



## **Compliance system**

### **Compliance Policy**

Approved by the Board of Directors on May 21, 2024

**IDOM**

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## 1. Preamble

Since the very founding of IDOM by Rafael Escolá in 1957, it has been established that its operations are underpinned by the trust, commitment, and optimal personal and professional development of its members, within a framework of freedom and respect, with an impeccable procedural approach, imbuing the organization with a policy of zero tolerance of crime and any unlawful act (contrary to the Law).

The first texts regarding its principles were initially devised in 1965, when, prior to the opening of the offices in Barcelona and Zaragoza, Rafael Escolá considered it appropriate to draw up a series of documents setting out the values of IDOM, preparing the first four Basic Documents (ultimately increased to eleven), the contents of which would be mandatory for all IDOM persons.

Subsequently, around 1975 market changes and the company's growth prompted the Board of Directors to compile the Basic Documents and other "papers" on corporate governance, in 1978 issuing the first version of the Philosophy of the company, which is considered the most important of all these Documents.

From that date onwards it underwent minor revisions, the last of which was in 2005 when the Board approved the updating of the documents entitled Philosophy (DB-01) and Procedural Approach (DB-02), which define our values and the basic behavioral guidelines of IDOM people in pursuing their professional activity.

Likewise, as a result of the reform of the Spanish Penal Code in 2010, the IDOM Board of Directors decided to implement a Compliance System intended essentially to generate behaviors that promote prevention, guarantee detection, and enable action in the face of the risks of possible inappropriate conduct and unlawful acts of any kind.

In 2021, changing times now make it advisable to review and update our Compliance System to adapt it to new circumstances, and to do so in accordance with existing best practices in this regard, such as the Compliance Guidelines of the Spanish National Markets and Competition Commission (**CNMC**), Transparency International Spain, and the standards UNE-ISO 19601 and 37001.

In 2023, this policy was reviewed to bring it in line with the requirements of applicable regulations on the protection of whistleblowers and anti-corruption.

With this ambition in mind, and with a firm will to further expand our culture of compliance, the Board of Directors approves and orders the implementation of this **Compliance Policy**, establishing general principles and commitments to be developed through the Code of Conduct and the other elements that make up our Compliance System.

## 2. Objectives, Scope and Scope

The IDOM Compliance Policy aims at achieving and maintaining a comprehensive, effective and living Compliance System that assesses, prevents and minimizes the risks that our activities could generate, and in all cases appropriately controls and manages them.

This reinforces IDOM's firm commitment not only to comply with the laws and standards applicable to it, but also to encourage and maintain spotlessly ethical conduct, as well as being extremely diligent in preventing, detecting, and sanctioning – if necessary – any possible unlawful or non-compliant conduct within the System.

In parallel, but linked to the above, IDOM has stepped up its commitment to the best practices of Good Corporate Governance, Corporate Social Responsibility, equality, diversity, respect for human rights, the environment, occupational health and safety and a range of other values that guide the way it has operate since it was founded.

This Compliance Policy applies to the Board of Directors itself, to all persons within the entire group of companies comprising IDOM, to its collaborators, to its clients and providers, and to all third parties in general who have any professional relationship with IDOM.

## 3. IDOM Code of Conduct and Compliance System

The **Code of Conduct** is and will remain the primary internal standard developing our Compliance Policy. Both the Compliance Policy and the Code of Conduct are cornerstones of our Compliance System.

The IDOM **Compliance System**, which is based on UNE-ISO standards and other standards such as the CNMC Compliance Guide and "Transparency International Spain", is the set of policies, codes, protocols, procedures, instructions and good practices that have been designed and implemented to ensure that IDOM conducts its activities and business in accordance with current regulations, ethics and the principle of "zero tolerance for unlawful acts", especially criminal and competition matters, fostering a culture of compliance among IDOM people, its collaborators, clients and providers, while also promoting training and communication and, ultimately, establishing effective mechanisms to assess, prevent, manage and react to risks.

The IDOM intranet contains a summary of the fundamental elements that make up the Compliance System, in addition to the compendium attached at the end of this document.

### Guiding principles

The guiding principles of the Compliance Policy and the entire Compliance System, which are set out in greater detail in the Code of Conduct, are as follows:

- (i) Ensure that all persons working at IDOM act within the law and in accordance with the internal policies and standards of the Compliance System.
- (ii) Promote training, communication and "zero tolerance" of inappropriate and unlawful or suspected unlawful behavior.
- (iii) Foster a culture of Compliance through Management and the heads of the different business lines, who must set an example of leadership, commitment, and behavior towards all other people at IDOM and its collaborators, and who, therefore.
  - (a) Are prohibited from giving instructions contrary to the Law, the Code of Conduct, or any element of the Compliance System;

- (b) Have a duty to react to alleged breaches of the Law, the Code of Conduct or any element of the Compliance System by reporting them via the Whistleblowing Channel; and
  - (c) Have the duty to help resolve Compliance concerns brought before them by their team members or refer them to the Ethics and Compliance Committee ('Comité de Ética y Cumplimiento Normativo', or 'CECN') via the Queries and Suggestions Channel.
- (iv) Ensure and maintain the independence of the CECN, which has the human and material resources required to perform the functions assigned to it by its Statute, and other elements of the Compliance System.
  - (v) Drive the evolution of the Compliance System and its evaluation, as presented by the CECN to the Board of Directors.
  - (vi) Establish a Whistleblowing Channel and a Queries and Suggestions Channel, entrusting independent and impartial management to the CECN.
  - (vii) Promote compliance training, in accordance with the proposals or needs presented by the CECN.
  - (viii) Penalize breaches of the Compliance System, following the appropriate procedure conducted in accordance with internal regulations and employment legislation, and any other provisions that might apply, and also, where applicable, file the corresponding complaints.

## **5. Antitrust Compliance Policy**

As explained above, the IDOM Compliance System is based on the highest compliance standards as the model through which IDOM's firm commitment to compliance is executed and expressed.

In particular, the culture of compliance with competition regulations underpins the performance of IDOM in all its areas of activity, inspiring the performance of IDOM's people and extending this also to its providers, clients, business partners and other collaborators so as ultimately to impact on society.

As a result, all elements of the Compliance System are adapted to ensure compliance with free competition regulations, including the Code of Conduct, the regulatory compliance clause for contracting with business partners, the Guidelines on the defense of competition, the implementation of a new management system for the Whistleblowing Channel and the implementation of a new Queries and Suggestions Channel, the updating of the Incident Management and Queries Procedure related to the Compliance System, the reform of the Statute of the Ethics and Compliance Committee, and the creation of a risk map and competition control matrix. Training on compliance with antitrust rules has also been updated at the organization, and specific antitrust awareness campaigns are implemented.

All the above corresponds to IDOM's firm intention to fulfill the latest compliance standards and to have a competition compliance model that is a benchmark in the sector, with all IDOM members having sufficient training and access to the necessary channels to prevent, identify and, where relevant, react appropriately to specific competition risks.

IDOM understands that the development and maintenance of a an Antitrust Law Compliance Policy is a dynamic challenge and a commitment that requires constant monitoring and updating, thus ensuring that the successes of IDOM are exclusively down to the excellence of the work carried out, and are the sole and exclusive result of the professional capacity of all the people who make up IDOM.

## **6. Internal Information System Policy**

IDOM has duly implemented an Internal Information System in accordance with the standards established in the Internal Information System Policy approved by the Board of Directors. The Internal Information System is a key element of our Compliance System from several points of view, since it allows us not only to be aware of possible violations committed in the exercise of our professional activities and to react appropriately to them, but also to evaluate and, if necessary, correct the level of knowledge and internalization, as well as the effectiveness of the various protocols and tools of prevention and control implemented.

## **7. Monitoring of the Compliance Policy and the Compliance System**

The CECN is responsible for overseeing the Compliance System.

Supervision shall be carried out in the manner and to the extent defined by the Compliance System itself, and shall be performed:

- (i) Through the management of the Whistleblowing Channel and the Queries and Suggestions Channel.
- (ii) Through any random checks decided by the CECN itself within the context of its annual working plan.
- (iii) Through any internal investigations which the CECN may decide to initiate, even if not prompted by a prior complaint.
- (iv) Through surveys and reminders.
- (v) Through audits commissioned from third-party experts.
- (vi) Through training.

All such oversight shall be reported to the Board of Directors in the manner, at the time, and within the scope defined in the CECN Statute and other elements of the Compliance System.

In order to facilitate this oversight, the Board of Directors has instructed all individuals at IDOM to offer their utmost collaboration and to facilitate the work of the CECN, this Committee having been equipped with the means and resources required to perform its functions.

## **8. Approval of the Compliance Policy**

This Compliance Policy has been approved by the Board of Directors of IDOM, entering into force immediately upon approval.

The governing bodies of the entire group of companies comprising IDOM expressly adhere to and espouse the policy, distributing it among their personnel, collaborators, clients, providers, etc., following translation, if necessary, into the language of the country where they are located, all of which is placed on record in the relevant minutes or documents.

It may only be modified by a new, express resolution of the Board of Directors of IDOM, which will be duly publicized and will be once again conveyed to all the governing bodies of the set of companies that make up IDOM.

## Annex

### Compliance System Compendium

The IDOM Compliance System, based on UNE-ISO standards and other generally accepted standards, such as the CNMC Compliance Guide and “Transparency International Spain”, is the model through which the Compliance Policy approved by the IDOM Board of Directors is implemented and developed, as the set of policies, codes, protocols, procedures, instructions and good practices that have been designed and implemented to ensure that IDOM carries out its activities and business in accordance with current regulations, ethics and the principle of “zero tolerance of unlawful acts”, especially criminal and competition matters, fostering a culture of compliance among the people of IDOM, its collaborators, clients and providers, promoting training and communication, and ultimately establishing effective mechanisms to assess, prevent, manage and react to risks.

At present, the following elements are part of IDOM's Compliance System:

1. The **Compliance Policy** approved by the IDOM Board of Directors.
2. The assessments of risks (mainly criminal and competition matters) that could arise in performing our activities. Referred to as **Risk Maps**.
3. The **Code of Conduct**, which is the fundamental standard for ethics and compliance.
4. The **Statute of the Ethics and Compliance Committee**, a body designated by the Board of Directors, with autonomous powers of initiative and control, and which is assigned the resources required to perform its functions, its main mission being supervision of the Compliance System
5. The **internal information system**, composed of the following elements:
  - **Internal Information System Policy**
  - The **person in charge of the internal information system**
  - The **internal information channel**.
  - **Protocol on the internal information channel and procedure for managing the information received**.
6. The **Competition Guidelines**.
7. The **Guidelines for the preparation of EOIs and Proposals financed by International Financial Institutions**.
8. The **protocol for monitoring meetings and contacts with competitors**.
9. The **Code for the Prevention of Harassment and Acts of Violence in the Workplace**.
10. The **Corruption Prevention Code**.
11. The Due Diligence and **Anti-Money Laundering Code**.

12. The **Systems, Technology Resources and Subcontracting Manual**.
13. The **procedure for the prevention of culpable insolvency and handling of demands, notifications and attachments**.
14. The **disciplinary regime** in the area of regulatory compliance.
15. Guide on the monitoring, control and **evaluation of the Compliance System**.
16. The **Action Plan for inspections by Competition Authorities**.
17. The **Conflict-of-Interest Management Manual**.
18. The **Qualified Obligation** clause **to comply with and promote the IDOM Compliance System**, to be **ratified every 3 years**.
19. All other procedures, contractual clauses, processes, instructions, and other documents that are included in the Compliance System in any of the above elements.

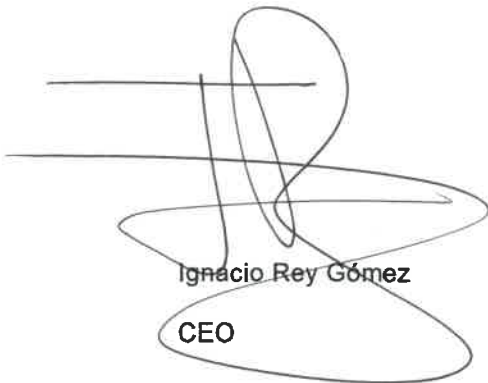


## **Express adherence of Senior Management**

The Senior Management of IDOM, represented by its Managing Directors, espouses the IDOM Compliance Policy, approved by its Board of Directors, fully adhering to all its principles and guidelines, reiterating zero tolerance for corruption and a commitment to a corporate culture of compliance, in particular (but not exclusively) in the field of competition regulations.

Management shall ensure appropriate support for the CECN, providing it with the necessary means to perform its functions and protecting its autonomy and independence.

In witness whereof they have signed this document in Bilbao, on April 24, 2024.



Ignacio Rey Gómez  
CEO