

# **FC BARCELONA AND FC BARCELONA FOUNDATION**

## **Code of Ethics and Conduct**

**This Code of ethics was approved by the Board of Directors in September 2010  
and updated on July 4<sup>th</sup> , 2016**



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## 1. A word from the President

The appropriate management of a sporting association such as FC BARCELONA and its FOUNDATION requires the establishment of mechanisms serving not only to achieve the objectives inherent in its main activity (the attainment of sporting excellence), but also to ensure that the system employed for this purpose fully complies with corporate good practice. This is all the more important when management is dependent on a Board of Directors, which is mandated by the members, who are the legitimate owners of the Club, unlike sports corporations, which are run by a Administrators.

In this regard, integrity and respect for ethical standards in the course of sporting, corporate and business operations, along with compliance and obedience towards laws and internal policies, are the fundamental values of the Club, and as such must likewise be espoused by all its personnel. A failure to fulfil our obligation to respect said values and standards could expose us to serious legal consequences, and a serious loss to our reputation and credibility.

However, compliance with our internal policies and standards must not be confined to maintaining a risk-free position and keeping up appearances. It likewise involves acting as constructive stakeholders in the society with which we interact, developing and conveying to present and future generations the values that we have upheld with such pride for so many years. It in turn involves winning and maintaining the trust of our members, followers, clients, suppliers, institutions, and all those with whom the Club has daily dealings.

FC BARCELONA and FCB BARCELONA FOUNDATION, which given their global track record and history have established themselves worldwide, and have deep roots within Catalan society, are absolutely committed to demanding that the members of the Board, personnel and, where applicable, those persons with a regular relationship with FC BARCELONA through commercial or other ties, strictly comply with the ethical values and internal standards consistent with our institutional nature and the principles behind them: FC BARCELONA is "*more than a Club*", and the Club expects its representatives to live up to the values it represents.

This Code of Ethics and Conduct brings together the main values and principles that must inspire and be demanded of FC BARCELONA and the FC BARCELONA FOUNDATION, and all those operating in its name and as its representatives.

Josep Maria Bartomeu, President of FC BARCELONA.

## **2. Message from the Compliance Officer**

Our Code of Ethics and Conduct reflects the expectations of FC BARCELONA and the FC BARCELONA FOUNDATION, as regards the behaviour that must preside over all operations at FC BARCELONA. We present it as a useful internal and external management tool, and as a guide for any issues that might arise on a daily basis in performing our duties.

Compliance with the operational standards and principles set out in the various internal policies of the Club depends on the commitment and behaviour of each of the individuals working at FC BARCELONA in any circumstance.

As a result, all personnel of FC BARCELONA must read this Code, and the policies resulting from the Code, and act in accordance with its content and observations.

Clearly, these documents cannot cover all situations and potential conflicts that could arise in daily Club operations, and as a result, in the event of doubt, it is advisable for all employees to seek advice and a formal response from a line manager, or otherwise to raise the doubt, consultation or complaint with the FC BARCELONA Compliance Officer, on the terms set out below.

We will dedicate our efforts to raising awareness as to the importance of ethical conduct, and develop a range of resources (such as this Code) to guarantee that all members receive appropriate training and can incorporate such ethical behaviour in their daily work.

Sabine Paquer, Compliance Officer of FC BARCELONA.

### 3. Reflection of our values and attitudes

The ethical values steering and comprising the basic behavioural guide of FC BARCELONA, its subsidiaries and the FC BARCELONA FOUNDATION (hereinafter also FCB, the Entity or the Club) are as follows:

**INTEGRITY:** "At FC BARCELONA we care for the well-being of individuals, of the Entity itself and the context within which we operate, and act in accordance with the undertakings we have given."

**RESPONSIBILITY:** "At FC BARCELONA we meet our challenges while taking into account the overall impact of our decisions and actions."

**TRANSPARENCY:** "At FC BARCELONA we work under the principle that all our actions may be reported in a truthful, clear and demonstrable manner, and understand that information is an asset of the Entity that we share in order to generate value."

**RESPECT:** "At FC BARCELONA we promote cordial and proper personal interrelationships, with the utmost regard for respect as the fundamental cornerstone of democratic life and the ability to live in society, and likewise the hallmark of the attitude of all our sportspeople."

**EFFORT:** "Dedication, professionalism, resolve, self-sacrifice and perseverance have provided the successes earned by FC BARCELONA over more than a century of history."

**TEAMWORK:** "At FC BARCELONA we are committed to teamwork as the way in which to underpin the optimisation of all our resources and values."

**AMBITION:** "Ambition is the desire to attain the highest level of performance, and to do things not only well, but as well as possible, aiming to raise the bar every single day. This is a value applicable to both individuals and groups."

**HUMILITY:** "FC BARCELONA has won respect by showing humility (along with effort, professionalism and responsibility), as an asset serving to maintain and uphold all the Entity's values, even in situations of clear superiority or success."

The values listed here represent the guidelines inspiring the fundamental conduct of the staff of FC BARCELONA and, where applicable, those persons with a regular relationship with FC BARCELONA, through commercial or other ties, in order to fulfil their respective responsibilities in accordance with the principles of loyalty to the enterprise, good faith, integrity and respectful lawfulness and ethical criteria, serving to define a series of behaviours that must be observed by all in their professional conduct, irrespective of their geographical location, operational area or professional level.

To this end, the Code of Ethics and Conduct

- (a) Facilitates the understanding and application of the corporate culture of FC BARCELONA, firmly based on fulfilment of human and social rights and the effective integration of staff within the Entity, with regard to diversity.
- (b) Establishes and develops, through appropriate policies, the principle of due diligence for the prevention, detection and eradication of irregular conduct, of whatever nature, including, among other aspects, risk analysis, the definition of responsibilities, training for Club personnel and, as applicable, those persons associated with the Club, along with formalisation of the procedure, in particular, for the notification and immediate elimination of any possible irregular conduct that might arise.

This standard emphasises the clear commitment that FC BARCELONA has made to corporate good governance, transparency and social responsibility.

## **4. Scope of application and terminology**

The Code of Ethics and Conduct applies to FC BARCELONA in all regions where the Club operates, has or could have any form of representation.

The primary focuses of the Code of Ethics and Conduct are the personnel of the Club, its subsidiaries and, by extension, all those with a regular relationship with FC BARCELONA, through commercial or other ties. It likewise applies to the members of the Board of Directors and the Economic, Disciplinary, Legal, Social and Sporting Commissions, with additional specific undertakings in accordance with the nature of their functions at the Club and the requirements of the Statutes in force.

All those covered by the Code of Ethics and Conduct shall be responsible for being aware of, complying with and ensuring compliance with all laws, policies and procedures applicable to them, in accordance with their professional function, responsibility and workplace.

### **Personnel**

This refers to all individuals working at FC BARCELONA, including the sporting professionals of the Entity (players and coaching staff), executive personnel and the Board of Directors, along with those on the Entity's payroll, including temporary workers and those working via temporary employment agencies. Meanwhile, the effects of this policy shall be deemed to include within this definition the workers of entities lying within the perimeter of FC BARCELONA, in other words the football club and the FC BARCELONA FOUNDATION.

### **Associated persons**

Those natural or legal persons that, while independent of the Entity, have a regular relationship with FC BARCELONA through commercial ties. By way of example, this would include, without being confined to, sole traders and companies with which FC BARCELONA maintains a business relationship of any kind, including, among others, relationships with sporting agents, brand licensees or any other intermediaries, external consultants or natural persons or legal entities commercially contracted by FC BARCELONA for the delivery of goods or provision of services.

### **Policies**

Internal standards of the Entity establishing parameters of conduct approved by the Board of Directors of FC BARCELONA, compliance with which is mandatory on the part of all those covered.

**Procedures**

Sets of steps or actions to be followed and comprising a specific process for the purpose of executing the terms established both in the applicable legislation and the internal policies of FC BARCELONA.

**Sporting professionals**

Those involved in sporting competitions or fixtures of particular significance (in other words, those classified within the annual sporting calendar approved by the competent sporting federation as official competitions of the highest category of the format, speciality or discipline), and receiving some form of remuneration, consideration or economic revenue through their participation in the activities.

**Obligated subjects**

The personnel of FC BARCELONA and associated persons to FC BARCELONA, as described in the above paragraphs.

## 5. What is expected?

All personnel of FCB, and of persons associated with FCB, have the following obligations:

- (a) Be familiar and comply with the laws, regulations and internal standards applicable to the functions assigned to them.
- (b) Be familiar and comply with the undertakings and behavioural guidelines set out in this Code.
- (c) Promote among persons associated with FC BARCELONA the observation and fulfilment of this standard and, as applicable, promote the adoption of behavioural guidelines consistent with it.
- (d) In the event of doubt, request assistance from line managers or the Compliance Officer.
- (e) Use the resources and channels established by FC BARCELONA to report any breaches or violations of the behavioural guidelines set out in this standard of which they might learn.
- (f) Collaborate in the functioning of the internal control systems of FC BARCELONA and in the execution of any audits that might be conducted to identify and correct deficiencies or weaknesses in the internal control systems.
- (g) Ensure that those under their responsibility are familiar with, understand and comply with this standard.
- (h) Opt for behaviour that represents a model to be followed by each and every individual at the Club, and persons associated with the Club.

## 6. Undertakings of conduct and responsible practices

### 6.1 General principles

The activity performed by personnel and associated persons shall be subject to the general principles set out below:

- (a) They must perform their operations in accordance with the national and international regulations in force, the behavioural guidelines included in this Code of Ethics and Conduct and, where applicable, any ethical standards established by their professional association in this regard, taking into account the legitimate interests of FC BARCELONA, and their own personal convictions.
- (b) The actions of all personnel and associated persons shall be based on lawfulness, decency and service to members, loyalty, diligence and responsibility and transparency.

#### ***Compliance with legal provisions and continuous adaptation of the applicable regulations***

FC BARCELONA gives an undertaking to perform all its activities in accordance with the legislation in force in all operational spheres, and in all countries where it performs operations, and personnel and persons associated with the Club shall therefore strictly comply with the legal provisions in force, in accordance with the spirit and purpose of laws and standards.

As a consequence, all operations performed by the personnel of FC BARCELONA must comply with the terms of civil, commercial, criminal, administrative and sporting laws and regulations, rejecting any corruption or unlawful practice and adopting the utmost effort and commitment to uphold and promote sport, the combating of violence, racism or any act that would be an infringement of public propriety in sport and in any other sphere of society.

Likewise, personnel and persons associated with the Club shall respect all obligations and undertakings established by FC BARCELONA in its contractual relationships with third parties, in addition to good practice in the countries where it performs operations.

Those subject to this standard shall not collaborate with third parties in violation of any law, nor in actions that, even if lawful, could compromise respect for the principle of lawfulness, harm the reputation of FC BARCELONA or jeopardise the perception held of FC BARCELONA by its members, society as a whole, the sporting world, regulators, institutions or any other relevant stakeholders.

### ***Decency and service to members of FC BARCELONA***

Personnel and persons associated with FC BARCELONA must always act as the curators of a heritage that belongs solely to the members of the Club. Their administration must therefore at all times be entirely decent, efficient, and to the benefit of the interests of FC BARCELONA and of its members.

### ***Loyalty to FC BARCELONA***

Personnel and persons associated with FC BARCELONA must perform their operations with integrity and loyalty towards the Club, such that their actions, in the scope of both administration and representation, must never interfere with or jeopardise the interests of the Club.

### ***Diligence and responsibility***

The Club deems it vital in the relationship with members and with third parties (sporting entities, institutions, federation bodies, professional leagues, clients, suppliers, etc.) that the activities of FC BARCELONA personnel and persons associated with it be conducted in accordance with the highest quality standards to be expected, and they must at all times act with the utmost diligence, responsibility and professionalism, making use at all times of their tools and time in an appropriate manner, and bearing, in accordance with their category and professional responsibility, all responsibility inherent in their actions or omissions.

### ***Transparency***

The Club, and all personnel representing it, must maintain at all times a commitment to offer extensive (truthful, complete, clear and precise) information about its activities to members and to other entities and/or natural persons whose links to FC BARCELONA so require, as a clear expression of the principle of transparency in decision-making processes.

## **6.2 Human rights**

FC BARCELONA undertakes not only to comply with the legislation in force as applicable to it, but to respect internationally acknowledged human rights, covering the rights set out in the International Charter of Human Rights and the principles regarding the rights established in the Declaration of the International Labour Organization.

In order to identify, prevent, mitigate and respond to potential abuses, FC BARCELONA shall undertake a continuous process of due diligence in its own activities and in those directly connected with its operations, products or services provided within the context of its commercial relationships.

As a consequence, all obliged subjects under this Code, in their capacity as members of FC BARCELONA, must espouse this undertaking, performing their professional activities with complete respect and guarantees for human rights and public freedoms.

Relationships with FC BARCELONA personnel must be based on mutual respect, fostering a comfortable, healthy and safe working environment, refraining from the use of any harassing conduct, or any constituting any type of discrimination based on race, religious, political or trade union beliefs, nationality, language, gender, marital status, social condition, age, disability or sexual orientation.

## **6.3 Professional development and equal opportunities**

FC BARCELONA understands that the professional growth of Club employees is intrinsically tied to the holistic development of each individual. As a result, aware that its personnel (along with its members and social support) represent the Club's most important asset, FC BARCELONA promotes various types of initiative and provides the appropriate and necessary resources to contribute to the learning and development of individuals, while fostering an atmosphere in which equal opportunities at work extend to each and every one of its members, guaranteeing non-discrimination.

The selection, hiring and professional career of FC BARCELONA personnel are based on the merits, skills and performance of professional functions by each individual employee.

FC BARCELONA is likewise aware of the importance of providing an appropriate balance between professional and personal life, and the Club therefore undertakes to promote measures and programmes that assist employees in achieving balance between the two.

#### **6.4 Cooperation and dedication**

FC BARCELONA fosters an environment of cooperation and teamwork, in order to make the most of all skills and resources. All FC BARCELONA personnel must act in accordance with the spirit of collaboration, making available to all other competent personnel any know-how or resources that could assist in realising the goals and interests of the Entity.

The personnel of FC BARCELONA must work efficiently during their working hours, making good use of their time and the resources that the Entity makes available to them, aiming to contribute to the utmost value in all their actions.

#### **6.5 Unjustified expenses, gifts, gratuities and favours**

In certain circumstances, some unjustified expenses, gifts, gratuities or favours offered to third parties by the personnel of FC BARCELONA and/or its associated persons could conflict with the prohibition established both in the criminal laws in force and in national and international good practice in this regard, preventing acts of corruption involving private individuals or public officials.

Given the above, and although both giving and receiving favours in good faith, based purely on personal cordiality and friendliness, may form a part of the ordinary business context of any entity, it is necessary to establish criteria regarding their reasonable and proportionate nature.

In this regard, an absolute prohibition applies to any unjustified expense, gift or favour in excess of ordinary corporate practice intended to maintain lasting and solid commercial relationships, which has a value disproportionate to the lawful purposes pursued and/or is intended as a bribe, or an attempt to induce the recipient to reach a decision that would be unfair or in breach of undertakings given to other entities, thereby affecting the impartiality and sound judgment of said recipient.

In the event that FC BARCELONA personnel and/or related persons have offered, promised, provided, requested and/or accepted any gift, gratuity or favour that would be unjustified, or should they learn of this, they must immediately contact the Compliance Officer, who will establish how to proceed.

#### **6.6 Conflicts of interest**

These emerge when the personal interests of the personnel of FC BARCELONA, either directly or indirectly, run counter to or conflict with the interests of another person or entity, interfering in the performance of professional responsibilities and

duties, or where they represent personal involvement in any economic operation or transaction.

In this regard, although FC BARCELONA acknowledges and respects involvement by personnel in financial and business activities other than those performed for the Entity, provided that they are legal, ethical, and do not conflict with their responsibilities regarding the Club, they must at all times prevent any situations that could constitute a conflict between their personal interests and those of the Club, or any that would allow them to take advantage of their position at FC BARCELONA to obtain personal or monetary advantages or business opportunities.

Should FC BARCELONA personnel find themselves in a situation that could generate a conflict of interest, or could ultimately compromise their necessary objectivity or professionalism, they must immediately contact the Compliance Officer, in order for her to indicate how they should proceed. If the potential conflict of interest affects one of the members of the Board of Directors, the investigation and resolution thereof will be the responsibility of the Control and Transparency Commission, as established in the Statutes in force.

## **6.7 Prevention of sporting fraud**

### ***Manipulation of sporting competitions***

Obligated subjects shall refrain from directly or indirectly performing conduct liable to manipulate sporting competitions, whether by paying or receiving a fee, intimidation or agreements of any kind, with the aim of pre-determining or deliberately and fraudulently altering the result of a sporting trial, fixture or competition, or influencing betting or gambling games.

### ***Bribery of sporting professionals and sporting organisations***

Obligated subjects shall not in any case perform inappropriate conduct liable to be classified as bribery of other sporting professionals and internal members and officials appointed by sporting organisations for the purpose of deliberately and fraudulently predetermining or altering the result of a sporting trial, fixture or competition, or influencing betting or gambling games.

### ***Sports betting***

The sporting professionals and executives of the Club may not bet on sporting competitions, whether national or international, official or friendly, in which FC BARCELONA is involved.

## **6.8 Good taxation practice**

### ***Prevention of tax risk***

The ordinary and extraordinary activity of an entity such as FC BARCELONA entails the adoption of a series of decisions with an impact and influence on the field of tax law. The Entity therefore sets out to fulfil its tax obligations in all territories and jurisdictions where it performs its ordinary and extraordinary activity, opting at all times for a prudent tax policy.

In order to guarantee greater control and legal certainty in any decision-making that could have consequences regarding taxation, FC BARCELONA shall implement a risk control system the operations and development of which shall be set out in an FC BARCELONA Tax Governance Policy.

### ***Relationship with Tax Authorities***

The personnel of FC BARCELONA must provide all information and documentation of tax relevance requested by the competent Tax Authorities at the earliest possible opportunity and with the required scope, and in those operations where any disparity might arise in terms of interpretation criteria, they may properly discuss with the competent tax authority body the interpretation criteria best aligned with the proposed operation, in order to agree the suitable method for its appropriate resolution.

## **6.9 Actions of persons associated with FC BARCELONA**

FC BARCELONA may be considered to be responsible for any action performed by sporting agents, intermediaries and third parties, when they act on the instructions of the Club. In order to guarantee transparent and ethical administration in the actions performed by persons associated with FC BARCELONA, the following shall be mandatory: (i) formalise in writing and document the decision-making process; (ii) subject persons associated with FC BARCELONA to any relevant prior controls; (iii) offer remuneration subject to market values; (iv) not offer or make cash payments or bank transfers into the account of an unknown holder; into account the holder of which is other than the service provider, or into accounts located in territories classified as tax havens; and (v) not accept bribes or validate any possible inappropriate conduct by persons associated with FC BARCELONA.

## **6.10 Relationships with society**

### ***Relationships with members and supporters***

FC BARCELONA is aware that its members and fan base are the main asset of the Entity, and that it owes its existence, history and purpose to all of them.

It is therefore an essential requirement that FC BARCELONA, its personnel and associated persons, should base the performance of their actions, and in particular those conducted with members and supporters of the Club, on the ethical values and principles indicated in this Code: integrity, responsibility, transparency, respect, effort, teamwork, ambition and humility.

### ***Relationships with employees***

The personnel of FC BARCELONA represent a key factor in the corporate development of the Entity. With the aim of protecting said assets, FC BARCELONA upholds and promotes fulfilment of human and employment rights, guaranteeing a high standard as regards conditions of employment and health and safety at work.

FC BARCELONA personnel must comply strictly with the employment standards applicable to them, and collaborate in the prevention, detection and eradication of irregularities in said sphere. As a consequence, all personnel are obliged to act, in their working relationships with other employees, in accordance with principles of respect, dignity and fairness, taking into account the differing cultural sensibilities of each individual, and not permitting any form of violence, harassment or abuse at work, nor any discrimination based on race, religion, age, nationality, gender, social status or any other personal or social circumstances other than conditions of merit and ability, with particular emphasis on the attention to and occupational integration of people with disabilities or difficulties.

Personnel shall be responsible for rigorously comply with health and safety at work standards, and for overseeing their own safety and that of persons affected by their activities.

A strict ban applies to the consumption of any substances that could affect due performance of professional obligations, and any act of sexual harassment, abuse of authority, offence, insult or any other form of aggression and hostility giving rise to a climate of intimidation.

### ***Client relations***

The Entity understands that success in its operations likewise depends on its capacity and ability to maintain long-term commercial relationships. In this regard, the commitment of FC BARCELONA is to offer a service quality equal to or higher than the quality standards and requirements established in law.

The personnel of FC BARCELONA must act with integrity as regards clients of the Entity, the objectives being the achievement of the highest levels of quality, excellence in service provision and the long-term development of relationships

based on honesty, trust and mutual respect. To this end, Club personnel are required to comply with the following:

- (a) Information provided to clients of the Entity in connection with the services provided by FC BARCELONA must be accurate and complete.
- (b) Favours granted to clients may not go beyond a level consistent with standard business practice, intended to maintain lasting and solid commercial relationships. Club personnel may not offer favours to clients for the purpose of bribery, or in an attempt to persuade the recipient to reach a decision that is unfair or in breach of the undertakings given to other entities, thereby affecting their impartiality and good judgment.

### ***Relationships with suppliers***

FC BARCELONA shall operate objectively and impartially in supplier selection processes, and Club personnel must therefore apply criteria of quality, cost, service and reputation in such procedures, avoiding any conflict of interest or favouritism in their selection.

Specifically, FC BARCELONA personnel may not accept or request any type of personal benefit from a supplier (or potential supplier) the result of which would (or could) compromise their impartiality and objectivity.

Nonetheless, FC BARCELONA may give or accept promotional objects of marginal value, or the presentation of which occurs within standard commercial practice, intended to maintain lasting and solid commercial relationships, and provided that they do not in any way compromise their impartiality and good judgment.

FC BARCELONA shall promote among its suppliers, contractors and other collaborating companies familiarity with the internal Code of Ethics and Conduct, and the adoption of behavioural guidelines consistent with it.

### ***Relationships with governments and authorities***

FC BARCELONA shall not, directly or indirectly, in Spain or abroad, fund political parties or their representatives or candidates.

Relationships with authorities, regulatory bodies and government agencies shall at all times be addressed in accordance with principles of co-operation and transparency.

### ***Donations and projects of social content***

FC BARCELONA, in its commitment to the progress and well-being of the communities with which it interacts, actively collaborates and contributes to their development through the FC BARCELONA Foundation, by means of donations and projects of a social nature, cultural support and sporting activity.

In accordance with this commitment, and its values of transparency and integrity, all donations made by the Entity or its representatives, or by the FC BARCELONA Foundation, must have the required prior authorisation.

### **6.11 Reserved and confidential information**

FC BARCELONA understands that information is one of its main assets, and is essential for the administration of its activities. In this regard, the Entity is committed to preserving the integrity, availability and confidentiality thereof, thereby minimising risks derived from disclosure and misuse.

As a consequence, the personnel of FC BARCELONA and, in certain cases, associated persons, must maintain the privacy and confidentiality of FC BARCELONA's own information or that held in its safekeeping and that of persons associated with the Club, and which is not classified as public, and to which they might have access as a result of performing their professional activities.

Likewise, personnel and associated parties must not make fraudulent use of such information, whether or not they obtain a profit or benefit from such fraudulent use.

The disclosure, distribution and use of private and confidential information for functions or purposes other than professional duties constitute a breach of loyalty towards FC BARCELONA, whether performed without due authorisation or, in particular, when performed for personal interests.

### **6.12 Economic and financial information**

Access to accurate, complete, precise and reliable economic, financial and accounting information is vital for the proper development of FC BARCELONA's business, such that all operations of economic significance performed by the Entity must be clearly and precisely recorded in the appropriate accounting records, representing a true image of the transactions performed, and kept available to internal and external auditors. Said information refers, among other aspects, to accounting and financial records, payrolls, reports on expenditure and travel, emails, computerised and electronic filing systems, and any other type of information connected with the ordinary course of the Entity's business dealings.

As a consequence, FC BARCELONA personnel shall enter financial information in the Club systems in a clear, complete and precise manner, so as to reflect, on the date in question, its rights and obligations in accordance with the applicable regulations.

### **6.13 Image and corporate reputation**

FC BARCELONA considers its image and reputation to be one of its main assets in order to maintain the trust of its members and followers worldwide.

In this regard, the personnel of FC BARCELONA must take the utmost care to maintain the image and reputation of the Club in each and every one of their professional actions. They shall likewise ensure that they guarantee respect for and proper usage of the image and reputation of FC BARCELONA.

FC BARCELONA personnel must be equally careful in any public address in which they might be involved, and must first inform their line managers when they are to issue any pronouncement, as representatives of the Entity, to the media, on social media or any other type of event regarding which there is evidence that it might have a certain reach and public impact.

Furthermore, personnel and persons associated with FC BARCELONA must act in an ethical and respectful manner in accordance with the laws in force, even outside their working hours and when they are not representing the Entity, in order to avoid any possible harm to the image and reputation of FC BARCELONA.

### **6.14 Protection of personal data**

FC BARCELONA dedicates its utmost efforts to ensuring the right of privacy, protecting personal data entrusted by its members, personnel, associated persons, institutions and the general public. Personnel and persons associated with FC BARCELONA shall not disclose personal data obtained in performing their professional activities in order, in accordance with the applicable laws, to guarantee the privacy and trust placed in the Entity.

The Entity and its personnel and associated persons shall comply with the personal data protection standards established by law and in international conventions, and therefore shall not collect, process, store, retain, disclose or use personal data in any way in violation of said standards.

## **6.15 Use of IT tools**

The personnel of FC BARCELONA are aware that the IT tools and resources provided to them by FC BARCELONA are simply means provided by FC BARCELONA in order to allow the personnel of its organisation, as its representatives, to perform operations in its name, to fulfil their functions so as to develop the business of FC BARCELONA. The use of the material and tools provided to the personnel of FC BARCELONA must be confined to the purpose of compliance with occupational or professional services for FC BARCELONA, and they must be used in a manner appropriate to their nature, while also allowing for improvements in the communications network.

FC BARCELONA reserves the right to perform inspections of the systems, equipment, IT or communication tools used by its personnel, subject to the applicable legal regulations.

Documents, programs and computerised files are the property of FC BARCELONA and represent one of the Club's greatest assets, and appropriate precaution must therefore be taken to avoid any risk of loss, destruction, unauthorised modification or usage thereof.

## **7. Specific undertakings with regard to members of the Board of Directors and of the statutory commissions, and Executives**

In accordance with Article 39 of the Statutes in force, and given the nature of their functions at the Club, the members of the Board of Directors and of the commissions (Economic, Disciplinary, Legal, Social and Sporting), in addition to executives, are subject to specific undertakings the supervision and administration of which are subject to the Control and Transparency Commission.

- Those persons taking up responsibility for the administration of the Club must ensure that their management and decision-making strictly comply with the principles of relevance and suitability.
- The aim pursued must be to obtain the key objectives of the Club's activities (sporting success and economic sustainability of the resources employed), while they must also act through practices and behaviours that reflect positively on the Club, its image and the values it represents.
- In accordance with the above criteria, the actions of managerial and executive personnel shall comply with the principles established under the general principles set out above, based on lawfulness, decency and service to members, loyalty, diligence and responsibility and transparency.
- The following practices are deemed to be in breach of the aforementioned principles and values.
  - Incur a conflict of interest, and if any of rises, the person affected must disclose this and refrain from the decision-making process
  - Exert influence over others to achieve a decision for personal benefit.
  - The executives and members of commissions may not act within an administrative sphere other than that assigned to them, without the required authorisation from their supervisor.
  - Award employment or commercial contracts to relatives, up to the fourth degree of blood or affinity relationships, whether personally or through companies where they hold a stake or work.
  - Contract external services without complying with the principles of need, relevance and suitability.
  - Accept gratuities, gifts, benefits or favours beyond what would be permissible in accordance with social practice. Nor may they offer gifts to others except as authorised on an institutional basis.
  - Incur disproportionate, lavish and unjustified expenses on the part of the Club.
  - Receive commissions or any remuneration.

- Pay commissions that are in excess of or lie outside the scope of those applicable to authorised professionals.
  - Take advantage of their position at the Club to obtain personal or professional benefits if those benefits are to the detriment of the Club.
  - Fail to respect standards of confidentiality regarding the debates conducted in decision-making processes.
  - Play a lead role in public or even private actions or events that jeopardise the good image and standing of FC Barcelona.
  - Use property and assets of the Club for their own benefit.
  - Discrimination or inappropriate treatment for reasons of gender, race, colour, nationality, belief, religion, political opinion, status, sexual orientation, disability, or any other legally protected personal circumstance, with regard to employees, executives, members or suppliers.
- The Code of Ethics is binding not only as regards the terms expressly covered, but also all consequences that in accordance with good faith would result from its contents.
  - If for reasons of relevance and suitability for the Club it is deemed appropriate to reach any decision that does not comply with the practices defined in the above subsection, a mandatory prior written report must be requested from the Control and Transparency Commission. Once this report has been issued, the Board of Directors of the Club shall adopt any decision deemed appropriate.

For control of compliance with the material content of the specific undertakings of the members of the Board of Directors and the Economic, Disciplinary, Legal, Social and Sporting Commissions, a Control and Transparency Commission has been set out, with the power to interpret, advise and warn the Board of Directors and the Members' Ombudsman of any conduct in breach thereof. It is made up of five members designated by the Board of Directors for a period of six years, coinciding with the mandate of the Board of Directors itself. It is attributed the powers required in order to be able to perform its task. They include:

- Issue a report as to matters that the Board of Directors refers for its consideration and judgment, or any requiring a favourable prior report.
- Accept or reject on a reasoned basis any substantive complaints raised by the Board of Directors, by a member thereof or by the commissions attached to the Board of Directors, by the Members' Ombudsman or by an employee regarding acts performed or decisions taken, and issue a report as to the matter forming the object of the complaint, serving notice, where applicable, of any conduct failing to comply with the material content of the Code of Ethics. Obtain information so as to issue its reports.

- Inform the General Assembly of the actions taken during the financial year.
- Promote modifications to the Code of Ethics, which must in all cases be approved by the General Assembly of the Club.

The actions of this Commission must be guaranteed, with full respect for the principles of independence of its members and the confidentiality of its deliberations.

## **8. Regulatory and Ethical Compliance Channel**

### **8.1 Notification of queries and incidents**

In the event of any query as to the criteria for the interpretation of said Code, or otherwise the application of its content in certain cases, the Compliance Officer must be consulted without delay, via the email address [compliance@fcbarcelona.cat](mailto:compliance@fcbarcelona.cat), or by using the Regulatory and Ethical Compliance Channel available on the internal website of FCB.

Likewise, personnel and persons associated with FC BARCELONA shall be entitled and obliged to serve notice of any inappropriate conduct or a breach of the terms of the Code of Ethics and Conduct, including any violation of the laws, rules, regulations or policies applicable to the Club via the Regulatory and Ethical Compliance Channel established by FC BARCELONA for this purpose.

In the event of knowledge or suspicion of any violation of this Code, they must therefore opt to serve notice of the incident by reporting it to a superior (where appropriate), who must directly contact the Compliance Officer via the Regulatory and Ethical Compliance Channel.

FC BARCELONA shall process any possible notifications and, as far as possible, shall guarantee the confidential nature of the complaint and the indemnity of those filing complaints in good faith.

### **8.2 Penalty regime**

No person obliged to comply with this standard, entirely irrespective of their level or position within FC BARCELONA, is authorised to request that any other person of the Club or persons associated with it should violate the terms hereof. Likewise, no person obliged to comply with this standard may justify inappropriate conduct by claiming that action was taken on the orders of superiors or in ignorance of this Code.

Any breaches of this standard that might potentially arise shall be analysed and, where applicable, penalised by the Board of Directors in accordance with the

applicable regulations, the collective agreements in force and internal procedures. Furthermore, the Entity shall contact the relevant authorities regarding regulatory breaches that could involve evidence of the commission of an offence.

The Compliance Officer shall coordinate:

- (a) With the Human Resources Department and the Works Committee, those actions needing to be adopted in connection with the personnel of FC BARCELONA.
- (b) With the Legal Consultancy Department of FC BARCELONA, for those actions applicable to persons associated with the Club through a commercial or some other type of relationship.

In any event, any measures adopted shall comply with the principle of proportionality, with a hearing being granted to the party concerned, in order to give an account of the events, in accordance with the procedure described in the *Offence Prevention and Response Manual* of FC Barcelona.

### **8.3 Monitoring**

The Compliance Officer shall maintain an updated record of any breaches of which she may learn, in addition to the actions taken in response thereto, in accordance with the terms set out in the above paragraph.

In the event that, following the corresponding complaint and investigation, it is found that the breach of the provisions set out herein was the result of a defect in the procedures or controls implemented by FC BARCELONA, they shall be reviewed and updated in order to avoid any future occurrence.

## **9. Distribution and training**

The Human Resources Department shall be responsible for presenting this Code of Ethics and Conduct to the Personnel of FC BARCELONA, including it, in the case of new hirings, in the corresponding *Induction Pack*, together with all other internal standards of the Entity so decided.

In the case of persons associated with the Club, it shall be the role of the person contacting them to confirm and document that said associated persons are familiar both with the Code of Ethics and Conduct and the various policies of FC BARCELONA to which this document refers, and that they are aligned with and respect the content of said texts.

The Compliance Officer shall likewise be responsible for ensuring that personnel and associated persons have access to the Code, and also the respective policies and other internal standards where fulfilment and compliance are mandatory, instigating any measures deemed necessary to ensure that the contents thereof are easily accessible, and resolving any queries that personnel and persons associated with FC Barcelona might raise with regard to the content and scope thereof.

The Human Resources Department of FC BARCELONA shall be responsible for the promotion of ongoing training among personnel as referred to in said Code and the standards and guidelines for ethical conduct adopted by the Club, ascertaining that they all complete and learn from the relevant courses.

## **10. Approval**

This update of Code of Ethics and Conduct applies following approval by the Board of Directors on 4 July 2016, compliance herewith being mandatory on the part of personnel and persons associated with FC BARCELONA from the point at which they are informed hereof.