

Business Courtesies Policy

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1. Purpose

The purpose of this policy is to regulate the conditions under which the administrators, managers, and employees of Naturgy can accept/offer business courtesies from/to third parties within the framework of performing their professional duties, to ensure they are legitimate, reasonable, proportionate and appropriate to the level of the offerer and the recipient so as to ensure effective compliance with the principles of objectivity, impartiality and transparency set out in the Code of Ethics and in the Anti-Corruption Policy of Naturgy.

Naturgy is firmly committed to the prevention, detection and eradication of irregularities related to breaches of the Code of Ethics, the Anti-Corruption Policy and the established internal rules, including those referring to criminal actions. Naturgy understands that due diligence in these matters requires, among others, designing and implementing control models, such as the Crime Prevention Model.

Both the Code of Ethics, in chapter 4.7. “Corruption and bribery” and Naturgy’s Anti-Corruption Policy expressly prohibit bribery in any form.

Bribery is understood as the action of offering, promising or giving something of value with the aim of influencing a business decision in an unlawful manner or obtaining an undue advantage in the development of the company’s activity; it can take the form of payments, gifts or invitations, among others.

This Policy therefore establishes a basic framework for anti-bribery compliance in accordance with the international standard UNE-ISO 37001 on anti-bribery management systems

2. Scope

The Business Courtesies Policy is mandatory and enforceable:

- i. all members of the organisation, irrespective of their position or office held, including Administrators.
- ii. to all the companies that make up the Naturgy group, regardless of the activity or country where they are established. As such, it shall apply to all companies in which Naturgy holds a majority shareholding and those in which it has operational and/or management control.

In those countries where there may be local laws or regulations regarding the acceptance and delivery of business courtesies and whose provisions contravene those set out in this Policy, the more restrictive rules shall apply. Furthermore, the economic limits set out in this Policy shall be adapted to the customs and practices of each geographical region.

Failure to comply with the provisions of this Policy may result in disciplinary action.

3. Definitions

Business courtesies: business courtesies are considered to be gifts, presents and invitations, in the broadest sense, which within the professional context are given to



or received from a third party in a personal capacity and without consideration, by an employee, manager or administrator of Naturgy, or their next of kin.

Examples of business courtesies include the following:

- **Gifts or presents.** They include both tangible goods and services.
 - Tangible goods (non-comprehensive list): food, jewellery, watches, works of art, electronic equipment (tablets, mobile phones, computers), shares, gift vouchers, etc. or discounts thereon.
 - Services (non-comprehensive list): travel, accommodation, use of facilities, upgrading or repair works, loans, assignment of use of other companies' vehicles, etc., or discounts thereon.
- **Invitations or hospitalities.** This category would include meals, invitations or tickets to professional, recreational, cultural or sporting events, as well as any travel, accommodation, meals or refreshments associated with any type of event (professional or otherwise), etc.

Public authority or public servant: are employees of the public sector and public international organisations, holders of public office and, in general, all persons involved in the exercise of public functions, whether in the executive, legislative or judicial branch. For the purposes of this Policy, public authorities or public servants also include persons appointed by governmental authorities or other entities to perform tasks of public administrations on their behalf and in their representation, either in their personal capacity or through public companies¹, private or mixed companies licensed for this purpose (e.g. companies that give official approval or certification for public purposes).

Staff of the Naturgy group: are the administrators, managers and employees of all the companies that make up the Naturgy group.

Institutional representation: intervention in functions of representation of Naturgy by the members of the Board of Directors of Naturgy Energy Group S.A., the members of the management committee of Naturgy, or the persons expressly designated for this purpose by the latter.

Third parties: suppliers of goods or services, customers, public authorities or public servants, potential customers or suppliers, financial institutions, members of the press, entities or associations, shareholders, foundations, etc., related to Naturgy

4. Requirements for acceptance/delivery of business courtesies

4.1. General principles

Naturgy Group personnel as such cannot accept or offer, whether directly or indirectly, business courtesies for the purpose of improperly influencing their commercial, professional or administrative relations, whether with public or private entities.

¹ Public companies are those whose capital is public by over 50%.



Consequently, in the Naturgy group, the acceptance/delivery of business courtesies is permitted in accordance with generally accepted business practices or social customs and provided that they are occasional, occur in good faith, in a transparent manner and provided that they cumulatively meet the following criteria:

- They have not been requested.
- They have not been made with the intention of influencing a third party or to improperly obtain or retain an advantage, benefit or business or they could be perceived as a bribe, whether in the public or private sector.
- They cannot give rise to a conflict of interest.
- They are not in cash or any other medium that allows the transmission of money, which are expressly prohibited.
- They are received or offered in a public, open and transparent manner and, under no circumstances, at the recipient's home address.
- They do not, in any case, exceed, without authorisation, the financial limits set out in this policy.
- They are, where appropriate, duly reported to the Compliance department in accordance with this policy.

It is considered good practice for Naturgy group personnel to draw lots or distribute the business courtesies received that meet the above criteria among the members of their department, exempting themselves in these cases from the obligation to obtain authorisation and/or notify the Compliance department in accordance with the provisions of paragraph 4.2 in relation to section 4.6.

In those cases in which there is a concurrence of gifts and invitations of different nature, each of them must be analysed individually and, if necessary, authorised and/or communicated in accordance with the provisions of paragraph 4.6.

A number of examples of permitted and non-permitted situations are detailed in



APPENDIX 02: EXAMPLES OF PERMITTED AND NON-PERMITTED SITUATIONS

4.2. Economic limits

Business courtesies with a value of 100 euros or less may be accepted/delivered without the need for authorisation or registration, except in the case of invitations to professional events whose main purpose is related to the activity that the guest carries out in or for the Naturgy group, whose limit is set at 500 euros. These limits shall be accounted for on an annual basis by Third Party and administrator, manager or employee.

In the case of Business Courtesies whose value is greater than 100 euros and less than or equal to 200 euros, and in the case of professional events greater than 500 euros, their acceptance or delivery will be conditional upon authorisation by the immediate manager, as well as communication to the Compliance department, through the procedure described in section 4.6.

The following will require the express authorisation of the relevant General Manager after assessing their suitability with the Compliance department:

- i. The acceptance/delivery of business courtesies individually or in aggregate with a value of more than 200 euros from the same Third Party during the same year.
- ii. The acceptance/delivery of invitations to professional events, unless these are free, from more than one per Third Party during the same year.

In these cases, if the acceptance/delivery is to or by a General Manager, the latter will assess whether the requirements of this Policy are met and, if the acceptance or delivery is decided, will inform the Compliance department in the terms indicated in section 4.6.

Exceptionally, neither the financial limits nor the reporting obligations set out above shall apply in the case of Business Courtesies given or received as Institutional Representation.

A summary of the economic limits for business courtesies is included in APPENDIX 01: SUMMARY OF ECONOMIC LIMITS

4.3. Travel costs associated with business courtesies

The travel costs² associated with attendance to events, whatever their nature, shall generally be borne by Naturgy or, where appropriate, the invited Third Party, with the following exceptions, provided that these are within reason³:

- Institutional Representation Events
- Professional events in which Naturgy group personnel participate as speakers or experts (in a way that can be understood as a consideration)

² Travel costs are understood to be the cost of transport, accommodation and/or meals.

³ Costs similar to those established in the travel expenses policy for Naturgy employees whose duration does not exceed the duration of the event itself are understood to be proportionate.



- Travel costs borne by Naturgy for the intervention of a Third Party in a professional event organised by Naturgy.

Apart from the cases described above, the acceptance/disbursement of travel costs for attendance at events of any nature will require the authorisation of the corresponding General Manager and notification to Compliance.

In such cases, if the acceptance/delivery is to or by a General Manager, the latter will assess whether the requirements of this Policy are met and, if acceptance or delivery is decided, will inform the Compliance department.

4.4. Business courtesies during tendering processes

During the course of a tender⁴ in which Naturgy takes part, both as a bidder or as a receiver of the bid, Naturgy group personnel (both Purchasing Unit personnel and Business/Corporate Units **involved in the tender process**) may not accept or offer business courtesies from/to counterparties to the tender (suppliers, contractors, external collaborators, customers, Public Servants, etc.).

4.5. Business courtesies for authorities or public servants

Any offer of business courtesies to Public Authorities or Public Servants by Naturgy must comply, in addition to the applicable legislation, with the general principles and economic limits established in this policy and follow the procedure described in section 4.6.

The provision of business courtesies that could be construed as a form of influencing the decision making of the relevant public authority or public servant is expressly prohibited.

4.6. Procedure for acceptance/delivery of business courtesies

Naturgy Group personnel, regardless of their professional category, and under the terms established in this policy, must inform the Compliance Unit, through the channel established on the corporate intranet (or in the event of unavailability of the same via e-mail, to ucompliance@naturgy.com) the business courtesies that he/she receives/delivers, attaching, where appropriate, the corresponding approval of the direct manager or the General Manager, with the sole exception of those that take place in the context of an Institutional Representation.

The application for authorisation to the relevant Manager and/or the communication to the Compliance Unit, where applicable, shall contain at least the following information:

⁴ The period of time from the time that Naturgy or the Third Party is expected to participate in the tender until the tender is awarded shall be understood as the duration of the tender.



- Nature and economic value, indicating the method used for valuation. Each employee is responsible for defining the value of business courtesies given or received.
- Purpose, aim or motive for business courtesies.
- Reasoning for giving/receiving the courtesy.
- Identity of senders and receivers.
- In the case of business courtesies given/received repeatedly, the aggregate value of all services provided to and/or received from the same Third Party in the same financial year.
- In the case of impermissible business courtesies that cannot be returned, the reason for not returning it must be stated.
- Tendering processes with the Third Party (planned, ongoing or recently completed), in which the employee is involved.

The Compliance Unit may monitor the compliance of the communications received with the principles of this policy.

4.7. Procedure in the case of receiving unacceptable gifts or hospitality

Business courtesies offered to Naturgy group personnel that do not comply with the requirements set out in this policy shall be refused or returned to the person or entity that offered them.

In those cases in which returning the courtesy is not possible, the Compliance Unit must be informed of this fact and, in coordination with the corresponding General Manager, will decide on the final use to be made of such courtesies.

4.8. Exclusions

The following business courtesies are not subject to this Policy:

- Naturgy gifts to its employees and administrators.
- Global commercial promotion campaigns (gifts, etc.) launched by units with responsibility for them.
- Public institutional awards or recognitions.
- Sponsorship agreements and donations.
- Costs of organising institutional or promotional events or events organised by Naturgy for certain groups (journalists, suppliers, investors, customers, etc.). However, the costs of travel, accommodation, gifts, presents or entertainment that may be provided at such events will be subject to the Business Courtesies Policy.



4.9. Queries

Naturgy group personnel may use the code of ethics channel, the link to which is available on the corporate intranet or the e-mail address ucompliance@naturgy.com to make queries related to the interpretation of this Policy.

4.10. Irregularities

In the event that any irregularities may be observed regarding compliance with this Policy, Naturgy group personnel must inform the Compliance department through the code of ethics channel, the link to which is available on the corporate intranet or the e-mail address ucompliance@naturgy.com.

5. Approval

The Business Courtesies Policy has been approved by the Management Committee of Naturgy Energy Group, S.A. on 24 November 2022.

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APPENDIX 01: SUMMARY OF ECONOMIC LIMITS

	No authorisation or communication needed
	<ul style="list-style-type: none"> Gifts < €100 Leisure events < €100 Hospitality < €100 Professional events < €500 Travel expenses associated with professional events in which you are a speaker
	Allowable by immediate manager
	<ul style="list-style-type: none"> Gifts from €100 to €200 Leisure events from €100 to €200 Hospitality from €100 to €200 Professional events >€500 Other professional event-related travel expenses
	Allowable after evaluation by General Manager/Compliance
	<ul style="list-style-type: none"> Gifts >200 Leisure events >200 Professional events >1/year Hospitality >200 Exceptions (the business courtesies policy applies, but without limitations or obligation to communicate) Institutional representation
	Prohibitions (acceptance is not permitted under any circumstances)
	<ul style="list-style-type: none"> Gifts in the context of competitive tenders (public or private) Cash gifts
	Exclusions (business courtesies policy does not apply)
	<ul style="list-style-type: none"> Naturgy gifts to its employees and administrators Global commercial promotion campaigns (gifts, etc.) launched by units with responsibility for them. Public institutional awards or recognitions. Sponsorship agreements and donations. Costs of organising institutional or promotional events or events organised by Naturgy for certain groups.



APPENDIX 02: EXAMPLES OF PERMITTED AND NON-PERMITTED SITUATIONS



Considered business courtesies within the economic limits provided for (ALLOWED IN NATURGY)

- Food.
- Electronic equipment, clothing, watches or pens under private label or with the third party's logo (merchandising).
- Books.
- Costume jewellery.
- Decorative or artistic objects.
- Invitations to professional, cultural or sporting events (not including travel/accommodation).
- Lunches and dinners (as a guest or host) provided they are not disproportionate for the country, business and correspond to normal business practices and customs.
- Courtesies from the Naturgy catalogue (including Naturgy book, tickets to sporting events and concerts).
- Other Merchandising items.



Not considered business courtesies (NOT ALLOWED IN NATURGY)

- Cash, vouchers, cheques or equivalent.
- Electronic equipment, watches, clothing or pens not considered private label or merchandising.
- Travel/accommodation to professional, cultural or sporting events (see exceptions in section 6.5. "Travel and accommodation at events" of the Business Courtesies Policy).
- Meals (business or otherwise) that may be considered disproportionate in terms of cost, location or context.