

INTEGRITY AND ANTI-CORRUPTION POLICY

VERSION 003

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IMPORTANT INFORMATION ABOUT THIS DOCUMENT	
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Business unit or function affected	All the units and functions of FC BARCELONA and its related entities
Staff affected	All <i>Members</i> of FC BARCELONA and its related entities <i>and related Third Parties</i> , as applicable.
Primary responsible for its surveillance	<i>Compliance Area</i>
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INDEX

1. Objective.....	4
2. General issues on the prevention of corruption.....	5
3. Relationship with the public administration and political parties	6
3.1 Public corruption	6
3.2 Influence peddling.....	7
3.3 Relationship with political parties	8
3.4 Facilitation and extortion payments.....	8
4. Private corruption.....	9
5. Conflict of interest	10
6. Hospitality and invitations.....	10
6.1 Attentions	11
6.2 Delivery of promotional merchandising products	12
6.3 Offering invitations	13
7. Travel and representation expenses	13
7.1 Expenses borne by FC Barcelona.....	12
7.2 Expenses borne by third parties to FC Barcelona employees.....	13
8. Sports corruption.....	14
9. Ethics Channel and disciplinary regime	15
10. Updating and Improving This Policy	16



1. Objective

Futbol Club Barcelona and its related entities (hereinafter, "FC Barcelona") uphold integrity, transparency and ethics as essential principles to build a solid, reliable and sustainable entity. For this reason, the Club takes on a firm and proactive commitment in the **fight against corruption and fraud**, categorically rejecting any practice that goes against these principles.

This Anti-Corruption Policy reflects FC Barcelona's determination to prevent, detect and punish any form of corruption, bribery, improper manipulation or fraud in all its forms. Accordingly, the Club promotes a culture of regulatory compliance is promoted in all workers, collaborators, suppliers and business partners to ensure that all activities are acted with honesty, responsibility and respect for the law.

The main objectives of this Policy are:

- To establish clear behavioural guidelines to be followed in relation to the fight against corruption and fraud in all its forms.
- To convey to all FC Barcelona workers the commitment that their actions are always based on respect for the laws and regulations in force at all times, the promotion and defence of the values established in the Code of Ethics and the absolute rejection of any type of conduct that may be directly or indirectly related to corruption.



2. General issues on the prevention of corruption

Corruption is "the abuse of power for personal gain", that is, the use of power or a position to gain advantages for oneself or others. This can give rise in the following unlawful actions contemplated in the Penal Code:

- **Bribery:** making or offering a remuneration or benefit of any kind (gifts, gifts, cash, invitations, etc.) to a public official to unduly influence any act or decision of the same to, among others, obtain a license, obtain a contract with the administration, etc.
- **Influence peddling:** any act or strategy that aims to guide or influence the actions or decisions of a public official, thanks to the personal relationship maintained with this or any other official who may influence the former, in order to achieve a resolution that may generate an economic benefit or avoid an economic loss for FC Barcelona or a third party.
- **Illegal financing of political parties:** making a donation or contribution or receiving them to be allocated to a political party, federation, coalition or group of voters in violation of the provisions of article 5.1 of Organic Law 8/2007, of 4 July, on the financing of political parties. This includes, among others, donations exceeding 50.000 € per year from a natural person or donations of any kind from a legal entity such as FC Barcelona.
- **Corruption in business:** making or offering, a retribution or benefit of any kind (gifts, gifts, cash, invitations, etc.) to any person or entity to improperly influence any act or decision of the recipient to, among others, obtain or maintain a business, obtain an undue commercial advantage, etc. This also applies to requesting or accepting remuneration or benefits in exchange for favoring a third party.

FC Barcelona considers non-compliance with anti-corruption rules to be a very serious offence, since corruption:

1. Has a negative impact on social, economic and environmental development.
2. Undermines social trust.



3. Diverts resources intended for specific purposes.
4. Distorts the economy and the market.
5. Restricts certain fundamental rights.

For this reason, all FC Barcelona members must respect the provisions of this policy and comply with the values that are set out. Failure to comply with or participation in corruption actions will result in disciplinary actions that can lead to dismissal and even legal action.

3. Relationship with Public Administration and Political Parties

In the relations that FC Barcelona can maintain with the public administration, and also with political parties, situations may arise that involve risks that the Club must take into account. The following section details and analyses these risk situations and sets out the behaviours that FC Barcelona considers strictly prohibited:

3.1 Public corruption

FC Barcelona bases its relations with the public sector on the principles of transparency, fairness, and equal opportunity, and rules out any action aimed at gaining an advantage over third parties—whether in the market or in public contracts—when such advantage is based on conduct that violates the Code of Ethics, internal regulations, and/or applicable legislation.

Consequently, it is forbidden to offer Public Officials money, gifts or any other economic benefit with the intention of inducing them to act in a manner contrary to the duties inherent to their position or carry out or unjustifiably postpone an action in order for FC Barcelona to obtain any benefit.

Likewise, no request made by a public official in this regard may be accepted, nor may any offer from a public official to act in favour of FC Barcelona in exchange for an economic or material advantage be entertained. Any such offer must be reported immediately through the Ethics Channel.



3.2 Influence peddling

It is not permitted to carry out any type of act or strategy intended to influence the actions or decisions of a Public Official or an authority by exploiting a personal relationship with him or her in order to achieve a resolution that may generate, directly or indirectly, an economic benefit or avoid a loss of any kind in FC Barcelona or in a Business Partner.

It is also prohibited to engage third parties for the same purpose, when such third parties hold a position of influence or a direct or indirect personal relationship with the public official or authority in question. Likewise, it is forbidden to accept any offer from a third party who may engage in the conduct described in this section in exchange for remuneration, an advantage, or a promise.

FC Barcelona may express its views to the public administration—for example, regarding a regulation or public initiative—however, under no circumstances may it exploit personal relationships with public officials.

Consequently, a distinction must be made between two situations:

- a) The activity of formally presenting a petition or opinion to the Public Administration, addressing it through written communications and meetings with the official representatives designated to receive FC Barcelona's requests. This activity is allowed if all the established requirements are met.
- b) The activity of influencing a specific official with whom there is a direct or indirect personal relationship that allows obtaining favorable treatment. This latter activity is strictly prohibited.

3.3 Relationship with political parties

FC Barcelona may interact with political parties within the framework of the legal system of the countries in which it operates, provided that national laws on the financing of political parties are complied with at all times.



Matters relating to political parties also extend to politicians and comparable individuals when performing their public functions.

FC Barcelona strictly prohibits donations to political parties and foundations linked to political parties. Accordingly, purchases of products or services whose proceeds are directly or indirectly destined for a political party are not permitted.

3.4 Facilitation and extortion payments

FC Barcelona clearly rejects any type of practice that could be considered a Facilitation Payment. Consequently, actions that involve this type of conduct will be sanctioned, whether the workers and Members of the entity carry them out directly or if they are carried out by third parties in the name and/or benefit of the Club.

Therefore, in cases involving market entry, promotion, or establishment in foreign countries, no payments or gifts may be made to public officials in order to expedite an administrative procedure, obtain an import license or permit, or secure a favour or service of any other kind.

4. Private corruption

In all the relationships that FC Barcelona maintains with its different business partners, in particular with private companies, there may be risk situations that must be known by all FC Barcelona workers. The different risk situations are analysed below and the guidelines and prohibitions that all FC Barcelona members must respect are established.

FC Barcelona is committed to promoting the highest ethical standards and good practices in all its business activities with third parties, in accordance with the principles arising from the Code of Ethics.



In this sense, the Club bases its action in the local and international market on the principles of free competition and equal opportunities and rules out any action aimed at obtaining an advantage in the market or in contracts or agreements with Third Parties that is based on acts of corruption or contrary to applicable legislation.

Consequently, it is forbidden to offer or accept money, gifts or any other unjustified economic remuneration from third parties as consideration for obtaining an inappropriate benefit. This prohibition also extends to offers or acceptances made through related persons.

Legitimately agreed discounts or commercial incentives may be granted to customers and suppliers on the basis of objective criteria—for example, purchase volume or contractual commitments. Industry practices and the commercial customs of the sector and geographical area must also be respected. Such commercial discounts and incentives will always be granted to companies, never to their employees.

In order to guarantee a transparent and ethical management of all actions with Third Parties that are carried out on behalf of FC Barcelona, the following will be mandatory:

- Follow the relevant prior approval procedures before making any decision or entering into a contract.
- In the case of suppliers, follow the regulations established by the Purchasing Department.
- Comply with the contracting process established by the Club.
- Provide appropriate remuneration (fair market value in the relevant jurisdiction) for the services rendered.

5. Conflicts of interest

A conflict of interest is understood to be a situation in which a business action or decision may be influenced by a personal interests of an FC Barcelona member involved, or of third parties with whom that member has a personal relationship.



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FC Barcelona Members will act in such a way as to avoid conflicts of interest, ensuring that the interests of the Club always prevail over individual interests.

Any person affected by a conflict of interest must report the situation to the Compliance Area as soon as they become aware of it.

In order to complement what is provided herein, the Club has a Conflict of Interest Management Policy that specifically regulates the method of identifying these situations, defining and regulating the applicable procedure for their resolution.

6. Hospitality and invitations

6.1 Care

FC Barcelona allows the offer and acceptance, directly or indirectly, of gifts, prizes or objects of little value. Hospitality that does not exceed an individual or aggregate amount of **150 euros** or its equivalent in foreign currency is considered of low value.

In this sense, in relation to this value, the total accumulated value of all the Care that a person performs or receives must be taken into account, which must not be excessively disproportionate. "Total accumulated value" means the sum of the value of all Hospitality sent or received from the same person or company during the period of a season.

In no case will they be considered as Attention and the offer of non-alcoholic beverages, such as water or coffee, offer merchandising objects (see section 6.2.) and items delivered for purely informative purposes (brochures, catalogues, etc.)

The recipients of the Hospitality will always be legal persons, at their registered office, and this will be stated at the delivery address, without prejudice to the fact that, within the company, it is addressed to a specific department or position. Deliveries will never be made to the private home of the recipient of the Care.

In no case shall the Hospitality be conditional on obtaining a specific result, nor shall it be the result of an act or decision adopted by the recipient. Hospitality may be performed and accepted provided that:



FC BARCELONA

- a. They do not create the impression (or implicit obligation) that the person making them is entitled to preferential treatment, contracts or other commercial advantage.
- b. Do not exceed the limits set in euros or their equivalent in local currency.
- c. Do not be contrary to local customs, the law, or this policy.
- d. They are not made in order to influence a decision or as consideration.

All Hospitality that exceeds the value of 150 euros will be communicated to the Compliance Area along with an explanation of the context in which it is framed.

Any Service received that contravenes the provisions of this section must be immediately returned or rejected, notifying the Compliance Area. If the refund is not possible, or if it entails a disproportionate effort, the Management of the Compliance and Human Resources Area may assess the holding of a draw among the workers or will decide how to proceed in each case.

FC Barcelona considers the following to be unjustified or prohibited attention:

- Cash, gift cards, or checks that allow for use as cash.
- Those that are given as a bribe, payment or improper commission (for example, to obtain or keep contracts or to obtain undue advantages).
- Hospitality in the form of services received in a private capacity by the employee other than cash (e.g. a promise of employment, the performance of work in the employee's private home, etc.).
- Attention provided by natural or legal persons who are participating in a bidding or contracting process.

6.2 Delivery of promotional merchandising products

FC Barcelona's ordinary activity and its position in the sporting field mean that resources are allocated to holding events and carrying out promotional campaigns for its sporting activities.



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Promotional products are those products that are intended to carry out advertising actions or promote FC Barcelona. These products will not be considered as Hospitality.

In this context, it is legitimate to deliver merchandising products of low value that incorporate the distinctive signs of the Club, approved by the Club and with the aim of strengthening relations with third parties and/or promoting FC Barcelona's sporting activities, without serving, in any case, as a mechanism to alter the will of those who receive them.

6.3 Offering invitations

Invitations to social, institutional or sporting events organized by FC Barcelona can play an important role in strengthening working relationships between Business Partners.

Consequently, invitations to social, institutional or sporting events organized by the Club will be allowed provided that:

- Are not made as a bribe, payment or improper commission (for example, to obtain or keep contracts or to obtain undue advantages).
- Do not have the effect (or generate the implicit obligation) that the recipient is entitled to preferential treatment, to be granted contracts, better prices or more favorable sales conditions.
- Are reasonable and appropriate in the context of business occasion.

7. Travel and representation expenses

7.1 Expenses covered by FC Barcelona to Third Parties

The payment of travel, living expenses, accommodation or travel to Third Parties could entail Unjustified Attention under the terms provided for in this Policy. For this reason, FC Barcelona workers must be diligent and act with transparency and integrity, so that these expenses will only be allowed to be covered when they are justified by the legitimate needs of FC Barcelona and provided that the purpose of the action cannot be obtained in a less costly way.



Expenses must be moderate, reasonable and meet the justification and approval requirements set out in FC Barcelona's internal rules. In no case may they exceed the quantitative limits established in the internal regulations and must be made at the cheapest possible rate. Likewise, they must not be used to reward or remunerate a third party.

Maintenance expenses will not be allowed to include Related Persons of Third Parties, except in cases that are expressly authorized by the Club.

7.2 Expenses covered by third parties for FC Barcelona employees

Due to FC Barcelona's reputation, hard-working people may be invited to participate in events or activities. By way of example and not categorically, these activities can be conferences, congresses or classes at universities or other training centers.

These events or activities may involve travel, living expenses, accommodation or travel borne by Third Parties that involve the acceptance of Unjustified Care as set out in this Policy.

Trips and living expenses, accommodation or travel expenses covered by third parties to Club workers must meet the following requirements:

- Travel, accommodation, and expenses for related persons may not be included.
- Leisure trips funded by third parties, which employees might use as an opportunity to benefit outside the scope of the event or activity, may not be accepted.
- They must be justified by legitimate needs, and only permitted where the purpose of the activity cannot be achieved in a less costly manner.

8. Sports corruption

FC Barcelona establishes the obligation for all Members of the Entity to refrain from engaging, directly or indirectly, in conduct intended to manipulate sports competitions, whether through the payment of a price, intimidation or agreements or the use of confidential information or advantages of any kind. Specifically, the Club prohibits FC Barcelona Members from carrying out



any conduct that has the purpose of deliberately and fraudulently predetermining or altering the result of a sporting event, match or competition.

In addition to the provisions of this section, FC Barcelona has adopted other internal regulations that further complement and develop this content. Specifically, the Club has implemented a Policy for the Prevention of Sports Corruption and a Betting Regulation, which establish an internal framework of principles and measures to govern or restrict the participation of FC Barcelona members in all types of sports betting, as well as to regulate the prohibition of any conduct that could constitute the crime of sports corruption.

9. Ethics Channel and disciplinary regime

The commitment to compliance with ethical rules and standards commits all FC Barcelona members and business partners, and is a strategic objective for the Club. It is for this reason that it is expected that all members of FC Barcelona know and respect the content of this rule. Any FC Barcelona Member who detects a breach of internal regulations or current legislation must notify Compliance through the Ethics Channel.

FC Barcelona will guarantee the confidential treatment of all communications received through the Ethics Channel, as well as the absence of reprisals of any kind against whistleblowers in good faith.

To find out how to access and use the Ethics Channel, as well as obtain more information about it, you can consult the Management Policy of the Internal Information System published on the Internal Regulations Portal and on the FC Barcelona website.

FC Barcelona will react immediately to any breaches of the provisions of this rule, within the parameters established in current legislation. In this sense, FC Barcelona members who infringe this rule may be sanctioned in accordance with the provisions of current legislation, applicable collective bargaining agreement and applicable internal regulations.



10. Updating and Improving This Policy

This standard will be updated periodically in order to reflect the changes and improvements made.

FC Barcelona will carry out a periodic verification of the application of this policy and will propose the appropriate modifications in the following circumstances:

- 1) When relevant violations of the policy are revealed.
- 2) When there are significant changes in FC Barcelona, in the control structure or in the activity it carries out.
- 3) When there are relevant legal or jurisprudential modifications that make it advisable.



Annex I

Definitions

- **FC BARCELONA:** includes FC Barcelona and its related entities
- **Administrative body:** *The Board of Directors is the collegiate governing body of Fútbol Club Barcelona with the function of promoting and directing social activities through the acts of administration, management, representation, disposition and execution that are necessary for the fulfilment of the purposes of Fútbol Club Barcelona and the General Assembly.*
- **Chief Compliance Officer:** *a single-person body with autonomous powers of initiative and control, which is entrusted with the responsibility of supervising the operation and observance of the Compliance Management System.*
- **Senior Management:** *General managers of each FC BARCELONA entity and the members of the Barcelona Football Club Management Committee.*
- **Management:** *Individuals with an employment relationship with any of the FC Barcelona entities who, under the supervision of Senior Management, are responsible for directing and coordinating the organisation's operational activities, managing work teams and ensuring the effective implementation of the established guidelines and policies, also facilitating communication between Senior Management and the rest of the workers or Members of the entity, supervising performance and promoting the fulfilment of organizational objectives.*
- **Members:** *the members of the Board of Directors and the administrative bodies of the entities that make up FC Barcelona and the executives, sports professionals (players and coaching staff), temporary workers or employees or under a collaboration agreement, volunteers and the rest of the people under hierarchical subordination to any of the above.*
- **Business Partners:** *any legal or natural person that is not a Member with whom FC BARCELONA maintains or plans to establish any type of business relationship. This includes, among others, intermediaries such as agents or commission agents, external advisors, joint ventures or natural or legal persons hired by FC Barcelona for the delivery of goods or the provision of services.*
- **Internal Information System:** *platform that guarantees direct, confidential and secure communication of Communications and Queries by both FC BARCELONA Members and Third Parties.*



Definitions and abbreviations of this document

- **Sports betting:** any investment of monetary value with expectations of a prize also of monetary value, based on a future and uncertain event related to a competition or sporting event.
- **Hospitality:** gifts, offers, promises or hospitality that are offered, promised, made available, given, requested and/or accepted, directly or through a third party (natural or legal), including, by way of example, travel expenses, accommodation, tickets to sporting and/or social events, conferences, fairs or invitations to breakfasts, related to the promotion, demonstration or explanation of products or services.
- **Unjustified attention:** unreasonable or unjustified attention, offered for fraudulent purposes and/or of disproportionate value or greater than that socially accepted, likely to generate the obtaining or maintenance of an advantage.
- **Conflicts of interest:** refers to the conflict that occurs when business or financial interests outside of FC Barcelona, as well as family or personal interests, may interfere with the judgment of the Staff when carrying out their professional obligations at the Club.
- **Public Officials:** for the purposes of this Policy, any employee of a public administration, whether national or international or of another state, and regardless of their position or functions within the public administration, i.e., any person holding a legislative, administrative, political or judicial position in any national or international public entity (e.g., the European Union), country or state, including any person with these functions in any branch of national, regional or local government, or in a public company or agency, as well as members belonging to Sports Organisations and their appointed positions, both national and international, including but not limited to sports referees or judges, or any person who has been assigned and performs a public service function.
- **Manipulation of sports competitions:** intentional agreement, action or omission aimed at improperly altering the outcome or course of a sports competition with the aim of eliminating in whole or in part the unforeseeable nature of said sports competition, in order to obtain an undue advantage for oneself or for a third party.
- **Facilitation Payments:** illegal or unofficial payments of small amounts of money, made to low-level Public Officials in order to induce them to carry out the ordinary functions that, in any case, they are obliged to perform.



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- **Related Persons:** For the purposes of this policy, the following persons shall be considered "Related Persons":
 - a. The spouse, partner or person with a similar affective relationship (hereinafter, jointly "Couple").
 - b. Ascendants, descendants and collaterals up to the fourth degree.
 - c. The ascendants, descendants and collaterals up to the fourth degree of the Couple.
 - d. The Partners of ascendants, descendants and collaterals up to the fourth degree.
 - e. Those non-family people who are closely linked and could affect decision-making (for example, friends).