

## CODE OF CONDUCT



### TABLE OF CONTENTS

- 1. Introduction**
- 2. Scope, Application and Compliance**
  - 2.1. Parties to Whom It Applies
  - 2.2. Acceptance and Compliance
  - 2.3. Responsibility for Compliance with the Code of Conduct
- 3. Ethical and Responsible Behaviour**
  - 3.1. General Principles
  - 3.2. Adherence to the Law
  - 3.3. Honesty and Trust
  - 3.4. Integrity
- 4. Commitment to Employees**
  - 4.1. Human Rights
  - 4.2. Professional Development
  - 4.3. Remuneration
  - 4.4. Commitment to People's Health and Safety
  - 4.5. Commitment against Workplace Harassment
  - 4.6. Drug and Alcohol Consumption

5. **Commitment to Third Parties**
  - 5.1. Commitment to Customers
    - 5.1.1. Customer Focus
    - 5.1.2. Communications
  - 5.2. Commitment to Suppliers
    - 5.2.1. Purchasing Policy
    - 5.2.2. Responsibility in the Supply Chain
6. **Commitment to the company's Assets, Knowledge and Resources**
  - 6.1. Personal Data Protection
  - 6.2. Appropriate Use of IT Tools
  - 6.3. Protection of Confidential Information
  - 6.4. Theft or Misappropriation of Assets
7. **Obligations Regarding Fraudulent or Unethical Practices**
  - 7.1. Tampering with Information
  - 7.2. Bribery, Corruption, Illegal Commissions and Influence Peddling
  - 7.3. Money Laundering and Irregularities in Payments
8. **Body in Charge of Legal Compliance in the Area of Criminal Risks**
9. **Reporting Procedure**
10. **Term**

## **1. INTRODUCTION**

(1.1) The aim of this Code of Conduct is to establish the values, principles and rules that are to govern the conduct and actions of each of the employees and managers of **ORIGINAL BUFF, S.A.**, as well as the members of its Management Team, including its partly owned subsidiaries of which it has effective control, within the limits of the applicable legislation. It will therefore be provided to all of them.

In addition, this Code shall also apply to its customers and suppliers to the extent that the values, principles and rules contained herein may be applicable to them and ORIGINAL BUFF, S.A. has the necessary capabilities to implement them.

(1.2) ORIGINAL BUFF, S.A.'s work is guided by the following *values*:

- **People focus:** The company's main asset is its people – customers, employees and suppliers. Treating them all with dignity and valuing their contributions in order to achieve human and business success will be a priority for the company.
- **Integrity:** Promoting a culture of integrity, honesty and respect for the law and ethical rules and standards, with regard to both Original Buff's interests and those of other stakeholders.
- **Environmental and social responsibility:** Sustainability, respect for the environment and the reduction of our environmental footprint are commitments that cannot be deferred, because they are all responsible for the development of present and future generations.

As part of our commitment to society, we actively and voluntarily contribute to the social and financial improvement of the people and organisations around us in order to solve problems or improve specific situations.

(1.3) This Code aims to provide a compendium of rules based partly on the above values but also including a set of specific fundamental principles for our actions and upheld primarily by the faithful and ethical conduct of each of the people at whom it is addressed.

(1.4) ORIGINAL BUFF, S.A. shall promote knowledge of the Code among all its employees as well as among the other parties described above – subsidiaries, suppliers and customers – so that all their actions are founded on the principles on which this Code is based.

The effective application of the Code therefore requires all employees and managers to be well acquainted with its content and that they familiarise themselves with it, as well as with any additional developments thereof and with all relevant legal provisions that may apply to the activities carried out by them as a result of their role in the company.

Any doubts regarding the interpretation or content of the Code or in relation to how any situations not specifically described therein can be resolved must be raised for clarification with the appropriate hierarchical superior or, ultimately, with the Board of Directors of the Company or, if applicable, the Compliance Officer or Ethics and Compliance Committee, as may be provided by the said Board of Directors.

(1.5) Without prejudice to any other liability that may arise, failure to comply with the criteria and guidelines for action set forth in the Code will result in the adoption of the applicable disciplinary sanctions under the provisions of the relevant employment legislation.

## **2. SCOPE, APPLICATION AND COMPLIANCE**

### **2.1. PARTIES TO WHOM IT APPLIES**

This Code of Ethics shall apply to the following persons, be they natural or legal persons, as appropriate:

1<sup>st</sup>: EMPLOYEES, regardless of the type of contract governing their employment relationship, their position in the company or the geographic area in which they work. The term 'employees' shall also include those persons who work at the company's physical premises, even if they are not part of the company's organisation.

2<sup>nd</sup>: MANAGERS, regardless of the type of contract governing their employment relationship, their position in the company or the geographic area in which they work. 'Managers' shall include in any case those persons who have Management employment contracts (defined as those who are directly accountable to the company's Management Team or chief executive).

3<sup>rd</sup>: MEMBERS OF THE COMPANY'S MANAGEMENT TEAM, regardless of the composition, form and rules of operation of the team in question.

4<sup>th</sup>: SUBSIDIARIES, CUSTOMERS AND SUPPLIERS to the extent that it may be applicable to them and provided that ORIGINAL BUFF, S.A. is able to give effect to it.

The parties referred to in sections 1 to 4 above shall be referred to, jointly, as the “Regulated Parties”. All the natural and legal persons included in the scope of application of this Code shall be referred to as the “Addresses” of the Code.

## **2.2. ACCEPTANCE AND COMPLIANCE**

(2.2.1) ORIGINAL BUFF, S.A. shall take the necessary steps to implement the set of values, principles and rules that make up this Code, disseminating its content among the Addresses and resolving any queries that may arise from its application. To that end, it shall endeavour, to the extent possible, to ensure that the Regulated Parties and the other Addresses undertake to comply with it, so that the said values, principles and rules, together with the laws and regulations applicable in each case, form the basis for the performance of their activities both within the company and in their commercial or institutional relations with it.

(2.2.2) No one, regardless of his or her position at ORIGINAL BUFF, S.A., is authorised to ask an Adresse of the Code of Conduct to act in contravention of its provisions. No Regulated Party may justify a conduct that infringes the Code or a bad practice based on a superior’s orders or on ignorance of the content of the Code.

(2.2.3) The content of the Code shall prevail over any internal rules that may contradict it, unless the latter’s conduct requirements are more stringent.

(2.2.4) The application of the Code may under no circumstances result in an infringement of the applicable legal provisions. If it is found that this is the case, the content of the Code must be adapted to the legal provisions in question.

(2.2.5) The Code does not modify the employment relationship between the company and its employees or create any contractual relationship or right of any kind. However, it does mean that the rules of action contained therein govern how the parties must act under the employment relationship.

(2.2.6) The company will not tolerate the commission of any criminal offence by any employee, manager or member of its Board of Directors, or any criminal offences committed by third parties with the intention of directly or indirectly benefiting the company.

The company shall endeavour not only to act according to the law but also to do the right thing. Precisely because of this, it will not permit any criminal conduct to be engaged in in its name.

### **2.3. RESPONSIBILITY FOR COMPLIANCE WITH THE CODE OF CONDUCT**

(2.3.1) All managers have the following obligations:

- a) To convey the Code to their teams.
- b) To lead by example in relation to compliance.
- c) To support their teams in relation to any ethical dilemmas that may arise from time to time.
- d) To correct any deviations that may be detected in relation to compliance with the Code of Conduct.
- e) To establish, at the appropriate time and in an appropriate manner, mechanisms to ensure compliance with the Code in their areas of responsibility.
- f) To report any processes and actions that infringe the provisions of this Code.

(2.3.2) All employees must comply with the following obligations:

- a) To know the Code of Conduct and make their decisions according to its principles and the policies arising from them.
- b) In addition, they must report responsibly any indications of actions and processes that infringe the provisions of this Code of Conduct.
- c) Failure by Managers and Employees to observe the Code and the rules arising from the implementation of specific duly communicated policies may result in the establishment and initiation of the internal corporate investigation procedures that may be established by the Board of Directors, which can even include dismissal on disciplinary grounds.

### **3. ETHICAL AND RESPONSIBLE BEHAVIOUR (RULES OF CONDUCT)**

#### **3.1. GENERAL PRINCIPLES**

3.1.1. All Regulated Parties are responsible for knowing and complying with the *laws applicable* to their duties according to their area of responsibility and place of work, and they must fulfil those duties and obligations fully in accordance with the procedures established in their industries.

(3.1.2) When in doubt, Regulated Parties can seek help on how to comply with the content of this Code and the other applicable rules through their superior or, if applicable, through the Board of Directors, the Compliance Officer or the Ethics and Compliance Committee (as may have been established by the Board of Directors).

(3.1.3) Breach of the above-mentioned rules may result in any applicable legal liability, without prejudice to any disciplinary actions that may apply, including dismissal from employment.

In addition to compliance with this Code, with the applicable rules in each case and with ORIGINAL BUFF, S.A.'s internal processes and procedures, all Regulated Parties must at all times behave in an ethical manner in all their professional activities and avoid any conducts (such as misuse of social networks) that, without being illegal, could damage the company's reputation and adversely affect its interests, public image and reputation.

#### **3.2. ADHERENCE TO THE LAW**

In the course of their professional duties, no Regulated Parties shall knowingly collaborate with third parties in the infringement of any domestic or international law or cooperate with them in actions or omissions that compromise the principle of legality or that could harm the company's reputation if known.

In this regard, no excuse, pretext or pressure will justify any conducts that are contrary to the law – be it domestic or international – or internal regulations. The knowledge of facts or conducts that may involve an infringement of the law must be immediately reported through the Reporting Channel.

### **3.3. HONESTY AND TRUST**

Regulated Parties must be honest and trustworthy in all negotiations affecting and involving the interests of the company and must strictly comply with their obligations.

Furthermore, they shall protect the confidentiality of the information of the Company entrusted to them, as well as information relating to customers, shareholders, employees or suppliers.

The privacy of personal information enjoys a very special protection at Original Buff. For this reason, no information or personal data of the company's employees or managers may be disclosed under any pretext unless it is required by law or a judicial authority. In addition, the security procedures existing at the company for the protection of such data shall be adhered to.

Disclosure by an employee to third parties of personal data such as telephone numbers, private postal or e-mail addresses, current accounts or any other personal and private information known to the employee by reason of his or her work in the company shall constitute a serious infringement of the Code of Ethics and may even amount to a criminal offence.
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### **3.4. INTEGRITY**

(3.4.1) Under no circumstances may Regulated Parties offer or accept gifts, invitations, hospitality services or any other incentives that *may unduly influence or reward* a business decision or that may result in gaining an unfair advantage.

In relation to this, ORIGINAL BUFF, S.A. has a strict policy of not accepting or offering gifts or donations, either in kind or in cash. By way of exception, Regulated Parties may accept gifts, invitations, hospitality services or other kinds of incentives provided that they are not beyond usual, social or courtesy practices and that they are related to the commercial activity.

In order to ensure that such gifts, invitations or presents are given in good faith, a **local register of gifts and invitations** shall be established and kept under the control of the Human Resources Department. The person making the gift or invitation, as well as the recipient and estimated value, shall be recorded in this register. A copy of this shall be sent to the General Manager on a quarterly basis.

(3.4.2) In addition, Regulated Parties may not promise, offer or grant to managers, directors, employees or collaborators of a company or commercial enterprise, association, foundation or organisation, an unjustified benefit or advantage of any kind in order for the Regulated Parties or any third parties to be favoured over others in breach of their obligations in the sale or purchase of goods or in the contracting of professional services.

Offering gifts, invitations or presents to third parties with the intention of influencing them to carry out their duties in a dishonest manner or under more favourable conditions than for other customers shall be contrary to the Code of Ethics and may constitute a criminal offence.

Knowledge of any conduct that may constitute bribery shall be immediately reported through the Ethics Channel.

(3.4.3) Regulated Parties shall avoid or declare any **conflicts of interest** that may involve putting their personal interests or priorities before collective or corporate interests, and shall behave with integrity, without seeking any unjustified benefits or advantages of any kind in order for the Regulated Parties or any third parties to be favoured over others in breach of their obligations in the sale or purchase of goods or in the contracting of professional services.

(3.4.4) Regulated Parties shall avoid or, where appropriate, declare, any conflict of interest that may put their personal priorities before collective ones, and they shall behave with integrity, without in any event seeking their own benefit or that of third parties through the proper use of their position or contacts at ORIGINAL BUFF, S.A.

The hiring or purchase by an employee or manager of certain services or raw materials from another company of which he or she or a relative or friend is a shareholder, hiding this fact from Original Buff, S.A., shall constitute an infringement of this Code.

(3.4.5) Similarly, in its relations with public or other bodies or institutions, the company shall act with absolute political neutrality and shall refrain from taking any direct or indirect position either for or against the legitimate political processes and players.

In particular, the company shall refrain from making any donation of any kind, in cash or in kind, to political parties, organisations, movements or organisations – be they public or private – whose activities are clearly linked to political activity.

#### **4. COMMITMENT TO EMPLOYEES**

ORIGINAL BUFF, S.A. considers that Regulated Parties are collaborators who are essential for the achievement of the goals of the business and the creation of quality employment in an environment that is committed to training and professional development and to fostering diversity in terms of abilities, cultures, beliefs and nationalities, all this under equal rights and conditions.

##### **4.1. Human Rights**

(4.1.1) Relationships among employees must always be based on respect for people's dignity and non-discrimination.

All abuses of authority and harassment of any kind, be it physical or psychological, as well as any other conducts that may result in an intimidating, offensive or hostile work environment for people, are prohibited by the company. No child or forced labour of any kind will be tolerated.

The use of expressions of an insulting, offensive, defamatory or degrading nature towards other colleagues – be it directly or indirectly and regardless of the method used (verbal, text message, WhatsApp, e-mail, etc.), or engaging in inappropriate conducts that prevent the normal pursuit and performance of work, shall constitute an infringement of this Code of Ethics and may amount to a serious infringement or even a criminal offence.

(4.1.2) The company acknowledges that the principle of equal treatment and opportunities for Employees regardless of race, colour, nationality, ethnic origin, religion, gender, political or sexual orientation, marital status, age, disability or family responsibilities is an underlying principle of the Human Resources policies and shall apply both to recruitment and to training, career opportunities, salary levels and all other aspects of Employees' employment relationship.

(4.1.3) In no way may the exercise of the rights of association, unionisation and collective bargaining in the framework of the rules governing each of these fundamental rights be restricted or precluded.

(4.1.4) ORIGINAL BUFF, S.A. shall respect and promote Human Rights. It acknowledges that human rights are fundamental and universal rights and must be interpreted and acknowledged in accordance with international practical laws and, in particular, with the United Nations' Universal Declaration of Human Rights and the principles proclaimed by the International Labor Organization.

## **4.2. Professional Development**

(4.2.1) ORIGINAL BUFF, S.A. shall promote its Employees' personal and professional development, fostering their involvement in the improvement of their own skills and capabilities. The policies and actions relating to the selection, hiring, training and internal promotion of employees must be based on clear criteria of ability, competence and professional merit. When covering any positions that become vacant, the internal promotion of Employees will be considered.

(4.2.2) Employees shall be informed of the policies applicable to the assessment of their work and shall be actively involved in the framework of the management processes designed to improve their work, initiative and dedication.

#### **4.3. Remuneration**

ORIGINAL BUFF, S.A. shall offer its employees a fair and adequate remuneration in accordance with the employment market in which it operates.

In addition, it shall try to help Employees achieve a work-life balance.

#### **4.4. Commitment to People's Health and Safety**

ORIGINAL BUFF, S.A. shall strive to ensure a safe and healthy work environment for its Employees, taking all reasonable steps to maximise the prevention of occupational risks.

In addition, the company shall provide the necessary means to duly comply with the measures that may be deemed appropriate for the prevention of occupational risks.

All Employees shall be responsible for maintaining their workplace, in accordance with the rules and practices of health and safety.

If any employee carries out the duties entrusted to him or her without adhering to the occupational risk prevention measures envisaged for his or her job or without using the Personal Protective Equipment (PPE) provided for compulsory use, he or she shall be in breach of this Code.
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#### **4.5. Commitment against Workplace Harassment**

ORIGINAL BUFF, S.A. will not tolerate any kind of workplace harassment, which it deems to be unacceptable and intolerable, and shall not permit any behaviours or organisational factors that reveal harassment conducts in the workplace.

#### **4.6. Drug and Alcohol Consumption**

The consumption of alcoholic drinks during working hours, to the extent that such consumption can affect the safety and productivity of the workplace and the maintenance of Employees' professionalism and responsibility, is prohibited.

The consumption of drugs on ORIGINAL BUFF, S.A.'s premises or facilities is completely prohibited.

## **5. COMMITMENT TO THIRD PARTIES**

### **5.1. COMMITMENT TO CUSTOMERS**

#### **5.1.1. Customer Focus**

The company considers customer satisfaction a priority. Therefore, the achievement of efficient processes and transparent actions and treatment to ensure quality of service for customers must be ends in themselves for all employees of ORIGINAL BUFF, S.A.

The company has established customer satisfaction as its primary objective, to be achieved through a broad range of products and offers, clear, true and timely information, transparent operations, tailored advice whenever so required by the customer, professional treatment and speedy resolution of incidents.

All means shall be made available to ensure that the products on offer do not entail health risks, taking all appropriate actions to resolve any such risks.

#### **5.1.2. Communications**

The company assumes the obligation to be honest with customers, always providing them with true, clear, useful and accurate information in the marketing of its products. In addition, it shall check that its products meet all the required and publicised specifications.

If any customers are dissatisfied with the products offered, the channels required to make the necessary claims shall be made available to them.

### **5.2. COMMITMENT TO SUPPLIERS**

#### **5.2.1. Purchasing Policy**

The company's relations with suppliers of goods and services shall be conducted in an ethical and lawful manner; and it shall only choose suppliers whose business practices respect human dignity, do not infringe the law and do not jeopardise the company's reputation.

All suppliers must be operating and scrupulously complying with the current legislation. Suppliers shall be responsible for ensuring that subcontracted companies work in accordance with the rules promoted by this document and within the relevant legal framework.

### **5.2.2. Responsibility in the Supply Chain**

(5.2.2.1) Suppliers must comply with internationally recognised Human Rights and ensure that they do not defraud or engage in abuses of such rights in their business transactions.

Every supplier shall therefore treat its employees with dignity and respect. Physical punishment, harassment of any kind or abuse of power will not be permitted in any event.

(5.2.2.2.) All suppliers must promote and adhere to the following principles:

- a) The elimination of all forms of child labour.
- b) The eradication of any kind of forced or coerced labour.
- c) The avoidance of discrimination in any job of any kind.
- d) Adherence to the maximum numbers of working hours and minimum wages established.
- e) Ensuring that their employees carry out their work in accordance with health and safety standards.
- f) Respecting the rights of employees to associate, form associations or bargain collectively without suffering any sanction of any kind for these reasons.
- g) Where required, obtaining and maintaining the necessary environmental permits for the operation of their company. In addition, if their operations generate waste, such waste must be overseen, controlled and treated as provided in the relevant legislation.

The establishment of commercial relations with companies that are guilty of child exploitation or that allow forced labour or subject workers to abusive conditions shall constitute an infringement of this Code.

(5.2.2.3) Suppliers must apply a preventive approach aimed at the challenge of environmental protection, adopting methods that result in greater environmental responsibility and favour the development and dissemination of environmentally friendly technologies.

(5.2.2.4) All suppliers must avoid being involved in any kind of corruption, extortion or bribery that could affect the principles of fair trade or give rise to public scandals that might affect the company.

Every supplier accepts that its involvement in any of the above constitutes grounds for immediate termination of its contract with ORIGINAL BUFF, S.A., without being entitled to claim any compensation as a result.

(5.2.2.5) ORIGINAL BUFF, S.A. shall place particular value on those suppliers who state that they are committed to the principles promoted in this Code of Conduct by accepting and complying with them. Similarly and independently of the preceding paragraph, ORIGINAL BUFF, S.A. reserves the right to terminate its contractual relationship with those suppliers that repeatedly or seriously infringe the Code, with the ability to claim compensation for damages (including moral damages, if applicable) against them.

ORIGINAL BUFF, S.A. shall strive to extend the content of this Code of Conduct to its suppliers by incorporating the Code itself into the contracts concluded with them.

## **6. COMMITMENT TO THE COMPANY'S ASSETS, KNOWLEDGE AND RESOURCES**

## **6.1. Personal Data Protection**

The company shall strive to protect the personal data stored and exchanged during its daily activity in the pursuit of the company's business to the extent that such protection is a priority in order to achieve the maximum quality in the pursuit of the corporate aim.

For this reason, all Employees must always adhere to the legislation on the protection of personal data of customers, suppliers or employees.

In order to comply with the foregoing, training policies shall be adopted, and teaching materials shall be distributed on an ongoing basis in order to facilitate their understanding and avoid any breaches thereof.

The discovery or disclosure of personal information on other employees, customers or suppliers that is known to the person in question only by reason of the work and role performed by him or her (bank account numbers, personal data such as birth dates, anniversaries, addresses, telephone numbers, etc.) shall constitute an infringement of this Code.

## **6.2. Appropriate Use of IT Tools**

Employees shall use the IT tools (e-mail, intranet, internet, telephone, etc.) under conditions that are in accordance with their position and the duties carried out by them. They may not be used abusively, or for their own benefit, or for any actions that may affect the company's image or reputation.

Employees may only access those IT systems for which they are authorised and which have the appropriate licences. No software of any kind that could affect the security of the systems may be installed, used or distributed, no unauthorised copies may be made, and no actions that allow the entry of computer viruses may be carried out.

Breach of the measures set forth in the IT security document (such as disclosing usernames and passwords for own or third-party computers which can lead to very significant leaks of information, downloading programs or software that can contain elements harmful to operating systems, accessing websites of

dubious reputation, copying files or folders from the company's computers onto a USB drive or sending them to a personal computer, which may result in loss or theft of such devices or computer and, with it, of all the confidential information stored therein) shall constitute a serious infringement of this Code.

No communications made using IT tools may contain offensive or defamatory statements.

The users of any IT or communication resources belonging to the company may not disclose or transmit any illegal, sexist, abusive, defamatory, obscene, racist, offensive, pornographic or any information of any kind that is offensive or unauthorised by law, either by means of photographs, text, advertising banners or links to external pages. Neither may they publish, transmit, reproduce, distribute or exploit any other component that is harmful to the integrity of the IT systems or that may infringe intellectual property rights. Similarly, they may not publish or provide materials or access to resources on hacking, cracking or any other information that, in ORIGINAL BUFF, S.A.'s opinion, is liable, even if only potentially, to compromise the IT systems' security or integrity.

Sending through the internet, corporate e-mail or social networks of Buff information of a sexist, defamatory, obscene, pornographic and offensive nature, or forwarding messages with this kind of content, even if they were received from third parties (e.g. Retweeting) shall constitute an infringement of this Code.

### **6.3. Protection of Confidential Information**

Employees must observe the strictest professional secrecy and confidentially in relation to all the information handled by them in the course of their professional work.

Employees may not access, use or disclose confidential information unless they have been duly authorised in writing to do so by their immediate superior. In the event of doubt and unless otherwise specified, Employees must consider

the information to which they have access in the performance of their professional activities to be private.

In any case, the following rules shall apply to the handling of Confidential Information:

- a) All information shall be protected and maintained in a strictly confidential manner.
- b) The Confidential Information shall only be disclosed and used by a Regulated Party for the purposes entrusted to him or her in accordance with the employment contract or the relationship between that person and the company. If the Regulated Party requires assistance from a third party and this requires him or her to reveal the Confidential Information to such third party, the Employee shall take the necessary steps to ensure that the Information is duly protected, to that end concluding a binding written confidentiality agreement with all the guarantees provided by the law.
- c) The information may not be used, either in full or in part, for any purposes other than the one entrusted to the Regulated Party for his or her work.
- d) The Regulated Party may not directly or indirectly disclose the information to any third parties other than those referred to in the preceding section.
- e) The information may not be copied, reproduced or duplicated, in full or in part, without the company's written authorisation.
- f) The Regulated Party shall report as soon as possible any improper use or treatment of Confidential Information and shall cooperate with the company in order to protect that information.
- g) No regulated party shall keep information on the company on private computers or other means not provided by the company itself.
- h) In the event that the Regulated Party has to move the information outside the company's facilities in order to work or carry out tasks

inherent to its relationship with it, he or she must return the information once the tasks performed outside the facilities have been completed.

#### **6.4. Theft or Misappropriation of Assets**

The company makes available to its Employees the necessary resources to carry out their work.

The misappropriation and misuse of such assets may result in criminal prosecution.

The use of Buff's corporate e-mail for private use – sending and receiving private e-mails – shall constitute an infringement of this Code, especially if it may have an impact or adverse effect on the company.

## **7. OBLIGATIONS REGARDING FRAUDULENT OR UNETHICAL PRACTICES**

### **7.1. Tampering with Information**

Falsifying or tampering with information, or deliberately using false information, constitutes fraud. The company works under a principle of *transparency in information*, meaning the commitment to convey (both financial and other) reliable information to the markets. Thus, the company's internal and external economic and financial information will faithfully reflect its economic, financial and equity situation in accordance with generally accepted accounting principles.

Regulated Parties must convey the information in a truthful, comprehensive and intelligible way. Under no circumstances may they knowingly provide information that is incorrect, inaccurate or inexact.

In this regard, Employees shall refrain from:

- a) Keeping a record of transactions on non-accounting media not registered in official books.
- b) Recording non-existent income, expenses, assets or liabilities.
- c) Making entries in the accounting books with an incorrect indication of their subject matter.
- d) Using false documents.
- e) Deliberately destroying documents before the deadline stipulated by law.

Carrying out commercial transactions that are not recorded in the accounts, recording expenses that have not been incurred, and/or making accounting entries with false descriptions, shall all constitute infringements of the Code.

## **7.2. Bribery, Corruption, Illegal Commissions and Influence Peddling**

(7.2.1) Any practices of corruption, bribery or payment of commissions in any form, either by action or by omission or through the creation or maintenance of situations of favour or irregularity, in order to obtain a benefit for the company and/or for themselves, are forbidden.

(7.2.2) Regulated Parties undertake *not to request, accept or offer* any kind of payment – in cash or in kind – or, in general, any unjustified benefit or advantage of any kind in order for them or any third parties to be favoured over others in breach of their obligations in the sale or purchase of goods or the contracting of services.

(7.2.3) In addition, Employees shall refrain from making payments aimed at facilitating or expediting procedures by giving money or goods in kind, regardless of their amount or value, in exchange for ensuring or expediting the course of an action or procedure before any judicial, public or official organization.

(7.2.4) Any influence on any official or authority arising from an Employee's personal relationship with such official or authority is also prohibited by the company, even if the aim is to obtain a benefit for it.

(7.2.5) Special care shall be taken with regard to Employees who have a personal or professional relationship with any official linked to public tenders at which ORIGINAL BUFF, S.A. may offer its products.

The payment or offer of payment to public officials at any level – be they local, regional, national or international – either directly or indirectly, in order to obtain privileged information on a particular tender or to influence the decision process in a tender shall constitute a serious infringement of the Code of Ethics.

### **7.3. Money Laundering and Irregularities in Payments**

The employees of ORIGINAL BUFF, S.A. shall pay particular attention to cash payments that are unusual in view of the nature of the transaction, those made by means of bearer cheques or those made in currencies other than the previously agreed ones, reporting any that they consider to be irregular through the channels and procedure established in this Code of Conduct.

Payments in which the payer or beneficiary is a third party not mentioned in the relevant contracts, as well as payments made using accounts that are not the usual ones in the relations with a particular organisation, company or person shall also be reported.

Limits for payments using high-denomination notes will also be established for premises or stores that are open to the public.

The acceptance of cash payments for large amounts or the acceptance of high-denomination notes for small amounts shall constitute an infringement of the Code of Ethics.

The payment of invoices using accounts with addresses other than the company's registered address shall also constitute an infringement.

## **8. BODY IN CHARGE OF LEGAL COMPLIANCE IN THE AREA OF CRIMINAL RISKS**

(8.1) The body responsible for compliance of both the Code of Conduct and the Criminal Risk Prevention Model is the Ethics and Compliance Committee (ECC)

or the Compliance Officer (CO) by express delegation of the company's Board of Directors.

(8.2) The Ethics and Compliance Committee shall be composed of three members appointed by the Board of Directors. If it is decided to appoint a Compliance Officer as a single-person body, this role may fall on a Director/ Manager or on an internal/external professional.

(8.3) The Ethics and Compliance Committee or the Compliance Officer shall submit an annual report to the Board of Directors on the progress of the criminal risk prevention policy, including information on the operation of the internal reporting policy and other relevant actions carried out in this area.

(8.4) The Board of Directors shall assess and oversee the Criminal Risk Prevention Model at least once a year unless any circumstances (such as a legal reform or an incident that justifies it) make a shorter interval advisable.

(8.5) Every year, the Ethics and Compliance Committee or the Compliance Officer shall propose to the Board of Directors the appropriate financial resources to review and update the Criminal Risk Management Model, which shall in any event include an ongoing training plan for employees, managers and members of the Board of Directors.

(8.6) The Ethics and Compliance Committee or the Compliance Officer shall be in charge of proposing to the Board of Directors any policies that may be necessary for the development of this Code of Conduct and, in general, for the effective management of criminal risks.

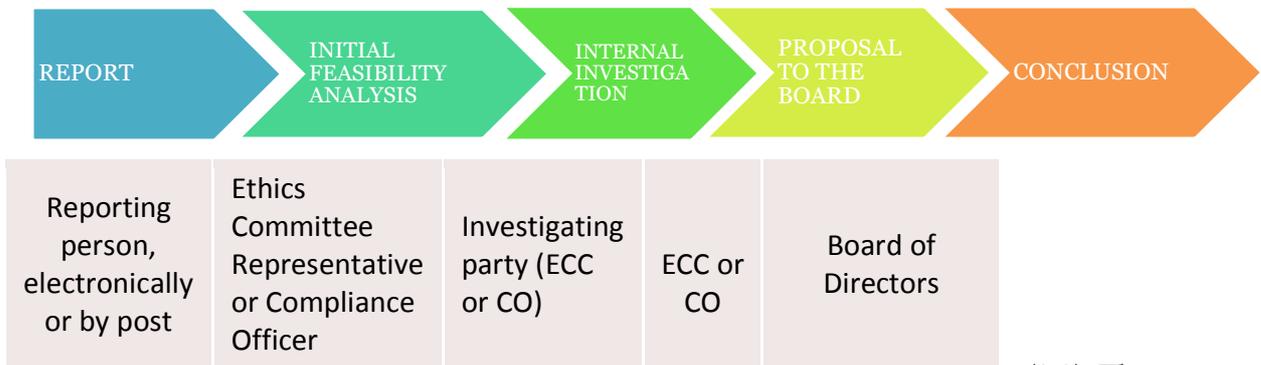
(8.7) In any event, ultimate responsibility for overseeing the proper execution of the Compliance Programme lies with the company's Management Team and/or its delegated commissions authorised to do so.

(8.8) Despite the fact that it is an internal function of the company, the fulfilment of the Compliance function may include resorting to external advice or even outsourcing some of the tasks established in, or arising from, the execution of the Compliance Programme or Programmes.

## **9. REPORTING PROCEDURE**

(9.1) All Employees of ORIGINAL BUFF, S.A. are under an obligation to comply with this Code and contribute to compliance therewith.

Graphically, the general operating scheme for the reporting channel will be as follows:



(9.2) The procedure for reporting and dealing with possible infringements of the Code of Ethics detected shall be managed by the Ethics and Compliance Committee or by the Compliance Officer if applicable. This collegiate or single-person body shall act independently and shall report on its activities to the Board of Directors.

(9.3) Any person may report alleged breaches of the Code of Conduct detected by him or her.

(9.4) Where possible, reports should be made electronically through a channel made available expressly for this purpose on the intranet or the website, under the section entitled 'Code of Conduct', through which reports will be transmitted to the Complaints Manager. All this without prejudice to the ability to submit them by post marked for the attention of the Complaints Manager.

(9.5) In order for it to be processed, a report must include the following elements:

- Arguments supporting the report, including the submittal of evidence (documents, e-mails, etc.) where applicable.
- The identity of the person or group reported.

(9.6) The procedure for managing reports shall ensure anonymity, confidentiality at every stage and non-retaliation.

(9.7) Any persons who request advice or wish to report an incident shall be treated with respect and dignity according to the following principles:

- a) **Confidentiality:** The data and statements made shall be examined in strict confidentiality.
- b) **Comprehensiveness:** The information received on potential infringements of the Code of Conduct shall be investigated fully and in detail in order to ascertain the truth of the facts reported.
- c) **Respect towards the people involved:** The rights of the people involved in potential infringements shall be taken into account at all times. Before making assessments on the facts stated, the affected persons and/or employees shall be entitled to provide any reasons and explanations they may deem necessary.
- d) **Reasoning:** All decisions must be taken in a reasoned, proportionate and appropriate manner and taking into account the circumstances and factors surrounding the events.
- e) **Guarantee to the persons reporting infringements:** The persons who report in good faith (or on the basis of a reasonable belief) any facts that are unethical or constitute infringements of the Code of Conduct are assured that they will not suffer any reprisals or discriminatory or disciplinary measures of any kind as a result of reporting infringements of the criminal prevention policy or for refusing to take part in criminal activities. This guarantee does not extend to cases in which the person reporting the infringement was involved in it.

We are convinced that our employees and managers will act in a professional manner and in accordance with the highest standards of integrity.

## 10. TERM

This Code of Conduct shall come into force on 29 May 2018, the date of its approval by the Board of Directors.