Iberdrola

Code of Conduct for professionals







Message of the Executive Chairman



*"Our **Code of Conduct** for Iberdrola professionals sets out the **Purpose and Values of the Iberdrola Group** and establishes **guidelines and standards for conduct designed to ensure ethical, responsible conduct** by all Group professionals so that their actions not only observe scrupulous compliance with all laws and regulations but are also guided by solid ethical principles.*

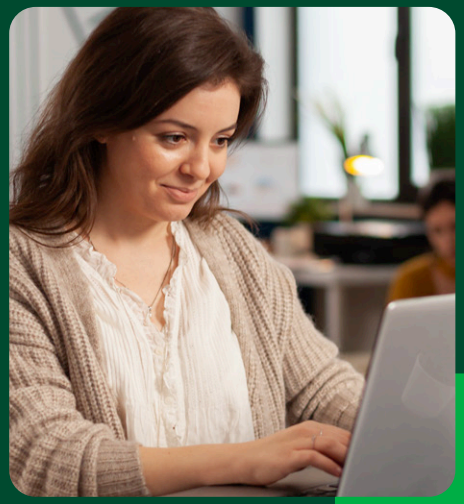
*Acting according to these principles is the best way to promote **integrity and loyal, honest behaviour aligned with the Group values** by everyone."*

Ignacio S. Galán
Iberdrola's Executive Chairman

Guiding Principles

Who does the Code of Conduct apply to?

The Code of Conduct for professionals is binding on all Iberdrola professionals and they must accept it upon joining the company.



In your daily work, it is important that all your decisions and actions are guided by the principles of **professionalism, integrity and self-control**, as set out in the Code of Conduct:

Professionalism:
act diligently and responsibly, to achieve excellence, quality and innovation.

Integrity:
act loyally, honestly, in good faith, objectively and in line with the interests of the Group.

Self-control:
it means you must be willing to be accountable for your actions.

Knowing and complying with regulations

You must **comply with all applicable internal regulations**, as well as with the laws in force in the country where you are, including the rules on the separation of activities that may affect us.

If, as a Group professional, you manage or lead teams, you must **lead by example**, acting as a role model in integrity and good conduct. Furthermore, you must ensure that the professionals you are responsible for comply with the Code of Conduct and know and understand the applicable regulations so they can meet their obligations.

You must **know and observe the obligations and commitments undertaken** by Group companies with third parties, as well as the good practices in the countries where you operate.



The Code of Conduct in your day-to-day work

In your daily activities as an Iberdrola professional, you may find yourself in situations where you must bear in mind certain obligations provided by the Code of Conduct.



Conflicts of interest

Professional decisions must always be based in the best interests of the Group and must not be influenced by personal or family relationships or by any other personal interests.

What qualifies as a conflict of interest?
A situation where your personal interest conflicts with the interest of one of the Group companies. It may affect you or a person related to you.

Related persons are:

- Your partner (spouse or a person with a similar relationship).
- Your parents, children and siblings, and those of your partner.
- Your parents' partners, their children and siblings.
- The companies where you and/or your relatives hold a stake of more than 50%.
- The companies where you and/or your relatives hold an executive position, from which you receive payments or where you have significant influence in their decisions.

Examples of situations where there may be a conflict of interest:

- An Iberdrola supplier is a related person.
- Hiring a related person if you do not inform of your kinship or relationship.
- Having any interest in competitor companies or suppliers of Iberdrola.
- Using a job position in Iberdrola for business or professional opportunities for your own benefit.

What should you do?

01 You are obliged to report any potential conflicts of interest you encounter as soon as they arise.
To whom? to your line manager, to the HR division and the corresponding Compliance Unit.
Compliance will assess the situation and provide guidance on how to proceed.
You must abstain from carrying out any action until the conflict of interest reported is settled.

02 Before accepting **any public office**, in order to assess the existence of incompatibilities, you must inform in writing the division in charge of human resources matters, which in turn will inform the compliance unit in order to assess the situation.

The Code of Conduct in your day-to-day work



Gifts and hospitalities

You must not accept gifts or hospitalities during your professional activities, except those that are of symbolic or insignificant value and are signs of politeness or customary tokens and are legally acceptable.

01

Ban on bribing and any other kind of corruption

Professionals cannot offer, give, ask for or accept gifts, tokens or advantages that are not duly justified and which may influence their decisions or lead to benefits for themselves, for third parties or for the Group.

This includes not giving or receiving, offering nor requesting money, benefits, advantages or tokens of any kind, whether they come from public officials, clients, suppliers, external companies, political parties or other people.

02

Ban on receiving money from clients or suppliers

You cannot receive money from clients or suppliers on a personal level, not even as a loan or advance payment.

03

Gifts and hospitalities

You cannot offer or accept invitations, gifts or hospitalities that may influence, actually influence or seem to influence your professional decisions.

Some examples

- Invitation to sports or cultural events
- Trips paid by suppliers
- Invitations to lunches or dinners, parties or events
- Trying to influence or guide the conduct of a public official taking advantage of a personal relationship to obtain an economic benefit

What should you do?

If in doubt whether a gift or hospitality you are being offered is acceptable, you should reject it and/or check with Compliance, through the ethics mailbox in the employee portal.

The Code of Conduct in your day-to-day work

Business opportunities

What is a business opportunity?
Any investment, project or transaction related to the Group's businesses or activities a professional becomes aware of due to their work.

What should you do?

- You cannot benefit from it for your own personal benefit or offer it to your related persons , unless they meet the following two conditions:
  - First, and prior to offering said opportunity to the Group, following the Group's refusal to take part in such opportunity provided you did not influence or participated in this decision, and
  - Human Resources provides written authorisation.
- You cannot use the Group's name for your own business, nor state that you work in the Group to promote or support your businesses or those of your related persons.

In summary:

- If you become aware of a potential opportunity because you work at the Company, this is a business opportunity of the Group, not yours.
- You cannot use your link to the company to obtain personal benefits.

Resources and means to carry out professional duties

Responsible use of Group resources
All the means and resources you use, create or develop within your work (IT systems, tools, reports, studies, presentations, etc.) are owned by the Group. You must use such means and resources in a responsible manner, and solely to carry out your professional activities within the Group.

IMPORTANT: As they are company property, they may be subject to proportionate supervision and monitoring by the Company. Therefore, you should not expect any privacy in this regard.

What should you do?

- Keep confidentiality of the Group's rights, licenses, software, IT systems and knowledge.
- You must use the Group's IT equipment, systems and software following security and privacy protocols only for professional purposes.
- Do not install software that is illegal, unauthorised or may damage the equipment or negatively impact the Group, customers or third parties.

You must always act following the criteria of **security, efficiency, and responsibility** in the use of company resources.

[1]Check the definition of related person in the Conflict of interest section

The Code of Conduct in your day-to-day work

Protection, transparency of information and personal data

In your activity as an Iberdrola professional, you work with, manage and have access to different kinds of information and data of different kinds. All this information and data are owned by the Group.

What should you do?



Do not disclose non-public information
The Group's non-public information (internal, confidential or secret) is owned by the Group and may not be shared, published, disclosed or used for personal purposes. You must comply with the Group's security measures to ensure its security and confidentiality.

Non-public information may be shared when:

- it is required for your work, and
- the recipient of the information is obliged by a confidentiality or exchange of information agreement.



Protect information with security measures
You must use the tools, procedures and security measures implemented in the Group to prevent non-authorised access, manipulation or loss of information, whether in hard copy or digital format.



Report any potential leak of information
If you suspect non-public information has been leaked, you must immediately report it to your line manager and to the divisions responsible for security and human resources matters.



If you leave the company, you must return all the information
All the Group's non-public information (documents, devices, files, etc.) are owned by the Group and must be returned before you leave the company. **Moreover, your obligation to confidentiality continues even after the termination of your employment relationship.**

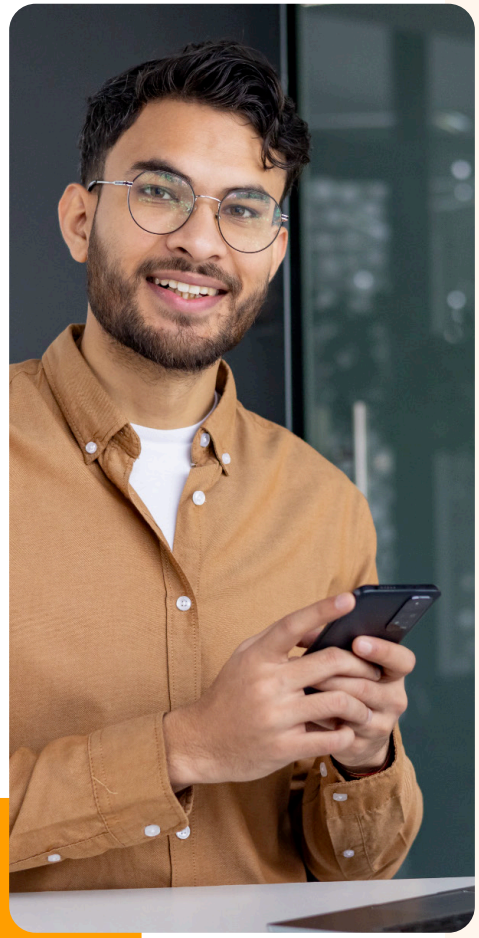


Do not manipulate accounting records
Hiding, altering, or falsifying information in the Group's accounting records or reports is forbidden.



Personal data
If you access personal data, whether from other professionals, suppliers or any other third party, you must keep them confidential and comply with both the applicable laws and the data protection policies approved by each Group company.

The Code of Conduct in your day-to-day work



External activities

As an Iberdrola professional, you must devote your full professional capacity to your role in the company for the proper performance of your duties. However, you may perform external activities, provided you comply with certain rules.

What should you do?

01

You must obtain **prior authorisation from human resources** for any external activity that may affect your dedication or performance with regards to your duties or which may entail a potential conflict of interest.

In particular, in the following cases:

- **Providing professional services**, whether self-employed or employed by others, to companies other than Group companies.
- **Teaching or participating in academic activities**, if the subject matter is related to the activities or business carried out by Group companies or your duties therein. In the event of **occasional academic activities**, authorisation from your line manager would be enough.
- **Participation in or appointment of the professional to the management boards** of professional or industry organisations or associations in representation of the Group's companies.

02

If you have any link to political parties or any other kind of public purpose entities, you must clearly state the personal nature of your involvement or participation.

03

You must always clarify that your profiles and opinions in social media, blogs or forums are personal and do not come from the company. You should not use the Group's name, image, brands or corporate identity to create accounts, register or participate in social media, blogs or similar means.

And what if it is a PUBLICLY PROMOTED EVENT?

- Act with special care when participating in conferences, events, seminars or any other event that may be publicly disclosed.
- Make sure your messages are aligned with those of Group companies.
- Inform the communications division sufficiently in advance.
- Obtain your line manager's prior authorisation before your intervention in the event acting as a Group professional.

The Code of Conduct in your day-to-day work

Harassment and discrimination

You must comply with human capital policies to promote a diverse and inclusive work environment that favours development and good performance, as well as the prevention of discrimination and harassment.

In addition, Iberdrola is committed to **zero tolerance** to any form of harassment or discrimination, understanding as such any unwanted conduct —whether verbal, physical or of any kind— that may violate a person's dignity or create an intimidatory, hostile, degrading, or offensive environment.

The company promotes a preventive culture through frequent awareness, information and training actions and requires from all its professionals, particularly from those holding leadership positions, to act in an exemplary manner in the creation of respectful work environments.

Furthermore, Iberdrola ensures it will have in place protection and support measures for the affected persons, see that there is no retaliation and apply, when applicable, the required disciplinary measures.



Disciplinary procedures

What should you do?

If you are involved in a disciplinary procedure (criminal, administrative or similar), you must inform the compliance unit of your Group company of such circumstance, if such procedure may affect your work or the Group's reputation.

Clients, supply chain and transparency

In your professional relationship with third parties, you must ensure you:

- act with impartiality and objectivity, not allowing the influence or interference of suppliers, clients or other third parties;
- receive no compensation from third parties;
- comply with internal regulations with regards to the award of contracts and supplier qualification;
- provide to third parties information that is faithful and not intended to mislead.

Internal reporting system: reporting channels (ethics mailbox)

As an Iberdrola professional, if you become aware of any inadequate or irregular behaviour or any fact or conduct against the law or the Code of Conduct, you must report it:

- Through the **Ethics mailbox** in the employee portal
- through the **Whistleblower channel** in the corporate external web; or
- **Compliance** through any other means

Remember that no instruction from a line manager may justify an irregular or unlawful conduct or an illegal act, or act contrary to the law or the Code of Conduct.

What do we call irregular conduct? Here are a few examples:

Corruption
- Offering or accepting money, gifts, tokens or any other benefit or advantage to influence a third party or to make decisions contrary to the applicable regulations
- Altering or amending a contract in exchange for personal benefits

Internal or external fraud
- Modifying data, reports or invoices to obtain a benefit
- Altering economic data or justifying false expenses

Harassment and discrimination
- Conduct that violates the dignity of colleagues or suppliers
- Retaliating against persons who have reported any kind of irregularity

Embezzlement or undue use of resources
- Using company funds or resources for personal purposes
- Misappropriating company material or information for their own benefit

Non-compliance with laws or regulations
- Not observing data protection, environmental or security rules
- Omitting mandatory controls or submitting false information to authorities

Manipulation or concealment of information
- Destroying relevant documents for audits or internal or external investigations



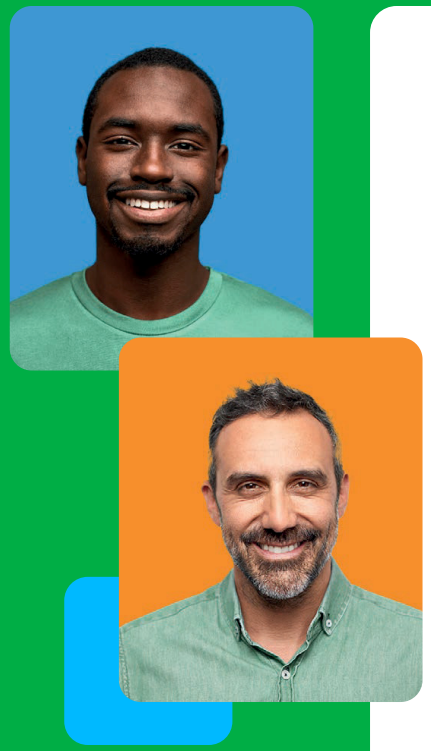
Internal reporting system: reporting channels (ethics mailbox)

Guarantee of your rights and zero tolerance to retaliation

If you report an irregularity, **Compliance ensures the rights and guarantees of the parties involved will be observed**, including but not limited to privacy, honour, defence, presumption of innocence and prohibition of retaliation against the whistle-blower who acted in good faith.

Bear in mind that **Iberdrola does not tolerate any kind of retaliation against any person** that, acting in an ethical manner and in good faith, has reported through the ethics mailbox a non-compliance or irregular conduct, has collaborated in an internal investigation, has asked for guidance or has raised ethical queries.

If a professional suffers any kind of retaliation, **they must contact Compliance**, which will launch an investigation or follow up of the situation to ensure there is no retaliation.



What could qualify as retaliation?

Unjustified professional changes
Assigning tasks that are below the level expected for a professional in that category

Unfounded negative assessments
To unjustifiably worsen a professional performance assessment in retaliation for making a claim

Threats or coercion
Making intimidatory remarks or suggesting their professional career will be impacted for having reported a claim



Social or professional exclusion
Isolating a team member, not inviting them to meetings or projects

Hindering professional opportunities
Denying promotions when meeting the requirements demanded or not being considered for internal changes. Giving excessive workload to create stress or removing tasks to affect their visibility or development

Disseminating rumours or damaging internal reputation
Making comments that damage the reputation of the whistleblower



You can read the full text of the Code of Conduct **here**.