

**BANCO SABADELL
CORPORATE CRIME
PREVENTION POLICY
(extracted version)**

This document is a translation of Spanish language document. The Spanish version of this document will prevail in the event of any discrepancy or dispute.

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1. Introduction

This Prevention of Criminal Liability Policy (hereinafter, the “Policy”) sets forth, in relation to Organic Law 10/1995 of 23 November of the Spanish Criminal Code, according to the text amended by Organic Law 5/2010 of 22 June and by Organic Law 1/2015 of 30 March, the corporate crime organisation and management model of Banco de Sabadell and the domestic companies or firms over which it directly or indirectly exercises control, (hereinafter, “the Institution”).

This Policy reaffirms the Institution’s unwavering commitment to act in line with applicable regulations and ethical standards, particularly its commitment to implement standards and controls aimed at reducing, as far as possible, the probability of crimes being committed, and confirms the full and absolute prohibition (zero tolerance) of any form of inadequate behaviour.

2. Scope of liability of legal entities

A legal entity may be declared liable, in the circumstances provided in the Criminal Code, for:

- (i) Crimes committed in the name or on behalf of the legal entity and for their direct or indirect benefit, by their legal representatives or by those acting individually or as members of a body owned by the legal entity, who are authorised to make decisions in the name of the legal entity, or who hold powers of organisation or control within such legal entity.
- (ii) Crimes committed, during the course of corporate activities and on behalf and for the direct or indirect benefit of the foregoing, by those who, being subject to the authority of the natural persons indicated in the preceding paragraph, have been able to commit such crimes as a result of having breached their duties of supervision, oversight and control of activities depending on the specific circumstances of each case.

A legal entity shall be held criminally responsible provided that a crime is involved that must necessarily have been committed by those holding the positions or roles indicated in letters (i) and (ii) above, even when the natural person responsible has not been individually identified or when a proceeding has not been filed against them.

3. Scope of application and objectives of the Policy

3.1. Scope of application

This Policy is applicable to the activities of Banco de Sabadell, S.A., its foreign branches and its domestic subsidiaries and, by extension, to its executives, legal proxies and employees and to all natural or legal persons providing services to or in the Institution, as well as all partners, professionals or firms subcontracted by the same. Suppliers, professionals and/or subcontracted companies shall be informed of their duty to implement measures equivalent to those envisaged in this Policy, and shall report any unusual activity and/or conduct which could be indicative of a crime or breach of legal requirements.

3.2. Objectives

The objective of this Policy is to establish the applicable principles, critical management parameters, governance structure, roles and responsibilities, procedures, tools and controls relating to the prevention of corporate crime, and to ratify the firm commitment of the Institution to abide by these rules and ethical standards and, in particular, the resolve to implement standards and controls to minimise the commission of crimes and to confirm the complete and absolute intolerance of any inadequate behaviour.

4. Principles and critical management parameters

4.1. Principles

- Promotion and supervision of the adoption and execution of the model by the Board of Directors.
- Promotion and direction of the execution and development of the Model by Senior Management.
- Compliance with regulations relating to corporate crime prevention.

- Dissemination of a culture of prevention and compliance.
- Due diligence in the assessment and evaluation of criminal risks.
- Effectiveness of the corporate crime prevention model.
- Governance of incorporation into management procedures.
- Proactive cooperation with authorities.

4.2. Critical management parameters

- Establishment of a body to supervise and control the prevention model.
- Identification, assessment and evaluation of criminal risk.
- Definition and implementation of an effective prevention model.
- Allocation of resources for the effective implementation of the prevention model.
- Obligation to report detected criminal risks and breaches.
- Establishment of a disciplinary system in the event of any breaches.
- Regular verification of the prevention model.
- Advisory services and staff training relating to corporate crime prevention.
- Regular reporting of matters relating to corporate crime prevention.

5. Governance Structure

The bodies involved in the Policy and its high-level duties are indicated below:

- **Board of Directors of Banco de Sabadell, S.A.:** promotes and supervises the adoption and execution of the Criminal Risk Management and Organisation Model, setting the strategies for the implementation of an effective Model. It is responsible for formally approving the Banco Sabadell Corporate Crime Prevention Policy and the amendments and/or updates required to maintain its validity and effectiveness, as well as for promoting conduct in line with this Policy and the immediate correction of compliance risks relating to the same.

- **Risk Committee:** to supervise the adequate prevention, control and management of criminal risk through the reports it receives from the Compliance Division of the Group's parent company.
- **Audit and Control Committee:** to supervise the effectiveness of the internal control of the various Group companies and the risk management systems, including those for regulatory compliance. It receives regular activity reports on corporate crime prevention from the Corporate Ethics Committee.
- **Management Committee:** monitors and oversees the activity of the supervisory and control body in the area of corporate crime prevention through the regular reports it receives.
- **Corporate Ethics Committee (CEC):** responsible for ensuring compliance with the provisions of the Policy and associated procedures, supervising the operation of and compliance with the crime prevention model, as well as monitoring the commission of crimes and potentially unlawful conduct from a criminal perspective.

6. Organisation

Roles and responsibilities within the Group are defined on the basis of the model of three lines of defence:

- 1st line of defence (management and development function). Management staff and employees of the **Business and Management Units** are those who, due to their position within the company, analyse and manage the risks associated with those units and mitigate such risks through the daily application of controls.
- 2nd line of defence (control function).
 - a) **Regulatory Compliance** function of the Group's parent company or, as the case may be, the **Crime Prevention Delegates/Managers**, in the subsidiaries in which, due to the

activities they carry out and with a criterion of proportionality, the following functions are applicable:

1. Promote a culture of ethics and compliance in the company, ensuring that the system of values adopted in the company's internal regulations is kept up to date;
2. Coordinate the preparation and implementation of appropriate employee training programmes;
3. Analyse legislative modifications and other new developments that may affect the prevention model;
4. Receive, analyse and intervene in cases of complaints from employees or third parties, through the channels established for this purpose, and transfer the conclusions and/or proposed actions to the CEC as the body responsible for supervision and compliance with the operation of the Model;
5. Coordinate or, where appropriate, promote, in agreement with Labour Relations and PRL, compliance with the disciplinary procedure and propose the application of the appropriate disciplinary measures to the bodies responsible. Likewise, verify compliance with the sanctions to be applied in the case of violations of the model's ethics and compliance controls;
6. Analyse and approve the plans for periodic reviews of the prevention model, and request additional reviews if deemed necessary;
7. Update crime prevention and detection measures to cover criminal risks;
8. Periodically verify the prevention model, identifying, analysing and assessing criminal risks in collaboration with the units that directly manage such risks, and propose their possible modification when circumstances so require;

9. Periodically verify the procedures implemented in the business areas, the associated controls and their evidence;
10. Design, implement and execute second tier controls, safeguarding the corresponding evidence;
11. Submit for the approval of the CEC the Annual Programme of Activities of the Model;
12. Report to the CEC the results of the work carried out, the degree of progress of the approved programme, the queries or complaints received and the proposals for response and/or improvement actions;
13. Proactive collaboration with the authorities to respond to requests for information required for criminal investigations;

b) **Internal Control** function receives information from the Regulatory Compliance function regarding the effectiveness of the controls implemented to mitigate criminal risks and possible impacts due to non-compliance and corrective measures taken, in order to carry out a joint assessment for reporting to the corresponding governing bodies.

- 3rd line of defence (independent supervisory function). **Internal Audit** supervises the activities of the 1st and 2nd lines of defence.

Banco Sabadell's Corporate Crime Prevention Policy from which this extracted version is deemed, was approved by the Board of Directors of Banco de Sabadell, S.A. on 27 October 2021.