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# COMPETITION COMPLIANCE POLICY

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APPROVED BY  
THE GOVERNING BODY:

December 2023

## MODIFICATIONS

VERSION – SECTIONS	COMMENTS – DATE
V.0.- initial document	Prepared, supervised, and approved by the Compliance Committee in the minutes dated 03/11/2022 and by the Governing Body 11/2022
V.1. Policy review according to best practices in matters of defence of competition and the point on the IIS pursuant to Act 2/2023 of 20th February.	Prepared, supervised, and approved by the CB in the Minutes of 29/11/2023 and Governing Body on 12/2023

## CONTENTS

1.	PURPOSE.....	4
2.	SCOPE .....	4
3.	OBJECTIVES.....	4
4.	ENFORCEMENT, TERM, NOTIFICATION AND REVIEW .....	6

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## 1. PURPOSE

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As part of its commitment to complying with existing legislation, internal standards and ethical values and principles, the Governing Body of ZENIT LOGISTICS S.A. (referred to hereinafter as ZENIT) provides the necessary means and resources to develop, implement and maintain a Compliance Management System, which includes preventing, detecting and reacting to irregular forms of behaviour that threaten and restrict free competition and equality of opportunities in the marketplace.

This Policy is aligned with the Governing Principles on Prevention and its catalogue of prohibited conduct, as well as the values and ethical rules of internal conduct recorded in the Ethical Code of ZENIT. Accordingly, ZENIT is firmly committed to developing honest and fair competition, and recognises the importance of ensuring compliance with competition regulations and developing a culture of compliance throughout the organisation.

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## 2. SCOPE

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This competition compliance policy applies to all activities and is to be observed by all members of ZENIT, regardless of their position or role, their type of relationship with the organisation or where in the world they are based.

The policy also extends to relations with third parties, business partners, individuals acting on behalf of the organisation and any foreign subsidiaries and associate companies not under our control, to the extent that they might pose a critical or serious risk to the organisation according to internal procedures. This policy must be understood and applied by them all within their professional capacity.

The policy shall also apply to any companies or organisations that come under the control of ZENIT, by adhering to and/or adopting the Comprehensive Compliance Management System.

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## 3. OBJECTIVES

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The main objectives of this policy are:

- ❖ Ensure observance of the criteria of the Code of Ethics, the Guiding Principles and all of the organisation's other internal standards that comprise the commitment of ZENIT to comply with the principles of professional conduct and transparency in all areas of its activity, and to regulate the ethical and responsible behaviours of all ZENIT professionals in the course of their activities and, in particular, to comply with regulations protecting free and fair

competition in the marketplace, and to address any consequences resulting from compliance breaches by applying suitable disciplinary measures.

- ❖ Develop and ensure effective implementation of an ethical culture of compliance with competition regulations among all ZENIT members, regardless of their place of work and where they are based.
- ❖ Maintain a policy of zero tolerance throughout the organisation regarding any breach of competition regulations, particularly with regard to any behaviours relating to price fixing, allocating markets, customers and/or contracts, exchanging sensitive commercial information and entering into temporary joint ventures with competitors with no legitimate purpose, in accordance with competition regulations.
- ❖ Appointment and attribution to the Compliance Body of ZENIT of the necessary faculties and competence to prevent and manage conduct that is contrary to free competition, providing it with sufficient material and human resources to carry out its tasks, encouraging their continuous training, in order to assure leadership, autonomy, authority and independence when performing their duties of office, reporting to and with direct access to the Governing Body.
- ❖ Identify, analyse and value the inherent risks relating to competition, establishing suitable procedures and controls to ensure that effective management process and the relevant evaluation, follow-up and monitoring systems are all in place.
- ❖ Communication, training and raising awareness of ZENIT members, and extending the commitment to business partners and other relevant stakeholders on the content, requirements and nature of the Comprehensive Compliance Management System in matters relating to competition, with the aim of ensuring the system is fully effective and focused on the inherent risk in our activities and how they are carried out.
- ❖ The obligation for members and any third parties to inform the organisation directly if they are aware of or have suspicions of any irregular act or behaviour taking place that could constitute a breach of competition regulations.
- ❖ To provide the parties concerned an Ethics Channel, integrated within the Internal Information System, along with the relevant Policy, Procedure and figure responsible for adequate management and processing, to deal with reports of irregularities and/or breaches of the Integral Compliance

Management System in matters of defence of competition, guaranteeing respect for the fundamental rights arising, especially confidentiality, anonymity and absence of reprisals against the person reporting or informing in good faith.

- ❖ Adopt appropriate disciplinary measures for any risks and breaches of the Comprehensive Compliance Management System in matters relating to competition. This policy applies without prejudice to any other legal or contractual liability that may result at the corporate level from the existence of any of the behaviours set out above.

#### **4. ENFORCEMENT, TERM, NOTIFICATION AND REVIEW**

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This Policy shall come into force right on the date of approval, amendment or update of this document.

It shall be published and distributed for adequate knowledge, being made available for consultation through the corporate web.

ZENIT shall review its content with the frequency established in its documented information system and, under extraordinary noes, when significant circumstances of a legal, organisational nature arise, or any other that may require its immediate adaptation and/or updating.