

Code of Conduct and responsible practices

CORPORATE COMPLIANCE SYSTEM

APPROVAL AND AMENDMENTS

| | |
|------------------|---|
| Version number | 2 |
| Approved by | Joint administrators |
| Person in charge | Head of the SII |
| First approval | January 2022 |
| Second approval | October 2025 |
| Amendments | <p>October 2025: Policy update includes:</p> <ul style="list-style-type: none"> • Adjustments under Law 2/2023, of 20 February, on the protection of individuals reporting regulatory breaches and the fight against corruption. • Outsourcing of the ethics channel (whistleblower software) and updating the available channels to report irregularities. • Appointment of the new Head of the SII and adapting to the requirements of the UNE 19601:2025 and UNE-ISO 37001:2025 standards. |

Table of Contents

| | |
|--|-----------|
| Letter from Senior Management | 4 |
| 1. Introduction | 5 |
| 1.1. Context of the organization | 5 |
| 1.2. Organizational chart | 5 |
| 1.3. Purpose | 6 |
| 1.4. Scope | 6 |
| 1.5. Vision | 6 |
| 2. Ethical principles and relationship with stakeholders | 7 |
| 2.1. Respect for human and labor rights | 7 |
| 2.2. Respect and protection of the environment | 8 |
| 2.3. Zero tolerance for fraud and corruption | 9 |
| 3. Our employees | 10 |
| 3.1. Selection and evaluation | 10 |
| 3.2. Responsibilities | 10 |
| 3.3. Conflict of interest | 10 |
| 3.4. Accuracy and honesty in maintaining books, records and accounts | 11 |
| 3.5. Assets and property | 11 |
| 3.6. Confidential information | 11 |
| 4. Relationship with third parties | 12 |
| 4.1. Customer relations | 12 |
| 4.2. Relations with public administrations | 12 |
| 4.3. Suppliers | 12 |
| 4.4. Competitors | 12 |
| 5. Services | 13 |
| 6. Health and safety | 13 |
| 7. Internal Information System ("SII") | 14 |
| 7.1. Conflict of interest and incompatibility | 15 |
| 7.2. Prohibition of reprisal and whistleblower protection measures | 15 |
| 8. Disciplinary regime | 16 |
| 9. Code dissemination and continuous improvement | 17 |
| 10. Questions and suggestions | 17 |

Letter from Senior Management

At BARCELONESA GROUP we are committed to ethics, transparency and continuous improvement. Since 2022, we have implemented a **Corporate Compliance System** to ensure the highest standards of integrity and compliance.

This **Code of Conduct** is an essential part of that system. It applies to all individuals who work with us and to third parties acting on our behalf. It must guide our decisions and conduct, with zero tolerance for bribery and corruption and respect for people and the law, health and safety, the environment, fair competition, confidentiality and proper management of conflicts of interest.

Our externally managed **Internal Information System (SII)** or Ethics Channel ensures confidentiality, allows for anonymous reporting when appropriate, and prevents reprisal. Please report in good faith any violations of the Code, our policies, or applicable regulations.

Adherence to the Code implies accepting these principles and protecting the reputation of BARCELONESA GROUP. Failure to comply with it may lead to disciplinary measures under the applicable labor and collective bargaining regulations.

Thank you for your commitment and professionalism.

Sincerely,

Enric and Albert Collell Galcerán

Joint Administrators

1. Introduction

1.1. Context of the organization

JOAN COLLELL PASCUAL S.L., as well as all the companies directly or indirectly dependent on it ("BARCELONESA GROUP" or the "Group"), is a business group based in Cornellà de Llobregat (Barcelona), dedicated to distributing, formulating, packaging and logistics of chemical products and specialities, with a consolidated position in the Iberian market and international presence through different companies and operational centers.

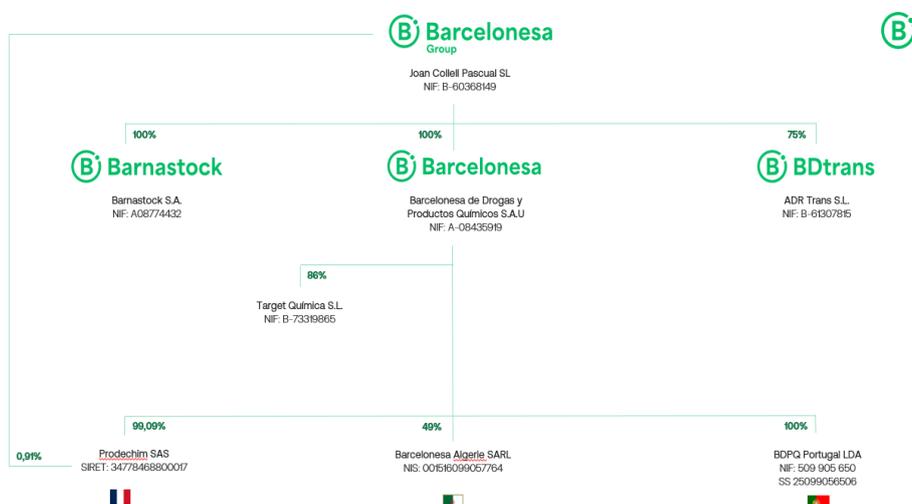
Its business model combines advanced logistics capabilities with value-added services (blending, packaging, conditioning and tailormade solutions), a strong technical-commercial focus by sectors and regulatory management aligned with the highest standards of safety, quality and compliance.

Throughout its history, the Group has evolved from primarily distributing products to becoming a comprehensive platform of chemical solutions, scaling its technical services, investing in facilities with high regulatory requirements and building lasting relationships with global manufacturers and multi-sector industrial customers.

This process has involved progressive implementation of certified management systems, standardization of critical security processes and professionalization of the regulatory compliance function, with the approval of a Code of Conduct, the deployment of an external and confidential Internal Information System and the implementation of specific anti-corruption, competition, telematic and anti-money laundering policies.

1.2. Organizational chart

BARCELONESA GROUP is organized as follows:



1.3. Purpose

The purpose of this Code of Conduct is (i) to set professional, ethical and responsible behavior standards that must guide all employees, suppliers, associates and other individuals or legal persons related to the Group in the performance of their professional activity; (ii) to prevent criminal and illicit behavior in the performance of their professional activity; and (iii) establish the necessary monitoring and control mechanisms to ensure compliance.

1.4. Scope

The scope of application encompasses the directors of BARCELONESA GROUP, the individuals they appoint to represent them in the exercise of their position, professionals and related third parties such as suppliers or business partners, who are required to commit to uphold the values, principles and guidelines of conduct of the BARCELONESA GROUP, regardless of their hierarchical level, geographical location or functional reporting lines and the specific Group company to which they provide their services or with which they have a contractual relationship.

1.5. Vision

Our vision is to be a sustainable and responsible business benchmark, putting integrity at the heart of every decision. We aim to create lasting value for customers, employees, suppliers and communities through a culture of transparency, respect for human rights, occupational health and safety, diversity and inclusion, and environmental protection. We are committed to rigorously complying with the law and the highest ethical standards, preventing corruption and conflicts of interest, and fostering innovation and continuous improvement as ways to build trust, operational excellence, and a positive impact on society.

2. Ethical principles and relationship with stakeholders

This Code of Conduct is one of the main elements of our Sustainability and Corporate Social Responsibility ("CSR") management and is the channel for developing the core corporate principles of perseverance, versatility and professionalism of BARCELONESA GROUP.

This Code is inspired by and aligned with the main international standards and principles of responsible business conduct, including the UN Global Compact, ILO Core Conventions, the UN Guiding Principles on Business and Human Rights, and the OECD Guidelines for Responsible Business Conduct in areas such as labor rights, environment, corruption and human rights. Specifically, we refer to the following:

- UN Global Compact: United Nations initiative that promotes ten universal principles of human rights, labor, the environment and the fight against corruption.
- Responsible Care: voluntary chemical industry program to continuously improve the safety, health, and environmental sustainability of its operations.
- OECD: guidelines for responsible business conduct in areas such as labor rights, the environment, corruption and human rights.
- EcoVadis: sustainability rating platform that evaluates companies in key areas such as the environment, labor practices, ethics, and sustainable procurement.
- ILO Standards: a set of conventions and recommendations that establish fundamental labor rights such as freedom of association, elimination of forced labor and non-discrimination.
- Directive (EU) 2024/1760 of the European Parliament and of the Council of 13 June 2024 on corporate sustainability due diligence: European regulations that require companies to identify, prevent and mitigate adverse impacts on human rights and the environment in their value chain.
- ISO 20400: an international standard that provides guidelines for integrating sustainability into the supply chain.
- ISO 26000: international guidelines on social responsibility for organizations, including areas such as human rights, labor practices, and community development.

Likewise, BARCELONESA GROUP considers the frameworks and good practices recognized in the chemical sector to the extent that they are applicable.

2.1. Respect for human and labor rights

BARCELONESA GROUP is committed to upholding the ten universally agreed principles of the United Nations Global Compact on due diligence in human rights, labor, the environment and anti-corruption in all its business activities.

It is committed to implementing human rights due diligence by identifying, preventing, and mitigating possible negative impacts on people, in its own activities and supply chain. To this end, it has different mechanisms, including a whistleblowing channel and a sustainable purchasing policy.

The Group upholds freedom of association and the right to collective bargaining, as well as non-discrimination in employment and occupation, eliminating forced labor, and rejecting child labor—fundamental principles for responsible commercial activity.

The Group is also committed to complying with the principles of the International Labour Organization on

non-discrimination, human trafficking prohibition, modern slavery, fair wages, free association and the elimination of forced labor.

In this context, child and forced labor are strictly prohibited; no type of child labor, forced or slave-like labor is allowed. Suppliers must confirm that employees meet the minimum age as defined in the relevant laws of their country of origin and ensure that all forms of work are voluntary. Special attention must be paid in situations of vulnerability, including women and children.

With regard to fair and dignified salary conditions, BARCELONESA GROUP requires third parties to guarantee fair remuneration, sufficient to cover basic needs of employees and their dependents. At least, legal wages or those established by collective agreements must be respected, without discrimination based on gender, origin or any other personal circumstances.

BARCELONESA GROUP supports equality and non-discrimination based on race, nationality, social origin, age, gender, marital status, sexual orientation, ideology, political opinions, religion or any other private or public circumstances of individuals.

In addition, it supports equal treatment between men and women in terms of access to employment, training, professional promotion and working conditions, according to the needs of each job at any given time.

BARCELONESA GROUP firmly opposes any form of violence and any physical, sexual, psychological, moral or other harassment, abuse of authority at work and any other conduct that may create an intimidating or offensive environment for the personal rights of its professionals.

Specifically, the Group promotes measures to prevent sexual harassment and harassment based on gender.

BARCELONESA GROUP upholds human rights and integration into its environment and specific market, and it participates in business, social and institutional life.

2.2. Respect and protection of the environment

BARCELONESA GROUP complies with the environmental legislation, rules and regulations applicable in all the countries where it carries out business activities, as well as the Group's operating and environmental policies and procedures.

Specifically, BARCELONESA GROUP undertakes to carry out:

- Efficient use of energy, water and raw materials;
- Emissions reduction;
- Waste management and circularity;
- Safe management and treatment of chemicals;
- Impact reduction on biodiversity, especially with regard to the supply chain;
- Compliance with applicable legislation and other environmental requirements. In particular, considering the specific industry, ensure the proper and safe management of hazardous substances in accordance with applicable regulations (including REACH and GHS);
- Measures to prevent emissions, discharges, and exposures that may be detrimental to individuals or the environment;

- Staff training to understand their responsibility in environmental matters; and
- Implementation of an environmental management system.

This commitment includes:

- Informing all employees and suppliers of the content of the Environmental Policy.
- Using analysis and optimization to achieve greater environmental protection and prevent pollution.
- Taking steps to measure and reduce greenhouse gas (GHG) emissions in its own operations and, if possible, in the products and services offered to Barcelona.
- Managing waste in a safe and environmentally friendly manner, adopting any measures to prevent polluting discharges into soil, water or atmosphere, as well as promoting the reduction, reuse and recycling of waste whenever possible. The same commitment must be fulfilled by third parties.
- Monitoring compliance with legislation and other applicable requirements.
- Complying with waste, discharge and emissions management regulations
- Raising awareness and training employees whose activity has a significant impact on the environment; and
- Complying with the law and zero tolerance for crime.

Compliance with local, national and international laws wherever it carries out its business activities is of vital importance to BARCELONESA GROUP, as breaching laws and regulations can lead to serious consequences: prison sentences, fines and reputational damage.

Therefore, all BARCELONESA GROUP executives must familiarize themselves with the main laws, directives and business policies relevant to their area of responsibility. A thorough understanding of applicable company laws and policies is particularly important for managers who, by virtue of their specific duties or the position to which they have been appointed, are responsible for ensuring that the Group and its employees comply with such laws and directives.

Whenever there is uncertainty regarding the legality of a decision, the Group's Compliance Officer must be contacted.

2.3. Zero tolerance for fraud and corruption

BARCELONESA GROUP states its commitment to preventing crime and fraud and, in particular, any irregular practices in its commercial relations with customers, suppliers, competitors, authorities, etc., including those relating to money laundering.

Any fraudulent conduct is prohibited, regardless of whether it affects the Group's assets or those of third parties. Appropriate control measures must be put in place to prevent any fraudulent activity (e.g., fraud, embezzlement, theft, misappropriation, tax evasion or money laundering).

BARCELONESA GROUP prohibits all forms of bribery in the public and private sectors. The Group allows hospitality and business expenses, when provided in good faith and within reasonable limits, as a courtesy or for product or service presentation purposes.

However, the BARCELONESA GROUP Anti-Corruption Policy prohibits offering or accepting favors when they are intended to obtain or grant improper advantages, especially from public officers.

3. Our employees

3.1. Selection and evaluation

BARCELONESA GROUP selects and promotes its employees based on their individual and collective abilities, as well as their professional performance.

BARCELONESA GROUP supports equal opportunity and prohibits discrimination on the grounds of race, nationality, social origin, age, sexual orientation, gender, marital status, ideology, political opinion or religion, tailoring opportunities to job requirements at all times.

3.2. Responsibilities

BARCELONESA GROUP employees must follow these behavior guidelines:

- (i) Focus solely on professional matters during working hours in the best interest of the Group.
- (ii) Avoid attitudes that may be considered, directly or indirectly, harassment or intimidation and report to the Group any such conduct.
- (iii) Avoid activities that may be considered, directly or indirectly, illegal or corrupt.
- (iv) Support free and fair competition.
- (v) Treat others with respect and consideration.

3.3. Conflict of interest

The members of BARCELONESA GROUP must avoid any situation that may give rise to a conflict of interest between their personal interest, or those of related individuals, and the Group's interest.

In relation to possible conflicts of interest, employees will follow these general principles of action:

- a) Independence:** always act professionally and loyally to BARCELONESA GROUP and its shareholders, putting the Group's interest before personal or third-party gain.
- b) Abstention:** refrain from interfering or influencing decision-making that may affect BARCELONESA GROUP, from attending meetings in which such decisions are made and from accessing confidential information related to the conflict.
- c) Communication:** report conflicts of interest or possible conflicts of interest in writing to the immediate supervisor and the Compliance Officer.

The same applies to current and potential customers and suppliers.

3.4. Accuracy and honesty in maintaining books, records and accounts

BARCELONESA GROUP employees must follow the principle of information transparency. All operations and management must comply with internal controls and not avoid them.

3.5. Assets and property

Employees must protect all business assets, including intellectual property, electronic media, equipment, funds, products and services, and encourage their efficient and legitimate business use.

Its reputation is one of the most valuable assets of the BARCELONESA GROUP. All employees must act responsibly and avoid any actions that may damage it. They must comply with current legislation and the Group's internal rules.

3.6. Confidential information

Employees must protect BARCELONESA GROUP's confidential information, business information and trade secrets they may have access to, and they may not use it for personal gain or that of third parties.

Likewise, employees must not disclose personal information of BARCELONESA GROUP's staff, customers, suppliers or associates without their explicit consent or legal authorization. Personal data may only be processed as provided by law or contract.

4. Relationship with third parties

4.1. Customer relations

BARCELONESA GROUP is a customer-focused company that values long-term relationships. The Group's commitment is to deliver the best high-quality service to its customers.

4.2. Relations with public administrations

Interactions with public administrations must have the highest standards of transparency, honesty and integrity. BARCELONESA GROUP employees, whether acting directly or indirectly, are prohibited from offering, granting, or seeking to obtain any unjustified advantages or benefits intended to obtain a benefit for the Group, for themselves or for a third party.

In particular, they may not give or receive any type of bribe or commission from any other party involved such as officials or staff of other companies or political parties, customers, suppliers or shareholders.

4.3. Suppliers

BARCELONESA GROUP employees must select and hire suppliers based on an objective and impartial assessment and avoid entering into a conflict of interest or favorable treatment in their selection.

Suppliers must comply with the Group's ethical principles in their dealings with it and be familiar with and respect at all times the provisions of this Code of Conduct.

4.4. Competitors

BARCELONESA GROUP will comply with antitrust regulations and avoid any conduct that constitutes or may constitute collusion, abuse or restriction of competition.

5. Services

BARCELONESA GROUP is fully committed to complying with all applicable laws, regulations, regulations, registrations and other requirements in force locally and worldwide in the countries where it operates.

The Group's interaction with customers, regulators and certification bodies must be proactive and transparent at all times.

6. Health and safety

BARCELONESA GROUP implements an occupational health and safety program and consistently adopts preventive measures under the legislation in force.

The Group's responsibility is to create working conditions that meet health and safety requirements. Protecting the health and safety of employees in the workplace is a priority for the Group.

BARCELONESA GROUP employees are committed to respecting and complying with the regulations relating to health and safety at work, aiming to prevent and minimize occupational risks.

If an employee becomes aware of an accident or dangerous situation, the Compliance Officer or the Occupational Risk Prevention ("**ORP**") officer must be notified without delay and, if appropriate, take corrective action.

Furthermore, the Group encourages all professionals with whom it engages to uphold its occupational health and safety standards and programs.

7. Internal Information System ("SII")

All BARCELONESA GROUP management and staff must report any suspected or known breach of the law, internal regulations or commitments voluntarily assumed by the organization.

Accordingly, the Group has made available an Internal Information System ("**SII**"), also known as the Whistleblowing Channel, managed by a platform external to BARCELONESA GROUP, therefore ensuring at all times the anonymity of the whistleblower and the confidentiality of the report.

INTERNAL INFORMATION SYSTEM ("SII")

PURPOSE Report inappropriate and irregular behavior

AVAILABLE IN¹ <https://whistleblowersoftware.com/secure/barcelonesagroup-canaldedenuncias>

HEAD OF THE SII* Deputy Director General

Likewise, at the request of the whistleblower, a **face-to-face meeting may be held** with the Head of the SII to explain the facts reported. Consequently, in this regard, in the event of receiving a notification of non-compliance and in the absence of a report by the notifying party, the SII Manager shall be responsible for making said report through the platform enabled for this purpose.

Reports can be both anonymous and identified, and they receive the same treatment and consideration. Whistleblowers who report in good faith will be protected against any type of reprisal. Communications will be, in any case, confidential.

Any communication that seems reasonably and minimally credible will be examined independently and thoroughly, always respecting the rights of both the sender and those mentioned. All data will be handled according to personal data protection laws, ensuring strict confidentiality of users' identities, and guaranteeing no reprisal against anyone involved.

If noncompliance is proven true, the offender will face disciplinary measures that, under the Workers' Statute and the applicable collective agreement, may involve disciplinary dismissal.

To ensure the effective operation of the SII, the Group has approved the procedure for managing the information received ("**SII Protocol**"), which governs the use of the SII and how to proceed in the subsequent investigation of the facts brought to the attention of the organization.

BARCELONESA GROUP encourages all employees, managers and team leaders to act proactively, reporting any potential noncompliance. Likewise, the Group's managers are expected, in addition to the above, to lead by example as the foremost representatives of the principles and values outlined in the Code of Conduct.

¹ BARCELONESA GROUP website > Ethics Channel > Create a new communication

7.1. Conflict of interest and incompatibility

In the event of incompatibility or conflict of interest, i.e. when the individual affected by the information provided is the Head of the SII, the report will be managed either by the Head of Human Resources or by legal counsel. Alternatively, it may be outsourced to a specialized law firm, which will be responsible for initiating the appropriate investigation procedure. Similarly, if the Head of the SII is deemed incompatible to handle a specific matter, it will be removed from all related processes.

7.2. Prohibition of reprisal and whistleblower protection measures

Anyone who reports noncompliance in good faith is protected from any type of reprisal, discrimination, or penalties. No actions will be taken during or after investigation that may harm their professional career or end their employment. The Group will penalize any retaliation against such good-faith whistleblower.

The above prohibition of reprisal will not prevent the adoption of appropriate disciplinary measures if the internal investigation determines that the complaint was knowingly false and made in bad faith.

Reprisal includes any action or omission, direct or indirect, that takes place in a work context, prompted by an internal or external complaint or by public disclosure and that causes or may cause unjustified harm to the whistleblower.

By way of example, and without this being a closed list, the following actions are considered reprisal:

- (i) Suspension of the employment contract, dismissal or termination of the employment or statutory relationship, including non-renewal or early termination of a temporary employment contract after the probationary period;
- (ii) Early termination or cancellation of contracts for goods or services;
- (iii) Any disciplinary measure, demotion or denial of promotions and any other substantial modification of working conditions;
- (iv) Nonconversion of a temporary employment contract into an indefinite one, if the employee had legitimate expectations of being offered permanent work;
- (v) Damages, including reputational harm, financial loss, coercion, intimidation, harassment or ostracism;
- (vi) Negative evaluation or references regarding work or professional performance;
- (vii) Blacklisting or dissemination of information in a certain sectoral area that hinders or prevents access to employment or the contracting of works or services;
- (viii) Denial or revocation of a license or permit;
- (ix) Refusal of training; and
- (x) Discrimination, or unfavorable or unfair treatment.

Actions described in paragraphs (i) to (iv) above are not considered reprisal if they occur as part of the regular exercise of management power, under the applicable labor laws or the regulations governing public employees, and are based on verified circumstances, facts or breaches unrelated to the information reported.

Likewise, article 36 of Law 2/2023 stipulates that an individual whose rights have been violated as a result of the communication or disclosure may, after the two-year period has elapsed, may request the protection of the competent authority. Exceptionally and with proper justification, the authority may extend the period of protection, after hearing the persons or bodies that could be affected (the refusal to extend the period of protection must be justified).

Actions that aim to prevent or hinder the communication and disclosure, as well as those that constitute reprisal or cause discrimination after it is submitted and disclosed under Law 2/2023, will be void and will give rise, where appropriate, to disciplinary measures or liability, including compensation for damages to the injured party.

Prohibition of reprisal will also apply to individuals related to the whistleblower who could suffer retaliation in a work context, including colleagues and family members. Likewise, protection will be extended to those who have helped the whistleblower in the communication process.

BARCELONESA GROUP, acknowledging the purposes of article 20 of the Whistleblowing Directive and article 37 of the Whistleblower Protection Act, will ensure that all its members have access, as appropriate, to the following support measures:

- (i) **Comprehensive and independent information and advice** on the procedures and remedies available to them for compliance, protection from retaliation, and their rights as data subjects;
- (ii) **Effective assistance** on the part of the Head of the Internal Information System, in the event of reprisal;
- (iii) **Legal assistance** in domestic and crossborder judicial and administrative proceedings that may arise as a result of their reporting, in accordance with EU regulations; and
- (iv) **Financial assistance and support measures**, including psychological support after assessment of the circumstances arising from having reported the noncompliance.

Additionally, this applies regardless of any assistance the reporting person may be entitled to under Law 1/1996, of 10 January, on free legal assistance for representation and defense in legal proceedings arising from reporting or public disclosure.

Additionally, this applies regardless of any assistance the reporting person may be entitled to under Law 1/1996, of 10 January, regarding free legal aid for representation and defense in legal proceedings that result from reporting or public disclosure.

8. Disciplinary regime

Noncompliance with this Code may result in disciplinary action, as provided by the collective-bargaining agreement and relevant labor regulations, to ensure the BARCELONESA GROUP Corporate Compliance System's effectiveness.

Depending on their nature and severity, such breaches may be classified as serious or very serious misconduct under article 54 of the Workers' Statute and other applicable regulations.

9. Code dissemination and continuous improvement

The Code of Conduct will be made available and known to everyone linked to BARCELONESA GROUP and will be reviewed and updated periodically.

Any revision or update that entails a significant modification of the Code of Conduct will require approval from the BARCELONESA GROUP governing body.

10. Questions and suggestions

Please remember that if you have any **questions or suggestions** on the interpretation or application of this Code, with respect to the Group's Corporate Compliance System, or any question regarding regulatory compliance, it must be immediately raised with the Compliance Officer by sending it to the following email address: compliance@grupbarcelonesa.com.

However, **reporting** or communicating inappropriate, irregular conduct and conduct likely to violate this Code or the Corporate Compliance System must be reported through the **SII** or **Complaints Channel**.

How to communicate

Corporate compliance questions
and suggestions

compliance@grupbarcelonesa.com

Reporting inappropriate and
irregular conduct

<https://whistleblowersoftware.com/secure/barcelonesagroup-canaldedenuncias>



barcelonesa@barcelonesa.com

barcelonesa.com

The data in this document are based on our knowledge. This information does not imply any warranty. The customer must ensure the content is suitable for its particular purpose. Our products are sold in accordance with our General Conditions of Sale.