

Criminal Compliance Policy

OF GRUPO JORGE

1. Introduction

This Criminal Compliance Policy (hereinafter, "the Policy") is integrated into the Crime Prevention and Detection Model (hereinafter, CPDM) of Grupo Jorge and is based on the firm commitment of the companies that comprise it, its shareholders, administrators and management with the values and principles included in the Code of Ethics, which are made available to the employees, managers and governing bodies of the organization, with a firm message of rejection and zero tolerance towards any illegal conduct or conduct carried out in violation of the policies, values and principles of Grupo Jorge.

In this sense, the Compliance Policy contributes, on the one hand, to reinforcing the commitment of the Group with good corporate governance in accordance with well-defined values and principles and, on the other, to diligently exercising the due control that is required over the administrative bodies, managers and employees of the Group, minimizing as much as possible the risk of bad practices or regulatory breaches in carrying out company activity within the organization.

2. Objective

The purpose of the Policy is as follows:

- Reinforce the already existing commitment to work for the respect of the legal order.
- Comply with the legal and regulatory requirements established in order to continuously improve the Model, as well as heeding the latest developments in regulations, especially in criminal matters.
- Guarantee vis-à-vis third parties that Grupo Jorge exercises control with due diligence in relation to the control and management of criminal compliance risks.
- Prohibit the commission of criminal acts within the Group and its business activity.

3. Areas of Application

This Policy operates as an internal rule of mandatory compliance for all members of Grupo Jorge. Specifically, it will apply to the following groups:

- Administrators, managers and employees of the Group.
- Business partners with the capacity to act on behalf of the Group.
- People who act as representatives of the Group in entities controlled by the Group.

This Policy is made available to business partners that are part of the Stakeholders of Grupo Jorge in order to extend its Commitment to Compliance with current Criminal Regulations to all its Business Partners.

4. The Crime Prevention Model

Grupo Jorge has established a specific program to reduce the risk of committing crimes within it (a set of general and specific measures aimed at the prevention and detection of and reaction to possible crimes, known as the Crime Prevention and Detection Model). This, simultaneously, will allow, where appropriate, the ability to guarantee before third parties and before the judicial and administrative bodies, that the organization exercises all due checks on prevention that are legally required of all business corporations, their employees, managers and governing bodies.

Specifically, the Model is based on the principles of (i) prevention, (ii) control, (iii) reporting and (iv) compensation for compliance risks, thereby covering all the activities and processes of Grupo Jorge.

Grupo Jorge has made available to interested parties the main documents that make up the Model, which are as follows:

- Code of Ethics: This is a basic and essential document for all employees and third parties who work in and for the Group. Its objective is to define the values that the Group expects with regard to the professional conduct and behavior of each and every one of its members and those with whom it maintains business relations.
- This Criminal Compliance Policy: Establishes the general framework of the Model for the Prevention and Detection of Crimes and includes the set of measures aimed at the prevention and detection of, and reaction to such actions.
- Statute of the Ethics and Compliance Committee: This establishes the internal rules which will govern the operation of the Ethics and Compliance Committee, the managing body which also has the necessary powers to control and supervise operation, effectiveness and compliance with the Model.
- Map of compliance risks and identification of control activities: Identifies activities in areas where compliance risks may impact, and identifies and prioritizes these risks, as well as the control mechanisms with which the Group mitigates the risk of committing specific types of crime.
- Ethics Mailbox and its Regulations: The main objective of this procedure is to guarantee that the actions and attitudes of the Group's professionals correspond to our corporate values and to prevent actions that may affect or jeopardize the finances, assets, image or reputation of the Group including attitudes that could give rise to criminal liability.
- Disciplinary Model: This is the disciplinary system (legal system model offenses and sanctions) applicable to employees, managers and members of the administrative bodies of the Group in the event of non-compliance with the requirements of the Model.

- Supervision Manual: The main objective of this procedure is to guarantee the review and due updating of the Crime Prevention and Detection Model, defining a methodology and system for the supervision of the general and specific controls contemplated in this Model.

5. Principios de actuación

The general principles of action on which the Model for the prevention and Detection of Crimes is based, and which everybody in the Group must respect and ensure to comply with, are as follows:

- Act at all times within the current legislation and within the framework established by the Code of Ethics of Grupo Jorge, complying with the internal regulations established in the Group.
- Identify the main compliance areas that affect the organization, together with the principles of action associated with them.
- Promote a preventive culture based on the principle of zero tolerance towards the committing of illegal or criminal acts, and in the application of the principles established in the Group.
- Maintain and encourage proactive activities, aimed at prevention and detection, as opposed to reactive activities, such as investigation and sanction.
- Establish an autonomous and independent Criminal Compliance Body as the main means of review, whose functions are defined and regulated in the Statute of the Ethics and Compliance Committee.
- Promote internal rules, procedures and protocols for action and decision, which do not allow any person or group of persons to hold powers of decision which are not subject to supervision.
- Develop and implement adequate procedures for prevention, control and supervision that allow the Model to meet its objectives and stay updated.
- Ensure that the areas and departments of the Group have the financial and material means together with the human resources necessary to maintain an adequate level of efficiency and effectiveness in the application of the measures set out in the model.
- Implement appropriate and necessary training programs, periodically updated, that make known the requirements of the applicable legislation so that any correct update of the knowledge of the professionals of Grupo Jorge is guaranteed.
- Report any act constituting a possible criminal offence, fraud or irregularity of which there is evidence, through the Ethics Mailbox that the Group has set up for this purpose.
- Investigate any complaint filed through the Ethics Mailbox of an allegedly criminal or fraudulent act, regardless of how big or small, as soon as possible, guaranteeing confidentiality, the absence of reprisals against the complainant and the rights of the people investigated.
- Provide all the assistance and cooperation that the judicial bodies, administrative bodies or any national or international supervisory body may require in order to investigate allegedly criminal or fraudulent acts.

- Establish a disciplinary model that adequately penalizes non-compliance with the measures established by the Model and seek a fair, non-discriminatory and proportional application of such sanctions, in accordance with sanctions set out by the competent authority and under the applicable legislation at all times.
- Carry out a periodic check-up both of this Policy and the Model as implemented, and of eventual modifications, when relevant infractions of its provisions become evident, or when there are changes in the organization, the control structure or any other activities carried out that may make this necessary.

6. Responsibilities

6.1. Ethics and Compliance Committee

The Ethics and Compliance Committee is the management and operational body that has the powers necessary to formulate, control and supervise the operation, effectiveness and compliance of the Crime Prevention Model. The functions of this Committee are defined and regulated in the Statute of the Ethics and Compliance Committee.

In no case will the Ethics and Compliance Committee depend hierarchically on other bodies within the Jorge Group, although it will report its conclusions and activity results to the Board of Administration of the Group's parent company.

6.2. Compliance Coordinators

The Compliance Coordinator will take on functions delegated by the Ethics and Compliance Committee in the operational sphere of the Crime Prevention and Detection Model. In all cases, the Ethics and Compliance Committee will maintain responsibility for the functions to be delegated both internally and externally.

6.3. Areas and Departments

Taking into account the great diversity of legal obligations that affect the development of the ordinary activities of the Group, all the Directorates of companies/areas or departments who are responsible for legal obligations will take on, among their management duties, the following responsibilities:

- Ensure compliance with the obligations for which each Company or Department is responsible, informing the employees belonging to them about the legal obligations that affect them, and adopting control processes proactively for the prevention and detection of legal breaches.
- Seek to be informed of legislative modifications that may affect them. Legal obligations are understood to be those existing in any legal field (tax, environmental, labor, commercial, administrative, environment, occupational hazards -including operational and security obligations-, etc.), whether at a state, European, regional or local level, and that are related to the activities carried out by the Group.

- Ensure that relations with Public Administrations and entities or organizations of public law are governed by the principles of transparency, mutual trust, good faith and loyalty, and provide the necessary cooperation that may be required by the judicial, administrative or any national or international supervisory body, to audit or check compliance with our legal obligations.

7. Approval and Update of the Policy

This Policy has been approved by the Board of Directors and is intended to be implemented and applied in all the companies that make up Grupo Jorge.

Modifications made to this Policy will be approved by the Board of Administration, at the proposal of the Ethics and Compliance Committee.