



# **Regulations of the Compliance Function Bodies**

**Approved by the Board  
of Directors of El Corte Inglés, S.A.  
on 27 September 2017**

**Versión 4.4 (29 October 2025)**

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**NOTE:** The definitions of the most frequently used terms in this document and in the regulations that make up the EL CORTE INGLÉS Criminal Compliance Management System are provided in **Annex 1**.

## Chapter 1. Nature and Purpose

### Article 1. Nature and Purpose

1. These Regulations constitute a Policy within the internal regulations of EL CORTE INGLÉS and are intended to be implemented and applied across all entities included within its Criminal Control Perimeter.
2. The purpose of these Regulations is to regulate the channels for the development of the Compliance Function through the bodies responsible for its implementation, in application of the resolution of the Board of Directors dated 25 July 2017 establishing the Compliance Function, and of the Compliance Function Charter.
3. The approval, amendment and revocation of these Regulations fall within the authority of the Board of Directors.
4. Adherence by the entities included within the EL CORTE INGLÉS Criminal Control Perimeter to these Regulations and to the Compliance Policies that may be issued shall be formalised by a resolution of their respective governing bodies.
5. With regard to subsidiaries of the El Corte Inglés Group that are not included within the Criminal Control Perimeter, each of them shall appoint its own Compliance Body, which shall comply with the requirements and guidelines set out in these Regulations and in the Compliance Function Charter, in order to ensure common standards across the El Corte Inglés Group.

## Chapter 2. Structure and Operation

### Article 2. Compliance Function Bodies

For the purpose of achieving the objectives set out in the preceding article, the Compliance Function shall be carried out through the following bodies:

1. The **Board of Directors**, which is responsible for the governance and representation of El Corte Inglés, S.A. It is entrusted with the approval and oversight of the development, management and administration of general policies and strategies, and holds ultimate responsibility for the Criminal Compliance Management System of El Corte Inglés, S.A. and the entities included within its Criminal Control Perimeter (hereinafter, EL CORTE INGLÉS).

2. The **Audit and Control Committee**, a standing body of the Board of Directors, of an informative and advisory nature, without executive functions, with full powers of information, advice and proposal within its scope of action, and which is responsible, among other matters, for supervising the Criminal Compliance Management System.
3. The **Operational Directors**, who are responsible for applying and executing the operational business tasks in accordance with the Organisation's internal regulations (policies, procedures, protocols, etc.), always acting in accordance with the principles of ethics and social responsibility.
4. The **Chief Compliance Officer**, who is entrusted with the exercise of the Compliance Function.
5. The **Compliance and Risk Control Committee**, a collegiate body of an executive nature and oriented towards decision-making, entrusted with advising the Chief Compliance Officer and the Chief Risk Control Officer on all matters it deems relevant in the performance of their respective duties.
6. The **Internal Control, Regulatory Compliance and Methods and Processes Representatives**, who shall provide support and cooperation, within their respective areas of responsibility, to those responsible for Internal Control, Regulatory Compliance and Methods and Processes at EL CORTE INGLÉS.
7. The **Internal Corporate Development Department (ICD)**, which, under the direction of the Head of the Regulatory Compliance Function and in collaboration with the Compliance and Risk Control Committee and with the Compliance Representatives of the entities included within the Criminal Control Perimeter and the Organisation's areas, shall cooperate in matters of regulatory compliance by assuming the tasks assigned to it for such purpose.

In addition, the Data Protection Officer (DPO) and the **Corporate Representative to SEPBLAC**, as independent bodies in the management of their respective areas of competence, shall appropriately coordinate their compliance-related duties with the Chief Compliance Officer.

### **Article 3. The Board of Directors**

1. Pursuant to Articles 33 *et seq.* of the Articles of Association, the Board of Directors is required to assume, on a non-delegable basis, those powers reserved to it by law or by the Articles of Association. This necessarily includes the determination of the Organisation's general policies and strategies.
  2. Accordingly, in the exercise of these responsibilities, and with regard to the Compliance Function, the Board of Directors is ultimately responsible for the proper adoption and implementation of the Criminal Compliance Management System of EL CORTE INGLÉS. This responsibility entails, in particular, the following:
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- Promoting the adoption and implementation of a Criminal Compliance Management System appropriate to EL CORTE INGLÉS, suitable for preventing, detecting and managing Compliance Risks, and in particular criminal risks that may affect the Organisation.
- Promoting and fostering the Organisation's commitment to the highest Ethical and Regulatory Compliance standards.
- Exercising due supervision over the development of the Criminal Compliance Management System, as well as over the bodies entrusted with the execution of tasks inherent to its continuous improvement.
- Providing the System, and in particular the bodies responsible for the Compliance Function, with the appropriate financial, human and material resources necessary to achieve the intended objectives.
- Appointing the Head of the Regulatory Compliance Function, upon the proposal of the Audit and Control Committee, as the control body responsible for supervising the operation of the Compliance System.
- Establishing the Audit and Control Committee and any other delegated committees of the Board of Directors.
- Approving and implementing the main corporate policies that define the process for forming the Organisation's will in matters of Compliance and which make up the System. In particular, approving the Compliance Programme, the Code of Ethics, the Crime Prevention Policy (Criminal Compliance Policy), the Compliance Policy, these Regulations of the Compliance Function Bodies and other related regulations

In this way, the Board of Directors demonstrates its commitment to compliance with the law and to the implementation of an appropriate culture of Ethics and Compliance.

- Requesting studies, reports and assessments in relation to the Criminal Compliance Management System, in order to promote its continuous improvement.
- Periodically evaluating its effectiveness and promoting its modification, where appropriate, when it becomes aware, through any channel, of the existence of serious non-compliance, or when significant changes occur in the circumstances affecting the Organisation, the assessment of its criminal risks or its Criminal Compliance objectives.

#### **Article 4. Audit and Control Committee**

The Audit and Control Committee, established within the Board of Directors, is entrusted, among other responsibilities, with the following:

1. Supervising the Compliance Function and, in particular, monitoring and verifying the Criminal Compliance Management System.
2. Monitoring the effectiveness of the internal control and risk management systems, so that the main risks, including compliance risks, are properly identified, managed and reported.

#### **Article 5. Operational Directors**

1. As the first line of defence within the Criminal Compliance Management System, the management of Centres and Departments is responsible for complying with, and ensuring compliance with, the Organisation's internal regulations, fostering ethical conduct and full corporate and social responsibility within their respective areas of responsibility. Accordingly, Operational Directors is responsible for ensuring that the Criminal Compliance Management System is effectively implemented within its scope of responsibility. To this end, Operational Directors shall carry out the following functions:
  - Demonstrating its commitment to the design, development, implementation, maintenance and continuous improvement of the Criminal Compliance Management System, ensuring its alignment with the strategic objectives, regulatory compliance obligations and values of the El Corte Inglés Group. In this regard, Operational Directors shall ensure consistency between operational objectives and compliance obligations and shall guarantee that the requirements arising from the System are incorporated into existing policies and procedures.
  - Allocating adequate and sufficient resources within each area of the Organisation for the development, implementation, maintenance and continuous improvement of the Criminal Compliance Management System within their respective areas of responsibility.
  - Clearly conveying to the Members of the Organisation the obligation to comply with the Criminal Compliance Management System
2. Directors shall be responsible for complying with, and ensuring compliance with, the obligations arising from the Criminal Compliance Management System, both internally and externally. Through instruction, delegation and supervision procedures, Operational Directors shall involve the entire organisational structure in these objectives and responsibilities within their respective areas of activity.
  - In this regard, Operational Directors and all structures reporting thereto shall be responsible for directing and supporting all Members of the Organisation and the roles assumed within it, in order to achieve effective compliance with the System and to demonstrate the commitment and leadership assumed by management in the prevention of legal non-compliance.

- Operational Directors shall promote the use of the Ethics Channel for reporting irregularities and potentially criminal conduct that may affect EL CORTE INGLÉS and its activities. Likewise, Operational Directors shall ensure that no Member of the Organisation is subject to any form of retaliation for reporting, in good faith, any non-compliance of which they are aware or suspect, or for refusing to participate in any unlawful conduct, even where such refusal may result in a loss of business for the El Corte Inglés Group.
- Operational Directors shall continuously review and assess the results of the Criminal Compliance Management System.

#### **Article 6. Chief Compliance Officer**

1. In accordance with the provisions of the Compliance Function Charter, the Chief Compliance Officer is entrusted with the exercise of the Compliance Function as the person responsible therefor. To this end, and without prejudice to the other powers provided for in these Regulations and in the aforementioned Charter, the Chief Compliance Officer is the single-person body responsible for supervising the operation and compliance of the Criminal Compliance Management System.
2. The Chief Compliance Officer shall be appointed by the Board of Directors, upon the proposal of the Audit and Control Committee. The candidate shall meet the technical, professional and personal requirements established in the Compliance Function Charter.

As a general rule, the Chief Compliance Officer shall have the following key attributes:

- Autonomy and independence, as fundamental attributes to ensure that the Head of the Regulatory Compliance Function is never directly involved in the activities constituting the corporate purpose of the El Corte Inglés Group.
  - Adequate training and experience, ensuring the appropriate professional capability to perform the core duties inherent to the position.
  - Honesty and integrity in the performance of their duties.
  - Continuity of action in the performance of communication and influence activities, ensuring maximum compliance with both internal and external regulations.
3. The Chief Compliance Officer shall report directly to the Board of Directors and, in particular, to the Audit and Control Committee, whose meetings they shall regularly attend, in order to enable the Committee to assume its responsibility for overseeing the operation of the Criminal Compliance Management System.

4. The Chief Compliance Officer shall be responsible for the proper organisation and effective implementation of the Compliance Function and shall ensure the execution and supervision of the policies, procedures and action plans that develop it.
5. To this end, the Board of Directors shall ensure that the Compliance Function is provided with the material and human resources necessary and sufficient for the exercise of its responsibilities, allocating a specific annual budget for this purpose.
6. The Chief Compliance Officer shall have the authority and legitimacy within the Organisation to request any information and documentation supporting and evidencing compliance with corporate policies, procedures and implemented controls, as well as to access all documentation necessary to supervise and verify that the Compliance Function is performed effectively and efficiently.
7. The Chief Compliance Officer may also seek external advice, within the allocated budget, for the proper performance of the Compliance Function.

#### **Article 7. Development of the Compliance Function**

1. The Chief Compliance Officer shall establish the structure of the Compliance Function, in accordance with the principles of independence, effectiveness and proportionality.
2. For the performance of their duties, the Chief Compliance Officer may set up temporary or permanent Working Groups or Units, involving professionals from the Organisation's departments or operational areas, in order to ensure collaboration, knowledge sharing and the effectiveness of the processes designed or implemented.
3. The management bodies and Compliance Representatives of the entities included within the Criminal Control Perimeter, as well as the operational areas and departments, shall provide full cooperation to the Chief Compliance Officer. They shall rigorously implement the monitoring and follow-up systems designed to achieve the established objectives, facilitate investigation or verification processes, provide access to documentation and implemented working systems when required, and enable the collaboration of the professionals under their responsibility who are called upon to participate in the Working Groups or Units that may be established.
4. The Compliance Officers of the entities outside the Criminal Control Perimeter of EL CORTE INGLÉS shall inform the Head of the Regulatory Compliance Function of EL CORTE INGLÉS of the performance of the duties assigned to them, as well as of any incident or non-compliance in Compliance matters considered relevant for the Group.

5. The Compliance Function may only be carried out effectively and efficiently if it benefits from the necessary and direct cooperation of the operational areas. To this end, it shall be supported by an advisory body in which the most relevant corporate and business areas are represented, namely the Compliance and Risk Control Committee.
6. The Compliance Function shall also be supported by the Internal Corporate Development Department, under the terms set out below.
7. The Chief Compliance Officer shall implement an organisational and management system that enables the achievement of the objectives established for the Compliance Function by the Board of Directors and by the Compliance Function Charter.

#### **Article 8. Compliance Management System**

1. The Chief Compliance Officer shall submit to the Audit and Control Committee the plans, procedures and policies constituting the Compliance Management System. Likewise, prior to the start of each financial year, the Chief Compliance Officer shall submit an Annual Activity Plan and, at the end thereof, an Annual Compliance Report.
2. The Compliance Management System shall ensure:
  - i. The strengthening of the regulatory compliance culture within the Organisation, promoting and motivating individuals to assume responsibility for ethical and effective conduct in the performance of any task or position, and disseminating the principle of “zero tolerance” towards any unlawful, infringing or fraudulent act, particularly those involving breaches of regulations and/or the commission of criminal offences.
  - ii. The effective identification of activities that may give rise to non-compliance with applicable legislation, implementing regulations, internal rules and voluntarily assumed commitments affecting the Organisation’s activities.
  - iii. The implementation of policies and procedures for the control and management of regulatory compliance risks, enabling the Organisation’s commitment to compliance to be understood and encouraging responsible behaviour, thereby preventing the materialisation of Compliance Risks.
  - iv. Awareness of, and appropriate response to, foreseeable regulatory changes affecting the Organisation, as well as the jurisprudential criteria issued in their application, assessing their impact and advising the governing bodies accordingly.

- v. The promotion, dissemination, knowledge and compliance with the Code of Ethics and the Ethics Channel, assessing their effectiveness and ensuring the proper handling of complaints or claims submitted.
- vi. The promotion, updating and implementation of the Organisation's Compliance Policies in matters such as Data Protection; Prevention of Money Laundering and the Financing of Terrorism; Prevention of Corruption and Fraud; Prevention of Discrimination and Harassment; Consumer Affairs; Competition; Public Health; Environment; Criminal Liability; Sustainability, among others, monitoring their operation and effectiveness.
- vii. Reporting by the Chief Compliance Officer to the Audit and Control Committee and/or the Board of Directors, either individually and/or jointly with the Data Protection Officer (DPO) and the El Corte Inglés Group representative to SEPBLAC, in relation to the promotion, updating and implementation of the Organisation's Compliance Policies in matters concerning Data Protection and the Prevention of Money Laundering and the Financing of Terrorism.
- viii. The issuance of periodic reports reflecting the operation of the System, ad hoc reports in the event of incidents, and the Annual Compliance Report. The inclusion, within the Annual Compliance Report, of the information provided by the Data Protection Officer and the corporate representative before SEPBLAC in relation to the promotion, updating and implementation of Compliance Policies in matters concerning Data Protection and the Prevention of Money Laundering and the Financing of Terrorism.
- ix. Procedures to ensure its continuous updating and the application of continuous improvement principles.
- x. Procedures for the implementation of corrective actions to ensure the modification of behaviours that may give rise to regulatory non-compliance or that fail to comply with the controls established to prevent such non-compliance.

#### **Article 9. Accountability of the Chief Compliance Officer**

The Chief Compliance Officer shall be accountable for the performance of their professional duties to the Board of Directors, which may request information on any aspect of their performance and, where appropriate, proceed with their removal, subject to a prior report from the Audit and Control Committee.

### **Article 10. Compliance and Risk Control Committee**

1. The Compliance and Risk Control Committee, as an executive collegiate body, shall maintain direct coordination and interaction between the Chief Compliance Officer and the various operational areas and departments of the Organisation.
2. Accordingly, the Committee plays a key role in achieving the objectives of the Compliance Function and in ensuring its alignment with, and direct contribution to, the continuous improvement of the management of the Organisation's activities.
3. Equally important is the Committee's role in ensuring the integration of the compliance culture across all the Organisation's activities, as well as its consideration in decision-making processes, particularly in the planning of new projects.
4. The Committee is entrusted with advising the Head of the Regulatory Compliance Function on all matters it deems relevant in the performance of their duties. The main responsibilities of the Committee shall include:
  - a. Contributing to the definition of policies and other internal regulations and proposing their approval, as well as, where appropriate, their review and updating, to the Board of Directors through the Audit and Control Committee, with the aim of complying with applicable regulations and maintaining alignment with best practices in corporate governance.
  - b. Analysing changes in applicable external regulations with potential impact on the Organisation.
  - c. Promoting the Group's corporate Compliance strategy across its different areas and companies.
  - d. Defining the objectives, activity plans and proposals for improvement or action of the Compliance Function, for submission to the governing bodies.
  - e. Periodically supervising performance against the objectives, action plans and strategies of the Compliance Function and reporting thereon to the governing bodies.
  - f. Supervising the proper functioning of the Compliance System so that it identifies, analyses, evaluates, controls, mitigates or eliminates, manages and reports, in accordance with the Group's Policies, on the most significant risks that may affect the Organisation.
  - g. In particular, supervising the proper functioning of the Criminal Compliance Management System.

- h. Ensuring that emerging risks are appropriately identified, analysed, evaluated, controlled and reported.
  - i. Understanding, analysing and reporting on the expectations of El Corte Inglés stakeholders, including shareholders and the financial community, employees, customers, suppliers and society at large, as well as on the main trends, challenges and opportunities in the area of Compliance.
  - j. Reviewing and, where appropriate, approving all reports submitted by the Chief Compliance Officer.
  - k. Proposing individuals who, by virtue of their position and expertise, are considered most suitable to form working groups and/or participate in specific Regulatory Compliance and/or Risk Control projects.
5. The Compliance and Risk Control Committee shall be composed of the heads of the main corporate and business areas. At a minimum, the Committee shall include the heads of the following areas:

**Business Units**

- a. Procurement
- b. Real Estate and - Supply Chain
- c. Customers, E-commerce and Omnichannel
- d. Sales

**Corporate Areas**

- a. Regulatory Compliance and Risk Control
- b. Corporate and Finance
- c. Tax Consultancy
- d. Legal Advice
- e. Communication, Sustainability and Institutional Relations
- f. Prevention and Safety and Security
- g. People, Talent and Career Development
- h. Information Systems

The Head of the Internal Audit Function shall serve as Secretary to the Committee, with voice but without vote.

The position of Chair of the Committee shall correspond to the Chief Compliance and Risk Control Officer.

**Article 11. Operation of the Compliance and Risk Control Committee**

- 1. Members of the Committee shall be appointed for an indefinite term, provided that they continue to hold the position by virtue of which they were appointed.

2. The agenda shall set out the matters to be addressed by the Regulatory Compliance and Risk Control Department and shall be agreed by the Chair and the Secretary of the Committee prior to the convening of meetings.
3. The Chair shall convene the Compliance and Risk Control Committee at least quarterly. Notwithstanding the foregoing, the Committee shall meet as often as deemed necessary, at the request of any of its members addressed to the Chair of the Committee.
4. The Chair of the Committee shall formally convene meetings with a minimum notice period of ten (10) days, except in the case of meetings which, due to their nature, must be convened on an urgent basis.
5. Notice of meetings shall be given by any means that ensures proof of receipt and shall state the place, date and time of the meeting, together with the agenda. Whenever possible, the notice shall be accompanied by the information or documentation necessary for the proper conduct of the matters included on the agenda.
6. All members of the Committee shall be required to attend meetings, either in person or duly represented. Where a member is unable to attend, they may delegate their vote to another member of the Committee. Any such delegation shall be express and shall be communicated to the Chair of the Committee prior to the commencement of the meeting.
7. Depending on the subject matter of each meeting, the Chair may invite advisers with specific expertise, as well as representatives of areas or subsidiary companies that may be affected by the matters included on the agenda. Such invitees may belong to the Group or be external experts.
8. For the valid constitution of the Committee for the purposes of holding meetings, the attendance, in person or remotely, of the Chair and the Secretary, or of those replacing them, and of at least half of its members shall be required.
9. Meetings shall be chaired by the Chair of the Committee. In the event of the Chair's absence due to illness or inability to attend, the meeting shall be chaired by the Committee member designated by the Chair.
10. Resolutions shall be adopted by a majority of the members present or represented. In the event of a tie, the Chair shall have the casting vote. Members dissenting from a resolution may request that the explanation of their vote be recorded in the minutes.
11. Minutes of each meeting shall be drawn up by the Secretary of the Committee. The minutes shall be made available to all members, irrespective of their attendance, and shall be submitted for approval at the beginning of the following meeting.

## Chapter 3. Responsibilities of the Chief Compliance Officer

### Article 12. Specific Responsibilities of the Chief Compliance Officer

1. Responsibilities relating to Regulatory Compliance:
  - a) Promote and supervise the implementation of the EL CORTE INGLÉS Criminal Compliance Management System, ensuring that all Members of the Organisation have access to the internal regulations adopted to prevent irregularities and non-compliance, in particular criminal offences.
  - b) Identify Criminal Compliance obligations, keep them up to date and disseminate them among the Members of the Organisation.
  - c) Identify and manage compliance risks, in particular criminal risks, by analysing and assessing them in order to prioritise actions and allocate resources for their prevention, detection and management.
  - d) Promote awareness-raising and training programmes enabling Members of the Organisation to acquire the knowledge and skills necessary to assume their responsibilities in the prevention, detection and management of risks, particularly criminal risks.
  - e) Advise the Board of Directors, Senior Management and any other Member of the Organisation requiring the support of the Chief Compliance Officer, and report to the Board of Directors and Senior Management on the results arising from the implementation and performance of the Criminal Compliance Management System.
  - f) Manage the Ethics Channel and any other reporting mechanisms as tools for collecting information on irregularities and potentially unlawful conduct.
  - g) Properly identify, in an appropriate format, both the information relating to the pillars of the Criminal Compliance Management System and the documentation arising from its implementation, ensuring that such information is available (except where confidentiality restricts access to certain areas), fit for purpose, traceable in terms of access and preserved in a legible manner.
  - h) Measure the performance of the Criminal Compliance Management System through indicators, ensuring that all its elements operate correctly and promoting its review and continuous improvement.
2. Responsibilities relating to the Code of Ethics:

In this regard, the Chief Compliance Officer shall have the following main responsibilities:

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- a) Promote the dissemination, general awareness and compliance with the Code of Ethics. Propose appropriate training and communication actions for this purpose, requesting the cooperation and coordination of the relevant interlocutors in the different departments and entities within the Criminal Control Perimeter of EL CORTE INGLÉS. Ensure that dissemination and communication actions across the Organisation follow homogeneous criteria, taking into account the specific characteristics applicable to each division and/or company.
- b) Interpret the provisions of the Code of Ethics and resolve queries or doubts relating to its content, application or compliance, particularly in relation to disciplinary measures, with conclusions that shall be binding.
- c) Annually assess the level of compliance with the Code of Ethics, issuing the corresponding report and periodically informing the Board of Directors through the Audit and Control Committee.
- d) Promote the approval of the rules necessary for the development of the Code of Ethics and for the prevention of breaches and non-compliance.
- e) Promote the implementation of processes, procedures, controls and action protocols aimed at ensuring compliance with the Code of Ethics.

For the exercise of these responsibilities, the Chief Compliance Officer shall establish a framework for coordination, collaboration and information-sharing with the Compliance Representatives of the entities within the Criminal Control Perimeter of EL CORTE INGLÉS.

3. Responsibilities relating to the Internal Reporting System:

Within the El Corte Inglés Group, responsibility for the Internal Reporting System lies with the Chief Compliance Officer. The Internal Reporting System is the preferred channel for reporting potential irregularities and non-compliance, particularly criminal offences, and includes the Ethics Channel—understood as the digital channel for receiving information—as well as the System Manager, the applicable Policy and the Procedure for managing communications.

The Chief Compliance Officer shall have the following main responsibilities:

- a) Receive communications submitted through the Ethics Channel by Members of the Organisation, Business Partners and Third Parties.
  - b) Process investigation files, promoting verification procedures in relation to the communications received and issuing the corresponding decisions on the cases handled.
  - c) Safeguard the identity of the reporting person, ensuring confidentiality throughout the entire process.
  - d) Inform the governing bodies of the number, type and outcome of the communications received and, where applicable, of the measures or corrective actions adopted.
  - e) Perform these responsibilities in accordance with the provisions of the Code of Ethics and the principles of conduct set out in the applicable regulations.
  - f) Implement the dissemination and training measures necessary to ensure that all employees are aware of the Ethics Channel.
4. Responsibilities relating to the Crime Prevention Policy (Criminal Compliance Policy) and the Corporate Anti-Corruption and Anti-Fraud Policy:

In this regard, the Chief Compliance Officer shall have the following main competences:

- a) Monitor the operation, effectiveness and compliance with the Crime Prevention Policy (Criminal Compliance Policy) and the Corporate Anti-Corruption and Anti-Fraud Policy, and control the implementation, development and compliance of the Criminal Compliance Management System.
  - b) Promote preventive behaviour based on the principle of 'zero tolerance' towards unlawful acts and fraud, and the application of ethical principles and responsible conduct by all Members of the Organisation.
  - c) Promote and encourage the design and implementation of training programmes—both face-to-face and online—for Members of the Organisation in relation to the obligations arising from the Code of Ethics, the Crime Prevention Policy (Criminal Compliance Policy) and the Corporate Anti-Corruption and Anti-Fraud Policy, in particular with regard to corruption and the criminal liability of legal persons, as well as other applicable legal and regulatory obligations affecting the activities of EL CORTE INGLÉS.
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- d) Periodically assess the level of compliance with and effectiveness of the Crime Prevention Policy (Criminal Compliance Policy), the Corporate Anti-Corruption and Anti-Fraud Policy, the Compliance Programme and the List of the Main Criminal Compliance Controls.
- e) Respond to incidents or non-compliance with the Crime Prevention Policy (Criminal Compliance Policy) and the Corporate Anti-Corruption and Anti-Fraud Policy, as well as to breaches of procedures or omissions of controls implemented to ensure their effectiveness, in order to appropriately correct the action or omission and ensure compliance with the established criteria.

For these purposes, the Chief Compliance Officer shall be responsible for the application of the Policies and for ensuring the implementation, updating and monitoring of the protocols deemed necessary or appropriate for crime prevention, including, in particular, the following:

- a) Code of Ethics, establishing the general framework for conduct and behaviour of employees, middle management and directors, as well as the relationships to be maintained with Members of the Organisation, Third Parties and Stakeholders.
- b) Corporate Ethics Channel Policy and its Procedure.
- c) Corporate Procedure for the Management of Conflicts of Interest
- d) Crime Prevention Policy (Criminal Compliance Policy).
- e) Specific procedures or protocols for the areas or entities within the Criminal Control Perimeter, where required.

Within the scope of the areas, departments or entities forming part of the EL CORTE INGLÉS Criminal Control Perimeter, the Chief Compliance Officer shall establish a framework for coordination, collaboration and information-sharing with their respective Compliance Officers, aimed at promoting the highest ethical standards in crime prevention, investigation processes, supervision and control activities, coordination of risk analysis and the promotion of training programmes.

For this purpose, the Chief Compliance Officer of EL CORTE INGLÉS shall issue the relevant guidelines to the Compliance Officers of entities with their own Criminal Control Perimeter, in order to align all Criminal Compliance Management Systems within the Group.

## **Chapter 4. Commitments and Duties within the Compliance Function**

### **Article 13. Commitments and Duties**

1. The Chief Compliance Officer, the members of the Compliance and Risk Control Committee, the Internal Corporate Development Department, and the areas, departments or entities within the Criminal Control Perimeter of EL CORTE INGLÉS that are requested to cooperate in the performance of the Compliance Function shall act with independence of judgement and action, with due regard to the objectives to be achieved and the effectiveness of their actions.
2. They shall perform their duties with the utmost diligence and professional competence.
3. They shall observe secrecy and maintain the confidentiality of their deliberations and resolutions and, in general, shall refrain from disclosing any information, data, reports or background materials to which they have access in the performance of their duties, as well as from using them for their own benefit or that of third parties, without prejudice to the transparency and disclosure obligations provided for in the corporate governance system and by law. The obligation of confidentiality shall remain in force even after they have ceased to hold office or have concluded their collaboration.
4. They shall be required to be familiar with and comply with these Regulations.

### **Article 14. Conflicts of Interest**

1. The Chief Compliance Officer, the members of the Compliance and Risk Control Committee, the members of the Compliance and Risk Control departments, as well as any persons who collaborate on a permanent or temporary basis in the tasks involved in implementing the Criminal Compliance Management System, shall abstain from acting whenever they become aware that they are involved in a potential conflict of interest and shall immediately report such circumstance, in accordance with the applicable internal regulations.
2. In the case of the Chief Compliance Officer, the conflict of interest shall be reported to the Audit and Control Committee through its Secretary. Members of the Committee shall inform the Chair and shall absent themselves from the meeting or meetings in which the matter giving rise to the conflict is discussed. Finally, members of the Compliance and Risk Control departments, as well as any permanent or temporary collaborators, shall inform the Chief Compliance Officer and refrain from participating in the relevant action.

## Chapter 5. Interpretation, Implementation and Effective Date

### Article 15. Interpretation

1. These Regulations shall be interpreted in accordance with applicable law and with the Compliance Function Charter.
2. Any doubts or discrepancies regarding the interpretation of these Regulations shall be resolved by the Chief Compliance Officer. Where this is not possible, the matter shall be referred to the Audit and Control Committee, for resolution or for the promotion of the appropriate amendment, which shall be subject to approval by the Board of Directors.

### Article 16. Approval, Effective Date and Updating

1. These Regulations of the Compliance Function Bodies shall become effective on the date of its approval by the Board of Directors of El Corte Inglés, S.A.
2. These Regulations shall be kept up to date over time. To this end, it shall be reviewed regularly, on an annual basis, and on an extraordinary basis where necessary, and in any event as promptly as possible in the event of changes to the Group's strategic objectives or to internal or external regulatory requirements that require its update or amendment.
3. The Compliance and Risk Control Department shall be responsible for controlling and continuously monitoring compliance therewith, in accordance with the procedure set out therein, as well as with the Charter of the Compliance Function Bodies. It shall also be responsible for promoting actions to ensure its proper dissemination and awareness.
4. The Compliance and Risk Control Department shall be responsible for assessing any proposed amendments, with the support of the Compliance and Risk Control Committee. In addition, where such changes are significant, they shall be submitted for approval to the Board of Directors, following a proposal from the Audit and Control Committee.
5. The Internal Audit Function shall review the Criminal Compliance Management System to the extent that the Annual Audit Plan approved by the Audit and Control Committee includes work related to such System, and, on an extraordinary basis, as a result of the occurrence of incidents or the identification of irregularities. Following such audits, the Internal Audit Function shall issue the corresponding report, including recommendations where opportunities for improvement are identified.

Any opportunities for improvement that may be identified as a result of these reviews shall be considered as part of the continuous improvement process of the Criminal Compliance Management System.

## Chapter 6. Dissemination

1. Once approved by the Board of Directors of El Corte Inglés, S.A., these Regulations shall be made available on NEXO for all Members of the Organisation and on the corporate website for all ECI Group stakeholders.
2. Likewise, the Compliance and Risk Control Department shall promote the necessary actions to ensure its proper dissemination and awareness.

## VERSION HISTORY

**Version 1.0 approved by the Board of Directors on 27/Sep/2017**

<b>Version</b>	<b>Date of amendment</b>	<b>Purpose of the amendment</b>	<b>Sections affected</b>
2.0	28/11/2018		
3.0	10/July/2019		
4.0	30/June/2021	<ul style="list-style-type: none"> <li>- Reflect the nature of the new Compliance and Risk Committee</li> <li>- Update definitions</li> </ul>	<ul style="list-style-type: none"> <li>- Chapter 2 Structure and Operation</li> <li>- Chapter 3. Duties of the Chief Compliance Officer</li> <li>- Annex</li> </ul>
4.1	30/Nov/2022	<ul style="list-style-type: none"> <li>- Adapt the system to the recent integration of the Risk Control and Management area under the Regulatory Compliance Department.</li> <li>- Include an express reference to the principles of proportionality and appropriateness governing requests for access to information and documentation required by the Chief Compliance and Risk Officer in the performance of their duties.</li> <li>- Incorporate new members to the Compliance and Risk Control Committee.</li> <li>- Update definitions</li> </ul>	<ul style="list-style-type: none"> <li>- Article 7. Development of the Compliance Function</li> <li>- Article 10. Compliance and Risk Control Committee</li> <li>- Annex 1 Definitions</li> </ul>
4.2	28/Jun/2023	<ul style="list-style-type: none"> <li>- Update the terms 'complaint', 'complainant' and 'reported person' to 'report', 'reporting person' and 'person concerned' in accordance with Law 2/2023</li> <li>- Include an express reference to the responsibility for control and supervision of the Compliance Function and the Internal Audit Function.</li> <li>- Update definitions</li> </ul>	<ul style="list-style-type: none"> <li>- Approval, Effective Date and Updating</li> <li>- Annex 1 Definitions</li> </ul>

<b>Version</b>	<b>Date of amendment</b>	<b>Purpose of the amendment</b>	<b>Sections affected</b>
4.3	30/Oct/2024	<ul style="list-style-type: none"> <li>- Include the Internal Control, Regulatory Compliance and Method and Processes Representative</li> <li>- Responsibilities of the Chief Compliance Officer with respect to the Internal Reporting System</li> <li>- Update the Internal Audit Function</li> <li>- Include 'Dissemination' section</li> </ul>	<ul style="list-style-type: none"> <li>- Structure and Operation</li> <li>- Duties of the Chief Compliance Officer</li> <li>- Interpretation, Implementation and Effective Date</li> <li>- Dissemination</li> </ul>
4.4	29/Oct/2025	<ul style="list-style-type: none"> <li>- Composition of the members of the Compliance and Risk Control Committee</li> <li>- Remove article</li> </ul>	<ul style="list-style-type: none"> <li>- Article 10. Compliance and Risk Control Committee</li> <li>- Article 12. Internal Corporate Development Department</li> </ul>

Last revision, 29 October 2025

# Annexes

## Annex 1 - Definitions

Below are the definitions of the terms most frequently used in this document and in the related rules that make up the EL CORTE INGLÉS Criminal Compliance Management System.

- **Audit and Control Committee:** A standing body of the Board of Directors with an informative and advisory role, without executive functions, and with full powers of information, advice and proposal within its scope of action, which includes, among other areas, Regulatory Compliance.
  - **Board of Directors:** The governing body of El Corte Inglés, S.A., ultimately responsible for the management and results of the activities carried out by the Company, its system of governance and corporate policies, to which Senior Management reports and is accountable.
  - **Business Partners:** Any natural or legal person, other than Members of the Organisation, with whom the Organisation maintains or intends to establish a business relationship. By way of example, but not limited to, this includes intermediaries such as agents or commission agents, external advisers, suppliers, customers, joint ventures, or any natural or legal persons contracted by any of the companies within the El Corte Inglés Group for the delivery and/or receipt of goods and/or the provision of services.
  - **Chief Compliance Officer:** A single-body function vested with autonomous powers of initiative and control, entrusted, among other responsibilities, with supervising the proper functioning of the Organisation's Compliance Management System in general, and of the Criminal Compliance Management System in particular. The existence of the Criminal Compliance body fulfils the requirement established in Spanish criminal legislation (Article 31 bis of the Spanish Criminal Code) regarding supervision of the Criminal Compliance Management System.
  - **Compliance and Risk Control Committee:** A collegial body of an executive nature and oriented towards decision-making, entrusted with advising the Head of the Compliance Function and the Head of the Risk Control and Management Function on all matters it deems relevant in the performance of their respective functions.
  - **Compliance Programme:** A document describing the rules and organisational documents in place within EL CORTE INGLÉS in relation to Criminal Compliance, including the measures designed to assess, prevent, detect and manage Criminal Risks at an early stage.
  - **Crime Prevention Policy (Criminal Compliance Policy):** A document reflecting the commitment of Senior Management and the Board of Directors of El Corte Inglés, S.A. to compliance and the Organisation's strategic objectives in this area, including its determination not to tolerate any conduct that may constitute a criminal offence or non-compliance.
  - **Criminal Compliance Management System:** A crime prevention system aimed at preventing, detecting, managing and reporting Criminal Risks, integrated into business processes and subject to ongoing supervision and continuous improvement. It is also referred to as the 'System'.
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- **Criminal Control Perimeter:** Includes El Corte Inglés, S.A. and the entities that adhere to the Crime Prevention Policy and to the rest of the Criminal Compliance Management System of El Corte Inglés, S.A., by decision of their respective governing bodies, and which do not have their own Compliance Department nor autonomous management in this area.
- **EL CORTE INGLÉS:** Includes El Corte Inglés, S.A. and the entities that fall within its Criminal Control Perimeter.
- **El Corte Inglés Group / the Group / the Organisation:** The group of companies that make up the El Corte Inglés Group.
- **Internal Reporting System:** The preferred channel for reporting potential irregularities. This System comprises the reporting channel itself, understood as the means for receiving information, as well as the System Manager, the Policy and the Procedure for managing communications.
- **Internal Reporting System Manager:** Within the El Corte Inglés Group, responsibility for the Internal Reporting System lies with the Chief Compliance Officer.
- **List of the Main Criminal Compliance Controls:** A document grounded in the Crime Prevention Policy (Criminal Compliance Policy) that analyses the criminal risks affecting El Corte Inglés, S.A. and the entities within its Criminal Control Perimeter, compiling the specific controls in place to prevent such risks.
- **Members of the Organisation:** Members of the Board of Directors, Senior Management, executives, employees, temporary workers or workers under collaboration agreements, volunteers of the Organisation, and any other persons under the hierarchical authority of any of the above.
- **Operational Directors:** Members of the Organisation who, as the first line of defence, are responsible for ensuring compliance with the policies and procedures established by the Organisation.
- **Reporting Person:** A natural person who uses the Internal Reporting System to report individual or collective conduct occurring within the Organisation that may constitute a breach of the Code of Ethics or of other documents forming part of the Criminal Compliance Management System.
- **Retaliation:** Any act or omission prohibited by law, or which, directly or indirectly, entails unfavourable treatment placing the affected person at a particular disadvantage in a work-related or professional context solely due to their status as a reporting person or as a result of having made a public disclosure.
- **Senior Management:** Employees of the Organisation who, by decision of the Board of Directors and under its organic or functional dependence, or that of one of its Committees or members, are classified as such by exercising powers inherent in the legal ownership of the Company and relating to its general objectives, with autonomy and full responsibility, limited only by the criteria and direct instructions issued by the governing bodies.

- **Third Party:** Any natural or legal person or independent body external to the Organisation.
- **Internal Reporting System Manager:** Within the El Corte Inglés Group, responsibility for the Internal Reporting System lies with the Chief Compliance Officer.
- **Criminal Compliance Management System:** A crime prevention system aimed at preventing, detecting, managing and reporting Criminal Risks, integrated into business processes and subject to ongoing supervision and continuous improvement. It is also referred to as the 'System'.
- **Internal Reporting System:** The preferred channel for reporting potential irregularities. This System comprises the reporting channel itself, understood as the means for receiving information, as well as the System Manager, the Policy and the Procedure for managing communications.
- **Business Partners:** : Any natural or legal person, other than Members of the Organisation, with whom the Organisation maintains or intends to establish a business relationship. By way of example, but not limited to, this includes intermediaries such as agents or commission agents, external advisers, suppliers, customers, joint ventures, or any natural or legal persons contracted by any of the companies within the El Corte Inglés Group for the delivery and/or receipt of goods and/or the provision of services.
- **Third Party:** Any natural or legal person or independent body external to the Organisation.