

## MANUAL OF REQUIREMENTS FOR FORMALIZING COLLABORATION AGREEMENTS WITH SOCIAL ENTITIES

### 1. Introduction

Repsol Foundation, in compliance with its foundational purposes, is firmly committed to society, contributing to an inclusive energy transition through its collaboration with other social entities, with the goal of achieving a greater social and environmental impact through its projects.

Repsol Foundation has developed this Manual that includes the requirements for formalizing collaboration agreements with social entities in order to generate greater transparency in its processes and promote good practices in the relationships it keeps with social entities.

Those social entities that wish to formalize collaboration agreements with the Repsol Foundation will be selected under the principle of maximum transparency based on the requirements specified in the following sections.

### 2. General requirements

**2.1. To develop activity in priority environments for Repsol Foundation:** with a significant presence of Repsol volunteers and/or where there are Repsol Foundation projects already underway.

**2.2. All collaborations with social entities must respond to the foundational purposes of Repsol Foundation,** detailed in Article 5, Chapter I of its Statutes ([https://www.fundacionrepsol.com/content/dam/repsol-fundacion/gobierno/documentos/Estatutos\\_Fundacio%CC%81n\\_Repsol.pdf](https://www.fundacionrepsol.com/content/dam/repsol-fundacion/gobierno/documentos/Estatutos_Fundacio%CC%81n_Repsol.pdf)); as well as its **strategy and areas of action**. So, all collaborations with social entities will have the development of **social projects and**

**environmental measures that promote an inclusive energy transition as their main goal, with volunteering as a driver of change.**

### **3. Legal and formal requirements**

**3.1. Social entities must provide Repsol Foundation, prior to the agreement, with the following documentation:**

**Social entities** must provide the Foundation, prior to the Agreement, with the following documentation:

- ◆ Public documents accrediting its existence and including its corporate name, legal form, address, the identity of the members of its governing body, articles of association and tax identification number. As for Spanish legal entities, the certification of the corresponding register will be admissible for purposes of formal identification.
- ◆ Copy of the credentials of the persons with power of representation for the organization.
- ◆ Copy of the last annual accounts deposited in the corresponding registry.
  - Foundations must have registered annual accounts and activity reports in the Foundations Register.
  - Associations classified as being of public interest must have registered annual accounts and activity reports in the corresponding register.
  - Other organizations must have their annual accounts approved by their General Meeting.
- ◆ Affidavit signed by the person in charge of the social entity (following the model provided by the Repsol Foundation) in which they declare that neither the entity nor those responsible for it in the exercise of its professional activity, have been convicted of or are subject to investigation for corruption, fraud, false declaration, bribery, money laundering, terrorist financing, or for committing any other crime.

- ◆ Bank account ownership certificate, less than one year old.
- ◆ Certificate of real ownership.

The social entity must also provide the Repsol Foundation with the relevant additional information prior to formalizing the corresponding agreement.

The following will be assessed positively:

- that the Spanish entities have the **Accredited NGO Stamp from Fundación Lealtad** or that, even if they have not requested it, it can be verified, through their website, that they meet the necessary requirements or that there is sufficient evidence to receive said accreditation in case it is requested. Entities not registered in Spain will be assessed on whether they have other certificates or stamps related to transparency and good practices.
- that they are **classified as of being of public interest** (in the case of organizations domiciled in Spain) or have a similar status in the country where the organization has its headquarters.
- conducting **external account audits**, where this is not a legal requirement.

**3.2.** All social entities collaborating with the Repsol Foundation must comply with our **internal regulation requirements**, as well as the applicable legislative framework.

The actions and collaborations of the Repsol Foundation are based on compliance with a series of premises set out in its **Code of Good Governance** (available for consultation at: <http://www.fundacionrepsol.com/es/la-fundacion/codigo-de-buen-gobierno>) (hereinafter, the "Code of Good Governance", for the sake of greater transparency and in line with the best corporate governance practices for the optimal development and execution of its foundational purposes.

The purpose of this Code of Good Governance is to establish the general guidelines that should govern the conduct of the Repsol Foundation, the members of its Board of Trustees, and other bodies and employees, in the development of the activities through which the purposes of the Repsol Foundation are materialized.

By virtue of the Repsol Foundation's own internal regulations, in accordance with its own foundational purposes, and the spirit of its Code of Good Governance, it is necessary for any project in which the Repsol Foundation collaborates to be aligned with the commitments and principles contained in these documents, with the social entity assuming as its own the obligatory content of these regulations insofar as they are applicable to the correct execution of the project.

Likewise, the social entity must respect and comply with the provisions contained in the **Code of Ethics and Business Conduct for collaborators and suppliers of the Repsol Foundation** (available for consultation at <http://www.fundacionrepsol.com/es/la-fundacion/codigo-etica-conducta-proveedores>), the content of which it is hereby informed, to the extent that it is applicable to this party, given the particular characteristics of the collaboration.

#### **4. Verification processes**

Social entities collaborating with the Repsol Foundation must comply with the verification processes, both entities themselves and of the corresponding fund applications.

##### **4.1. Verification of social entities**

In accordance with Law 10/2010, of April 28, on the Anti Money laundering and Terrorist Financing and its implementing regulations, the Repsol Foundation must apply appropriate due diligence procedures in order to identify and know its counterparts, including their appropriate professional background and the honorability of the people responsible for their management.

Prior to signing any agreement, the Repsol Foundation will verify its identity, as well as that of the participants and beneficiary owners, collecting at least the documentation listed in section 2.

Once the aforementioned verifications have been carried out, the commitment between the Repsol Foundation and the social entity will be formalized by signing the corresponding legal document, which will include the previously negotiated terms and which will be an essential condition for making the corresponding contribution. This formalization is mandatory, and each party will be represented by the legally recognized person in the signing process.

For contributions made by social entity exceeding 30,000 euros, the agreement will include the following payment scheme:

- First payment: it will be made according to the conditions specified in the agreement.
- Last payment (at least 20% of the total): it will be made after having received a report detailing the documentary evidence of the financial and operational scope of the application of the contribution received from the Repsol Foundation.

#### **4.2. Verification of the application of funds**

In view of the closure of the project, in accordance with the provisions of Law 10/2010 of April 28, on Anti Money laundering and Terrorist Financing and its implementing regulations, the Repsol Foundation must apply “appropriate systems, depending on the risk, control of the effective execution of its activities, and the application of funds as planned.” For these purposes, the social entity must provide, within a maximum period of 6 months from the completion of the project, evidence of its completion in accordance with the provisions of the corresponding Agreement, as well as of the full application of the funds of the Repsol Foundation for the purposes of the project.

Notwithstanding the foregoing, the Repsol Foundation may require additional evidence to those described above when it considers that the risk associated with the project requires it.

In the event that the social entity cannot justify the full application of the Foundation's funds for the purposes of the project, a refund of the amount will be claimed, and its application is not justified.