

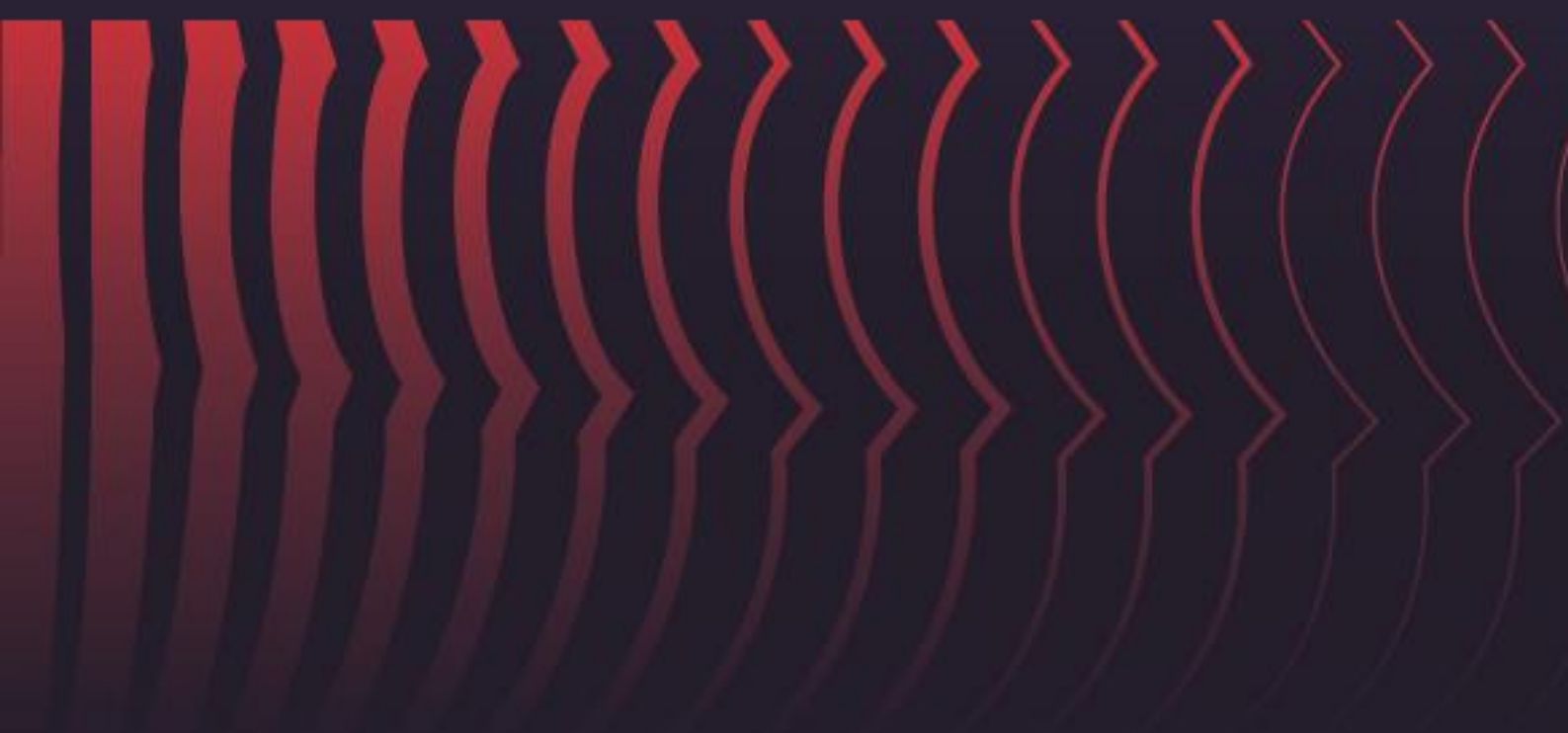


FC BARCELONA

CONFLICTS OF INTEREST MANAGEMENT POLICY

VERSION 002

JULY 2021





IMPORTANT INFORMATION ABOUT THIS DOCUMENT	
Identification of the document	Conflicts of Interest Management Policy 02
Scope of territorial application of the <i>Compliance</i> Management System	Global
Regulations it implements	Code of Ethics
Regulations it replaces	Conflicts of Interest Policy 01
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	All FC BARCELONA <i>Members and Business partners</i> , as applicable
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, approved by the Board of Directors of FC Barcelona, aims to describe different types of Conflicts of Interest, set the rules and guidelines for how *Members of the Organisation* should act in such situations and regulate the procedure applicable to the resolution of said conflicts.

These conflicts of interest may arise when the private interests of a *Member of the Organisation* or a person close to him/her (*family members, friends, or business contacts*) differ from the interests of FC BARCELONA. Poorly managed conflicts of interest may constitute or be perceived as a form of corruption, where an individual is granted or appears to be granted an improper advantage by exercising his/her own decision-making powers for his/her own benefit or that of a person close to him/her.

Therefore, this Policy aims to establish the appropriate means of preventing situations that could be interpreted as a potential conflict of interest. Similarly, in the event that a real conflict of interest occurs in FC BARCELONA, the purpose of this Policy is for that conflict to be disclosed, managed and for the necessary measures to be adopted to mitigate the risks resulting from it.



2. Scope of application

This Policy is compulsory, global in nature and directly applicable to FC BARCELONA. It binds all *Members of the Organisation*, regardless of the job or position they hold. Therefore, this Policy will be available to all *Members of the Organisation*.

3. Development

3.1. Types of conflicts of interest

Through this Policy, *FC Barcelona* aims to establish basic criteria for managing the different conflicts of interest that may arise within the *Organisation*.

Specifically, there are three different types of conflicts of interest:

- **Real conflict of interest:** This type of conflict occurs when an affected person has effective decision-making power on behalf of *FC Barcelona*, but that decision involves a *Private Interest* of that person. In these cases, a current and actual risk exists that could affect the *Organisation*.
- **Potential conflict of interest:** In these cases, the affected person does not have decision-making power, but could influence the person who may have to make a decision in the future. There would thus be a future risk for the *Organisation*.
- **Perceived conflict of interest:** In these cases, the affected person is not in a situation of a real or potential conflict of interest, but it is possible that, for some reason, he/she could be interpreted as being in one. As this is an apparent conflict, it can be resolved by providing information.

In this context, the most common areas where these conflicts of interest can occur are the following:

- **Commercial or labour hiring of *Family Members, Friends, and other persons with whom Entity Members have a similar relationship.***



- **Interests in companies:** in the event that a business relationship is intended to be initiated with a provider, sponsor, or any other *Business Partner* in general, in which a *Member of the Organisation*, his/her *Family Members*, *Friends* or other persons with whom they have a similar relationship have or could have a *Private Interest*.
- **Other external professional activities:** In the event that a *Member of the Organisation* performs other professional activities that could potentially involve a conflict of interest.
- **Other cases:** In the event that a *Member of the Organisation* is involved in a situation that could potentially be considered a real, potential, or perceived conflict of interest.

3.2. Management of possible conflicts of interest

As a rule of thumb, all *Members of the Organisation* must abstain from or refuse to participate in the discussion, voting or any part of the decision-making process when a *conflict of interest* exists or could arise.

In particular, in order to deal with possible *conflicts of interest* that could affect *FC Barcelona*, it will be necessary for the *Members of the Organisation* to adopt the measures appropriate in each case, including the following:

- **Avoid** placing oneself in a situation that could be considered a conflict of interest. This could be, for example, by stepping down from a position in a competing business or selling the share held in a supplier.
- **Disclose** the situation: if a conflict of interest is known by all parties involved (including the affected *Third Party*), decisions can be made with complete transparency. For example, disclosure that a *Family Member* is applying for a job at *FC Barcelona*.
- **Refrain** from taking part in the decision-making process where a *conflict of interest* could occur. For example, when the selection process for a job at *FC Barcelona* involves a *Family Member*, *friend* or other persons with which a *Member of the Organisation* has a similar relationship, said Member must ensure that they are not involved in or influence the decision to hire his/her *Family Member*.
- **Reject, eliminate or neutralise** the circumstance creating the conflict of interest, as this will effectively discard its existence completely.



3.3. Obligations of *Members of the Organisation*

By virtue of this Policy, *Members of the Organisation*:

- Undertake to perform behaviours compliant with the laws, regulations, internal regulations of the *Organisation* and with the ethical standards of *FC Barcelona*.
- All decisions made by Members of *FC Barcelona* must always be in their best interest.
- All *Members of the Organisation* must inform *FC Barcelona*, through the *Chief Compliance Officer*, that they are or may be in a potential conflict of interest situation.
- All *Members of the Organisation* shall refrain from participating in discussions, voting or other decision-making processes or activities that could produce a possible conflict of interest.
- No *Entity Member* shall take personal advantage of the business opportunities belonging to *FC Barcelona*.
- Members of the Board of Directors undertake to promote the behaviours aligned with this Policy and to immediately remedy breaches related thereto.

In the same way, they are committed to contributing to maintaining or increasing the ethical culture in this area. Additionally:

- All persons who intend to form part of *FC Barcelona* and who have been recently hired or appointed to a new position, must report any possible conflict of interest that could affect them during the hiring process, before their appointment (if possible), and if it has been impossible for them to do so sooner, immediately afterwards.
- All members of the Board of Directors must sign a Certificate declaring that they are not in any situation likely to be considered a conflict of interest, either real, potential, or perceived (See Appendix II).



3.4. Disclosure and management procedure

This procedure is established to identify, analyse and, if applicable, mitigate conflicts of interest situations that could occur at *FC Barcelona*.

When a real, potential, or perceived conflict of interest occurs and it is communicated to the *Chief Compliance Officer*, the procedure described in the following sections will be followed.

In any case, and in order to evaluate whether or not the possible conflict of interest exists, information must be available from the person who discloses it, to whom a request should be able to be made to provide more data or explanations that could be relevant to resolving the situation.

In the event that the possible conflict of interest has not been previously disclosed by the affected person but is received through another channel, the actions described in this Policy shall be carried out, the situation will be analysed, and the appropriate information will be collected.

Once all the information is available and the relevant assessment has been made, the *Chief Compliance Officer* will send the conclusions reached to the person affected by the conflict of interest, as well as to the corresponding areas, in each case.



4. Responsibilities

4.1. 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

4.2. 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 *Members of the Organisation* to know and comply with what is established in the Policy

4.3. Chief Compliance Officer

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

- Draft and update the Policy
- Ensure compliance with the processes established in this Policy
- Carry out the necessary training to disseminate the content of this Policy among the Members of *FC Barcelona*



5. Disclosure channel and disciplinary regime

Since compliance with ethical regulations and standards is applicable to the entire *Organisation* and is one of its strategic objectives, all staff 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 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*.
- ***Members of the Organisation:*** 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 people whose managers hold any of the above positions.
- ***Business partners:*** any legal or natural person, except *Members of the Organisation*, with whom the *Organisation* 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 *Members of the Organisation* 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 entity independent from the *Organisation*.



- **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 the 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

- **Conflicts of Interest:** those situations in which a person must make a decision and it may be influenced by a personal interest or personal relationship.
 - Own Conflicts of Interest: situations in which a person must make a decision that affects him/herself and a third party.
 - Conflicts of Interest with third parties: situations in which a person must make a decision that affects a third party with whom he/she has a personal relationship.
 - Potential Conflicts of Interest: situations in which a person must make a decision and it may be influenced by a personal interest or relationship with a third party.



- Real Conflicts of Interest: situations in which a person must make a decision and it may be influenced by a personal interest or relationship with a third party.
- Perceived conflict of interest: situations in which the affected person is not in a situation of a real or potential conflict of interest, but it is possible that, for some reason, he/she could be interpreted as being in one.
- **Private Interest:** this is any personal or professional interest that implies a possible advantage, even if it is remote, for any *Member of the Organisation*, their *Family Members* or acquaintances, Personal Friends, customers, or *Business Partners* whose achievement prevents or could reasonably prevent them from acting with total independence and impartiality.
- **Personal Friend:** closely linked non-*Family Members* who could affect decision-making.
- **Family Member:** any person with a blood or legal relationship, of direct descendancy with no limit of degrees or laterally to the fourth degree. They thus include grandparents, parents, children, grandchildren, siblings, uncles, cousins, spouses or partners, brothers/sisters, in-laws, etc.
- **Affiliated Persons (to members of any FC Barcelona entity):** partners or legal entities with which a Member of FC Barcelona has a relationship or in which he/she exercises an administrative, management or representative position, from which he/she receives compensation for any reason, provided that the person subject to the Conflict of Interest rules directly or indirectly exercises a significant influence on the financial or operational decisions of said companies or entities.



Appendix-II Certificate of non-existence of Conflicts of Interest

CERTIFICATE OF NON-EXISTENCE OF CONFLICTS OF INTEREST

Mr/Ms _____, with National ID/Foreign ID Card/Passport _____, and registered address at _____

- As a member of the BOARD OF DIRECTORS/BOARD OF TRUSTEES/EXECUTIVE BOARD of FC Barcelona (or related entities) in the capacity of _____, hereby certifies that in accordance with Article 143 of Decree 58/2010, of 4 May, on sports entities in Catalonia; with Article 312.9 of Book Three of the Civil Code of Catalonia; and in accordance with the Fútbol Club Barcelona Code of Ethics.

1. No real, potential, or perceived Conflict of Interest (*) exists between my functions here and my other positions or professional activities, or the positions or professional activities of my *Family Members (**), Friends or other persons with whom I have similar relationships*.
2. I shall not influence other parties, such as Suppliers, Sponsors, or other Business Partners, to make decisions for my benefit, that of *Family Members, Friends, or other people with whom I have similar relationships*, or for the benefit of companies in which I participate or work, or in which *Family Members, Friends or other people with whom I have similar relationships participate or work (***)*
3. I shall not influence the hiring or contracting of *Family Members, Friends, or other persons with whom I have similar relationships*, either personally or through companies in which they participate or work.
4. I hereby declare to the *Chief Compliance Officer* that I have no knowledge of any family member, friend, or other person with whom I have a similar relationship who exercises positions of responsibility in suppliers, customers or direct competitors of FC Barcelona or its related entities.
5. I hereby declare that I will inform the *Chief Compliance Officer* of any situation of which I am or could become aware that does not meet the above requirements, as well as any changed situation that could involve any type of Conflict of Interest.



To this I attest:

In Barcelona on ___ of ___ of _____

Mr/Ms _____

(*) A Conflict of Interest covers situations in which a risk (actual, potential, or perceived) exists that the personal interest of a member of the Board of Directors/Board of Trustees/Executive Board could interfere or appear to interfere with the legitimate interests of FC Barcelona or its related entities.

(**) For the purposes of this Certificate, "family" is up to the fourth degree of blood or marriage.

(***) The disclosure obligation exists for companies or entities in which a member of the Board of Directors/Board of Trustees/Executive Board individually, whether personally or not, or together with one or several of their *Family Members*, holds an ownership stake of at least 25% of the capital of the legal entity.

DATA PROTECTION

In accordance with current regulations on personal data protection, we hereby inform you that the controller of your data is Fútbol Club Barcelona (hereinafter, FC Barcelona) domiciled at Avinguda Aristides Maillol s/n, 08028, Barcelona and with Tax ID No G-08266298 or the Fútbol Club Barcelona Foundation (hereinafter, the Foundation) with Tax ID No G60627445, according to whom it is addressed.

The data will be processed to manage a potential Conflict of Interest for the purposes established in the instructions template. **The legitimate basis for processing the data provided through this form is your consent.**

Your data will not be transferred, sold, leased, or otherwise made available to any third party. In certain cases, access will be granted to service providers of FC Barcelona or the Foundation, who perform certain activities for said entities, but in no case will they process the data for their own purposes. Where appropriate, your data may be sent to law enforcement, judges, or courts, as well as other competent third parties or bodies, if necessary or required to comply with current regulations.



We also hereby inform you that we will store your personal data for the duration of your relationship with the Club and the Foundation. At the end of this period, the data will be kept in a duly anonymised fashion so that no interested party or third party could be identified. This is for internal supervisory and statistical purposes, without prejudice to data storage that is necessary, kept duly isolated from the processing systems, for the period of time necessary to comply with our legal obligations.

They may exercise their rights of access, rectification, erasure, objection, restriction of processing or portability of their personal data by written communication addressed to the address Avda. Arístides Maillol, S/N, 08028 in Barcelona (Spain), with the reference "Personal Data", or by email to, in the case of the FC Barcelona, data.protection@fcbarcelona.cat, and in the case of the Foundation, data.protection.foundation@fcbarcelona.cat, stating the above-mentioned reference in the subject line. If you have any questions about how we process your personal data, or any other query related to the matter, you can contact the Data Protection Officer of FC Barcelona and the Foundation, at the address Avda. Aristides Maillol, S/N, 08028 in Barcelona (Spain), with the reference or to the attention of the "Data Protection Officer", or by email to the address dpo@fcbarcelona.cat. You may also file a claim with the competent Supervisory Authority if you consider that FC Barcelona has processed your data in violation of this Privacy Policy or any other applicable and related regulations.