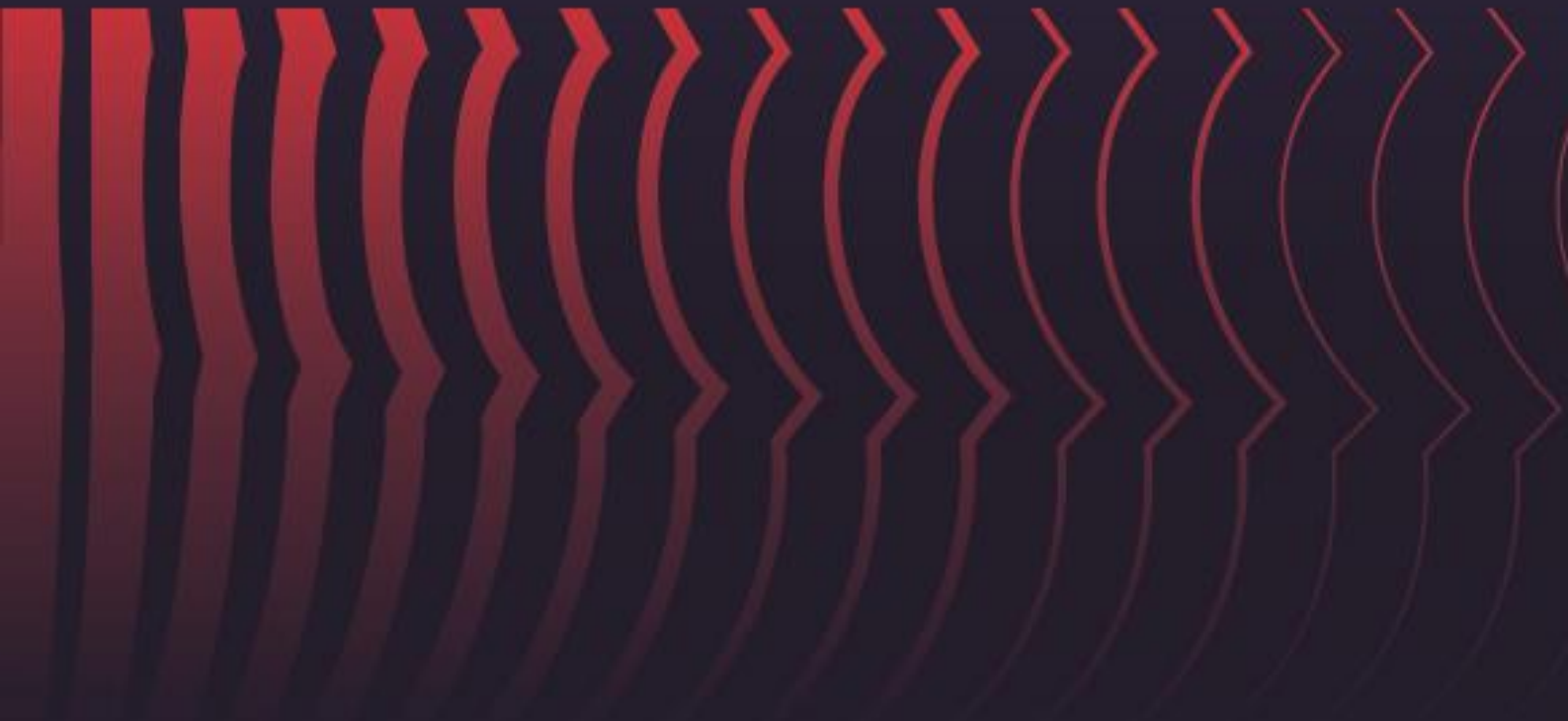


INTEGRITY AND ANTI-CORRUPTION POLICY

VERSION 002

JULY 2021





IMPORTANT INFORMATION ABOUT THIS DOCUMENT	
Identification of the document	Integrity and Anti-Corruption Policy
Scope of territorial application of the Compliance Management System	Global
Regulations it implements	Compliance Policy Code of Ethics
Regulations it replaces	Integrity and Anti-Corruption Policy 001
Regulations it repeals	None
Related regulations	Rest of the documents that make up the <i>Compliance Management System</i> of FC BARCELONA
Business unit or function affected	All units and functions in FC BARCELONA
Staff affected	<i>All Members of FC BARCELONA and related Third Parties, as applicable</i>
Main person in charge of monitoring it	<i>Chief Compliance Officer</i>
Date of approval	July 2021



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1. Objective

This Policy aims to develop the criteria and principles established in the Code of Ethics on preventing corruption in the activities carried out by the Entity Members and by Related Third Parties.

This Policy contains a description of the behaviours to carry out and the key factors in preventing crimes of corruption from occurring in any area, both nationally and internationally.



2. Development

2.1 Relationship with the public administration and political parties

Situations involving risks may need to be taken into account by the Club for relationships that FC Barcelona maintains with public administrations, as well as with political parties. Below, the different risk situations are detailed and analysed, and the behaviours considered as prohibited by FC Barcelona are established:

A. Public corruption

FC Barcelona bases its relationships with the public sector on the principles of transparency and equal opportunities. It rejects any action aimed at obtaining an advantage over third parties, in the market or in public contracts, based on an act contrary to the Code of Ethics, internal regulations and/or current legislation.

Consequently, it is prohibited to offer Public Officials money, gifts or any other financial compensation intended to incite them to perform acts contrary to the duties inherent to their positions or to carry out or unjustifiably postpone an action in order to obtain a benefit for FC Barcelona.

On an exceptional basis, in the event of exceptional circumstances and always in situations related to the activity of FC Barcelona, Members can carry out occasional Services for Public Officials as a mere courtesy. In such cases, the prior authorisation of the Chief Compliance Officer shall be mandatory.

B. Influence trafficking

It is not permitted to carry out any act or strategy aimed at guiding or influencing the actions of a Public Official or authority by taking advantage of a situation derived from a personal relationship with the latter, in order to obtain a decision that could directly or indirectly generate an economic benefit or avoid a loss of any kind for FC Barcelona or for a Business Partner.



The contracting, for the same purpose, of the services of third parties occupying a situation of prevalence or direct or indirect personal relationship with the Public Official or authority in which it is desired to influence, as well as the acceptance of any offer of a third party that may perform the conduct described in this section in exchange for any type of remuneration, advantage or promise, shall also be considered prohibited.

C. Relationship with political parties

FC Barcelona may interact with political parties within the framework of the legal system of the countries in which it acts and must comply, at all times, with national laws on financing political parties.

FC Barcelona prohibits donations to political parties and the foundations linked to them. In this sense, the purchase products or services whose benefits are directly or indirectly intended for a political party may not be made.

D. Facilitation and extortion payments

FC Barcelona expressly rejects any practice that may be considered as a Facilitation Payment. Consequently, actions involving this type of behaviour will be sanctioned, whether they are carried out directly by Entity Members or by third parties in the name and/or benefit of the Club.

Therefore, in the event of introduction, marketing or new development in foreign countries, no payments or gifts may be made to Public Officials of those countries in order to facilitate an administrative process, obtain an import licence or a permit, favour or service of any other nature.



2.2 Relationships with private companies

In all relationships that FC Barcelona maintains with its different Business Partners, particularly with private companies, certain risky situations may occur that must be known by all the Members of FC Barcelona. Below, the different risky situations are analysed and the guidelines and prohibitions that all Members of FC Barcelona must respect are established:

A) Business corruption

FC Barcelona undertakes to promote the highest ethical standards and best practices in all its business activities with Third Parties, in accordance with the principles arising from the Code of Ethics.

In this sense, the Club bases its actions on local and international markets on the principles of free competition and equal opportunities. It rejects any actions aimed at obtaining an advantage in the market or in contracts or agreements with Third Parties based on acts of corruption or that are contrary to applicable legislation.

Consequently, it is prohibited to offer or accept any money, gifts or other unjustified financial remuneration from third parties as compensation for obtaining an inappropriate benefit.

In order to ensure the transparent and ethical management of all actions with Third Parties carried out on behalf of FC Barcelona, the following will be compulsory:

- Following the applicable internal project approval procedures prior to the decision or contracting
- Formalising in writing and documenting the decision-making process regarding business relationships and transactions in general
- Offering appropriate compensation (fair value in the market where they operate) for the services provided



B) Conflicts of interest

A conflict of interest will be considered a situation in which an action or business decision could be influenced by the private interest of a FC Barcelona Member who participates in the decision, or of a third party with whom he/she has a personal relationship.

Members of FC Barcelona must act in a way that avoids conflicts of interest, with the interests of the Club always prevailing over their individual interests.

In order to complement the provisions herein, the Club has a Conflict of Interest Policy that specifically regulates the method of identifying these situations and defines and regulates the applicable procedure for resolving them.

2.3 Services, invitations and travel and/or representation expenses

A. Services

FC Barcelona allows members to directly or indirectly offer and accept gifts, presents, prizes or items of small value intended to build or maintain lasting and solid business relationships. Services of small value are considered those whose individual or collective value is not over €150 or the equivalent in foreign currency.

The persons who are the recipients of the Services will always be legal entities, at their registered offices, and this must be recorded in the delivery address, without prejudice to this being directed to a department or to a specific position within that company. No deliveries will be made to the home address of the Service's recipient.

All Services whose value exceeds €150 must be communicated to the Chief Compliance Officer, along with an explanation of the context.

If returning the Service is complicated, due to institutional or symbolic circumstances or due to protocol, the Chief Compliance Officer and the CEO will decide on the procedure to follow.



FC Barcelona considers the following to be unjustified or prohibited Services:

- Cash, gift cards or checks that allow for cash-like use
- Those given as a bribe, payment, or improper commission (for example, to obtain or retain contracts or to obtain improper advantages)
- Gifts made in the form of services received privately by the employee that are not cash (for example, a promise of employment, performance of work at the home of the employee, etc.)

B. Delivery of promotional “merchandising” products

The ordinary activity of FC Barcelona and its position in the sports field entails allocating resources for holding events and carrying out promotional campaigns for its sports activities.

In this context, it is deemed legitimate to deliver *merchandising* products of low value that include the distinctive signs of the Club, which it approves and whose purpose is to strengthen relationships with Third Parties and/or promote FC Barcelona’s sporting activities, when they are not used, in any case, to alter the will of those who receive them.

C. Making invitations

Invitations to social, institutional or sporting events organised by FC Barcelona can play an important role in strengthening working relationships between Business Partners.

As a result, invitations to social, institutional or sporting events organised by the Club will be permitted as long as:

- They are not given as a bribe, payment or improper commission (for example, to obtain or retain contracts or to obtain improper advantages);
- They do not give the impression (or implicit obligation) that the person receiving them is entitled to preferential treatment, to be granted contracts, better prices or more favourable sales conditions;
- They are reasonable and appropriate in the context of the business opportunity.



D. Travel and representation expenses

• Expenses paid by FC Barcelona to Third Parties

Payments to Third Parties for trips, expenses, accommodation or travel may be Unjustified Services under the terms of this Policy. Therefore, Members of FC Barcelona must be diligent and act with transparency and integrity, so that said expenses are only borne when justified by the legitimate needs of FC Barcelona and provided that the purpose of the action could not be obtained in a less expensive manner.

It will not be permitted for expenses to include the expenses of children, spouses or any other direct or indirect relative of the Third Parties, except for those cases that are expressly authorised by the Club.

• Expenses paid by Third Parties to Members of FC Barcelona

Due to the reputation of FC Barcelona and its Members, its professionals may be invited to participate in events or activities. These activities may include, but are not limited to, conferences, lectures or classes at universities or other educational centres.

These events or activities could involve trips, expenses, accommodation or travel paid by Third Parties, which could entail accepting Unjustified Services, as established in this Policy.

Trips, living expenses, accommodation or travel paid by third parties to Club Members must meet the following requirements:

- Trip, accommodation and travel expenses cannot be included for children, spouses or any other direct or indirect family member or person with whom he/she has a relationship.
- Leisure trips paid for by third parties that Club Members could enjoy when participating in an activity or event cannot be accepted.
- They must be justified by legitimate needs, provided that the purpose of the action could not be obtained in a less expensive manner.



2.4 Sports corruption

FC Barcelona establishes the obligation for all Entity Members to refrain from carrying out, directly or indirectly, behaviours that could manipulate sports competitions, either through paying money, intimidation, agreements or using confidential information or advantages of any kind. In particular, the Club prohibits Members of FC Barcelona from engaging in any conduct whose purpose is to deliberately and fraudulently predetermine or alter the result of a sporting match, meeting or competition.

Without prejudice to the provisions of this section, FC Barcelona has other internal regulations that complement and develop this content. In particular, the Club has a Sports Corruption Prevention Policy and Regulations on betting in order to establish an internal framework of principles and measures to regulate or restrict the participation of FC Barcelona Members in all types of sports betting, as well as to regulate the prohibition of conduct susceptible to being considered a crime of sports corruption.



3. Responsibilities

3.1 Board of Directors

With regard to this Policy, the following are the obligations of the Board of Directors:

- Formally approve the Policy, as well as the modifications or updates required to maintain its validity and effectiveness
- Comply with and enforce the provisions of the Policy
- Promote a culture of compliance through its own conduct

3.2 CEO

With regard to this Policy, the following are the obligations of the CEO:

- Comply with and enforce the provisions of the Policy
- Collaborate with the Board of Directors in transmitting the Entity's culture of Compliance
- Due to his/her proximity to strategic and operational objectives, support the Compliance department in everything necessary for all Entity Members to know and comply with what is established in the Policy.

3.4 Chief Compliance Officer

With regard to this Policy, the following are obligations of the Chief Compliance Officer:

- Prepare and update this Policy
- Ensure compliance with the due diligence processes established in this Policy
- Comply with the processes defined in this Policy
- Carry out the necessary training to disseminate the content of this Policy among the Members of FC Barcelona



4. Ethics Channel and disciplinary regime

Since compliance with ethical regulations and standards are applicable to the entire Entity and is one of its strategic objectives, all personnel are expected to know and respect the content of this Policy. Any FC Barcelona member who detects an infringement of this internal regulation or of current legislation must notify the Chief Compliance Officer. To do so, he/she may make use of the Ethics Channel or address a written communication to the Compliance Department.

FC Barcelona will react immediately in the event of possible breaches of the provisions of this Policy, within the parameters established in current legislation. In this regard, the Staff of FC Barcelona who violate this Policy will be sanctioned in accordance with the provisions of current legislation and internal regulations.



Appendix I

Definitions

Common Definitions

The definitions of the concepts that will be frequently used in this document are listed below (cited in *italics*):

- ***FC Barcelona/Entity.*** includes Fútbol Club Barcelona, Fútbol Club Barcelona Foundation and Barça Licensing and Merchandising, S.L., FC Barcelona HK Limited and FC Barcelona North America LLC.
- ***Board of Directors:*** The governance board of Fútbol Club Barcelona, whose function is to promote and direct company activities through acts of administration, management, representation, provision and execution, which are necessary for the fulfilment of the purposes of Fútbol Club Barcelona and the General Assembly.
- ***CEO:*** Under the terms of UNE 19601:2017 the CEO (*Chief Executive Officer*) is equivalent to the most Senior Management.
- ***Chief Compliance Officer.*** a single-person administrator equipped with autonomous initiative and supervisory powers, to whom responsibility is given to supervise the operation and observance of the *Compliance Management System*.
- ***Entity Members:*** the members of the *Board of Directors* and of the administrative bodies of the entities that make up FC Barcelona, executives, sports professionals (players and training staff), employees, workers or temporary workers under a collaboration agreement, volunteers, and the rest of the individuals whose managers are any of the above positions.
- ***Business partners:*** any legal or natural person, except *Members of FC Barcelona*, with whom the *Entity* maintains or plans to establish any type of business relationship. This includes, but is not limited to, intermediaries such as agents or commission agents, external advisors, *joint ventures* or individuals or legal entities hired by FC Barcelona to supply goods or provide services.
- ***Subjects affected by this document.*** all *Entity Members* and certain *Business Partners*, when it is advisable or necessary to apply to them all or part of the contents of this *Document*.
- ***Third Party:*** natural or legal person or independent body of the *Entity*.



- **Core Document of the Compliance Management System:** it lists the regulations and organisational documents within FC Barcelona on *Compliance* and includes measures designed to swiftly evaluate, prevent, detect and manage *Compliance Risks*.
- **Compliance Management System:** organisation and management system for the prevention of breaches, whose objective is to prevent, detect and manage *Compliance Risks* through its integration into business processes and through measurements for its continuous improvement. Its essential basis is described in the *Compliance Policy* and in the *Core Document of the Compliance Management System*.
- **Compliance Risk:** risk related to uncertainty regarding whether or not an instance of non-compliance and/or non-conformance has occurred with the *Compliance Requirements*. The different types of *Compliance Risks* include criminal risks, tax risks and privacy risks, among others.
- **Non-conformance:** *Breach* of an internal obligation or requirement.
- **Breach:** behaviour, asset or omission that infringes on the applicable regulations in FC Barcelona. A *Breach*, depending on its severity, can range from a mere formal *Breach* of a requirement included in an internal regulation to perpetrating an action that constitutes a crime potentially attributable to the Organisation.
- **Ethics Channel:** Platform that ensures the direct, confidential and secure communication of *Consultations* and *Complaints* by both *Members of the Organisation* and *Third Parties*.

Definitions and abbreviations of this Document

- **Sports betting:** Any investment of monetary value with an expected reward also of monetary value, subject to a future and uncertain event related to a competition or sporting event.
- **Service(s):** Gifts, offers, promises or hospitalities offered, promised, made available, given, requested and/or accepted, directly or through a third party (individual or legal entity), including but not limited to: travel expenses, lodging, tickets to sporting and/or social events, conferences, fairs (or invitations to lunches) related to the promotion, demonstration or explanation of products or services.



- **Unjustified service(s):** Unreasonable or unjustified services carried out for fraudulent purposes and/or those of disproportionate value greater than what is socially accepted, likely to ensure the receipt or retention of an advantage.
- **Conflict(s) of interest:** Refers to the conflict that occurs when business or financial interests outside FC Barcelona, as well as family or personal interests, interfere in the judgement of the Staff in the performance of their professional obligations in the Club.
- **Public official(s):** For the purposes of this Policy, anyone who holds a legislative, administrative, political or judicial position in any supranational entity (for example, the European Union) or entity on a national or regional level, including any person with functions in any branch of national, region, local or municipal government or in a public company or agency. This also includes members belonging to Sports Organisations and the positions appointed by them, both nationally and internationally, including, for example, sports officials or judges, or any person to whom a public service function has been assigned and who performs it.
- **Manipulation of sports competitions:** Intentional agreement, act or omission aimed at improperly altering the result or development of a sports competition in order to eliminate all or part of the unpredictable nature of the aforementioned sports competition, in order to obtain an undue advantage for oneself or for a third party.
- **Facilitation payment(s):** Illegal or unofficial payments of small amounts of money, made to low-level Public Officials, in order to induce them to perform the ordinary functions to which, in any case, they are required to perform.