

CITRI&CO

**COMPLIANCE AND
CRIMINAL RISK
PREVENTION POLICY**

CITRI&CO

Version	Approval by SR&E Committee	Approval by Managing Director
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Important information on this document

Policy Identification	COMPLIANCE AND CRIMINAL RISK PREVENTION POLICY
Scope of Application	Global
Code of Ethics section developed	Section 4
Personnel involved	All Citri&Co members and its subsidiary companies
Main monitoring responsible person	Social Responsibility and Ethics Committee

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1. Introduction

CITRICO GLOBAL's (hereinafter "CITRI&CO or "the organization") position of leadership and excellence is the result of our daily work and efforts. However, the inappropriate behavior of just one senior manager or person fulfilling a role for any of the companies that are part of CITRI&CO could damage our image and reputation in a very short time frame. Therefore, we must actively prevent and avoid such possibility. It is critically important that all the members of the Organization, Advisors, senior managers and employees, regardless of their geographic location or role, perform their duties with a strong commitment to the current regulations and legislation, our ethical principles, as well as our policies, procedures and controls.

Additionally, after the reform to the 2010 Criminal Code (OL 5/2010), and particularly, after the amendment operated by Organic Law 1/2015, a need arises for organizations to have criminal risk prevention models in place. Based on that, CITRI&CO's Board of Directors –on behalf of the entire Organization– has been promoting and developing our compliance and criminal risk prevention model, in line with the principles set forth, together with the criminal regulations in (i) the jurisprudence established by the Second Room of the Supreme Court dealing with such matters; (ii) the interpretations and considerations included in General Prosecutor's Office Circulars 1/2011 and 1/2016; and (iii) the principles set forth in ISO 19600, 37001 and 19601 Standards.

Thus, this Compliance and Criminal Risk Prevention Policy (hereinafter "**the Policy**") constitutes the reference framework for the compliance and criminal risk prevention model existing in CITRI&CO, concerning professional relations and activities developed by its administrators and employees when fulfilling their work responsibilities.

Based on the foregoing, we should all be aware of, and comply with, both the spirit as well as the meaning of this Policy, which constitutes the key foundations of CITRI&CO's compliance, whose control corresponds to the Board of Directors and governing bodies of the Organization, through the Compliance Body.

2. Objective

By means of this Policy, CITRI&CO and its Board of Directors wish to bring to the knowledge of all the people who are part of the Organization, as well as third parties related thereto, an unequivocal message against any unlawful, criminal act or of any other nature, even when such act could result in a present or future benefit of any kind.

3. Scope of Application

This Policy has a binding nature and is applicable to of CITRI&CO's employees, managers, legal representatives and administrators in-fact or administrators in-law and, in general, with no exception and regardless of their position, responsibility or job, to all the Company personnel (hereinafter the "**Personnel**").

On the other hand, those people who act on behalf of CITRI&CO while not being part of the organization, shall comply with the provisions of the present Policy, and shall do their best efforts to promote its compliance in the companies they belong to and from which they represent CITRI&CO.

4. Principles of Action

Regardless of the provisions stated in the organization's ethical-corporate regulations, the core principles that shall govern this Policy include:

- **Compliance with the Legislation and Internal Regulations:** Compliance with Law and zero tolerance towards the commission of unlawful acts constitutes one of CITRI&CO's core principles, hence the Personnel's prime and inexcusable duty is to comply both with current legislation and the Organization's internal regulations that are applicable to the fulfillment of their roles and professional responsibilities.
- **Independence and Transparency of our Relationship with Third Parties:** Independence and transparency are indisputable values for CITRI&CO; therefore, all the Personnel shall always conduct themselves in an impartial way, maintaining an independent criterion and remaining unrelated to any external pressure or particular interest.

- **Respect for CITRI&CO's Image and Reputation:** The Organization considers respect for CITRI&CO's image and reputation as one of its most valuable assets that help create the perception of an upright company respectful of its customers, workers, suppliers, society and its assets.

The Personnel shall be extremely careful and duly diligent in preserving the image and reputation of CITRI&CO in all its professional activities, including public intervention.

- **Appropriate Policies and Procedures:** The Organization shall have suitable procedures and protocols in place for its operation and structure, in order to reasonably prevent the different risks posed by its activity.
- **Human and Financial Resources:** The Organization shall ensure that the Compliance body has sufficient resources, including technological resources, if necessary, in order to be able to effectively comply with Art. 31 bis of the Criminal Code concerning the prevention of criminal acts.
- **Ongoing Supervision and Follow-up:** All the Personnel, and particularly those who hold responsibility positions, shall promote and engage in the processes established for self-control and verification of CITRI&CO's policies, procedures and protocols.
- **Obligation to Report Potential Unlawful Behaviors:** With the purpose to prevent, or otherwise detect, any irregular behavior that may take place at CITRI&CO, all the Personnel is required to inform and report possible risks or infringement of the Organization's internal regulations and/or any act that may be considered unlawful or criminal and which the Personnel is aware or suspects of, through CITRI&CO's Reporting Channel.

When said unlawful behaviors are verified, CITRI&CO shall apply, proportionally and accurately, the relevant disciplinary sanctions.

5. Foundations for the Compliance and Criminal Risk Prevention Model

CITRI&CO's compliance and criminal risk prevention model is included in the Organization's Compliance and Criminal Risk Prevention Manual and is built on the analysis, control and monitoring of potential risks that may impact on CITRI&CO's activities, followed by a compilation of the procedures and controls existing in the company, aimed at preventing, detecting and punishing the commission of such unlawful acts.

Further, within the framework of the compliance and criminal risk model, a series of organizational measures and regulations have been taken; training has been delivered on the matter; and the need to set forth action plans including planned ongoing improvements and updates has been established. All this with the ultimate goal to promote and enhance a true compliance culture capable of reflecting our corporate ethics, strength our control mechanisms and reduce the likelihood of the commission –directly or indirectly– of criminal acts within the Organization.

CITRI&CO's compliance and criminal risk prevention model rests on four core principles:

✓ Prevention

The elements of the compliance and criminal risk prevention model aimed at preventing the materialization of non-compliance risks are the following:

- Compliance Body: This is the internal and permanent governing body in charge of, among others, the following functions: (i) doing the follow-up of the monitoring measures of the compliance and criminal risk prevention model; (ii) promoting the regular updating of such model in order to adapt it to the Organization's internal changes, as well as those taking place in the regulatory environment where the Organization operates; and (iii) doing the follow-up of the training actions directed to CITRI&CO's employees.
- Criminal Risk Identification and Associated Controls: This is a compilation of the criminal risks affecting CITRI&CO's operation, alongside with the existing (general and specific) controls enabling the mitigation of risks that may arise.
- Compliance and Criminal Risk Prevention Manual: Its purpose is to ensure an effective ethics and compliance culture within the Organization, as well as the effectiveness of control procedures and standards that minimize the risk of unlawful behaviors by CITRI&CO's Personnel.

- Internal Policies, Procedures and Protocols: For the comprehensive management and control of the Organization's non-compliance risks.
- Training on and Dissemination of CITRI&CO's Compliance and Criminal Risk Prevention Model: In order to promote its dissemination among CITRI&CO's professionals, the Compliance body shall develop and approve internal communication plans and actions.

✓ **Detection**

The elements of the compliance and criminal risk prevention model aimed at detecting the materialization of non-compliance risks are the following:

- Reporting Channel: CITRI&CO has a Reporting Channel that allows employees to inform of any potentially significant irregularities that, in their opinion, entail an infringement of the principles included in the compliance and criminal risk prevention model.

✓ **Reaction**

The elements of the compliance and criminal risk prevention model aimed at reacting to the materialization of non-compliance risks are the following:

- Disciplinary Procedure: Non-compliance with the regulations included in CITRI&CO's compliance and criminal risk prevention model shall lead to disciplinary sanctions, based on the current labor law, regardless of the administrative or criminal sanctions that may respectively result therefrom.

✓ **Follow-up**

The elements of the compliance and criminal risk prevention model aimed at the appropriate follow-up and supervision thereof are as follows:

- Follow-up, Supervision and Monitoring Model of the Compliance and Criminal Risk Prevention Model:
The main purpose of the supervision and follow-up system is to continuously validate the implementation of CITRI&CO's compliance and criminal risk prevention model, allowing to regularly check the efficacy of the existing policies, procedures and controls, as well as the evolution thereof, so that the Organization has an overall vision of its compliance and criminal risk prevention model,

allowing to take the actions required to ensure its suitability and efficacy in the development of its criminal risk prevention, management and control functions.

6. Policy Review, Approval and Dissemination

This Policy, as well as the compliance and criminal risk prevention model, shall be subject to ongoing review and improvement, particularly when so required by regulatory, social and corporate circumstances, or situations of any other nature. In any case, they shall be subject to an annual review.

This Policy has been approved by the Board of Directors, and made available to all the Personnel on the corporate Intranet and announcement board for the compulsory compliance thereof.
