

Corporate Anti-Corruption and Anti-Fraud Policy

Approved by the Board of Directors
of El Corte Inglés, S.A.
on 28 February 2018

Version 4.0 (30 October 2024)

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1. Introduction

The Board of Directors of El Corte Inglés, S.A. is responsible for approving the Organisation's strategy and corporate policies, as well as the compliance and internal control programmes and systems.

El Corte Inglés, S.A. is a signatory of the United Nations Global Compact and therefore supports the UN 10 principles with regard to human rights, labour standards, environmental protection and the fight against corruption in all its forms, including extortion and bribery.

This Corporate Anti-Corruption and Anti-Fraud Policy (hereinafter referred to as the 'Policy') is aligned with the Group's values and reaffirms the Group's commitment to contributing to the 17 Sustainable Development Goals of the United Nations and to respecting all applicable regulations, as well as the ethical standards and other regulations and initiatives to which the Group subscribes, such as:

- UN Global Compact
- ILO Declaration on Fundamental Principles and Rights at Work
- UN Guiding Principles on Business and Human Rights
- OECD Guidelines for Multinational Enterprises

The Board of Directors of El Corte Inglés, S.A., following the recommendation of the Audit and Control Committee, has therefore approved this Policy in order to establish the general principles that should guide the Members of the Organisation in the performance of their professional activities.

This Policy expands on the Code of Ethics and is consistent with other corporate policies. It is further implemented through the '**Integrity Policies**': the Corporate Gifts and Hospitality Policy, the Corporate Donations and Sponsorship Policy and the Corporate Policy on Relations with Public Authorities and Officials and Private Entities.

In accordance with the principles set out in the Code of Ethics of the El Corte Inglés Group (hereinafter referred to as the 'Organisation' or the 'Group'), all actions and/or negotiations carried out by the Members of the Organisation shall be conducted in accordance with the values of honesty, responsibility and integrity.

The El Corte Inglés Group shall comply with all national and international laws of the countries in which it operates, and in particular with anti-corruption legislation.

2. Purpose of the Policy

The purpose of this Policy is to establish the criteria and principles for developing a culture of prevention and zero tolerance to corruption and fraud, and to implement organisational, technical and disciplinary measures that facilitate effective internal control in the fight against corruption and fraud in all areas of the El Corte Inglés Group.

3. Scope of Application

This Policy is mandatory and applies to all Group companies in all activities related to the value chain, both upstream and downstream, regardless of the country in which they are carried out.

All Members of the Organisation, irrespective of their position or the territory from which they operate, are required to comply with this Policy, as are Business Partners in the conduct of their activities within the Group.

This commitment shall be formalised as set out in Section 6 'Awareness and Statement of Compliance' of this Policy.

4. Principles of Action

The El Corte Inglés Group expects all Members of the Organisation and other stakeholders to comply with the following principles:

4.1 Zero Tolerance to All Forms of Corruption and Fraud

The Organisation, under the express direction of its governing bodies, as set out in this Policy, does not permit, authorise or agree in any way or under any circumstances that Members of the Organisation engage in or participate in any act of corruption, bribery or fraud in the course of their professional activities, whether with public or private entities.

Improper or inappropriate practices shall not be used to obtain any economic benefit and/or unlawful or irregular commercial advantage, even if such practices are considered to be for the benefit of the Organisation or for the personal benefit of its Members and/or any Third Parties.

No economic and/or commercial information shall be used for illegal and/or fraudulent purposes and/or intentions. Therefore, strict confidentiality and secrecy shall be maintained in relation to such information.

4.2 No Acceptance or Offering of Gifts

The Members of the Organisation shall not accept or offer any prize, gift, hospitality or preferential treatment with the intention of obtaining a financial or commercial benefit, either directly or indirectly.

Any such request or offer shall be subject to the provisions of the Corporate Gift and Hospitality Policy.

4.3 Proactive Prevention

A proactive prevention programme shall be implemented for the monitoring, control and surveillance of potential corruption risks in order to adopt the appropriate measures within the El Corte Inglés Group to help prevent corrupt practices and fraud.

The Chief Compliance and Risk Officer shall ensure that the policies, practices and internal procedures of the El Corte Inglés Group comply at all times with the applicable anti-corruption standards and shall disseminate and inform all relevant parties of any new anti-corruption regulations that are published and come into force.

Operational Directors, with the assistance of the Chief Compliance and Risk Officer, shall develop, implement and communicate the necessary procedures, processes and/or controls, and Human Resources shall be responsible for implementing and enforcing disciplinary measures in the event of non-compliance with the provisions of this Policy.

4.4 Duty to Report Non-compliance

Any Member of the Organisation, Business Partner or Third Party with a direct relationship and legitimate commercial or professional interest who becomes aware of a violation of this Policy or who is in doubt as to whether an observed practice may constitute a breach, whether in the public or private sector, shall immediately contact the Chief Compliance and Risk Officer of the El Corte Inglés Group via the Ethics Channel, using any of the available options indicated in Section 7, 'Reporting Non-Compliance' of this document.

4.5 Transparency and Legality

All financial information, accounting records, contracts and related documentation shall comply with the relevant legislation and accurately reflect the nature of the transactions and the information presented.

No false or misleading entries or records shall be made, nor shall any record or document be accepted from any Business Partner or Third Party that is not in accordance with current legislation and the formal requirements in force.

4.6 Compliance by Business Partners and Third Parties

This Policy applies to all Business Partners and Third Parties that maintain a commercial and/or contractual relationship with the companies of the El Corte Inglés Group. All relevant parties shall be informed of the content of this Policy and shall be deemed to have acknowledged its principles upon consenting to commence a relationship with El Corte Inglés, S.L.

All agreements and contracts entered into within this scope shall contain an anti-corruption clause that references or links directly to this Policy. They shall also include a clause allowing the Organisation to terminate the contract unilaterally if the other party fails to comply with these obligations.

4.7 Interaction with Public and Private Institutions and Organisations

The Members of the Organisation shall engage with public and private institutions and organisations in a lawful, respectful and transparent manner.

No payments, whether in cash or by any other means, shall be made to any judicial, administrative or official body in order to facilitate or expedite formalities.

The financial resources of the El Corte Inglés Group shall not be used for political purposes or to support any political candidates or parties, irrespective of their ideologies.

Charitable donations and the sponsorship of legitimate events may be made following the guidelines outlined in the Corporate Donations and Sponsorship Policy.

Interactions with public authorities and officials shall be conducted in accordance with the provisions set out in the Corporate Policy on Relations with Public Authorities and Officials and Private Entities.

4.8 Guarantee of Indemnity

Members of the Organisation or Third Parties who engage with the El Corte Inglés Group and report credible incidents involving the commission of illegal, unlawful or irregular acts, including breaches of the El Corte Inglés Group Code of Ethics, to their manager and/or the Compliance Function shall not be subject to any form of retaliation or harassment, whether disciplinary or moral. Instead, their involvement shall be viewed as a valuable contribution to the achievement of the Organisation's objectives.

If reports are found to contain false or misleading information, appropriate action shall be taken in accordance with the Ethics Channel Corporate Procedure.

4.9 Staff Training and Awareness

Training the Members of the Organisation on Compliance matters is crucial for the El Corte Inglés Group. Therefore, general training and information activities shall be carried out to disseminate and maintain a culture of compliance and integrity in accordance with the principles set out in this Policy, the Code of Ethics and the Integrity Policies.

Specific training shall also be provided for certain roles and areas where there is an increased risk of non-compliance with regulatory and ethical standards.

5. Due Diligence

Due diligence refers to the process of investigation and evaluation carried out by the Organisation to ensure compliance with ethical standards and regulations, as well as to reduce risks such as corruption and fraud.

At El Corte Inglés Group, the due diligence process is consistently aligned with the Organisation's values, principles of good practice and internal regulations, as well as with the applicable legislation.

In this regard, the Organisation shall:

- ✓ Identify and assess potential risks of corruption and fraud in the Organisation's operations.
- ✓ Establish clear anti-corruption and anti-fraud policies, as well as specific procedures to address them.
- ✓ Conduct thorough analysis of suppliers and business partners before entering into business relationships.
- ✓ Foster a culture that values integrity by providing ongoing training to the Members of the Organisation on business ethics, fraud prevention and how to identify red flags.
- ✓ Establish continuous monitoring systems to identify suspicious or unusual activities and perform regular internal audits to assess the effectiveness of existing policies and procedures.
- ✓ Establish secure and confidential channels through which the Members of the Organisation and other stakeholders can report suspicions of corruption or fraud without fear of retaliation.
- ✓ Conduct regular evaluations and updates of policies and procedures in response to legal, regulatory or business changes.

6. Awareness and Statement of Compliance

Compliance with ethical rules and standards represents both a corporate commitment and a strategic objective for the Organisation. Therefore, all Members of the Organisation are expected to be familiar with and adhere to the contents of this Policy. Likewise, all Business Partners are expected to act in accordance with its principles.

This commitment shall be formalised through:

- i. Statements of compliance with the principles set out in this Policy by Members of the Organisation, confirming their acceptance of **High Ethical Standards**.
- ii. The inclusion of **compliance clauses in contracts** with Business Partners
- iii. **Formal agreements or acknowledgement** by the governing bodies of the companies within the Corte Inglés Group in accordance with applicable internal regulations.

Such agreements and their renewals shall be notified to the El Corte Inglés Group's Chief Compliance and Risk Officer.

In the event of significant changes to this Policy, – i.e. changes that require formal approval from the Board of Directors at El Corte Inglés, S.A. – the preceding commitments shall be formally renewed.

The Organisation shall respond promptly to any breach of the provisions set out in this Policy, in accordance with its internal regulations and in compliance with all applicable legislation.

7. Reporting of Non-compliance

In order to ensure the effective implementation of this Policy, the Organisation has established different reporting and internal communication channels. Any queries, observations or reports from employees regarding corruption or fraud shall be reported through the Ethics Channel, using any of the available options.

- **Digital Channel:**

The El Corte Inglés Group's digital channel can be accessed via the following website:

<https://www.elcorteingles.es/informacioncorporativa/es/gobierno-corporativo/etica-y-cumplimiento/>

Access to this resource is available on the company's website and on the NEXO intranet for the Members of the Organisation.

- **Mailing address:**

El Corte Inglés, S.A.
Chief Compliance and Risk Officer
Hermosilla, 112

28009 Madrid

- **Telephone number of the Compliance Officer:** 91 401 85 00

- **Requesting a face-to-face or virtual meeting**

The information submitted through the Ethics Channel is confidential, as is the identity of the whistleblower. The Organisation values their contribution and guarantees that there will be no retaliation against them.

The Chief Compliance and Risk Officer may also independently investigate any evidence of non-compliance with this Policy.

8. Approval, Effective Date and Updating

This Policy shall become effective on the date of its approval by the Board of Directors of El Corte Inglés S.A.

This Policy shall be updated on a regular basis. To this end, it shall be reviewed annually as a standard practice and, additionally, whenever necessary. In particular, the Policy shall be promptly reviewed if there are any changes to the Organisation's strategic objectives or any internal, external, or regulatory changes that require an update or modification.

The Chief Compliance and Risk Officer, with the assistance of the Compliance and Risk Control Committee, shall review any suggested amendments.

If the amendments are substantial, they shall be submitted to the Board of Directors for approval following a recommendation from the Audit and Control Committee.

9. Dissemination

Once approved by the Board of Directors of El Corte Inglés, S.A., this Policy shall be accessible on NEXO for all Members of the Organisation and on the corporate website for all ECI Group stakeholders.

The Chief Compliance and Risk Officer shall ensure that the Policy is effectively communicated and understood throughout the Organisation.

10. Control, Follow-up and Supervision

10.1 Control and Follow-up

The Chief Compliance and Risk Officer shall be responsible for controlling and continuously monitoring compliance with this Policy in accordance with the procedure set out in the Charter and the Regulations of the Compliance Function Bodies.

10.2 Supervision

The Internal Audit Function shall review the Group's compliance management system to the extent that the annual audit plan approved by the Audit and Control Committee includes tasks related to this system. An extraordinary review may also be conducted in response to any incidents or irregularities that are identified. Upon completion of the audits, the Internal Audit Function shall issue a report containing recommendations for any identified areas for improvement.

Any potential areas for improvement identified as a result of these reviews shall be incorporated into the ongoing improvement process of the Criminal Compliance Management System.

VERSION HISTORY

Version 1.0 approved by the Board of Directors on 28/Feb/2018

Version	Date of amendment	Purpose of the amendment	Sections affected
2.0	10/July/2019		
3.0	30/June/2021	<ul style="list-style-type: none"> - Reflect the nature of the new Compliance and Risk Committee - Update definitions 	<ul style="list-style-type: none"> - Approval, Modification and Updating - Annex 1
3.1	30/Nov/2022	<ul style="list-style-type: none"> - Update the system to reflect the recent integration of the Risk Control and Management area into the Compliance Function - Make explicit reference to other means of communication, such as telephone and the option of requesting a face-to-face or virtual meeting. - Update definitions 	<ul style="list-style-type: none"> - Principles of Action - Annex 1 Definitions
3.2	28/Jun/2023	<ul style="list-style-type: none"> - Update the scope of application - Update the terms 'complaint', 'reporting person' and 'reported person' to 'report', 'whistleblower' and 'person concerned' in accordance with Law 2/2023 - Update communication channels to report non-compliance in accordance with Law 2/2023. - Make explicit reference to the responsibility of the Compliance and Internal Audit Functions for controlling and monitoring activities. - Update definitions 	<ul style="list-style-type: none"> - Scope of Application - Principles of Action - Control, Follow-up and Supervision - Annex 1 Definitions
3.3	30/Oct/2024	<ul style="list-style-type: none"> - Align Policy with the requirements of the Corporate Sustainability Reporting Directive. - Include Due diligence process. - Include a reference to the new internal rules governing the Group companies' compliance with the Corporate Policies. - Update digital channels for reporting non-compliance. - Include 'Dissemination' section 	<ul style="list-style-type: none"> - Introduction - Due Diligence - Awareness and Statement of Compliance - Reporting of Non-compliance - Dissemination

Last revision, October 2024

Annexes

Annex 1 - Definitions

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

- **Audit and Control Committee:** A standing body of the Board of Directors with an informative and advisory role and, but without executive functions. It has full powers to provide information, offer advice, and make proposals within its remit, which includes Regulatory Compliance and other areas.
- **Board of Directors:** The governing body of El Corte Inglés, S.A., which has ultimate responsibility for the management and results of the Company's activities, its governance structure and its policies. Senior Management reports to and is accountable to the Board.
- **Business Partners:** Any legal or natural person, other than a Member of the Organisation, with whom the Organisation has or intends to have a business relationship. This includes, but is not limited to, intermediaries such as agents or commission agents, external consultants, suppliers, customers, joint ventures and any natural or legal person engaged by any company within the El Corte Inglés Group for the delivery and/or collection of goods and/or the provision of services.
- **Chief Compliance Officer / Regulatory Compliance and Risk Control Department:** A single-person body with independent powers of initiative and control and entrusted with a number of duties, including the supervision of the effectiveness of the Organisation's Compliance Management System, and particularly the Criminal Compliance Management System. The creation of the Criminal Compliance Body fulfils the requirement set out in the Spanish legislation (article 31 bis of the Spanish Criminal Code) regarding the supervision of the Criminal Compliance Management System.
- **Compliance and Risk Control Committee:** A collegial, executive and decision-making body that advises the Chief Compliance Officer and the Chief Risk Officer on all relevant matters in relation to the performance of their respective duties.
- **Compliance Function Charter:** A document that defines the foundations of the Compliance Function of EL CORTE INGLÉS.
- **Crime Prevention Policy (Criminal Compliance Policy):** A document that reflects the commitment of the Senior Management and the Board of Directors of El Corte Inglés, S.A. to compliance and the Organisation's strategic goals in this area, including the commitment not to tolerate any conduct that may constitute a crime or non-compliance.
- **El Corte Inglés Group / the Group / the Organisation:** Group of companies that make up the El Corte Inglés Group.

- **EL CORTE INGLÉS:** It includes El Corte Inglés, S.A. and the entities that fall within its Criminal Control Perimeter.
- **Ethics Channel:** A secure platform that provides confidential and direct communication for Members of the Organisation and Third Parties to report queries or issues related to non-compliance.
- **Members of the Organisation:** This includes Members of the Board of Directors, Senior Management, executives, employees, temporary workers, or employees under collaboration agreements, and volunteers. It also includes anyone who reports to any of these groups.
- **Operational Directors:** These are 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.
- **Persons covered by this document:** All Members of the Organisation, as well as Business Partners or Third Parties who have a business relationship with EL CORTE INGLÉS.
- **Regulations of the Compliance Function Bodies:** A document that sets out the operational procedures for the bodies that make up the Compliance Function of EL CORTE INGLÉS.
- **Retaliation:** Any direct or indirect act or omission that is prohibited by law or which may cause a detriment or disadvantage in a work-related context because of the individual's status as a whistleblower or because they have made a public disclosure.
- **Senior Management:** These are employees of the Organisation who are appointed by the Board of Directors. They report to the Board, its committees or one of its members, and they exercise the powers inherent in the legal ownership of the Company and its general objectives. They operate with autonomy and full accountability, subject only to the criteria and direct instructions of the Company's governing bodies.
- **Third Party:** A natural or legal person or body that is independent of the Organisation.
- **Whistleblower:** A natural person who uses the Internal Reporting System to report an individual or collective behaviour that occurs within the Organisation and may involve a violation of the Code of Ethics or other documents related to the Criminal Compliance Management System.