

COMPLIANCE MANAGEMENT SYSTEM
GRUPO LANTANIA

GLOBAL COMPLIANCE SUPERVISORY BODY

lantania 

SGC 2025 OGS | ED.00 24/06/2025

GLOBAL COMPLIANCE SUPERVISORY BODY

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1. INTRODUCTION

GRUPO EMPRESARIAL LANTANIA (hereinafter, “**Lantania**”) is understood as the group of companies that belong, directly or indirectly, as subsidiaries (100 % of their share capital) or investees (at least 50 % of their share capital without reaching 100 % of their share capital) to GRUPO LANTANIA, S.A., the parent company, therefore, of Lantania, a business corporation that operates in the infrastructures, construction, water, energy, conservation, services, energy, utilities, and services sectors, at national and international level, through the aforementioned subsidiaries and investees.

The international expansion carried out and underway requires the imposition of compliance commitments on each and every one of the subsidiary legal entities and investees worldwide, whether incorporated or acquired.

Being aware that the legal systems of each country incorporate different legal, regulatory and normative aspects and different supports for the criminal liability of legal entities, Lantania has decided, on the one hand, to establish common standards in regulatory compliance (“**Compliance**”) in all the companies that make it up worldwide, and, on the other hand, to implement and maintain, in each of them, an integral compliance model that corresponds to each particular legal system of each country where it operates (the “**Comprehensive Compliance Model**” or the “**Integral Compliance Model**”).

Harmonizing the obligation of each Spanish entity to have its own compliance supervisory body and the obligations in this regard arising from the legal systems of other countries where Lantania operates, with the existence of the aforementioned common standards in all Lantania companies, a global compliance supervision body in Lantania (the “**Global Compliance Supervision Body**”) has been created, as part of them, as the governing body of the different supervisory bodies of each commercial company and the highest body responsible for this matter in Lantania.

This document regulates the common aspects on the nature and functioning of the Global Compliance Supervisory Body in Lantania (the “**Protocol**”).

CHAPTER I. NATURE, PURPOSE AND MODIFICATION

Article 1. Nature and purpose.

1. The Global Compliance Supervisory Body is a permanent internal body within Lantania, responsible for overseeing the operation and ensuring compliance with the company's Comprehensive Compliance Model.
2. The Global Compliance Supervisory Body actively participates in the initial drafting and implementation of Lantania's Integral Compliance Model, as well as in any subsequent updates. It ensures the model's proper functioning and establishes appropriate audit, monitoring, and control systems to verify, at a minimum, compliance with the requirements set by criminal legal frameworks for compliance programs. Failure to properly perform its functions may prevent Lantania from being exempt from criminal liability
3. The Global Compliance Supervisory Body of Lantania is responsible for ensuring and guaranteeing compliance with all legislation, regulations and rules affecting Lantania, as well as the avoidance and prevention of the commission of crimes within it.
4. The purpose of this action protocol of the Global Compliance Supervisory Body is to regulate its functioning as part of the management structure of Lantania.

Article 2. Amendment.

1. Any amendment to this Protocol must be approved by resolution of the Global Supervisory Body.
2. Amendments to this Protocol may be proposed by the ownership, the management of Lantania and the Global Compliance Supervisory Board.

CHAPTER II. POWERS

Article 3. Powers of the Global Compliance Supervisory Body in relation to this Protocol.

The Global Compliance Supervisory Body is entrusted with ensuring compliance with this Protocol and shall:

- a) Exercise due control over its implementation in Lantania.

- b) Verify its application through specific activities aimed at monitoring the continuous improvement of conduct.
- c) Ensure that they are complied with, updated and periodically modified.

Article 4. Powers related to the Code of Ethics.

The Global Compliance Supervisory Body shall have the following powers in relation to the Lantania code of ethics (the “**Code of Ethics**”):

- a) Promote the dissemination, knowledge and compliance with the Code of Ethics, promoting the training and communication actions it deems appropriate, in accordance with Lantania’s principles, ensuring that, in its dissemination and communication, homogeneous general criteria are followed.
- b) To ensure the application of the Code of Ethics in Lantania.
- c) Bindingly interpret the Code of Ethics and resolve any queries or doubts that may arise in relation to its content, application or compliance, particularly in relation to the application of disciplinary measures by the competent bodies.
- d) Periodically and at least annually assess the degree of compliance with the Code of Ethics. In this regard, it shall draw up an annual report on the degree of compliance, which shall be communicated to the competent governing bodies.
- e) Report to the competent governing bodies on compliance with the Code of Ethics whenever necessary or when required to do so.
- f) Promote the approval of the necessary rules for the development of the Code of Ethics and for the prevention of breaches, in collaboration with the different Lantania areas.
- g) Approve procedures and action protocols to ensure compliance with the Code of Ethics. These rules must be, in any case, in accordance with the provisions of the Lantania Integral Compliance Model.
- h) Report on any internal rules that are intended to be created in order to clarify, complement or develop the provisions of the Code of Ethics.

Article 5. Powers relating to the Internal Reporting System and Whistleblowing Channel.

The Global Compliance Supervisory Body is responsible for Lantania's internal reporting system and whistleblowing channel (the "**Internal Reporting System and Whistleblowing Channel**"), carrying out activities for admitting and processing information or complaints and resolving them.

Therefore, it shall manage the procedures for resolving, verifying and investigating the information, queries or complaints of non-compliance with the model received through the Internal Reporting System and Whistleblowing Channel and shall issue the appropriate resolutions that may correspond to it in relation to the files processed.

Article 6. Competencies related to the Comprehensive Compliance Model.

The Global Compliance Supervisory Body, in relation to the Comprehensive Compliance Model itself, assumes the following fundamental obligations:

- a) Oversee the operation, effectiveness and development of the model.
- b) Drawing up, approving, keeping up to date and ensuring the application of the necessary or appropriate internal rules.
- c) Promote a culture of Compliance based on the principle of "zero tolerance" towards any form of conduct, whether active or omissive, unlawful or irregular or contrary, and on the application of the principles of ethics, integrity and responsible behaviour by all professionals, regardless of their hierarchical position or geographical location.
- d) Promote the preparation and implementation of appropriate training programmes for professionals in the duties imposed by the Model and the applicable legislation, with sufficient frequency to guarantee the updating of knowledge in this area.
- e) Evaluate, on an annual basis, compliance with and effectiveness of the model and assess the advisability of modifying and/or updating it.
- f) To prepare the annual report on the degree of compliance with the model.

Article 7. Other competencies.

The Global Compliance Supervisory Body is also responsible for ensuring the establishment of a process for the creation, approval, dissemination and filing of corporate policies and internal regulations that guarantees that the process of producing regulations is orderly, structured and systematic.

CHAPTER III. RESOURCES AND ANNUAL PLAN OF ACTIVITIES**Article 8. Material resources and human resources.**

The Global Compliance Supervisory Body shall have the necessary material resources and human resources, with the appropriate professional knowledge and experience, for the proper performance of its functions, having access to the internal processes, necessary information and activities of Lantania.

Article 9. Annual Activity Plan.

Before the beginning of each financial year, the Global Compliance Supervisory Body shall submit and approve an annual business plan for the following financial year.

CHAPTER IV. POWERS OF THE SUPERVISORY BODY AND DUTIES OF ITS MEMBERS**Article 10. Powers and advice.**

1. The Global Compliance Supervisory Body, provided that the applicable legislation so permits, shall have access to the information and documents of the professionals or employees of Lantania that are necessary for the proper performance of its duties.
2. All professionals and employees of Lantania must provide the Global Compliance Supervisory Body with the cooperation required for the proper exercise of its functions, seeking, when necessary, the assistance of the Lantania's area in which the specific professional or employee who is the subject of the request is located.
3. The Global Compliance Supervisory Body may, at Lantania's expense, seek the collaboration and advice of external professionals, as in this case.

4. The Global Compliance Supervisory Body shall act in a transparent manner, informing, where possible and appropriate, the professionals concerned of the purpose and scope of its actions.
5. The resolutions and decisions of the Global Compliance Supervisory Body shall be binding on Lantania and its employees and professionals within the scope of its actions.

Article 11. Duties of the members of the Supervisory Body.

1. The members of the Global Supervisory Body must act with full independence from the rest of the organisation and perform their duties with the utmost diligence and professional competence.
2. The members of the Global Compliance Supervisory Body shall keep their deliberations and resolutions secret and, in general, shall refrain from disclosing the information, data, reports or background information to which they have access in the exercise of their office, as well as from using them for their own benefit or that of third parties, without prejudice to the obligations of transparency and information set forth in the Integral Compliance Model and in the applicable legislation. The obligation of confidentiality of the members of the Global Compliance Supervisory Body shall subsist even when they have ceased to hold office.

CHAPTER V. COMPLIANCE AND INTERPRETATION

Article 12. Disclosure and Compliance.

The members of the Global Compliance Supervisory Body have an obligation to know and comply with this Protocol and, to this end, shall ensure that the obligation is fully accessible to all its members, irrespective of the means of dissemination.

In addition, the Global Compliance Supervisory Body shall have the obligation to ensure compliance with this Protocol in all its terms.

Article 13. Interpretation.

This Protocol shall be interpreted in accordance with the Comprehensive Compliance Model implemented in LANTANIA.

CHAPTER VI. APPROVAL AND VALIDITY

This document, as well as the designation of the Global Compliance Supervisory Body, has been approved by Lantania's management and governing body, following its formulation by the Global Compliance Supervisory Body, coming into force on the date of its cover page, and is reviewed and updated periodically.