



## PREVENTION OF CORRUPTION, FRAUD AND BRIBERY POLICY

Prepared by	Reviewed by	Approved by
Governance, Risk and Compliance, Internal Audit & ESG Department	CEO	Board of Directors



**Neinor**  
HOMES

<b>Control of reviews</b>		
<b>Review</b>	<b>Date*</b>	<b>Description of changes</b>
1.00	19/05/2015	First version of the Policy
2.00	27/01/2021	New principles and disaggregation of the ethical code
3.00	21/06/2022	Ethical channel data update and minor changes

\* Date of the Committee when the procedure was presented for approval (except in the case of immaterial changes that do not modify the established operations and protocols and that, in turn, are always made to increase the company's level of assurance, in which case they will be approved by the Head of Governance, Risk and Compliance, Internal Audit and ESG).

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“Hard copies may not be the latest version; consult the documentation on line”

## 1. Introduction

Through this policy, NEINOR HOMES, S.A. (hereinafter, “NEINOR HOMES”, the “Company”, or the “Group”), rejects all forms of corruption, fraud, and bribery in accordance with the United Nations Convention against Corruption, the OECD Anti-Corruption Convention, principle 10 of the United Nations Global Compact: “Businesses should work against corruption in all its forms, including extortion and bribery” and Goal 16.5 of the 2030 Sustainable Development Agenda: “Substantially reduce corruption and bribery in all their forms”.

## 2. Purpose

The purpose of the Prevention of Corruption, Fraud and Bribery Policy (hereinafter “the policy”) of NEINOR HOMES is to set out the principles that should guide the conduct of all persons subject to the policy on the prevention, detection, investigation and remediation of any practice of corruption, fraud or bribery in the Company. In addition, the purpose of this policy is to ensure compliance with anti-corruption, anti-fraud and anti-bribery legislation applicable in all the countries where the Company has a presence, within the framework of achieving social progress and supporting a long-term business strategy, which avoids risks in this area when taking business decisions. To this end, the Company takes into consideration all legitimate interests, including public interests, which converge in its activity.

This NEINOR HOMES’ policy is considered an extension of Annex 1 of the Company’s Code of Ethics and section 2.3 of the Code of Conduct for Third Parties. The Code of Ethics and the Code of Conduct for Third Parties can be accessed via the following link to the corporate website: <https://www.neinorhomes.com/en/responsible-business-and-innovation/ethics/>.

## 3. Scope of application

This policy applies to all the companies forming part of NEINOR HOMES. All personnel of these companies (directors, representatives, senior management, employees etc.) have a duty to comply with this policy.

Other persons and entities with contractual and business relationships (suppliers, contractors, subcontractors and partners, *inter alia*) with NEINOR HOMES should also comply with this policy through the inclusion in their contracts of clauses on knowledge and acceptance of the NEINOR HOMES policy.

## 4. Definitions

- **Corruption:** NEINOR HOMES considers corruption as an abuse of power committed for one’s own gain, whether financial or another type of benefit.

- **Bribery in the public sector:** NEINOR HOMES considers bribery in the public sector to be the offering, payment, promise, acceptance or request of a gift to an authority or public official in exchange for carrying out or omitting an act inherent to their position.
- **Bribery in the private sector:** NEINOR HOMES considers bribery in the private sector to be the receipt, request, or acceptance of an unjustified benefit or advantage by a director, manager, employer or third party in exchange for carrying out or omitting an act inherent to their position.
- **Fraud:** NEINOR HOMES considers fraud to be economic deception with the intention of obtaining a benefit.
- **Money laundering:** NEINOR HOMES considers money laundering to be part of the group of mechanisms aimed at making assets obtained from criminal activity appear legal.
- **Facilitation payments:** NEINOR HOMES considers facilitation payments to be a form of corruption consisting of small payments or gifts which are made to a natural person or private individual to obtain a favour in exchange, generally related to the speeding up of administrative processes or obtaining permits or licences.
- **Extortion:** NEINOR HOMES considers extortion to be any conduct that forces another person, with violence or intimidation, to perform or omit an act or legal transaction in detriment to their assets or those of a third party.
- **Conflicts of interest:** NEINOR HOMES' Policy of management of conflicts of interest and related parties' transactions, defines a conflict of interest as a situation in which a person or entity voluntarily adopts a position in which the owner or the person charged with the responsibility enters into conflict with their own interests, in terms of their own progress or the protection of a certain interest.

## 5. Principles of action

The following principles govern compliance by the Group with its conduct of rejecting all types of corruption, fraud and bribery:

### 5.1. Prohibition of corruption, fraud and bribery

In NEINOR HOMES there is a principle of “zero tolerance” of corruption, fraud and bribery. NEINOR HOMES prohibits corruption, fraud and bribery in all its forms; it is considered an unacceptable conduct by the Company.

### 5.2. Extortion and facilitation payments

NEINOR HOMES prohibits all conduct that could constitute or be related to extortion of any kind. Furthermore, any type of facilitation payment is prohibited.

### 5.3. Providing and offering of gifts, favours and services in advantageous conditions

As stated in Annex 1 of the Code of Ethics of NEINOR HOMES, it is strictly prohibited to provide or to offer a public official (or a related third party):

- i. a gift, remuneration, favour or service in advantageous conditions, irrespective of its financial value, explicitly or implicitly conditional on such public official taking a decision benefiting NEINOR HOMES or a third party; or
- ii. a gift, remuneration, favour or service in advantageous conditions, irrespective of its financial value, that directly or indirectly constitutes recompense for a decision adopted in advance by such official benefiting NEINOR HOMES or a third party
- iii. a gift, remuneration, favour or service in advantageous conditions, irrespective of its financial value, that is made because of the public role or position of the person who receives it.
- iv. a gift, remuneration, favour or service in advantageous conditions that, given its financial value, its exceptional nature, its exclusivity or any other circumstance that goes beyond usual customs, social etiquette and courtesy.

The above will also be applicable to jurors, arbitrators, mediators, experts, directors or court-appointed receivers, insolvency managers or any persons carrying out a public function.

Nor may gifts, remunerations, favours or services in advantageous conditions be provided or offered to any manager, director or employee of any private entity or business, or to any third party contracting or having any business relationship with NEINOR HOMES.

Corporate benefits or gifts to a public official or to a manager, director or employee of any private entity, and any third party contracting or having any business relationship with NEINOR HOMES, are only permitted as part of usual customs, social etiquette and courtesy, when the financial value can be deemed reasonable and moderate given the circumstances.

Under no circumstances can gifts be provided or offered to clients or suppliers of NEINOR HOMES or to any third party that the entity contracts or has any business relationship with, when such gifts consist of cash or a cash equivalent in any of its forms (cheques, transfers, gift vouchers, etc.).

The Head of Governance, Risk and Compliance, Internal Audit & ESG will create and keep a record of the gifts made by directors, managers and employees of NEINOR HOMES whose value exceeds 50 euros.

“Facilitation payments” i.e. small amounts of money paid to public officials to speed up certain routine administrative procedures, are prohibited.

#### **5.4. Receiving and requesting gifts, favours or services in advantageous conditions**

As stated in Annex 1 of the Code of Ethics of NEINOR HOME, requesting gifts, favours, services in advantageous conditions or invitations from suppliers, clients, intermediaries, agents, advisors or any other persons or entities having any business relationship with NEINOR HOMES is prohibited.

Only gifts, favours, services or invitations that are within usual customs, social etiquette and courtesy, and whose financial value can be deemed reasonable and moderate given the circumstances (the threshold being 100 euros in value) can be accepted.

It is not permitted to accept any other gift, remuneration, favour, service in advantageous conditions or invitation other than those mentioned in the previous paragraph from clients,

suppliers, intermediaries, agents, advisors, or any other third party having a business relationship with NEINOR HOMES.

Under no circumstance is it permitted to accept or request a gift of cash or its equivalent in any of its forms (cheques, transfers, gift vouchers, etc.).

In the above cases, the gift, favour, service or invitation will be courteously rejected by the director, manager or employee of NEINOR HOMES, explaining that they are doing so to comply with the rules set out in this Anticorruption Protocol.

Directors, managers and employees of NEINOR HOMES must inform the Head of Governance, Risk and Compliance, Internal Audit & ESG by email of all gifts, favours or advantages they may have received together with their estimated value and, if applicable, whether or not they were rejected. Specifically, the Head of Governance, Risk and Compliance, Internal Audit & ESG must be informed of:

- i. Gifts received or offered to anyone related to NEINOR HOMES
- ii. Gifts or invitations made to third parties from NEINOR HOMES
- iii. Donations or sponsorships made by NEINOR HOMES

The Head of Governance, Risk and Compliance, Internal Audit & ESG will create and keep a record of the gifts, favours, invitations and services in advantageous conditions received by directors, managers and employees of NEINOR HOMES whose value exceeds 100 euros.

#### **5.5. Donations, sponsorships and other non-profit contributions**

As stated in Annex 1 of the Code of Ethics of NEINOR HOMES, all donations made by NEINOR HOMES will have a corporate purpose. NEINOR HOMES can only make donations or sponsor entities with a recognised track record and that can prove their experience in performing the social initiative for which the contribution is made.

Making donations and signing cooperation or sponsorship agreements with foundations or non-profit entities directly or indirectly controlled by politicians or public officials (or their related parties such as relatives, friends, partners, etc.) who are involved in any way in transactions performed, or to be performed, by NEINOR, is prohibited.

This prohibition must not be construed in a way that prevents public or social work being carried out within the framework of cooperation agreements signed with Public Authorities.

All donations made by NEINOR HOMES, as well as other contributions or sponsorship agreements made, must be notified to the Head of Governance, Risk and Compliance, Internal Audit & ESG, who will create and keep a record of such communications.

#### **5.6. Professional meetings, conferences, conventions, seminars and similar events**

As stated in Annex 1 of the Code of Ethics of NEINOR HOMES, invitations to professional meetings, conferences, conventions, seminars and similar events extended to a public official that involve travel and/or accommodation expenses within usual customs, social etiquette and courtesy must be authorised in advance by the Head of Governance, Risk and Compliance, Internal Audit & ESG.

The Head of Governance, Risk and Compliance, Internal Audit & ESG must create and keep a record of the payment of such expenses, indicating the identity of the public official and a description of the event.

### **5.7. Influence peddling**

As stated in Annex 1 of the Code of Ethics of NEINOR HOMES, exercising any kind of influence over a public official with the aim of taking advantage of the powers granted to them by their position or of any other situation derived from a prior personal relationship (relatives, friendship, mutual businesses, etc.) or hierarchical relationship with this public official in particular or with another public official is prohibited.

Requesting from any third party, on one's own behalf or that of NEINOR HOMES, remuneration, payment or recompense of any kind and amount in exchange for undue influence on a public official is prohibited.

### **5.8. Advisors, agents, intermediaries and suppliers contracted by NEINOR HOMES**

The contracting of advisors, agents, intermediaries and suppliers to establish relationships with third parties and, in particular, when these are relationships with a public authority in any of its forms (public bodies, public companies, etc.) must be subject to a verification and evaluation procedure in accordance with the Company's procedures. Specifically, the verification measures that must be applied are as follows:

- i. documentation of the third party's identity
- ii. documentation of the third party's activity
- iii. documentation of the third party's reputation and experience in the marketplace and in contracts for agency or advice similar to that signed with NEINOR HOMES
- iv. documentation of the holder and address of the bank account in which the third party's services will be paid, rejecting accounts opened in the name of other persons or opened in financial entities located in tax havens;
- v. any other evaluation that the head of contracting or the Head of Governance, Risk and Compliance, Internal Audit & ESG may deem appropriate.

Remuneration of advisors, agents, intermediaries and suppliers must be coherent with market customs and, if possible and operating circumstances allow it, must be compared with alternative offers.

Where possible, hiring of third parties will be avoided when:

- i. the advisor, agent or intermediary has been recommended by a public official who is involved with or has some kind of relationship with the transaction for which they are hired;
- ii. the advisor, agent and intermediary requests that the payment be made to third parties, in cash or in accounts located in tax havens;
- iii. the advisor, agent or intermediary lacks experience in performing the services for which they have been hired by NEINOR HOMES;

- iv. the advisor, agent or intermediary requests that charitable donations and contributions be made to political parties;
- v. the advisor, agent, intermediary or supplier refuses or is reluctant to cooperate in the verification procedure.

Each area commercial manager will create and maintain a record of the advisors, agents and intermediaries contracted by NEINOR HOMES in their area, containing the reports prepared about them.

Likewise, the head of contracting and purchases will create and maintain a record of suppliers, which will contain the analyses derived from the supplier verification processes, the selection process used for their contracting and the monitoring evaluations performed in accordance with established procedure, when contracting services or works for an amount in excess of Euros 10,000.

The records must be accessible and made available to the Head of Governance, Risk and Compliance, Internal Audit & ESG, who will perform periodical reviews to verify that these records are adequate.

Cash payments to advisors, agents and intermediaries are prohibited, except for the payment or advances of minor travel expenses.

Under no circumstances will advisors, agents and intermediaries be contracted who are public officials or persons closely related to them (relatives, friends, commercial partners, etc.).

New contracts signed with advisors, agents, intermediaries and suppliers must necessarily include as an annex or as a clause within the contract a declaration of their knowledge and acceptance of the rules contained in this Anticorruption Protocol.

New contracts signed with advisors, agents, intermediaries and suppliers must necessarily include clauses that provide for termination of the contract without any compensation to the third party when events occur that show that the third party has committed, or intends to commit, acts against the anticorruption rules set out in this Protocol.

In any event, the Anticorruption Protocol and the Code of Ethics must be published on the web page of NEINOR HOMES and be made available to any suppliers who request it.

#### **5.9. Political parties**

NEINOR HOMES undertakes to not show support for or make financial contributions or donations to any kind of politicians, political parties, political campaigns or similar.

Likewise, the employees of NEINOR HOMES cannot directly or indirectly receive or make payments to political parties or public officials.

#### **5.10. Money laundering**

As set out in the Code of Ethics of NEINOR HOMES, the Company has a firm commitment to anti-money laundering legislation. All members of NEINOR HOMES have the duty to know and strictly comply with the rules contained in the Company's Manual on the Prevention of Money Laundering and the Financing of Terrorism.



### **5.11. Conflicts of interest**

As set out in the Code of Ethics of NEINOR HOMES, the Company prohibits acting in situations where there is a conflict of interest.

NEINOR HOMES undertakes to avoid conflicts of interest and manage them appropriately in the framework of its Conflicts of Interest and Related Parties Policy. This policy can be accessed via the following link to the corporate website: [Conflict of interest and related parties transactions | Neinor Homes](#)

### **5.12. Inside information and market abuse**

NEINOR HOMES, with its strict commitment to comply with stock exchange legislation, has established a series of obligations for all persons with inside information. These are included in Annex 7 of the Company's Code of Ethics on the Policy on information disclosure and market abuse. In addition, this policy also stipulates that all members of NEINOR HOMES, when performing their functions, must ensure fair competition, and their business practices must be ethical and legal. In this way unfair competition will be avoided.

This policy can be accessed via the following link to the corporate website: [Ethics Code | Neinor Homes](#)

NEINOR HOMES also has an Internal Code of Conduct in the Securities Markets. This code can be accessed via the following link to the corporate website: [Internal code of conduct in securities markets | Neinor Homes](#)

### **5.13. Real Estate mediation**

NEINOR HOMES, in its endeavour to promote the definitive professionalisation of real estate mediation and avoid the violation of the most elementary rules of good faith, has approved a Code of Best Practices in Real Estate Mediation Services, which rests on four basic principles: '

- i. Transparency in the relationship between the agent and NEINOR HOMES
- ii. Publishing of fees payable by NEINOR HOMES
- iii. Exclusivity arrangements
- iv. Good faith and reporting of unlawful conduct

Furthermore, this code of best practices defines a number of clauses for a simple mediation agreement for search which include clauses related to anti-bribery, corruption and crime prevention.

This code of best practices can be accessed via the following link to the corporate website: [Code of best practices in the real estate mediation services | Neinor Homes](#)

## **6. Responsibilities**

Details are provided below of the different responsibilities to ensure compliance with the Prevention of Corruption, Fraud and Bribery Policy required in the Company's labour activities and those that could have repercussions for the Company's reputational risk, always respecting

the values and ethical conducts set out in NEINOR HOMES' Code of Ethics, as well as the associated regulations.

The Board of Directors is the main driver of the implementation of an ethical culture throughout the Company. This policy has the express commitment of senior management, including the Steering Committee and the Chairman of NEINOR HOMES.

The Head of Governance, Risk and Compliance, Internal Audit & ESG is charged with ensuring strict observance of this policy in NEINOR HOMES.

NIENOR HOMES also has an Ethics Committee, which will meet to deal with claims received in this area that are transferred to it by the Head of Governance, Risk and Compliance, Internal Audit & ESG. The Committee's meetings may be in person or via videoconference and minutes will be recorded of these meetings, taking the necessary precautions to ensure the confidentiality of the whistle-blower.

The Ethics Committee must resolve the claims received undertaking the actions deemed appropriate to investigate the events reported, taking precautionary measures to prevent the reported conducts from continuing or taking no action on the claim. It will also resolve to pass on to the Audit and Control Committee claims that the Ethics Committee considers should be escalated to this body, informing the CEO about such matters.

The Ethics Committee of NEINOR HOMES is formed by:

- i. The Head of Governance, Risk and Compliance, Internal Audit & ESG
- ii. The Chief Legal Officer
- iii. The Head of Human Resources

## 7. Monitoring and control

Group companies will adopt the necessary control mechanisms to ensure, as part of adequate business management, compliance with anti-corruption, fraud and bribery regulations and the aforementioned principles. They will also earmark for this purpose sufficiently qualified and adequate human resources and material resources.

The Company will perform regular risk assessments of corruption, fraud and bribery and will have specific controls in place to identify these events.

Crimes related to these activities are included in NEINOR HOMES' Manual of Crime Risk Prevention. This manual can be accessed via the following link to the corporate website: [Manual of Crime Risk Prevention | Neinor Homes](#)

Each year the Head of Governance, Risk and Compliance, Internal Audit & ESG will prepare a report on the application of this policy as part of the report on the application of NEINOR HOMES' Code of Ethics. This policy will be periodically reviewed and updated to ensure its effectiveness.

All material changes to this policy must be approved by the Board of Directors, unless they are minor changes or merely concern implementation. In these cases the approval of the Head of Governance, Risk and Compliance, Internal Audit & ESG will suffice. The policy will be reviewed

and the different versions recorded in accordance with the procedure established in Annex 8 of the Code of Ethics.

In addition, everyone included in the scope of application of this policy, including all Company employees, will be obliged to confirm their knowledge of and commitment to complying with this policy on an annual basis.

## 8. Ethical channel

Every person within the scope of NEINOR HOMES' Code of Ethics has the obligation to report any event that could constitute non-compliance with the Code of Ethics, its annexes and other regulations that implement this code, including the Company's Prevention of Corruption, Fraud and Bribery Policy. The Company has set up an Ethical Channel, which is proactively announced and is available to all stakeholders, including employees, suppliers, clients and other third parties of NEINOR HOMES.

All claims are handled confidentially, anonymously, with total independence and without any type of retaliation or negative consequences for the whistle-blower as a result of making the claim, unless the internal investigation concludes that it is a false claim or it was made in bad faith.

Any report may be sent by letter or via the corporate website at any time, as the channel is available 24 hours a day, 7 days of the week.

If ordinary mail is used, the address is:

NEINOR HOMES  
Governance, Risk and Compliance, Internal Audit & ESG department  
Paseo de la Castellana 20, planta 5ª.  
28046 - Madrid.

If the corporate website is used, the link is <https://www.neinorhomes.com/en/responsible-business-and-innovation/ethics/ethics-line/> where the address of the channel enabled to deal with complaints in accordance with Directive (EU) 2019/1937 is indicated, guaranteeing the confidentiality of the parties and allowing the sending of anonymous communications when the informant so wishes: <https://neinorhomes.integrityline.com/frontpage>.

The management and resolution of the claims made through the Ethical Channel of NEINOR HOMES will be based at all times on NEINOR HOMES' Ethical Channel management procedure.

The number of claims, the breakdown by type of claim, their resolution and the measures taken will be published annually in the Company's corporate reports.

## 9. Training and dissemination

This policy will be included in the mandatory annual training subjects for all members of NIENOR HOMES, in both Spanish (the local language) and English. It will also be included in the welcome pack for new employees of the Company.

The policy will likewise be available on the intranet, common directories of NEINOR HOMES and will be available to the public on the Company's corporate website, in both Spanish and English.

## 10. Disciplinary measures

Breaches of this policy could result in disciplinary measures, including disciplinary dismissal in accordance with employment legislation and any applicable collective agreement.

## 11. Market information

The Company's Annual Corporate Governance Report will give the level of effective compliance with the Code and its implementing policies, as well as the other codes applied by Group companies and it will provide information on the functioning of the systems to control the risks of corruption, fraud and bribery.

## 12. Approval and entry into force

This policy has been approved by the Board of Directors of NEINOR HOMES in its meeting held on 19/05/2015 and will enter into force on same date.

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