



Ajuntament de
Barcelona



Barcelona
Activa



CRIMINAL REGULATORY COMPLIANCE POLICY

BARCELONA ACTIVA



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INTRODUCTION

The of BARCELONA ACTIVA, SOCIETAT PRIVADA MUNICIPAL (hereafter, “BARCELONA ACTIVA” or the “Company”) Administrative and Management Body is committed to fostering and promoting a culture of compliance with the regulations to which the Company’s actions and activities are subject, and it transfers and disseminates, at all times, its absolute opposition to any illegal or criminal action that may take place, with the aim of maintaining the position of respectability and excellence that Barcelona Activa enjoys in society.

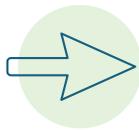
Accordingly, the Administrative Body is committed to fostering, procuring and improving proper implementation of a culture of regulatory compliance at Barcelona Activa. In order to fulfil this commitment, among other things, it will be necessary to: periodically update and review implemented policies and procedures; establish as many control and monitoring measures as are necessary to achieve this; provide appropriate and sufficient economic, human and material resources to achieve these ends; provide the Company’s employees and collaborators with efficient mechanisms for communicating suspicious behaviour or present queries regarding the issue, and provide all its employees, whatever their post or position, with appropriate training in criminal compliance, including, in particular and without limits, training on the issues of corruption, fraud, bribery, influence peddling and money laundering.

This criminal regulation compliance policy (also known as “*criminal compliance*”) constitutes the reference framework for the prevention of criminal risks, and must serve as the basis for the ends, principles and commitments therein.

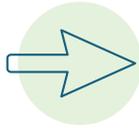


PRINCIPLES OF ACTION

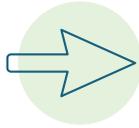
The daily activities of all the professionals that form part of Barcelona Activa must be governed by the following principles at all times:



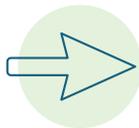
- 1.** Compliance with applicable Spanish, autonomous community, local and sector regulations, as well as directives and other paradigms imposed by internal regulations. Especially, compliance with criminal law and Barcelona Activa's Code of Ethics.



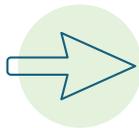
- 2.** Carrying out daily activities in a diligent, professional and ethical manner, and absolutely prohibiting any criminal offences or activities that may be linked to this type of practice.



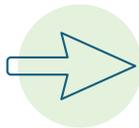
- 3.** Minimising exposure to criminal risks. As far as possible, any dishonest, negligent, irregular or illicit practices must be avoided and prevented when carrying out company activities, even where this practice may lead to direct or indirect benefits for Barcelona Activa.



- 4.** Fostering the implementation of good practices and promoting a proactive attitude in regard to detecting, preventing, reporting and repressing irregular or illicit behaviour. In this regard, workers must inform the Regulatory Compliance Committee of any suspicious actions or behaviour, in accordance with the section of the Code of Ethics on reporting obligations.



- 5.** Reducing the environmental impact associated with the organisation's activities, in order to contribute to the fight against the climate emergency.



- 6.** Communication and awareness-raising. This policy must be available as documented information and must be communicated in language suitable for the organisation's members, as well as its business partners and collaborators, in addition to making it available to interested parties.

THE FUNCTION OF REGULATORY COMPLIANCE

Regulatory compliance seeks compliance with all the company's regulatory and ethical commitments and values. It will therefore ensure that no action can be at variance with the principles adopted by the company.

Regulatory compliance is committed to ensuring that the management system is dynamic. For this reason, when faced with a new objective or strategy related to regulatory compliance, or a new context that requires modifications, the system shall be designed in such a way as to facilitate a response to these new needs. In other words, when faced with any area of improvement, it shall have sufficient resources and guidelines to adapt to this new reality.

In order to carry out this task with absolute autonomy, independence and authority, Barcelona Activa has created its Regulatory Compliance Committee, which is constituted as a body independent from the Board of Directors. Its main responsibility is to supervise all activities relating to regulatory compliance within the organisation.

This body's principles in regard to actions, responsibilities, composition and other organisational measures are listed in the Regulatory Compliance Committee's Regulations.

In addition to Regulatory Compliance Committee, every Barcelona Activa employee has regulatory-compliance responsibilities in their place of work, in regard to identifying, analysing and assessing risks in their area of responsibility, with the aim of preventing them, given that the employee concerned is in the best position to comprehend the risks that affect their activity. Similarly, the executives in each area and the other managers at every level must ensure that the organisation members in their departments comply, observe and ensure compliance with the requirements of the regulatory-compliance management system.

Both the Board of Directors and Company Management must support the Regulatory Compliance Committee in achieving its goals and, furthermore, must foster a culture of regulatory compliance within the organisation. They shall also be responsible for ensuring the allocation of the resources required to implement the regulatory compliance management system effectively.

RISK IDENTIFICATION, ASSESSMENT AND MANAGEMENT

Barcelona Activa's regulatory compliance management system is based on risk.

In this regard, Barcelona Activa has a mechanism for identifying, assessing and managing any risks that may occur in the organisation's activities, operations and services.

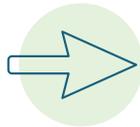
This system enables the organisation to determine its goals and assign resources effectively, focused on the organisation's main risks, as well as their prevention, with an order of prioritisation, before they take place. This mechanism is set out in the analysis document for the criminal regulatory compliance management system, and more specifically, in the risk map featured in Annexe 4. The drafting of this document was based on a preliminary study of Barcelona Activa's documents and situation, as well as the expert opinion of an external company, in order to produce a more objective document in regard to this situation.

With the aim of mitigating and reducing the likelihood of situations contrary to this policy or Barcelona Activa's Code of Ethics, as well as their impact, suitable controls and measures shall be implemented in order to reinforce the organisation's processes and procedures. These controls will be implemented from a risk-based perspective. All of these controls and procedures will be monitored and reviewed annually, with the aim of detecting possible deficiencies or, where necessary, providing improvements.

ONGOING MODIFICATION AND IMPROVEMENT

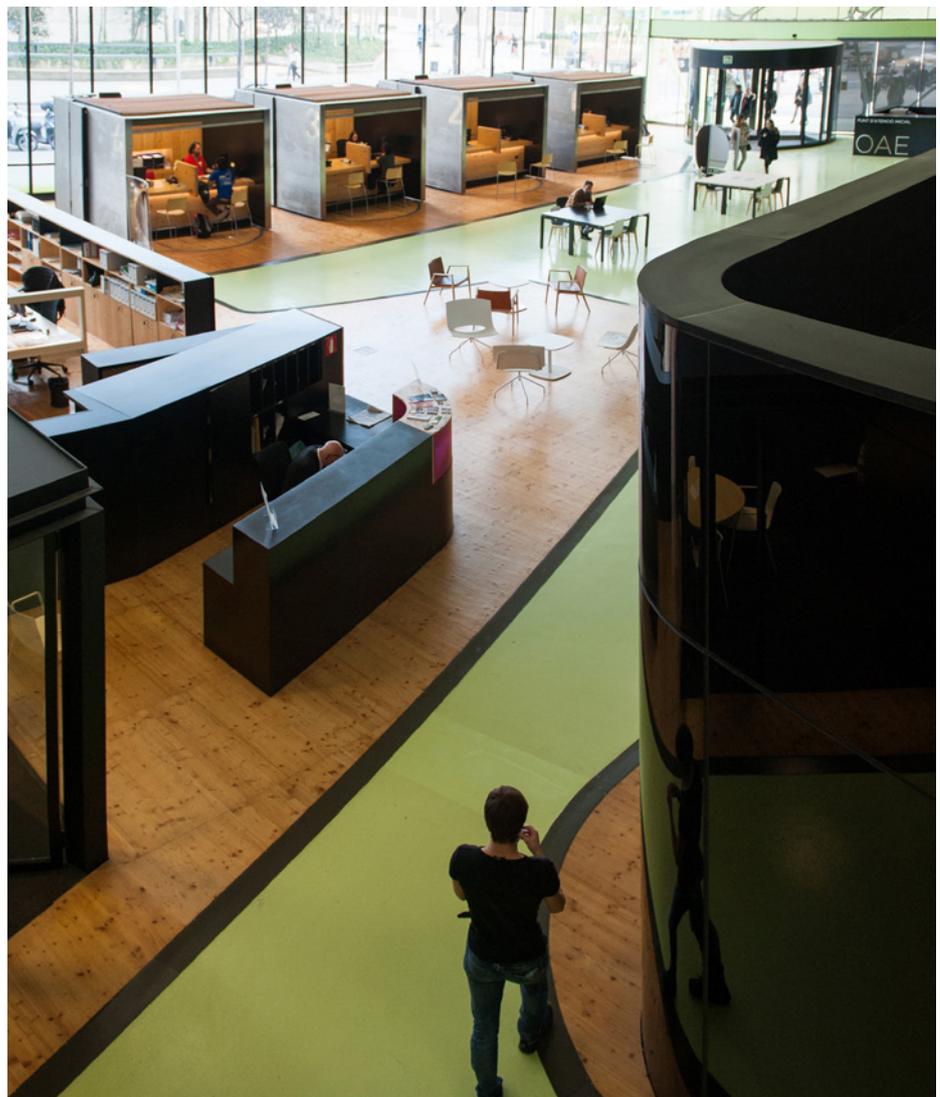
This policy shall be subject to periodic review and updates, with a view to aligning it with any changes applicable to the organisation and to ensure that its content is adapted to Barcelona Activa's situation and relevant legislative amendments.

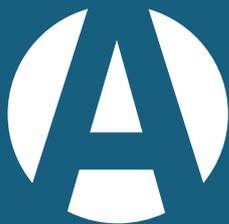
The Regulatory Compliance Committee shall carry out an annual review of the management system for criminal regulatory compliance and the Code, in order to ensure their suitability, adaptation and efficiency. They shall also be revised when relevant incidents occur or when there are changes to the circumstances considered when they were drafted. Similarly, use of the policy shall be monitored, and the possibility of carrying out audits to assess and verify its effectiveness shall be evaluated.



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