



FC BARCELONA

CONFLICT OF INTEREST MANAGEMENT POLICY

VERSION 03

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IMPORTANT INFORMATION ABOUT THIS DOCUMENT	
Document identification	Conflict of Interest Management Policy
Document version	Version 03
Territorial scope of application of the Policy	All FC Barcelona units and functions
Standards developed	Code of Ethics
Rules that replace/modify	Conflicts of Interest Policy V01 Conflict of Interest Management Policy V02
Related Standards	Other documents that make up FC <i>BARCELONA</i> 's Compliance Management System.
Business unit or function affected	All the units and functions of FC BARCELONA.
Staff affected	All <i>FC BARCELONA</i> Members and Business Partners, as applicable.
Primary responsible for your surveillance	<i>Compliance Area</i>
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1. Purpose and scope

The detection, prevention and proper management of any situation that may be perceived as a possible Conflict of Interest is an essential element to guarantee the transparency, impartiality and institutional reputation of Futbol Club Barcelona and its related entities (hereinafter "FC Barcelona" or "the Club").

Conflicts of interest that are not properly managed may constitute or be perceived as a particular form of corruption, in which a person gives himself or herself an inappropriate advantage by exercising his or her decision-making power for his or her own benefit or that of a person close to him/her.

In this regard, this Policy aims to:

- Describe the different types of Conflicts of Interest.
- To establish the rules, principles and guidelines of action that FC Barcelona *Members* must follow in these situations.
- To regulate the procedure to be followed for the resolution of these conflicts.

This Policy is directly applicable to all *FC Barcelona Members* and its related entities.

2. What is a Conflict of Interest?

Conflicts of Interest are, broadly speaking, those situations in which the impartial and objective exercise of the functions of workers is compromised for a direct or indirect reason of personal or private interest.

2.1. Types of conflict of interest

Specifically, three types of conflicts of interest are identified:

- **Actual conflict of interest:** This is the type of conflict that occurs when the person concerned effectively has the power to make a decision on behalf of *FC Barcelona*, but has a personal interest in the matter. That is, there is a conflict between professional duty and private interests or in which this personal interest may unduly influence the performance of their duties and responsibilities with the Club.



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- **Potential conflict of interest:** In these cases, it occurs when there is a possibility that a personal interest may conflict with someone's professional obligations in the future. That is, in case in the future this person assumes certain responsibilities that were linked to his private interests.
- **Apparent conflict of interest:** In these cases, it occurs when the private interests of a person may be likely to compromise their impartiality in their functions but once analyzed, a specific link with the conduct, behavior or relationships of the people involved is not detected.

2.2. Circumstances that may cause conflicts of interest

In this context, the circumstances that can most commonly compromise the impartial and objective exercise of the functions of workers are the following:

- **Family and/or affective reasons:** Commercial or employment contracts of *Family Members in the broad sense, Friends* and other people related by an analogous affective relationship with Members of the Entity.
- **Economic interests:**
 - In the event that someone wishes to start a commercial relationship with a supplier, sponsor or in general with any other *Business Partner*, in which an FC Barcelona Member, their *Family or Friends or other persons related by a similar affective relationship* have or may have a *personal Interest*.
 - In the event that any *Member of the Organization* carries out other professional activities that may potentially involve a conflict of interest.
- **Personal interests:** personal interests are considered to be someone's own interests, the interests of members of its direct family, those of people with whom someone has a close friendship or manifest enmity and that of legal persons or private entities to which family members are linked by a professional employment relationship, provided that they involve the exercise of management functions, advice or administration.



3. Principles of action and obligations of Members

3.1. Principles of action

As a general rule, it will be necessary for any *FC Barcelona Member* to refrain from or refuse to participate in any type of decision-making process in a case where there is or may be a *conflict of interest*.

Specifically, in order to deal with possible *conflicts of interest* that may affect FC Barcelona, it will be necessary for Club *Members* to act in accordance with the following principles:

- **Independence:** you must act at all times with loyalty to FC Barcelona regardless of your own interests or those of others.
- **Avoid** placing yourself in a situation that could be considered a conflict of interest.
- **Transparency:** the situation in which the person is located must be informed, that is, to inform transparently of any link that may imply a potential conflict of interest.
- **Refrain from** being part of a decision-making process in which there may be a *conflict of interest*.
- **Confidentiality:** you must refrain from accessing confidential information that affects the potential conflict of interest.

3.2. Obligations of *FC Barcelona Members*

By virtue of this Policy, *FC Barcelona Members*:

- Undertake to maintain a respectful conduct, both with the laws, regulations and internal rules and with the ethical standards of FC Barcelona.
- All decisions taken by FC Barcelona Members must always be in the best interests of the Club.
- All Club *Members* must inform FC Barcelona, through the Compliance Area, that they are or could be in a situation of conflict of interest, whether potential, apparent or actual.
- All FC Barcelona Members will refrain from participating in the debate, voting or any other decision-making process or activities that may signify a possible conflict of interest.



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- No *Member* of the entity may personally take advantage of the business opportunities that correspond to *FC Barcelona*.
- They undertake to contribute to maintaining or increasing the ethical culture in this area.

Additionally:

- All people who wish to join FC Barcelona or who have recently been recruited or appointed to a new job must report any potential conflict of interest that may affect them, during the recruitment process, if possible before their appointment or, if it has been impossible for them to do so before, immediately after.
- Personnel *who occupy specially exposed jobs*, in accordance with the provisions of Annex I of the Compliance Policy and Annex II of the Compliance Management System Manual, will sign at the time of their incorporation and, subsequently, periodically, a Declaration of Conformity with the Compliance Management System that will include a declaration of absence of conflicts of interest.
- All members of the Board of Directors must sign the Declaration of Responsibility of the members of the Board of Directors, in which they declare that they are not in any situation that could be considered a conflict of interest, whether real, potential or apparent, as well as that they are not immersed in any of the situations of incompatibility in accordance with the provisions of Royal Decree 58/2010 of the sports entities of Catalonia.

4. Communication and management procedure

FC Barcelona Members are obliged to inform the Compliance Area of any situation that may involve a conflict of interest, whether due to personal circumstances or of any other nature. This obligation also extends to cases where there are reasonable doubts as to whether one's own situation or that of a third party can be considered a potential conflict of interest.

Communications to the Compliance Area must be made immediately and, in any case, before making the decision that could be affected by the situation that may be considered a conflict of interest.

Communication channels:

- General Compliance Email: compliance@fcbarcelona.cat



- Ethical Channel: which is accessible through Basilea and the FC Barcelona website.

The Compliance Area will be responsible for reviewing each communication made and will provide a response as soon as possible, which may result, among others, in one of the following conclusions:

- Declare that the situation communicated does not constitute a Conflict of Interest.
- Establish or provide preventive control measures to prevent the Conflict of Interest from materializing.
- Establish corrective measures to mitigate or minimise the materialised Conflict of Interest.
- Declare the impossibility of carrying out a certain action.

In any case, and in order to assess the existence or not of the possible Conflict of Interest, the information provided by the person reporting it must be available and may be asked to expand on the data or issues that may be important to resolve the situation. In the event that the possible situation of Conflict of Interest has not been previously communicated by the affected person, but is known through another channel, the situation will also be acted upon as described in this Policy, the situation will be analysed and the appropriate information will be obtained. The Compliance Area, once it has all the information and has made the relevant assessment, will transfer the conclusions reached to the person affected by the conflict of interest and also to the corresponding areas in each case.

Likewise, the Compliance Area may, on its own initiative, initiate any investigation for those cases that present indications of non-compliance with this Conflicts of Interest Policy.

5. 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.



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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.

6. Updating and improving this standard

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 rule and will propose the appropriate modifications in the following circumstances:

- 1) When relevant breaches of the rule 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

The following are definitions of those concepts that will be used frequently in this document (cited in *italics*):

- **Private interest:** means any personal or professional interest involving a possible advantage, even if remote, for any *Member of the Organization*, their *Family* or acquaintances, personal Friends, clients or *Business Partners*, the achievement of which prevents or may reasonably prevent them from being in a position to act with full independence and impartiality.
- **Personal friend:** a person who is not a *family member*, but with whom a close bond is maintained and who could affect decision-making.
- **Relative:** a family member shall be understood to be any person related by blood or affinity, in a straight line with no limit of degrees and in a collateral line up to the fourth degree. Therefore, grandparents, fathers/mothers, sons/daughters, grandchildren, brothers/sisters, uncles/aunts, cousins/cousins, spouse or partner, brothers/sisters-in-law, in-laws, etc., are included.
- **Related Persons (members of any FC Barcelona entity):** it is understood that they are the members or legal entities with whom the FC Barcelona Member has a relationship or in which he/she holds an administrative, management or representation position, or from whom he/she receives emoluments for any reason, provided that the person subject to the Conflicts of Interest rules exercises, directly or indirectly, a significant influence on the financial or operational decisions of these companies or entities.