

ANTI-CORRUPTION POLICY



Date of approval and registration of changes to the document

Version	Date	Description
1.0.	11/26/2022	Approval by the Compliance Office.
2.0.	06/20/2023	Approval by the Board of Directors: update of the Internal Information Channel (Law 2/2023).
3.0.	08/08/2024	Approval by the Board of Directors: update of Phase 1 of the certification process for the Criminal <i>Compliance</i> Management System in accordance with UNE 19601:2017.
4.0.	09/25/2025	Adaptation of the Compliance Office: correction of terminology and format.

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1. PREVENTING AND FIGHTING CORRUPTION: EVERYONE'S DUTY

1.1. What does "corruption" mean?

"**Corruption**" means any conduct intended to request, grant, or receive an unjustified gift, benefit or advantage in exchange for obtaining favorable treatment.

Corruption may be:

- **Private**, if the person who requests and/or in favor of whom the gift, benefit or advantage is granted is a director, administrator, employee or collaborator of a commercial company, association, foundation or organization.
- **Public**, if the person who requests and/or in favor of whom the gift, benefit or advantage is granted is a national or foreign government official.

1.2. Objective scope

This Policy provides the principles and guidelines of conduct that Members of the Organization and third parties related to PERSÁN (hereinafter also referred to as the "**Organization**") must follow at all times while conducting their own activities and activities related to PERSÁN, in order to prevent any acts that could be classified as corrupt, and which could result in criminal liability for the legal entity under Article 31 bis of Spanish Criminal Code.

Consequently, all members of PERSÁN, and all third parties in relation to PERSÁN, must be committed to compliance with this Policy, and with all ethical values and principles of conduct that PERSÁN has adopted as guidelines by creating our Compliance Program, in the framework of which this Policy is included.

1.3. Subjective scope

This Policy is addressed to all Members of the Organization, i.e., employees, executives, and members of the Board of Directors of PERSÁN, regardless of their role and geographical location. It also applies to third parties related to the Organization, in order to ensure that they can understand the position of PERSÁN towards non-compliance, our ethical commitments, as well as adhere to them.

That is why all PERSÁN members, and all third parties associated with it, must commit to complying with its Criminal *Compliance* Management System, as well as committing to complying with the ethical values and principles of conduct that PERSÁN has adopted as guidelines.

1.4. What is the purpose of this Policy?

This Policy arises from the commitment of PERSÁN to prevent behaviors that may lead to potential crimes according to the provisions of Spanish Criminal Code and that are clearly contrary to the values of PERSÁN.

This Policy is intended to serve as guidance for all officers, employees, suppliers and other partners of PERSÁN, with the aim that together we can contribute to the creation, development and consolidation of **ethically sustainable business policies**, that ensure **free and fair competition** in the market.

All members of PERSÁN and third parties who operate with us have the responsibility to comply with the provisions of this Policy.

2. EXPENSES AND GIFTS

2.1. What is considered a "gift"?

For the purposes of this Policy, a "gift" shall be any property that has been promised, offered, provided, requested and/or accepted by the Board of Directors, officers or employees, directly or through a third party, as well as external collaborators of PERSÁN, when acting on behalf of PERSÁN.

2.2. When can we accept and/or give gifts?

No member of PERSÁN may offer, grant, request or accept, directly or indirectly, gifts or gratuities, favors or compensation, in cash or in kind, regardless of their nature, that may influence the decision-making process in relation to the performance of their job functions.

Any gift or gratuity received in violation of this Policy must be immediately returned and reported to the Compliance Office. In the event that it is not reasonably possible to return the gift or gratuity, it shall be given to the Human Resources Department, which shall use it for purposes of social interest after issuing the relevant receipt.

The **general guidelines** applicable to those people that must comply with this Policy are as follows:

1. **Reasonable value.** Any advantage or benefit offered/received in the context of legitimate sales promotion must have a reasonable and proportionate value in the circumstances, in accordance with social usage and custom.
2. **Express prohibition on gifts to Government Officials or Public Authorities.** Under no circumstances may any Member of PERSÁN offer, grant, request or accept, directly or indirectly, gifts or gratuities, favors or compensation, regardless of their nature, to or from any **public authorities or government officials** (councilors, authorities, senior officials or any

person or institution associated with any political party, government officials and employees, national or foreign, leading political parties, public officials or candidates for such public offices).

3. **The only waiver** to the aforementioned provision are gifts and entertainment that are proportionate and reasonable based on local practice, transparent, given for legitimate interests, socially acceptable, and occasional, i.e. in response to occasional attentions, such as Christmas presents, to prevent their content or frequency could make an independent third party question the good faith of the employee or PERSÁN.
4. **Rejection of luxuries.** With respect to the foregoing, and regardless of the real economic value of the benefit or advantage in question, the offering/receipt of entertainment or gifts generally considered to be ostentatious or purely luxurious should be avoided, as such actions would compromise the guarantees of independence of the person who receives them.
5. **Cash gifts are expressly prohibited.** It is forbidden to make/receive payments in cash, as well as payments with any type of prepaid card, gift cards from third party establishments, etc., since this type of gratuity entails opacity for the prevention of non-compliance with corruption, tax evasion or money laundering regulations.

When giving/receiving gifts, you must act in accordance with the principle of transparency and publicity, so that third parties can never perceive the gift as an attempt to bribe or coerce the will of the recipient. Likewise, when you accept and give gifts that comply with the above standards, you must also report it to the Compliance Office.

All Members of the Organization shall be required to keep a record of gifts received or given, and shall report gifts received or given to the head of the relevant department on a half-yearly basis (using the templates indicated below). Similarly, at the end of the financial year (31 December each year), the head of each department shall report their own reports and those received from their staff to the Compliance Office.

The offer, promise, provision and/or acceptance of gifts, gratuities, entertainment, personal benefits and/or economic compensation **shall never be admissible** when:

- They are given for the purpose of bribery.
- The intention is to influence the recipient to adopt, fail to adopt or delay the adoption of decisions that may compromise their impartiality and good judgment.
- They are given in the context of or immediately after a public or private procurement or tendering process in which PERSÁN participates, or in the

context of or immediately after inspection, court or grant award procedures..

- They do not meet all the requirements and conditions set forth in this Policy.

Likewise, it is expressly prohibited to provide your personal address or any other address other than that of PERSÁN to suppliers and other external collaborators for the receipt of gifts subject to this Policy.

When you give or accept gifts which have been expressly authorized by the Compliance Office, you will record this in writing by completing the relevant form. The form is attached to this Policy as **Annex I** (for giving gifts) or **Annex II** (for accepting gifts) and must be signed by the Member of PERSÁN.

2.3. What about *merchandising* products?

The **offering and/or acceptance of *merchandising* products is permitted**, namely those objects that incorporate distinctive signs and have a commercial, promotional, or symbolic dimension.

2.4. What about promotional expenses?

The **Marketing Department** will have an annual budget for promotional expenses, including the allocation of resources for the organization of events and promotional campaigns.

If any portion of the promotional expenses is used to give gifts to customers, suppliers and other business partners, the provisions of Section 2.2 of this Policy shall apply accordingly.

The **Marketing Department** shall document the promotional expenses incurred.

2.5. Are donations to charity and sponsorships allowed?

may grant financial aid and sponsor causes for legitimate purposes, including charitable projects, sport and cultural events, etc., only if such donation or sponsorship has been subject to **prior notification to and approval** by the Compliance Office, which will also answer any questions you may have about this.

Notwithstanding the above, any donations made by PERSÁN to the PERSÁN FOUNDATION, an entity founded by PERSÁN, shall be considered to have been made, if applicable, through the business channels established by PERSÁN's management and shall therefore not require prior approval by the Compliance Office.

2.6. What about donations to political parties?

Donations to political parties and trade unions are understood to be monetary or in-kind contributions (including the provision of facilities, products, or services)

made with the intention of supporting political parties, candidates, or political initiatives.

It is expressly **forbidden any kind of donation**, direct or indirect, **to political parties or trade unions** on behalf of PERSÁN, or where it may be suspected that it is made for the benefit or at the expense of PERSÁN.

3. CONFLICTS OF INTEREST: HOW SHOULD WE ACT?

What is a conflict of interest?

A conflict of interest arises when the interests of the Organization may be compromised by the personal interests of one of its members, partners, employees, executives, or members of its Board of Directors, in such a way that objectivity is lost. In the event of a specific activity or transaction in which a member of the Organization finds themselves in a real or potential conflict of interest, they must immediately report this situation to the Compliance Office so that it can advise them on how to proceed.

Staff and people related to the company must **avoid conflicts of interest**. The **interests of PERSÁN must have priority** over individual interests at all times. For these purposes:

- Any Member of the Organization who does business or intends to do business with a business partner on behalf of PERSÁN must report in writing any conflict of interest on their part or on the part of any person related to them that may arise from the conduct of such business.
- In all cases where individuals subject to compliance with this Policy find themselves in a situation that could potentially be a conflict of interest, they should contact the Compliance Office for advice on how to proceed.
- Additionally, employees who, due to their position or role in the company, must make financial or strategic decisions, shall request authorization from the Compliance Office for making payments and/or contracting with companies, associations or charities that are not part of PERSÁN and of which they are administrators, directors, officers, and/or advisors.

4. RELATIONS WITH THIRD PARTIES

4.1. What is the procedure for selecting and contracting with potential suppliers?

PERSÁN is committed to establishing and maintaining business relations only with **qualified, reliable and honest suppliers**. In order to comply with this commitment, PERSÁN must implement reasonable measures to verify the qualification and reliability of each supplier before entering into binding business relations.

To ensure the highest standards of impartiality and objectivity in the selection of suppliers, the following minimum requirements must be met:

- **Have sufficient offers** that meet the requirements of the relevant area and the relevant supplier contracting policies or procedures.
- **Comply with supplier evaluation processes and encourage**, as far as possible, **the invitation of new bidders**. A record must always be kept of who the bidders are and the bids they have made.
- **Select the most appropriate offer** according to the criteria that have been previously established.

All purchases of goods or services must be documented by means of the corresponding contracts, which must be filed in the corresponding register once they have been finalized.

There must be a register containing purchase orders, supplier files, corresponding invoices, and finally signed contracts.

Additionally, in the event that suppliers request payment of their invoices by bank transfer to current accounts other than those usually listed in the company's records, PERSÁN will require, prior to payment, a bank certificate attesting to the ownership of the supplier's new account, which is included as **Annex III** of this Policy, and telephone confirmation of the bank account number.

4.2. Can I interact and/or negotiate with the public sector on behalf of PERSÁN?

Only persons expressly authorized by PERSÁN may deal and/or negotiate with public officials, both national and international, in accordance with the powers granted to them in each case.

In any case, so-called "**facilitation payments**," whose purpose is to expedite procedures, routine official acts, or facilitate the provision of a service, are prohibited, even if they are not intended to obtain an undue benefit.

5. COMPLIANCE WITH THIS POLICY

5.1. Do I have to comply with the rules contained in the Compliance Policy?

This Policy was approved by the PERSÁN Compliance Office on November 26, 2022, the date of its entry into force.

Its content is **mandatory** for PERSÁN Members.

Failure to comply may result in PERSÁN initiating the corresponding **disciplinary proceedings** and, where appropriate, applying the corresponding sanctions, in accordance with the seriousness of the breach and within the applicable legal framework in accordance with the Workers' Statute and Collective Agreements.

Any person who is a member of or related to PERSÁN (in particular, business partners, but also any third party outside the Organization) who becomes aware of any breach of this Policy must immediately report it to the Compliance Office through the designated ethical channel: <https://persan.integrityline.com/>

ANNEX I. GIFT AND GRATUITY PROVISION REPORTING FORM

Name of the person who gives the gift	
Position and Department in the Organization	
Full description of the gift and/or gratuity	
Approximate value of the gift and/or gratuity	
Recipient of the gift and/or gratuity, indicating name, surname, organization and position	
Are you aware of any gifts and/or gratuities given to the same entity or recipient by PERSÁN staff during the past twelve months?	
Reason for giving the gift and/or gratuity	
Expected date of delivery of the gift and/or gratuity	

This form is accompanied by a document certifying the value of the gift and/or gratuity in question.

Signed: [*The employee*]

ANNEX II. GIFT AND GRATUITY ACCEPTANCE REPORTING FORM

Name of the employee/officer who receives the gift	
Position and Department in the company	
Full description of the gift and/or gratuity received	
Approximate value of the gift and/or gratuity	
Person who gives the gift and/or gratuity, indicating name, surname, organization and position.	
Are you aware of any gifts and/or gratuities having been accepted from the same entity or the same issuer by PERSÁN staff during the past twelve months?	
Date of receipt of the gift and/or gratuity	

Signed: [*The employee*]

ANNEX III. SUPPLIER/BUSINESS PARTNER BANK ACCOUNT CHANGE REQUEST PROCEDURE

PERSÁN suppliers or business partners who wish to change their bank account for invoice payments must request this in writing by submitting the following form and accompanying it with a **bank certificate proving their ownership of the bank account** to which the change is requested (issued within the previous twelve months), together with **telephone confirmation of the bank account number indicated**.

The **Compliance Office** will be responsible for filing both the forms and the corresponding bank certificates.

BANK ACCOUNT CHANGE REQUEST FORM

Name of supplier/business partner	
ID/Tax ID	
Current bank account number	
Bank account number to which you wish to change	
Bank of the new account to which you wish to change	
Do you confirm that you are the account holder of the bank account to which you wish to make the change?	

This request to change bank accounts can only be made if accompanied by a certificate of bank ownership and telephone confirmation of the account to which the change is to be made.

The supplier/business partner hereby submits a copy of the bank certificate issued on ____ of _____ of _____, by the entity _____, which certifies the applicant's ownership of the bank account to which they wish to make the change.

Name of supplier/business partner:

In _____, on _____ of _____ of _____

(Signature of the supplier/business partner)