



General Principles of CaixaBank Payments & Consumer's Anti-Corruption Policy

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1. INTRODUCTION

1.1 Background

In compliance with CaixaBank, S.A.'s Corporate Anti-Corruption Policy of September 2021, approved by its Board of Directors, which establishes that it is applicable to all CaixaBank Group companies, the company CaixaBank Payments & Consumer, E.F.C., E.P., S.A.U. (hereinafter also CaixaBank Payments & Consumer or "the Entity"), as a company that belongs to the Group, endorses the Policy, adapting it and undertaking to share it with those companies in which it has a significant shareholding, even if it does not have control, and encouraging them to adopt it.

Through these General Principles, the Board of Directors of CaixaBank Payments & Consumer fully rejects any conduct that may be directly or indirectly related to corruption, works under the basic principle of compliance with the laws and regulations in force at any given time, and bases its actions on the highest responsible standards. CaixaBank, S.A. is a signatory of the Principles of the United Nations Global Compact, therefore, CaixaBank Payments & Consumer, as it forms part of the CaixaBank Group, is also aware of and observes these principles. CaixaBank Payments & Consumer is committed to honouring the ten principles, one of which is to work against corruption in all its forms, including extortion and bribery (Principle 10).

Within this framework, the Board of Directors of CaixaBank Payments & Consumer approves these General Principles of the Anti-Corruption Policy (hereinafter, 'the General Principles').

1.2 Scope

These General Principles are an essential tool to prevent the Entity, including the Branch in Portugal¹, the CPC Group companies and their external associates, either directly or through intermediaries, from engaging in conduct that may be contrary to the law or to the basic principles of action of CaixaBank Payments & Consumer: respect, integrity, transparency, excellence, professionalism, confidentiality and social responsibility.

CaixaBank Payments & Consumer actively rejects all types of corruption in all the markets in which it operates, adapting these General Principles to the highest international standards, which complement the Code of Business Conduct and Ethics, and is an integral part of the CaixaBank Group Crime Prevention Model. Where local laws are stricter than these General Principles, the former shall apply.

1.3 Aims

The main aims of these General Principles are:

- I. To convey to all employees, managers and members of the Governance Bodies of CaixaBank Payments & Consumer and CPC Group companies the commitment of the entities to ensure their activities are based on adherence to the laws and regulations in force at any time, and on promoting and upholding the corporate values and principles of action set out in its Code of Ethics, and the full rejection of any type of conduct that may be directly or indirectly associated with corruption.

¹ Any reference to CaixaBank Payments & Consumer shall be understood to include the Branch in Portugal.

- II. Establish standards of conduct that should govern the activity of CaixaBank Payments & Consumer and those of the CPC Group companies, as well as that of all the employees, executives and members of the Governance Bodies of CaixaBank Payments & Consumer and CPC Group companies. The General Principles establish due diligence measures to avoid entering into contractual relationships with third parties that do not comply with current regulations or that could be carried out in breach of CaixaBank Payments & Consumer's values.
- III. To offer assurance to shareholders, customers, vendors, suppliers, judicial bodies and society in general that CaixaBank Payments & Consumer and CPC Group companies are fulfilling their duties of supervision and control in respect of their activities by implementing suitable measures to prevent crimes or reduce the risk of the commission of corruption crimes, and that due legal control is exercised over directors, executives, employees and other associated persons.

The content of these General Principles includes:

- Regulatory framework. Applicable standards and conduct
- General principles governing corruption risk management
- Whistle-Blowing Channel

2. SCOPE OF APPLICATION

The General Principles of CaixaBank Payments & Consumer are communicated to the Covered Persons and will be available in the company policies section of the personal area of the employee website. The General Principles of the Policy will also be published on the CaixaBank Payments & Consumer Corporate Website.

The governance bodies of CPC Group companies shall adopt the appropriate decisions in order to integrate the provisions of these General Principles.

Covered Persons

All employees, executives and members of the Governance Bodies of CaixaBank Payments & Consumer, as well as of the other companies that make up the CPC Group, are Covered Persons subject to these General Principles.

Covered Persons will receive training aimed at ensuring adequate knowledge to guarantee the development of an ethical culture of integrity and regulatory compliance.

Non-compliance with the provisions of these General Principles will result in the exercise of disciplinary authority by the appropriate internal bodies.

Associated Persons

Within the framework of mutual trust and cooperation with all its Associates, CaixaBank Payments & Consumer and the companies forming part of the CPC Group expect them to take the appropriate measures to ensure fair conduct and competition in the market. All Associated People with a relationship with CaixaBank Payments & Consumer and the CPC Group companies participate in the Corporate Anti-Corruption Policy, provided that the specific circumstances allow for this, including those suppliers, vendors, intermediaries and agents acting for or on behalf of the Entity and/or the Group companies.

CaixaBank Payments & Consumer and CPC Group companies will encourage Associated Persons to be aware of the existence and content of the General Principles. In any event, they will ensure that they are governed by standards of conduct and values similar to those set out in the General Principles.

Knowledge of express breaches of any of the provisions of the General Principles will result in the termination of the existing contractual relationships.

3. REGULATORY FRAMEWORK. APPLICABLE STANDARDS AND REGULATIONS

The General principles will be governed by the pertinent legislation in force at all times and any legislation amending or replacing it in the future.

In the case of subsidiaries subject to foreign jurisdictions or supplementary sectorial regulations, the policies and procedures that these subsidiaries implement shall take into account the obligations at the consolidated level contained in the aforementioned regulations in addition to their own regulations, insofar as they are not contradictory to the specific requirements of the corresponding jurisdiction or sectorial regulations.

Furthermore, CaixaBank Payments & Consumer will apply the following due diligence procedures:

- CaixaBank Payments & Consumer will have due diligence procedures in place for selection processes and for maintaining relationships with people who are linked to the organisation, especially its **employees**, to ensure alignment with CaixaBank Payments & Consumer's values and maximum observance of the its internal ethical standards and laws.

During its recruitment processes, CaixaBank Payments & Consumer will guarantee that the candidate meets the technical qualifications and experience previously required, and that this procedure will be properly documented. Personal/family relationships may not be used to engage persons who do not meet the selection criteria.

- With regard to **Associated Persons**, CaixaBank Payments & Consumer's entering into contracts with any of the groups included in this category must respond to objective criteria, and may not be influenced in any way by economic or other ties. CaixaBank Payments & Consumer will require all of them to adopt appropriate measures to ensure fair behaviour and competition in the market, thereby avoiding any conduct that may be contrary to current legislation and the principles that inspire its activity.

- CaixaBank Payments & Consumer, through its KYC (know your customer), will carry out an adequate process of knowledge, acceptance and follow-up of **customers**.

Each CPC Group company will develop any additional rules, guidelines or procedures needed for the proper implementation, execution and compliance with these General Principles.

4. GENERAL PRINCIPLES OF CORRUPTION RISK MANAGEMENT

Corruption, in its broadest sense, is conduct which impacts on both business and society and which must be prevented and eradicated.

The principles governing these General Principles and which will govern the actions of the CPC Group in anti-corruption matters for the control and management of the risk of corruption are as follows:

- Absolute rejection of any action or omission directly or indirectly related to acts of corruption. This includes situations in which the Covered Person is placed in a situation of conscious or deliberate ignorance regarding acts of which they should be fully aware.
- Prohibition of unlawful actions and/or actions that are not in line with current regulations, including the provisions of these General Principles, under the premise that they are acting on behalf of the Entity, irrespective of the possible economic benefit generated.
- Obligation of Covered Persons to report any facts they become aware of that contravene the provisions set out in the General Principles. This communication must be made through the CaixaBank Group's Whistle-blowing Channel.
- Observance of standards on fair market behaviour, as provided for by the principles that guarantee free competition.

Prevention measures against corruption form part of the CaixaBank Payments & Consumer Criminal Prevention Model. The principles set out in the *Corporate Criminal Compliance Policy* are therefore directly applicable.

Furthermore, these General Principles set out the following standards of conduct:

a) EXTORTION, BRIBERY, INFLUENCE PEDDLING AND FACILITATION PAYMENTS

CaixaBank Payments & Consumer strictly prohibits any conduct that may constitute be related to **extortion** in all its forms.

CaixaBank Payments & Consumer will likewise avoid any conduct tantamount to **bribery** or attempted bribery in relation to the authorities or public officials, whether directly or indirectly through third parties or intermediaries. Accordingly, the giving of gifts, sums, goods, rights or any other goods or services in exchange for the authorities or officials doing or failing to do what they are supposed to do or taking any other unlawful action will not be tolerated.

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

Facilitation payments in any form or format they may adopt are similarly prohibited. Gifts may only be accepted or offered in accordance with the provisions of these General Principles.

Any action suspected of constituting any of the behaviours described must be reported to Regulatory Compliance through the CaixaBank Group Whistleblowing Channel.

b) GIFTS

Accepting gifts

It is forbidden to accept, directly or indirectly, any type of Gift and any amount that is intended to directly or indirectly encourage the Covered Person, in breach of their obligations, to favour the person or entity that granting the gift in the procurement of goods or services.

In any event, the criteria that shall govern the acceptance of Gifts are as follows:

- With regard to the **amount** of the Gift:
 - The value of the Gift may exceed €150 or its equivalent in any currency using the approximate market value, not the acquisition cost, for its quantification. In the event that a Covered Person is the recipient of several Gifts from the same grantor within a 12-month period, the limit of €150 will apply to the aggregate value of all such Gifts.
 - It must be proportionate to the circumstances, accepted by social practices and in accordance with sectoral standards.
 - Its purpose may not exceed the traditional congratulations, either for celebrations or for personal reasons (such as name days, birthdays, etc.), being considered a courtesy gift.

By way of exception, in the case of Gifts exceeding the previously mentioned amount of €150, the opinion of Regulatory Compliance may be sought when there are extraordinary circumstances that justify it. In these cases, acceptance of the gift will **require the authorisation from Regulatory Compliance** through the channel made available to employees for this purpose.

- The Gift must be voluntary, it cannot have been previously requested. Nor should the acceptance of the Gift generate expectations of reciprocity in the grantor.

- Gifts must be received in the workplace itself, not at the employee's home address or that of relatives or close friends. If, for reasons beyond the control of the parties, this is not possible, the hierarchical superior must be informed.

The receipt of Gifts, either directly or indirectly, is **expressly prohibited** in any of the following circumstances:

- The Gift comes from public authorities or officials.
- The Gift comes from individuals or companies when they are involved in supplier bidding processes at any of the CaixaBank Group companies, whenever the Covered Person participates in the bidding processes or may have influence over them.
- The Gift is made in cash or an equivalent, regardless of its amount (e.g., gift cards).

Institutional gifts, defined as those received in an institutional or protocol context that prevent their refusal, and when the gift does not meet the requirements for acceptance, it will be accepted institutionally but will be refused in a personal capacity, and the gift will be handed over to the area that manages institutional relations.

Offering gifts

In general terms:

- Only Institutional Gifts may be offered, provided they are of an amount less than €150, or they are included in the Christmas catalogue approved annually on an institutional basis. On an exceptional basis, the area in charge of institutional relations, subject to a report from Regulatory Compliance, may authorise the granting of other types of gifts, provided that there has been prior consultation and that this is proportionate to the circumstances and in accordance with the social customs and culture of the Entity. Institutional Gifts must include a corporate card and logo, in compliance with the prevailing regulations.

Institutional Gifts will at all times comply with the following requirements:

- Have a value greater than €15 and less than €150 (gifts of less than €15 and those associated with commercial campaigns are not considered gifts).
- Be in accordance with the social customs, values and culture of the Entity.
- Include a corporate business card.
- During the Christmas season, be among those included in the institutional catalogue approved annually.
- It is recommended that they include the corporate logo (in compliance with the applicable standards).

- The granting of gifts to public officials and authorities is prohibited. As an exception, and provided that it is not prohibited by the prevailing regulations, the offer or granting of Gifts may be made with the authorisation of the area in charge of institutional relations, subject to a report from Regulatory Compliance, which may also request a report from a legal advisor, if deemed appropriate.

Exclusions

Excluded from the regulation contained in this section are the following:

- The Gifts from CaixaBank Payments & Consumers to Covered Persons and from Covered Persons among them, irrespective of the hierarchical relationship.
- Invitations to meals made within the course of a current professional relationship, provided that the invitation is reasonable and within the business context in which it is developed.

c) TRAVEL AND HOSPITALITY EXPENSES

Hospitality received from third parties

Invitations to events or acts carried out by suppliers, vendors or third parties **will be understood to be made to CaixaBank Payments & Consumer or to the CPC Group company in question**, therefore the travel, accommodation and representation expenses that may arise will **always** be payable by CaixaBank Payments & Consumer or, the CPC Group companies and will be paid directly to the service provider in accordance with the internal regulations for processing employee expenses.

These travel, accommodation and representation expenses will be adjusted to the following criteria:

- they must be reasonable and not excessive or extravagant, so as to give rise to a presumption that it is providing a service other than its own or that it is attempting to facilitate the procurement of business,
- they must be related to the activity of CaixaBank Payments & Consumer or the CPC Group company in question,
- **they will always be understood to be carried out in an institutional capacity**, therefore the decision to attend and its authorisation will require the written authorisation of the relevant Executive.

'Hospitality' offered by CaixaBank Payments & Consumer

The same criteria are applicable with CaixaBank Payments & Consumer assuming the travel and accommodation expenses of third parties.

d) RELATIONS WITH POLITICAL AND OFFICIAL INSTITUTIONS

CaixaBank Payments & Consumer and the CPC Group companies will at all times observe strict compliance with national legislation concerning the financing of political parties.

Donations to political parties and their related foundations or associated entities are prohibited. No debt cancellation, in whole or in part, may be made to political parties. Cancellation is understood to be the total or partial cancellation of the principal of the credit or of the interest due, or the renegotiation of the interest rate below that applied under market conditions.

The CaixaBank Group will participate in regulatory processes in those matters relevant to the financial sector at national, European and global level in order to protect the interests of customers, shareholders and employees. The CaixaBank Group will not engage direct lobbying or interest representation services to position itself before the authorities, but will share its opinions through the different associations to which it belongs, or will transmit them directly through the legally established channels, all in accordance with the principles of action established in the Code of Ethics, these General Principles and the applicable internal regulations.

e) SPONSORSHIPS

The sponsorship activity will have the purpose of granting financial aid/contributions to those sponsored to carry out their institutional, corporate, social, sports, cultural, scientific or similar activities in exchange for their commitment to collaborate in CaixaBank Payments & Consumer's advertising activity, as well as other considerations for the bank in exchange for the sponsorship such as *hospitality* (tickets) agreements or the possibility of activating each sponsorship by organising CaixaBank Payments & Consumer branded activities and events.

In any case, the sponsorship activity must be aimed at strengthening CaixaBank Payments & Consumer's brand and business.

Any area that considers the possibility of supporting activities through sponsorship or similar activities should consult the Area or Department responsible for managing sponsorships. It will be responsible for resolving any queries that may be raised by the areas and will be responsible for deciding whether a specific activity can be the object of sponsorship. It will also ensure the strategic alignment of sponsorships and implement appropriate procedures to that effect.

These procedures will include controls to ensure that sponsorships are not used as a subterfuge for practices contrary to these General Principles and the Code of Business Conduct and Ethics.

When a national or international sponsorship activity is carried out on a decentralised basis, the relevant area or department shall act at all times in accordance with the criteria defined in the preceding paragraph.

Any consideration granted/received beyond what is set out in the sponsorship agreement will be considered a Gift, and will therefore be subject to compliance with the regulations laid down in these General Principles for such cases.

f) DONATIONS

CaixaBank Payments & Consumer collaborates on behalf of the "la Caixa" Banking Foundation and to make its social work known throughout CaixaBank Payments & Consumer. Consequently, donations will be made to foundations and other non-governmental organisations, which must be justified by the activity of "la Caixa" Foundation and be in accordance with the lines of action established in its charitable activity, establishing the appropriate procedures for this purpose.

These procedures will include controls so as to ensure that the donations and contributions made to foundations and other non-governmental organisations are not used as a screen or subterfuge for practices that run contrary to these General Principles and to the Code of Business Conduct and Ethics.

When the activity is carried out on a decentralised basis, the relevant area or department will act at all times in accordance with the previously defined criteria and the prevailing internal regulations.

g) SUPPLIERS AND VENDORS

CaixaBank Payments & Consumer and the companies of the CPC Group will require that their suppliers and vendors take such measures as may be appropriate to ensure fair market behaviour and competition, and must establish mechanisms to combat all forms of corruption.

As established in the CaixaBank Supplier Code of Conduct, suppliers will not accept or offer free gifts, advantages, favours or provisions aimed at inappropriately influencing their commercial, professional or administrative relations.

The internal regulations provide a detailed but non-exhaustive list of circumstances, the occurrence of which raises a red flag for potential situations of corruption in relations with third parties, including suppliers and vendors.

5. WHISTLE-BLOWING CHANNEL

To enable compliance with the codes of conduct, CaixaBank Payments & Consumer has established a confidential Whistle-blowing Channel provided for in the Code of Ethics through which queries may be submitted regarding their interpretation or practical application, as well as these General Principles of the Anti-Corruption Policy and the other implementing regulations, and to report any irregularities that may involve breaches.

The Whistleblowing Channel is accessible to employees, Covered Persons and Associated Persons as provided for in these General Principles. When raised by customers, incidents shall be handled through the customer service channels set up by CaixaBank Payments & Consumer.

Queries and complaints are managed and resolved using a rigorous, transparent and objective procedure, safeguarding in all cases the confidentiality of the persons concerned and involved in the facts and conduct object of the communication. CaixaBank Payments & Consumer will not tolerate any reprisals against anyone who, in good faith, reports facts or situations which may constitute conducts prohibited by the Code of Ethics or these General Principles. In this regard CaixaBank Payments & Consumer strives continuously to align communication channels with best practices at all times.

6. UPDATE OF THE GENERAL PRINCIPLES

These General Principles will be subject to review by the Board of Directors on a biennial basis. Regulatory Compliance, as the body responsible for the General Principles, will review their content on an annual basis and, if deemed appropriate, propose amendments to be submitted for approval by the Board of Directors.

In addition, the process of updating the General Principles may be initiated at any time when the body responsible has detected the need to amend them, caused by the following, for example:

- Changes in the regulatory framework.
- Changes in business strategy or objectives.
- Changes in the management approach or processes.
- Changes prompted by the results or findings of the monitoring and control activities.
- New policies or amendments to existing policies that affect the provisions of these General principles.
- Amendments to the organisational structure involving a change in corruption risk management functions.

As part of the review procedure, the body responsible for the General Principles will:

- Share the outcome of the analysis with the other stakeholders involved in corruption risk management and make any necessary amendments to the General Principles.
- Include a summary of the review in the "Version control" section of the General Principles.

Regulatory Compliance will be responsible for the storage and accessibility of these General Principles and will be in charge of ensuring the correct functioning of the filing, distribution and, if applicable, publication processes. Access to the General Principles will be restricted to those persons determined by the Regulatory Compliance Department.

7. DEFINITIONS

Conflict of interest: situation of discrepancy or collision between the professional duty of a natural or legal person and their private interests and/or the interests of another natural or legal person, which unduly influences the performance of their duties and responsibilities.

Corruption or the act of bribery: fraudulent conduct consisting of the offering, promising, giving or acceptance of an undue advantage to or by a public official or an employee or representative of a private enterprise, directly or indirectly, in order to obtain or retain a business or other unlawful advantage. The commission of the act can be both national and international².

Extortion: whereby a person, with intent to profit, compels another person, through violence or intimidation, to carry out or omit to carry out a legal act or transaction to the detriment of their own or a third party's assets.

CaixaBank Group: this refers to CAIXABANK, S.A. and to all investees controlled by CAIXABANK as per Article 42 of the Spanish Commercial Code, including the CPC Group.

CPC Group: this refers to CAIXABANK PAYMENTS & CONSUMER, E.F.C., E.P., S.A.U., including the Branch in Portugal, as well as all the companies in which it exercises control in accordance with Article 42 of the Commercial Code.

Hospitality: Assumption of certain costs by the organiser of an event.

UN Global Compact: a voluntary corporate social responsibility and sustainable development initiative of the World, aimed at generating shared value among its members. Its mission is to promote business sustainability through the implementation of 10 universal principles of conduct and action in the areas of human rights, labour standards, environment and anti-corruption.³

Facilitating payment: A small payments or gift given to a person –a public official or employee or a private company– in exchange for a favour, such as to speed up an administrative process, obtain a permit, licence or service, or prevent an abuse of power.

Sponsorship: monetary or other aid, generally for advertising purposes or capturing business, granted to a person or an entity and so that it may continue to carry out its pursuits.

Associated Persons: individuals or legal entities with which CaixaBank Payments & Consumer and CPC Group companies maintain business relations of any kind. Includes, for example, persons who provide their services through temporary work agencies or through academic agreements, intermediaries, agents, brokers, external advisors or natural or legal persons engaged for the delivery of goods or provision of services.

Covered Persons: persons to whom the provisions of these General Principles apply in a mandatory manner.

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

³United Nations Global Compact (www.pactomundial.org).

Gift: any gifts, service, advantages, favour, gratuity or any other physical present or pecuniary donation (payments or commissions)⁴. This excludes travel and hospitality expenses, which are regulated separately in these General Principles.

Institutional Gift: physical gift or present that has been previously validated or approved by the area managing institutional relations. This generally includes identifying elements of the Entity such as the logo or trade name.

Influence peddling: where a person attempts to influence a public official or authority by seeking to rely on a personal relationship with that person or with another public official or authority in order to secure a ruling that may directly or indirectly generate a financial gain for that person or for a third party.

⁴ For example, promotional gifts, complimentary gifts for traditional celebrations such as birthdays or at Christmas time, or invitations to entertainment events such as sporting and musical events, are considered to be gifts.