Principles of CaixaBank Payments & Consumer's Criminal Compliance Policy

Level 1: Board of Directors

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Compliance

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1. Introduction

1.1 Background

On 23 June 2010, Act 5/2010 was published in the Official State Gazette (BOE) amending Act 10/1995 on the Criminal Code, which came into force on 23 December 2010. This reform included the introduction of the liability of legal entities into the jurisdiction of the criminal courts, representing a step forward in the harmonisation of European regulations and regulating a situation that called for specific criminal penalties for crimes committed by certain individuals within a corporate/business structure.

The Criminal Code was further amended by Act 1/2015, which came into force on1 July 2015. This new reform improved techniques in the regulation of the criminal liability of legal entities in order to appropriately delimit the content of '*due control*', where this means a serious breach of the duty to supervise the company's employees providing grounds for criminal liability.

Nonetheless, if the company has a **crime prevention programme** which lessens the risk of criminal offences being perpetrated and a supervisory body for that prevention programme which meets certain requirements, it will be exempt from criminal liability. The reform also covers who can be held criminally liable, specific offences that may trigger criminal liability and the penalty system, setting out comprehensive regulations in this area.

Likewise, Act 1/2019 came into force on 13 March 2019, amending the Criminal Code to implement European Union Directives on finance and terrorism in Spanish law and address international issues.

In 2021, the Criminal Code was amended as a result of the entry into force of Act 6/2021 of 28 April, which adds two new aggravating factors for the crime of money laundering, and Act 8/2021 of 4 June on comprehensive protection for children and adolescents against violence, which implements Articles 3(2) to (4), 6 and 9(a), (b) and (g) of Directive 2011/93/EU of 13 December 2011 on combating the sexual abuse and sexual exploitation of children and child pornography.

Subsequently, in 2022, the Criminal Code was amended again as a result of the entry into force of:

- Act 9/2022 of 28 July establishing rules facilitating the use of financial and other information for the prevention, detection, investigation or prosecution of criminal offences.
- Act 10/2022 of 6 September on the comprehensive guarantee of sexual freedom, which provides for the obligation of companies to promote working conditions which prevent the commission of offences and other conduct against sexual freedom and moral integrity at work.
- Act 14/2022 of 22 December on the implementation of European directives and other provisions for the adaptation of criminal legislation to European Union law, and reform of offences against moral integrity, public disorder and dual-use weapon smuggling. For the continuous evolution of its Crime Prevention Model, CaixaBank has as its main priority in business and management decisions the consolidation of a culture of compliance in accordance with the highest normative and regulatory standards.

Finally, in 2023, the latest reform of the Criminal Code was published following the entry into force of:

- Act 2/2023 of 20 February regulating the protection of people who report on regulatory violations and anti-corruption.
- Act 3/2023 of 28 March amending Act 10/1995 of 23 November of the Criminal Code on animal abuse.
- Act 4/2023 of 27 April amending Act 10/1995 of 23 November of the Criminal Code on crimes against sexual freedom, the Criminal Procedure Act and Act 5/2000 of 12 January regulating the criminal responsibility of minors.

1.2 Scope

In this scenario, it is therefore essential to review the existing control, regulatory compliance and criminal prevention systems to help ensure CaixaBank Payments & Consumer and its main investees do not incur any such liability and make sure that the organisational and management model covers the following main aspects: (i) the existence of a body with independent powers of initiative and control to supervise the operation of and compliance with this prevention model; (ii) the naming of all the company's activities that could lead to the commission of offences that need to be prevented (risk map); (iii) the implementation of protocols or procedures that specify the process of forming the legal entity's intentions, adopting decisions and executing them in relation to those intentions; (iv) putting in place appropriate resource management models to prevent the commission of offences that need to be prevented; (v) the obligation to report possible risks and non-compliances to the body responsible for monitoring the operation of and adherence to the prevention model; (vi) a disciplinary system that appropriately penalises failure to comply with the measures set out by the model, and (vii) regular review of the model and its organisation, control structure or activity undertaken.

In line with the above, criminal risk is included in the Corporate Risk Catalogue as a Level 2 risk under conduct and compliance risk, and is continuously monitored and evaluated by the regulatory compliance function.

1.3 Purpose

The goals of these General Principles are mainly:

I. To communicate to all employees, managers and members of the Governing Bodies of CaixaBank Payments & Consumer and its main investee companies, as well as Associated Persons who have dealings with it, the firm commitment to act in accordance with the legislation in force. This commitment is based on compliance with applicable laws and regulations, as well as on promoting and upholding the corporate values and principles of conduct set out in the Code of Ethics. Accordingly, this Policy reaffirms the commitment to maintain a strict compliance approach in criminal matters.

II. To establish a general framework for the Company's Criminal Prevention Model and adapting it to conform to new regulations. The Model comprises a set of measures aimed at preventing, detecting and responding to criminal conduct, and identifies the criminal risks and controls implemented to mitigate them.

III. To assure shareholders, customers, suppliers, courts and society in general that CaixaBank Payments & Consumer and its main investees comply with their duties of supervision and control of their activities, establishing appropriate measures to prevent or reduce the risk of crimes being committed and ensuring that appropriate legal control is exercised over directors, officers, employees and other associated persons.

Additionally, CaixaBank Payments & Consumer has defined:

- The criminal offences which in accordance with the Spanish Criminal Code may be attributable to legal entities in Spain. Here it makes a distinction between, firstly, offences whose potential risk of commission, based on the corporate purpose and ordinary business carried out by CaixaBank Payments & Consumer as a financial institution largely engaged in the provision of consumer finance and payment method services and the rest of its main investees, might be higher and, secondly, other conduct that may have criminal relevance because it is associated in Spanish legislation with potential commission by legal entities.
- The accessory offences set out in Article 129[1] of the Criminal Code and what are called "ad intra" offences.[2].

2. Scope of application

These General Principles of CaixaBank Payments & Consumer's Criminal Compliance Policy (hereinafter, 'The General Principles') apply to employees, officers, directors and members of the governing bodies of CaixaBank Payments & Consumer and its main investees.

These General Principles are derived from the Corporate Criminal Compliance Policy, whose section 2 provides for the option that the governing bodies of CaixaBank Group companies may make the decisions required to integrate the provisions of this Policy. In keeping with the principle of proportionality, the governance framework will be adapted to the characteristics of their structure of governing bodies, committees and departments, and their principles of action, methodologies and processes to those described in this document.

The Corporate Criminal Compliance Policy specifies that this integration may prompt the Group company to approve its own policy and consequently its General Principles. Approval is required in those Group companies that need to adapt the provisions of this Policy to their own circumstances, whether in terms of matter, jurisdiction or the relevance of the risk in the Group company. This has been deemed appropriate in the case of CaixaBank Payments & Consumer and its main investees, considering their specific characteristics and also how the criminal compliance model has evolved in CaixaBank Group companies. Until this decision has been made, CaixaBank Payments & Consumer and its main investees have adhered to the corporate criminal compliance policy.

Similarly, in the case of CaixaBank Payments & Consumer's Portuguese branch, this also entails the approval of its own criminal compliance policy by its Management Committee in conformity with Portuguese legislation and regulations.
CaixaBank's compliance function, given its corporate nature, will ensure that the integration of these General Principles is proportionate with the corporate criminal compliance policy and that there is consistency throughout the CaixaBank Group.

Lastly, these General Principles, in addition to being corporate for the CaixaBank Payments & Consumer Group, are also regarded as the general principles of CaixaBank Payments & Consumer.

[1] Article 129 of the Criminal Code refers to companies, organisations, groups or any other type of entities or groups of people not included in Article 31(a) because they do not have legal personality in which, with their collaboration or through or by means of them, crimes are committed not subject to the criminal liability system for legal entities but rather one or several consequences accessory to the penalty for the perpetrator of the crime. These consequences are the same as the measures envisaged in cases of the criminal liability of legal entities.

[2] Relevant criminal risks at the sector level in view of the activities carried out by CaixaBank Payments & Consumer and its main investees. In particular, they refer to crimes concerning unfair administration, misappropriation, misrepresentation of documents and corporate offences.

For the purposes of this General Principles, the companies in the CaixaBank Payments & Consumer Group are part of the **Scope** when they meet the following conditions majority holding, control and long-term commitment by CaixaBank, existence of a structure at the company and activity related to CaixaBank's business. The long-term commitment condition will cease to apply if two years after the decision not to include it in the Scope, a subsidiary continues to be part of the CaixaBank Group.

CaixaBank Payments & Consumer will oversee and coordinate the implementation of the corporate crime prevention model in the companies reporting to it. CaixaBank Payments & Consumer Group companies will be subject to review at least on an annual basis to verify compliance with the requirements for their inclusion in the Scope.

Likewise, section 4 of these General Principles will be applicable to all Associated Persons[3] related to the CaixaBank Payments & Consumer Group, including in particular intermediaries and agents acting on behalf of the Company, specific circumstances permitting, to ensure compliance with the law and conduct in accordance with due diligence.

These General Principles do not alter the working relationships between CaixaBank Payments & Consumer Group companies and their employees and nor may they be interpreted as an employment agreement or a promise to provide employment for any length of time.

[3] Individuals or legal entities with which CaixaBank or any subsidiary in the Scope maintains business relationships of any kind. This includes individuals who render their services through temporary employment agencies or academic agreements, intermediaries, agents, brokers, external advisers or individuals or legal entities contracted to deliver goods or provide services.

3. Regulatory framework. Applicable standards and regulations

These General Principles are governed by the content of the applicable regulations as well as by any that amend or replace them in the future. Specifically, on the date of their preparation, the applicable regulations are as follows:

- Act 10/1995 of 23 November on the Criminal Code and its subsequent amendments
- Act 31/2014 of 3 December amending the Capital Companies Act to improve corporate governance
- Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019 on the protection of persons who report breaches of Union law
- Foreign Corrupt Practices Act (FCPA – 1977)
- Circular 1/2011 of the State Attorney General's Office of 1 June on the criminal liability of legal entities in accordance with the reform of the Criminal Code by Act 5/2010
- Circular 1/2016 of the State Attorney General's Office of 22 January on the criminal liability of legal entities in accordance with the reform of the Criminal Code by Act 1/2015
- OECD Anti-Bribery Convention (1997)
- United Nations Convention against Corruption (2003)
- Transparency International's Business Principles for Countering Bribery (2003)
- *International Chamber of Commerce*'s Rules for Combating Corruption (2005)
- *UK Bribery Act* (2010)

For the CaixaBank Payments & Consumer Branch in Portugal, the current regulations applicable are as follows:

- Decree Act no. 48/95 of 15 March enacting the Portuguese Criminal Code and its subsequent amendments
- Decree Act no. 262/86 of 2 September enacting the Companies Code and its subsequent amendments
- Act no. 20/2008 of 21 April establishing the system of criminal liability for crimes of corruption in international trade and private activity and its subsequent amendments
- Decree Act no. 298/92 of 31 December enacting the General System of Credit Institutions and Financial Companies and its subsequent amendments

Additionally, these General Principles take into account other national and international standards on criminal liability, such as:

- ISO 37001 Standard on Anti-Bribery Management Systems
- UNE 19601 Standard on Criminal Compliance Management Systems
- UNE 19602 Standard on Tax Compliance Management Systems
- ISO 37301 Standard on Compliance Management Systems
- ISO 37002 Standard on Whistleblowing Channels
- ISO 37003 Standard on Fraud Management Systems
- ISO 37009 Standard on Conflicts of Interest in Organisations

In the case of CaixaBank Payments & Consumer's main investees or, where applicable, branches subject to foreign jurisdictions or complementary sector regulations, the policies and procedures that these CaixaBank Payments & Consumer Group companies or branches develop will take into account, in addition to their own regulations, the obligations at the consolidated level contained in the regulations referenced above insofar as they do not contradict the specific requirements of the corresponding jurisdiction or sector regulations.

Finally, each CaixaBank Payments & Consumer Group company or, where applicable, branch will develop the frameworks, standards, guidelines or procedures that are necessary for the proper implementation execution of and compliance with these General Principles.

4. General principles of criminal risk management

The principles that govern these General Principles and, consequently, the Criminal Prevention Model are the following:

i. Act in accordance with current legislation, the Code of Ethics, applicable standards of conduct and all other internal regulations.

ii. Promote a corporate culture of prevention and not tolerate the commission of unlawful or fraudulent actions while fostering ethical principles and responsible behaviour.

iii. Ensure the existence of control systems which are efficient, permanent and updated at all times.

iv. Make sure that all actions and decisions adopted by CaixaBank Payments & Consumer and its main investees comply with the internal rules, procedures and protocols in place for that purpose as well as the relevant controls. In the case of Associated Persons, these actions and decisions will be those set out in the contract governing the service in question.

v. Ensure appropriate resources and means for the application of these General Principles to prevent or detect the possible commission of offences.

vi. Conduct appropriate and proportionate training activities with sufficient frequency to ensure knowledge in this area is kept up to date and the development of a culture of business ethics and legal compliance.

vii. Convey the responsibility of all individuals and legal entities subject to the application of these General Principles for watching out for potentially unlawful conduct from a criminal point of view. In particular, those responsible for employees or work teams shall take steps to prevent conduct that could give rise to criminal offences, and shall ensure that they promptly and diligently resort to the bodies and procedures established as soon as they detect such conduct.

viii. Convey the obligation of all people subject to these General Principles to report any event that potentially constitutes a crime, fraud or irregularity which they have become aware of.

ix. Foster a culture of compliance which, with the appropriate safeguards of confidentiality and protection of the whistleblower, encourages reporting potential risks and irregularities with criminal implications through the internal channels set up for this purpose.

x. Investigate as soon as possible any events or situations presumed to be criminal while safeguarding in all cases the rights of the individuals involved in the investigation.

xi. Be familiar with the disciplinary system for internal breaches related to possible criminal offences in accordance with internal regulations and applicable law under the Collective Agreements and the Workers' Statute and other applicable regulations.

5. Crime Prevention Model

In this context, it is essential to ensure that there is an organisational and management model in place for the prevention of crime, including the appropriate control and regulatory compliance systems to help make sure that the companies do not incur any such liability.

The main aspects of the Model are:

i. A body with autonomous powers of initiative and control to supervise the operation of and compliance with the implemented prevention model. For the purposes of these General Principles at CaixaBank and the subsidiaries in its Scope, including CaixaBank Payments & Consumer and its main investees, these duties are performed by the Corporate Crime Management Committee;

ii. The naming of all activities that could lead to the perpetration of criminal offences that need to be prevented;

iii. The implementation of organisational measures and procedures that specify the process of forming the legal entity's intentions, adopting decisions and executing them in relation to those intentions;

iv. Action guidelines in the event of a possible conflict of interest;

v. Appropriate resources to stop the commission of crimes that need to be prevented;

vi. The obligation to report possible risks and non-compliances to the body responsible for monitoring the operation of and adherence to the prevention model;

vii. The existence of an internal reporting system to detect and report possible criminal acts;

viii. The existence of a disciplinary system that operates in response to internal non-compliances in accordance with internal regulations and applicable law, and

ix. Regular verification of the model and its modification when required for its maintenance or where changes occur in the organisation, control structure or activity undertaken.

This Model features five (5) different stages:

1. Prevention: identification of possible criminal conduct affecting CaixaBank and the subsidiaries in its Scope, including CaixaBank Payments & Consumer and its main investees, while also determining the existence of related controls.

2. Detection: detection of potential criminal offences through the various existing channels and methods.

3. Response: action undertaken by the Corporate Crime Management Committee in response to any evidence or suspicion of a crime being committed at CaixaBank or any of the subsidiaries in its Scope, including CaixaBank Payments & Consumer and its main investees, and the reduction insofar as may be possible of any ensuing damage.

4. Reporting: regular communication and information for CaixaBank governing and management bodies and, where applicable, at the subsidiaries in its Scope, including CaixaBank Payments & Consumer and its main investees.

5. Monitoring: regular assessment of the Model and tailoring it to the specific circumstances of CaixaBank and the subsidiaries in its Scope, including CaixaBank Payments & Consumer and its main investees, and changes in the requirements for crime prevention in legal entities in accordance with applicable legislation, case law and academic opinion. The Model will be audited internally or externally at least once every three years for the purposes of this regular assessment.