GIRÓ GROUP

ANTI-CORRUPTION POLICY

February 2026

1. PURPOSE:

The purpose of this Anti-Corruption Policy or ABAC (Anti Bribery and Anti Corruption) is to develop, complement and reinforce the principles of action from the Code of Ethics in anti-corruption matters, reinforcing Grupo GIRÓ's commitment to fight against it, to prevent corruption in all facets of its activity, through the implementation of principles of action in accordance with the highest international standards in the matter. This version adapts the document to international best practices in compliance and the applicable regulations both in Spain (Spanish Penal Code) and in other countries where the group operates, such as the United States, in accordance with the Foreign Corrupt Practices Act (FCPA) and the UK Bribery Act, as well as ISO 37001.

In this way, a firm message is conveyed to all Grupo GIRÓ employees, as well as to related third parties, that Grupo GIRÓ opposes and combats the commission of any act of corruption in its organisation or as a consequence of its activity.

2. SCOPE:

The crime of corruption committed in the company entails criminal liability for the perpetrator and also criminal liability for the legal entity, if it benefits directly or indirectly.

Corporate criminal liability can also be transferred to the legal entity for acts committed by third parties who, without employment relationships or corporate ties, may act on behalf of the company. This includes distributors, suppliers, sales representatives, commercial agents, legal advisors, tax advisors or consultants in any field who may act on behalf of or represent the Group, even if they do not have corporate resources.

Furthermore, a corruption offence is also prosecutable in Spain, even if it is committed in another country.

Therefore, this Policy applies to the entire Grupo GIRÓ, its employees, students and interns, regardless of their hierarchical level, the contractual arrangement that determines their relationship with Grupo GIRÓ or their geographical or functional location, its directors, the members of the Board of Directors and its shareholders and, in general, any person or entity with which it is related, including agents, distributors, intermediaries and suppliers.

Grupo GIRÓ will also encourage related third parties to abide by the essential principles contained in this Policy.

3. OBLIGATIONS:

Employees, students and interns, directors and shareholders: To comply with the terms of this Policy, inform and request authorisation in the necessary cases as indicated therein.

Chief Executive Officer: To authorise exceptions to this Policy.

Criminal Risk Prevention Officer: To offer advice regarding the Policy and to maintain the Register relating to conflicts of interest.

Human Capital: To ensure that any employee being incorporated into Grupo GIRÓ communicates their conflicts of interest during the hiring process.

4. PROCEDURE

4.1. INTRODUCTION

Girnet Internacional, S.L., the parent company of Grupo GIRÓ and all the companies that make up the Group with registered office in Spain (hereinafter, all of them referred to collectively as 'Grupo GIRÓ' or the 'Group'), faithful to their commitment to the culture of transparency and business and personal ethics, have developed a Compliance and Criminal Risk Prevention Model to guarantee a robust culture of compliance.

Grupo GIRÓ declares its firm opposition to any form of corruption and bribery, whether active or passive, direct or indirect, in both the public and private spheres and in any national or international jurisdiction in which it operates.
The principle of zero tolerance towards bribery and corruption is integrated herein, along with a commitment to maintaining international best practices in this area.

The Model has a Code of Ethics and various development regulations, which all the companies that make up Grupo GIRÓ in Spain have adhered to and its management is handled by a Criminal Risk Prevention Officer and an Ethics Committee.

Within this framework of prevention and detection of criminal risks, Grupo GIRÓ has developed this Corporate Anti-Corruption Policy (hereinafter, "The Policy").

4.2. DEFINITION OF CORRUPTION

The International Chamber of Commerce defines **corruption** as '*the abuse of the power conferred, for the purpose of obtaining private gain*'.

One of the most common manifestations of corruption is **bribery** which, according to the Spanish Standard UNE-ISO 37001 on anti-bribery management systems, is defined as the offer, promise, request, delivery or acceptance of an undue advantage of any value, directly or indirectly, as an incentive or reward for a person to act or refrain from acting in relation to the performance of his or her duties.

So-called '**facilitation payments**' and 'unauthorised commissions' also constitute bribery, i.e., payments of sums of money or the delivery of material goods or immaterial benefits, even if their value is low, made to public officials to expedite or facilitate administrative procedures. They are strictly prohibited in any amount and under any circumstances, pursuant to the FCPA, UK Bribery Act and ISO 37001.

The Spanish Penal Code, specifically, punishes any individual who offers or gives a gift or remuneration of any kind to a public official in order for them to perform an act contrary to the duties inherent to their position or an act related to their position, in order for them not to perform or to delay an act they should perform, or in consideration of their position or function.

Likewise, the Spanish Penal Code contemplates the crime of influence peddling when a public official or authority is influenced by taking advantage of a personal relationship with said person or with another public official or authority, in order to obtain a resolution that may directly or indirectly generate an economic benefit for oneself or for a third party.

It is also considered corruption when these actions are carried out between private individuals, within private companies, to favour the purchase of goods or services.

For an act related to corruption, a simple promise or offer of a benefit is sufficient, without the need for the material delivery or effective granting of said benefit.

Any illicit benefit, not only economic, can be considered an act of corruption; it can be any in-kind consideration, such as gifts, travel or leisure, outside the scope of this Policy.

It may also be considered bribery even when the benefit is obtained by someone other than the person who accepts it (for example, a family member or a friend).

In an act of corruption, both the party who gives or offers and the party who asks for or receives are responsible, and it can occur in the public sphere, when dealing with Spanish or foreign public officials, and in the private sphere, when dealing with clients or suppliers.

4.3. ANTI-CORRUPTION CONDUCT STANDARDS AT GRUPO GIRÓ

4.3.1 Gifts or presents

Any kind of interference or influence from clients, suppliers or third parties that could affect professional impartiality and objectivity must be avoided. This obligation is particularly relevant for those who have to make decisions about contracting supplies and services.

Outside the cases indicated in this policy, it is not permitted to promise, offer or grant, nor to request or accept, advantages, gifts or benefits of any kind that are intended to obtain a benefit for

Grupo GIRÓ, for themselves or for a third party and/or that influence, may influence or may be interpreted as influencing their own or a third party's decision-making.

This inability to accept and offer gifts or advantages applies both to deliveries, promises or offers that may be made directly by Grupo Giró employees and to those that may be made through intermediaries, agents, distributors, brokers, consultants, advisors or any other intermediary.

Gifts or items presented as a courtesy that are within the norms of social customs* whose value is less than **two hundred Euros** (€**200**) and are not recurrent may be accepted or given. The receipt or giving of gifts in amounts exceeding the stipulated amount will require written authorisation from the CEO of Grupo Giró.

Gifts consisting of cash or equivalents, such as gift certificates, loans, securities or waivers of credit, are strictly prohibited and should not be accepted.

It is expressly forbidden to accept services or products from a supplier without consideration or at prices substantially below market prices or clearly outside the market.

Gifts from parties involved in a bidding process, competition or ongoing negotiations should not be accepted under any circumstances, regardless of their value.

Gifts intended to influence business transactions, the awarding of contracts, and favours in contracting may not be accepted or offered.

Gifts may not be offered in exchange for obtaining information about competitors (prices, rates, customer or supplier databases, etc.).

Employees are prohibited from accepting any type of income or commissions offered by a third party for operations under their charge in favour of Grupo GIRÓ, as well as from obtaining profit from the position held for their own benefit, which includes the use of Grupo GIRÓ's means and resources to carry out commercial activities or business unrelated to the company's activity for their own benefit.

Discounts, bonuses, rebates, commissions or other similar incentives that are customary in ordinary, duly documented commercial relationships will not be considered gifts or presents.

4.3.2 Hospitality, invitations, business courtesies and travel

Invitations intended to influence a business decision, or that could create that impression, should not be accepted or given.

Courtesies related to business matters or social events (for example, an invitation to a business dinner, a concert, a play, a sporting event or show) may be accepted or given if they are modest and reasonable, and if they are appropriate in terms of:

- the occasion;
- the context;
- the frequency;

Payment of costs associated with an invitation will not be accepted when they are excessive, for example, hotels in a category equal to or higher than 5 stars, first-class plane, train or boat tickets, or invitations to luxury restaurants.

Regarding Grupo GIRÓ company meetings, congresses or events:

- No leisure or entertainment activities will be offered to attendees unless such activities are an ancillary part of the events and are appropriate.
- Extensions to the stay will not be financially supported.
- Costs for leisure activities, hospitality, or travel expenses for guests' companions not related to business will not be financially supported.

Other prohibited activities:

- Personal services or favours using company means or resources.
- Offers of work (or internships) for family members/friends of clients or suppliers.

4.3.3 Relationships with Public Administrations

Grupo GIRÓ is committed to ensuring that its relationships with Public Administrations and authorities will always be based on the principle of maximum transparency and prohibits any practices that may be considered irregular.

Grupo GIRÓ carries out its activity without interfering in or participating in the political processes in the territories where it operates. Any relationship Grupo GIRÓ maintains with governments, authorities, institutions and political parties is based on the principles of legality and political neutrality.

Employees shall interact with Public Administrations in a lawful, transparent, ethical and respectful manner and in accordance with the provisions on the prevention of corruption and bribery included in this Policy.

Employees shall refrain from promising or making, at the expense of, in favour of or in the name of Grupo GIRÓ, contributions or gifts to political parties or their foundations, authorities or public officials, Public Bodies and Administrations in general and will reject any proposal from them to carry out such conduct.

Employees shall refrain from making facilitation or expediting payments, consisting of the delivery of money, provision of services or other things of value, whatever their amount, in exchange for ensuring or expediting the course of a procedure or action, whatever its nature, before any Judicial Body, Public Administration or Official Body.

Examples of prohibited relationships:

- Gratuities to inspectors or other public officials.
- Gifts intended to influence public tenders.
- Invitations to meals.
- Influencing the obtaining of authorisations, licences, aid, loans or subsidies.

It is prohibited to influence a public official or authority, taking advantage of a personal relationship, to obtain a resolution that may generate a benefit for Grupo GIRÓ or imply any type of preferential treatment.

'**Public official**' is understood to mean the employee of a public body belonging to a State. Likewise, and on occasion, interaction may take place through a third party who speaks and acts on behalf of and in representation of the government official. Relationships with a politician, their employee, a candidate for public office, a consultant or advisor speaking on behalf of a government agency, employees, representatives of non-governmental organisations, and first-degree relatives of all the people mentioned will also be considered prohibited relationships.

The documentation exchanged with Public Administrations, including the data and decisions made, must be kept and preserved.

Employees who have dealings with Public Administrations must be previously assigned by their direct supervisor to act on behalf of Grupo GIRÓ.

It is expressly forbidden to assign an employee to the management of the relationship with Public Administrations whenever there is any type of risk of conflict of interest.

Employees must immediately notify the Human Capital Department and their hierarchical superior of the following situations that may arise as a result of their work at Grupo GIRÓ:

- If they are subject to investigation or inquiry by any authority,
- If they are called to testify or provide documents to any state authority or regulatory entity,
- If they are charged, summoned, or sued in a criminal, civil, administrative, arbitration, or any other proceeding,
- If they are the subject of a written complaint from a customer or a request for legal compensation from a customer.

4.3.4 Conflicts of interest

Professional decisions must be based on defending Grupo GIRÓ's interests to the best of our ability. Therefore, situations that could create a conflict between personal interests and those of Grupo GIRÓ should be avoided.

Conflicts of interest are considered to be circumstances in which personal interests, either directly or indirectly, clash with the interests of Grupo GIRÓ, interfere with the proper fulfilment of professional duties and responsibilities, or involve personal involvement in any transaction or economic operation of Grupo GIRÓ.

A conflict of interest exists in any case where a decision adopted by an employee within the framework of the relationship with Grupo GIRÓ may determine some type of advantage for said employee or a person or entity linked to them.

In this sense, the following will be considered persons linked to an employee:

- The spouse or person with a similar emotional relationship.
- The ascendants, descendants and siblings of an employee or their spouse (or person with a similar emotional relationship).
- The spouses (or persons with a similar emotional relationship) of the ascendants, descendants and siblings.

The following entities will also be considered as being linked to an employee:

- Those in which the employee or persons linked to them, either directly or through an intermediary, hold at least twenty-five percent of the share capital or are in any of the situations of control of the entity established by law.
- Those in which the employee or persons linked to them, either directly or through an intermediary, hold an administrative or management position or from which they receive emoluments for any reason.

In the case of the shareholders of Grupo Giró, the provisions of Article 34 of the Articles of Association of Girnet Internacional, S.L. shall apply with regard to conflict of interest, which states the following:

Article 34.- *PROHIBITION ON HIRING PARTNERS.*

Except for situations existing prior to 21 September 1994, no partner or any family member of the partners will be hired to provide services of an employment nature. With regard to commercial contracts, the following are excluded with respect to the same persons: contracts that involve a continuous relationship with the company, such as, for example, agency contracts, distribution contracts, etc.

The President of the Family Council will be excluded from this prohibition.

The family members affected by this rule will be the spouse, ascendants and descendants of the partner and collateral relatives by consanguinity and affinity up to the fourth degree.

The same prohibition on employment and commercial contracts referred to in the first paragraph of this article, relating to all the aforementioned family members, will apply to the companies and businesses in which GIRNET INTERNACIONAL, S.L. has a stake.

Examples of situations of conflict of interest:

- Personal relationships in the workplace (e.g., hiring or supervising a closely related person).
- External mandates (e.g., being part of the Board of Directors or the scientific advisory board of a competitor to Grupo GIRÓ).
- External employment (e.g., having a second job at a company that is a client, supplier, or competitor of Grupo GIRÓ).
- Favouring personal financial interests (e.g., having a significant stake in a company that supplies Grupo GIRÓ and, at the same time, being in a position to steer Grupo GIRÓ's business in that direction).

Any employee who finds themselves in a situation of conflict of interest shall be subject to the duty of abstention, i.e., they may not represent Grupo GIRÓ or intervene or influence decision-making in which, directly or indirectly, they themselves or a third party linked to them by any of the aforementioned economic, family or professional relationships has a personal interest, except with the prior written authorisation of their hierarchical superior.

Employees must inform their superior of any conflict of interest, and the superior will:

- Treat the information provided with due confidentiality and impartiality;
- Fairly assess the situation surrounding the reported conflict of interest, including the risks that such conflict may pose to the commercial interests and reputation of Grupo GIRÓ;
- Seek advice, if necessary, from the Criminal Risk Prevention Officer;
- Make a pragmatic decision to address the conflict of interest, so that the risks to Grupo GIRÓ are minimised and the personal interests of the employee are protected as far as possible;
- Communicate the decision and its arguments to the employee and will follow up appropriately to ensure that the employee has understood it and adheres to it;
- Document its decision and provide a copy to the employee and the Criminal Risk Prevention Officer.

The Criminal Risk Prevention Officer will have in their possession and manage the corresponding record relating to this type of incident.

It is the Human Capital Department's responsibility to ensure that any employee being incorporated into Grupo GIRÓ communicates their conflicts of interest during the hiring process.

4.3.5 Sponsorship of events and contributions to Foundations and other Non-Governmental Organisations

Grupo GIRÓ is committed to ensuring that any sponsoring of events, contributions to foundations and other non-governmental organisations are governed by the principles of legality, transparency, suitability and control, guaranteeing the traceability of the funds used, as well as ensuring that the recipients and the request for them are easily determinable.

Any donation, direct or indirect, must be made in compliance with applicable regulations.

Financial aid and donations will only be granted if Grupo GIRÓ does not receive (or could be considered to receive) any tangible compensation in return. Likewise, financial aid and donations must never reward (or give the impression of rewarding) any tangible consideration.

4.3.6 Relationships with agents, distributors, advisors or other intermediaries.

To the extent possible, all relationships with agents, advisors, distributors and other intermediaries must be formalised in a contract and payments supported by duly issued invoices.

These third parties will only be contracted if all of the following requirements are met:

- There is a legitimate need for the services or goods they offer;
- These services and goods are not priced higher than the market price;
- They sign the Ethical Commitment or prove that they have a Code of Ethics with ethical and regulatory compliance standards equivalent to those of Grupo GIRÓ.

Relationships with third parties (suppliers, agents, distributors, intermediaries and others who may represent a risk of corruption) must:

- Always be formalised through written contracts, unless there is an express and documented justification.
- Include specific anti-corruption, anti-bribery and business ethics (ABAC) clauses, aligned with this Policy, the Code of Ethics, Spanish regulations, the FCPA and the UK Bribery Act.
- In the event that a contract is not formalised, involve the sending of the ABAC Policy and the Grupo GIRÓ Code of Ethics in writing to all third parties, requiring confirmation of receipt and acceptance.

4.3.7 Contractors, subcontractors and suppliers.

Grupo GIRÓ considers its contractors, suppliers and, in general, all collaborating companies indispensable for the achievement of its objectives. Therefore, selection processes must be based on criteria of objectivity and impartiality and avoid any conflict of interest or favouritism in their selection, which must be carried out in a transparent manner.

Furthermore, Grupo GIRÓ encourages collaborating companies to adhere to the essential principles contained in its Code of Ethics and this Policy, through the signing of the Ethical Commitment, which gives it the contractual right to terminate the contract in case of conduct that is inconsistent with its ethical principles and values.

Similarly, Grupo GIRÓ fosters and encourages collaboration with suppliers and contractors who demonstrate social, environmental, and ethical standards.

In this regard, the Purchasing Department must select suppliers and contractors that have been approved by Grupo GIRÓ or, failing that, proceed to approve them according to the procedure established for this purpose. In any case, the contracting of a supplier by any department of the company will require the supplier to have signed the Ethical Commitment or proven to have a Code of Ethics with ethical and regulatory compliance standards equivalent to those of Grupo GIRÓ.

Before establishing business relationships with third parties with a potential risk of bribery or corruption, an appropriate and proportionate due diligence process must be carried out, including verification of background, reputation, shareholding structure, possible links with public officials, and express acceptance of Grupo GIRÓ's ABAC policies.

No contracts will be entered into, nor will relationships be maintained, with third parties who refuse to sign the Ethical Commitment or who show signs of risk related to corruption.

Warning signs when hiring third parties and that will prevent the contract from being concluded include when:

- A supplier or subcontractor requests that payment be made to an account located in a country other than where they are based.
- The supplier or subcontractor requests that payment be made to a third party.
- The supplier or subcontractor's company belongs to a public employee or someone with whom that public employee has a close relationship.
- Payment requirements are unusually high or low.
- The business partner refuses to sign the Grupo GIRÓ Ethical Commitment or the Compliance clauses contained in our contracts.
- The supplier or subcontractor has paid bribes in the past or has a reputation for granting this type of benefit.

4.4. INTERNAL SYSTEM FOR REPORTING REGULATORY VIOLATIONS

Staff, students and interns, Grupo Giró shareholders, as well as any customer, external collaborator, distributor or supplier, may get in contact to resolve any queries they may have regarding the content of this policy, as well as to report any possible breaches or conduct that is irregular or contrary to this policy or any internal and/or external regulations, whether criminal or otherwise, of which they may be aware, via:

E-mail: crp@giropack.com.

Phone: 93 659 78 16 47
Postal address: c/ Jaume Ribó 35-37 1º B Badalona 08911 to the attention of the Internal Information System Manager.

Grupo GIRÓ guarantees that any person who reports, in good faith or on the basis of a reasonable belief, facts or indications of possible acts of corruption or practices contrary to this Policy, will not suffer any type of retaliation or adverse consequence, directly or indirectly, for exercising this right.

Confidentiality is guaranteed. Any act of retaliation will be subject to investigation and disciplinary action.

4.5. NON-COMPLIANCE

Failure to comply with this Policy may result in disciplinary sanctions in accordance with applicable labour regulations or the termination of non-employment relationships, without prejudice to claims for damages or complaints to the relevant authorities.

4.6. APPROVAL, ENACTMENT AND UPDATES

This Policy has been approved by the CEO of Grupo GIRÓ on the date indicated in the heading.

From that moment on, it is fully in force.

This Policy must be kept up to date. For this purpose, it must be reviewed on a regular basis every three years and, on an extraordinary basis, whenever there are changes in the strategic objectives or applicable legislation, with the Criminal Prevention Officer submitting a proposal for amendment for approval.

4.7. DISSEMINATION, TRAINING AND AWARENESS

In order to ensure its dissemination, as well as the understanding and awareness by each and every employee, information sessions will be held to ensure a culture of compliance and integrity aligned with the principles on which this Policy is based.

Training:

- All employees and key personnel at risk of exposure to corruption (e.g., managers, those responsible for business relations and relations with public authorities) must receive specific, periodic and documented training on this Policy, the FCPA, the UK Bribery Act and other applicable international regulations.
- The training will be renewed at least annually and will include additional programmes depending on regulatory changes or transfers to higher-risk positions.
- The Human Capital Department will be responsible for designing and implementing training programmes, generating documentary evidence of development and participation, and keeping the training record up to date.

Dissemination:

- The Anti-Corruption Policy will be available, in an updated version and in applicable languages (including English for U.S. subsidiaries), to all employees and interested third parties.
- Employees and managers exposed to risk will be required to acknowledge and accept in writing the rules contained in the Policy.
- Mechanisms will be adopted to communicate and regularly raise awareness about the main ABAC risks and obligations.

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Meaning of Social Customs:
If a gesture can be considered as a courtesy and not as an attempt to improperly influence a business partner, it is considered socially appropriate and does not give rise to corruption.
When it must be decided, within applicable value limits, whether the offering or acceptance of a gift or courtesy is socially appropriate, the decision should be made on the basis of local practices and the public disclosure test applied: Before giving or accepting a gift, hospitality, or entertainment, consider whether your reputation, that of Grupo GIRÓ, or that of the recipient could be damaged if information about said gift, hospitality, or entertainment were published on the front page of a newspaper. If you believe this act would harm Grupo GIRÓ or the recipient, do not do it.