

Anticorruption Policy

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Versions log

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VERSIÓN	ACTION	DATE	CONTROL	PERSON RESPONSIBLE	ENTRY INTO FORCE	PERIOD OF VALIDITY
1.0	Approval	21/12/2021	Initial version (1.0)	Internal Audit, Risk and Compliance Dept. – Diego Montero	21/12/2021	21/12/2021 Until the next update

1. Statement of motives

As we have indicated in the document called the Code of Ethics and Conduct- Annex I, the reform of **Article 31 bis of the Criminal Code**, effected through **Organic Law 1/2015**, which implements the criminal liability framework for legal entities as an objective or vicarious system, is the cornerstone for the obligation PROFAND FISHING HOLDING (hereinafter "Group"), has to adopt measures to implement the Compliance Program or Regulatory Compliance Program to prevent, avoid and react to criminal conduct that may occur within any of the companies that are part of the aforementioned Group, as the legal entities they are.

After a detailed analysis of the risks of criminal activity within PROFAND FISHING HOLDING, a quantification or grading of these risks, and having drafted the Code of Ethics and Conduct applicable to all the Group's companies, another of the documents that make up the Compliance Program or Regulatory Compliance Program is the document called the Anticorruption Policy, which basically includes guidelines to prevent certain situations, specifically, the materialization of corrupt conduct.

Thus, this Anticorruption Policy document compiles and implements a set of principles, values and operational policies established in the Code of Ethics and Conduct in the fight against corruption and fraud, thus hindering and preventing the commission of crimes within the Group's companies.

2. Scope of application

2.1. Scope

The document called the Anticorruption Policy contains a set of principles and rules that must govern the actions of all management personnel, dependents, and employees of PROFAND FISHING HOLDING and is therefore the fundamental component of the Company's Regulatory Compliance Program, along with the Code of Ethics and Conduct. Without prejudice to the foregoing, in certain specific matters that require detailed regulation, the standards in this document will be complemented by additional codes and manuals that apply to the sector.

2.2. Subjects

This Annex IV of the Compliance Program is applicable to the following persons directly associated with PROFAND FISHING HOLDING:

- Employees of the Group's entities.
- Labor or commercial dependents and authorized representatives of the entities of the Group.
- In general, any person who is directly related to the entities of the Group and who has a professional relationship with them.

2.3. Obligation to know, understand, and comply

The subjects referred to in the previous section are obliged to know, understand, and comply with this document and to collaborate in its implementation at PROFAND FISHING HOLDING and must inform the responsible parties of any breach of the Code that may occur.

The obligation for the associated persons to be aware of the content of the Anticorruption Policy document must be supported, so those responsible for it have the duty to promote such knowledge, implementing initiatives or mechanisms that contribute to its dissemination. This dissemination is the main duty of the Control Body.

2.4. Application control

The control of the application of Annex IV to the Regulatory Compliance Program (Anticorruption Policy) shall be governed by the following guidelines:

- 1) The Control Body established in PROFAND FISHING HOLDING will ensure that these guidelines are correctly communicated to all employees and individuals who for any reason must be subjected to them.*
- 2) The Control Body shall report annually to the Governing Body regarding the monitoring and compliance with the rules by the subjects to whom these apply.*
- 3) The communications provided for in this Policy, as well as any queries by people bound by the Policy, shall be addressed to the e-mail addresses established as the complaints channel, except when another department or person is specifically defined.*

3. Guidelines for conduct in some specific situations

3.1. Conflict of interest

3.1.1. Subjects and general rules

The members of the Governing Body, those in key positions (General Management, Deputy Management, Financial Management, etc.) and representatives empowered to enter into contracts on behalf of any of the entities that form part of PROFAND FISHING HOLDING shall always act in such a way that their private interests, those of their relatives, and/or those of other associated persons do not take precedence over the Group's. This conduct guideline will be applied both in the relationship the Code subjects maintain with PROFAND FISHING HOLDING and in their relationships with third parties or their suppliers.

PROFAND FISHING HOLDING shall establish a record of the conflict of interest situations that have come to light; the decisions adopted must also be reflected in this record.

3.1.2. Instances of conflicts of interest and performance obligations

The members of the Governing Body of any of the PROFAND FISHING HOLDING entities shall be subject to the special rules contained in article 229 and the related sections of the Capital Company Act, which list the situations of conflicts of interest and the measures to be adopted.

The following rules shall apply to those in key positions (General Management, Deputy Management, Financial Management, etc.) and representatives empowered to enter into contracts on behalf of PROFAND FISHING HOLDING:

- 1) They will ensure that their actions and decisions are always in the best interests of PROFAND FISHING HOLDING and will not be motivated by personal or third party considerations or interests. Therefore, they undertake to avoid, identify, and report situations of conflict of interest, both potential and real, without putting personal interests before the interests of PROFAND FISHING HOLDING, including situations of conflict of interest arising from relationships of kinship or those with associated persons.
- 2) For the purposes of this Policy, the following shall be considered associated persons:
 - The spouse or person with an equivalent sentimental relationship.

- Ascendants, descendants, and siblings (or person with an equivalent sentimental relationship) up to and including the second degree.
 - Spouses (or people with an equivalent sentimental relationship) of ascendants, descendants, and siblings up to and including the second degree.
 - Entities in which they are in any of the situations of control established by law, whether personally or by proxy.
 - The companies or entities in which they hold an administrative or management position, whether personally or by proxy, or from which they receive emoluments for any reason, provided that the administrator also directly or indirectly exercises a significant influence on the financial and operating decisions of such companies or entities.
- 3) With respect to the administrators who are legal entities, the following shall be understood to be associated persons:
- The partners who are, with respect to the legal-entity administrator, in any of the situations of control established by law.
 - The representative of the natural person, the administrators, de jure or de facto, the liquidators and the agents with general powers of attorney for the legal-entity administrator.
 - Persons who, with respect to the representative of the legal-entity administrator, are considered associated persons in accordance with the provisions of the preceding section for individuals.
- 4) In relation to possible conflicts of interest, the subjects shall observe the following rules of conduct:
- Independence: acting at all times with professionalism and loyalty to PROFAND FISHING HOLDING, independently of their own interests or those of third parties. Consequently, they shall refrain from making their own interests the priority.
 - Abstention: refraining from intervening in or influencing decisions that may affect PROFAND FISHING HOLDING, from participating in meetings in which such decisions are put to vote, and from accessing confidential information that affects this conflict.
 - Communication to the Governing Body of the Group regarding which any situation of conflict of interest in which he/she is involved occurs. To this effect, the concurrence or possible concurrence of a conflict of interest must be communicated in writing.

3.2. Prevention of money laundering

3.2.1. Money laundering prevention regulations

The subjects of the Compliance Policy document shall strictly comply with the Money Laundering and Terrorist Financing regulations as long as an external entity does not have to supervise it. They shall be particularly diligent in complying with the following rules:

- 1) *They shall ensure that they have adequate knowledge of the customer, complying with the Money Laundering and Terrorist Financing Prevention rules on due diligence and knowledge of the customer.*
- 2) *They shall confirm and document the true identity of the customer with whom they maintain any type of business relationship, as well as any additional information on the customer, always in accordance with the provisions of applicable Money Laundering and Terrorist Financing Prevention rules.*
- 3) *They shall not open or maintain anonymous accounts or accounts in fictitious names.*
- 4) *They shall obtain the necessary information on the true identity of the person on whose behalf a relationship is established, an account is opened, or a transaction is carried out.*
- 5) *They shall identify the natural person or persons who ultimately own or control, directly or indirectly, more than 25 % of the shares, rights or assets of the legal entity or other legal entities, other than those listed on a regulated market.*
- 6) *They will not accept customers who are listed as prohibited under the Money Laundering and Terrorist Financing Prevention rules.*
- 7) *They shall collect the information and documentation necessary to (a) establish the origin of the customer's funds; (b) establish the nature and extent of the customer's intended use of the products and services; (c) confirm the information provided by the customer.*
- 8) *They shall strictly adopt the measures established in the Regulations for the Prevention of Money Laundering and the Financing of Terrorism for specific risk situations.*

3.3. Anticorruption Policy

3.3.1. Scope of application

This Anticorruption Policy, developed by PROFAND FISHING HOLDING, shall apply to the following persons:

- The administrators, executives, and employees of the entities comprising PROFAND FISHING HOLDING.
- Those third parties acting on behalf of PROFAND FISHING HOLDING (suppliers, sub-suppliers, customers, agents, intermediaries, etc.)

3.3.2. Operational principles

- 1) PROFAND FISHING HOLDING does not allow any kind of corruption, extortion, bribery or fraud in the execution of its business activities.
- 2) PROFAND FISHING HOLDING prohibits requesting or accepting any type of payment, kickback, gift, or compensation for operations carried out by PROFAND FISHING HOLDING, or to otherwise take advantage of the position they hold for personal benefit.
- 3) The relationships between the executives and employees of PROFAND FISHING HOLDING with the public administrations, authorities, civil servants and other persons involved in exercising public functions, as well as political parties, trade union organizations and similar entities, must be governed by the principles of legality, loyalty, trust, professionalism, collaboration, reciprocity and good faith and must be guided by institutional respect and transparency.
- 4) None of the subjects to whom this Anticorruption Policy applies may request or accept any kind of payment, kickback, gift, or compensation related to their activity in PROFAND FISHING HOLDING and coming from customers, suppliers, intermediaries, counterparties, and/or any other third party. The following are not included in this limitation:
 - Promotional objects of little value.
 - Normal concessions that do not exceed the limits considered reasonable in customary, social, and courtesy norms.
 - Occasional gifts for specific and exceptional reasons, provided that they are not in cash and are within the limits of social customs.
- 5) Any invitation, gift or attention that, due to its frequency, characteristics or circumstances, could be interpreted by an objective observer as having been made with the intention of affecting the impartial judgment of the recipient, shall be rejected and brought to the attention of the Control Body.

- 6) PROFAND FISHING HOLDING prohibits influencing the will, objectivity, and/or decisions of people outside the Company in order to obtain any benefit or advantage through the use of unethical practices and/or practices that contravene the applicable law.

4. Training and supervision

4.1. Training of the subjects

Regarding training in this area, the provisions of the Code of Ethics and Conduct apply. PROFAND FISHING HOLDING will therefore give courses, talks, and/or conferences and will issue as many communiqués or notices as necessary to update knowledge on this topic. Training and refresher courses shall always be given in the following cases:

- When there is any far-reaching legislative modification in this matter that affects the activity of PROFAND FISHING HOLDING.
- When a critical structural or organizational change that may affect this area occurs within the Company.

Every three months, regardless of any other events.

4.2. Supervision

The PROFAND FISHING HOLDING Control Body will be in charge of supervising and annually updating the Code of Ethics and Conduct, as well as the rest of the documents attached to the Compliance Program or Regulatory Compliance Program, including this Anticorruption Policy, ensuring its correct compliance and execution.



PROFAND FISHING HOLDING – Vigo. 2022

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