

CODE OF CONDUCT FOR EMPLOYEES AND ASSOCIATES OF THE PRINCESS OF GIRONA FOUNDATION

This Code of Conduct determines the principles that are to guide the decisions and conduct of the people who form part of the Foundation's teams in undertaking their commitment to the institution's mission and purposes.

Scope of this Code

All those persons directly involved in achieving the Foundation's purposes (hereinafter, "stakeholders"), are bound by this Code, specifically:

- The Foundation team: employees and associates (regardless of their hierarchical level in the organisation and type of contract).

The Foundation's Board of Trustees and management will allocate the necessary resources to promote knowledge of and compliance with the Code.

Obligations deriving from this Code

The Foundation has established a compliance management model derived from this Code for the purposes of identifying, preventing and managing risks of this nature, and of minimising any possible impact resulting from potential non-compliance.

The model's starting point is compliance with the rules applicable to the Foundation's activities. Consequently, the following are considered common obligations shared by all those persons bound by the Code:

- Be familiar with, apply and enforce compliance with legal regulations in all of the Foundation's activities.
- Be familiar with, understand and comply with the Code of Conduct.
- Report any possible breach, suspicion or concern.
- Heed the consequences of any such breach.
- Abide by the Code, expressly confirming the above-stated obligations.
- If they have contacts with the Foundation's other stakeholders and this forms part of their tasks (as may be established), they should make the Code known to them and request their compliance through the accession agreement.

The Foundation's Board of Trustees is ultimately responsible for ensuring compliance with the Code.

The Foundation applies the principle of due control to foster compliance. This means, among other things, that it analyses and manages risks, defines responsibilities and expected behaviours, allocates resources to training in these matters and has in place processes, controls and procedures that enable irregular conducts to be reported, assessed and counteracted. In this respect, the Foundation also ensures that no reprisals are suffered by those who report possible irregular conducts.

The Foundation also has a Code of Conduct for Trustees and Donors of the Princess of Girona Foundation to ensure that their actions are aligned with the spirit and values that the institution wishes to represent. This Code has been drawn up with guidance from the Finance and Administration Working Group and was approved by the Auditing and Compliance Committee and by the Board of Trustees on 14 December 2016.

Principles of the Code of Conduct for Employees and Associates

The Foundation's main objective is to work for young people in all those aspects that are critical for their future.

The FPdGi is a private foundation formed by civil society entities in Girona in 2009, supported by private patrons and whose Honorary Chairman is His Majesty King Felipe VI on behalf of his daughter Princess Leonor.

The FPdGi aspires to be a national benchmark in supporting young people in their professional and personal development, placing particular interest in detecting talented young people who can act as contemporary role models for other young people, launching programmes to improve employability and educational innovation in teacher training.

The people who work with the Foundation must be committed to social action and show interest in supporting and fostering a more transparent third sector. As employees or associates, they must be aligned with the principles and values associated with respect for human rights, observance of the International Labour Organisation's conventions and respect for the environment.

The people who work with the Foundation will comply at all times with current legislation, and their attitude and conduct will reflect the principles of good repute and standing, credibility and public track record.

The Foundation has established cross-functional principles of conduct and action that it considers to be especially important, and which must guide the behaviour of the people who are members of the Foundation's teams:

Show exemplary behaviour

This means: protect the Foundation's reputation in all your public and private acts and set an example of rigour, responsibility, ethics and professionalism.

Act objectively and independently

This means: be upright and objective when making decisions, acting with independence, and preventing interests outside of those of the Foundation from interfering with decisions and actions. Inform the institution of any conflict of interest, whether real or perceived.

Know and comply with the rules

This means: act in accordance with this Code of Conduct and the other internal and external rules on which it is grounded and developed. Request help when in doubt, using such procedures that the Foundation may establish.

Safeguard information

This means: prevent use and dissemination of the Foundation's non-public information, obtained through your relationship with the institution.

Report irregularities

This means: using the channel created for this purpose, inform the Foundation of those irregularities or breaches of the Code that may come to your knowledge.

Act with loyalty in the institution's best interests

This means: act in accordance with the Foundation's purposes and nature and the universal values it represents and fosters.

Collaborate in compliance

This means: comply with compliance requirements.

Be answerable for the decisions made

This means: provide reasoned evidence, when asked to do so, that the decisions made have followed the Foundation's policies, processes and controls.

Uphold the Foundation's reputation in dealings with third parties

This means: have adequate knowledge of the parties with which you have dealings to avoid jeopardising the Foundation's reputation.

Protect people's rights, and particularly young people's rights

This means: guard against any possible violation or abuse of people's rights — and, in particular, those of minors— that may take place within the framework of the Foundation's activities.

DISSEMINATION PROCEDURE AND ACTIONS IN THE EVENT OF POSSIBLE BREACHES

Dissemination and adherence

The Foundation will communicate and disseminate this Code of Conduct among its employees and associates. Everyone joining the Foundation must formally undertake to abide by it.

The Foundation may ask employees and associates to formally confirm in writing their compliance with the Code at periodic intervals. This compliance may also be included in training, in performance assessments and in evaluations of potential candidates or third parties.

No one, regardless of their hierarchical level or position, is authorised to ask an employee to contravene the content of this Code. Neither can practices contrary to the Code be justified on the grounds of obeying an order from a superior or ignorance of this Code.

Any person is authorised to report any breach or violation of the conducts included in this document.

Actions in the event of possible breaches

With the goal of identifying, preventing and managing potential risks arising from inadequate behaviours or breaches of the Code, a compliance model has been established whose basic lines are defined in this procedure.

The Foundation has established a compliance structure aimed at ensuring adequate dissemination of and compliance with the Code, and also at fostering good practices and preventing, detecting and eradicating irregularities.

Support from the Board of Trustees: Auditing and Compliance Committee

The Auditing and Compliance Committee has the Board of Trustees' mandate to ensure implementation of the Foundation's compliance model.

In compliance matters, the Committee has the responsibility of supervising internal control, providing a communication channel for requesting or providing information about the Code's compliance, handling the reports and queries received in order to coordinate their resolution, and ensure their diligent follow-up.

The Committee will periodically inform the Board of Trustees about the reports received and their resolution and, in general, about the Foundation's ethical culture.

The Auditing and Compliance Committee will ensure confidentiality in the processing of reports and will not accept any form of retaliation against employees who, in good faith, report alleged breaches. It will also guarantee respect for the rights of the people implicated in the reports and will investigate the possible breaches thoroughly, independently and impartially in order to ensure their veracity.

With the use of this procedure, people are reminded that imputing occurrences knowing them to be false or with reckless disregard for the truth may lead to criminal or civil liabilities in the terms provided in current legislation.

The Auditing and Compliance Committee's decisions as regards the reports received of breaches of the Code will be duly substantiated and justified.

The Auditing and Compliance Committee may request assistance from anyone in the Foundation, and also request outside advice to analyse and resolve the queries and reports received.

Ethics Mailbox

The Foundation has created a reporting channel called *Ethics Mailbox*. This is a transparent, confidential mailbox that can be used by the Princess of Girona Foundation's employees, and also by any person or organisation outside of the Foundation, to report conducts that may imply performance of an irregularity or any act that is contrary to law or the rules of the **Code of Conduct for Trustees and Donors** and the **Code of Conduct for Employees and Associates**, implemented by the Princess of Girona Foundation.

The Ethics Mailbox can be accessed from the FPdGi website, in the section on "Financial information and transparency", using a form. The requests will be forwarded to the President of the Auditing Committee, which will be the body responsible for handling and answering the requests. In any investigation, the investigated individuals' rights to privacy, defence and presumption of innocence will be upheld.

The reports and queries will be confidential and nominative to expedite their resolution and will be studied and processed confidentially. The data of the parties involved will be handled in accordance with the provisions of the Personal Data Protection legislation in force at any given time.

Disciplinary measures

Any breach of the Code's provisions will be evaluated in accordance with internal procedures and applicable legislation. When a breach is identified, the Auditing and Compliance Committee will decide on the application of preventive and/or disciplinary measures, as established in the corresponding agreements or in applicable labour legislation, and if the act is considered contrary to the principles of contractual good faith.

Validity

The Code of Conduct will come into force on the day of its approval by the Auditing and Compliance Committee and will remain in force until its derogation or update is approved.

It will be reviewed and updated every two years and, if applicable, the necessary policies, processes and controls will be reviewed, updated or implemented. In this respect, the suggestions and proposals received from employees and the ethics and compliance undertakings made by the Foundation will be taken into account.

The Auditing and Compliance Committee is committed to guaranteeing effectiveness of the Foundation's ethics and compliance model and to updating its content as often as may be deemed necessary to ensure its alignment with current issues on the subject.