

Criminal Compliance Policy of Pevale Energy

Introduction

Pevale is globally committed to meeting the highest standards of quality, safety and business ethics in all its actions and businesses.

Thus, in the context in which the organization develops its activities, all of us who form Pevale must always be scrupulous in complying with the law, and in this case, the laws that deal with and prosecute crimes and anti-legal conduct subject to criminal sanctions. For this purpose, this Criminal Compliance Policy is promulgated, integrated within the Compliance System and developed by the Criminal Compliance Manual and the Compliance Program implemented in the business units and companies of Pevale.

The Criminal Compliance Policy of Pevale applies to the entire Company and in the compliance model determined by United Kingdom legislation. However, it has been conceived and constructed with the idea of being a Global Policy and to be implemented and followed throughout the Company, adjusting, if necessary, to the particularities that may exist in each jurisdiction.

For a better understanding of the context, it is necessary to know that with the legislative reforms of the English Common Law, it was established for the possibility of charging and convicting legal entities (companies) for criminal liability independently and differently from the eventual liability of the individual persons working in them, and with specific sanctions for them. This can mean for the company from economic sanctions to the suspension of activities and even force the dissolution. Hence, it is not only a matter of the company's responsibility to prevent the commission of crimes within the company by its employees and/or representatives, for which until now they were only personally liable, together with any subsidiary civil liability of the company, but also a requirement to avoid any possible criminal conviction of the company itself, with much greater scope and consequences and potential harm to the company as such.

In Pevale, this prevention model is articulated within the Criminal Compliance Management System, in which this policy is framed and served. The model can be exported to all the Company's societies and is binding on all of them, although, without

prejudice to the foregoing, the specific features and legal regime of possible mitigation or exemption from liability that may exist in jurisdictions other than United Kingdom must be taken into account in each case.

To this end, this Criminal Compliance Policy is established as the basic structure of the Criminal Compliance Management System in a way that allows compliance with the previous legal dictates and, in any case, favours the development of an ethical culture and rigorous compliance with the legal framework and the fight against crime within the company.

This Policy has been approved by the Board of Directors of the parent company of Pevale Energy. It is strategic for all Pevale and must be complied with, applying to all employees and workers contractually linked to Pevale, administrators, representatives, collaborators and agents of Pevale, and all other companies of Pevale (hereinafter jointly referred to as "Pevale" or "the Company"). Failure to comply with the provisions of this policy will result in appropriate corrective action, including labour discipline and even dismissal, or in any other case the immediate termination of other possible contractual relationships, depending on the seriousness and circumstances of the action, whether by action or omission.

This Policy:

- establishes a specific action and management framework that determines the establishment of *prevention, surveillance and control measures suitable for preventing the commission of crimes within Pevale (Criminal Compliance Management System)*;
- is imposed on a mandatory and binding basis on all persons working at Pevale or administering and managing its business, under corrective and/or disciplinary measures of an individual nature.

Common Terms

Criminal Compliance

Specific concept, within the general concept of 'Compliance', referring in particular to the establishment and management of adequate processes and procedures to provide the organization with an effective management model that includes surveillance and control measures suitable to prevent and avoid the commission of crimes within the company's own sphere or to significantly reduce the risk of their commission.

Code of Conduct

Compilation of the rules and regulations that are required of Pevale employees and their behavior in relation to Ethics & Compliance.

Pevale has developed a code of conduct that establishes the ethical principles that should guide the performance of the daily activities of the people that work for Pevale and is an essential part of the *Compliance* Program.

Report channels

Pevale has a report channel called "Ethics Mail" which allows any person, whether or not they are personnel of Pevale, to report anonymously or not, possible breaches or irregularities that are contrary to the ethics and the law, especially those that are contrary to Criminal Law and the Code of

Conduct, with the maximum guarantees of confidentiality and without any reprisals.

Criminal *Compliance* Management System

A set of organizational elements that are interrelated or that act to specify and measure the level of achievement of objectives in the area of criminal compliance, as well as the policies, processes and procedures to achieve these objectives. The *Criminal Compliance* Management System covers the entire organization and allows the company to demonstrate its commitment to comply with criminal compliance regulations. Pevale's *Criminal Compliance* Management System is in accordance with the provisions of the UNE 19601 standard.

Anti-bribery and Corruption Management System

A set of organizational elements that are interrelated or that act to specify and measure the level of achievement of anti-corruption and bribery objectives, as well as the policies, processes and procedures for achieving these objectives. The Anti-Corruption and Bribery Management System covers the entire organisation and enables the company to demonstrate its commitment to comply with anti-corruption regulations.

***Compliance* Program**

An element of the Management System that covers the entire organization and allows the company to materialize its commitment to comply with regulations, especially those related to criminal and anti-corruption compliance, but not only. The Compliance Program contemplates the legal requirements, the contractual requirements with our clients, the industry codes, the organization's standards, as well as the standards of good corporate governance, best practices, ethics and the expectations of the community in general.

Disciplinary system

Adequate sanctions in accordance with the Penalty Procedure provided for in the applicable Collective Bargaining Agreement and the respective labour legislation, in the

event of non-compliance with the Compliance Program.

Company

This refers, depending on the context, to all of Pevale or to any individual company within Pevale, as well as any other entity over which they have control or a majority shareholding.

Pevale

This means, as appropriate, all the companies that make up Pevale or any company thereof as defined above.

1. Criminal Compliance Policy of Pevale

1.1 Policy objectives

The purpose of this Policy is to establish an effective model of organization and management of Criminal Compliance, including surveillance and control measures suitable to prevent the commission of crimes of the nature of the prosecuted or to significantly reduce the risk of their commission, in all Pevale.

1.2 Scope of Application

The Criminal Compliance Policy applies to all employees and other workers and collaborators, managers and directors of Pevale, including those of the companies that

are integrated in Pevale.

This Policy applies internally to Pevale without prejudice to the additional criminal regulations in force in each of the jurisdictions in which the Company operates.

Pevale should try to link its various partners (customers, suppliers, consultants and other collaborators and business partners) to achieve effective compliance with this Policy and with the controls and measures set out in the Criminal Compliance Management System, promoting the implementation of specific and effective programmes for compliance with this Policy.

1.3 Policy development

1.3.1. Commitment to Comply with the Compliance Objectives and the Compliance Program.

The Board of Directors of the parent company of Pevale, in its position as the highest level of the organisation and management of Pevale, has determined the need to implement the Criminal Compliance and Anti-Corruption Management System and is committed to the monitoring and enforcement of this system. Therefore, it has approved this Criminal Compliance Policy, which forms part of the Criminal Compliance and Anti-Corruption Management System, and which favours the establishment at Pevale of suitable surveillance and control measures to prevent the commission of crimes potentially attributable to the different companies under the corresponding legal system

Beyond the above, the Criminal Compliance Policy, the Compliance Program and the rest of the internal regulations contribute to the development of an ethical culture and rigorous compliance with the legal framework and the fight against crime within each company throughout Pevale.

1.3.2. Identification of the activities within the scope of which the crimes to be prevented may be committed

Pevale is governed by private law, with legal entity and full capacity to act for the fulfilment of its purposes, under different legal frameworks and jurisdictions in the various countries where it operates.

1.3.3. Risks applicable to Pevale arising from its main activities

Pevale assumes a commitment of particular vigilance and control of those activities carried out in all Pevale and in which the commission of certain crimes or criminal offences may materialise and of which it may be directly accused as a legal person in each of the areas described. The risks of direct or indirect commission (through employees, directors or representatives of the company) have been previously defined in a risk map, taking into account the criminal regulations, the main activities and the circumstances of the company, which is constantly updated and it is included in the Criminal Compliance Management System Manual and the criminal risk register of Pevale.

In addition, those behaviours that could more typically lead to the commission of such crimes have been identified and based on this, a series of controls and measures have been developed to prevent and mitigate their

possible commission, either by action or omission.

1.3.4. Prohibition of non-compliance and explanation of the consequences of non-compliance.

The Policy determines zero tolerance with respect to behaviour that means non-compliance with the model and evasion of the established controls, which are equally applicable to directors and members of the governing bodies, managers and employees of Pevale, but are also applicable to all partners in the Company's business and operations. Any breach will be subject to the appropriate sanctioning and disciplinary regime foreseen for essential breaches of the various applicable contracts, including the disciplinary measures applicable under the employment contract, including the dismissal or immediate termination of other possible contractual relationships.

1.3.5. Minimizing exposure to criminal risks

The Criminal Compliance Policy, as well as the development regulations, establish a preventive culture based on zero tolerance to conducts contrary to the regulations, especially those of a criminal nature.

In order to minimize Pevale's exposure to regulatory risks, the decision-making process of all members of the Board of Directors, executives and employees of Pevale and business partners must carefully analyse and study possible criminal contingencies, discarding those actions that may represent a temporary or economic saving but that expose the company to a significant risk.

1.3.6. Criminal Risks management

The Criminal Compliance Policy establishes a specific framework for the definition, review and achievement of particular criminal compliance objectives, through an adequate criminal risk management system that determines appropriate processes aimed to:

- a. Identify the behaviours and situations of probable risk that the organization can reasonably contemplate associated with the different crimes contemplated.
- b. Analyse the specific risk of non-compliance (commission of a crime) identified in each case.
- c. Assess the consequences of committing crimes in each of the identified risk situations.
- d. Manage and review prevention, risk mitigation and correction measures in the event of non-compliance with established controls

To this end, and in order to guarantee the effective management of the planned model, sufficient human and material resources must be provided within the Company, under the supervision of a Crime Prevention Committee and the Ethics & Compliance Area, in order to ensure the achievement of compliance objectives and its effective operation.

1.4 Instruments of criminal prevention

1.4.1. Policies and procedures developed

Pevale has developed a series of internal policies, guidelines and procedures with the intention of regulating the actions of the Company, promoting an ethical culture and preventing the commission of crimes within the Company.

In this regard, the Board of Directors of the parent company has approved, among others, the following instruments with global application necessary in all Pevale:

- Global Code of Conduct
- Anti-Bribery and Corruption Policy ("ABC") and other associated policies ("ABC" Policies, Global Data Privacy Policy, People Policy, etc.) all of which are directly or indirectly effective in preventing criminal offences within the scope of Pevale.

The above internal rules are communicated and available to all the members of Pevale. In addition, continuous training is given to employees in general or specific subjects for any particular area.

1.4.2. Governance Structure

The bodies involved in the Policy and the high-level detail of the related functions are described below.

A. Board of Directors

The Board of Directors of Pevale Energy LLC, as the parent company, is the highest governing and administrative body of the business and operations of Pevale and of the global and corporate management and performance of the Company at a global level. It therefore establishes the Company's global strategies and objectives, including the supervision and control of management mechanisms, including risk management, and the viability of the Company. In this way, it assumes the competence to supervise the Company's compliance management, including in this case, criminal compliance. To this end, the Board defines the main lines of the compliance function, approves the Company's global compliance policies and carries out appropriate monitoring and control of the Criminal Compliance and Anti-Corruption Management System, through the regular report it receives from the Crime Prevention Committee.

To this end, the Board of Directors must be informed periodically, at least once a year, of the results of the activities carried out by the Crime Prevention Committee, of the status of the Criminal Compliance Management System, and at any time when it is necessary or when any breach or news occurs that could affect the interests of the Company.

B. Crime Prevention Committee

It is the body appointed by the Board of Directors of as responsible for caring for and supervising the effective operation of the Criminal Compliance Management System. It is a collegiate body, including transversal functions of the company, and endowed with autonomous powers of initiative and control and independence in the exercise of its functions, as established in the Procedure of the Crime Prevention Committee. It is the maximum guarantor of the functioning of the Criminal Compliance and Anti-Corruption Management System. The main function is therefore to ensure due compliance with this Criminal Compliance Policy, including the Anti-Bribery and Corruption Policy and the other ABC Policies, and in the part related to it, with the Code of Conduct.

Reporting periodically to the Board of Directors and making an Annual Plan of control, supervision, evaluation and updating of the Criminal Compliance Management System are some of the responsibilities of this Committee, among others, as described in the Criminal Compliance Manual.

C. Senior Management

In order for Senior Management to review periodically Pevale's Criminal Compliance and Anti-Corruption Management System, there is a forum composed of the Executive Committee, the Chief Compliance Officer. This review is understood as the process by which, based on the result of the review of the Criminal and Anti-Bribery Compliance System carried out by the Crime Prevention Committee and the Ethics & Compliance function, the Senior Management analyses the information available and adopts the appropriate decisions for the effective implementation and execution of the controls and measures necessary for the proper functioning of the Criminal and Anti-Bribery Compliance System at Pevale, reporting on this review to the governing body.

D. Ethics & Compliance Area

The Crime Prevention Committee delegates to the Ethics & Compliance Area some of its oversight functions regarding the operation of the Criminal Compliance and Anti-Corruption Management System, in relation to controls and crime prevention measures, apart from those that are its own responsibility. Among such surveillance functions are the review and update of the Criminal Risk Map, the proposal to the Crime Prevention Committee of the Compliance Objectives, the identification of controls and/or aspects of improvement or the effective communication of controls of the Management System.

The Ethics & Compliance area will meet periodically to discuss the responsibilities entrusted to them and will periodically report the results and status of its functions to the

Crime Prevention Committee, for its knowledge and subsequent report to the Board of Directors, as indicated in the Pevale Criminal Compliance Manual.

1.4.3. Ethics Mail

Pevale makes available, both to employees and to any stakeholder, the "Ethics Mail" where anybody can make a report of any suspicious fact or behaviour of which they are aware, anonymously or not.

All of us at Pevale have the inexcusable obligation to report, on the basis of reasonable evidence, facts or conduct that are suspected of constituting a criminal act or a breach of the principles of the Code of Conduct, our policies or applicable regulations. We also have the obligation to communicate any doubts or suggestions regarding the interpretation of this Criminal Compliance Policy or the rest of the rules on compliance through the "Ethics Mail". Any kind of retaliation against an informant who acts in good faith is prohibited and measures must be taken to protect him/her, both members of the organization and third parties. Any action contrary to the above will be sanctioned.

1.4.4. Penalty regime, consequences of not complying with the established requirements.

Pevale requires its governing body, managers, employees, business partners and other stakeholders to comply with this preventive culture based on zero tolerance of conducts that are contrary to regulations, especially of a criminal nature. In the event that

any infringement should materialise within its organisation, Pevale establishes a proportionate sanctioning and disciplinary regime for fraudulent, disruptive and/or criminal actions and conducts that expose the company to criminal risks. This will lead to the application of disciplinary measures that may consist of warnings, even involving the termination of the employment relationship or collaboration between Pevale and the offending party, always in strict compliance with the established collective agreements and with the rest of the labour regulations of the applicable jurisdiction, guaranteeing full respect for the rights of offenders.

In the case of offences that constitute crimes, the conduct shall be reported to the competent authorities.

1.4.5. Updating, improvement and publication of the Criminal Compliance and Anti-bribery Management System

Pevale is committed to updating and improving the Criminal Compliance and Anti-bribery Management System, implementing specific management mechanisms that allow the system to be reviewed at regular intervals, performance evaluation and the deployment of actions that promote continuous improvement.

The Criminal Compliance Policy will be reviewed by the Crime Prevention Committee periodically and, in any case, when there is a change in the regulations that involves updating or modifying them.

The Criminal Compliance Policy will be published through Pevale's ordinary means of communication via the intranet, and will be

available on the Pevale website, for the purposes of full knowledge by the Company's governing body, directors and employees, as well as business partners and stakeholders, where appropriate. A copy will be given to all new members of Pevale and will be permanently available on the the intranet to facilitate rapid access by any interested party.