



**FC BARCELONA**

**ESPAI BARÇA**



The Espai Barça is an essential project to keep FC Barcelona at the forefront of world sport. It is one of the pillars of the Club's economic recovery and future viability, serving as an instrument that allows the continuity of the governance model, in which the 146,000 members of the Club are its owners.

Espai Barça is not just a Club project, it is a city project. We are changing the appearance of a large area within the Les Corts district.

We are modernising our home ground and facilities to create new environments, spaces and assets that can generate additional income. This will allow us to remain competitive, while at the same time preserving the Club's legacy and history.

## **I. TENDER PROCESS FOR THE RENOVATION OF THE NEW SPOTIFY CAMP NOU**

### **1. Background**

In 2017, FC Barcelona launched a bidding process for the renovation of the new Spotify Camp Nou, which was finally cancelled in December 2020 through an official communication via the FC Barcelona Supplier Portal to all the companies participating at that time.

The current Board of Directors carried out an audit and review of the Espai Barça project. This review revealed the need to make changes to the stadium that included, for example: not modifying the structure of the first and second tiers, demolishing the current third tier and building a new one, increasing the number of seats and spaces for members, a double VIP ring between the second and third tiers, covering the entire stadium with a more suitable structure and installing photovoltaic panels, modifying the previous project, which meant that a large number of 1st-tier season ticket holders would have to move to the 2nd tier and 2nd-tier season ticket holders to the 3rd tier, including sustainability in the stadium's DNA and all the new areas, and adjusting the timetable for the works to a shorter period of time.

### **2. Participation of third parties in the bidding process**

No third party, and specifically neither Goldman Sachs nor JP Morgan - the agents in charge of finding the necessary financing for the project - has had any direct involvement in the bidding process.

During this phase, Goldman Sachs was informed about the development of the process and the suitability of all the participating companies from a financial point of view. All of them had to be analysed by rating agencies, which provided their ratings on the participating



companies' financial soundness to Goldman Sachs itself. Goldman Sachs informed FC Barcelona that all the companies participating in the bidding process were suitable in view of the ratings obtained. Furthermore, upon receipt of the successful bidder's proposal and during the phase prior to the presentation of the company to the Board of Directors, the opinion of the Project Monitor (JLL) (a company appointed by Goldman Sachs) was sought on the company that, in accordance with the bidding process, had obtained the best score.

### **3. Parties responsible for the bidding process**

FC Barcelona's Purchasing Department has been responsible for leading the entire bidding process and has acted as the sole interlocutor with the participating companies. The dialogue conducted by the Purchasing Department team has always been through the Supplier Portal to guarantee maximum traceability and to document any discussion with each of the participating companies.

During the bidding process, the Purchasing Department has had the support of the Espai Barça Area in handling all the technical aspects arising during the process.

### **4. Bidding process**

#### **4.1 Invited companies**

FC Barcelona invited the companies that participated in the previous bidding process in 2017 to participate in the bidding process as well as two other international companies.

#### **4.2 Pre-qualification of the companies**

It was in the pre-qualification phase that the technical and economic capacities of the participating companies were assessed in order to consider their suitability to participate in the bidding process. In particular, the following documentation was assessed during this phase:

- General information about the company
- Technical expertise (list of similar projects, company organisation chart, facilities, own equipment and auxiliary resources, list of collaborators, quality assurances and certifications).
- Economic capacity (business turnover for the last 5 years, profits, working capital, level of indebtedness, financial audits, etc.)



- Compliance questionnaire (information on the business group, relations with public administrations, outsourcing, effects of sanctions and/or investigations).

All participating companies, including the winning bidder, passed the pre-qualification phase.

#### **4.3 Participating companies**

In the end, four companies took part in the bidding process, three of which were grouped together as temporary joint ventures (UTEs for its Catalan acronym). In accordance with the confidentiality agreements with the participating companies, FC Barcelona does not publish the names of the companies or the documentation and information shared during the process.

#### **4.4 Start date of the process**

The bidding process began with the sending of the new set of terms and conditions to all the participating companies on 1 September 2022, given that the one used in the 2017 bidding process had become obsolete. The new terms and conditions took into account the new project and the new economic scope, and these were in line with the modifications to the project approved by the General Assembly in October 2021.

#### **4.5 Bidding terms and conditions**

The Bidding Terms and Conditions is the document containing the technical, legal, administrative and economic specifications to be met by the companies participating in the bidding process. The aim of the bidding terms and conditions is to guarantee transparency, equal opportunities and competition in the contracting process, establishing clear and precise rules to be complied with by all participating companies. All of the bidding terms and conditions used in tenders awarded by FC Barcelona are drawn up by the Club's senior technicians and professionals and do not require approval by the Board of Directors.

In this case, the bidding terms and conditions were drafted by the FC Barcelona Purchasing Department, with the technical support of both the Espai Barça team and the Legal Department.

The bidding terms and conditions sent on 1 September 2022 have not been modified since it was sent, as it is the document that has been followed by the participating companies in order to draw up their bid proposals.



It should be borne in mind that the bidding terms and conditions establish the purpose of the tender, the requirements, the terms and conditions that bidders must comply with in order to be able to submit their bids and participate in the tender. It specifically details:

- Project reference documentation,
- Minimum information required to be submitted by the participating companies,
- Assessment criteria,
- Contractual milestones to be met,
- Economic offer template
- Necessary conditions to be eligible to be awarded the tender.
- Contract Model (where, in addition to other annexes, a Regulatory Compliance annex is included)

The Project's Reference Documentation shall include the Advanced Basic Design (hereinafter referred to as ABD).

The ABD describes the entire Project in graphic and written form: It contains the Reports, the Bidding Terms and Specifications, the Drawings and the Specifications, the Plans and the measurements. The ABD is therefore a set of documents that includes sufficient information for the participating companies to be able to draw up their technical and economic bid proposals..

In relation to sustainability, FC Barcelona has defined the strategy for this project, specifically the obligation to achieve the BREEAM Very Good Certification (European standard) and LEED Gold Certification (American standard). This means that there can be no discrepancies between the Contractors in this matter, as they all have to comply with the certifications required by the Club.

## 4.6 Presentation of technical and economic bids

The participating companies will present both technical and economic bids through the Suppliers' Portal.

In relation to the **Technical Bids**, and as per the Bidding Terms and Conditions, all the participating companies will have passed a pre-qualification phase. This means that all of them have sufficient technical expertise to be able to take on the Project. This fact allows the technical evaluation of the bidding process to be carried out within the explicit framework



of the subject matter of the bid and not in a generic context. Specifically, the technical part has been addressed in two aspects, firstly, the technical capacity for the drafting of the Final Design based on the Advanced Basic Design (ABD), and secondly, the commitment to meet the work deadlines specified by the Club and the guarantee of being able to meet these deadlines.

In addition, the **Economic Bids** needed to be adjusted to a Guaranteed Maximum Price (GMP) with a pre-established Delivery Term and Milestones. Therefore, the GMP includes everything necessary to carry out the work, including provisions for contingencies and inflation. Each item of the GMP must be itemised with material, labour, auxiliary measures, direct costs, indirect costs, general expenses, industrial profit, health and safety, quality control, etc., so that FC Barcelona can intervene in each of these aspects through the Open Books mechanism.

As regards the justification and/or adequacy of the prices indicated in the different economic bids, FC Barcelona carried out an in-house review of the items indicated in the economic bid to ensure that they were in line with those established in the corresponding Technical Bid.

#### **4.7 Award phase**

Once the bid reception phase was over, the evaluation phase of the technical and economic bids commenced.

The evaluation of the technical bids was carried out by different work teams, which were made up of different FC Barcelona professionals from the Espai Barça and Purchasing areas. Furthermore, these were shared with the Project Management and the Project Manager, prior to the Head of Espai Barça issuing a report on the conclusions of the technical evaluations. This conclusions report contains the grounds for their evaluation as well as the final score of the technical bids of each of the participating companies.

The economic evaluation was then carried out including a review of the items to ensure that the prices indicated were in line with those described in the technical bids analysed and confirm that they were in line with each other. Once they had been reviewed, the mathematical formula described in the Bidding Terms and Conditions was applied to obtain the final scores.

In this case, the company awarded the contract, as proposed by the Head of Espai Barça and FC Barcelona's Purchasing Department to the Board of Directors, was LIMAK. This company was the one that received the highest score in the technical evaluation of the bids; it had accepted the conditions of the contract model proposed by FC Barcelona, including the required financial guarantees; it complied with the schedule and the economic bid was within the maximum guaranteed price to be financed by the Club. LIMAK's proposal guarantees the stipulated deadlines as it has adopted the Evolutionary Mixed Construction technique (EMC), which involves the decompartmentalisation of tasks and shortening of the



critical path. It is based on adopting a maximum level of industrialisation and sequencing of the construction and diversifying the industrial companies involved on site, with a decentralisation of the workforce, which makes it possible to ensure deadlines, quality and costs.

In accordance with the existing protocols at FC Barcelona, the Purchasing Department, together with the area responsible, prepares a report on the award proposal resulting from the bidding process explained here. This proposal is submitted for validation and authorisation by the relevant persons, in accordance with the authorisation protocol. In this case, given that the amount of the contract was greater than €1 million (one million euros), the Board of Directors is responsible for adopting the final decision. In other words, it has the capacity and discretion to adopt the decision it deems most appropriate. In this specific case, the Board of Directors met on 9 January 2023 and agreed to award the construction of the new Spotify Camp Nou to the company LIMAK.

## **II. CONTRACTUAL TERMS AND CONDITIONS FOR THE CONSTRUCTION COMPANY**

### **1. Background**

The design and works execution contract was signed with the construction company LIMAK on 31 January 2023 and governs the relationship between the parties, including the scope of the Project, delivery terms, penalties, payments, guarantees and other matters.

However, it is important to bear in mind that a contract cannot govern all the situations that may arise during the development of the Project. In this regard, and in the event that an issue is not expressly regulated in the contract with the construction company, the prevailing legislation will apply, which in this case will mainly be the Building Regulation Act 38/1999, of 5 November.

### **2. Penalties**

The penalties contemplated in the contract are established according to different dates and objectives. Failure to comply with them is subject to substantial monetary penalties, some of which are recoverable and some of which are non-recoverable.

As regards the risks derived from penalties related to failure to meet the delivery date, specifically the possibility of the awarded company finishing on time to avoid penalties but to the detriment of the quality of the materials, the Club has mechanisms in place to ensure that these risks do not materialise. More specifically, the execution of the work is under the control, firstly, of FC Barcelona as the owner and promoter of the project and, secondly, the Project Management, made up of the Site Management, the Site Execution Management and



the Health and Safety Coordinator, who are responsible for the completion of the project. Specifically, the Site Execution Management, which assumes the technical function of directing the material execution of the work and of controlling the construction and quality of the buildings from a qualitative and quantitative point of view. Furthermore, there is also the figure of the Project Monitor who will certify to the investors, among other aspects, that the quality of the materials used is as specified in the project.

The means for resolving disputes established in the contract is through arbitration before the International Chamber of Commerce.

### **3. Subcontracting**

As far as subcontracting is concerned, the contract establishes the prohibition of total subcontracting, but partial subcontracting is accepted, provided that it is in agreement with the Project Management and FC Barcelona.

As regards the companies that will be subcontracted, this information will be made available to FC Barcelona as and when the company awarded the contract requests or informs of its intention to subcontract parts of the execution of the work.

Accordingly, FC Barcelona does not have any direct contractual relationship with the subcontracted companies, the contractual relationship is solely with the company awarded the contract.

Concerning the liabilities and guarantees of the subcontracted companies in relation to FC Barcelona, the company that is liable and that must provide the guarantees established in the contract before the Club, whether through its own actions or those of the subcontracted companies, is the company awarded the contract, in addition to the fact that the subcontracted companies are liable in accordance with the applicable legislation in force.

### **4. Insurance**

The Club has a comprehensive insurance policy that aims to mitigate all the risks derived from the entire renovation project of the new Spotify Camp Nou.

It includes the necessary policies to protect the Club, both during the actual execution of the works (total contractor's liability, developer's liability, cyber risks associated with construction, marine cargo, etc.), and during the day-to-day running of the Club (general third party liability, material damages, general cyber risks, etc.).

This programme, developed by the Club and its insurance broker, has been presented and approved by Espai Barça investors. All the insurances are placed on the insurance market with world-class companies.



## III. FINANCING

### 1. Background

At the Assembly of Delegates held on 23 October 2021, the delegates approved by majority the Financing Plan for the Espai Barça Project, and this was subsequently ratified by the members in the referendum held on 19 December 2021 with a majority of 87.8% of the votes.

The Board of Directors was authorised to carry out the necessary actions to obtain financing for the Espai Barça project for an amount not exceeding €1.5 billion.

In this process the members approved the following:

- “*Financing shall be understood to be any operation that (i) makes it possible to obtain financing to carry out the Espai Barça Project; and (ii) can be guaranteed with the income related to the running of the Camp Nou, the Palau Blaugrana and the Espai Barça Campus, or paid for through the cession of this income in the amount necessary to return the financing and its costs.*
- *The Espai Barça Project will mean all or any renovation project of the Camp Nou, the construction of a new multi-purpose stadium (the Palau) and the construction of the Espai Barça Campus (areas around the new spaces). ”*

### 2. The financing process

The Club has passed all the financial, legal and compliance reviews and due diligence required by the investors, and is fully satisfied and confident in the soundness of the project and that the Club has control measures in place and a Compliance System aligned with international standards.

Having the maximum guaranteed price for the execution of the works established in a signed contract prior to the completion of the financing significantly mitigates one of the main risks of any work, which is the cost and duration of the construction.

### 3. Assignment of the project's rating by the Rating Agencies

During the process for defining the best financial structure, the Club and its advisors have studied different possible alternatives and finally, in order to comply with all the commitments assumed with its Members and at the same time gain flexibility, it has opted for the current structure which carries an associated BBB rating.

The rates associated with the operation are in line with market interest rates.



## 4. Approval of the financing

FC Barcelona has secured financing for the Espai Barça project, which aims to transform all the facilities that FC Barcelona includes under the Espai Barça umbrella. The financing is fully in line with the authorisation approved by the assembly and the referendum. The construction of the Palau, as reported and presented to the Assembly and in the Referendum itself, will be carried out after the stadium and the estimated timetable for the start of the works is 18 months after the start of the works on the Spotify Camp Nou.

The Club has been working together with Goldman Sachs throughout the process for the design and structuring of the Espai Barça financing plan. In a more advanced phase and with the completion of the first phase of the plan's definition, the Club also joined forces with JP Morgan as co-partners to facilitate access to the international market on the commercial side.

## 5. Incremental Income

Throughout the process, FC Barcelona has been analysing different structure formulas to obtain the best financing conditions for the project and also for the Club.

Accordingly, what has been agreed with the investors is that the debt will be repaid with the incremental revenue that the new stadium will generate. There is no guarantee from the Club beyond managing the construction project and the management of the new stadium in a professional and rigorous manner. The Club does not provide any additional guarantee. In other words, as explained at the Assembly, there is a series of incremental revenues generated by the new Spotify Camp Nou that will guarantee the collection of the anticipated amounts, including hospitality/VIP revenues, ticket sales and museum revenues, naming rights and new sponsorships directly related to the exploitation of the new assets.

A specialised external agency has reviewed and validated the internal revenue generation projections made by the Club, and shows that the incremental revenue will be around €230-240 million, showing a more than significant margin to be able to meet the obligations undertaken. The base revenue that the Club retains for these specific revenue lines is around €100 million. It should be noted that the analysis was carried out in October 2021.



## 6. Financing conditions

Once all the tranches have been released, the total volume of the operation is €1.478 billion. €1.362 billion at the time of the establishment of the ASF and an additional extension of €116 million.

As explained in the press conference, the financing of the Espai Barça is a live operation in which flexibility has been prioritised and therefore having access to the refinancing of tranches when the construction has been completed and therefore this risk is eliminated. The financial cost during the construction process is higher than when the work is finished. For this reason, €1.088 billion are expected to be refinanced over the next few years at a lower cost. Furthermore, if market conditions improve, the Club maintains the possibility of refinancing a larger amount.

The estimated cost of the total financing of Espai Barça is 5.53%. This average cost is obtained by considering the current cost of the outstanding balance of the financing, as well as the estimated costs of refinancing that are contemplated in the future given the flexibility of the structure. In addition, it takes into account the positive effect derived from the remuneration of the current cash balance, which will be exhausted as the works are carried out. The financing structure has been designed to ensure that the construction risk does not penalise the Club during the life of the financing. To this end, a series of refinancing facilities have been designed once the stadium is fully completed and operational, at which point the Club, together with its advisors, Goldman Sachs and JP Morgan, believe it will be possible to obtain financing on more favourable terms.

## IV. ESPAI BARCA EXTERNAL AND INTERNAL STRUCTURE

### 1. Construction personnel at the construction site of the new Spotify Camp Nou.

The Building Regulation Act 38/1999, of 5 November, governs construction personnel, who are all natural or legal persons involved in the construction process. In this case, the following is an explanation of who holds each of these roles within the works comprising the Espai Barça Project, as well as their responsibilities.

#### 1.1 Promoter

FC Barcelona is the promoter of the works, as it is the driving force behind the project.

#### 1.2 Project Management



The project management is the group of professionals designated by the promoter who are responsible for managing the works. Specifically, it is made up of the following figures:

- **Site Management (SM):** FC Barcelona has engaged the companies **TORRELLA CONSULTING S.L. and JG INGENIEROS, S.A.** as Site Management. This figure oversees the execution of the work in technical, aesthetic, urbanistic and environmental aspects, in accordance with the defining project, the building licence and other mandatory authorisations and the terms and conditions of the contract, in order to ensure it is in line with the project.
- **Executive Site Management (ESM):** FC Barcelona has engaged **TÈCNICS G3, S.L.P.** as Site Execution Manager. This figure assumes the technical function of directing the material execution of the work and controlling the construction and quality of the buildings from a qualitative and quantitative point of view.
- **Health and safety coordinator (HSC):** FC Barcelona has engaged the company **SGS Técnicos S.A.** to carry out this function. This is the figure in charge of carrying out the functions established in current legislation in relation to the minimum safety and health provisions on construction sites. Its main task is to ensure the execution and fulfilment of the preventive principles regarding the coordination of business activities for the duration of the activity for which it has been appointed engaged.

The engagement by FC Barcelona of all these agents has been carried out through bidding processes in accordance with the provisions of the FC Barcelona Goods and Services Procurement Policy.

## Espai Barça Team

Espai Barça is a strategic and transformational project for the future of the Club. The FC Barcelona professionals dedicated to Espai Barça are a cross-cutting team from all areas of the Club: construction, operations, procurement, finance, corporate, commercial, marketing, sustainability, technology, social, compliance, internal audit and others.

All of them are led by the Club's Board of Directors

## Licences

With regard to obtaining licences and permits, the Club currently has the necessary licences to start the works. The current phase corresponds to the demolition and below ground level works for which the corresponding building permit has been obtained.



With regard to the licences and permits required for the more advanced construction phases, work is already underway to obtain them and there is a commitment from Barcelona City Council to grant them by the summer of 2023.

## **Start of works and planned schedule of works**

Work began on 1 June 2023 as planned.

The planned schedule is as follows:

- Demolition of the 3rd tier: February 2024
- Partial return to the Spotify Camp Nou December 2024
- Completion of 3rd tier works: July 2025
- Completion of the works: July 2026

## **Lluís Companys Stadium**

As for the Lluís Companys Stadium, the contract signed with B:SM provides for the cession of the use of the facilities for the celebration of matches from 1 August 2023 until 30 November 2024. Although FC Barcelona's commitment is to meet the planned construction deadlines for the Spotify Camp Nou, in the event that due to extraordinary circumstances the work is not completed within the initially planned period, the contract provides for the possibility of extensions.

## **Information and Transparency**

FC Barcelona has already presented the Espai Barça Project to the political parties that govern Barcelona City Council, as well as to all the parties that are currently represented in the City Council. It is also planned to do the same with the appropriate bodies of the Government of Catalonia.

In addition, meetings will be held with the affected residents' associations during the construction process and the Club will regularly organise sessions with FC Barcelona members to explain and raise awareness of the progress of the project and clarify any doubts they may have.



## V. GENERAL ASPECTS AND TRANSPARENCY

### 1. Incompatibilities of members of the Board of Directors

Decree 55/2012, of 29 May, which modifies Decree 58/2010, of 4 May, on sports entities of Catalonia in its Article 146, referring to Incompatibilities, states the following:

- 1. The office of director of a Catalan sports organisation is incompatible with the provision of professional services under a labour, civil or commercial relationship to the same sports organisation or to any of its instrumental entities.*
- 2. The directors of Catalan sports entities are also affected by the incompatibilities provided for in their own bye-laws or regulations.*

Likewise, the Bye-laws of the Catalan Sports Federation, as well as its General Regulations, exactly reproduce Article 146 of the Decree concerning the Sports Entities of Catalonia with regard to the incompatibilities of the members of the Board of Directors.

### 2. Internal regulations governing conflicts of interest of the members of the Board of Directors.

**Section 5** of the FC Barcelona Code of Ethics refers to ***“Specific commitments regarding members of the Board of Directors and statutory committees, as well as senior management personnel”***. This section includes, among other issues, the following *general considerations*:

- The people who assume the responsibility for the running of the Club must adapt their management and adopt their decisions in strict compliance with the principles of relevance and timeliness.*
- The aim pursued must be to achieve the main objectives of the Club's activity - sporting success and economic sustainability of the resources employed - but it is necessary to act through practices and conduct that reflect the dignity of the Club, its image and the values it represents.*
- In application of the above criteria, the actions of the management and executive personnel will be in accordance with the principles established in the general principles presented above, which are based on legality, honesty and service to society, loyalty, diligence and accountability and transparency.*
- The following practices are considered contrary to the above principles and values:*
  - Incurring in a conflict of interests, and if so, the affected party must disclose such situation in order to abstain from the decision-making process.*
  - Exerting influence over others to take a decision for one's own benefit.*



- *The directors and members of the committees may not intervene in an area of management other than the one assigned to them without the mandatory authorisation of the person in charge.*
- *Employing or contracting parents, ascendants or descendants, either personally or through companies in which they participate or work, provided that the professional solvency of the person to be contracted, as well as their merits and conditions are contrasted and justify the objective convenience of contracting that person instead of another. In such a case, it will be necessary to establish a comparison with two other candidates and a report/conclusion that will be submitted to a vote by the Board of Directors, which will vote on whether or not to employ the relevant person, with the abstention of the Director who, if applicable, may have a parental relationship or any other cause of incompatibility.*
- *Engaging external services without adhering to the principles of necessity, relevance and timeliness.*
- *Accepting gratuities, gifts, benefits or similar free of charge beyond those that may be allowed by social customs. Offering gifts to third parties other than those authorised on an institutional basis is also forbidden.*
- *Causing the Club to incur disproportionate, excessive and unjustified expenses.*
- *Perceiving commissions or any other remuneration.*
- *Paying commissions that exceed or are beyond those that correspond to authorised professionals.*
- *Taking advantage of their position in the Club to obtain personal or professional benefits when these benefits are detrimental to the Club.*
- *Not respecting the rules of confidentiality of the deliberations carried out in the decision-making processes.*
- *Engaging in public acts or actions that threaten the good image and prestige of FC BARCELONA.*
- *Use the Club's property and assets for their own benefit.*
- *Discrimination or inappropriate treatment on grounds of gender, race, colour, nationality, creed, religion, political opinion, status, sexual orientation, disability or any other personal circumstance protected by law, whether with regard to employees, managers, members or suppliers.*
- *This Code of Ethics not only encompasses what is expressly foreseen, but also all the consequences that, in accordance with good faith, derive from its content.*
- *If for reasons of relevance and opportunity for the Club it is considered advisable to adopt any decision that does not fit in with the practices defined in the previous section, the Club's Board of Directors will adopt the decision it deems appropriate, subject to a report from the corresponding body.*

Furthermore, FC Barcelona has a **Conflict of interest management policy**, which aims to describe the different types of Conflicts of Interest, establish the rules and guidelines for



action to be followed by the *Members of the Organisation* in such situations and regulate the applicable procedure for resolving these conflicts.

In any event, no member of the Board of Directors, FC Barcelona Foundation or Club executive with responsibilities for the Espai Barça project is involved in any incompatibility or conflict of interest.

### **3. Internal regulations governing integrity issues**

Furthermore, FC Barcelona's internal regulations include the **Integrity and Anti-Corruption Policy**, the main purpose of which is to develop the criteria and principles set out in the Code of Ethics on the prevention of corruption in the activities carried out by the members of the entity and related third parties. It describes the behaviour to be followed and the key elements to prevent corruption offences from occurring in any area.

The Anti-Corruption Policy includes the prohibition of receiving monetary commissions or other gifts, favours, invitations, or any other conduct contrary to current legislation or the Club's Code of Ethics and internal regulations.

It is important to emphasise that FC Barcelona has internal regulations that aim to ensure that its members carry out their duties diligently and act with transparency and integrity at all times. These internal regulations constitute a set of rules that have been established to ensure that all Club activities are carried out in accordance with the highest standards of conduct and ethics.

## **VI. EB MONITORING AND TRANSPARENCY BODY**

### **1. Background and creation of the EB Monitoring and Transparency Body**

The Board of Directors conveyed to the Compliance Department the desire to strengthen controls over the management of the Espai Barça project.

A Monitoring and Transparency Body was created for Espai Barça (EB) in October 2022, which is made up of the internal Compliance and Internal Audit areas and an external office specialising in Corporate Governance and Responsibility.

### **2. Members and duties**

With regard to its composition, the body is made up of: firstly, the internal areas of Internal Audit and Compliance, and secondly, the external law firm, Fieldfisher. This firm was chosen



under the leadership of the Compliance Area, which followed the Club's current procurement process.

The inclusion of an external office in this body guarantees independence and objectivity in the evaluation and monitoring of the processes and controls implemented.

The main functions of the Espai Barça Monitoring and Transparency Body focus on the supervision and implementation of controls in the following areas:

1. The process of engaging third parties
2. Financing
3. Controls related to the coordination of business activities and health and safety during the execution of the works.

Therefore, the Body generates regular reports detailing the procedures reviewed, the risks identified, and the recommendations issued.

### **3. Reporting to the Board of Directors**

The Monitoring and Transparency Body reports periodically to the Board of Directors and those responsible for the Espai Barça Project on the actions carried out. These reports are essential to ensure that members of the organisation comply with their obligations and to detect opportunities for improvement to further strengthen existing controls.