

CODE OF CONDUCT FOR BUSINESS PARTNERS



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1. INTRODUCTION

This Code of Conduct sets out the general rules and principles of corporate governance and personal conduct applicable to all members of the companies CERDAGROUP, S.L., CERDAGROUP PATRIMONIAL, S.L.U., FUNTASTIC TRADE, S.L.U., ARTESANÍA CERDÁ, S.L.U., SUPERMOMENTS, S.L.U., and CASA MARAU, S.L.U. (hereinafter, "GRUPO CERDÁ"), which are valid for establishing the guiding parameters of the Group's corporate culture.

The Code of Conduct is fundamental for creating an environment of compliance and respect among all Group members regarding conduct rules and ethical principles. It is part of the Group's criminal risk prevention model, along with other policies, procedures, technical instructions, and internal controls, aimed at ensuring legality, preventing legal and reputational risks, and promoting an ethical and responsible culture in all professional activities.

Therefore, it must not only include general principles but also those useful for GRUPO CERDÁ to mitigate any type of risk.

GRUPO CERDÁ's priority is to generate trust and distribute value in its market activities, benefiting its clients, the competitiveness of the countries in which it operates or may operate, and the expectations of all GRUPO CERDÁ members.

Glossary of Terms:

Code of Conduct: Set of rules and principles regulating the ethical and professional behavior of GRUPO CERDÁ members.

2. PURPOSE AND SCOPE OF APPLICATION

This Code is developed within the framework of the criminal risk prevention model implemented at GRUPO CERDÁ under Article 31 bis of the Spanish Criminal Code.

GRUPO CERDÁ rejects any conduct contrary to the law. This Code reflects GRUPO CERDÁ's commitment to ethics and transparency in all

Ethical Principles: Fundamental values guiding the behavior of all GRUPO CERDÁ members, such as integrity, responsibility, transparency, respect, equity, and legality. These principles serve as the basis for decision-making and ensure proper professional conduct.

Rules of Conduct: Specific rules regulating the expected behavior of GRUPO CERDÁ members in their roles. These rules translate ethical principles into practical actions and define what is acceptable or unacceptable in the workplace

Human Rights: Set of fundamental principles and freedoms inherent to all people, without distinction. Recognized internationally by the Universal Declaration of Human Rights (1948) and ILO conventions. GRUPO CERDÁ commits to respect, protect, and promote these rights in all activities.

Compliance Committee: Internal body responsible for supervising the correct application of the Code of Conduct and promoting a culture of compliance within GRUPO CERDÁ.

Ethics Channel: Confidential mechanism provided by GRUPO CERDÁ for members or third parties to report, in good faith, possible irregular conduct, breaches, or situations contrary to the principles of this Code.

Business Partners: Individuals or legal entities engaged in a commercial relationship to achieve mutual objectives, either as co-owners or external companies collaborating through contractual alliances or exclusive links (including clients, agents, distributors, etc.).

areas, establishing principles and guidelines to ensure ethical and responsible behavior.

This Code applies to all its Business Partners.

The Group will promote, as far as possible, its main Business Partners and external collaborators to

adopt conduct in line with the ethical principles of this Code.

The application of this Code may be extended, in whole or in part, to any individual or legal entity related to GRUPO CERDÁ when necessary for its purpose and possible due to the nature of the relationship.

Therefore, this Code is an internal regulation mandatory for all people related to the Group, as well as a regulatory norm for relationships with collaborators or Business Partners of products or services, as applicable.

As previously indicated, this Code is an integral part of the criminal risk prevention and management model implemented at GRUPO CERDÁ.

3. ETHICAL PRINCIPLES AND RULES DERIVED FROM THE CODE OF CONDUCT

All GRUPO CERDÁ Business Partners must align with the values and principles contained in the Group's Code of Conduct and, consequently, comply with the following ETHICAL PRINCIPLES AND RULES OF CONDUCT:

- Comply with all legal obligations, rules, and regulations applicable to their activity and especially those related to financial, tax, labor, and environmental matters.
- Protect GRUPO CERDÁ's information. Business Partners with access to such information must treat it confidentially and not share it with third parties unless authorized in writing by GRUPO CERDÁ.
- Do not negotiate with third parties using confidential information obtained from GRUPO CERDÁ.
- If a Business Partner receives confidential information from GRUPO CERDÁ by mistake, they must notify the Group immediately and refrain from distributing it.
- No personal relationship with GRUPO CERDÁ staff may be used to influence commercial judgment, create conflicts of interest, or violate the principles of this Code.
- Business Partners may not accept or give cash payments, gifts, or favors that could compromise objective commercial decision-making. Gifts and hospitality are generally not accepted. Exceptions for items under €50; those

between €50 and €150 require prior written authorization from the Compliance Committee and must be infrequent. All gifts/hospitality must be recorded in the Gifts Register (Annex "A"); if not returnable, they will have a corporate destination.

- In case of personal/hierarchical/economic relationships, the third party must abstain and report it.
- Business Partners must keep accurate records of expenses, payments, and invoices to GRUPO CERDÁ and avoid double accounting or illegal practices.
- No unfair practices contrary to law or GRUPO CERDÁ's interests, such as corruption, influence peddling, or insider trading, are permitted.
- No bribery or corruption of any kind, towards individuals or public officials, is allowed to obtain benefits or advantages.
- If a Business Partner must make payments on behalf of GRUPO CERDÁ, they must keep a written record of all payments (including gifts, meals, hospitality, or any valuable activity) and provide a copy to GRUPO CERDÁ upon request.
- Any relationship with GRUPO CERDÁ staff that could represent a conflict of interest must be disclosed via the Group's Ethics Channel.

4. PRINCIPLES OF CORPORATE SUSTAINABILITY

In addition, all GRUPO CERDÁ Business Partners must ensure corporate sustainability

with a value system and approach based on the following principles, at a minimum, fulfilling fundamental responsibilities in human rights, labour, environment, and anti-corruption.

Human Rights and Labor Standards

- Take reasonable measures and act in good faith to avoid human rights abuses or illegalities.
- Integrate equal opportunity and non-discrimination criteria in selection, promotion, training, and management practices based on merit and objective assessments.
- Prohibit discrimination based on ethnicity, gender, sexual orientation, disability, nationality, religion, age, social origin, or ideology.
- Prohibit child labor, comply with all laws and international declarations regarding minimum working age.
- Prohibit forced labor or any form of coercion.
- Respect freedom of association and the right to collective bargaining.
- Provide safe and hygienic working conditions and comply with occupational risk prevention regulations.
- Pay fair wages respecting legally established minimums.
- Avoid excessive working hours and promote work-life balance.
- Do not subject employees to abuse, intimidation, or inhumane treatment.
- Comply with data protection regulations and sign a Data Processing Agreement (DPA) when handling personal data for the Group, including breach notification within 72 hours.

5. ETHICS CHANNEL AND SANCTIONING REGIME

Any Business Partner who believes that a GRUPO CERDÁ member or anyone providing services to the Group has engaged in illegal or improper

Environment

- Minimize the use of hazardous substances and manage hazardous waste responsibly.
- Use materials and resources efficiently; prioritize reusable, recycled, and recyclable materials.
- Source materials sustainably and locally whenever possible.
- Use energy efficiently and minimize harmful emissions.

Anti-Corruption

- Promote transparency in activities.
- Do not participate in any form of corruption, including extortion and bribery.
- Be up to date with tax payments.
- Comply with audit and accounting obligations.
- Comply with anti-money laundering legislation, if applicable.
- Implement controls to prevent crimes within the entity.
- Respect confidentiality principles regarding information accessed through the relationship with GRUPO CERDÁ.

Compliance with Applicable Legislation

- Comply with the laws of the countries in which they operate, avoiding any conduct that, even if not illegal, could harm GRUPO CERDÁ's reputation or cause adverse consequences.

conduct or violated the principles of this Code or the internal Code of Conduct, must report it to GRUPO CERDÁ. Communications protected by

Law 2/2023 must be made exclusively through the Ethics Channel managed by RSII, accessible on corporate portals. Email or other means are not to be used, ensuring confidentiality, traceability, and prohibition of retaliation.

<https://www.cerdagroup.com/es/canal-etico/>

<https://supermoments.es/pages/politica-etica>

<https://casamarau.com/canal-etico>

All forms of retaliation against those who report in good faith are prohibited, even in case of error, in accordance with Law 2/2023.

If GRUPO CERDÁ finds that a Business Partner has breached this Code, the relevant regulations will apply, and such breach may have various consequences for the contractual relationship, up to and including termination, without prejudice to other legal or administrative actions and possible liability.

6. GENERAL

Approval

This Code of Conduct was approved on the date of its electronic signature by the Group's Governing Body. It is mandatory for all applicable persons and remains in force until updated, revised, modified, or repealed by the Governing Body or delegated authority.

Update

This Code will be reviewed and, if necessary, updated every two years, considering legislative changes, Compliance Committee suggestions, and compliance standards. Any revision or update requires approval by the Governing Body or delegated authority, following a favourable report from the Compliance Committee.

7. COMMITMENT TO COMPLIANCE

By accepting and signing this Code of Conduct for Business Partners, the signatory agrees to:

- Respect this Code while maintaining supplier status with GRUPO CERDÁ.
- Participate in verification activities established by GRUPO CERDÁ.
- Implement corrective actions, if necessary, as a result of verification activities.

- Communicate any relevant information regarding obligations under this Code, especially through the Ethics Channel for any illicit, suspicious, or contrary conduct.
- Submit to proportional KYC/EDD, sanctions screening, export controls, and reasonable audits to verify compliance. Material breach allows immediate termination of the relationship.

8. PUBLICITY AND DISSEMINATION

GRUPO CERDÁ will publish and disseminate this Code to its Business Partners for their knowledge and compliance. Lack of awareness of this Code cannot be used as a justification for non-compliance.

Business Partners must receive and expressly accept the Code, by handwritten or electronic signature (Annex "B"). The Business Partner will extend these obligations to its supply chain and guarantee compliance. If deemed appropriate, an English copy will be sent, but the Spanish version is legally valid.

ANNEXES

Annex A – Gifts and Hospitality Register (Business Partner)

Purpose: Business Partner's own register to record any gift/hospitality offered or received affecting the relationship with Grupo Cerdá. The Business Partner keeps this register and provides it to the Group upon request.

Fields include Date, Nature (offered/received), Description, Estimated Value (€), Offeror, Recipient, Context (order, visit, fair...), Personal/hierarchical/economic relationship (Y/N), Prior Committee Authorization (Y/N; ref.), Decision (returned, accepted, corporate destination), Evidence (invoice, ticket, email), Observations.

Operational notes:

- Courtesies \leq €50: only occasional and not habitual.
- $>$ €50 and \leq €150: prior written authorization from the Group's Compliance Committee.
- Cash/equivalents (gift cards), facilitation payments, and gifts to/from authorities: prohibited.
- If a gift cannot be returned, it will be a corporate destination.
- In case of personal/hierarchical/economic relationship, abstain and report conflict via the Ethics Channel.

Annex B – Receipt and Acceptance of the CODE OF CONDUCT (BUSINESS PARTNERS)

The undersigned entity hereby declares that:

1. It has received the “Code of Conduct for Business Partners” of Grupo Cerdá (version & date: _____).
2. It understands the contents and commits to comply and will cascade these obligations to its supply chain.
3. It accepts that Grupo Cerdá may verify compliance (e.g., by requesting the Gifts & Hospitality Register and reasonable evidence).
4. It agrees to undergo KYC/EDD, sanctions screening, and export control checks where applicable.
5. It acknowledges and will use the Ethics Channel to report, in good faith, any potential breach, with a strict prohibition of retaliation.

Entity details

- Legal name / Tax ID: _____
- Registered office: _____
- Representative (name & title): _____
- Corporate email: _____
- Place & date: _____

Signature

- Handwritten signature: _____
- or Electronic signature): _____