



General Principles of Corporate Policy on Criminal Compliance

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1. Introduction

1.1 Background

On 23 June 2010, Organic Law 5/2010 was published in the Official State Bulletin (BOE), amending Organic Law 10/1995 on the Criminal Code, which came into force on 23 December 2010. This reform included the introduction of criminal jurisdiction for the liability of legal persons, marking a step forward in harmonising European regulations and regulating a situation that demanded the existence of specific criminal sanctions for crimes committed by certain physical persons operating within the scope of a company / business structure.

The Criminal Code underwent a further reform process through Organic Law 1/2015, which came into force on 1 July 2015. This new reform improved regulatory technique for criminal liability of legal persons, with the aim of properly framing the content of "*due control*", understood as serious non-compliance with the duty to supervise company employees and whose breach thereof enables criminal liability to be substantiated.

Nonetheless, if the company has a **crime prevention programme** that lowers the risk of criminal offences being perpetrated and a supervisory body for that prevention programme that meet certain requirements, it shall be exempt from criminal liability. Furthermore, the reform underscores possible criminally liable parties, the specific criminal offences that may activate criminal liability or the sentence system, establishing full regulation in the matter.

Also, the Organic Law 1/2019 took effect on 13 March 2019, amending the Criminal Code to transpose European Union Directives on matters relating to finance and terrorism, and to address matters of international importance.

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

Finally, the Criminal Code has been amended again in 2022 because of the entry into force of:

- Organic Law 9/2022, of 28 July, establishing rules facilitating the use of financial and other information for the prevention, detection, investigation, or prosecution of criminal offences.
- Organic Law 10/2022, of 6 September, on the comprehensive guarantee of sexual freedom, which provides for the obligation of companies to promote working conditions that prevent the commission of crimes and other conduct against sexual freedom and moral integrity at work.
- Organic Law 14/2022, of 22 December, on the transposition of European directives and other provisions for the adaptation of criminal legislation to European Union law, and reform of offences against moral integrity, public disorder and smuggling of dual-use weapons.

For the ongoing development of its Criminal Prevention Model, CaixaBank's main priority in its business and management decisions is to consolidate a Compliance culture in line with the highest legal and regulatory standards.

1.2 Scope

In this context, it is essential to review the current systems for control, regulatory compliance and crime prevention so as to help ensure that CaixaBank and the companies under its Perimeter are not caught by this type of risk and ensure that the organisation and management model includes the following main principles: (i) the existence of a body with autonomous faculties, holding initiative and control, to supervise the operation and compliance with said prevention model; (ii) the identification of the company's activities in whose field crimes that should be prevented may be committed (risk map); (iii) the implementation of protocols or procedures that specify the shaping process of the will of the legal person to take decisions and put them into

place with regard to the former; (iv) the introduction of management models with appropriate resources to stop crimes that should be prevented from being committed; (v) the obligation to report possible risks and non-compliance to the body responsible for the operation of and adherence to the prevention model; (vi) a disciplinary system that suitably punishes failure to comply with the measures set out by the model, and (vii) the periodic verification of the model and of its organization, in the control structure or activity undertaken.

1.3 Objective

The objectives of these General Principles are, principally:

- I. To convey to all employees, executives and members of the Governing and Administrative Bodies of CaixaBank and the entities that form the Perimeter, as well as to the Associated Persons who are related to it, the commitment of the entities to ensure that their activity is based on respect for the laws and regulations in force at all times, as well as in the promotion and defence of their corporate values and principles of action established in their Code of Ethics and, consequently, linked to their ethical values, ratifying their firm will to maintain a strictly compliant conduct in criminal matters.
- II. To establish a general framework for the entity's Criminal Prevention Model, adapting it to the new regulatory provisions. The Model comprises the set of measures aimed at preventing, detecting and reacting to criminal behaviour and identifies the risks and controls associated with the same that are established.
- III. To assure shareholders, customers, suppliers, judicial bodies and society in general that the CaixaBank Group complies with its duties of supervision and control of its activity, establishing appropriate measures to prevent or reduce the risk of crimes being committed and that, therefore, the legally appropriate control is exercised over directors, executives, employees and other associated persons.

In addition, CaixaBank has defined:

- The different criminal offences which, in accordance with the provisions of the Spanish Criminal Code, may be imputable to legal entities in Spain, distinguishing, firstly, those offences whose potential risk of commission, based on the corporate purpose and ordinary activity carried out by CaixaBank as a financial institution focused, mainly, and investment services in the field of retail banking, corporate banking, treasury and markets, as well as the insurance business, and the other entities that make up the Perimeter, could be higher and, secondly, the other behaviours that may have criminal relevance as they are associated in our legislation with a possible commission by legal persons.
- The so-called accessory offences set out in Article 129¹ of the Criminal Code, as well as the so-called ad intra² offences.

¹ Article 129 of the Criminal Code refers to those companies, organizations, groups or any other type of entities or groupings of persons which, because they do not have legal personality, are not covered by Article 31 bis, within which, with their collaboration or through or by means of them, crimes are committed, are not subject to the criminal liability regime for legal persons, but to one or more consequences ancillary to the penalty corresponding to the perpetrator of the crime. These consequences coincide with the measures envisaged in the case of criminal liability of the legal person.

² Relevant criminal risks at sector level in view of the activities carried out by the CaixaBank Group. In particular, they refer to offences relating to unfair administration, misappropriation, misrepresentation of documents and corporate offences.

2. Scope of application

These General Principles of the Corporate Policy on Criminal Compliance (hereinafter, the “General Principles”) applies to employees, executives and board members of CaixaBank.

These General Principles has a corporate nature. Consequently, the principles of action defined herein are applicable to CaixaBank Group companies under the terms established in this section. The Governing Bodies of these companies shall adopt the appropriate decisions to integrate the provisions of these General Principles, adapting, in accordance with the principle of proportionality, the governance framework to the idiosyncrasies of their structure of Governing Bodies, committees and departments, and their principles of action, methodologies and processes to those described in this document.

This integration may involve, among other decisions, the approval of a subsidiary’s own General Principles. Approval will be necessary in those subsidiaries that need to adapt the provisions of these General Principles to their own specificities, whether by subject matter, jurisdiction or relevance of risk in the subsidiary. 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 Governing Bodies of the subsidiaries affected shall at least be aware of the existence of these corporate General Principles and its application to those subsidiaries.

Adherence to these General Principles by the governing bodies of subsidiaries shall be made when, applicable, the subsidiary does not draw up its own General Principles.

In any event, CaixaBank’s compliance function, given its corporate nature, shall ensure that the integration of these General Principles in the subsidiaries is proportionate, in the event in which the subsidiaries approve their own general principles, these are aligned with the corporate General Principles, and that there is consistency throughout the CaixaBank Group.

Lastly, these General Principles, in addition to being corporate, are considered as individual principles of CaixaBank, parent of the CaixaBank Group.

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

For Perimeter companies, there are two types of subsidiaries:

- Significant Subsidiaries with their own Regulatory Compliance Function because of their relative criticality within the Group and/or where they are subject to additional governance or regulation beyond Spanish and European banking regulations.
- Rest of Perimeter: subsidiaries that do not have their own Regulatory Compliance unit as they are not subject to additional banking regulation or where the compliance risk is lower due to the activity they carry out.

According to the level of complexity of the companies, the Corporate Crime Management Committee will establish additional reporting processes beyond those applicable the other companies in Perimeter.

The Perimeter’s subsidiaries should supervise and coordinate the criminal prevention model implementation in those subsidiaries depending on them.

Group companies shall undergo a minimum annual review to determine whether the relevant requirements are met for their inclusion within the Perimeter.

These General Principles shall likewise apply, according the section 4, to all Related Parties³ linked to CaixaBank, especially intermediaries and agents who act for or on behalf of the Bank, specific circumstances permitting, so as to thus ensure compliance with the law and acting at all times with due diligence.

These General Principles does not modify the working relations between Group companies and their employees and cannot be interpreted as an employment contract or a promise of employment for any period of time.

³ Individuals or legal entities with which CaixaBank or any Perimeter entity maintains business relationships of any kind. This includes, among others, persons who provide services through temporary employment agencies or through academic agreements, intermediaries, agents, brokers, external advisors or individuals or legal entities contracted to deliver goods or provide services.

3. Regulatory framework. Regulations and application standards

These General Principles shall be governed by the provisions of the applicable regulations in force, as well as by any that may amend or replace them in the future. Specifically, at the date of its preparation, the legislation in force applicable to CaixaBank is as follows:

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

In addition, it takes into account other national and international standards on criminal liability, such as:

- ISO 19600 Standard on Compliance Management Systems (Guidance).
- ISO 37001 Standard on Anti-Bribery Management Systems (Guidance)
- UNE 19601 Standard on Criminal Compliance Management Systems
- UNE 19602 Standard on Tax Compliance Management Systems
- ISO 37301 Standard on Compliance Management Systems
- Standard ISO 37002 on Whistleblowing Channels

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

4. General principles of criminal risk management

The principles that govern this General Principles and, consequently, the Crime Prevention Model are as follows:

- i. Act in accordance with current legislation, the Code of Business Conduct and Ethics, and other internal rules and standards.
- ii. Promote a corporate culture of crime prevention and refusal to tolerate unlawful or fraudulent acts, while promoting ethical principles and responsible behaviour.
- iii. Always guarantee the existence of efficient, permanent, and up-to-date control systems.
- iv. Ensure that all activities and all decisions made by CaixaBank and Perimeter companies are made subject to the internal rules, procedures, protocols, and controls in place for that purpose. In the event of Related Parties, these activities and decisions will be those set out in the contract governing the service in question.
- v. Ensure the appropriate resources and means for the application of these General Principles to prevent or detect criminal offences possibly being committed.
- vi. Carry out training activities that are suitable and provided often enough to ensure knowledge in this matter remains up-to-date and the development of a culture of business ethics and legal compliance.
- vii. Transmit the accountability of all physical and legal persons under the scope of application of these General Principles regarding monitoring potentially illegal behaviour in criminal terms. Specifically, those who oversee employees or teams shall ensure that they prevent unlawful criminal behaviour and report as soon as possible and in due fashion to the established bodies and implement processes as soon as they detect any such behaviour.
- viii. Transmit the obligation of all persons subject to these General Principles to report any circumstance or event that comes to light and that might constitute a crime or fraudulent or irregular situation.
- ix. Foster a culture of compliance to help ensure that criminal risks and non-compliances are duly reported through the internal channels set up for this purpose to the body responsible for safeguarding the operation of and compliance with the prevention model, while also ensuring the anonymity of the whistle-blower.
- x. Investigate, as soon as possible, any events or situations presumed to be criminal, while protecting the rights of the people investigated and the whistle-blower.
- xi. Ensure awareness of the disciplinary procedures and sanctions in place to respond to internal non-compliances that might constitute criminal offences in accordance with internal regulations and applicable law in accordance with the provisions of the Collective Bargaining Agreement and the Workers' Statute and other applicable legislation.

5. *Crime Prevention Model*

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

The main aspects of the Model are:

- i. A body with autonomous faculties, holding initiative and control, to supervise the operation and compliance with the implemented prevention model. For the purposes of these General Principles at CaixaBank and the companies within its Perimeter, these duties are held by the Corporate Crime Management Committee;
- ii. The specific naming of all activities at CaixaBank and Perimeter companies that could lead to the perpetration of criminal offences that should and must be prevented;
- iii. Implementation of organisational measures and procedures to steer the process of forming opinions, making decisions and acting on those decisions at the legal person;
- iv. Action guidelines in the event of a possible conflict of interest;
- v. Appropriate resources to stop crimes that should be prevented from being committed;
- vi. The obligation to report possible risks and non-compliances to the body responsible for monitoring the proper functioning of the prevention model and enforcing compliance;
- vii. The existence of Whistle-blowing channels and/or other methods to detect and report possible criminal acts;
- viii. The existence of a disciplinary system that operates in response to internal non-compliances in accordance with internal regulations and applicable law;
- ix. Periodic verification of the model and its modification where appropriate or where changes occur in the organization, control structure or activity undertaken.

This Model features five (5) different phases:

1. Prevention: identification of possible criminal conduct that affects CaixaBank and the companies within its Perimeter, while also determining the existence of related controls.
2. Detection: detection of possible criminal acts through different existing channels and methods.
3. Response: action undertaken by the Corporate Crime Management Committee in response to any evidence or suspicion of a crime being committed at CaixaBank or any of the companies within its Perimeter and the reduction, insofar as possible, of any ensuing damage.
4. Report: periodic communication and information for CaixaBank governance and management bodies and, where applicable, at the companies within its Perimeter.
5. Monitoring: periodic assessment of the Model and tailoring it to the specific circumstances of CaixaBank and the companies within its Perimeter, as well as possible changes and developments in crime prevention at legal persons in accordance with applicable legislation, case law and academic opinion. To carry out this periodic assessment, the Model will undergo an audit at least once every three years, which may be internal or external.