



CORPORATE GOVERNANCE

Internal Regulations – Corporate Policies

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Code: PC-04-5.2-06-202111

Introduction

Approval of the Global DOMINION Access, S.A., (hereafter "**DOMINION**") Corporate Governance Policy (hereafter, the "Policy") is yet another milestone in DOMINION's steadfast commitment to lawfulness, ethics and professionalism that underpins how it conducts its operations and its corporate culture.

Pursuant to this Policy, DOMINION is firmly committed to:

- | Complying with and fully adhering to all current legislation (both nationally and in the countries where it operates).
- | Complying with the principles that govern its Code of Conduct which forms the basis of the Policy set out here.
- | Training and raising awareness of the Obligated Parties (as this term is defined below), as well as stakeholders, of the importance of complying with this Policy.
- | Applying penalties for non-compliance with the provisions set out herein, pursuant to the applicable disciplinary measures.

This DOMINION policy sets out the criteria and guidelines for governing the organisation and functioning of its governing bodies. It takes into consideration the good governance guidelines of the market supervisory bodies, as well as the principals and aims as regards governance and sustainability established in national and international standards published by standardisation organisations of recognised prestige.

Scope of application

The Policy applies to all the companies that make up DOMINION (hereafter "**Obligated Parties**"). For the purposes of this Policy, "DOMINION" shall also mean all companies which Global DOMINION Access, S.A. controls or may control, directly or indirectly, with control being understood to be:

- (i) holding the majority of the voting rights;
- (ii) the right to appoint or remove a majority of members of the Board of Directors; or
- (iii) holding the majority of the voting rights pursuant to eventual agreements made with third parties.

Likewise, all third parties who have dealings with DOMINION will also indirectly receive this document and, whenever possible, must be made aware of the underlying principles and values.

Action principles

The corporate governance of DOMINION is based on principles that form part of its corporate culture and that are implemented through a set of standards and procedures that, among other aspects, regulate the structure and functioning of its governance bodies, as well as the relationship between these bodies and their members, directors and shareholders, so that

managers and directors can carry out their functions for creating value in the long term for the shareholders and DOMINION.

Specifically, the corporate principles are as follows:

- | Promoting shareholder participation by ensuring parity of treatment and protecting the exercise of their rights in order to develop shareholder confidence in DOMINION.
- | Maximising the value of DOMINION in a sustained way in order to protect the interests and rights of the shareholders.
- | Promoting the informed participation of the shareholders and ensuring equal treatment, in order to protect and facilitate the exercise of their rights.
- | Commitment to transparency. DOMINION applies measures to reinforce transparency and reliability of the financial information published on the market.
- | Promoting the attendance and participation of the board members at the meetings, so that, with their experience and training, they fulfil the duties and obligations established in the Regulations of the Board of Directors, thus ensuring the periodic assessment of its functioning.
- | Ensuring good practice, professionalism and independence of mind of the members of the Board of Directors and the management team, as well as compliance with internal and external standards as regards market abuse, especially in the Internal Regulations of Conduct in the area of Stock Markets.
- | Ensuring the strategic guidance of DOMINION.
- | Ensuring the independence of the external auditor, so that their report can be issued with objectivity and impartiality.
- | Complying with best national and international practices as regards corporate governance.

Corporate governance regulations and ethical framework_

The above principles and their application to DOMINION's corporate governance practices are reflected in its corporate governance regulations which are essentially included in:

- | The corporate texts, consisting of the Articles of Association, which establish the fundamental organisation and functioning rules and principles of DOMINION and its governing bodies, and which are described in the Regulations of the Annual General Meeting and the Regulations of the Board of Directors.
- | The General Code of Conduct, which presides over the entire regulatory body of the organisation, and which includes the ethical principles and conduct rules that must govern the action of all the Obligated Parties in the exercise of their professional responsibilities on behalf of DOMINION.

- | The purpose of the corporate policies, which include certain ethical principles or conduct rules contained in the General Code of Conduct, is to establish the principles and criteria that must serve as a basis for DOMINION's governance model and the development of its activities.
- | The rules and procedures develop details of the Corporate Policies from a procedural point of view.
- | The functioning regulations develop, from a procedural point of view, the functioning of certain bodies or tools of DOMINION linked to its Compliance Programme.

Corporate governance practices_

Practices relating to DOMINION's shareholders

The Annual General Shareholder Meeting is the main representative body of DOMINION's shareholders, as it is their main channel of participation. When the Annual General Meeting is held, DOMINION's Board of Directors will encourage the informed participation of the shareholders and will adopt as many measures as are appropriate to assist the Annual General Meeting in effectively exercising its functions in accordance with the Law, the Articles of Association and other internal regulations of DOMINION.

DOMINION will facilitate the participation of the shareholders by establishing electronic and remote communication mechanisms.

Practices relating to the Board of Directors and its Committees

a) Competencies and functioning of the Board of Directors

DOMINION's Board of Directors must perform its duties with unity of purpose and independent mind, treat all shareholders in the same position equally, and be guided at all times by the company's best interest, understood as the achievement of a profitable and sustainable business in the long term, so that it promotes its continuity and the maximisation of economic value of DOMINION.

With the aim of facilitating its effective functioning, the participation of all the Directors and the speed of decision-making in the company's best interest, the Board of Directors has been provided with some functioning rules that are included in its Regulations.

b) Members of the Board of Directors

DOMINION's Board of Directors is made up of persons of recognised prestige and professional competence, who will act with independence of mind in the performance of their functions.

c) Positions on the Board of Directors

To improve the functioning of the Board, the Chairman of the Board of Directors will be principally responsible for its effective functioning, and will be assisted in his tasks by the Secretary of the Board of Directors, who must provide for the proper functioning of the Board and, in particular, ensure that the actions of the Board bear in mind the generally accepted good governance recommendations.

If the Chairman is an Executive Director, the Board of Directors must appoint a Coordinator Director from among the independent Directors, who will have the powers and responsibilities established in the Law and in the Board Regulations.

d) Distribution of functions: Committees of the Board of Directors

In the interest of greater effectiveness in the exercise of its functions and notwithstanding the delegation powers of the Board and the right to set up an Executive Committee and other Delegated Committees, the Board of Directors can create as many Internal Committees without executive functions as it considers necessary.

In any case, The Board of Directors will depend on a Audit and Compliance Committee, an Appointments Committee and a Remuneration Committee, whose members will be appointed bearing in mind their knowledge, skills and experience necessary for the proper exercise of their functions and in compliance with the applicable regulations. Its composition, competences and functions are regulated in DOMINION's Board of Directors Regulations.

Practices relating to the management of conflicts of interests and related operations

DOMINION's Board of Directors must ensure, with the support of the Audit and Compliance Committee, that the operations carried out by DOMINION or its dependent companies with DOMINION Directors, with shareholders with 10% or more of the voting rights or represented on the DOMINION Board of Directors, or with any other person who should be considered related parties in accordance with the applicable regulations, are carried out in the best interest of DOMINION, in market conditions, with transparency and fairness and in accordance with applicable regulations.

In particular, as regards the approval of the aforementioned related operations, it must be ensured in the terms set out in the Law that the Board members, the shareholders represented on DOMINION's Board of Directors, the members of the senior management, as well as any other parties linked to DOMINION, do not enjoy economic or other conditions that are more favourable than a third party would receive in substantially equivalent circumstances, nor benefit from conditions that could imply favourable treatment of the parties due to their respective status.

It is the responsibility of the Annual General Shareholders Meeting to approve the related operations in the terms set out in Corporate Law.

Practices relating to information transparency

For DOMINION, guaranteeing transparency and the maximum quality of information is a basic principle of good governance, so that public information is presented in a clear, complete, simple, orderly and comprehensible way for all DOMINION stakeholders.

In particular, DOMINION has a Communication with Investors Policy, the purpose of which, in compliance with the Good Governance Code of the National Stock Exchange Commission, is to establish a general framework for communication and contact with shareholders, institutional investors and voting advisers and other stakeholders. Furthermore, DOMINION has a Media and Information to Third Party Policy, the purpose of which is to establish action guidelines for media or third parties interested in the publication of information relating to the company.

Furthermore, this Policy also has the aim of defining the general and specific channels that DOMINION establishes for applying and developing a strategy that facilitates communication, which guarantees fair treatment to interlocutors and also establishes the direct and indirect means of distributing relevant economic-financial, non-financial and corporate information, both mandatory and voluntary, that DOMINION provides to shareholders and markets in general.

Practices relating to sustainable action

DOMINION's activities only acquire meaning within a sustainability framework, with the prioritisation of a long-term strategic vision. DOMINION is constantly committed to sustainable development that is efficient and ethically responsible, and contributes its capacity to generate value to the Group and to all its stakeholders.

DOMINION relies on the aforementioned Code of Conduct and implementing provisions including the Sustainability Policy, as well as a Compliance Body that monitors its application and compliance.

Reporting Wrongdoings

All Obligated Parties and third parties have a Whistleblowing channel to report any conduct that may involve any wrongdoing or any illegal actions or any actions that go against the Code of Conduct or Policy. For further details regarding the Whistleblowing Channel, consult the [Code of Conduct](#).

Document sheet

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