

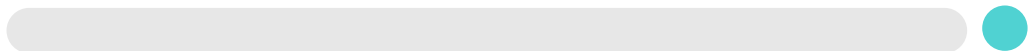
Manual of the criminal and anti-bribery compliance system by Redeia

July 2022



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1 Introduction

Redeia (hereinafter, indistinctly, "the Company" or "the Organization") has a **Criminal and anti-bribery compliance system**, which constitutes the model for the prevention, monitoring and control of the criminal risks of the Company, including risks of bribery.

This Manual (hereinafter, indistinctly, the "**Manual of the Criminal and Anti-Bribery Compliance System**" or the "**Manual**") describes the elements of Redeia's Criminal and anti-bribery compliance system for companies that do not have a Criminal and specific anti-bribery compliance system (included in annex 1).

The Criminal and anti-bribery compliance system is aligned with the culture of ethics compliance established by Redeia's Code of Ethics and Conduct and the other compliance regulations that develop it.

The Criminal and anti-bribery compliance system truly reflects the commitment of Redeia and its managers to due diligence to prevent the Organisation's criminal risks, including bribery risks.

Redeia has taken into account, for the development of the criminal and anti-bribery compliance system, the criminal regulations applicable in Spain, as well as the main international regulations and standards in terms of compliance. The System focuses on the prevention of conduct that may lead to criminal consequences, without the scope of the aforementioned System being extended to other areas.

The Criminal and anti-bribery compliance system is based on an analysis of the criminal risks that could hypothetically arise in the Organisation, and includes the existing procedures and controls for effectively preventing and mitigating of such risks.

The Criminal and anti-bribery compliance system consists of a decentralized management of the compliance duties, in order to be able to adapt in the most precise way to the requirements of the legislation of the different jurisdictions in which the Company carries out its activity.

For the preparation of this Manual: (i) the activities carried out by the different subsidiaries of the Company have been examined; (ii) the policies and other internal regulations have been reviewed and (iii) the stakeholders affected by the criminal and anti-bribery compliance system have been taken into consideration.

This Manual will be updated periodically in order to meet the arising needs, in accordance with the structure and activities of Redeia, and the requirements of the regulations with criminal relevance that are applicable.

2 Regulatory context

On December 23, 2010, Organic Law 1/2010 came into force, reforming the Criminal Code, introducing for the first time in the Spanish legal system the criminal liability of legal persons. This major development was later consolidated with Organic Law 1/2015, which entered into force on July 1, 2015, and which defined more precisely the criminal liability of legal persons that was already included in the 2010 reform. Subsequently, Organic Law 1/2019, of February 21, which transposes EU Directives in the financial, terrorism and international matters, extends the list of crimes for which legal persons can be liable.

The criminal liability of a legal person can only derive from the crimes provided for in the Criminal Code as likely to be committed by the legal person, in those cases in which they have been committed in the name or on behalf of the legal person and on its behalf, direct or indirect benefit, as provided in article 31 bis of the Spanish Criminal Code, when it indicates that legal persons will be criminally liable for:

- a) Crimes committed in their name or on their behalf, and for their direct or indirect benefit, by their legal representatives or by those who, acting individually or as members of a body of the legal entity, are authorized to make decisions on behalf of the legal entity or hold powers of organization and control within it.
- b) The crimes committed, in the exercise of social activities and on behalf of and for the direct or indirect benefit of the same, by those who, being subject to the authority of the natural persons mentioned in the previous paragraph, have been able to carry out the acts for having seriously breached by those the duties of supervision, surveillance and control of their activity, according to the specific circumstances of the case.

The legal entity may be exempt from criminal liability if it has correctly implemented an efficient organization and management model, as provided in the fourth section of article 31 bis, which states: *“The legal person will be exempt from liability if, before the commission of the crime, it has adopted and effectively executed an organization and management model that is adequate to prevent crimes of the nature of the one that was committed, or to significantly reduce the risk of his commission.”*

The reform of the Criminal Code of 2015 introduces the requirements that must be met by the organization and management models established by companies to prevent crime (art. 31 bis of the Spanish Criminal Code), which includes:

- (i) The establishment, by the administrative body, of an organization and management model that includes the appropriate surveillance and control measures to prevent crimes.

- (ii) The creation of a body with autonomous powers of initiative and control to supervise the operation and compliance with the prevention model implemented.
- (iii) The identification of the activities in which the crimes that must be prevented are likely to be committed.
- (iv) The implementation of protocols or procedures that specify the process of formation of the will of the legal entity, decision-making and their execution in relation to those.
- (v) The implementation of appropriate financial resources management models to stop the crimes that must be prevented.
- (vi) The obligation to report possible risks and breaches to the body in charge of monitoring the operation and observance of the prevention model – the reporting channel.
- (vii) The establishment of a disciplinary system that adequately sanctions non-compliance with the measures established by the model, and

The periodic verification of the model and its potential modification when relevant infractions of its provisions are revealed, or when there are changes in the organization, in the control structure or in the activity carried out that make them necessary.

This Manual highlights Redeia's commitment to good governance and due control, which is required of the Company's management bodies, managers and employees, to minimize as much as possible the criminal risk that could arise from bad practices or regulatory breaches in developing its activity.

3 Redeia context

Redeia's main activities

Redeia is a business group whose parent company is Red Eléctrica Corporación, S.A., a company domiciled in Spain, listed on the Ibex 35 stock market index, whose main business activities are:

- Electricity sector in Spain: Redeia develops through its subsidiary Red Eléctrica de España, S.A.U. the role of transmission agent and operator of the Spanish electricity system (Spanish TSO: Transmission System Operator).
- Storage in the Canary Islands: Red Eléctrica Infraestructuras en Canarias, S.A.U. (REINCAN) is the subsidiary of Redeia created with the aim of executing electricity storage projects in the Canary Islands, as tools for the operation of the electricity system to guarantee electricity supply, to improve the security of the system and to optimize the integration of renewable energy in the islands.

- International activity: Redeia manages through its subsidiary Red Eléctrica Internacional, S.A.U. the development of international business focused mainly on the building and operation of transmission networks outside of Spain.
- Telecommunications activity: Redeia's telecommunications business is carried out through the subsidiary Red Eléctrica Infraestructuras de Telecomunicación, S.A.U. (REINTEL), whose main activity is the commercial operation of a dark fibre optic trunk network, and of the sites and technical spaces for the accommodation of customers' telecommunications equipment.
- Satellite activity: Redeia, through Red Eléctrica Sistemas de Telecomunicaciones, S.A.U., formalized in October 2019 the acquisition of 89.68% of the shares of Hispasat, S.A. Hispasat is the Spanish operator of communications satellites, leader in the distribution of content in Spanish and Portuguese and maintains a strong presence in the Spanish Mainland and Latin America.
- Innovation and technology activity: Redeia, through its subsidiary Red Eléctrica y de Telecomunicaciones, Innovación y Tecnología (RETIT or, by its commercial name, ELEWIT) as a technology company offers innovative solutions to the new challenges of the electricity and telecommunications sectors with the aim of promoting energy transition and connectivity to create a sustainable future.

Ethics and Compliance

Ethics and compliance are also fundamental pillars for the proper operation of our Group. This means acting with the utmost integrity in discharging the Group's obligations and commitments, and in relations and cooperation with its stakeholders.

The Group has a series of corporate rules of conduct which establish the values and standards of behaviour everyone in the Group must be adhered to, in the performance of their professional activities.

Redeia has a Global Compliance System -of which the criminal and anti-bribery compliance system is a part- aligned with the best practices in this field, so that the organization properly respects the obligations and commitments it has assumed voluntarily, all based on a proactive culture for managing compliance risks.

Corporate Governance

The Company has a Corporate Governance Policy that includes the catalogue of principles of its Corporate Governance System, and highlights not only compliance with current regulations, but also its alignment with national and international recommendations and trends in terms of corporate governance.

Redeia's Corporate Governance System seeks to align the interests of the Company with those of its stakeholders and other interest groups, by protecting and promoting a value shared by everybody. Said value includes economic, social, environmental, and good governance criteria, to contribute not only to the sustainability, solvency and good reputation of the company before its shareholders and other stakeholders, but also to reinforce trust, stability, progress, and the socio-economic development of society as a whole.

The Board of Directors of Red Eléctrica Corporación, S.A. (parent company of Redeia) performs its tasks further to the principle to act with a single purpose in an unbiased manner, pursuing the corporate interest and that of the shareholders, as well as the Organisation's sustainability.

The Board of Directors has set up Committees in support of its responsibilities, of an eminently technical nature, and in order to achieve greater efficiency and transparency, in accordance with the provisions of the By-Laws and the Regulations of the Board of Directors.

Sustainability

Redeia understands sustainability as the Company's commitment to durability through the creation of shared value for all its stakeholders in the responsible development of its activities.

Redeia is committed to its long-term durability through a business model capable of responding to the challenges of the future and based on criteria of excellence, innovation, integrity and transparency, in order to reconcile the Company's activity with care for the environment and the generation of shared value through alliances with its environment.

Redeia has a common framework in terms of sustainability, with scope for all the subsidiaries of the Company, in order to unite all the actions carried out in terms of sustainability, provide a better response to stakeholders, gain in efficiency and value Redeia's commitment and performance.

4 Scope of application of the Criminal and Anti-Bribery Compliance System

4.1 Scope of the Criminal and Anti-Bribery Compliance System

The Criminal and anti-bribery compliance system focuses on the following aspects:

- Analysis of possible criminal risks that may affect Redeia in relation to the activities carried out in Spanish jurisdiction, including bribery risks.
- Establishment of controls, both generic and specific, necessary to mitigate the criminal risks of the Company.

The companies included within the scope of application of the Criminal and anti-bribery compliance system are the Redeia subsidiaries which do not have a specific system.

Attached as **Annex I** is the list of companies that adhere to this Manual of the Criminal and anti-bribery compliance system.

4.2 Recipients of the Criminal and Anti- Bribery Compliance System: Subject persons.

The Criminal and anti-bribery compliance system is applicable to Redeia directors, executives and employees, as well as to persons who may act under the authority of the Company (hereinafter, “subject persons”).

Redeia promotes the adoption of measures for the prevention of criminal risks by the organizations and professionals with whom it collaborates, in its scope of application.

5 Objectives of the Criminal and Anti-Bribery Compliance System

The Compliance system by Redeia includes criteria for action and control mechanisms to prevent breach of the obligations and commitments within the scope of the Company’s activities.

The main goals of the criminal compliance system are:

- (i) To create a control and monitoring system to mitigate the risk of committing crimes by the Organisation.
- (ii) To provide the entire staff of the organisation with the principles and rules to be applied to their activities at Redeia and the necessary tools for their application.
- (iii) To optimise and improve criminal compliance risk management.
- (iv) To raise awareness among Redeia’s employees regarding the relevance of the criminal and anti-bribery compliance system and the need to adapt their conduct to the principles and guidelines stated in the Code of Ethics and Conduct.
- (v) To inform parties subject to the Criminal and anti-bribery compliance system that any breach of its principles and guidelines entails the imposition of disciplinary measures.

- (vi) To formalise Redeia's commitment to the prevention of any conduct that is contrary to the applicable legislation and to the commitments assumed voluntarily by the Organisation.
- (vii) To establish the appropriate control mechanisms to mitigate the criminal risk of the Organisation and ensure proper reaction and correction when breaches are detected.
- (viii) To keep records certifying compliance with the obligations and commitments of the Company.

Redeia strongly aims at promoting a culture of ethical conduct and compliance, entailing observance of the applicable law and the commitments voluntarily undertaken by the Company, along with adaptation to best practices in the field of compliance.

6 Elements of the Criminal and Anti-Bribery Compliance System

Redeia has a Criminal and anti-bribery compliance system that is aligned with the requirements established by the Spanish Criminal Code and the best practices in criminal risk prevention.

The Criminal and anti-bribery compliance system establishes a model for the organisation, prevention, management and control of the Organisation's criminal risks consisting of the following elements:

- (i) A **Code of Ethics and Conduct**, which formalizes Redeia's commitment to business ethics and which is the fundamental rule that governs the professional activity of people within the organization and before its stakeholders.
- (ii) A **Criminal and anti-bribery compliance policy** -integrated into Redeia's Compliance Policy- declaring the Organisation's rejection of any unlawful act and its commitment to principles of ethical conduct and compliance through the adoption of practices that ensure the application of a comprehensive approach by the Company and its employees.
- (iii) Appointment of a **Criminal Compliance and Anti-Bribery Committee** by the Board of Directors, which has been endowed with autonomous powers of initiative and control and has been entrusted with the responsibility of controlling and supervising the operation of the Criminal and Anti-Bribery Compliance System.
- (iv) A **compliance map**, which identifies and assesses the Company's criminal compliance risks, including bribery, and the key internal controls that mitigate them.
- (v) **Policies, procedures and controls** to mitigate the criminal risks identified. More specifically, these will include financial policies, procedures and

controls, which together constitute the Company's financial resource management system to allow prevention of breaches in this area.

- (vi) **Sufficient human, material and financial resources** for a correct and efficient performance of the Criminal and Anti-Bribery Compliance System.
- (vii) A system for controlling and monitoring that allows Redeia to: (i) monitor the control surveillance process; (ii) monitor the changes in criminal risks, including bribery, and (iii) prepare the proposals to improve controls or create new controls to strengthen coverage against criminal risk.
- (viii) An **ethical and compliance channel** easy to access to all stakeholders established for the communication of queries, suspicious actions and breaches, which allows Redeia to ensure the anonymity of those who require it, to know and react to possible irregular and/or illegal situations.
- (ix) A **disciplinary system** of the Company, to be applied in accordance with the labour legislation, the collective bargaining agreement, and the internal rules of the Company.
- (x) **Frequent verification** of the Criminal and anti-bribery compliance system, with special emphasis in the event that relevant breaches have been detected or changes have been made to the Organisation, its control structure or the activities it carries out.

The purpose of the Criminal and anti-bribery compliance system is to identify the criminal risks by the Organisation and prevent those risks from happening through actions such as prevention, detection and responses to such risks.

The Criminal and anti-bribery compliance system is dynamic in nature, subject to a process of supervision, updating and constant improvement, which takes into account, among other circumstances: the changes produced in the applicable regulations; the modifications of the internal structure of the Company, or the knowledge acquired by the practical experience of the application of said System.

7 Controls of the Criminal and Anti-Bribery Compliance System

Redeia has a specific methodology for the definition, identification and assessment of compliance controls, in accordance with the best practices for internal control.

This methodology allows to systematically identify, analyse and assess the key internal controls that mitigate the risks of non-compliance which may affect the Company.

The Criminal and anti-bribery compliance system manages the prevention of criminal risks through:

- (i) **General controls:** they are the basis for controlling the risk of criminal compliance and mitigate the generic risk of committing crimes.
- (ii) **Specific controls:** they are specific measures whose purpose is to mitigate a specific criminal risk or a determined group of criminal risks.

Said controls support the Criminal and anti-bribery compliance system, which is properly structured for the prevention and control of the risk of committing crimes, in Redeia's **compliance map**.

The control elements of the Criminal and anti-bribery compliance system are dynamic in nature, so they are updated in response to regulatory, organizational and activity changes which occur at Redeia.

8 Governance model of the Criminal and Anti-Bribery Compliance System

Redeia counts with a governance model for the criminal and anti-bribery compliance System, under the leadership and commitment of the Company's administrative and management bodies, with an attribution of responsibilities that ensures proper control over the operation of the System.

8.1 Board of Directors

The **Board of Directors** is constituted as the highest body of Redeia that is in charge of its governance and representation.

The Board of Directors is responsible for approving the general policies and strategies, as well as supervising the internal control systems. The Board of Directors, in accordance with what is established in its Rules at all times, is the body responsible for approving Redeia's Compliance Policy, as a sign of its commitment to the Organisation's Compliance System.

The **Audit Committee** provides support to the Board of Directors for the compliance with legal provisions and internal regulations, among other matters, via the following duties:

- Regular monitoring and assessment of the functioning of the Redeia's companies compliance system, notification to the Board of Directors of proposals for improvement as it considers appropriate and review of the annual compliance report in coordination with the rest of the Committees within the scope of their powers.
- Supervision of the Criminal and anti-bribery compliance system and notification to the Board of Directors of proposals to improve the System as it considers

appropriate through the Appointments and Remuneration Committee in accordance with its powers.

- Review of the annual criminal compliance report prepared by the supervisory body responsible for control and monitoring of the System prior to its presentation to the Board of Directors.

The **Appointments and Remuneration Committee** has the duty, in relation to the rules and actions in matters of Corporate Governance, to:

- Periodically review the Company's criminal and anti-bribery compliance system.
- Propose to the Board of Directors the amendments and updates that contribute to its development and continuous improvement, attending, where appropriate, to the suggestions and proposals made by the Audit Committee and the System's control and monitoring body, in coordination with the powers that the latter have been attributed.

8.2 Management bodies

The management bodies are responsible for:

- Showing commitment and leadership to the design, development, implementation, maintenance and constant improvement of the Criminal and anti-bribery compliance system.
- Ensure that the requirements derived from the Criminal and Anti-Bribery Compliance System are incorporated into the Company's policies and procedures.
- Ensure alignment between the operational objectives, and the principles and guidelines of the Criminal and anti-bribery compliance system.
- Allocate adequate and enough resources for the effective execution of the Criminal and anti-bribery compliance system.
- Transmit a clear message to the Organisation about the obligation to comply with the principles and guidelines of the Criminal and anti-bribery compliance system.
- Comply with and enforce the obligations derived from the Criminal and anti-bribery compliance system.
- Direct and support all members of the Organisation to achieve an effective execution of the Criminal and anti-bribery compliance system.
- Promote the use of the whistle-blower channel, to inform of potentially criminal behaviour that may affect the Company.

- Make sure that Redeia members are not subject to any retaliation for reporting in good faith any type of breach of which they are aware or suspected, or for refusing to participate in any type of criminal action, even if this entails a loss of business for the Organisation.

8.3 Criminal Compliance and Anti-Bribery Committee

The Board of Directors, as the highest body in charge of risk management at Redeia, in accordance with the applicable regulations and, specifically, with the provisions of article 31 bis of the Spanish Criminal Code, has appointed the **Criminal and Anti-Bribery Compliance Committee** as the specific control body of Redeia's Criminal and anti-bribery compliance system.

The Criminal and Anti-Bribery Compliance Committee is responsible for the monitoring and control of the Company's Criminal and anti-bribery compliance system, with the aim that the main criminal risks, including bribery, are identified, managed and disclosed properly at the internal level. The Criminal and Anti-Bribery Compliance Committee is responsible for carrying out the duties referred to in article 31 bis.2.2. of the Spanish Criminal Code.

The Criminal and Anti-Bribery Compliance Committee has its own independence and autonomy, and reports to the Board of Directors, through the Audit Committee, on the activities carried out by it, as well as on the adequacy and effectiveness of the Criminal and anti-bribery compliance system.

Redeia provides the Criminal and Anti-Bribery Compliance Committee with the appropriate and necessary tools and resources to perform its duties.

8.3.1 Duties of the Criminal and Anti-Bribery Compliance Committee

The main duty of the Criminal and Anti-Bribery Compliance Committee is to control and supervise the effectiveness of the Criminal and anti-bribery compliance system.

The specific duties related to the control and monitoring of the Criminal and anti-bribery compliance system include the following:

- (i) To promote ethics and compliance culture based on the rejection of any illegal act and support for the ethical conduct of the members of the Organisation.
- (ii) To ensure the dissemination of the principles and guidelines of the Criminal and anti-bribery compliance system, counting on the collaboration of the Human Resources Area and the other areas with powers for this purpose.

- (iii) To promote the design and implementation of appropriate training plans for people subject to the Criminal and anti-bribery compliance system, on the obligations and responsibilities entailed by the Company's commitments in matters of ethics and compliance, with a frequency that guarantees updated knowledge about this topic.
- (iv) To process and investigate the complaints submitted through the channels established for this purpose within the scope of the Criminal and anti-bribery compliance system, without prejudice to the decisions that correspond to the bodies or areas of the Company taking into account their powers.
- (v) To monitor that proportionate disciplinary measures are taken against those who fail to comply with the principles and guidelines of the Criminal and anti-bribery compliance system.
- (vi) To supervise the operation of the Criminal and anti-bribery compliance system and propose its modification when relevant infractions of its principles and guidelines are revealed, or changes occur in the organization, in the control structure or in the activity carried out that make them necessary.
- (vii) To make sure that people subject to the Criminal and anti-bribery compliance system have access to the resources and means necessary to comply with its principles and guidelines.
- (viii) To prepare a report at least annually on the monitoring and effectiveness of the Criminal and anti-bribery compliance system, for submission to the Board of Directors, in which will be defined the improvement actions or activities to be carried out in relation to said System.
- (ix) To inform the Board of Directors and the Management Bodies when required for this purpose or when, due to the relevance of the matter, the Criminal Compliance Committee deems it appropriate.
- (x) To carry out dialogue tasks with the judicial authorities and coordinate collaboration with them, within the scope of the Criminal compliance and anti-bribery system.

8.3.2 Composition

The persons appointed as members of the Criminal and Anti-Bribery Compliance Committee must have the following characteristics:

- Integrity and commitment to compliance with regulations.
- Self-reliance and independence of criteria.
- Availability and dedication to perform duties.
- Professionalism, prestige and necessary skills.
- Effective communication skills and ability to influence.

The Criminal and Anti-Bribery Compliance Committee is composed of:

- Ethical Manager and Defender of Stakeholders.
- Internal Audit and Risk Control Director
- Regulation and Legal Services Director.
- People and Culture Director.
- Head of Risk Control, Compliance and Quality department.

The members of the Criminal and Anti-Bribery Compliance Committee will treat the information and documentation to which they have access with the utmost confidentiality, without being able to use it for a purpose other than for the control and monitoring of the Criminal and Anti-Bribery Compliance System and the investigation of incidents that may occur in this area.

The members of the Criminal and Anti-Bribery Compliance Committee, in the performance of their duties, may:

- Access the information held by Redeia.
- Have the support of any Redeia company, area or member of the Organisation.

8.3.3 Duties of the areas represented in the Criminal and Anti- Bribery Compliance Committee

8.3.3.1 Ethics Manager and defender of stakeholders

Redeia has the figure of the **Ethics Manager and Stakeholder Defender** to ensure knowledge, application and compliance with the Code of Ethics and Conduct, which performs the following duties in collaboration with the Area of Compliance:

- Solve queries and advise all stakeholders in the event of possible doubts regarding the principles and guidelines for conduct listed in the Code of Ethics and Conduct.
- Investigate the complaints filed through the verification and investigation of the behaviour of the employees or organizational units reported.
- Prepare action plans for the resolution of the submitted complaints and submit them for approval to the Chairwoman of Redeia or the Chairman of the Audit Committee, should it affect any member of the Executive Committee.
- Prepare a regular report to review the System and propose actions to improve the management system (Annual Report on Ethics Management).
- Manage Redeia's ethics and compliance channel, with the support of the Compliance Area.

In accordance with the aforementioned duties, the Ethics Manager will collaborate in the operation of the Criminal and Anti-Bribery Compliance Committee as follows:

- It will forward to the Committee those complaints that it has received through the ethics channel in which aspects that could have criminal relevance are identified.
- It will advise the Committee on those questions related to the interpretation of the Code of Ethics and Conduct that it may need.
- It will raise the Report on Redeia's management of ethics.

8.3.3.2 Internal Audit and Risk Control Division/Risk Control, Compliance and Quality Division

The Internal Audit and Risk Control Division is in charge of directing and designing the internal audit function, as well as Redeia's compliance and risk control functions, across all of its activities.

It supports the Internal Audit Committee of the Board of Directors in the development of the powers assigned to it, meeting its requirements and carrying out the necessary analyses and assessments.

The Internal Audit and Risk Control Director performs the duties of Redeia's Compliance Director, reporting to the Risk Control, Compliance and Quality Department, whose duties include: designing, implementing and developing Redeia's corporate risk control, compliance, and excellence and quality systems, configuring a second independent line of defence coordinated with the operational areas and internal audit, which contributes to the achievement of strategic objectives through the establishment of a proper internal control system.

The Internal Audit and Risk Control Division maintains adequate safeguards between its internal audit and compliance responsibilities, to ensure that in internal audits of areas and/or processes in which the aforementioned Division, in its compliance responsibility, has executive duties, action is taken to ensure objectivity and independence. One of said actions is that the mentioned audits are carried out by independent external auditors.

In accordance with the aforementioned duties, the Compliance Area will collaborate in the operation of the Criminal Compliance Committee as follows:

It will support the Committee in the development of ordinary tasks related to the Criminal and anti-bribery compliance system.

It will provide the necessary support to the Committee in the constant monitoring of the application of the rules and controls of the Criminal and Anti-Bribery Compliance

System, as well as in any other analogous duties that, if applicable, the Committee determines.

It will refer to the Committee those complaints or non-compliances that it has received in which are identified aspects that could have criminal relevance.

On behalf of the Committee, it will investigate the complaints submitted through the channels established for this purpose within the scope of the Criminal and Anti-Bribery Compliance System.

Will submit Redeia's Annual compliance report.

8.3.3.3 Regulations and Legal Services Division

The Legal Services Area is responsible for directing Redeia's legal actions in operational matters to enforce an adequate protection of its interests and provide the necessary support for the alignment of the activities carried out by the operational areas to the established legal framework.

In accordance with the aforementioned duties, the Legal Services will collaborate in the operation of the Criminal and Anti-Bribery Compliance Committee as follows:

- It will advise the Committee on legal matters in order to facilitate the development of its activities and the achievement of its objectives, all according to the current legislation and the Criminal and Anti-Bribery Compliance System.
- It will inform the Committee of the administrative and judicial procedures that it is managing, directly or through third parties, or of which it is aware, that may pose a risk of criminal compliance.
- Legal Services shall inform the Committee of any legislation of which it is aware that significantly affects the Criminal and Anti-Bribery Compliance System.

8.3.3.4 Management of people and culture

The People and Culture Area is responsible for developing and directing internal communication actions which promote the involvement of all members of the Company with the project and mission of Redeia, as well as directing legal-labour matters related to rights and worker's obligations.

In accordance with the aforementioned duties, the People and Culture will collaborate in the operation of the Criminal and Anti-Bribery Compliance Committee as follows:

- It will advise the Committee on labour legal matters with the aim of facilitating the development and implementation of its activities and objectives.

- It will inform the Committee of the administrative and judicial procedures that it is managing, directly or through third parties, or of which it is aware, that may pose a risk of criminal compliance.
- The Area shall inform the Committee of any legislation of which it is aware that significantly affects the Criminal and Anti-Bribery Compliance System.
- It will ensure that Redeia's employees do not suffer any type of drawback for having communicated suspicions of non-compliance motivated through the channels established for this purpose by Redeia or having acted in accordance with the Criminal and Anti-Bribery Compliance System.
- It will inform the Committee of the relevant organizational changes produced in the Organisation that may affect the Criminal and Anti-Bribery Compliance System.
- It will provide support to the Committee in the development of awareness, sensitization and training actions in matters of criminal compliance for the members of the Organisation.

8.3.4 Support to the Criminal and Anti-Bribery Compliance Committee from the company's areas

All areas of the Company will provide the necessary support, within the scope of their responsibility, to the Criminal and Anti-Bribery Compliance Committee for the performance of the duties entrusted to it.

The aforementioned collaboration will be ruled by the principle of maximum diligence in the support to be provided to the Committee, as well as by the principle of confidentiality in relation to the nature of the collaboration that has been requested by the Committee and the assistance actions provided for this purpose.

8.3.5 External advice

The Criminal and Anti-Bribery Compliance Committee may rely on specialized external advice to meet the arising needs in relation to the duties it performs in the Criminal and Anti-Bribery Compliance System.

External audit will not be considered as a delegation of any aspect related to the Criminal and Anti-Bribery Compliance System, but only as a task of assistance and professional support, the external advisor not assuming duties other than those inherent to his professional performance.

9 Financial resources management system

9.1 Financial controls

Redeia counts with policies, procedures and controls in the management processes of its financial resources that contribute to prevent, detect or manage the Organisation's criminal compliance risks.

The **Economic-Financial Area** is in charge of ensuring the correct design and implementation of financial control systems, detecting possible deviations and risks they pose to the Organisation.

Redeia has a model for financial resource management that responds to the following features:

- (i) It consists of processes for preparing and closing the annual accounts and financial statements of the Company, and an annual external accounting audit plan for Redeia and its companies.
- (ii) Analyses and monitors the financial operations carried out, as well as prepares reports for official bodies, financial entities in order to faithfully reflect the financial operations of Redeia.
- (iii) It has an Internal Control System for financial information, which provides a reasonable security framework regarding the reliability of the financial information processed by Redeia.
- (iv) It counts with a general procedure for budget management, with the aim of regulating the activities aimed at obtaining the forecast of the Company's income, expenses and investment figures, analysing their evolution, as well as the deviations that occur with respect to the budgeted previsions.
- (v) It counts with the necessary accounting and consolidation structures, processes and systems to ensure the proper accounting record of all operations with a financial effect and for proper management of economic-financial information.

The aforementioned control and management systems ensure a management model of adequate financial resources to avoid crimes that must be prevented, in accordance with the provisions of article 31 bis.5.3. of the Spanish Criminal Code.

9.2 Resources for the Criminal and Anti- Bribery Compliance System

Redeia provides the Criminal and Anti-Bribery Compliance Committee with the financial, material (including technological material) and human resources necessary to maintain the functioning and effectiveness of the Criminal Compliance and Anti-Bribery System,

establishing a specific financial allocation, as well as the obligation to also attend those needs that arise unexpectedly and, therefore, are not budgeted.

10 Monitoring, follow-up and verification

10.1 Supervision and follow-up of the Criminal and Anti-Bribery Compliance Committee

The Criminal and Anti-Bribery Compliance System is designed to continuously validate its implementation in Redeia, so that the effectiveness of existing policies, procedures and controls can be evidenced, as well as the evolution that occurs in them.

The Company has a global vision of the Criminal and anti-bribery compliance system, which allows it to adopt the necessary actions to ensure the adequacy and effectiveness in the development of its duties for the prevention, management and control of criminal risks, including bribery.

Redeia's Criminal and anti-bribery compliance system is subject to control and monitoring by the Criminal and Anti-bribery Compliance Committee, without prejudice to the review of the compliance controls that respond to the different areas of the Company, to verify their effectiveness, as well as their development, in order to prevent the commission of crimes within the Organisation.

The Company carries out an annual plan for the monitoring, follow-up and improvement of the Criminal and anti-bribery compliance system in order to ensure the achievement of the objectives of the aforementioned System.

This work allows knowing the effectiveness of the criminal and anti-bribery compliance system, modifying it, if needed, or adopting the necessary actions, especially in the following cases:

- (i) The disclosure of major breaches;
- (ii) Changes in the company that require its adaptation;
- (iii) Modification of the internal control structure;
- (iv) Changes in the activity developed by the Organisation, or
- (v) Legislative modifications that make adaptations necessary in order to ensure its proper functioning.

10.2 Verification of the Criminal and Anti-Bribery Compliance Committee

The Criminal and anti-bribery compliance system is verified by the Internal Audit Area, as it is in charge of ensuring to the governance and management bodies the efficient supervision of the internal control system established by Redeia.

The Internal Audit Areas reports to the Criminal Compliance and Anti-Bribery Committee at least every six months on:

- (i) The result of the specific audits carried out in relation to the assessment of criminal risks.
- (ii) The result of other audits that may help to mitigate any risk foreseen in the Criminal and anti-bribery compliance system, and
- (iii) The degree of resolution of the non-conformities and weaknesses detected, related to criminal risks.

The Internal Audit Area will run a verification of the Criminal and anti-bribery compliance system at least once every two years, which will be carried out by an independent third party.

The aforementioned verification will be carried out without prejudice to those that are necessary, when relevant infractions of its provisions are revealed, or when changes occur in the organization, in the control structure or in the activity carried out.

11 Communication of breaches and non-conformities

Redeia has an ethics and compliance channel for submitting queries and for reporting of possible infractions of internal regulations or current legislation. In this way, any member of the company who has hints or suspicions of the commission of any crime that may affect the criminal liability of the Organisation, or of the violation of any of the principles and guidelines of the Criminal and Anti-Bribery Compliance System, he must inform the Criminal and Anti-Bribery Compliance Committee through the ethics and compliance channel. The use of the ethics and compliance channel is open to members of the Company's stakeholders.

Redeia has enabled access to the ethics and compliance channel on the external and internal corporate website and an email address as a communication mailbox.

The Criminal and Anti-Bribery Compliance Committee ensures maximum confidentiality about the facts and information to which it has access as a result of receiving a complaint or query, except when it must be provided to the administrative or judicial authorities in accordance with what is established in the legislation applicable to the effect.

Redeia guarantees that no member of the company will be subject to retaliation, discrimination or disciplinary sanction when, in good faith:

- (i) Notifies the Company of a possible violation of corporate standards on ethics and compliance.

- (ii) Informs the Company of a possible behaviour contrary to the law and/or that may imply the occurrence of a criminal risk, or
- (iii) Cooperates in their investigation or resolution of a complaint.

Said guarantee will not apply to those who use the complaints channel acting in bad faith with the intention of spreading false information or harming a third party.

The Criminal and Anti-Bribery Compliance Committee is the body responsible for processing and investigating the complaints received within the scope of the Criminal and Anti-Bribery Compliance System through the ethics and compliance channel, as well as responding to queries raised in relation to the operation of the System.

12 Disciplinary system

Any person linked to Redeia must respect and comply with the rules, policies and procedures that are applicable to them within the framework of the performance of their duties.

In order to have a disciplinary system that properly sanctions infractions of the principles and guidelines of the Criminal and Anti-Bribery Compliance System, Redeia refers to the Workers' Statute, the applicable collective agreement and the remaining labour regulations in force in Spain.

The Company ensures the correct application of disciplinary measures and their proportionality in regard to the violation of applicable regulations. In the same way, it will impose disciplinary measures in relation to those conducts that contribute to preventing or hindering the discovery of illicit behaviours, as well as the breach of the duty to report internally in an adequate manner the breaches that could have been detected.

13 Awareness, sensitization and training

The Company encourages its members to be aware of and appropriately trained in the criminal risks at the Organisation, in order to avoid, detect and know how to manage them in accordance with the Criminal and anti-bribery compliance system.

The training to be provided among its members must include:

- (i) The Criminal and anti-bribery compliance policy, the remainder of the Criminal and anti-bribery compliance system and the procedures associated with it, and its obligation to comply with the requirements associated therewith;

- (ii) The criminal risk and the damage, both for the staff and for the Organisation, in the event of its occurrence;
- (iii) The circumstances in which, in the performance of their activity, a criminal risk can occur, and how to recognize said circumstances;
- (iv) How you can help to prevent and detect criminal risks, avoiding their materialization and recognizing the main risk factors;
- (v) Its contribution to the effectiveness of the Criminal and anti-bribery compliance system and the related benefits, and to report possible crimes or breaches.
- (vi) The implications and consequences of non-compliance with the principles and guidelines of the Criminal and anti-bribery compliance system.
- (vii) How and to whom communicate their queries and report non-compliances with the Criminal and anti-bribery compliance system.

The Criminal and anti-bribery compliance committee is responsible for promoting adequate information, awareness and training on the relevance and strategic nature of the Criminal and anti-bribery compliance system within the ethical and compliance culture of the company.

The personnel subject to the Criminal and anti-bribery compliance system must confirm, once they have received the appropriate training, their full knowledge of it, commit to comply with the principles and guidelines of the System for the performance of any activity carried out in the interest or benefit of Redeia.

14 Documented information

The Criminal and anti-bribery compliance system generates a series of evidence that allows it to be properly controlled and supervised, as well as proving the status of the System and the implemented improvement processes to third parties.

The identification, classification and custody of said evidence is being done systematically, so that the application of the controls included in the Criminal and anti-bribery compliance system can be proven.

The Criminal compliance and anti-bribery committee will promote the necessary measures to guarantee the confidentiality and security of the information derived from the operation of the Criminal and anti-bribery compliance system, complying at all times with the regulations on the protection of personal data.

15 Approval of the Manual

This Criminal and anti-bribery compliance system manual has been approved by the Redeia subsidiaries in accordance with the provisions of Annex II of this Manual.

The Criminal compliance and anti-bribery committee will propose to the corresponding administrative bodies the modifications to this Manual of the Criminal and anti-bribery compliance system, which are necessary to maintain proper control over the Company's activities at all times that allows minimizing criminal risks, including bribery.

The Criminal compliance and anti-bribery committee will develop the procedures that it deems necessary or convenient for the development of the principles and guidelines of the Criminal and anti-bribery compliance system, reporting all of this to the Company's management bodies.

Annex 1- Companies subject to the Criminal and Anti-Bribery Compliance System

Redeia has developed a criminal and anti-bribery compliance system, which is in accordance with the provisions of article 31 bis of Organic Law 10/1995, of November 23, of the Spanish Criminal Code and Circular 1/2016 of the Spanish State Attorney General's Office on the criminal liability of legal entities, the elements of which are described in the Manual of the Criminal and anti-bribery compliance system.

The companies listed below are subject to this Criminal and anti-bribery compliance system manual.

Approval by:

Management body	Entity	Date
Management Body	Red Eléctrica Corporación, S.A,	26/07/2022

Adhesion by:

Management body	Entity	Date
Sole director	Red Eléctrica de España, S.A.U.	[**] 2022
Joint directors	Red Eléctrica Infraestructuras en Canarias, S.A.U.	[**] 2022
Joint directors	Red Eléctrica de España, S.A.U.	[**] 2022
Joint directors	Red Eléctrica de España, S.L.	[**] 2022
Joint directors	Red Eléctrica Internacional (REI).	[**] 2022
Joint directors	Red Eléctrica Infraestructuras de Telecomunicación, S.A.U.	[**] 2022
Joint directors	Red Eléctrica Infraestructuras de Telecomunicación,, S.A.U.	[**] 2022

Annex 2- Model of adherence to the Criminal and Anti-Bribery Compliance System

Redeia has developed a Criminal and anti-bribery compliance system, which is in accordance with the provisions of article 31 bis of Organic Law 10/1995, of November 23, of the Spanish Criminal Code and Circular 1/2016 of the Spanish State Attorney General's Office on the criminal liability of legal entities, the elements of which are described in the Manual of the Criminal and anti-bribery compliance system.

[**] has decided to adhere to the Criminal and anti-bribery compliance system adopted by Redeia and, therefore, to the Manual that describes it, as well as to designate the Criminal compliance and anti-bribery committee as the control and supervision body of the Redeia System.

Approval

Management body	Entity	Date	Signature
Management body	[**]	[**] 2022	

Annex 3- Documentary and historical management of modifications

1. Documented management of the manual:

Edition/Date of approval	Calls off:	Approval Manager
1 / 03/26//2019	-	Management body
2 / 07/26/2022	1/26/03/2019	Management body

2. History of modifications:

Affects:	Edition/Date of approval	Calls off:	Track changes
Annex 3	1/ 06/03/2020	-	An annex to the document management sheet and history of modifications is attached, and the annex is included in the index of the manual.

Body	2 / 07/26/2022	1 / 03/26/2019	<p>Redefinition of the Manual as Manual of the Criminal and anti-bribery compliance system.</p> <p>Modification of the scope of the Manual to Redeia companies that do not have a specific Criminal and anti-bribery compliance system.</p> <p>Incorporation of reference to the Spanish Organic Law 1/2019, as well as to the reference standards UNE-ISO 37001 and ISO 19601.</p> <p>Inclusion of new business activities (Elewit and Hispasat).</p> <p>Adaptation of the Manual to the new Redeia brand (formerly the Red Eléctrica Group).</p> <p>Adjustments to the Manual proceeding from the approval of the Code of Ethics and Conduct in May 2020 and the revision of the Compliance Policy in July 2021.</p> <p>Revision of the name of the Committee as the Criminal and anti-bribery compliance committee.</p>
Annex 1	2 / 07/26/2022	1 / 03/26/2019	<p>Annexation of RETIT (Elewit) and Red Eléctrica de España Finance; and disassociation from Reintel following the approval of a specific manual.</p>

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Valuing the essentials