
ANTI-CORRUPTION AND ANTI-BRIBERY POLICY

HORSAN BROKERS COMPANY SL

Registered Office: Calle Campoamor, 28 - Piso 1, Castellón de la Plana, Spain

Version 1.0 | Effective Date: 20 April 2026 | Approved by: Board of Directors

1. Introduction and Purpose

HORSAN BROKERS COMPANY SL (hereinafter “the Company”) is committed to conducting its business with integrity, transparency and honesty, and to complying with all applicable anti-corruption and anti-bribery laws in every jurisdiction in which it operates.

This Policy establishes the principles, prohibitions and procedures that all directors, officers, employees, agents, consultants, representatives and business partners of the Company must follow in order to prevent, detect and respond to acts of bribery or corruption.

The Company adopts a zero-tolerance approach to bribery and corruption in any form, whether committed directly by the Company or indirectly through third parties acting on its behalf.

2. Scope

This Policy applies to:

- All directors, officers, shareholders and employees of the Company, whether permanent, temporary or on secondment.
- All agents, brokers, intermediaries, consultants, contractors and any other third party acting for or on behalf of the Company.
- All joint ventures and business partners in which the Company has a controlling interest.
- All business activities of the Company, regardless of geographic location.

3. Legal Framework

The Company complies with all applicable anti-corruption and anti-bribery legislation, including but not limited to:

- **U.S. Foreign Corrupt Practices Act (FCPA)** – prohibiting the payment of bribes to foreign government officials to obtain or retain business.
- **U.K. Bribery Act 2010** – prohibiting the giving, offering, requesting or receiving of bribes, as well as the failure of commercial organisations to prevent bribery.
- **OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions.**

- **Spanish Organic Law 10/1995 (Criminal Code)**, in particular the provisions on bribery (Articles 419–427 bis) and corporate criminal liability (Article 31 bis).
- **Law 10/2010 of 28 April**, on the prevention of money laundering and terrorist financing.
- **Any other anti-corruption legislation** applicable in the jurisdictions where the Company operates.

4. Definitions

- **Bribery:** the offering, promising, giving, requesting, agreeing to receive or accepting any financial or other advantage with the intention of inducing or rewarding improper performance of a function or activity.
- **Corruption:** the abuse of entrusted power for private gain.
- **Public Official:** any person holding a legislative, administrative, judicial or military office, whether elected or appointed; any employee of a government or government-controlled entity; any employee of a public international organisation; and any political party or candidate for political office.
- **Facilitation Payment:** small, unofficial payments made to secure or expedite routine government actions.
- **Third Party:** any individual or organisation the Company interacts with in the course of business, including clients, counterparties, suppliers, agents, brokers, advisors and government bodies.

5. Prohibited Conduct

The Company and all persons subject to this Policy are strictly prohibited from:

- Offering, promising, giving or authorising the giving of anything of value to any person, directly or indirectly, in order to improperly influence that person or to secure any improper business advantage.
- Requesting, agreeing to receive or accepting anything of value from any person, directly or indirectly, as a reward or inducement for the improper performance of their duties.
- Making payments to Public Officials to influence any act or decision, to secure any improper advantage, or to obtain or retain business.
- Making facilitation payments of any kind, regardless of local custom or practice.
- Using personal funds or channels to circumvent the prohibitions of this Policy.
- Engaging any third party where there is reason to believe the third party may engage in corrupt conduct on behalf of the Company.

6. Facilitation Payments

The Company does NOT permit facilitation payments under any circumstances, even where such payments may be common or expected in a particular jurisdiction. Any demand for a facilitation payment must be refused and immediately reported to the Compliance Officer.

The sole exception is a payment made under duress where the personal safety or liberty of an employee is at immediate risk. In such cases, the payment must be reported to the Compliance Officer within 24 hours and accurately recorded in the Company's books.

7. Gifts, Hospitality and Entertainment

Reasonable and proportionate gifts, hospitality and entertainment offered or received in the normal course of business are permitted, provided they:

- Are not made with the intention of improperly influencing a business decision.
- Are not cash or cash equivalents.
- Are lawful under the applicable local laws.
- Are given openly, not secretly, and accurately recorded in the Company's books.
- Are of a modest value appropriate to the business relationship.
- Comply with any applicable internal pre-approval thresholds.

Gifts or hospitality offered to Public Officials must receive prior written approval from the Compliance Officer.

8. Political and Charitable Contributions

The Company does not make contributions to political parties, political candidates or political campaigns. Charitable contributions may only be made with prior written approval of the Board of Directors, to recognised and reputable organisations, and must never be used as a disguised means of improper influence.

9. Third-Party Relationships

The Company may be held liable for acts of bribery committed by third parties acting on its behalf. Accordingly, the Company conducts risk-based due diligence on all third parties before engagement and requires all third parties to:

- Comply with this Policy and with all applicable anti-corruption laws.
- Accept contractual anti-corruption clauses, including rights of audit and termination.
- Be paid only for legitimate services, at market rates, against documented invoices.

Further details are set out in the Company's Third-Party Due Diligence Policy.

10. Books, Records and Internal Controls

All transactions must be recorded accurately, in reasonable detail, and in accordance with applicable accounting standards. No off-the-books accounts, undisclosed or unrecorded transactions, or false or misleading entries are permitted.

The Company maintains internal accounting controls designed to provide reasonable assurance that transactions are properly authorised, executed and recorded.

11. Responsibilities

11.1 Board of Directors

The Board is ultimately responsible for ensuring that the Company complies with its legal obligations and that an adequate anti-bribery compliance programme is in place.

11.2 Compliance Officer

The Compliance Officer, appointed by the Board, is responsible for the day-to-day implementation of this Policy, including training, monitoring, investigation of concerns and reporting to the Board.

11.3 Employees and Third Parties

Every person subject to this Policy is responsible for reading, understanding and complying with it, and for immediately reporting any known or suspected breach.

12. Training

All directors and employees receive anti-bribery training upon joining the Company and periodic refresher training thereafter. Employees in higher-risk roles receive enhanced training. Training records are maintained by the Compliance Officer.

13. Reporting Concerns

Any person who suspects a breach of this Policy must report the matter immediately through the Company's Whistleblowing Policy or directly to the Compliance Officer. The Company prohibits retaliation against any person who reports a concern in good faith.

14. Sanctions for Non-Compliance

Any breach of this Policy by an employee will be treated as a serious disciplinary matter and may result in disciplinary action up to and including dismissal. Breaches by third parties will result in termination of the relationship and may be reported to the relevant authorities.

15. Monitoring and Review

The Compliance Officer monitors the effectiveness of this Policy on an ongoing basis through risk assessments, compliance reviews, internal audits and analysis of reported incidents. The Policy is reviewed at least annually by the Board of Directors and updated as necessary.

Approval and Sign-Off

This Policy has been reviewed, approved and adopted by the Board of Directors of HORSAN BROKERS COMPANY SL and is effective as of 20 April 2026.

Javier Sánchez

Chief Executive Officer / Administrador Único

HORSAN BROKERS COMPANY SL

Date: 20 April 2026

