

CORPORATE ANTI-CORRUPTION POLICY OF THE EUSKALTEL GROUP

1. Purpose and Scope of Application

The Euskaltel Group is the corporate group composed of those companies legally forming part of the trading group whose parent company is Euskaltel S.A. Any references in this policy to the Euskaltel Group or to Euskaltel must be understood to apply to each and every one of the individual companies comprising it.

This document, which forms part of the corporate governance system of the Euskaltel Group, elaborates on the Code of Ethics of the Group in what regards possible situations of corruption and bribery that may affect both members of the Euskaltel Board of Directors (the Directors) and those conducting their professional activity in the Euskaltel Group (the Professionals).

The purpose of this policy is to establish the basic principles that are to regulate the action of the Directors and Professionals of the Euskaltel Group so as to eliminate any situation that may be considered as bribery or corruption in the sense of the Law and as defined in this document. "Action" refers to any corporate activity of the Euskaltel Group, in particular, the rendering of telecommunications services.

In the event of any doubt regarding the content of this Policy or its interpretation and application, recourse may be taken to the Group Compliance Officer or to the Ethics Channel.

This Policy is likewise applicable to Euskaltel Business Associates, defined as those third parties with whom the Group has, or projects to have, any trading relations, including, without being restricted to: customers, consumers, corporate alliances, partners of corporate alliances, consortium members, external suppliers, contractors, consultants, subcontractors, suppliers, salespersons, support representatives, distributors, representatives, intermediaries and investors. Those Euskaltel Group Business Associates with third parties under their corporate supervision are obliged to see to third party compliance with this Policy and to report any suspicion of illegal breach of contractual obligations or of conduct.

2. Approval, Monitoring and Review

This Policy is applicable starting from the date of its approval by the Board of Directors and has been made public over the corporate intranets and websites of each of the companies in the Euskaltel Group.

Its content and application are subject to monitoring by the Anti-bribery Compliance Officer, who conducts periodic reviews thereof and proposes, as applicable, modifications and/or improvements to be approved by the Board of Directors.

3. Policy

The Euskaltel Group expressly and unconditionally states that:

- It does not tolerate, and expressly rejects and prohibits, any kind of bribery and corruption;
- It is committed to the prevention, dissuasion and detection of corrupt practices;
- The detection of irregular practices of bribery and/or corruption, as the case warrants, entails enforcement of the measures necessary to immediately put an end to them, as well as demands for the liabilities that may arise therefrom.

The Euskaltel Group expressly engages to comply with:

- The anti-bribery and anti-corruption laws that may apply;
- The anti-bribery and anti-corruption regulations to which it voluntarily submits; and
- The requirements of the Anti-bribery Management System it avails of and the continued improvement thereof.

This Policy aligns with prestigious international references on corporate liabilities and anti-corruption policies such as, for instance, those of the OECD, the United Nations Convention Against Corruption (UNCAC), the US Foreign Corrupt Practices Act: (FCPA) or the United Kingdom Bribery Act. It is likewise based on the Spanish Penal Code, which prohibits conduct related to bribery and corruption, and assimilates the criteria set forth in ISO 37001 on Anti-bribery Management Systems as its own.

a. Defining Bribery and Corruption

- The following terms are understood in accordance with international references:

Bribery: The offer, promise, delivery, authorisation or acceptance of any undue monetary gift or any other benefit or advantage, made in order to obtain or keep a business deal or any other inappropriate benefit or advantage.

Bribery frequently includes: (i) sharing part of the payment for a contract awarded, whether with governments, employees of political parties or any other contracting party, relatives, friends or business associates, or (ii) using intermediaries such as agents, subcontractors, consultants or other third parties, to channel payments to governments or political party employees, or to employees of the other contracting party, their relatives, friends, or business associates.

Corruption: Bribery, extortion or instigation to crime, the traffic of influence, and the money-laundering of benefits from such practices.

- The Euskaltel Group has implemented a Management System for criminal risk specifying how to handle the risks associated to crimes qualified in the Penal Code. The Group has likewise implemented an Anti-bribery Management System integrated into this setup to handle those crimes in the Penal Code associated to bribery and

corruption. The scope of this latter System – anti-bribery compliance – includes the said crimes associated to bribery and corruption, crimes it identifies in keeping with the applicable contents of the Penal Code, of jurisprudence and of legal doctrine.

b. Criteria for action against certain areas of corruption risk

Without prejudice to the application of the principles of non-tolerance, rejection, and the prohibition of bribery and corruption, the Euskaltel Group, in line with the UNODC (United Nations Office on Drugs and Crime) Anti-corruption Programme on ethics and compliance for companies, identifies the following as corruption risk areas, for special treatment by the Group:

i. Facilitation or acceleration payments

Facilitation or acceleration payments are small, inappropriate non-official payments made to a civil servant to obtain or expedite performance on a routine or necessary act to which the party making the facilitation payment has a right; for instance, to expedite permits, licences, administrative authorisations or inspections associated to contract execution.

Included in the concept of “civil servant” is anyone working for or representing any government organisation of any sort or any entity held by a government organisation of any sort.

The Group prohibits facilitation or acceleration payments.

ii. Special types of expenses

• Gifts, tokens, and courtesies

Gifts, tokens and courtesies are understood as the delivery or acceptance of any element of economic value in any form, including, without being restricted to, tokens, gifts, expenses, handovers in cash or in kind, meals, lodging and travel expenses, invitations to events or occasions of a social nature, attendance at conferences, meetings, art or sports events and/or corporate sponsorship events. Also included in this concept of payments made for services of any sort are the reimbursement of such services or favours of any nature, including the facilitation of job posts and business opportunities to friends and/or relatives.

The Directors and Professionals of the Euskaltel Group must not offer, request or receive gifts, tokens, or courtesies from third parties which may alter their impartiality, affect their objectivity, influence them in a professional trading relationship, or violate the internal regulations of the Group or the third party.

Those gifts, tokens or courtesies compliant as defined in the preceding paragraph that are received or delivered must adjust to the principle of proportionality and customary practice, using economic value and market prices for the purpose.

In no case shall the handover or acceptance of gifts, tokens and courtesies be used to obtain undue advantage or as a subterfuge for illegal transactions.

In the event of doubt regarding the acceptance or rejection of a gift, token or courtesy, the general criterion is that of rejection. In any case, the Compliance Officer and the Ethics Channel are the means established by the Group to resolve any doubts regarding what is acceptable. Any cases impossible to reject that arise must be reported to the Compliance Officer.

- Sponsorship and Patronage

Sponsorship is defined as that protection or aid given to a cultural, artistic or scientific activity that does not entail a counterpart on the side of the beneficiary.

Patronage is defined as support or financing for an activity, normally for advertising purposes. For the purposes of this Policy, Patronage is understood as such economic support from the Euskaltel Group aimed at conducting artistic, cultural, scientific, educational, sports or social activities to promote, consolidate, and/or improve its image and reputation and its relationship with its Interest Groups.

Sponsorship and patronage by the Euskaltel Group are a means of expressing its commitment and responsibility to society and aim at contributing economically to the beneficiaries so that these may conduct their institutional, corporate, social, sports, cultural, scientific, social or similar activities in exchange for collaborating in strengthening the Euskaltel Group image and brand through advertising activities and other counterpart services.

The Euskaltel Group only engages in patronage and sponsorship compatible with reasonable, transparent, and objective selection criteria aligned with its corporate values and strategy, and aimed at developing and strengthening the Euskaltel Group brand and business.

The Euskaltel Group only sponsors and patronises beneficiaries with prior Group approval, in line with the applicable internal regulations and procedures.

- Conflicts of Interest

A situation of conflict of interest arises where the personal interests of a Director or Professional of the Euskaltel Group may come into direct or indirect collision with the interests of the Euskaltel Group.

The Group avails of a Corporate Policy on Conflicts of Interest that applies to such circumstances.

c. Other areas of corruption risk considered

i. Accounting records and official information

Among the Euskaltel Group core principles of action reflected in its Code of Ethics is that of reliably preparing its economic and financial information based on the actual existence and occurrence of transactions and the integrity of information.

In preparing its financial information, it applies the principles of assessment, presentation, breakdown and comparability and reflects rights and obligations in accordance with the applicable laws.

To prepare its financial information, the Euskaltel Group maintains appropriate internal bookkeeping controls to ensure that its transactions are reported and reflected precisely and properly in the accounting records and official information. This way, the documentary support for the financial information does not reflect false or deceptive records, and no transactions are intentionally recorded ambiguously as regards ledger entries, accounting periods, or any other related matters.

The Euskaltel Group avails of documents with sufficient detail to support the transactions undertaken, and this documentation is kept for the legally established time frame.

ii. Business Associates

The Euskaltel Group acts honestly and with integrity in all its trade relations with its Business Associates.

Contracts signed by the Euskaltel Group are entered into, always guaranteeing equity in the selection of awardees, and the payments associated to the supplies or services concerned do not entail any kind of incentive to act against the core values and principles of the Euskaltel Group Code of Ethics or of this Policy.

The Euskaltel Group analyses the legal and financial situation of its Business Associates reasonably and proportionally and requires them to comply strictly with the anti-bribery laws that may be applicable.

iii. Anti-trust Practices

Anti-trust practices are understood as those agreements by virtue of which two or more companies join together to restrict competition.

The Euskaltel Group prohibits and rejects anti-trust practices of any kind, whether in the form of commercial agreements and practices that restrict competition or as forms of abuse of dominant position.

4. Euskaltel Group Anti-bribery Compliance Management

Included among the functions of the Euskaltel Group Compliance Officer is that of anti-bribery compliance, endowing him/her with sufficient authority and independence in exercising his/her activity.

In his/her function of enforcing anti-bribery compliance, the proper application of this Policy as well as the handling and revision of the anti-bribery management system falls upon the Compliance Officer.

5. The Ethics Channel

The Group avails of an Ethics Channel that may be accessed to clarify doubts, consult and/or report any activity contrary to the core values and principles of the Euskaltel Group Code of Ethics or of this Policy, guaranteeing confidentiality at all times to whoever is reporting, as well as the waiver of any disciplinary measure on reports made in good faith.

6. Disciplinary Regime

Failure to comply with this Policy, duly attested and qualified, may result in the demand for liabilities and/or sanctions arising from the applicable laws, the regulations contained in the Euskaltel Group Corporate Governance System, and/or the Disciplinary Regime set forth in the pertinent Company Agreement.

This Corporate Policy was approved by the Euskaltel, S.A. Board of Directors on 17 December 2019.