



Corporate Anti-Corruption Policy

19 December 2024



Version control

VERSION	DATE	DESCRIPTION
1	31/01/2019	Version 1
2	05/05/2021	<p>Explanation of the corporate nature of the policy.</p> <p>Inclusion of the specific regulation on institutional gifts.</p> <p>Explicit inclusion of deeming any compensation exceeding what is set out in a sponsorship agreement as a gift.</p> <p>Adjustment to the corporate policy model.</p>
3	30/09/2021	<p>Specific mention is made of the prohibition of total or partial cancellation of debt to political parties, contained in Organic Law 3/2015, of 30 March, on the control of the financial activity of political parties, which amends Organic Law 8/2007, of 4 July, on the control of the financing of political parties.</p>
4	25/05/2023	<p>Adjustments to the Corporate Policy model (Sections 2, 7 and 9)</p> <p>Section 4 "General principles of corruption risk management"</p> <ul style="list-style-type: none"> a) Reordering the Gifts section. b) Adjusting the Sponsorship section to the new Corporate Sponsorship Policy. c) Adding the requirement that the acceptance or concession of any payment must comply with the criteria of proportionality and reasonableness. d) Incorporating the power of Regulatory Compliance to establish procedures for communicating and registering gifts. e) Adjusting the section on suppliers, including the main circumstances whose concurrence represents a warning of potential situations of corruption in relations with third parties. <p>Section 10 "Definitions". Incorporating the definition of public authority and public official and adjustment of the definition of hospitality.</p>
5	19/12/2024	<p>Section 1.2 "Scope", mention of the inclusion of the risk of corruption in the Corporate Risk Catalogue.</p> <p>Section 4 "General principles of corruption risk management"</p> <ul style="list-style-type: none"> a) Modifications to the criteria for accepting Gifts and Hospitality. b) Inclusion of a new concept relating to Social Invitations. c) Mention of the creation of a questionnaire through a company application to assess the acceptability and appropriateness of Gifts, Hospitality and Social Invitations. d) Adjustments to the sections on Relations with Political and Official Institutions and Sponsorship and Donations. <p>Section 5.2.1 "Management Committee" inclusion of a new section.</p> <p>Section 5.2.2 "CaixaBank Corporate Crime Management Committee", change in the minimum frequency of reporting to the CaixaBank Global Risk Committee, which becomes annual.</p> <p>Incorporation of section 5.2.3 "Reputational Risk Committee".</p> <p>Update of section 6 "Internal Information System - Whistleblowing Channel and Consultation Channel" following the entry into force of Law 2/2023 on the Protection of Whistleblowers.</p> <p>Section 9 "Policy Update" changed from every two years to every three years.</p> <p>Section 10 "Definitions", amendments to the definitions of Hospitality and Gift and inclusion of a new definition of Social Invitation.</p>

Inclusion of *Appendix 1 – FAQs*, which includes a series of questions to assist in decision making.

Rewording

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1. Introduction

1.1 Background

CaixaBank, S.A. ("CaixaBank" or the "Bank") is a credit institution and the parent company of a group that provides financial and investment services.



Through this Policy, the CaixaBank Board of Directors clearly states and rejects any type of behaviour that could be directly or indirectly linked to corruption, as well as its commitment to work under the highest responsible standards and the basic principle of compliance with the laws and regulations in force at all times.

As a signatory to the United Nations Global Compact, CaixaBank undertakes to comply with its 10 principles, including working against corruption in all its forms, including extortion and bribery (Principle 10).



Within this framework, the CaixaBank Board of Directors approves this Corporate Anti-Corruption Policy (hereinafter, "the Policy").

1.2 Scope

This Policy is an essential tool to impede the CaixaBank Group companies and its external collaborators from directly, or through intermediaries, engaging in conduct that may be against the law or the core business principles of CaixaBank: respect, integrity, transparency, excellence, professionalism, confidentiality and social responsibility.

CaixaBank takes an active stance in rejecting all forms of corruption in all the markets in which it operates, through the application of this Policy, which complements the Code of Ethics and is an integral part of the CaixaBank Group Crime Prevention Model. If local laws are stricter than this Policy, they will apply.

In line with the foregoing, corruption risk is included in the Corporate Risk Catalogue as a level 2 criminal risk sub-risk, under conduct and compliance risk, which is monitored and evaluated on an ongoing basis by the Regulatory Compliance function.





1.3 Objectives

This Policy has the following objectives:

1. Transmit to all employees, executives and members of Governance Bodies at CaixaBank and Group companies, the commitment of the companies that their operations comply with prevailing laws and regulations at all times, while also promoting and defending CaixaBank's corporate values and business conduct as set out in its Code of Ethics, and the complete rejection of any type of conduct that may directly or indirectly be linked to corruption.
2. Establish standards of conduct that must govern CaixaBank's and group company operations, as well as the activity of all employees, executives and members of the Governance Bodies of CaixaBank and Group companies. The Policy also establishes a series of due diligence measures aimed at ensuring that the third parties with whom contractual relationships are established comply with the regulations in force and with CaixaBank's values.
3. Assure shareholders, customers, suppliers, legal bodies and the company in general that CaixaBank Group complies with the duties of supervision and control of its business, establishing suitable measures to prevent or reduce the risk of corruption and, therefore, guaranteeing legally relevant due control being implemented for directors, executives, employees and other associated parties.

This policy sets out:

-  General principles that govern corruption risk management.
-  Governance framework.
-  Communication framework.
-  Control framework.
-  Information framework.

2. Scope of application

The Policy is corporate and, therefore, applies to all the companies in the CaixaBank Group, their employees, executives and members of the Governance Bodies.

In turn, the CaixaBank Group shall promote actions directed at sharing this Policy with those companies in which holds a significant stake although it does not have control, encouraging them to adopt it.

The governing bodies of CaixaBank Group companies shall adopt the appropriate decisions to integrate the provisions of this Policy.

In those cases in which the risk control and management activities of the subsidiary are carried out directly by CaixaBank, whether due to the materiality of the risk in the subsidiary, for reasons of efficiency, or because the subsidiary has outsourced the operational management of this risk to CaixaBank, the Governance Bodies of the affected Group companies shall be informed of the existence of this Corporate policy and its application to such Group companies. In all other cases, the Governance bodies of Group companies will abide by this Corporate policy when the operational principles of the Corporate policy are applicable and the subsidiary does not have its own policy, and the content of the Corporate policy lays out principles, obligations and activities that apply directly to the subsidiary.

The Corporate Anti-Corruption Policy will be available on the [Compliance website](#) and also on the [Corporate Social Responsibility website](#). Similarly, the General Principles of the Policy will be made public on the [CaixaBank Corporate Website](#).

In addition to being a corporate policy, it is also considered to be the individual policy of CaixaBank, the parent of the CaixaBank Group.

Covered Parties

This Policy shall be applicable to all employees, executives and members of CaixaBank Governing Bodies, as well as all companies in the CaixaBank Group.

Covered Parties will receive training aimed at guaranteeing adequate knowledge of the policy to ensure the development of an ethical culture of integrity and regulatory compliance.

Failure to comply with what is set out in this Policy shall lead to disciplinary action by the internal bodies authorized to implement it.

Associated Persons

Within the framework of mutual trust and collaboration with all its Associated Parties, understood as all partners, suppliers, consultants, agents, etc. who provide services to the Bank, CaixaBank and Group companies expect them to take the appropriate measures to ensure fair conduct and competition on the market. For this reason, all Associated Parties with CaixaBank and Group companies shall be active participants in this Policy, as long as circumstances so allow, particularly including suppliers, intermediaries and agents who act on behalf of the Bank or Group companies.

CaixaBank and Group companies shall foster Associated Parties being experts on the existence and content of the Policy. In any event, they shall ensure that they comply with similar conduct and value standards to those set out in it.

Specific awareness of non-compliance with any of the provisions in the Policy shall lead to termination of existing contractual relations.

3. Regulatory Framework. Applicable Standards and Regulations

This Policy will be governed by the applicable regulations in force and any regulations that may amend or replace them in the future.

With regard to Group companies subject to foreign jurisdictions or additional industry regulations, any policies and procedures developed by such subsidiaries shall take into account, in addition to their own regulations, the obligations at the consolidated level, provided that they do not contradict the specific requirements of the corresponding jurisdiction or industry regulations.



Additionally, CaixaBank shall apply the following due diligence procedures:

- In the selection and maintenance processes for relations it has with parties linked to the company, especially with regard to its **employees**, so as to ensure alignment with CaixaBank values and full compliance with the law and internal ethical standards.

In all its contracting processes, CaixaBank shall ensure that candidates have the prior required technical qualifications and experience, with said procedure being appropriately documented. Personal/family relationships may not be used to contract those who do not comply with the selection criteria.

- In the selection processes of the **Associated People**. CaixaBank contracting with any group included in this category shall comply with objective criteria without any influence from financial or other types of ties having an effect. CaixaBank shall require that they all adopt suitable measures to ensure fair conduct and competition on the market, thus avoiding conduct that is contrary to current legislation and the principles underlying its business.
- In the acceptance processes and **client** follow-up. Through its KYC (know your client) policies and procedures, CaixaBank shall undertake a suitable process to get to know its customers.

Each Group company shall develop the necessary rules, guidelines or procedures to ensure the effective implementation, execution and observance of this Policy.

4. General management principles of the risk

In a broad sense, corruption is a conduct whose impact must be prevented and eradicated at both companies and in society.

The principles that govern this Policy and which shall govern CaixaBank Group anti-corruption operations for corruption control and risk prevention are as follows:

- Complete rejection of any action or omission that is directly or indirectly related to acts of corruption. This includes situations where the Covered Party takes a stance of conscious or deliberate ignorance regarding acts whose awareness is mandatory for the party.
- The banning of illicit actions or those not aligned with current regulations, including what is set out in this Policy, under the premise that one is operating in favour of the Bank regardless of the possible financial benefit created.
- Covered Parties are subject to reporting any event that they are aware of that contravenes what is set out in the Policy. This notification shall be done via the Complaints Channel set up by the CaixaBank Group.
- Compliance with standards of fair competition in the market, in accordance with the principles of free competition.
- The acceptance and granting of any type of payment mentioned in standards of conduct set out in this section, as well as those others not mentioned, must comply with criteria of proportionality and reasonableness.

Corruption prevention measures are part of the CaixaBank Crime Prevention Model. For this reason, the principles set out in the Corporate Criminal Compliance Policy directly apply.

Additionally, this Policy sets out the applicable standards of conduct for the following cases:

a. Extortions, bribes, influence peddling and facilitation payments

CaixaBank forbids all conduct that may constitute or be related to **extortion** in all its possible forms.

Similarly, CaixaBank rejects any conduct that may constitute **bribery** or attempted bribery in relation to authorities or civil servants, whether this be direct or indirect or via an intermediary. Consequently, giving gifts, amounts of money, assets, rights or any other asset or service in exchange for authorities or civil servants ensuring or ceasing compliance with what they should do or undertake with regard to an illicit act shall not be tolerated.

Any type of activity that may constitute **influence peddling is prohibited**.

Similarly, **facilitation payments** of any kind or in any method that may be adopted are completely prohibited. Gifts may only be accepted or offered in line with what is set out in this Policy.

Any activity suspected of constituting any of the conduct set out shall be reported to Regulatory Compliance through the CaixaBank Group's Complaints Channel.



b. Gifts

This and the following sections set out the guidelines for accepting gifts, hospitality and social invitations. Before accepting them, the recipient must use common sense and act ethically and responsibly. *Appendix 1 – FAQs* includes a set of general questions to help in decision making.

In addition, CaixaBank's Regulatory Compliance Department, through a corporate application, makes available to the persons concerned a questionnaire that serves as a guide to evaluate and assess the possibility of accepting gifts, hospitality and social invitations and their appropriateness. Its use is voluntary, except in the cases provided for in this Policy, where acceptance requires approval from Regulatory Compliance.



General criteria for accepting Gifts

The criteria that shall govern the acceptance of Gifts are as follows:

1. It should be in line with CaixaBank's ethical principles and values.
2. It should be proportionate to the circumstances and accepted by social custom.
3. The purpose may not go beyond traditional well-wishing, whether for traditional celebrations (e.g. Christmas) or personal reasons (such as anniversaries or birthdays), constituting a token of appreciation or courtesy.
4. It must be voluntary, it cannot have been solicited beforehand. In the same way, acceptance of the Gift shall not generate expectations in the giver of quid-pro-quo.
5. Its value may not be higher than €200 or equivalent in other currency, with its value being determined as per its market value and not purchase cost. Where a Covered Party receives several gifts from the same giver in a 12-month period, the €200 limit shall apply to the total value of all gifts.
6. In any case, they shall be received in the workplace and never at the private home of the employee or in the home of family members and/or close relatives. If this were not possible due to circumstances outside the control of the parties, their immediate superior shall be informed.

Exceptionally, for Gifts that do not meet any of the above criteria, if justified by the circumstances, Regulatory Compliance approval may be sought through the corporate application available to Covered Parties.

Prohibition on acceptance

Even when having satisfied the above requirements, receiving Gifts, whether directly or indirectly, is **expressly forbidden** where any of the following circumstances arise:

- The purpose is to influence, directly or indirectly, the decision of the Covered Party.
- The gift is from a public authority or official.
- The gift is from people or companies who are involved in supplier tender processes at any of the CaixaBank Group companies, where the Covered Party is a part of the tender processes or may have an influence over them.
- The gift is made in cash or a cash equivalent, regardless of the amount (e.g. gift cards).

c. Institutional gifts



Accepting Gifts

Institutional gifts, understood as those received in an institutional setting or where protocol dictates that they should not be refused, generally speaking, must meet the requirements and criteria set out in the previous section.

If the gift does not meet the conditions for acceptance set out in the general criteria section, but its refusal could damage the business or institutional relationship with the giver, it may be accepted institutionally but refused personally, with the gift being reported to the Communications and Institutional Relations Department or the Regulatory Compliance Department. In such cases, a raffle will be held for the gifts received and the funds raised will be donated to charity.



Giving Gifts

- Institutional Gifts may only be offered where they are worth less than €200 or included in the holiday catalogue approved institutionally every year. Exceptionally, the divisions managing institutional relations, subject to a report from Regulatory Compliance, may authorise the giving of another type of Gift as long as it is proportionate to the circumstance, and allowed by social custom and the Bank's culture.

Institutional gifts must invariably meet the following requirements:

1. Their value must be higher than €15 but lower than €200 (amounts lower than €15 and those related to the Bank's commercial campaigns do not qualify as gifts).

2. The gift must be properly in accordance with social customs and the Bank's values and culture.
 3. The gift must come with a corporate business card.
 4. We recommend including the corporate logo in all cases (in accordance with applicable rules).
- Giving gifts to public officials and authorities is strictly prohibited. Exceptionally, and provided that the applicable regulations do not forbid it, offering or giving Gifts to this group may be done with authorisation from the Department of Communication and Institutional Relations and prior authorisation from Regulatory Compliance, who may also request a report from a legal advisor if deemed appropriate.



Exclusions

The following are excluded from the content of this section:

- Gifts from CaixaBank to the Covered Parties or between the Covered Parties, whether there is a hierarchical relationship or not.
- Invitations to food made during the course of a current professional relationship, as long as the invite is reasonable within the business context being developed.



d. Hospitality and social invitations

Accepting hospitality and social invitations received from third parties

Invitations to events or functions of suppliers, customers, business partners or third parties are considered as hospitality if the host or organiser of the event is present; and social invitations when the host or organiser is not present. In any case, **they must be understood to be made to CaixaBank or the Group company concerned**, and must be in line with CaixaBank's values and ethical principles.

The criteria that should govern the acceptance of hospitality and social invitations are as follows:

- They should form part of the normal development of the relationship with the donor and, where appropriate, be related to the business of CaixaBank or the Group company concerned.
- The location of the event or function should be consistent with the business or institutional relationship with the host.

In addition, in order to **assess the possibility of attending** the event or function, the following factors, among others, will be evaluated:

- The gift giver is a sponsor of the event or function.
- Companies from the sector or other related companies attend.
- Failure to attend may damage the business relationship with the host.
- Other employees have been invited to the event or function.
- The invitation is individual by reason of the position or is also extended to companions.
- There is a reasonable balance between professional and leisure activities.

In the case of **social invitations** where the host or event organiser does not attend, the following will also be taken into account:

- The context of the invitation, such as whether it is part of traditional well-wishing, whether for traditional celebrations (e.g. Christmas) or personal reasons (such as anniversaries or birthdays).
- The approximate market value of the invitation.

Any travel and accommodation expenses incurred as a result of attending the event or function:

- These are borne by CaixaBank or the Group companies and are paid directly to the service provider in accordance with the internal rules for handling employee expenses.

Exceptionally, if the circumstances of the hospitality require these expenses to be paid by the host or organiser, the approval of Regulatory Compliance is required.

- They shall be reasonable and not excessive or extravagant, avoiding any interpretation that they are covering any other service to their inherent purpose or that an attempt is being made to influence the granting of any business

Prohibition on acceptance

Even if all the above conditions are met, the acceptance of hospitality and social invitations from third parties is **expressly prohibited** when any of the following circumstances occur:

- The end goal is to influence the Covered Party in their decision-making, in breach of their obligations to give preference in granting goods or services, directly or indirectly, to a gift-giving individual or entity.
- The gift is from a public authority or official.
- The gift is from people or companies who are involved in supplier tender processes at any of the CaixaBank Group companies, where the Covered Party is in a position to influence them.

Hospitality and social invitations offered by CaixaBank

In the case of invitations to functions or events organised by CaixaBank the above criteria will be taken into account as far as possible.



e. Relationships with political institutions and officials

CaixaBank and Group companies shall at all times observe strict compliance with national legislation regarding the financing of political parties.

It is prohibited to make donations to political parties and their associated foundations or companies. Total or partial debt write-offs cannot be carried out in favour of political parties. For this purpose, a write-off is considered as the total or partial cancellation of the capital of the loan and the interested accrued or the renegotiation of the interest rate to a rate lower than that applied under market conditions.

CaixaBank will participate in public consultation processes on matters relevant to the financial sector at international, European and national levels, with the aim of protecting the interests of customers, shareholders and employees. CaixaBank will not engage in direct lobbying or representation of interests with third parties in order to position itself before the authorities, but will express its opinions through the various associations to which it belongs or directly through legally established channels, all in accordance with the regulations in force and the principles of action set out in the Code of Ethics, this Policy and the applicable internal regulations.

In addition, when it is necessary to be registered in a transparency register in relation to public administrations, CaixaBank will carry out a prior analysis and proceed with the registration in accordance with the regulations in force.

f. Sponsorships

Sponsorship activities, regulated in the Corporate Sponsorship Policy, includes agreements with third parties that allow CaixaBank or its Group companies to engage in communication, advertising, institutional, public relations and commercial activities that link the brands of the CaixaBank Group with the brand of the sponsored party. The goal of the above-mentioned agreement is to have a positive impact on the brand in terms of its recognition, value and positioning, as well as a greater positive impact on the reputation of the CaixaBank Group and better general business results than would otherwise be achieved without the sponsorship agreement.

The sponsorship contract regulates all the activities and collaborative initiatives between the sponsored party and CaixaBank, including hospitality, invitations, tickets or access to premises that the sponsored party makes available to CaixaBank for its management of its stakeholders.

CaixaBank's sponsorship model is decentralised and allows any CaixaBank department or Group company to propose engaging in sponsorship activities, or renewing existing sponsorships, that fall under their area of operations, always within the specified thresholds and provided no policies are breached and there are no reputational conflicts. The Communications and Institutional Relations Department is responsible for assessing the sponsorship proposals received from divisions or Group companies on the basis of their associated reputational risk, through the Reputational Risk Support Service (RRSS), and their alignment with the Group's strategy in this area. The Communication and Institutional Relations Department is also responsible for developing the decision-making processes and common management, monitoring and reporting systems in the area of sponsorship.

Any payment awarded/perceived beyond what is set out in the sponsorship agreement shall be deemed a Gift and, therefore, be subject to compliance with the regulation established in this Policy for these instances.



g. Donations

CaixaBank collaborates via the "La Caixa" Banking Foundation and on its behalf to introduce its social welfare activity to as many people as possible. Consequently, those donations to foundations and other non-government institutions must be justified by the activities of the "La Caixa" Group Welfare Projects and be in accordance with action guidelines set out for its charitable activities and pertinent procedures be established to that effect.

Other donations may also be made to foundations and other non-governmental organisations that are not justified by the activity of the "La Caixa" Welfare Projects, but which maintain with it the lines of action established in its charitable activity.

Such procedures shall include controls in order to avoid donations and contributions made to foundations and other non-government institutions possibly being used as a subterfuge to carry out practices that contravene this Policy, and the Code of Ethics.

Whenever an activity is carried out in a decentralised manner, actions shall be made, at all times, in accordance with the criteria set out in the above paragraph.

h. Suppliers

CaixaBank and Group companies shall require their suppliers to take the appropriate measures to ensure transparent conduct and fair competition on the market, having to establish mechanisms to fight against all forms of corruption.

As stated in the CaixaBank Supplier Code of Conduct, suppliers shall not accept nor offer gifts, benefits, favours or provisions free of charge that are intended to improperly influence their business, professional or administrative relationships.

Internal CaixaBank regulations set out a non-exhaustive list of circumstances that generate an alert in relation to potential corruption as part of relationships with third parties, including:

- Sanctions imposed in administrative or criminal proceedings for acts of corruption.
- Location or headquarters of suppliers in countries with high levels of corruption.
- Refusal to disclose the ownership structure or the members of the governing and management bodies, as well as the use of shell companies.
- Atypical requests in the contractual or invoicing framework.

The mere concurrence of any of these circumstances will not be a barrier to contracting the supplier; however, if there is considered to be evidence of a possible irregularity, it should be reported through the Whistleblowing Channel.

5. Governance Framework

The pillars underpinning the corruption risk governance framework at the CaixaBank Group are:

- Compliance with the principles contained in this corporate Policy by the companies of the CaixaBank Group within their area of activity.
- Corporate supervision by the parent company.
- Alignment of strategies among Group companies and alignment with best practices, supervisory expectations and prevailing regulations.
- Maximum involvement of the Governance and Management Bodies of the Group companies.
- The internal control framework based on the Three Lines of Defence model, which insures the strict distribution of functions and the existence of several layers of independent control.

5.1 CaixaBank Governance Bodies

The Governance Bodies of CaixaBank, as the parent entity of the CaixaBank Group, perform certain duties associated with their responsibility to approve and supervise the strategic and management guidelines established in the interests of all Group companies, as well as the supervision, monitoring and integrated control of the Group's risks as a whole.

5.1.1 Board of Directors of CaixaBank

The CaixaBank Board of Directors, as the maximum authority for establishing general strategies and policies at CaixaBank, is responsible for approving this Policy, whose aim is to comply with legal provisions and implement what is set out in the CaixaBank Code of Ethics and, therefore, link it to its ethical values, ratifying the firm commitment to rejecting any conduct that may be directly or indirectly linked to corruption.



5.1.2 Risk committee

The Risks Committee advises CaixaBank's Board of Directors on the Group's overall risk appetite and its related strategy.

Within the framework of corruption risk management, this Committee:

- Proposes approval of this Policy to the Board.
- Monitors the degree of adaptation of the assumed risk to the previously agreed profile and ensures that Group operations are consistent with the established tolerance levels.
- Determines, together with the Board of Directors, the information that the latter must receive and establishes the information that the Committee must receive, in such a way that knowledge of exposure to this risk is sufficient in the decision-making process.
- Oversees regulatory compliance risk in this scope of action and decision-making, detecting any risk related to non-compliance and monitoring this risk and examining possible shortcomings in an ethical manner.
- Verifies that the group has the means, systems, structures and resources, in accordance with best practice, which allow for the implementation of its corruption risk management strategy.

5.1.3 Audit and Control Committee

CaixaBank's Audit and Control Committee supervises the efficacy of the internal control systems, ensuring that the policies and systems in place are effectively applied. It supervises and assesses the efficacy of financial and non-financial risk management systems.

Additionally, and pertaining to the company's inherent area of activity, the Audit and Control Committee of CaixaBank:

- Reports to the Board of Directors, in advance, on the financial information and related non-financial information that CaixaBank must periodically release to the markets and its supervisory bodies.
- Oversees the effectiveness of the internal control system for financial reporting (ICFR), ruling on the level of trust and reliability of the system.
- Ensures that the Internal Audit unit endeavours to ensure the correct functioning of the reporting and internal control systems, verifying their suitability and integrity.

5.2 CaixaBank Collegiate Bodies pertaining to corruption risk

5.2.1 Management Committee

The Management Committee has powers relating to the implementation of the Company's strategy, the development and day-to-day management of the business, the powers deriving from the planning and financial activities, the expenditure lines, the organisation and human resources, and technical and operational matters, as well as those delegated to it by the Board of Directors and any other tasks assigned to it by a policy approved by the governing bodies. As part of this process, it adopts agreements, directly or through its delegated committees, involving the crime prevention model and corruption risk.

Furthermore, the Management Committee adopts resolutions affecting the Company's organisational activity. It also approves the likes of structural changes, appointments, expense lines and business strategies.

5.2.2 Global Risk Committee

CaixaBank's Global Risk Committee is the body reporting to the Risk Committee responsible for proposing internal control and risk management frameworks, globally managing, controlling and monitoring the risks that the CaixaBank Group may incur, as well as the implications for liquidity management, solvency and regulatory and economic capital consumption.

To do this, it analyses the Group's global risk position and, either directly or indirectly through its delegated committees, establishes policies or procedures to optimize risk management, monitoring and control within the framework of CaixaBank Group's strategic objectives.

The Committee is specifically responsible for adapting the strategy in this area to what is set out in the risk appetite framework by the Board of Directors, coordinating measures to mitigate any breaches and reactions to early warnings, as well as keeping CaixaBank's Board of Directors informed through its Risks Committee of the main lines of action and risk status at CaixaBank Group.

5.2.3 Corporate Crime Management Committee at CaixaBank

The Corporate Crime Management Committee at CaixaBank is responsible for supervising the operation of and compliance with the Crime Prevention Model, of which this Policy is an integral part. The CaixaBank Corporate Crime Management Committee, with autonomous powers of initiative and control and with sufficient capacity to raise queries, request information, propose measures, initiate investigation procedures or carry out any necessary procedure related to the prevention of offences and any matter with potential criminal significance that is related to conduct that may be directly or indirectly related to corruption and, therefore, to compliance with the provisions of this Corporate Anti-corruption Policy. This multidisciplinary committee **reports to** CaixaBank's Global Risks Committee at least once a year and to the Corporate Crime Management Committee itself whenever considered necessary.

The Corporate Crime Management Committee shall report to the Management Committee and to the Governance Bodies via the Risks Committee attached to the Board (without prejudice to the functions ascribed to the Audit and Control Committee in supervising the CaixaBank Group's internal control system and Complaints Channel) when the Corporate Crime Management Committee plans to lay matters before the Board of Directors.

5.2.4 Reputational Risk Committee

The Reputational Risk Committee reports to the Global Risk Committee and is responsible for coordinating, approving, managing and promoting the CaixaBank Group's initiatives and strategy with regard to reputational risk and reputation. The following duties related to reputational risk management are among the duties of CaixaBank's Reputational Risk Committee:

- Review, approve and forward to the Global Risk Committee the reputational risk and other relevant policies.
- Ensure consistency between the policies and plan their transposition into rules or protocols governing the entity's activities.
- Report on the regulatory trends and initiatives within the financial scope that due to their nature are relevant from a reputational risk management's standpoint. It also reports on the Regulation Committee's position regarding these trends and initiatives.
- Coordinate the different plans and initiatives for managing reputation and preventing reputational risk.
- Periodically review the situation and performance of the reputational risk profile of the Company, as well as this risk's monitoring and appetite metrics, and report them to the Global Risk Committee.
- From a reputational standpoint, assess and approve the local and national sponsorship strategy; implement the controls and procedures that guarantee a correct decision-making process; and assess the reputational impact of sponsorships, both of CaixaBank and its Group Companies, that are considered material due to their possible association with the CaixaBank brand and social repercussion in the reference geographical area.
- From a reputational risk standpoint, supply and assess the economic-financial and non-financial information published in supporting documents and reports drawn up by the Group.
- Manage the correct implementation of the reputational risk management through the Subsidiaries Working Group, which reports to this committee.

5.3 CaixaBank Group Companies

5.3.1 Governing Bodies of CaixaBank Group Companies

The governance bodies of CaixaBank Group companies:

- Shall take pertinent decisions in order to take on board the provisions of this Policy and apply the guidelines established herein, in accordance with the specific features of each of the companies and with any legal and/or regulatory provisions that may be applicable to them;
- Shall establish and supervise the implementation of a risk culture within the organization that promotes conduct in line with the conduct principles and standards enshrined in this Policy.
- Shall establish and maintain a suitable organizational structure for corruption risk management in proportion to the nature, scale and complexity of the activities carried out.
- Shall ensure that staff involved in corruption risk management have appropriate skills and experience.
- Shall establish monitoring and escalation mechanisms where any of the defined thresholds are exceeded; and
- Shall ensure that there are sufficient internal controls.

5.3.2 Collegiate bodies of the Group companies

Depending on its needs and size, each Group company shall establish or assign to the already formed committees, the duties it deems relevant with regard to corruption risk.

Should they exist, these committees of Group companies shall act in a manner that is similar to those of the parent company, performing their duties and aligning them with those of the latter.



6. Internal Reporting System – Whistleblowing and Consultation Channel

To facilitate compliance with the Code of Ethics and other internal regulations, CaixaBank has a Consultation Channel through which questions may be submitted on the interpretation or practical application of the Code of Ethics, as well as of this Corporate Anti-Corruption Policy and other implementing regulations.

CaixaBank also has the Internal Information System that comprises the various internal information channels, including the Whistleblowing Channel as the main channel for reporting actions or omissions that may represent breaches of European Union law or that may constitute a serious or very serious criminal or administrative offence, as set out in the Corporate Policy of the internal information system. Likewise, it is a means of facilitating the rapid and confidential communication of possible irregularities that may entail breaches involving acts or conduct, past or present, relating to the scope of the Code of Ethics and the Standards of Conduct set out in the aforementioned Policy. Communications may be submitted anonymously.

Queries and complaints are managed and resolved by using a rigorous, transparent and objective procedure, safeguarding in all cases the confidentiality of the persons concerned and involved in the facts and conduct that are the subject of communication.

CaixaBank expressly prohibits and will not tolerate any act of retaliation against those who in good faith report events or situations that may fall under prohibited conduct as set out in the Code of Ethics or this Corporate Anti-Corruption Policy. Along these lines, CaixaBank continually works to align communication channels with best practice at all times.

Customer complaints and claims will be handled through the service channels provided by CaixaBank.

7. Control Framework

CaixaBank promotes a risk culture in the Group that fosters the control of risk and compliance, as well as the establishment of a robust internal control framework that covers the entire organisation and that allows for fully informed decision-making about the assumed risks.

The internal control framework of the CaixaBank Group follows the three lines of defence model, which insures the strict segregation of duties and the existence of several layers of independent control:

- **The first line of defence** will be integrated into the operating units that effectively manage corruption risk. These units will be responsible for the implementation of internal anti-corruption policies and procedures, will proactively put in place measures to identify, manage and control corruption risk and establish and implement appropriate controls and, are responsible for being aware of and implementing the obligations arising from this Policy.
- The compliance function, as an internal control function that forms the **second line of defence** against corruption risk, will ensure the quality of the entire corruption risk management process; it will review the coherence with the internal policy and public guidelines of the processes associated with corruption risk; it will carry out specific controls with regard to anti-corruption and it will provide guidance on the design and review of risk management processes and on the monitoring to be put in place in the risk management units.

In relation to the Bank's own area of action, the Compliance Department shall act as the second line of defence in managing corruption risk. Notwithstanding the above, the *Corporate Risk Management Function & Planning* Department shall exercise the corresponding cross-cutting functions of second line of defence as established in the Corporate Governance and Internal Control Policy.

- The internal audit function, as the **third line of defence**, is an independent and objective function for assurance and consultation; it is designed to add value and improve Group operations. It plays an important role in achieving the strategic objectives of the CaixaBank Group, providing a systematic and disciplined approach to evaluating and improving risk control and management processes and corporate governance. In particular, Internal Audit will supervise the activities of the first and second lines of defence so as to provide reasonable levels of assurance to senior management and the governance bodies.

The Three Lines of Defence model is implemented in the Group in such a manner that the internal control duties of the parent company fulfil their mission with a consolidated overview of the Group companies. The Compliance Department and the Internal Audit Department, as the areas respectively responsible for compliance and internal audit at the parent company, are entrusted with the strategic steering, supervision, and coordination with regard to the respective internal control functions of the Group companies, while safeguarding their own.

Each of the CaixaBank Group companies shall ensure the existence of controls over the adequate application of the general principles established in this Policy, as well as their implementation within internal anti-corruption frameworks and procedures.



8. Reporting Framework

Establishing a suitable information framework is essential for corruption risk management.

The main objectives of this reporting framework are as follows:

- Provide governance bodies and senior management with precise, clear and enough information sufficiently in advance to help them make decisions and enable them to verify that operations are being carried out within the set risk tolerance level.
- Meet the reporting requirements of regulatory bodies.
- Keep shareholders and other CaixaBank Group stakeholders informed about the operating principle regarding anti-corruption.
- Provide officers in different areas -particularly management and control areas- with the data they require to ensure compliance control over the strategy defined by the Group regarding anti-corruption.

9. Policy Updates

This Policy will be subject to review by the Board of Directors on a triennial basis, following a review by CaixaBank Regulatory Compliance as the body responsible for the Policy and, where it deems it relevant, shall propose amendments to present to the Board of Directors for approval.

Additionally, the Policy will be able to be updated at any time when the person in charge has identified the need for its amendment, on the grounds of, for example:

- Changes in the regulatory framework.
- Changes in business strategy or objectives.
- Changes in the management approach or processes.
- Changes deriving from the results obtained during follow-up and control activities.
- New policies or modifications to existing policies that affect the provisions of this Policy.
- Amendment of the organizational structure involving a change of duties in corruption risk management.

As part of the review procedure, the party responsible for the Policy will:

- Share the results of the analysis carried out with all others involved in corruption risk management and implement the necessary amendments to the Policy.
- Include a summary of the review carried out in the "Version control" section of the Policy.
- Propose to the Global Risk Committee, subject to the agreement of the Corporate Crime Management Committee, the review of this Policy to the Risks Committee, where it will receive approval as a prior step to being submitted before the Board of Directors for approval.

However, minor updates made outside the default (triennial) period may be approved by the Global Risk Committee. For these purposes, minor changes are those deriving from organisational changes that do not affect corruption risk management duties, as well as simple corrections of spelling mistakes or from the updating of documents referenced in this Policy¹. The Risks Committee shall always be informed of any updates approved by the Global Risk Committee. If the Risks Committee sees fit, it may escalate any such amendments to the Board of Directors.

Regulatory Compliance will be responsible for safeguarding and granting access of this Policy and for ensuring proper archiving, distribution and, as the case may be, publication. Notwithstanding its possible internal or external publication, access to the Policy will be restricted to those persons specified by Regulatory Compliance.

¹ The "updating of documents referred to in this Policy" would include only the transcription of excerpts of documents approved by the competent bodies (Board of Directors, Global Risks Committee, etc.) or of regulatory provisions, provided that the amended content is not subject to regulation by the Policy.



10. Definitions

Conflict of interest: disagreement or discrepancies between the professional duty of a physical or legal person and their private interests or those of another physical or legal person that unduly influences the performance of their duties and responsibilities.

Corruption or act of bribery: fraudulent conduct comprising the offer, promise, giving or acceptance of an improper advantage for or by a government official or an employee or representative of a private company, either directly or indirectly to obtain or keep a business or another illicit advantage. The performance of this act may be either national or international in scope.²

Extortion: whoever, for the purposes of profit-seeking, compels another person by means of force or intimidation to perform or omit an action or legal business, to the detriment of the latter's assets or those of a third party.

Public function:

- **Public authority:** any person who, alone or as a member of any corporation, court or collegiate body, has command or exercises jurisdiction of his or her own, understood as the capacity of that specific person to execute administrative or judicial public powers on his or her own in a given, objective and territorial sphere of confidence.

In any case, the following are considered to be public authorities: Members of the Congress of Deputies, members of the Senate, members of the autonomous Parliaments; Members of the European Parliament; Officials of the Public Prosecutor's Office.

² Definition of the International Chamber of Commerce, the UN Convention against Corruption and the OECD Convention.

- **Public official:** any person who, by immediate provision of law; or by election or appointment by a competent authority, is effectively involved in exercising public functions, understood as those performed by public bodies, and aimed at the achievement of general interests.

CaixaBank Group: refers to CaixaBank, S.A., as well as to all CaixaBank investee companies over which it has control in accordance with article 42 of the Spanish Commercial Code.

Hospitality: an invitation to an event or function hosted by a supplier or third party company that the host is attending. These events or functions may be training or industry related or specific to the activity being undertaken.

Social invitations: an invitation to an event or function that is not considered a gift and where the host is not expected to attend. For example, an invitation to a sporting or musical event.

The United Nations Global Compact: a voluntary initiative for corporate social responsibility and sustainable development, aimed at generating shared value between members. Its mission is to support business sustainability through the implementation of 10 Universal Principles of Conduct and Action with regard to Human Rights, employment standards, the environment and the fight against corruption³.

Facilitation payment: payments or small gifts made to an individual - a public official or an employee of a private company - in order to obtain a favour, such as expediting an administrative procedure, obtaining a permit, license or service, or avoiding an abuse of power.

Sponsorship: financial or any other type of aid, generally provided for advertising and gaining business to a private individual or company for the purposes of carrying out an activity in which they are engaged.

Associates: physical or legal persons with which CaixaBank and Group companies have any type of business relationship. This includes those who provide services through temporary employment companies or academic agreements, intermediaries, agents, brokers, external consultants or physical or legal persons contracted to deliver goods or service provision.

Covered Persons: people to whom what is set out in this Policy mandatorily applies.

Gift: free gifts, services, advantages, favours, provisions or any other physical present or pecuniary donation (payments or fees)⁴. Hospitality and social invitations are excluded and have their own provisions in this Policy.

Institutional Gift: a gift or physical present that have been validated and certified beforehand by Institutional Relations. They generally include Company-branded elements such as the logo or brand name.

Influence Peddling: whoever influences a public official or an authority, taking advantage of any situation arising from a personal relationship with such individual or another public official or an authority, in order

³ The United Nations Global Compact (www.pactmundial.org).

⁴ By way of example, Gifts are deemed to be promotional gifts, courtesy gifts for traditional celebrations such as birthdays or at Christmas, or invitations to entertainment events such as sporting or musical events, among others.

to obtain a resolution that could give rise to direct or indirect financial benefit for him/herself or for a third party.

Appendix 1 – FAQs

Before accepting gifts, hospitality and social invitations, the recipient must use common sense and act ethically and responsibly. To help us make a decision, we can ask ourselves the following questions:

- ✓ Am I sure that I am doing the right thing by accepting the gift, hospitality or invitation?
- ✓ Would I feel comfortable explaining to colleagues, supervisors, friends or family that I accepted it?
- ✓ Could accepting it create a conflict of interest?
- ✓ Could accepting the gift, hospitality or invitation influence my decision making or the way I carry out my activities?
- ✓ If the acceptance of the gift, hospitality or invitation were to be made public, do you think it would be considered appropriate and professional?

In any case, and as discussed in this Policy, the recipient can use the questionnaire through the corporate application and the Consultation Channel.