



# Corporate Anti-Corruption Policy

Board of Directors  
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# 1. Purpose

Urbaser S.A.U., together with its subsidiaries, (collectively, the “Company” or “Urbaser”) is committed to the highest level of professional and ethical standards in the conduct of its business affairs. This is why Urbaser rejects all forms of corruption, applying a zero-tolerance approach to any signs of bribery or corruption committed by an Urbaser employee or third party acting on Urbaser’s behalf, and enforces compliance with the applicable legislation to prevent and combat corruption in each jurisdiction in which we do business.

The purpose of the Corporate Anti-Corruption Policy (the “Policy”) is to set forth the guidelines to be followed in interactions by Company Personnel (defined below) with public and private parties. Furthermore, this Policy was created to promote the prevention of bribery and corruption in Urbaser’s business activities through implementation of procedures reasonably designed to comply with the Spanish Criminal Code, the United States Foreign Corrupt Practices Act (“FCPA”), the UK Bribery Act 2010 (“UK Bribery Act”), and any other anti-corruption laws applicable in other jurisdictions in which the Company operates (collectively, “Anti-Corruption Laws”).

Urbaser’s objectives include fostering a culture of compliance through ethics, integrity, and combating corruption and other illicit conduct.

## 2. Scope of application

This Policy is applicable to all directors, officers, and employees, including managers and members of the governing bodies of the various companies that make up Urbaser, its wholly or majority owned subsidiaries, and holdings and the joint ventures controlled by Urbaser’s management or in which Urbaser is the majority shareholder or senior partner (collectively, “**Company Personnel**”). It is of particular relevance for those holding decision-making positions. The Company also requires compliance with applicable Anti-Corruption Laws and the principles set forth in this Policy by any individual or organization with whom or with which Urbaser has a business relationship, including clients, customers, vendors, suppliers, distributors, business contacts, agents, advisers, and consultants (collectively, “**Third Parties**”). It is the responsibility of all Urbaser Company Personnel and Third Parties to act professionally and protect the Company’s reputation.

This Policy applies in all countries where Urbaser conducts business, whether or not Urbaser has a physical presence in the country, i.e., an office. This Policy is supplemental to, and should be read in conjunction with, any other Company policies and applicable laws to which the Company is subject. In the event of a conflict between applicable laws, regulations, or policies and the Policy, Urbaser applies the more stringent standard. As this Policy cannot cover every single situation or issue that may arise, it is the responsibility of all Company Personnel to seek information and guidance on how to address any new or unusual situations from the assigned Regional Compliance Officer (defined below).

## 3. Anticorruption laws

URBASER is subject to the anti-corruption laws of Spain, the UK, the US, and all other countries where it operates. The FCPA and UK Bribery Act both have broad extraterritorial reach, which may apply to URBASER’s operations even if the corrupt conduct occurs outside of the UK or US.

The FCPA prohibits a company and its representatives from corruptly paying, promising, authorizing, or offering anything of value to any Public Official (defined below) to influence that official in order to secure or maintain an improper business advantage.

Urbaser is also subject to the UK Bribery Act and Spanish Criminal Code. The UK Bribery Act and Spanish Criminal Code criminalize both the giving and receiving of bribes, including the bribing of Public Officials and bribing or receiving bribes from employees of entirely commercial enterprises that have no connection to a government entity—i.e. “**Commercial Bribery**.” Commercial Bribery is accordingly also prohibited by this Policy. The Company may also be liable under the UK Bribery Act if it

fails to prevent a bribe made by an agent acting on behalf of the Company and for the Company's benefit.

Additionally, the Spanish Criminal Code prohibits a broad range of conduct, including but not limited to: (1) passive bribery (requesting, agreeing to receive, or accepting anything of value from any employee, agent, or representative of another company or entity as an inducement or reward for the improper performance of any function or business-related activity); (2) influence peddling (influencing a Public Official to obtain a financial benefit from the Public Official or a third party); (3) embezzlement (when a Public Official steals or allows a third party to steal public funds or property under the control of the Public Official); and (4) bid rigging (offering bribes or conspiring with other bidders to affect the outcome of a public bidding process).

In addition to the FCPA, UK Bribery Act, and Spanish Criminal Code, the Company and all of its subsidiaries and affiliates must comply with the OECD recommendations and any anti-bribery laws of any country where the Company or its subsidiaries and affiliates conduct business on behalf of, or in any way related to, the Company or any business venture in which Urbaser has any role.

Company Personnel should be particularly attuned to promoting and following anti-corruption compliance measures in the following countries where URBASER maintains operations and distribution, which score low on Transparency International's assessment of corruption risks: Argentina, Bahrain, China, Colombia, Ecuador, India, Mexico, Morocco, Russia, and Venezuela.

Non-compliance with applicable Anti-Corruption Laws could result in severe consequences to both Urbaser and its employees, including criminal prosecution, substantial fines, debarment, imprisonment, termination, and/or internal disciplinary action for employees. Even allegations of potential violations that are not confirmed could damage Urbaser's reputation, and investigations of alleged misconduct could significantly divert management's attention and resources and result in substantial costs. Thus, Company Personnel should use sound judgment at all times and should avoid any conduct that they would not want published on the front page of a major media outlet or news website.

## 4. General Anti-corruption Policy requirements

Company Personnel must observe a set of behavioral guidelines in their dealings both with private parties and with Public Officials, regardless of whether they hold an elected position, for all Company activities, in accordance with the applicable principles of transparency and Ethics.

The action guidelines that govern how Company Personnel must behave in the course of their duties are as follows:

- Act with transparency when handling matters related to Urbaser's business, in accordance with the principles of effectiveness, economy, efficiency, transparency, and equal opportunities.
- Act with due diligence when carrying out tasks, complying with the applicable legislation and internal policies, in accordance with the values and Code of Conduct of Urbaser and applying a principle of zero tolerance of corruption, rejecting any illicit acts to obtain an advantage over competitors or any practice of any kind that could influence decision-making by companies or persons in the public or private sector.
- Use the established internal systems (described below) to report any irregular action that they learn of.

These rules, which must govern all Urbaser's dealings with both public and commercial entities, are intended to ensure that any action by Company Personnel, is governed by principles of legality, transparency, and impartiality.

**Company Personnel are prohibited from engaging in bribery or kickbacks in any way related to the Company's business.**

Company Personnel are strictly prohibited from paying, promising, authorizing, or offering anything of value to any person, including any Public Official, directly or indirectly, for the purpose of causing a Public Official to act or fail to act in violation of a legal duty, causing a Public Official to abuse or misuse their position, improperly obtaining or retaining business, or securing an improper advantage.

**Anything of Value** means anything that could be of value to the recipient, including cash or cash equivalents, gifts, travel, entertainment, or hospitality, jobs, or internships (including for family members), charitable or political donations, or any other benefits of any size or value.

**Public Official** means any individual who is:

- an officer or employee of a government body or agency of any level, whether by appointment, by election, or by agreement;
- an officer or employee of a corporate body that provides a service to the public;
- exercising a public function or acting in an official capacity on behalf of a government;
- a party official or candidate for political office;
- an officer or an employee of a public international organization, such as the World Trade Organization and the United Nations; or
- an employee, officer, or director of a state-owned or state-controlled enterprise.

**Directly or indirectly** means that the Company prohibits bribery or kickbacks made directly by Company Personnel, or bribery or kickbacks by or through a Third Party.

**Improper advantage** means anything that could be considered a business advantage, including the awarding of a bid, a tender, or other business; the granting of a license, approval, permit, or other authorization; the provision of customer or competitor information or other relevant bid/tender information; access to a customer or regulator; and favorable pricing.

**URBASER's business involves frequent interactions with Public Officials.** Accordingly, Company Personnel should be particularly attuned to potential corruption risks in those government interactions, including but not limited to the following examples:

- Negotiating and contracting with prospective government customers or other government counterparties;
- Bidding on public procurement projects;
- Obtaining permits, licenses, or other authorizations to conduct work from Public Officials or others working on behalf of a government;
- Utilizing Third Parties to assist with interactions with Public Officials on licensing, permitting, or customs authorizations;
- Liaising with Public Officials conducting inspections of URBASER operations or facilities; and
- Procuring public loans.

**Company Personnel must also not engage in passive bribery.**

Company Personnel must refrain from accepting or receiving, for oneself, the Company, or for any third party or relative, whether directly or through intermediaries, any benefit or advantage of any kind from any Public Official, supplier, customer, agent, or any other natural person or body corporate or any of their relatives or associates, with a view to favoring them over others for the acquisition or sale of goods or in the contracting of any of Urbaser's services.

## 5. Policy of Gifts, Meals, and Entertainment

Company Personnel may not use gifts, entertainment, meals, and/or travel as an improper quid pro quo, bribe, or to otherwise improperly influence, induce, or reward business decisions of any person. The provision or receipt of any gifts, entertainment, meals, and/or travel generally must be: (1) related to a legitimate business purpose; (2) provided openly and transparently; (3) permissible under local law; (4) accurately and completely recorded in Urbaser's books and records; and (5) not excessive under local law or industry standards. Cash gifts or equivalent (such as gift cards, etc.) are strictly prohibited.

Gifts, entertainment, meals, and/or travel may only be provided when they are strictly in accordance with standard social practices and courtesy in the country where the gift is provided or offered. In some countries, gifts are strictly prohibited. If you have any questions about the appropriateness of a gift, meal, or entertainment, contact the Regional Compliance Officer.

**Any expenditures involving a Public Official that do not involve a demonstration of Company services, promotional activities, or the execution or performance of a contract are strictly prohibited.**

Company Personnel may provide gifts, travel, or entertainment to other Customers or Third Parties, but **providing any form of gifts, travel, or entertainment (including hospitality, leisure activities, concerts, etc.) to or for a Public Official is strictly prohibited under this Policy**, with the exception of Company-owned sports season tickets (see section 5.2).

All proposed gifts, entertainment, and/or travel to any Customer or Third Party, excluding Public Officials, must be approved in writing in advance by the Regional Compliance Officer, unless the value of the individual gift, entertainment, and/or travel is less than €100 or USD 100.<sup>1</sup> Gifts over €200 or USD 200<sup>2</sup> are strictly prohibited.

### 5.1 Meals

All proposed meals with Third Parties or Customers, including Public Officials, must be approved in writing in advance by the Regional Compliance Officer, unless the value of the individual meal is less than €150 or USD 150.<sup>3</sup>

Expenses for all meals with Third Parties or Customers, including Public Officials, must also be recorded in the Company's accounting systems. These records must be backed by appropriate supporting documentation. Appropriate documentation will include: (1) date of the expenditure; (2) the name of all the persons attending the meal and the name of the company or institution they represent; and (3) reason for the expenditure. Records, including receipts, must be retained by Company Personnel who expense the meals—Company Personnel who scan and submit records into the Company's electronic expense reimbursement software satisfy this requirement.

The receipt or other supporting documentation evidencing a meal including a Customer that is a Public Official must also be submitted to the Regional Compliance Officer, unless the value of the meal is less than €60 or USD 60.<sup>4</sup>

### 5.2 Sporting events tickets

Company Personnel may only utilize pre-purchased company-owned season tickets and may not separately purchase individual game tickets to host Third Parties at a sporting event. The purchase of sports season tickets must be approved in advance by the Chief Compliance Officer.

For all Third Parties, on the 1st and 15th of each month, the Regional Compliance Officer must obtain a list of the employees and Third Parties (name and title) that have attended sporting events in their region in the reported period using Company-owned season tickets.

**For Third Parties that are Public Officials**, Company Personnel may invite such Public Officials to Company-owned season ticket sporting events, as long as the purpose of the provision of tickets involves the demonstration of Company services, promotional

<sup>1</sup> Or the equivalent in local currency and considering the purchasing power of each of the countries where URBASER operates or may operate.

<sup>2</sup> Or the equivalent in local currency and considering the purchasing power of each of the countries where URBASER operates or may operate.

<sup>3</sup> Or the equivalent in local currency and considering the purchasing power of each of the countries where URBASER operates or may operate.

<sup>4</sup> Or the equivalent in local currency and considering the purchasing power of each of the countries where URBASER operates or may operate.

activities, the execution or performance of a contract, or for another legitimate business purpose.

In providing Company-owned season tickets to sporting events to Public Officials, Company Personnel must strictly follow these guidelines:

- At least five (5) working days **before** the date of the event, Company Personnel must send the following information to the Regional Compliance Officer:
  - A list of the names of the specific Public Officials provided tickets to any sporting event. This list should include the title of the Public Official and the government entity for which they work. It should also include the amount of the ticket to be provided to the Public Official, and the business purpose of the provision of the ticket.
  - Company Personnel must confirm to the Regional Compliance Officer that there is no contract, concession, license, application, or other business advantage being sought from or pending before the government entity for which the Public Official works (even if the Public Official is not the official responsible for making or influencing the decision of the government entity before which the business advantage may be pending).
- The Regional Compliance Officer must review and approve the utilization of a Company-owned season ticket seat for use by a Public Official in advance of the event. In determining whether or not to approve a request for the provision of a Company-owned season ticket to a Public Official, the Regional Compliance Officer will take into consideration how many times in the prior year other employees from the Public Official's government agency have been provided a Company-owned season ticket to a sporting event.
- An Urbaser employee must be in attendance at the event. Under no circumstances may a ticket be provided to a Public Official without an Urbaser employee joining the Public Official at the event.
- Reasonable food and drink expenses incurred as part of hosting the Public Official at the sporting event are permissible provided that the rules set in section 5.1. are followed. Other gifts or concessions to Public Officials are strictly prohibited.
- A Public Official can only attend one sporting event per calendar year.
- Company Personnel may not provide tickets to spouses, friends, or family members of Public Officials on behalf of the Company.
- No more than two (2) days after the day of the event, Company Personnel must send to the Regional Compliance Officer a receipt or copy of the ticket.

## 6. Political Activity, Charitable Contributions, and Sponsorships

Political contributions to a political party, party official, or candidate for political office to obtain an improper advantage violate Anti-Corruption Laws. Company Personnel may not make any political contribution on behalf of the Company. Nothing in this Policy prohibits Company Personnel from making political donations, within the parameters of the law, in their personal capacity.

Actions in the context of social action must meet the guidelines set out in Urbaser's current Corporate Sustainability Policy.

In certain circumstances, there could be risk that a donation of money, goods, or services to a non-profit organization or public entity (a "**Charitable Contribution**") made by Urbaser may be perceived as being improperly made in exchange for specific favorable treatment of Urbaser. In addition, Charitable Contributions made to charitable organizations sponsored by a Public Official or in which a Public Official (or relative or close associate) has a key role, may raise issues under applicable Anti-Corruption Laws. Charitable activity must be provided to a legitimate charitable organization, and all Charitable Contributions on behalf of the Company must be approved in writing in advance by the Regional Compliance Officer and Country Manager.

If a proposed Charitable Contribution exceeds €10,000 <sup>1</sup> it must also be approved in advance by the Chief Compliance Officer and General Business Director or Corporate Director (depending on the request's provenance).

All Charitable Contributions to any person or entity must be accurately reported and recorded in the Company's books and records and be backed by appropriate supporting documentation. All recipients of Charitable Contributions must also go through the diligence procedures required under the Company's Corporate Third Party Engagement Policy.

All sponsorships on behalf of the Company must be approved in writing in advance by the Regional Compliance Officer and Country Manager. If a proposed sponsorship exceeds €50,000 or USD 50,000 for the year, it must also be approved in advance by the General Business Director or Corporate Director (depending on the request's provenance).

## 7. Facilitation Payments

A "facilitation payment" (also referred to as a "grease payment") is a small unofficial payment made to a low-level Public Official to secure or expedite the performance of a routine government action (e.g., processing of a visa, provision of mail, electricity, or water supply, or scheduling of a building inspection). While permissible in certain circumstances under the FCPA, facilitation payments are illegal under the laws of most countries, including the UK Bribery Act. Accordingly, they are prohibited under Urbaser's policy. If a Public Official requests a facilitation payment, promptly report it to the Regional Compliance Officer. Company Personnel are prohibited from making any inaccurate or misleading records of facilitation payments.

## 8. Books and Records Requirements

Certain Anti-Corruption Laws, including the FCPA, require companies to keep accurate books and records and to implement internal accounting controls for preventing and detecting violations. Urbaser requires that its books and records must be complete and accurate. Company Personnel must correctly record both the amount and written purpose of any transaction, and they must ensure that there is a clear and direct relationship between the substance of a transaction and how it is described in the Company's books and records. False and fictitious records are strictly prohibited. Company Personnel must also comply with all Company policies, procedures, and internal controls, including this Policy.

## 9. Engagement with Third Parties

It is Urbaser's policy to do business only with qualified and reputable Third Parties. Consistent with this policy, Urbaser conducts risk-based due diligence on Third Parties. Further, Company Personnel may only engage with Third Parties where there is a legitimate need for the goods and/or services provided and where the goods and/or services are priced at fair market value.

Agreements with and payments to Third Parties should be appropriately documented. This rule is intended to prevent Urbaser from making a payment to any person or entity that may, in turn, use that payment to bribe a Public Official. The FCPA and UK Bribery Act prohibit making a payment to a Third Party when you know or have reason to know that all or part of that payment will or may be channeled to a Public Official to help obtain business or any other benefit.

Company Personnel shall monitor Third Parties for indicia of improper conduct or other corruption red flags, both during the due diligence process and during the business relationship. **Appendix 1 contains an illustrative list of potential "red flags" that should alert Company Personnel to potential corruption issues related to Third Parties.** Company Personnel should notify the Regional Compliance Officer if they identify any red flags related to any Third Party.

Refer to the **Supplier Code of Ethics** for additional information concerning the general expectations and additional requirements concerning suppliers and Vendors.

<sup>1</sup> Or the equivalent in local currency and considering the purchasing power of each of the countries where URBASER operates or may operate.



There is a heightened risk for corruption with any person or entity acting as a representative, consultant, agent, or advisor of or to Urbaser that (i) is likely to interact with Public Officials or customers/prospective customers on the Company's behalf or (ii) was recommended or referred by a Public Official or customer/prospective customer (collectively, "**Third Party Representatives**"). Accordingly, Urbaser conducts enhanced risk-based due diligence on these Third Party Representatives. Company Personnel should contact the Regional Compliance Officer before engaging these Third Party Representatives to ensure appropriate due diligence is conducted. For additional information concerning diligence and controls required for Third Party Representative engagements, refer to the Urbaser **Corporate Third Party Engagement Policy**.

## 10. Joint Venture Partners

This Policy prohibits corrupt offers, promises, and payments to Public Officials through joint venture partners (if any). Urbaser could be liable for indirect offers, promises, or payments, if such offers, promises, or payments are made through a joint venture partner with the knowledge that a Public Official will be the ultimate recipient. As with Third Parties, knowledge in the joint venture context includes conscious disregard and deliberate ignorance of facts that indicate a high probability that the relevant payment will occur.

## 11. Hiring of Public Officials or Their Friends or Family

Under no circumstances may securing an improper benefit for Urbaser be a hiring criterion. For any senior-level personnel<sup>1</sup> openings, the Company must conduct appropriate diligence on any new hire candidates, and the existing Company Personnel coordinating the proposed new hiring must confirm in writing that they are not aware that the proposed new hire candidate is a Public Official, or is affiliated with a Public Official, and that the position is not being offered in exchange for a benefit from a Public Official. Any offer or provision of senior-level employment to a known Public Official, a relative or close associate of a Public Official, or someone who was recommended for employment by a Public Official requires prior approval from the Chief Compliance Officer.

## 12. Reporting Questions or Concerns

All Company Personnel are responsible for being aware of any issues that may implicate Anti-Corruption Laws, including reviewing guidance issued by the legal department regarding the identification of anti-corruption issues.

Any Company Personnel who has any doubts about or reasonable suspicion of any breach or violation of this Policy, any Anti-Corruption Laws, the Code of Conduct or any related procedures, or any queries regarding the application of this Policy, must report the potential violation promptly to the Regional Compliance Officer. Potential violations can also be reported via Urbaser's whistleblowing channel at the website <https://www.urbaser.com/en/ethics-box/>, even anonymously.

The Company does not tolerate retaliation against personnel for escalating questions or concerns in good faith. Retaliation is strictly prohibited and can result in discipline.

## 13. Compliance Leadership

Compliance leadership is entrusted to the **Chief Compliance Officer**.

The Chief Compliance Officer is responsible for: (1) the safeguarding of the Company's ethical principles and the implementation of all policies and procedures, at a corporate level, related to the Company's regulatory compliance; (2)

<sup>1</sup> Contract Manager for business units and Department Manager for corporate units.

supervising Regional Compliance Officer's investigations and imposed disciplinary measures; (2) and (3) promoting a compliance training for all the employees at a corporate level. The Chief Compliance Officer reports directly to the CEO.

The Chief Compliance Officer has established the position of a **Regional Compliance Officer**, whose responsibilities include the implementation of this Policy, including ensuring all Company Personnel in their respective region are aware of its existence and content, as well as being the point-of-contact for any queries or approvals of specific payments, meals, gifts, or entertainment.

A Regional Compliance Officer will be appointed by the Chief Compliance Officer for each region in which the Company has operations. The Chief Compliance Officer will determine the makeup and borderlines of each region.

A list of the Regional Compliance Officers and their respective areas of coverage can be found in **Appendix 2**.

## 14. Training

Urbaser will provide proper training to all Company Personnel on Anti-Corruption Laws and the duties and action principles resulting from the Code of Conduct and Corporate Anti-Corruption Policy.

## 15. Periodic Review of the Policy

The Company is committed to periodically reviewing and updating this Policy and any related procedures based on an assessment of the effectiveness of the Policy, any changes in relevant laws and regulations, or any changes to the Company's business (e.g., new markets, sectors, countries), which may change the Company's anti-corruption compliance risk profile.

## 16. Non-Compliance

The Company takes compliance with applicable Anti-Corruption Laws and this Policy seriously and shall conduct appropriate investigations of credible allegations of non-compliance. Any Company Personnel who misleads or hinders, or who fails to cooperate with, investigators inquiring into potential violations of this Policy will be subject to disciplinary action.

Any breaches of the provisions contained in this Policy or of the applicable legislation could have serious consequences for the Company, its employees, and its managers.

Compliance with this Policy is compulsory. Any failure to comply will be treated as an infringement by the Company and appropriate disciplinary measures will be taken, in accordance with the applicable employment legislation and any penalty procedures established under collective-bargaining agreements, without prejudice to any other such liabilities as may be incurred by the infringing party. Urbaser also reserves the right to take any steps considered appropriate against any of its commercial partners found to be in breach of the Policy.

The Chief Compliance Officer will review the content of this Policy on a regular basis to ensure that it includes the latest recommendations and best practices, proposing to the governing body any changes and updates to contribute towards its continuous development and improvement.

# Annex 1 - Third Party Monitoring: Illustrative Red Flags

Find below an illustrative list of potential “red flags” that should alert Company Personnel to potential corruption issues related to Third Parties. Because this list is non-exhaustive, Company Personnel should be attuned to other scenarios that may suggest corrupt, unethical, or improper activity. The following red flags do not necessarily mean that the Company cannot do business with the Third Party involved in the red flag.

If you encounter these or other corruption red flags, you must escalate them through the reporting channels described in this Policy **before** engaging in the contemplated relationship or taking further action with the Third Party.

- You become aware that a Third Party engages in, or has been accused of engaging in, improper business practices.
- You learn that a Third Party has a reputation for paying bribes or has a reputation for having a “special relationship” with Public Officials.
- A Third Party insists on receiving payment before committing to signing up to a contract, or before carrying out services for us.
- The Third Party requests payment in cash, refuses to sign a formal commission or fee agreement, or fails to provide an invoice or receipt for a payment.
- The Third Party requests excessive commission or a commission that is not commensurate with the service the Third Party is providing.
- The Third Party requests that payment be made to a country or geographic location different from where the Third Party resides or conducts business.
- A Third Party requests a fee to “facilitate” a service.
- An invoice from a Third Party includes vague descriptions of services, such as “miscellaneous,” “facilitation fees,” or “other.”
- A Third Party requests that you provide employment or some other advantage to a friend or relative.
- A Third Party’s invoice appears to be nonstandard or altered – or it appears unprofessional or falsified.
- A Third Party invoices the Company for an amount that appears large given the services provided, or greater than those charged in the past by the same vendor or other vendors providing the same service.
- A Third Party requests the use of an agent, intermediary, consultant, distributor, or supplier that is not typically used by or known to us.

