



# Criminal Compliance Management System Manual



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## I. INTRODUCTION AND DEFINITIONS

The entry into force of Law 5/2010 of June 22 meant the incorporation into the Criminal Code and the Spanish legal system of the criminal liability of the legal person, regulated in Articles 31 bis and following of the Criminal Code.

The criminal liability of the legal entity means that the company may be convicted as perpetrators of crimes committed in the exercise of its activity, in its direct or indirect benefit, by any of the members of the company, if the company does not have measures specifically designed to prevent or mitigate the commission of the crimes.

Based on this, PRAXIA ENERGY has implemented within its organization a complete crime prevention system that allows it to prevent the commission of criminal conduct and promote a culture of ethics and compliance in the company.

The Compliance Management System, of which this Manual forms an integral part, is implemented with the commitment to strengthen the existing control measures within the company in order to prevent the commission of unlawful or criminal conduct to which PRAXIA ENERGY might be exposed in the course of its activities.

### DEFINITIONS

1. **Criminal Compliance Management System:** A set of elements of an organization that are interrelated or interact to establish policies, objectives and processes to prevent and detect the commission of crimes within the legal entity.
2. **Compliance Body:** Body of the legal entity with autonomous powers of initiative and control responsible for supervising the operation and observance of the prevention model.
3. **Criminal Compliance Policy:** Documented statement of the Governing Body's willingness to establish objectives and principles for action in relation to crime prevention.
4. **Direct or Indirect Benefit:** Advantage, benefit, profit or economic or other gain obtained by the legal person as a consequence of the commission of the crime.

5. **Duties of Supervision, Surveillance and Control:** Obligations that correspond to the persons with greater responsibility in the organization to prevent the commission of crimes.
6. **Due Diligence:** Detailed assessment process to identify and verify the identity of business partners, employees and other third parties, as well as the specific risks they may pose.
7. **Ethical Channel:** Internal reporting system for the communication of conduct that may imply the commission of irregularities or acts contrary to the law.
8. **Criminal Risk Assessment:** Systematic process to identify, analyze and assess criminal risk.
9. **Criminal Risk:** Risk related to the development of conduct that could constitute a crime attributable to the legal entity.
10. **Controls:** Criminal risk prevention and detection measures that include specific policies, procedures, protocols or mechanisms.
11. **Disciplinary Regime:** System of sanctions to correct non-compliance with the Criminal Compliance Management System.
12. **Infringement of the Compliance System:** Failure to comply with the provisions contained in the Manual, policies and procedures that develop the Criminal Compliance Management System.
13. **Continuous Improvement:** Recurrent activity to improve the performance of the Criminal Compliance Management System.
14. **Monitoring:** Process of verification, supervision, critical observation or continuous determination of the status of the Criminal Compliance Management System.
15. **Compliance Indicators:** Data or set of data that help to objectively measure the evolution and effectiveness of the Criminal Compliance Management System.

## II. REGULATORY CONTEXT

PRAXIA ENERGY's Criminal Compliance Management System Manual complies with the following regulatory context:

- Penal Code
- LO 5/2010 amending LO 10/1995 of the Criminal Code, which establishes for the first time in Spain the criminal liability of legal entities.
- LO 1/2015, which amends LO 10/1995 of the Criminal Code, and which produces important changes and improvements aimed at developing the criminal liability of the legal person.
- LO 1/2019, which amends LO 10/1995, of the Criminal Code, and transposes to our domestic legislation the Directives (EU) 2014/57/EU, 2017/1371/EU and 2014/62/EU in the financial and terrorism fields and addresses issues of an international nature.
- Circulars of the State Attorney General's Office 1/2016 on criminal liability of legal persons in accordance with the reform of the Criminal Code made by LO 1/2015.
- Law 2/2023 of February 20, 23 on the protection of persons who report regulatory violations or anti-corruption.
- ISO 37002 and UNE 19601:2017 standards for Criminal Compliance Management Systems.

Likewise, PRAXIA ENERGY has specific internal regulations for the prevention of other non-compliances. Among the aforementioned regulations are:

- Harassment Protocol
- Data Protection Policy
- Occupational Risk Prevention Plan.

### III. FIELD OF APPLICATION

#### A) PERSONAL SCOPE

This Manual applies to all members of PRAXIA ENERGY (directors, managers and employees) as well as third parties that maintain a collaborative or professional relationship with PRAXIA ENERGY, such as suppliers, subcontractors, customers, consultants and advisors, among others.

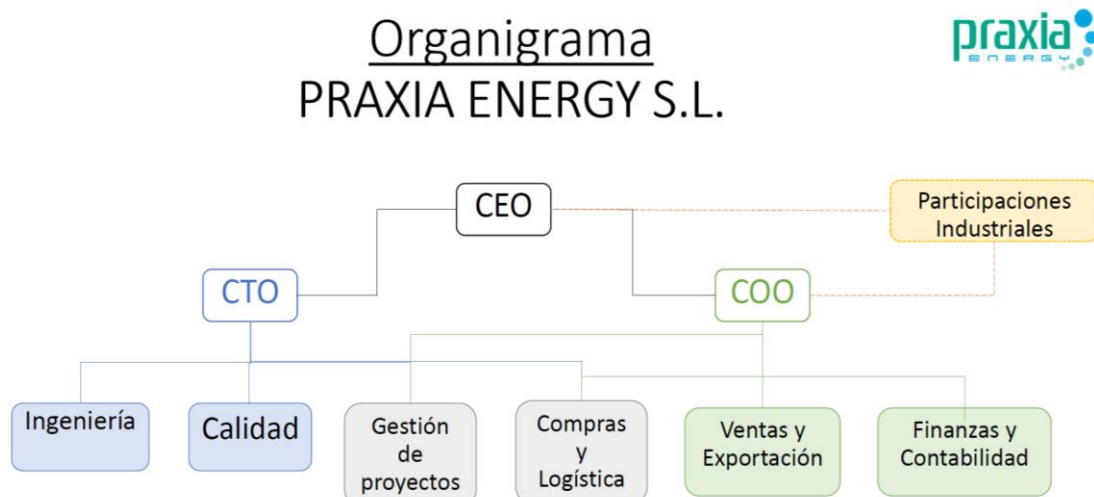
#### B) MATERIAL SCOPE

The Criminal Compliance Management System and this Manual are applicable to all activities carried out by PRAXIA ENERGY, both its main activity consisting of the design, engineering, manufacture and assembly of structural systems for solar plants; the execution of solar energy projects; the development of engineering, manufacturing processes and distribution networks for renewable energy products, as well as any other activities it develops.

### IV. ORGANIZATIONAL CONTEXT

#### C) ORGANIZATIONAL STRUCTURE

##### 1. Governing Body - Chief Executive Officer (CEO)



PRAXIA ENERGY is managed by the company DIKAION PARTNERS S.L. being its physical representative Mr. Pablo Cuesta Cuetos.

In its role as governing body, it directs and manages PRAXIA ENERGY and has the fundamental responsibility and authority for the activities, governance and approval of the organization's policies. It is to the Governing Body that Senior Management reports and is accountable for the performance of its functions.

The Governing Body demonstrates its commitment to the Criminal Compliance Management System and the principles of ethics and compliance by adopting the necessary measures to ensure their effectiveness and application in PRAXIA ENERGY.

## **2. Senior Management**

Senior Management personnel are considered to be those persons who perform specific operational tasks within the company under the control of the Governing Body.

The members of Senior Management undertake to respect and comply with the Criminal Compliance System and the company's internal regulations, and must also ensure that the members of the organization under their supervision and control are aware of, comply with and observe the requirements of the Criminal Compliance Management System and other mandatory regulations.

The members of PRAXIA ENERGY that make up the Senior Management are:

### **- COO (Chief Operating Officer)**

In the exercise of his functions within PRAXIA ENERGY S.L. he maintains control of the Sales and Export areas and the Finance and Accounting area, as well as over the Project Management and Purchasing and Logistics areas jointly with the CTO.

It is the COO who assumes the functions of Compliance Officer within PRAXIA ENERGY S.L.

### **- CTO (Chief Technology Officer)**

He is in charge of the areas of engineering project management and quality control, in addition, jointly and in coordination with the COO, he is in charge of the control and supervision of purchasing and project logistics, as well as the general management of the projects.

### **3. Criminal Compliance Body – Compliance Officer-**

The responsibilities and functions exercised by the Compliance Officer have great weight and importance in the prevention of crimes in PRAXIA ENERGY. He/she is the maximum guarantor of the supervision, monitoring and control of the Criminal Compliance Management System, being responsible for supervising its application, updating and compliance by all members of PRAXIA ENERGY and by third parties that maintain a professional, commercial or collaborative relationship with the company.

The Compliance Officer, upon accepting the position, declares his/her commitment to the Compliance System and to the exercise of his/her functions, and must not be involved in situations of conflict of interest, which must be immediately notified to the Governing Body.

The Compliance Officer shall keep the Governing Body informed of the performance of his or her duties, as well as of compliance, updating and improvements to the Criminal Compliance Management System through the corresponding annual reports.

The specific functions of the Compliance Officer are described in section V of this document.

Mr. Javier Vivanco Allende has been appointed as Compliance Officer of Praxia Energy.

The Compliance Officer will act, in the performance of his duties, in accordance with the highest ethical standards, integrity, independence and impartiality in the making of his decisions.

### **4. Departments or Areas**

PRAXIA ENERGY is structured in several operational areas whose roles and responsibilities are assigned by the Governing Body. Each of the areas is specifically included in the Organizational Chart. Their functions in relation to the Criminal Compliance System are to know, comply with and enforce compliance within their respective areas, especially the knowledge of the risk behaviors that affect or are likely to be committed within the activity carried out by the same and the specific control measures, policies, procedures and processes applicable for their prevention.

#### **D) INTERESTED PARTIES**

Praxia Energy has proceeded to identify its stakeholders and their own expectations in accordance with the provisions of UNE 1961:2017,

- **Clients:** They want to receive products and services that meet regulatory and quality standards.
- **Suppliers:** They demand to relate with companies that comply with the applicable regulations, otherwise, it could mean a transfer of responsibility.
- **Investors:** They seek to make their investments in entities that comply with the applicable regulations and, specifically, that are transparent in terms of the information they issue to the market.
- **Government agencies:** Government agencies, as with suppliers, require that they deal with companies that comply with applicable regulations and have adequate controls in place to prevent fraud, corruption, bribery and other similar conduct.
- **Business partners:** Business partners are understood as individuals, companies or business groups with which PRAXIA ENERGY has or plans to establish some type of business relationship, including customers, joint ventures, joint venture partners, consortium partners, contractors, consultants, subcontractors, suppliers, vendors, advisors, agents, distributors, representatives and intermediaries, among others.

## V. RESPONSIBILITIES

The determination of the system of roles and responsibilities in the Criminal Compliance Management System is an essential element to achieve its effectiveness, guaranteeing the application of specific control measures and the prevention of the commission of crimes or other non-compliances.

### **E) RESPONSIBILITIES OF THE GOVERNING BODY**

1. To disseminate the commitment of the company and the governing body to compliance and crime prevention, ensuring that the actions of the members of the company are in accordance with the legal system in general and in particular with the criminal law.
2. Approve, implement, maintain and improve the Criminal Compliance management system and other internal regulations aimed at crime prevention.
3. To provide the Criminal Compliance management system, and specifically the Criminal Compliance body, with adequate and sufficient economic, material and human resources for its effective operation.
4. Promoting a Compliance culture that guarantees high ethical standards of behavior.

5. Ensure that the Criminal Compliance policy and the rest of the company's mandatory internal regulations are communicated to all members of the company in a language and language appropriate to the members of the organization, as well as to business partners that may represent criminal risks.
6. Appoint a criminal compliance body, ensuring that it and the people who compose it are committed to the highest ethical standards to which PRAXIA ENERGY adjusts its activity. The Governing Body shall ensure that the Compliance Officer has the following qualities:
  - a. Integrity and commitment to regulatory compliance and the Criminal Compliance System.
  - b. Communication skills.
  - c. Necessary competence.
7. Ensure to be correctly and punctually informed about the performance of the Criminal Compliance Management System, receiving the follow-up reports or audit reports that are carried out.

#### **F) RESPONSIBILITIES OF THE COMPLIANCE BODY**

The functions of the Compliance Officer are as follows:

1. Promote and supervise the compliance and effectiveness of the Criminal Compliance Management System.
2. Promote training in crime prevention and other mandatory internal regulations to all members of PRAXIA ENERGY, developing an annual training plan to ensure continuous training in regulatory compliance and crime prevention, with special attention to those areas in which, by the activity they develop, have greater exposure to risk.
3. To carry out the analysis of the criminal risks to which the company is exposed, periodically updating it.
4. Identify the controls established and in place in the company for the prevention of criminal risks, ensuring their compliance and effectiveness.
5. To implement an information and documentation system of Criminal Compliance, keeping control of the documents that compose it and the different versions of the same, ensuring that they are also available to all members of the company.
6. Establish and monitor the performance indicators of the Criminal Compliance Management System, measuring and analyzing them to identify the necessary corrective actions.
7. Receive and investigate all communications sent to it regarding non-compliance, irregularities, illegal conduct or criminal conduct.

8. Ensure that no member of the organization is subject to retaliation, discrimination or disciplinary sanction for reporting in good faith violations, or substantiated suspicions of violations of the Criminal Compliance policy, or for refusing to participate in criminal actions even if it leads to a loss of the organization's business.

**G) SENIOR MANAGEMENT RESPONSIBILITIES**

Its responsibilities are as follows:

1. To be aware of the risks of crime to which their area of operation is exposed and the control measures established for their prevention, ensuring compliance with them by the people under their supervision.
2. Ensure that the requirements derived from the Criminal Compliance management system are incorporated into the operational processes and procedures of the area they manage.
3. Comply with and enforce compliance with the Criminal Compliance Policy, internally and externally within the scope of its management and competence.

All these aspects are described in the corresponding documentation.

## VI. CRIMINAL RISK ASSESSMENT

The Criminal Code establishes the liability of legal entities for offenses committed by their directors, managers or employees, which may result in the imposition of various criminal penalties and even compromise their effective operation.

PRAXIA ENERGY has proceeded to analyze the risks to which it is exposed in the development of its activity.

### H) MANAGEMENT APPROACH

The risk management methodology is a process that seeks to identify and evaluate the potential risks to which PRAXIA ENERGY may be exposed in the development of its activity.

The study and analysis has been carried out by PRAXIA ENERGY to detect the risks that affect the company and minimize the possibilities of these risks materializing in illicit behavior, adopting the necessary control and prevention measures. To this end, they have the necessary specialized advice in the field of criminal compliance, thus combining the knowledge of the company's own organization and business activity with the analysis by an independent expert of the risks to which PRAXIA ENERGY could potentially be exposed, by sector of activity.

- (i) The activities and processes carried out in Praxia Energy have been examined in order to identify the risk areas for each business area of the Organization.
- (ii) Praxia Energy's control policies, manuals and procedures have been reviewed to identify those controls that are already focused on preventing crimes and, where necessary, to create new policies and procedures to ensure that they cover the full range of such crimes.
- (iii) A detailed analysis of the criminal risks that could hypothetically occur in the different business areas and companies that make up PRAXIA ENERGY has been prepared.

The risk assessment system applied in this report is as follows:

The **PROBABILITY** of each of the risks materializing is assessed, using a scale of 1-5, with 5 being the highest and 1 the lowest.

To this end, aspects such as the following can be assessed:

- Number of times it has occurred in the past or in organizations of the same type or sector (directly proportional),
- Number of times the activity is performed in which the crime may be committed (directly proportional) or,
- Number of persons involved in the activity in which the crime may be committed (inversely proportional to the number of persons involved in the activity).

The **IMPACT** of the risk materializing will be assessed, also using a scale of 1-5, with 5 being the highest and 1 the lowest, and considering aspects such as:

- The associated penalty.
- Reputational impact in other similar cases.

We will obtain the **INHERENT** risk level from the multiplication of both factors, taking into account the following segmentation:

- LOW risk -> between 0 and 5
- MEDIUM risk -> higher than 5 and lower than 15 (between 6 and 14)
- HIGH risk -> between 15 and 25

This inherent risk is subsequently reduced as a result of the application of the controls established for its prevention or mitigation. The effectiveness and efficiency of these controls are assessed, indicating whether the level is low, medium, or high. In this regard, both the effectiveness and efficiency of the controls carry the following weights:

- High: 3
- Medium: 2
- Low: 1

These values assigned to the controls are multiplied by each other and subtracted from the inherent risk value, obtaining the RESIDUAL risk. The more controls are implemented, the lower the risk, and the lower the residual risk value.

PRAXIA ENERGY's risk assessment will be reviewed regularly every two years, in the event of significant changes in the organization's structure or activities, in the event of non-compliance with criminal law, and in the event of relevant case law or legislative changes.

## I) **RISK MATRIX**

The risk matrix or map is a key tool for identifying and defining the compliance risks to which PRAXIA ENERGY is exposed.

It details the types of risks existing at PRAXIA ENERGY and the level at which they affect us, allowing us to design appropriate measures and controls to mitigate or eliminate the identified risks, detect them, and manage them.

PRAXIA ENERGY's criminal risk matrix resulting from the analysis carried out in accordance with the information provided is included in the final section of this document.

## VII. **RESOURCES**

PRAXIA ENERGY undertakes to provide the Compliance Body with the necessary financial resources for the establishment, development, implementation, evaluation, maintenance, and continuous improvement of the Compliance Management System, to ensure its effectiveness, as well as to meet the strategic and operational objectives set out in the Criminal Compliance Budget prepared annually and included in the Global Report.

## VIII. **TRAINING, AWARENESS AND COMMUNICATION**

PRAXIA ENERGY must continuously promote awareness and adequate, effective, and proportionate training for its members regarding criminal risks, with the aim of preventing, detecting, or managing them in accordance with its management system.

In accordance with the provisions of UNE 19601, training must be provided on the following subjects:

- The Criminal Compliance Policy, the rest of the Criminal Compliance Management System, and the procedures associated with it, also require compliance with the requirements associated with all of these.
- The criminal risk and the harm if it materializes, both for staff and for the organization.
- The circumstances under which, in the performance of one's work, a criminal risk may materialize, and how to recognize such circumstances

- How they can help prevent and detect criminal risks, avoiding their materialization and recognizing main risk factors
- Your contribution to the effectiveness of the Criminal Compliance Management System, including the benefits derived from improved Criminal Compliance and reporting potential offenses or non-compliances
- The implications and potential consequences of non-conformities related to the requirements established, both by the Criminal Compliance Policy and by the rest of the Criminal Compliance Management System
- How and to whom you should report your doubts and concerns on this matter

The Compliance Body will ensure that all members of the Organization receive regular training; therefore, training will be directed at all members. To achieve this objective, the training plan will be the instrument.

The **training plan**, as well as the training activities planned for the current year, with the aim of gradually implementing a culture of ethics and regulatory compliance within PRAXIA ENERGY, are included in the Global Report for the corresponding year.

## IX. DUE DILIGENCE

The objective of due diligence procedures, regulated by UNE Standard 19601, is to ensure proper compliance with criminal requirements and obligations by members of the organization, business partners, and particularly exposed individuals.

Every due diligence process must be executed and documented.

The due diligence measures applicable by PRAXIA ENERGY are as follows:

### J) DUE DILIGENCE WITH MEMBERS OF THE ORGANIZATION

1. Providing a copy of the Criminal Compliance Policy or providing access to it when new members join the organization.
2. **Annual training** on criminal compliance, risks, and controls.

### **K) DUE DILIGENCE WITH PEOPLE IN SPECIALLY EXPOSED POSITIONS**

The members of the Administrative Body and Senior Management will comply with the following due diligence measures:

- Signed declaration of commitment to comply with the Compliance Policy.
- Specific training in risks and controls related to your area of activity and functions.
- Identification of conflict of interest situations in which the Governing Body and Senior Management may find themselves

Compliance with the aforementioned due diligence measures will be carried out every two years, and in any case when new members join the company, both in the Governing Body and in Senior Management.

The aforementioned due diligence measures will be expressly recorded in the annual monitoring report.

### **L) DUE DILIGENCE WITH BUSINESS PARTNERS**

1. The correct identification of business partners will be carried out by applying the supplier registration procedure.
2. A specific clause referring to the obligation to respect and comply with the Code of Ethics and the Compliance Policy will be communicated and incorporated into contracts with business partners.

## **X. INTERNAL INFORMATION SYSTEM**

PRAXIA ENERGY makes its Internal Information System available to all its members and third parties for reporting potential serious or very serious administrative violations, criminal conduct, violations of European law, and, in general, any breach of the company's Code of Ethics and Compliance Management Systems in force.

To this end, it has an ETHICAL CHANNEL for direct communication to the Compliance body of any potential non-compliance or illegal conduct noted, via email: [canaletico@praxia.com](mailto:canaletico@praxia.com), the postal address (Calle Santa Susana 1, Entresuelo, Oficina D, 33007, Oviedo, Asturias) and through the ethical channel form published on the website.

Communications submitted through the Ethics Channel may be made anonymously or confidentially, at the discretion of the informant. In all cases, the protection of the good-faith informant against any type of retaliation for reporting suspected or known non-compliance, illicit conduct, or criminal activity to the Compliance Body is guaranteed.

Communications made through the aforementioned means will be processed by the Compliance Body in accordance with the Ethics Channel Operating Procedure, strictly adhering to the duties of secrecy and confidentiality and respecting the right to honor, privacy, and defense of the individuals affected by them.

All members of PRAXIA ENERGY are required to report any non-compliance or illegal or criminal acts of which they become aware or suspect to the Compliance Body.

Furthermore, we inform you that false or misleading communications or reports will be considered violations of the Code of Ethics and the Criminal Compliance Management System.

## **XI. DISCIPLINARY REGIME**

Failure to comply with the Criminal Compliance Management System and its accompanying documents will result in the application of PRAXIA ENERGY's current disciplinary regime.

Compliance with the company's internal rules will be considered an essential part of its employees' contractual obligations for the purposes of Article 20 of the Workers' Statute (direction and control of work activity).

Violation of the company's internal regulations may constitute a breach of employee obligations, resulting in the application of the legally established regulatory regime for infractions and sanctions, where appropriate.

The processing of communications or complaints that result in the necessary imposition of a legal sanction will be the responsibility of PRAXIA ENERGY's Governing Body, respecting, in all cases, the rights of the affected individuals according to current regulations and following a process of contradictory allegations.

Notwithstanding the foregoing, if, following the investigation or relevant actions carried out by the Compliance Body, a crime is found to have been committed, a report will be filed with the Public Prosecutor's Office or the corresponding State Security Forces and Corps, always collaborating with the aforementioned authorities. The report and communication to the Public Prosecutor's Office and the competent authorities will, in all cases, be made with the necessary legal advice from an expert attorney.

## **XII. PERFORMANCE EVALUATION AND CONTINUOUS IMPROVEMENT**

The Criminal Compliance Management System and the measures and elements comprising it will be subject to continuous monitoring and follow-up, in order to keep them constantly updated with regulatory or legislative changes and internal or organizational changes made at PRAXIA ENERGY. PRAXIA ENERGY's Criminal Compliance Management System will be subject to annual review by the Criminal Compliance Body, senior management, and the Governing Body.

The Compliance Body is responsible for adapting and implementing the measures established in the Compliance Management System, so that it serves its intended purpose: the prevention and mitigation of criminal risks and other non-compliance.

The Compliance Body will prepare the Monitoring Report annually to verify compliance with the general and specific objectives to be achieved, carrying out the corresponding comparative analysis of the indicators established for monitoring compliance in the Objectives and Indicators document and establishing the necessary recommendations and improvements to be implemented in the Criminal Compliance Management System.

The **Governing Body** will be the recipient of the annual monitoring report, adopting any measures deemed necessary for the continuous improvement of the Criminal Compliance Management System.

### **XIII. CRIMINAL COMPLIANCE MANAGEMENT SYSTEM DOCUMENTS**

The documents that make up the PRAXIA ENERGY Criminal Compliance Management System are the following:

- XIII. Code of Ethics
- XIV. Criminal Compliance Management System Manual
- XV. Compliance Policy.
- XVI. Risk analysis and controls
- XVII. Internal Procedure for Managing Communications and Complaints
- XVIII. Anti-Corruption Policy.
- XIX. Conflict of Interest Prevention Policy.