



## CODE OF CONDUCT AND RESPONSIBLE PRACTICES

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## 1. DEFINITION AND PURPOSE OF THE CODE OF CONDUCT AND RESPONSIBLE PRACTICES

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The “Code of Conduct and Responsible Practices” (hereafter, “the Code”) for the companies affiliated with JOAN COLLELL PASCUAL S.L. as well as all its dependent companies (hereafter GRUP BARCELONESA) is the update and rewriting into one single document of the “Internal Code of Conduct” and the “Internal Guidelines for Responsible Practices” which were approved by the Joint and Several Administrators for each of the GRUP BARCELONESA companies in September 2017, respectively.

The Code sets forth the principles, values and rules that should guide behaviour at GRUP BARCELONESA, establishing shared standards of conduct that are accepted and respected by all its employees, both in terms of internal relations and external action.

The purpose of this Code is to ensure the professional, ethical and responsible behaviour of GRUP BARCELONESA and all its employees in carrying out its activities across the globe, as a basic element of its corporate culture in which the training and personal and professional development of its employees is rooted. To that end, it defines the principles and values that must govern GRUP BARCELONESA relations with its stakeholders (employees, clients, shareholders, business partners, suppliers and those companies in which it implements its business model).

Therefore, the Code:

- Facilitates knowledge and implementation of the GRUP BARCELONESA corporate culture, which is firmly rooted in complying with social and human rights and effective inclusion within GRUP BARCELONESA of the entire group of employees, respecting the diversity of said group.
- Establishes the principle of due diligence to prevent, detect and eliminate irregular behaviour, regardless of its nature, including, among others, risk analysis, the definition of responsibilities, training of employees and, where appropriate, of third parties directly associated with GRUP BARCELONESA, and the formalisation of procedures, specifically for the notification and immediate elimination of irregular behaviour.
- Considers the principle of criminal liability of legal entities, as set forth in the legal statutes of the multiple jurisdictions where GRUP BARCELONESA operates and prevents and prohibits the existence of conduct for which GRUP BARCELONESA may be considered to be liable from its legal representatives, administrators, employees or by any other person subject to the authority of the personnel of GRUP BARCELONESA. For this reason, clear action guidelines are established to provide assurance to the members of GRUP BARCELONESA that they, nor GRUP BARCELONESA, are not incurring any liability of any kind.

## 2. SCOPE OF APPLICATION

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The Code applies to all the companies that comprise GRUP BARCELONESA and is binding for all its employees regardless of their position or the duties they perform. Guaranteeing commitment from all the organization's members to comply with the laws and other internal regulations in the fulfilment of their duties.

The full or partial enforcement of the Code may be extended to any natural and/or juridical person related to GRUP BARCELONESA when this is expedient to its purpose and possible due to the nature of the relationship.

The Code shall be personally communicated to the Joint and Several Administrators and any person representing it, where this is required given the nature of the relationship, who shall undertake in writing to abide by said Code. Likewise, the obligation to abide by it shall be expressly set forth in the employees' labour contracts and said employees shall be given a copy upon joining GRUP BARCELONESA.

### 3. GENERAL PRINCIPLES

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The Code of Conduct is defined as an ethical commitment that includes basic principles and standards for proper development of relations between GRUP BARCELONESA and its main stakeholders wherever it carries out business activities.

The Code is based on the following principles:

- All GRUP BARCELONESA operations shall be carried out through an ethical and responsible lens.
- Compliance with current legislation in each country is a necessary prerequisite for this Code.
- The conduct of GRUP BARCELONESA employees shall follow in letter and spirit this Code of Conduct and Responsible Practices.
- All individuals, both natural and legal, who directly or indirectly maintain any labour, financial, social and/or industrial relation with GRUP BARCELONESA, shall receive fair and decent treatment.
- All GRUP BARCELONESA activities shall be carried out as respectfully as possible towards the environment, promoting the preservation of biodiversity and sustainable management of natural resources.

#### 3.1. EMPLOYEES

- (i) GRUP BARCELONESA does not employ anyone under the age of 16.
- (ii) No one who is employed by GRUP BARCELONESA shall be discriminated against on the basis of race, physical disability, illness, religion, sexual orientation, political opinion, age, nationality or gender.
- (iii) GRUP BARCELONESA forbids any manner of physical, sexual, psychological or verbal harassment or abuse towards its employees, as well as any other behavior which may create an intimidating, offensive or hostile work environment.

- (iv) GRUP BARCELONESA employees have the recognised right to unionisation, to free association and to collective bargaining.
- (v) The work week and overtime hours shall not surpass the legal limits established by the legislation of each country. Overtime hours shall always be voluntary and remunerated in accordance with the law.
- (vi) GRUP BARCELONESA employees are paid wages in accordance with the duties performed, always respecting the agreements of each sector in each country.
- (vii) All GRUP BARCELONESA employees carry out their work in safe and healthy work environments.

### **3.2. CLIENTS**

GRUP BARCELONESA undertakes to offer all its clients a high standard of excellence, quality, health and safety in terms of its products and services, and to communicate in a clear and transparent manner. These products and services shall be produced in an ethical and responsible manner.

### **3.3. SHAREHOLDERS**

GRUP BARCELONESA carries out its activity according to social interest, understood as the feasibility and maximisation of GRUP BARCELONESA's value over the long term for the common interest of all its shareholders.

### **3.4. BUSINESS PARTNERS**

GRUP BARCELONESA extends to its business partners the obligation to comply with that set forth in this Code.

### **3.5. SUPPLIERS**

- (i) The manufacturers of the products that GRUP BARCELONESA sells and/or uses are required to comply with this Code, to the extent that it is applicable to them. All other suppliers of GRUP BARCELONESA goods and services must comply with both Codes, to the extent that it is applicable to them.
- (ii) Likewise, they must allow GRUP BARCELONESA or authorised third parties to perform inspections to confirm said compliance.

### **3.6. SOCIETY**

GRUP BARCELONESA undertakes to collaborate with the local, national and international communities where it operates its business.

## **4. CONDUCT AND RESPONSIBLE PRACTICES COMMITMENTS**

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#### **4.1. COMPLIANCE WITH APPLICABLE LEGISLATION AND INTERNAL REGULATIONS.**

Regulatory compliance with is a necessary prerequisite of this Code. All GRUP BARCELONESA employees must abide by the current legislation in each and every one of the countries in which it carries out its production, distribution and commercial activities. Under no circumstances shall enforcement of this Code entail infringement upon the legal provisions in force in the countries where GRUP BARCELONESA operates.

All GRUP BARCELONESA employees must comply with GRUP BARCELONESA standards and procedures, as well as any instructions that may be approved in the implementation thereof.

Any other local Codes of Conduct that may exist must be adapted to and aligned with the criteria established in this Code, which shall prevail over any other internal regulations, unless the latter is more exacting. Said local Codes and the instruments for their enforcement must be previously approved by the GRUP BARCELONESA Administrative Body.

To facilitate due internal control, decisions made by GRUP BARCELONESA employees shall be traceable from the perspective of regulatory compliance, such that the adaption of the decisions to internal and external regulations can be justified, confirmed and verified, in the event of inspection by competent third parties or GRUP BARCELONESA itself.

GRUP BARCELONESA undertakes to provide the necessary means for its employees to be aware of and understand the necessary internal and external regulations for the performance of their responsibilities.

In the event of Code infringement, GRUP BARCELONESA guarantees the existence of effective communication channels to promptly report incidents and infractions, even when these are only suspected, and which enable, where applicable, pertinent enquiries to be made and opportune measures to be established to prevent infringement of the Code of Conduct.

#### **4.2. COMPLIANCE WITH AGREEMENTS AND CONVENTIONS**

GRUP BARCELONESA takes on, as part of its internal regulations, the content of the national or international agreements and treaties to which it has subscribed, undertaking to promote and comply with them.

A list of the main agreements and treaties is attached to this Code as Annex I, which shall be updated at all times.

#### **4.3. EMPLOYEE RELATIONS**

GRUP BARCELONESA considers individuals to be a key business component and defends and promotes enforcement of human and labour rights. It is committed to enforcing regulations and good practices in terms of labour conditions and health and safety in the workplace.

The GRUP BARCELONESA will work together to strictly enforce the applicable labour regulations and in the prevention, detection and elimination of irregularities in this regard. In general, the standards and principles of the Code stand out for their simplicity and ease of understanding. Nevertheless, it is essential that there are no questions as to its content and enforcement. Therefore, workers are given the option to ask as many questions as they like and to ask for clarification as often as necessary to ensure optimal comprehension.

All employees are required to act, in their labour relations with other employees, pursuant to the criteria of respect, dignity and fairness, taking into account the differing cultural background of each individual and prohibiting any form of violence, harassment or abuse in the workplace, as well as discrimination based on race, religion, age, nationality, gender or any other personal or social condition outside of qualifications and capability, with special consideration for the attention and labour inclusion of individuals with disabilities or handicaps.

All employees are responsible for strictly abiding by the health and safety standards at work, and for looking out for their own safety and that of other individuals affected by their activities.

The consumption of substances that may affect due compliance with professional obligations is strictly prohibited.

#### **4.4. CLIENT RELATIONS**

All employees are required to act, in their labour relations with clients, pursuant to the criteria of consideration, respect and dignity, taking into account the differing cultural background of each individual and prohibiting any form of discrimination based on race, religion, age, nationality, gender or any other personal or social condition prohibited by law, with special consideration for the attention of individuals with disabilities or handicaps.

GRUP BARCELONESA protects its clients by defining and implementing mandatory standards for all its suppliers in terms of product health and safety, guaranteeing that all the items it sells do not entail any risk to health and/or safety. GRUP BARCELONESA employees will ensure that the aforementioned standards are met, as well as all the other regulations and procedures established by GRUP BARCELONESA.

GRUP BARCELONESA employees, in the course of their commercial activities, will promote GRUP BARCELONESA products based on objective standards without distorting their conditions or characteristics. GRUP BARCELONESA shall carry out its promotional activities in a clear manner in order to not provide any false or deceptive information, or information which may mislead clients or third parties. Likewise, all the promotional and marketing materials will use content that promotes or presents an appropriate image of the purposes sought, preventing the creation of stereotypes that does not represent reality.

All personnel are required to safeguard the security of payment means established by GRUP BARCELONESA to guarantee proper functioning and traceability of invoicing and collection processes, client data protection and fraud prevention.

#### **4.5. MARKET PRACTICES**

GRUP BARCELONESA participates in the market in a loyal manner and does not permit any misleading, fraudulent, or malicious conduct whatsoever.

GRUP BARCELONESA employees shall always carry out searches for commercial or market information in a manner that does not breach the regulations that may protect it. Employees shall reject any information about competitors that is wrongfully obtained or obtained by breaching the confidentiality kept by the lawful owners of such information. Namely, especial attention shall be given to not breaching any company secrets when professionals from other sector companies join GRUP BARCELONESA.

GRUP BARCELONESA employees shall also avoid spreading false or malicious information about GRUP BARCELONESA competitors.

In their relations with third parties, GRUP BARCELONESA employees shall generally avoid making cash payments as well as those made in currencies other than those previously agreed upon. Regardless, payments must comply with the policies defined by the Financial Management Department. Likewise, the following shall be subject to special control: unscheduled payments to or by any third parties not previously mentioned in the corresponding contracts, payments made to bank accounts other than the usual ones used for relations with an given organization or individual, payments made to or by individuals, company, entities or to accounts opened in territories deemed to be tax havens and payments made to organizations whose shareholder, owner or ultimate beneficiary cannot be identified.

Employees shall require compliance with regulations regarding registration processes or product origin declarations, overseeing compliance with the regulations and processes that GRUP BARCELONESA establishes in this context.

#### **4.6. SUPPLIER RELATIONS**

GRUP BARCELONESA employees shall interact with their suppliers of goods and services in a fair, ethical and respectful manner.

The selection of suppliers shall be governed by the principles of objectivity and transparency, aligning the interest of GRUP BARCELONESA to obtain the best conditions with the convenience of maintaining stable relations with ethical and responsible suppliers.

Any and all suppliers working with GRUP BARCELONESA shall undertake to respect the human and labour rights of all employees hired and to involve and convey these principles to its business partners. Under no circumstance shall GRUP BARCELONESA accept the breach of any of these principles.



Purchasing and procurement activities shall be carried out under strict compliance with the current regulations and procedures of GRUP BARCELONESA. All decisions made within this field must be accredited, in the sense that they must be justifiable, demonstrable and verifiable in the event of inspection by third parties or by GRUP BARCELONESA's own control authorities. GRUP BARCELONESA personnel are required to protect sensitive commercial information regarding the conditions established by GRUP BARCELONESA.

GRUP BARCELONESA employees may not solicit or accept from suppliers information related to the conditions established with other companies with which GRUP BARCELONESA competes.

No GRUP BARCELONESA employee may offer, give, solicit or accept, either directly or indirectly, gifts or handouts, favours or compensation, in cash or kind, regardless of the nature thereof, that could influence the decision-making process in connection to the performance of the duties pertaining to their role.

Any gift or handout received in breach of this Code or in breach of the GRUP BARCELONESA Anti-fraud and Anti-corruption Policy shall be immediately returned and this fact reported to the Monitoring Committee. Should return of the gift or handout not be reasonably likely, these shall be delivered to the Compliance Officer who, after issuing the pertaining receipt, shall allocate them to a charity.

Specifically, no GRUP BARCELONESA employee may offer, give, solicit or accept gifts or handouts from any physical or natural person with whom GRUP BARCELONESA has any manner of relation which, singly or added up within a period of one year, have a value which exceeds 100 euros or the equivalent amount in local currency, except for with prior communication or authorisation from the Compliance Officer based on the amount. Cash gifts are expressly prohibited.

To ensure compliance among suppliers with the principles and values undertaken by GRUP BARCELONESA, the former shall have to sign a Statement of Compliance regarding regulatory compliance (GRUP BARCELONESA Suppliers Integrity Analysis Form), by which they undertake, among others, to abide by the values, principles and rules of conduct set forth in the GRUP BARCELONESA Code of Conduct, as well as the Action Guidelines from the GRUP BARCELONESA Anti-fraud and Anti-corruption Policy, and undertake to notify GRUP BARCELONESA, through its communication channels ([organodecontrol@grupbarcelonasa.com](mailto:organodecontrol@grupbarcelonasa.com)), of any incidents of which they are aware in terms of regulatory compliance that could affect GRUP BARCELONESA. Lastly, by signing the Statement of Compliance, the supplier states that it promotes defending the free market and upholds a culture of compliance in terms of the Right to Competition, and specifically supports zero tolerance regarding lack of compliance with the regulations for the defense of competition regarding its employees, executives and representatives.

#### **4.7. RELATIONS WITH AUTHORITIES AND CIVIL SERVANTS**

GRUP BARCELONESA employees shall interact with the authorities and public institutions in the companies where it operates in a legal, ethical and respectful manner and in line with the international provisions for the prevention of corruption and bribery.

Personnel that has relations with public administrations must document decision-making processes and confirm compliance with the applicable internal and external regulations with the aim of allowing third parties and GRUP BARCELONESA control authorities to review regulatory compliance in this context.

As a general rule, no GRUP BARCELONESA employee may offer, give, solicit or accept, either directly or indirectly, gifts or handouts, favours or compensation, regardless of the nature thereof, from any authorities or civil servants, meaning that in this case, the provisions defined in the GRUP BARCELONESA Anti-fraud and Anti-corruption Policy document shall not apply.

The only instances exempt of the aforementioned rule are gifts and tokens of little value that are proportionate and reasonable according to local practices, transparent, given for legitimate interests, socially acceptable, and occasional, to prevent their content or recurrence from leading an independent third party to question the good faith of the employee or of GRUP BARCELONESA. Cash gifts are expressly prohibited.

Each and every employee is responsible for being informed and adequately assessing local practices, taking into account the interest and good reputation of GRUP BARCELONESA. In case of doubt, the Monitoring Committee should be consulted.

In any event, regular practices regarding gifts and tokens shall be adequately monitored, evaluated and recorded by GRUP BARCELONESA.

GRUP BARCELONESA employees shall abstain from making payments to facilitate or expedite processes, these consisting of giving out money or other items of value, regardless of their amount, in exchange for ensuring or expediting the proceedings of a process or action of any nature, in relation to any legal body, public administration or official organism.

Employees shall avoid receiving undue advantages for GRUP BARCELONESA and shall ensure that the information declared to the authorities in this regard is true and accurately reflects the reality of GRUP BARCELONESA. They shall also ensure that assistance requested or received from public administrations is duly allocated and that the application is transparent, without falsifying the conditions for receiving it or allocating it to any use other than that for which it was granted.

In such countries where there are requirements and restrictions regarding international trade, GRUP BARCELONESA employees shall strictly comply with the regulations in force and shall provide the required information on their activities to any authorities which may have requested it.

#### **4.8. CONFLICTS OF INTEREST**

GRUP BARCELONESA employees must avoid situations that could entail a conflict between their personal interests and those of GRUP BARCELONESA. They must also abstain from representing the company and participating or influencing any decision-making in which they

or a related third party, either directly or indirectly, have any personal interest at stake. They may not take advantage of their position at GRUP BARCELONESA to obtain any economic or personal benefit, or any business opportunities.

No GRUP BARCELONESA employee may render services as a consultant, officer, director, employee or advisor to any competing companies, except for such services which may be rendered at the request of GRUP BARCELONESA or with the authorization of the Monitoring Committee.

GRUP BARCELONESA respects the private lives of its personnel and therefore their private decision-making sphere. Within the framework of this policy of respect, employees are urged to report to the Monitoring Committee any personal conflicts of interest or conflicts involving their relatives that could jeopardise the necessary objectivity or professionalism of their position with GRUP BARCELONESA, such that, while respecting the confidentiality and privacy of individuals, relevant measures may be taken for the mutual benefit of both GRUP BARCELONESA and the affected individuals.

Specifically, the following are potential situations of conflict and must be reported to the Monitoring Committee:

- Activities conducted by an employee or by individuals related to them, either directly or indirectly, by themselves or through a company or institution, which are the same, similar or supplementary to the type of activity that GRUP BARCELONESA carries out.
- Activities conducted by an employee or by individuals related to them, either directly or indirectly, by themselves or through a company or institution, which involve the exchange of goods and/or services with GRUP BARCELONESA, regardless of the agreed on system of remuneration.

#### **4.9. EXERCISE OF OTHER ACTIVITIES**

GRUP BARCELONESA employees may only conduct labour and professional activities unrelated to those carried out at GRUP BARCELONESA outside of working hours, provided that these do not entail a reduction in the expected efficacy in carrying out their duties. Any outside labour or professional activity that may affect working hours at GRUP BARCELONESA must be previously authorised by the Monitoring Committee.

GRUP BARCELONESA develops its business model without political interference in those communities where it carries out its manufacturing, distribution and/or sales activities.

Any relationship of GRUP BARCELONESA with any governments, authorities, institutions and political parties shall be based upon the principles of legality and neutrality.

The contributions that GRUP BARCELONESA may make, in cash or in kind, to political parties, institutions and public authorities, shall always be made according to current legislation and ensuring transparency. To this end, they shall always be preceded by a report from the Legal Counsel confirming its legality.

The right of employees to take part in legally recognised political activities is acknowledged, provided that said activities do not interfere with adequate performance of their activity for GRUP BARCELONESA and that these occur outside of working hours and any GRUP BARCELONESA facility such that they are not attributed to GRUP BARCELONESA.

#### **4.10. USE OF GRUP BARCELONESA GOODS AND SERVICES**

GRUP BARCELONESA employees shall use GRUP BARCELONESA goods and services in an efficient manner and shall not use them for personal benefit.

In this regard, under no circumstances shall GRUP BARCELONESA employees use the equipment that GRUP BARCELONESA provides them to install or download programs, applications, or content whose use is illegal, that breach GRUP BARCELONESA regulations or that could harm its reputation. Nor shall they use GRUP BARCELONESA funds or cards to pay for activities that are not related to their professional activity.

Employees shall be aware that the documents and data included in GRUP BARCELONESA IT systems and equipment may be subject to review by the competent GRUP BARCELONESA units or by third parties appointed by the company, where considered necessary and whenever regulations in force so permit.

#### **4.11. CONFIDENTIAL INFORMATION AND PERSONAL DATA PROTECTION**

GRUP BARCELONESA personnel are required to protect the information and knowledge generated under the protection of the organisation, or that which is its property or is under its custody.

Employees shall abstain from using for personal gain any data, information, or document obtained in the course of their professional activity. Nor shall they disclose any information to third parties, except when complying with the applicable legislation, GRUP BARCELONESA regulations, or when expressly authorised to do so. Likewise, they shall not use any confidential data, information or document originating from an third company without its written authorization.

GRUP BARCELONESA personnel undertakes to keep confidential and to use according to the internal regulations in this matter, any data, information or documents obtained in the course of their duties for GRUP BARCELONESA. In general, and unless otherwise indicated, the information to which employees have access shall be deemed confidential and shall be used exclusively for the purposes for which it was obtained.

Likewise, they shall not duplicate, reproduce or use the information for more than what is required for the performance of their duties, and they shall not store it in any information systems that are not the property of GRUP BARCELONESA, other than in the cases and for the purposes expressly authorised.

The confidentiality commitment shall remain in place for a period of five (5) years after cessation of activity with GRUP BARCELONESA and shall entail the requirement to return any materials related to GRUP BARCELONESA that the employee has in their possession at the time that their relationship with GRUP BARCELONESA comes to an end.

GRUP BARCELONESA personnel shall respect the personal and family privacy of all individuals, whether they are an employee or otherwise, whose data is available to said staff. Authorisation to use data shall be granted in connection with specific and justified requests. GRUP BARCELONESA employees shall strictly abide by the internal and external regulations which are established to safeguard correct processing of information and data provided to GRUP BARCELONESA by third parties.

In the collection of personal data on clients, employees, contractors or any other individual or entity that maintains a relationship, contractual or of another nature, all GRUP BARCELONESA personnel must obtain consent, when required, and undertakes to use the data according to the purpose authorised by the person or entity issuing said consent. Likewise, GRUP BARCELONESA personnel shall be familiar with and respect all internal procedures implemented regarding the storage, custody, and access to data, which are aimed at ensuring the different levels of security required pursuant to the nature thereof.

Employees shall report to the relevant department or area any incident they detect regarding information confidentiality or personal data protection.

#### **4.12. INTELLECTUAL AND INDUSTRIAL PROPERTY PROTECTION**

GRUP BARCELONESA is committed to intellectual and industrial property protection for itself and third parties. This includes, among others, author's rights, brands, domain names, reproduction rights, design rights, database extraction and rights to specialised technical knowledge.

GRUP BARCELONESA personnel is expressly forbidden to use the works, creation, or distinctive symbols that are the intellectual or industrial property of third parties without written evidence that GRUP BARCELONESA has the relevant rights and/or licenses to do so.

GRUP BARCELONESA personnel shall adopt the necessary means to protect industrial and intellectual property, ensuring that processes and decisions made in this field are traceable, meaning they are documented and justifiable and verifiable, particularly in terms of the titles of proprietary works, creations, or distinctive symbols and the application of contractual clauses that guarantee the originality and peaceful use of those of third parties.

The industrial and intellectual property resulting from the work of employees during their time at GRUP BARCELONESA, and that which is related to the present and future business of GRUP BARCELONESA, shall be the property of GRUP BARCELONESA.

Only use those brands, images, and texts that are duly authorised by the GRUP BARCELONESA Legal Department, where applicable, shall be used for marketing and publicity purposes.

#### **4.13. OPERATIONS RECORD**

All operations of economic importance that GRUP BARCELONESA carries out shall be listed clearly and accurately in accounting entries that represent a true image of the transactions made. These will be made available to both internal and external auditors.

GRUP BARCELONESA employees will enter the financial information into the GRUP BARCELONESA systems in a clear and precise manner such that these reflect, on the relevant date, the rights and obligations according to the applicable regulations. In addition, they shall safeguard the exactitude and integrity of the financial information which, according to current regulations, must be communicated to the market.

GRUP BARCELONESA undertakes to implement and maintain an adequate internal control system for drafting financial information, thus guaranteeing regular supervision of its efficacy. The accounting entries shall at all times be available to internal and external auditors. To that end, GRUP BARCELONESA undertakes to make available to its employees the necessary training for them to be familiar with, understand and comply with the commitments established by GRUP BARCELONESA in terms of internal supervision of financial information.

#### **4.14. SOCIAL AND ENVIRONMENTAL COMMITMENT**

GRUP BARCELONESA Corporate Social Responsibility, understood as its social and environmental commitment in the course of its activities, is an integral part of if the company's business model.

The social commitment of GRUP BARCELONESA is rooted in carrying out sponsorship, patronage, and charity activities, conducted by the organisation or directed via collaboration with social organisations.

GRUP BARCELONESA undertakes to minimise its environmental impact throughout the entire life cycle of its products up through their final disposal, developing in each step of the design, manufacture, distribution, sale and end-of-use stage, measures to reduce and compensate for said impact.

GRUP BARCELONESA employees shall conduct their activity while promoting social and environmental sustainability, as a channel for responsibly creating value for all its interest groups.

## 5. PREVENTION OF MONEY LAUNDERING

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In accordance with Law 10/2010, of 28 April, on the prevention of money laundering and financing terrorism, any of the following behaviours are included under the term 'money laundering':

- The conversion or transfer of goods, knowing that said goods come from criminal activity or participation in criminal activity, with the aim of concealing or hiding the unlawful origin of the goods or helping individuals who are involved in avoiding the legal consequences of their actions.
- The concealment or cover up of the nature, origin, location, disposal, movement or true property of the goods or rights of goods, knowing that said goods come from criminal activity or participation in criminal activity.
- The acquisition, possession or use of goods, knowing at the time of receiving said goods that they come from criminal activity or participation in criminal activity.
- Participation in any of the referenced activities, intent to commit any of these types of acts, attempts to perpetrate them and the act of helping, instigating, or advising someone to commit them or facilitate their execution.

To prevent this type of conduct, GRUP BARCELONESA has developed a policy for the purpose of only doing business with respectable partners who operate according to the legal provisions and who use resources from legitimate sources. For that same reason, we also monitor all collections and payments, and ensure these are made through open and transparent channels.

Therefore, all employees and executives, as well as third party relations to GRUP BARCELONESA, undertake to not conduct themselves in a way that could breach national and international regulations in this regards, and to report to the Monitoring Committee any conduct that goes against said regulations of which they may be aware or may suspect.

## 6. ENVIRONMENTAL PROTECTION

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GRUP BARCELONESA aims to be a leader in its activity at a global level and is aware of its unique responsibility towards the environment. Therefore, we accept responsibility for ensuring our products environmentally compatible and sustainable.

From the very first development stages of our products, we make sure to use natural resources in a responsible manner and reduce their environmental impact as much as possible, in accordance with the laws and regulations governing the matter.

In addition, we enforce a continuous review process for our products, optimising them as often as possible, as this is part of our commitment to society.

## 7. CODE COMPLIANCE AND THE MONITORING COMMITTEE

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## 7.1. RESPONSIBILITIES REGARDING THE CODE

### **It is the responsibility of all employees to:**

- Always act in accordance with all the applicable laws, the code, regulations and procedures of GRUP BARCELONESA.
- In case of doubt, request counsel or ask for advice from their superior or whomever GRUP BARCELONESA assigns the responsibility of safeguarding dissemination and compliance of the Code of Conduct.
- Participate in the training activities offered by GRUP BARCELONESA.
- Report any case of lack of compliance, either real or potential, as well as the breach of the conducts set forth in this Code so that corrective action may be started. The communication channel specially created for this is listed in section 7.2 of this document.
- Cooperate in a comprehensive and honest manner with GRUP BARCELONESA investigations regarding potential breaches of the Code and other applicable laws.

**In addition, it is the responsibility** of the leadership and directors, understood as any employee who supervises and directs the work of others with the decision-making capacity on behalf of GRUP BARCELONESA:

- To lead by example. Their behaviour must be a model for acting with integrity.
- To ensure that the individuals under their charge understand and have all the resources needed to comply with the requirements of the Code.
- Perform supervisory tasks regarding compliance with the Code for the people they direct.
- Provide support to the employees that ask questions and raise concerns.
- To safeguard those who cooperate in reporting breaches of the Code to ensure they do not suffer retaliation.
- To promote a culture based on compliance and ethics and to make this a priority.

## 7.2. MONITORING COMMITTEE

In order to guarantee compliance with this Code, there is a Monitoring Committee which is comprised of:

- The Head of the Legal Department and Compliance Officer.
- The General Sub-Director.
- The Administrative and Financial Director.
- The Human Resources Director.

The Monitoring Committee may act of its own initiative or at the request of any GRUP BARCELONESA employee, client, supplier or third party with direct relation and legitimate commercial or professional interest, by means of communication made in good faith.



To that end, communications made in relation to this Code, whether they contain reports of lack of compliance or questions regarding its interpretation or enforcement, can be sent to GRUP BARCELONESA via any of the following means:

- Postal mail to address: Calle Crom nº 14, Polígono Industrial Famades, 08960 Cornellá de Llobregat (Barcelona), for the attention of the Monitoring Committee.
- By email to any of the following emails addresses:  
**[organodecontrol@grupbarcelonesa.com](mailto:organodecontrol@grupbarcelonesa.com)**  
**[responsabilidadpenal@grupbarcelonesa.com](mailto:responsabilidadpenal@grupbarcelonesa.com)**
- Physical letterbox for this purpose located in the headquarters of GRUP BARCELONESA, at address: Calle Crom nº 14, Polígono Industrial Famades, 08960 Cornellá de Llobregat (Barcelona), for the attention of the Monitoring Committee.

The Monitoring Committee responds to the Joint and Several Administrators has the following basic functions:

- To monitor compliance and internal circulation of the Code among all the GRUP BARCELONESA personnel.
- To receive all manner of written correspondence related to the enforcement of the Code and to send these, where appropriate, to the relevant GRUP BARCELONESA department or entity for processing and resolution.
- To monitor and supervise the management and resolution of any and all files.
- To resolve any questions that arise from enforcement of the Code.
- To propose to the Joint and Several Administrators any clarifications or regulations thereof which enforcement of the Code may require, and at least, one annual report to analyse its enforcement.
- To supervise the Communication Channel and compliance with its procedure.

In performing its duties, the Monitoring Committee shall guarantee:

- The confidentiality of all the data and records handled and of acts carried out, unless the disclosure of said information is required by law or judicial order.
- The thorough review of any data, information or document that originated its action.
- The commencement of proceedings that fit the circumstances, wherein it shall always act independently and with full respect for the rights of the affected individual to be heard as well as of the presumption of innocence.
- Indemnity of any communicant as a result of presenting requests or complaints in good faith to the Committee.

The Monitoring Committee shall have the necessary means to guarantee enforcement of this Code.

The decisions of the Monitoring Committee shall be binding to GRUP BARCELONESA and for employees.

## 8. CODE PUBLICITY

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The Code shall be available to all employees in their own language, and remain posted the GRUP BARCELONESA WEBSITE ([www.grupbarcelonesa.com](http://www.grupbarcelonesa.com)) and shall be subject to the appropriate communication, training and awareness-raising actions for proper comprehension and implementation throughout the entire organisation.

## 9. PENALTY PROCEDURES.

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GRUP BARCELONESA shall impose necessary disciplinary measures, according to current legislation, to ensure effective enforcement of this Code.

When the Monitoring Committee determines that a member of GRUP BARCELONESA has breached the Code, it shall hand over to the Human Resources Department the enforcement of disciplinary measures according to the misconduct and disciplinary scheme set forth in the applicable collective bargaining agreement and the Workers' Statute, Article 54, which states that lack of discipline or disobedience at work, breach of contractual good faith, as well as breach of trust in the performance of duties, among others, shall be considered very serious breaches of contract.

The violation of regulations regarding competition could even lead to termination for disciplinary reasons of the employee.

The relevant legal or disciplinary penalty shall not only apply to the primary individual who breaches the Code, but also those who actions or lack thereof sanction the conduct that infringes upon the Code or have knowledge about said infractions and do not report them via the channels provided by the company for this purpose.

All the above is established without prejudice to the civil, penal or any other type of action that may be undertaken in addition to the workplace penalty against any GRUP BARCELONESA member, whether worker or executive, due to their conduct.

## ANNEX I. TERMINOLOGY

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For the purposes of this Code, the following are understood as:

- **GRUP BARCELONESA.**- Refers to Holding JOAN COLLELL PASCUAL S.L. as well as all its dependent companies around the world, with Headquarters at Calle Crom nº 14, Polígono Industrial Famades, 08960 Cornellá de Llobregat (Barcelona).
  
- **Personnel or employees.**- All officers, directors and other employees, regardless of their employment agreement, when they act in such capacity, that is, for and on behalf of GRUP BARCELONESA, both directly and indirectly, of their own accord or through a third party or by means of any company or other kind of controlled entity.
  
- **Related person.**- Any individual who is found to be in any of the following situations with GRUP BARCELONESA personnel:
  - Spouse or individual with a similar affective relationship.
  - Progenitor, descendant or sibling.
  - Progenitor, descendant or sibling of the spouse or individual with a similar affective relationship.
  
- **Suppliers.**- The suppliers or goods and services that maintain direct commercial relationships with GRUP BARCELONESA.
  
- **Business partners.**- Companies engaged in business relationships with GRUP BARCELONESA via the creation of any type of joint company.