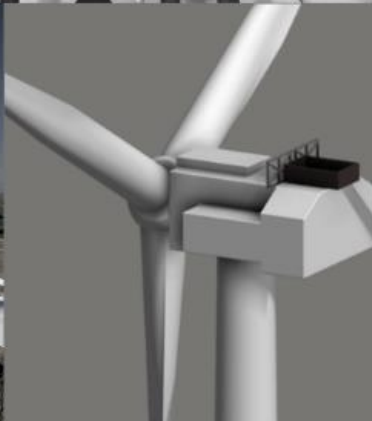
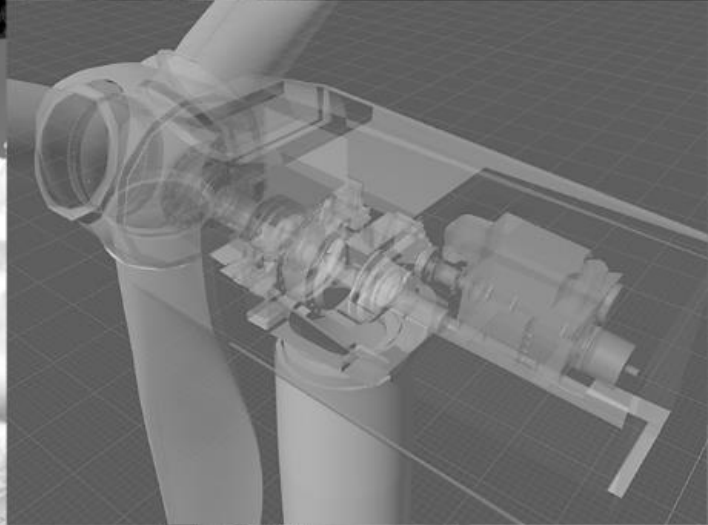


ANTI BRIBERY & CORRUPTION POLICY



CORP-NWH-23-0002-R00



DOCUMENT DESCRIPTION

Client: NWH A.G.
Project: ANTY BRIBERY & CORRUPTION POLICY
Code: CORP-NWH-23-0002-R00
Section: Governance
Record of Changes: R00: 2023-09-19

- Initial Issue

PREPARED

Nabla Wind Power S.L.U.
Business Development

Nabla Wind Power S.L.U.
Proposals Manager

Nabla Wind Hub A.G.
Digital Communication Manager

CHECKED

Nabla Wind Hub A.G.
Head of Business Development

APPROVED

Nabla Wind Hub A.G.
CEO

TABLE OF CONTENTS

DOCUMENT DESCRIPTION.....	3
TABLE OF CONTENTS.....	4
1. POLICY STATEMENT.....	5
2. WHAT IS AND WHAT IS NOT ACCEPTABLE.....	5
3. RULES FOR GIVING GIFTS AND HOSPITALITY.....	6
4. WHO IS COVERED BY THIS POLICY.....	7
5. COMPLIANCE OF ANTI-BRIBERY AND CORRUPTION POLICY.....	7
6. WHAT HAPPENS IF I HAVE CONCERNED.....	8
7. RECORD KEEPING.....	9
8. MONITORING AND REVIEWING.....	9

1. POLICY STATEMENT

1.1 This anti-bribery policy exists to set out the responsibilities of Nabla Wind Hub A.G. and those who work for us in regard to observing and upholding our zero-tolerance position on bribery and corruption. It also exists to act as a source of information and guidance for those working for Nabla Wind Hub A.G.. It helps them recognize and deal with bribery and corruption issues, as well as understand their responsibilities.

1.2 Nabla Wind Hub A.G. is committed to conducting business in an ethical and honest manner and is committed to implementing and enforcing systems that ensure bribery is prevented. In this sense, Nabla Wind Hub A.G. has zero-tolerance for bribery and corrupt activities. We are committed to acting professionally, fairly, and with integrity in all business dealings and relationships, wherever in the country we operate.

1.3 Nabla Wind Hub A.G. will constantly uphold all laws relating to anti-bribery and corruption in all the jurisdictions in which we operate.

1.4 Nabla Wind Hub A.G. recognizes that bribery and corruption are punishable. If our company is discovered to have taken part in corrupt activities, we may be subjected to an unlimited fine, be excluded from tendering for public contracts, and face serious damage to our reputation. It is with this in mind that we commit to preventing bribery and corruption in our business and take our legal responsibilities seriously.

1.5 It is our policy to conduct all of our business in an honest and ethical manner. We take a zero-tolerance approach to bribery and corruption. We are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate and implementing and enforcing effective systems to counter bribery. We will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate.

2. WHAT IS AND WHAT IS NOT ACCEPTABLE

2.1 This section of the policy refers to 4 areas:

- Gifts and hospitality
- Facilitation payments
- Political contributions a
- Charitable contributions

2.2 Gifts and hospitality. Nabla Wind Hub A.G. accepts normal and appropriate gestures of hospitality and goodwill (whether given to/received from third parties) so long as the giving or receiving of gifts meets the following requirements:

- a. It is not made with the intention of influencing the party to whom it is being given, to obtain or reward the retention of a business or a business advantage, or as an explicit or implicit exchange for favors or benefits.
- b. It is not made with the suggestion that a return favor is expected.
- c. It is in compliance with local law.
- d. It is given in the name of the company, not in an individual's name.
- e. It does not include cash or a cash equivalent, e.g. a voucher or gift certificate.
- f. It is appropriate for the circumstances, e.g. giving small gifts around a holiday or as a small thank you to a company for helping with a large project upon completion.
- g. It is of an appropriate type and value and given at an appropriate time, taking into account the reason for the gift.
- h. It is given or received openly, not secretly.
- i. It is not selectively given to a key, influential person, clearly with the intention of directly influencing them.
- j. It is not above a certain excessive value, as pre-determined by the company.
- k. It is not an offer to, or accepted from, a government official or representative or politician or political party, without the prior approval of your direct manager.

2.3 Where it is inappropriate to decline the offer of a gift (e.g. when meeting with an individual of a certain religion/culture who may take offence), the gift may be accepted so long as it is declared to your direct manager, who will assess the circumstances.

2.4 Nabla Wind Hub A.G. recognizes that the practice of giving and receiving business gifts varies between countries, regions, cultures, and religions, so definitions of what is acceptable and not acceptable will inevitably differ for each.

2.5 As good practice, gifts given and received should always be disclosed.

2.6 The intention behind a gift being given/received should always be considered. If there is any uncertainty, the advice of your direct manager should be sought.

2.7 Facilitation Payments and Kickbacks. Nabla Wind Hub A.G. does not accept and will not make any form of facilitation payments of any nature. We recognize that facilitation payments are a form of bribery that involves expediting or facilitating the performance of a public official for a routine governmental action. We recognize that they tend to be made by low level officials with the intention of securing or speeding up the performance of a certain duty or action.

2.8 Nabla Wind Hub A.G. does not allow kickbacks to be made or accepted. We recognize that kickbacks are typically made in exchange for a business favor or advantage.

2.9 Nabla Wind Hub A.G. recognizes that, despite our strict policy on facilitation payments and kickbacks, employees may face a situation where avoiding a facilitation payment or kickback may put their/their family's personal security at risk. Under these circumstances, the following steps must be taken:

- a. Keep any amount to the minimum.
- b. Ask for a receipt, detailing the amount and reason for the payment.
- c. Create a record concerning the payment.
- d. Report this incident to your line manager.

2.10 Political Contributions. Nabla Wind Hub A.G. will not make donations, whether in cash, kind, or by any other means, to support any political parties or candidates. We recognize this may be perceived as an attempt to gain an improper business advantage.

2.11 Charitable Contributions. Nabla Wind Hub A.G. accepts (and indeed encourages) the act of donating to charities – whether through services, knowledge, time, or direct financial contributions (cash or otherwise) – and agrees to disclose all charitable contributions it makes.

2.12 Employees must be careful to ensure that charitable contributions are not used to facilitate and conceal acts of bribery.

2.13 We will ensure that all charitable donations made are legal and ethical under local laws and practices.

3. RULES FOR GIVING GIFTS AND HOSPITALITY

3.1 This policy does not prohibit normal and appropriate hospitality (given and received) to or from Third Parties.

3.2 You are prohibited from accepting a gift or giving a gift to a third party in the following situations:

- a. It is made with the intention of influencing a Third Party to obtain or retain business, to gain a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favors or benefits.
- b. It is given in your name and not in the name of Nabla Wind Hub A.G..
- c. It includes cash or a cash equivalent such as gift certificates or vouchers.
- d. It is of an inappropriate type and value and given at an inappropriate time e.g. during a tender process).

- e. It is given secretly and not openly.

3.3 We appreciate that the practice of giving business gifts varies between countries and regions and what may be normal and acceptable in one region may not be in another. The test to be applied is whether in all the circumstances the gift or hospitality is reasonable, justifiable and is proportionate. The intention behind the gift should always be considered.

4. WHO IS COVERED BY THIS POLICY

4.1 This anti-bribery policy applies to all employees (whether temporary, fixed-term, or permanent), consultants, contractors, trainees, casual workers, volunteers, interns, agents, sponsors, or any other person or persons associated with us (including third parties).

4.2 Third-party refers to any individual or organization our company meets and works with. It refers to actual and potential clients, suppliers, business contacts, agents, advisers, and government and public bodies – this includes their advisors, representatives and officials, politicians, and public parties.

4.3 Any arrangements our company makes with a third party, when applicable, is subject to clear contractual terms, including specific provisions that require the third party to comply with minimum standards and procedures relating to anti-bribery and corruption.

5. COMPLIANCE OF ANTI-BRIBERY AND CORRUPTION POLICY

5.1 As an employee of Nabla Wind Hub A.G., you must ensure that you read, understand, and comply with the information contained within this policy, and with any training or other anti-bribery and corruption information you are given.

5.2 All employees and those under our control are equally responsible for the prevention, detection, and reporting of bribery and other forms of corruption. They are required to avoid any activities that could lead to, or imply, a breach of this anti-bribery policy.

5.3 If you have reason to believe or suspect that an instance of bribery or corruption has occurred or will occur in the future that breaches this policy, you must notify your direct manager or the Chief Executive Officer of the group when you consider appropriate.

5.4 If any employee breaches this policy, they will face disciplinary action and could face dismissal for gross misconduct. Nabla Wind Hub A.G. has the right to terminate a contractual relationship with an employee if they breach this anti-bribery policy.

5.5 It is not acceptable for you (or someone on your behalf) to:

- a. Give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given.
- b. Give, promise to give, or offer, a payment, gift or hospitality to a Public Official or Third Party to 'facilitate' or expedite a routine procedure.
- c. Accept payment from a Third Party that you know, or suspect is offered with the expectation that it will obtain a business advantage for them.
- d. Accept a gift or hospitality from a Third Party if you know or suspect that it is offered or provided with an expectation that a business advantage will be provided by us in return.
- e. Threaten or retaliate against another Employee who has refused to commit a bribery offence or who has raised concerns under this policy.
- f. Engage in any activity that might lead to a breach of this policy or perceived breach of this policy.

5.6 It is your responsibility to ensure that all accounts, invoices, memoranda and other documents and records relating to dealings with Third Parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts may be kept 'off-book'.

5.7 You must declare and keep a written record of all Gifts, Invitations & Hospitality. Any which are accepted or offered are subject to managerial review.

5.8 You must ensure all expense claims relating to Gifts, Invitations & Hospitality or expenses incurred to Third Parties are submitted in accordance with Nabla Wind Hub A.G.'s expenses policy and specifically record the reason for the expenditure.

5.9 The prevention, detection, and reporting of any form of Bribery & Corruption are the responsibility of all Employees. You must notify your direct manager as soon as possible if you are offered a bribe, are asked to make one, suspect that this may happen in the future, or believe that you are a victim of another form of unlawful activity.

6. WHAT HAPPENS IF I HAVE CONCERNED

6.1 This section of the policy covers 3 areas:

- a. How to raise a concern.
- b. What to do if you are a victim of bribery or corruption.
- c. Protection.

6.2 How to raise a concern: If you suspect that there is an instance of bribery or corrupt activities occurring in relation to Nabla Wind Hub, you are encouraged to raise your concerns at as early a stage as possible. If you're uncertain about whether a certain action or behavior can be considered bribery or corruption, you should speak to your direct manager or Chief Executive Officer of the Group.

6.3 Nabla Wind Hub A.G. will familiarize all employees with its whistleblowing procedures so employees can vocalize their concerns swiftly and confidentially.

6.4 What to do if you are a victim of bribery or corruption: You must tell your manager as soon as possible if you are offered a bribe by anyone, if you are asked to make one, if you suspect that you may be bribed or asked to make a bribe in the near future, or if you have reason to believe that you are a victim of another corrupt activity.

6.5 Protection: If you refuse to accept or offer a bribe or report a concern relating to potential act(s) of bribery or corruption, Nabla Wind Hub A.G. understands that you may feel worried about potential repercussions. Nabla Wind Hub A.G. will support anyone who raises concerns in good faith under this policy, even if investigation finds that they were mistaken.

6.6 Nabla Wind Hub A.G. will ensure that no one suffers any detrimental treatment as a result of refusing to accept or offer a bribe or other corrupt activities or because they reported a concern relating to potential act(s) of bribery or corruption.

6.7 Detrimental treatment refers to dismissal, disciplinary action, treats, or unfavorable treatment in relation to the concern the individual raised.

6.8 If you have reason to believe you've been subjected to unjust treatment as a result of a concern or refusal to accept a bribe, you should inform your manager immediately.

7. RECORD KEEPING

7.1 Nabla Wind Hub A.G. will keep detailed and accurate financial records and will have appropriate internal controls in place to act as evidence for all payments made. The person responsible for carrying out this control will be our Financial Director Nelson Paquete. We will declare and keep a written record of the amount and reason for hospitality or gifts accepted and given and understand that gifts and acts of hospitality are subject to review.

8. MONITORING AND REVIEWING

8.1 Nabla Wind Hub A.G. is responsible for monitoring the effectiveness of this policy and will review the implementation of it on a regular basis. We will assess its suitability, adequacy, and effectiveness.

8.2 Any need for improvements will be applied as soon as possible. Employees are encouraged to offer their feedback on this policy if they have any suggestions for how it may be improved. Feedback of this nature should be addressed to the corresponding manager.

8.3 This policy does not form part of an employee's contract of employment and Nabla Wind Hub may amend it at any time so as to improve its effectiveness at combatting bribery and corruption.

This policy has been approved by Nabla Wind Hub A.G.'s CEO Carlo Durante, as for 19/09/2023. It will be reviewed periodically on an annual basis in order to include modifications and updates as necessary at the time, with the aim of improving its operation.

This policy will be available to all employees in the common media of all departments, in addition to the corporate website.

