappropriate way.
- Recording any non-existent expenditures.
- Recording expenditures in the accounting records with an incorrect indication of their nature.
- Using any false documents.
- Deliberately destroying any accounting documents before the legally required storage period has expired.

12. Relations with public officials and authorities

12.1 General rules of conduct

All relationships maintained with public officials and authorities must be based on the principles of transparency, integrity, objectivity, impartiality, and legality.

Under all circumstances, our relations with public officials and authorities must take place in compliance with the following guidelines:

- Compliance with the values, principles, and rules of conduct found in the Code of Professional Conduct.
- Refraining from any interaction with public officials or authorities in cases where a conflict of interest exists.
- Oversight and verification of the truthfulness and completeness of all information provided to public-sector bodies.
- Appropriate storage and safeguarding, by the person assigned for this purpose, of all documentation exchanged with the public sector.

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12.2 Prohibited conduct

The following acts are strictly prohibited for any Personnel from the Group during their interaction with public officials or authorities, or with any connected external party:

- Offering or promising any form of gift, remuneration, favour, or service to a public official or authority, or accepting any request for any of these from a public official or authority, when the intention is to influence, or encourage that public official or authority to make, any type of decision that benefits CIE Automotive.
- This prohibition also covers any circumstances where the gift is only offered because a person holds a particular office and it goes beyond standard practices of courtesy, in relation to the practices and customs specific to CIE Automotive's scope of activity.

13. Commercial partner undertakings and external parties

The daily operations of CIE Automotive require commercial and business relationships with external parties, such as partner undertakings, clients, suppliers, contractors, subcontractors, agents, collaborators, etc.

The appropriate due diligence procedures must be applied in relation to all such external parties that act, or that could come to act, or that act as intermediaries, for and to the benefit of CIE Automotive. Those procedures must be based on the existing circumstances, to ensure minimisation of any potential risks derived from their potential improper or unlawful acts.

Under all circumstances, those due diligence procedures must be applied in relation to all agents, clients, business partners, and other external parties with which a letter of intent or memorandum of understanding has been issued, for performing projects or any other type of commercial activities.

CIE Automotive must also require all such external parties and commercial partners with which it establishes commercial relationships to agree to comply with this Policy.

Under any circumstances where there are signs that an external party may generate a potential risk of infringing the principles established in this Policy, or any applicable anti-corruption laws, CIE Automotive must refrain from contracting with or doing business with that party.

14. Responsibilities

In accordance with our management model, the anti-corruption principles are integrated into all activities, and the persons responsible for compliance with those principles are:

- ✓ **Audit and Compliance Committee:** This committee's functions include raising awareness of the existence of the Code of Professional Conduct at the Group, by which any conduct by any Personnel associated with CIE Automotive is strictly prohibited if it could be considered as related to corruption or bribery; submitting the Code of Professional Conduct and any of its subsequent amendments to the Board of Directors for its approval; and addressing any relevant issues for purposes of improving understanding of the Code of Professional Conduct and compliance with it.
- ✓ **Compliance Body:** This body has responsibility and authority for operation of the Compliance Management System, and its functions (described in the Group's Compliance Management System Manual) include, among others:
 - Encouraging and monitoring compliance with the values, principles, and rules of conduct established in the Code of Professional Conduct.

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- Providing oversight for the Internal Reporting System and managing the Ethical Channel, in accordance with the Internal Reporting System Policy and Ethical Channel Regulation.
- ✓ **Chief Compliance Officer (CCO):** The CCO has the highest level of responsibility for oversight of the Compliance Management System, and has been designated as the Person Responsible for the Internal Reporting System. The CCO's functions (which are described in the Group's Compliance Management System Manual) include, among others:
 - Managing the Internal Reporting System and its Ethical Channel and initiating the appropriate procedures for all communications received, in the manner established in the Ethical Channel Regulation, which regulate the procedure used to manage all communications received through that channel.
 - Ensuring that the investigation procedure is performed with the appropriate safeguards as established in the Ethical Channel Regulation (even if the investigation is outsourced).
- ✓ **Internal Audit Department:** This department is responsible for oversight of proper functioning of the mechanisms necessary to prevent and detect acts of corruption. In any case where signs of corruption exist, it must review and improve the currently existing business procedure that has failed to prevent that corrupt practice.

15. Ethical Channel

All Personnel subject to this Policy are obliged to report, or submit queries about, any facts or events they suspect could exist, or that they have become aware of, that could represent non-compliances or infringements, using the mechanisms implemented for that purpose.

Specifically, CIE Automotive has an Ethical Channel established for the purpose of receiving notification regarding any irregular conduct or activities. That channel can be used by all Personnel from the Group, with full confidentiality, to submit any queries they have regarding the contents of this Policy and other issues related to the contents of the Professional Code of Professional Conduct, and to report any potential non-compliances or infringements of that Code, or any other acts or conduct that may be unlawful and that could generate criminal liability for legal persons.

The functioning of the Ethical Channel is governed by the Ethical Channel Regulation, which are available at the corporate website: [Ethical Channel - CIE Automotive](#)

16. Training

CIE Automotive is committed to a policy of zero-tolerance for criminal offences. It also wants to ensure that all persons will internalise that policy, and for that purpose, it must provide all necessary training activities.

17. Non-compliance with the Policy

All non-compliances with the principles contained in this Policy must lead to implementation of the appropriate measures, in accordance with the labour legislation in force. Each and every one of us are responsible for complying with the contents of this Policy.

18. Terms and definitions

- Compliance Management System (CMS): an organisation's set of interrelated or interacting elements used to establish policies and objectives, along with the processes used to achieve those objectives.

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- Compliance objectives: development of the compliance culture for internal rules and external laws and standards, and commitments relating to criminal law, including but not limited to those regarding prevention of criminal offences and bribery, environmental protection, and taxation.
- Compliance Body: persons from the Compliance Department with responsibility and authority for operation of the CMS.
- Internal Reporting System: comprehensive set of corporate ethical tools, fully compliant with European Union regulations and the highest standards in this area. This includes, among other aspects, the existence of an internal information channel, known as the Ethical Channel, channeled through the corresponding online platform, and the implementation and dissemination of an Ethical Channel Regulation. These instruments play a fundamental role in promoting an organizational culture based on ethics, integrity and transparency.

19. Entry into force

This Policy enters into force on its approval date (February 2024).

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