



***Baker Tilly
Anti-Bribery Policy
and Anti-Corruption***

November 2022

"Companies must work against corruption in all its forms, including extortion and bribery."

United Nations Global Compact – Principle 10 on Anti-Corruption

SCOPE OF APPLICATION (SCOPE):

The BAKER TILLY group is made up of the following companies:

- 1) "Baker Tilly España, S.L.P", with NIF B-64888746.
- 2) "Baker Tilly Auditores, S.L.P", with NIF B-86300811.
- 3) "Baker Tilly Global Deal Advisory, S.L", with NIF B-95597076
- 4) "Baker Tilly Iberia, S.L.P", with NIF B-08749152.
- 5) "Baker Tilly Abogados, S.L.P", with NIF B-65715344.
- 6) "Baker Tilly Concursal, S.L.P", with NIF B-67083709.

From now on, the aforementioned companies will be jointly referred to as BAKER TILLY.

This policy is mandatory in all BAKER TILLY offices, for all its members, both natural and legal persons (partners, professional staff and collaborators), and for all third parties that maintain a business relationship with BAKER TILLY, including customers and suppliers.

COMMITMENTS, CONCEPTS AND DESCRIPTIONS

This policy is an integral part of the compliance system implemented to prevent the commission of unlawful behaviour that may be incurred within the firm, and completes the Code of Ethics and Conduct of Baker Tilly in Spain.

Baker Tilly rejects any form of corruption with ZERO TOLERANCE criteria regarding any breach of this policy, in accordance with the crimes of corruption typified in the Penal Code, in its articles 286.bis, 286.ter and its sanctions specified in Art. 288:

Article 286 bis of the Criminal Code:

1. The director, administrator, employee or collaborator of a commercial company or a company who, by himself or through an intermediary, receives, requests or accepts an unjustified benefit or advantage of any nature, or an offer or promise to obtain it, for himself or for a third party, as consideration for unduly favoring another in the acquisition or sale of goods, or in the contracting of services or in commercial relations, shall be punished with imprisonment of six months to four years, special disqualification from the exercise of industry or commerce for a period of one to six years and a fine of three times the value of the benefit or advantage.

2. The same penalties shall be imposed on anyone who, by himself or through an intermediary, promises, offers or grants to directors, administrators, employees or collaborators of a commercial enterprise or a company, an unjustified benefit or advantage, of any nature, for themselves or for third parties, as consideration for unduly favouring him or a third party over others in the acquisition or sale of goods, contracting of services or in commercial relationships.

Article 286 ter of the Criminal Code:

1. Those who, by offering, promising or granting any undue benefit or advantage, pecuniary or otherwise, corrupt or attempt to corrupt, by themselves or through an intermediary, an authority or public official for the benefit of them or a third party, or respond to their requests in this regard, in order that they act or refrain from acting in relation to the exercise of public functions in order to obtain or preserve a contract, business or any other competitive advantage in the performance of international economic activities, shall be punished, unless they were already punished with a more serious penalty in another precept of this Code, with the penalties of imprisonment of three to six years, a fine of twelve to twenty-four months, unless the benefit obtained is greater than the resulting amount, in which case the fine will be three times the amount of said benefit.

In addition to the penalties indicated, the person responsible will be imposed in any case the penalty of prohibition from contracting with the public sector, as well as the loss of the possibility of obtaining subsidies or public aid and the right to enjoy tax benefits or incentives and Social Security, and the prohibition of intervening in commercial transactions of public importance for a period of seven to twelve years.

PROHIBITED/PERMITTED CONDUCT AND PRACTICES

The following practices shall be prohibited at all times and in any form, in relation to public officials at the international, national or local level, political parties, officials of a party or candidates for political office, and directors, officers or employees of a party, whether such practices are carried out directly or indirectly, including through third parties:

- a) Bribery: offering, promising, giving, authorizing, or accepting any improper monetary gift or any other benefit or advantage to, through, or carried out by any of the persons listed above, or any other person, for the purpose of obtaining or retaining a business or any other improper benefit or advantage; for example, those related to the award of contracts of public or private entities, regulatory permits, tax matters, customs or judicial and legislative procedures. Bribery often includes: sharing part of the payment for an awarded contract, either with the government, party officials, or employees of the other contracting party, or their relatives, friends, or business associates, using intermediaries such as agents, subcontractors, consultants, or other third parties, to channel payments to government or party officials, or to employees of the other contracting party, your relatives, friends, or business associates.
- b) Extortion or instigation of crime: demand for a bribe or payment, whether or not it is accompanied by a threat in the face of the refusal to provide what is demanded. Any attempt at instigation or extortion should be rejected by the parties and they are encouraged to report such attempts through the formal or informal reporting mechanisms that are available, unless such reporting is considered counterproductive under specific circumstances.

- c) Influence peddling: offering or requesting an undue advantage in order to exert inappropriate influence, real or supposed, over a public official, in order to obtain an undue benefit or advantage for the instigator of the act or for any other person.
- d) Money laundering which includes the following activities: The conversion or transfer of property, knowing that such property is the proceeds of criminal activity or participation in criminal activity, for the purpose of concealing or concealing the illicit origin of the property or of helping persons involved to evade the legal consequences of their actions. The concealment or concealment of the nature, origin, location, disposition, movement or real ownership of property or rights in property, knowing that such property is derived from criminal activity or participation in criminal activity. The acquisition, possession or use of property, knowing, at the time of receipt of the same, that it is the proceeds of a criminal activity or participation in a criminal activity. Participation in any of the activities mentioned in the preceding letters, association to commit such acts, attempts to perpetrate them and aiding, instigating or advising someone to carry them out or facilitating their execution. "Corruption" or "Corrupt Practice(s)" includes bribery, extortion or incitement to crime, influence peddling, and money laundering of the proceeds of these practices.
- e) Activities related to the financing of terrorism. Terrorist financing is understood to be the supply, deposit, distribution or collection of funds or goods, by any means, directly or indirectly, with the intention of using them or with the knowledge that they will be used, in whole or in part, for the commission of any of the terrorist offences defined in the Criminal Code.

In relation to third parties under control of, or subject to certain influence by, a party, including but not limited to associates, agents, consultants, subcontractors, attorneys or similar intermediaries, acting on behalf of Baker Tilly in connection with the marketing or provision of services, in the negotiation of contracts, in obtaining licenses, permits or other authorizations, or in relation to any action that benefits the party, or as subcontractors, the parties must instruct them not to engage in or tolerate any act of corruption; not to use them as a conduit to commit any act of corruption; engage them only to the extent necessary for the normal conduct of the party's business; and not to pay them a higher remuneration than appropriate for the services they legitimately render.

The provisions of the "Invitations, gifts and other personal benefits" section of the Baker Tilly Code of Ethics and Conduct must be complied with:

"Cash payments, invitations (restaurants or sporting events, food and beverages at events, payment of personal travel expenses), gifts or other personal benefits in respect of customers and suppliers should not be promised, granted, promised or accepted if the total value of the reward and/or the specific circumstances give the impression that certain conduct is expected in return from the recipient of the benefits. This applies in particular if the recipient of the benefits is required to make a commercial decision in the near future that is of importance to the grantor of the benefits."

In the same way as in the previous section, it will act in accordance with the provisions of the Baker Tilly Code of Ethics and Conduct with respect to "Political Parties": The firm declares itself politically neutral. It is strictly forbidden to support organizations and political parties through direct or indirect donations or sponsorships, or through any other type of commitment within Baker Tilly.

The firm will be able to make financial and in-kind donations to support social, cultural and charitable projects. All donations must be in line with legal regulations, the Baker Tilly principles, and be intended for non-profit organizations. Donations require, without exception, prior approval by the Compliance Body or Management. Likewise, both the recipient of the donation and the purpose of the donation must be documented.

Sponsorship of non-political events describes the promotion of third-party events in the form of cash, in-kind or service benefits for the purpose of advertising, in return, the Company itself and its services. Supported events must be in line with legal regulations and be defined in a written contract and communicated openly. The decision on the support of third parties through sponsorship is the responsibility of the Management, regardless of its amount. It must be brought to the attention of the Compliance Body.

Baker Tilly will check supplier contracts that are likely to be associated with corrupt conduct. In particular, the commissions and remunerations with them must be reasonably proportional and aligned with the good or service provided.

RESPONSIBILITIES

All personnel associated with Baker Tilly, on an individual basis, must read, understand and comply with the provisions of this Policy.

This Anti-Bribery and Anti-Corruption Policy, together with Baker Tilly's Code of Ethics and Conduct, has been prepared so that people linked to the firm know how to identify, act, proceed and report any action that may be related to bribery or corruption processes during the performance of their exclusively professional activities or carried out within Baker Tilly.

The Regulatory Compliance Committee is the body responsible for developing, updating and communicating this Policy to the Professionals and Third Parties that are part of Baker Tilly directly or indirectly. The policy must be approved by the Board of Directors of Baker Tilly Iberia, S.L.P. (parent company of the Baker Tilly group in Spain).

It is the responsibility of Management and the Compliance Body to supervise and ensure the application of these guidelines, to be available for consultation in this regard, as well as to provide the necessary means and training for their compliance.

CRIMINAL LIABILITY OF THE LEGAL PERSON

Criminal liability for acts of corruption is also applicable to the legal persons involved in such acts.

According to the Penal Code, the legal person can be convicted of a crime of bribery or corruption, among others.

REPORTING OF NON-COMPLIANCE AND IRREGULARITIES

Any person related to Baker Tilly who may have knowledge or suspicion regarding any

form of corruption as indicated in previous sections, must immediately report it to their superior and/or the Baker Tilly Compliance Officer. They can also report/report, even anonymously, through our external whistleblowing ethics channel located on the Baker Tilly website: <https://www.bakertilly.es/español/canal-denuncias/>

BAKER TILLY'S INTERNAL ANTI-BRIBERY AND ANTI-CORRUPTION PROCEDURE

Version number	Date	Responsible	Approval
1	November 2022	Regulatory compliance body	Board of Directors Baker Tilly Iberia

INTRODUCTION

This Procedure complements the Anti-Corruption and Anti-Bribery Policy and the Code of Ethics and Conduct of Baker Tilly, which aims to provide guidelines for compliance with the anti-bribery and corruption rules that are applicable to all personnel directly or indirectly linked to Baker Tilly, in the performance of their professional performance.

SCOPE OF APPLICATION

This procedure is mandatory for personnel directly or indirectly linked to Baker Tilly, both natural and legal persons (partners, professional staff and collaborators), and for all third parties who maintain a business relationship with BAKER TILLY, including customers and suppliers, as well as those who act in the name or on behalf of Baker Tilly and have commercial relations with the Group.

MAIN GUIDELINES FOR ACTION

Baker Tilly has implemented a number of processes related to various areas in order to mitigate the risks of corruption and bribery. It is important to keep in mind that this System is maintained and reviewed periodically, guaranteeing continuous improvement:

- Donations and sponsorships require, without exception, prior approval by the Compliance Body or Management. A register of donations and sponsorships will be created and maintained, indicating the beneficiary entity, the purpose of the contribution/financing, with an indication of the individual amounts. This record must be reviewed annually by the firm's Regulatory Compliance Committee.
- All invoices corresponding to suppliers, collaborators, associates and partners of the firm must be verified, ensuring that the fees and expenses are reasonable, justified and have actually been incurred. Likewise, the settlement of these invoices must be authorised by a hierarchical level higher than the executor of the payment.
- Pre-contract questionnaires will be completed with clients (blacklist checking, assignment of the risk level with respect to the Prevention of Money Laundering and Terrorist Financing and the documentation corresponding to formal

identification will be collected, among others) and the relevant contract will be signed that includes the corresponding anti-bribery and anti-corruption clauses.

- Each client will be assigned a partner of the firm who will act as the person responsible for the project and will ensure compliance with quality standards, current legislation and will act as the main interlocutor, among other responsibilities.
- Clauses will be signed that prohibit and sanction conduct related to bribery and mitigate possible risks required from the hiring and observed during the career of employees.
- All staff, and at the beginning of the employment relationship, must have access to the internal development application "People" and must access the "Documentation" section for the mandatory reading of the Baker Tilly Code of Ethics and Conduct, Disciplinary System, Confidentiality Clauses, Manual for the Prevention of Money Laundering and Terrorist Financing and its annexes, Anti-Corruption and Anti-Bribery Policy and this internal procedure.

MONITORING AND CONTROL

GOVERNING BODIES

The **Regulatory Compliance Committee and the Internal Control Body** are responsible for ensuring that the firm's strategy and the different policies regarding compliance with current regulations and internal rules are aligned, having established, among others, the following functions:

- Review, on a monthly basis, the information and documentation corresponding to the Criminal Compliance Management System and the Prevention of Money Laundering and Terrorist Financing.
- Exercise reasonable oversight over the implementation of the organization's Anti-Bribery Management System and its effectiveness.
- To monitor legislative developments and, where appropriate, to monitor the action plans for their implementation.
- Establish an annual training and communication plan.
- Follow-up of audits corresponding to the Prevention of Money Laundering and Terrorist Financing.
- Establish controls over the due diligence process.
- Track controls, reports, and notifications.

The functions, powers and powers **of the firm's Board of Directors** shall correspond, among others, to the following:

- Approve the Manual of Procedures for the Prevention of Money Laundering and Terrorist Financing and any other instruction, provision or document issued in matters of regulatory compliance, especially in matters of bribery and corruption.
- To approve the composition of the Internal Control Body and members of the Regulatory Compliance Committee.
- Designation of the Representative to the Executive Service of the Commission for the Prevention of Money Laundering and its Authorised Persons.

WHISTLEBLOWING AND COMMUNICATIONS CHANNEL

All members of the firm must report the illicit behavior, irregularities and non-compliance of which they are aware. Such communications will be treated with the utmost confidentiality and will not cause any harm to the staff who, acting in good faith, have communicated any circumstance that in their opinion could contravene the provisions of the regulations in force and/or this internal procedure.

Any person related to Baker Tilly who may have knowledge or suspicion regarding such conduct, as indicated in the Policy, must immediately report it to their superior and/or the Baker Tilly Compliance Officer. They can also report/report, even anonymously, through our external whistleblowing ethics channel located on the Baker Tilly website: <https://www.bakertilly.es/español/canal-denuncias/>

Once the complaint has been received, the person in charge of receiving it must channel the degree of difficulty, relevance or impact and then contact, if necessary, the complainants to request more information on what has been reported, such as the cause, effect and persons involved, in order to expand the information provided in the complaint form and verify the information received.

DISCIPLINARY SYSTEM

Baker Tilly undertakes to adopt and execute as effectively as possible organisational and management procedures, which include surveillance and control measures to prevent any criminal action and which guarantee at all times the legality of the acts carried out by all related personnel in the exercise of their professional activities.

In this regulatory context, Baker Tilly has a Disciplinary System, as one of the imperative measures that the firm must have within the framework of its Crime Prevention Model, to comply with the provisions of current regulations.

The purpose of the Disciplinary System is to be a means through which the violation of the internal procedures and regulations implemented in the Entity for the prevention and detection of crimes will be sanctioned. The Firm will establish the necessary measures to prevent criminal conduct that is contrary to the provisions of the Law and/or contradicts the established internal rules or procedures, thus acting as an element of exemplarity, correction and solution. This Disciplinary System does not replace the applicable regulations, ethical or quality standards and/or the applicable Collective Agreements, but rather completes it for the purposes of contributing to the prevention and detection of crimes by personnel.

This Disciplinary System has been communicated to all Baker Tilly staff and is available to them in the Internal Development Application called "People", in the "Documentation" section; Reading it is mandatory.

VALIDITY

This Internal Procedure will enter into force upon its approval by the Regulatory Compliance Committee and, subsequently, by the Board of Directors of Baker Tilly Iberia, S.L.P. (parent entity of the Baker Tilly group in Spain).

This Procedure will be subject to periodic revisions and updates that will depend, among others, on updates corresponding to current legislation.