



**1009**

**Code of Ethics**

## Document Control

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## Referenced Documents

| Documents                           |
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| 0107-POL-COM Disciplinary Procedure |

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## 1. Introduction

The Code of Ethics, Code of Conduct or Code of Best Practices sets out the principles, criteria and rules of conduct that all members of Clorian must follow in the performance of their duties. Its purpose is to establish ethical and responsible behaviour, business transparency, integrity and corporate social responsibility.

### 1.1 Purpose

The Code of Ethics, Code of Conduct or Code of Best Practices sets out, in a single document, the principles, criteria and rules of conduct that all persons who are part of Clorian must follow in the performance of their duties, thereby constituting a fundamental pillar of its Corporate Social Responsibility.

The purpose of this Code is to establish the principles and values that must be respected within Clorian in order to promote ethical and responsible behaviour in the professional performance of its activities, while also defining the principles and values of business ethics and transparency.

These values enhance the Entity's reputation, provide and convey unity and coherence, foster a sense of belonging to the Entity, and govern the conduct of employees towards the organizations with which it operates in fulfilment of its purposes.

This Code of Ethics is complemented by all internal regulations and compliance policies, as well as by internal protocols and procedures that define more precisely the actions to be taken in the day-to-day operations of Clorian.

### 1.2 Scope of Application

This Code of Ethics is primarily addressed to all persons who are part of Clorian, regardless of their position or relationship with the Entity, including:

- Management
- Employees
- Suppliers
- Clients
- Other stakeholders related to the Entity

The above necessarily implies that Clorian promotes and encourages among the persons subject to this Code of Ethics the adoption of behaviour guidelines consistent with those defined herein.

## 2. Principles and Values

Clorian promotes integrity, legality, respect for human rights, transparency, teamwork, professional development, non-discrimination, quality service, ethical leadership and continuous training.

## 2.1 Ethical Principles

Ethical behaviour is not satisfied merely by compliance with mandatory applicable regulations; rather, it goes beyond such limits by reaching the highest standards of quality and personal integrity, reflected in appropriate decision-making and the prevention of undesired non-compliance, whether legal or internal to the Entity, thereby reducing the risk of sanctions, fines or other liabilities that may affect Clorian.

In order to maintain a strong reputation and an honest and professional conduct, Clorian must always act in accordance with the following principles and values:

- Integrity: Ethical, honest and good-faith conduct is encouraged.
- Respect for legality, human rights and ethical values: Respect for individual dignity and the fundamental rights and public freedoms recognized in the Universal Declaration of Human Rights is a fundamental element of the Entity's conduct.
- Respect and coexistence: A work environment free from any type of harassment, intimidation, abuse or disrespect is encouraged, and any type of physical or verbal aggression is intolerable.
- Transparency and impartiality: In decision-making of any kind.
- Professional development and non-discrimination: In promotion within the Entity and in all other aspects, discrimination based on sex, race, religion, marital status, sexual orientation or any other distinguishing factor is not acceptable.
- Teamwork and collaboration: Encouraging interaction among employees from the various sectors in which the Entity operates.
- Quality: As the essence of relations with clients.
- Ethical leadership: Management must lead by example and serve as a reference model both in behaviour and in compliance with this Code.
- Corporate image and reputation: Considered one of the most valuable assets for preserving the trust of clients, employees, suppliers, authorities and society in general.
- Legal integrity: The Entity shall carry out its activities exclusively within the legal framework. Under no circumstances shall advice be given regarding methods or systems to conceal or disguise activities of questionable legality.
- Analytical proactivity: Proactive analyses are conducted regarding clients in order to determine their level of need for the services provided by the Entity and to inform them accordingly.
- Continuous training: Clorian promotes continuous training, including training related to regulatory compliance, providing the necessary means and tools for this purpose.
- Satisfaction of clients, public administrations and other stakeholders: All clients are provided with close, professional and personalized treatment that reflects all the values contained in this Code.

## 2.2 Conduct Principles

As a primary and fundamental principle, Clorian will not tolerate any action or word that may be hostile, inappropriate or offensive, in order to avoid any behaviour that may disturb respect and coexistence in the various work areas. Such behaviour, contrary to the Entity's principles and values, is incompatible with this Code of Ethics and therefore unacceptable.

The principles of conduct governing the daily actions of all persons who are part of Clorian are:

- Innovation: Innovation is promoted as a fundamental element for providing clients with the drive necessary for their development.
- Customer orientation: The service provided goes beyond problem-solving by building trust-based relationships founded on empathy, transparency and personalized attention.
- Promotion of talent: Talent is considered a driving force for the future, providing support to people in order to turn their potential into great achievements.
- Teamwork: Teamwork is regarded as an essential part of success, promoting collaboration, exchange of ideas and creativity among all members of the organization.

## 3. Internal and External Relations

Management must lead by example and ensure compliance with the Code. Employees must know and comply with the Code. Relationships with clients, suppliers and public authorities must always be based on integrity, professionalism and transparency.

### 3.1 Management

Management, represented by the Management Committee, as committed leaders of the Entity, assumes the responsibility of drafting and promoting this Code of Ethics. To this end, it complies with the guidelines contained herein, serving as an example for the rest of Clorian's members.

Management acts as guarantor and interpreter of the internal regulations in order to ensure their correct understanding and to prevent any distortion of their ethical principles and values.

### 3.2 Employees

For the purposes of this Code, employees shall be understood broadly as all persons linked to the Entity, regardless of the commercial or employment nature of such relationship.

All Clorian employees have the duty to know and comply with this Code of Ethics, which seeks to establish a common identity in the conduct of the Entity as a whole.

Employees are the Entity's greatest asset and, therefore, efforts are made to align them with common principles and values that enable professional development.

The principles and values set out herein, as well as appropriate loyal and respectful conduct towards all persons belonging to or related to the Entity, must be respected at all times.

Clorian employees must comply with all obligations imposed by current legislation regarding occupational health and safety. Likewise, the Entity shall ensure compliance with all applicable labour obligations.

### **3.3 Clients**

Clients to whom services are provided within legally applicable limits are the essence of the activity carried out by the Entity, and preserving and maintaining their trust is essential. Therefore, in its personal and professional dealings with clients, Clorian acts at all times with consistency, integrity, responsibility and transparency.

### **3.4 Suppliers**

At Clorian, ethics and respect govern relationships with suppliers, who shall be selected according to objective and transparent criteria. Confidential information arising from commercial relationships with suppliers is protected by the Entity through the implementation of appropriate security measures, including the confidentiality commitment of all Clorian members as a demonstration of utmost diligence.

In procurement and purchasing processes involving suppliers, Clorian shall ensure the preservation of the necessary documentation for auditing, accounting and internal record-keeping purposes.

### **3.5 Public Administration and Authorities**

Clorian expressly and categorically prohibits any action or omission that promotes or facilitates corruption or bribery involving national or foreign authorities, institutions or public officials. The Entity guarantees that any conduct to the contrary shall be pursued and reported to the competent authority.

No gifts, favours or compensation of any kind may be offered to or accepted from national or foreign public officials, institutions or authorities. Exceptions are limited to gifts of nominal value that are in line with locally accepted customs and practices, without prejudice to the absolute prohibition on cash gifts.

## **4. Regulatory Compliance**

All persons subject to this Code must comply with applicable laws and internal regulations. Any breach must be reported through the Whistleblowing Channel.

Persons subject to this Code undertake to comply with both the values and principles contained herein, as well as applicable laws and the Entity's internal regulations. They also undertake to report any non-compliance detected in their environment by using the Whistleblowing Channel made available to them.

All members of Clorian, regardless of their position, must avoid any conduct that could damage the Entity's reputation or negatively affect its interests.

#### **4.1 Anti-Money Laundering**

In order to prevent and avoid money laundering or terrorist financing operations arising from criminal or unlawful activities, Clorian employees must pay special attention to situations where there are indications of a lack of integrity on the part of persons or entities with whom business is conducted.

#### **4.2 Data Protection and Confidentiality**

At Clorian, we guarantee privacy in the processing of personal data.

To this end, Clorian has assessed the potential risks it faces in this area and has developed the necessary action plans to mitigate or reduce them.

Any incident related to data confidentiality shall be reported through the appropriate channels to [rqpd@clorian.com](mailto:rqpd@clorian.com).

In the course of its activities, Clorian guarantees the confidentiality of the information to which it has access, which may not be used for personal benefit or disclosed to third parties.

This information includes, but is not limited to, plans, designs, specifications, communications, records, data, graphics, notes, models, samples, technical and commercial information of all kinds, whether transmitted verbally, in writing, by magnetic media or by any other electronic means, professional secrets, contracts, agreements, employee and supplier lists, software or computer programs, HR information, staffing plans, internal communications, subscription lists and personal data that may become known.

All of the above must continue to be respected even after the relationship with the Entity has ended.

#### **4.3 Intellectual and Industrial Property**

All intellectual and industrial property created by the Entity's employees shall belong to the Entity.

All persons subject to this Code must protect patents, trademarks, copyrights, trade and business secrets, and all other information subject to intellectual and industrial property rights belonging to the Entity.

Likewise, it is essential to respect the legitimate intellectual and industrial property rights of third parties.

#### **4.4 Tax and Fiscal Matters**

Clorian shall comply with all applicable national tax and fiscal regulations.

## **4.5 Accounting and Financial Matters**

The Entity's financial and economic information accurately reflects its reality, in accordance with generally accepted accounting principles, applicable legal obligations and the General Accounting Plan in force at any given time.

All members of the Entity undertake not to distort or conceal information contained in Clorian's accounting records and reports, which must be complete, accurate and truthful.

## **4.6 Free Competition**

Persons subject to this Code must respect the principles and rules of fair competition, avoiding any breach of competition law.

Clorian Management is responsible for preventing any agreement entered into by the Entity or its employees with third parties from having a negative effect on competition, such as, for example, unfair client acquisition or unfair competition by employees in breach of express agreements.

## **4.7 Occupational Risk Prevention and Workplace Health Protection**

Clorian ensures a safe working environment in compliance with current occupational health and safety regulations. Every employee undertakes to participate in any training activities scheduled to improve their ability to perform their duties safely and to use responsibly the materials and equipment provided by the Entity.

Each employee must comply with the relevant safety measures in order to prevent occupational risks and, in the event of any doubt regarding the safe performance of their work, must immediately notify their direct superior.

Clorian actively works to eliminate health risks and create a safe working environment. Therefore:

- Employees must comply with all health and safety regulations, as well as existing risk prevention measures. Any incident or opportunity for improvement relating to health or safety issues must be reported.
- Employees must be treated with respect and dignity. Any form of discrimination based on race, physical disability, illness, religion, sexual orientation, political opinion, age, nationality or gender is prohibited.
- Clorian prohibits all forms of physical, sexual, psychological or verbal harassment or abuse towards employees, as well as any conduct that could create an intimidating, offensive or hostile working environment.
- The Entity considers people to be a key business factor, supports and promotes compliance with human and labour rights, and is committed to applying regulations and best practices regarding employment conditions, health and workplace safety.
- The consumption of substances that could affect the proper fulfilment of professional obligations, as well as attending work under the influence of alcohol, illegal drugs or substances, is prohibited.

Every employee must report any concerns relating to workplace safety that may affect them. The concealment of workplace accidents or actions contrary to established safety rules is also strictly prohibited.

#### **4.8 Prohibition of Discrimination and Harassment**

Clorian undertakes to provide equal and fair treatment to all employees at every stage of the professional relationship (recruitment or selection, training, internal promotion and performance evaluation), as well as in all matters relating to applicable working conditions (such as remuneration, working hours and job category) and the company's management, culture and policies.

Therefore, no form of harassment, discrimination or mistreatment in the workplace or in work-related situations shall be tolerated (including conduct by collaborators, managers, temporary employees, guests, clients and partners). Likewise, no offence, abuse, intimidation or humiliation of the victim shall be accepted, whether sexual, psychological, physical, verbal or of any other nature.

For this purpose, the company has implemented a "Workplace Harassment Protocol" and an "LGTBI Protocol", both communicated to employees.

#### **4.9 Environmental Commitment**

Clorian is committed to ensuring respect for the environment, minimizing the environmental impact of its activities at all its locations, and promoting among its members a culture of environmental respect as a principle of conduct in their actions, all with the aim of ensuring strict compliance with environmental regulations.

Likewise, Clorian undertakes to transmit these principles to all entities with which it maintains relationships.

### **5. Internal Regulations**

This Code of Ethics is established as the highest internal regulation, bringing together the essential guidelines from which all protocols and procedures derive in order to comply with current legislation and facilitate and streamline Clorian's daily internal activities.

Clorian applies a comprehensive Integrated Management System that includes all the necessary documentation for decision-making and knowledge management across its various internal processes.

### **6. Conflict of Interest**

Clorian believes that relationships with all its members must be based on loyalty arising from shared interests. Participation in other financial or business activities is respected, provided they are legal and do not conflict with responsibilities towards the Entity. In any case, such activities must be disclosed to the Management Committee.

Members of Clorian must avoid any situation in which their personal interests may conflict with those of the Entity. If such a situation arises, it must be immediately reported to the Management Committee.

In relation to the above, Clorian employees:

Must not take advantage of personal benefits for themselves or for third parties with whom they have any type of relationship.

May not directly or indirectly carry out professional activities similar to those performed for the Entity, nor collaborate with companies in the same or similar sector in a way that may interfere with the Entity's interests, unless expressly authorized by the Management Committee.

May not directly or indirectly participate, either personally or through intermediaries, in governing bodies of other entities that may conflict with Clorian's interests.

Without prejudice to the above, if there is any doubt regarding the existence of a conflict of interest, employees are encouraged to inform the Clorian Management Committee so that the appropriate analysis can be carried out and situations potentially harmful to the Entity can be avoided.

## **7. Gifts and Compensation**

It is expressly prohibited to accept, offer, or request, directly or indirectly, gifts, favors, or any type of compensation that may influence decision-making regarding matters affecting the Entity. Excluded from this prohibition are invitations, promotional items, occasional courtesies, or hospitality that are not monetary and remain within reasonable limits. Any doubts regarding what falls under this concept should be consulted with the Management Committee. Cash gifts are strictly prohibited in all cases.

In line with the principles and values expressed in this Code, and in order to guarantee compliance, giving or receiving gifts and invitations of any kind that may affect objectivity and judgment, or create a risk of non-compliance with anti-corruption, anti-bribery, tax, or fiscal regulations, is prohibited. Clorian exercises extreme diligence in this matter.

## **8. Use of Facilities and Tools**

Clorian, certified under ISO 27001, implements technical security measures at its facilities, including both office premises and all employees' computer terminals. These measures include, among others, access control systems, video surveillance, passwords for access to software programs and databases, etc.

Clorian provides its members and employees with the tools necessary to perform their activities according to the highest quality standards. These resources and tools are the property of the Entity and are strictly intended for professional use. Any personal or other unauthorized use is prohibited.

For the proper use of these resources and tools, Clorian has implemented the Policy on the Use of Resources, Security, and Information Privacy for Employees of Tiqueteo Spain S.L.

## **9. Record Keeping and Document Retention**

Clorian maintains an updated and secure record of all documentation generated through its daily activities, as well as documentation provided by clients, suppliers, institutions, public administrations, or third parties.

The Entity does not permit the falsification or alteration of any documents in its possession. Every operation or task carried out on behalf of the Entity must be accurately documented.

For proper document management, Clorian has a specific Policy containing the necessary guidelines for the preservation, deletion, and archiving of all existing documentation.

## **10. Knowledge, Acceptance and Compliance**

Clorian assumes the obligation and commitment to make all its Internal Regulations known and to require their correct and effective compliance. This Code is binding for all members of the Entity.

Clorian's Management, as guarantors of the provisions contained in this Code, shall provide all necessary means to disseminate the Entity's values and principles and ensure compliance with the conduct guidelines established herein. They shall serve as role models through their behavior and level of compliance.

The Code, together with the other protocols forming part of the Entity's Internal Regulations, must be expressly accepted by all individuals within its scope of application, who must commit to compliance so that the principles and values contained therein govern their professional conduct.

For this purpose, Clorian maintains a record of acknowledgments received from the affected parties, including a copy of this Code for each recipient, together with a signed acknowledgment of receipt, including when the Code is provided electronically.

No member of Clorian, regardless of rank or position, is authorized to request another person to act contrary to the provisions of this Code of Ethics, and no one may justify misconduct by relying on orders from a superior or ignorance of this Code.

For new members of the Entity, the contents of the Code of Ethics and other internal regulations shall be included as an annex to their appointment or employment contract for informational purposes.

The Code of Ethics forms part of Clorian's managerial authority; therefore, its contents are effectively integrated into the obligations that all employees must fulfill as part of their work or professional activity, and breaches may be subject to sanctions in accordance with applicable law.

## **11. Control, Disciplinary System and Whistleblowing Channel**

To ensure compliance with this Code and the protocols that implement it, Clorian shall appoint an Internal Compliance Body responsible for overseeing compliance with and dissemination of this Code among all members, as well as receiving communications regarding breaches or requests for interpretation. This body may act on its own initiative or at the request of any recipient of the Code, and its decisions shall be binding on the Entity and all individuals to whom it applies.

Failure to comply with Clorian's Internal Regulations may result in internal sanctions in accordance with the Entity's approved Internal Disciplinary Regime, without prejudice to any administrative, labor, or criminal consequences that may arise.

All members of Clorian, as well as suppliers and third parties associated with the Entity, must report, in good faith and without fear of retaliation, any irregularity, breach, or unethical conduct carried out by another member of the Entity.

Reports or inquiries may be submitted through the link available on the Entity's website ([clorian.com](http://clorian.com)).

Reports made in bad faith, knowingly false, or intended to harm a member of Clorian shall be subject to disciplinary sanctions, without prejudice to possible criminal liability for offenses such as slander or defamation, or civil liability for damage to a person's right to honor.

## **12. Updates and Availability**

Clorian's Management approves this Code, which shall enter into force on the date of its publication. At that time, it will be communicated to all members of the Entity through the usual communication channels and shall remain in force until its repeal is agreed upon.

The Code shall be updated by the competent bodies of the Entity whenever the need for modification is identified.