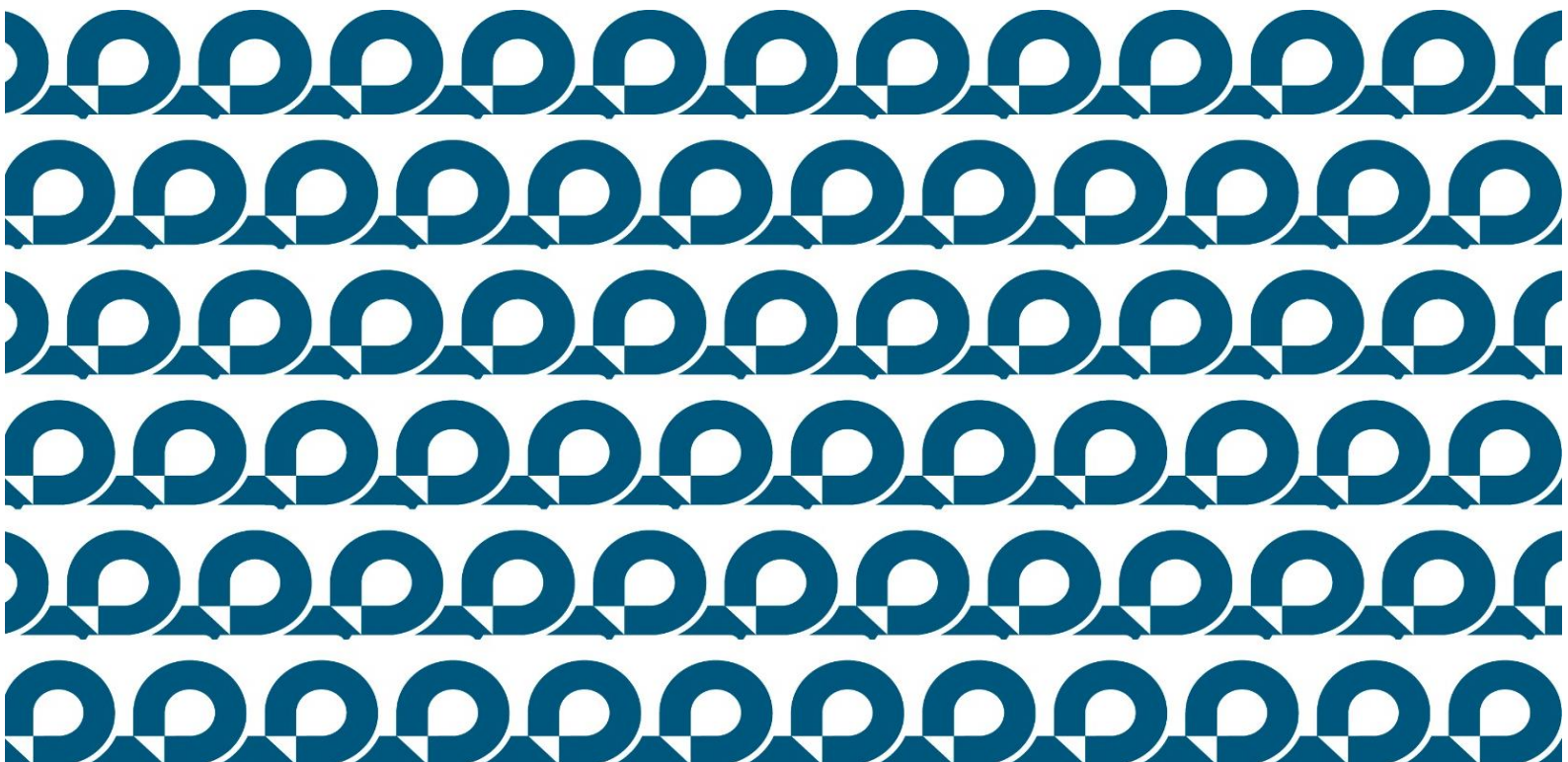




# CORPORATE POLICY FOR THE PREVENTION OF CRIMINAL RISKS IN THE NUEVA PESCANOVA GROUP

*Version 2<sup>nd</sup> approved by the Board of Directors of Nueva Pescanova, S.L., in its Meeting held on 31 May 2019*



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### *Preamble*

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1. The Nueva Pescanova Group is a multinational business group engaged in the fishing, farming, processing and commercialization of seafood products, especially fish and shellfish. It is in its corporate DNA to operate its business in an ethical manner and in accordance with the strictest principles of transparency, honesty and integrity. In this regard, the Nueva Pescanova Group has its own code of ethics and good business practice called "Our Code of Ethics" by means of which a set of guidelines and principles of conduct is established with the aim of ensuring the legal, ethical, honest and responsible behavior of all its professionals.
2. The Code of Ethics of the Nueva Pescanova Group is based on the principle of due control over all the professionals of the Nueva Pescanova Group (directors, administrators, legal representatives, managers, employees and other people that may be under its authority) for the prevention, detection, tackling and resolution of any sort of misconduct (both from a legal and an ethical point of view), all in accordance with the regime of criminal liability of legal persons in force in the legal system of the areas where the Group operates.
3. This Corporate Policy is therefore a result of the decision made by the Board of Directors of the parent company of the Nueva Pescanova Group, Nueva Pescanova, S.L., included in Our Code of Ethics, for the implementation in the Group of crime prevention policies and programs that are effective and dynamic and that establish efficient corporate measures for proper monitoring, supervision and control to prevent, detect and discover crimes and/or misconduct that may be committed in the course of its professional activity, on its behalf or at its request, and for its direct or indirect benefit.

## **CHAPTER I. GENERAL PROVISIONS**

### *Article 1. Objective*

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1. The aim of this Corporate Policy is to develop the Code of Ethics of the Nueva Pescanova Group by establishing measures to prevent its professionals, in the exercise of their duties, from committing an unlawful or criminal act, even when such acts may somehow benefit the Group, at present or in future, directly or indirectly.
2. All the professionals of the Nueva Pescanova Group, regardless of their hierarchical position, role or location, must perform their duties in compliance with the legislation and regulations in force.
3. All the professionals of the Nueva Pescanova Group must know and comply with the legislation applicable to our business area, which is the foundation of the Group's culture of compliance and is protected by the Board of Directors of the parent company of the Group, Nueva Pescanova S.L., its governing and executive bodies and, more specifically, the Compliance Unit.
4. This Corporate Policy is the reference framework for the criminal liability prevention programs that may be implemented in the Spanish or foreign companies of the Nueva Pescanova Group.

### *Article 2. Scope of implementation*

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1. This Corporate Policy must be complied with by all the professionals of the Nueva Pescanova Group.
2. The Nueva Pescanova Group is made up of the Spanish company Nueva Pescanova, S.L. (parent company) and all the Spanish and foreign companies (subsidiaries) controlled, directly or indirectly, by the parent company Nueva Pescanova, S.L.
3. By professionals of the Nueva Pescanova Group we mean every director, manager, representative and employee of the Nueva Pescanova Group, regardless of their location and employment relationship with the company.

*Article 3. Development of this Corporate Policy. Criminal Risks Prevention Programs in the Nueva Pescanova Group*

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1. Criminal Risks prevention in the Nueva Pescanova Group is seen as a global, comprehensive and cross-sectional issue, so all the provisions that make up the Corporate Governance and Compliance Requirements System must ensure the regulatory compliance of all sorts and prevent any misconduct (specially criminal conduct) anywhere in the world where the Nueva Pescanova Group operates or develops its business activity.
2. In order to comply with the specific provisions of the criminal justice systems in force in the countries where the Group operates, this Corporate Policy may be modified locally through the implementation in said countries of criminal risks prevention or corporate compliance programs for the professionals operating in said legal systems.
3. Local criminal risks prevention or corporate compliance programs must always be in accordance with the Code of Ethics of the Nueva Pescanova Group, this Corporate Policy and any other provisions of our Corporate Governance and Compliance Requirements System with regard to crime prevention.
4. The Compliance Unit is responsible, under the supervision, evaluation and review of the Corporate Responsibility and Governance Committee of the Board of Directors of Nueva Pescanova, S.L., for promoting and ensuring the proper implementation of the aforementioned programs wherever it is required by the criminal justice system applicable where the Group operates or wherever it is an effective mechanism for the defense of the interests of the Group, the subsidiary concerned and/or its professionals.

**CHAPTER II. RULES OF CONDUCT FOR THE PREVENTION OF CRIMINAL RISKS IN THE NUEVA PESCANOVA GROUP**

*Article 4. Protection of integrity and physical and moral indemnity*

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1. The Nueva Pescanova Group rejects violence and will punish any manifestations of physical or verbal violence, threats, coercion or extortion, workplace, sexual, psychological or moral harassment, abuse of authority in the workplace and any other conducts that create a disturbing or offensive environment for the physical or moral integrity of its professionals or other third parties with which the company interacts.
2. It is forbidden to engage in any behaviors or practices related to prostitution, sexual exploitation or corruption of minors within the Nueva Pescanova Group.
3. The Nueva Pescanova Group shall protect the life, health and physical and moral integrity of its professionals and third parties providing services to the Group in their facilities or workplaces, by carefully complying with the occupational risk prevention standards applicable in each case and providing the means necessary to ensure the appropriate health and safety measures are complied with.

*Article 5. Defense of fair labor relations*

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1. Under no circumstances will the Nueva Pescanova Group impose on their employees' harmful working or social security conditions that adversely affect, suppress or restrict the rights to which they are entitled according to the legislation, collective agreements or individual contracts that are applicable in each case.
2. The Nueva Pescanova Group will not hire or employ people without registering them with the corresponding Social Security authorities and, where applicable, without having obtained the appropriate authorization or work permit. In the case of foreign workers, the obligations imposed by the applicable labor and aliens laws must be complied with. Any conducts or behaviors related, directly or indirectly, to labor trafficking, fraudulent immigration or the illegal immigration of foreign citizens are strictly prohibited.

3. It is strictly prohibited to engage in any form of forced, compulsory or child labor in the Nueva Pescanova Group, in accordance with the relevant provisions of the Conventions of the International Labor Organization and, more specifically, its Convention 138 on the minimum working age and its Convention 188 on labor rights in the fishing industry.
4. The Nueva Pescanova Group shall not discriminate against employees on grounds of ideology, religion, beliefs, ethnicity, race or nationality, gender, sexual orientation, family situation, illness or disability, being a legal representative of the workers or a trade union, being related to other professionals of the Group or using any of the official languages in the countries where the Group operates.
5. The Nueva Pescanova Group professionals must not prevent or restrict the exercise of the freedom of association or the right to strike by means of deception or taking advantage of those in need. The Nueva Pescanova Group professionals must not coerce other professionals into starting or joining a strike.

#### **Article 6. Protection of personal privacy and corporate's secrets of third parties**

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1. The Nueva Pescanova Group professionals must not, under any circumstances:
  - a. Intercept communications without the consent of their intended recipient or without the express and explicit legal authorization to do so, or use any listening, transmission, recording or playback devices that constitute an infringement of the privacy of other people.
  - b. Obtain, store, disclose, disseminate or transfer information, documents, letters, emails or any other personal data that constitute an infringement of someone's privacy without their written consent, even when one has not participated in obtaining said information but is aware of its illicit origin.
  - c. Access an internal or external information system without being authorized to do so or by breaching the established security measures.
  - d. Use technical devices or technological tools to intercept private transmissions of computer data without being authorized to do so.
2. The Nueva Pescanova Group professionals must not obtain by any means data, written or electronic documents, computer media or other devices to reveal a business secret to a third party or disseminate, disclose or transfer a business secret to a third party if one is aware of its illicit origin even if one has not participated in obtaining them.

#### **Article 7. Prevention of fraud and other conducts**

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1. The Nueva Pescanova Group does not tolerate or allow any form of internal or external fraud.
2. The Nueva Pescanova Group professionals must not, for any reasons:
  - a. Deceive someone into perpetrating an asset disposal to their detriment or to the detriment of third parties.
  - b. Manipulate computers or similar devices for the unauthorized transfer of any assets.
  - c. Develop, install, possess or provide computer programs destined to cause damage the assets of third parties.
  - d. Use debit or credit cards, traveler's checks or the information contained in any of them for any transactions to the detriment of their rightful holder or a third party.
  - e. Alter, copy, duplicate or counterfeit in any way credit or debit cards or traveler's checks.
  - f. Modify, manufacture, introduce, transport, sell, export, or distribute counterfeit or altered currency being aware of its counterfeit nature.



- d. Use assets seized by a public authority, which becomes their guardian, without proper authorization.
- 8. Should a company of the Nueva Pescanova Group become insolvent or be on the verge of insolvency, it is strictly prohibited to engage in any of the following behaviors:
  - a. Concealing, damaging or destroying assets or property that are included, or must be included, in the insolvency estate once the insolvency proceedings begin.
  - b. Transferring company assets or assuming liabilities that are disproportionate to its net worth or its revenue, and that have no justification from an economic or business point of view.
  - c. Carrying out sales operations or providing services for a price below its acquisition or production cost, with no economic justification.
  - d. Simulating third-party credits or validating fictitious credits.
  - e. Participating in speculative businesses, when there is no economic justification for it and is contrary to the duty of care in the management of economic affairs.
  - f. Not complying with the legal duty of keeping accounting records or keeping separate accounting records or committing any other irregularities that are relevant for the understanding of their net worth or financial situation.
  - g. Concealing, destroying or altering documentation before the time limit established by law with regard to document retention.
  - h. Formulating annual accounts or accounting records in a manner contrary to the regulatory legislation on business accounting applicable in each case.
  - i. Favoring any of its creditors through conveying property or issuing debentures destined to pay a non-payable loan or providing a creditor with a security to which they are not entitled.
  - j. Admitting a declaration of creditors insolvency process without legal authorization or the authorization of the insolvency practitioners outside the cases referred to in the insolvency regulations that are applicable in each case, conveying property or issuing debentures destined to pay a creditor at the request of the rest of creditors.
  - k. Submitting, during the insolvency proceedings, false accounting data with the aim of fraudulently having the company declared bankrupt.
  - l. Any other behaviors that may be a serious infringement of the duty of care in the management of the economic affairs of the Group's company affected by the current or imminent insolvency.

#### **Article 8. Protection of the equity interest of treasury and social security**

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It is strictly forbidden for the companies and professionals of the Nueva Pescanova Group to engage, through no act or omission, in the following behaviors:

- a. Fraudulently evading the payment of taxes, withholdings or amounts that should have been withheld or advance payments of tax, or unduly obtaining tax benefits.
- b. Using funds, subsidies or grants from the public administration or a public entity for a purpose other than that for which they were intended, or obtaining said aid through the misrepresentation of the circumstances required for it to be granted, or by concealing the circumstances that would have prevented it from being granted.

- c. Fraudulently avoiding paying Social Security contributions, obtaining undue reimbursement of said contributions or unduly benefit from Social Security deductions.
- d. Obtaining, for oneself or for a third party, social security benefits, its undue extension, or obtaining them by means of knowingly simulating, misrepresenting or concealing the information that must be provided.
- e. Distorting accounting books or records which must be kept in accordance with the applicable tax legislation.

#### **Article 9. Fight against corruption in the public and private sectors**

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1. It is strictly and absolutely forbidden for the professionals of the Nueva Pescanova Group to offer or give donations, gifts, rewards or payments of any sort to the public authorities and officials (or people exercising public functions) in view of their position, or to get them to commit an unlawful act or to perform, speed up, disregard or delay their duties or to improperly influence others.
2. Any displays of hospitality, courtesy or protocol formality that a professional of the Nueva Pescanova Group intends to do to a public authority or officer must be previously approved in writing by his/her superior who, in case of doubts about what is admissible or not, must contact the Director of the Compliance Unit and, in all cases, comply with the transparency rules and other codes of conduct relating to public service that are applicable in that particular case. If there were still any doubts about whether said behaviors are admissible or not, it might be necessary to discuss this with the appropriate public authority or official in order for them to decide on their admissibility and adequacy.
3. The Nueva Pescanova Group professionals must not, under any circumstances, offer, promise or confer an undue advantage, pecuniary or of any other nature, to a public authority or official with the aim of obtaining or securing a contract, business or any other competitive advantage to carry out international economic activities.
4. Similarly, the Nueva Pescanova Group professionals must not, under any circumstances, persuade an authority or public official by taking advantage of a personal relationship with them or with any other public official or authority, with the aim of obtaining a resolution that may bring direct or indirect economic benefit for said professionals or the Nueva Pescanova Group.
5. The professionals of the Nueva Pescanova Group are strictly prohibited from undertaking any kind of participation, cooperation, collaboration, influence, or complicity with a public authority or official in behavior with may imply embezzlement, disloyal administration, or misappropriation of public funds or assets owned by a public administration or public company.
6. It is forbidden for the companies of the Nueva Pescanova Group, as well as its professionals when they are acting on their behalf or on behalf of the Group, to make donations to political parties or electors federations, coalitions or associations, or to participate in entities or organizations aimed at the funding of said groups.
7. It is forbidden for any professional of the Nueva Pescanova Group to promise, offer, or confer to the professionals of a third party or private organization a benefit or advantage of any nature without a valid justification, in return for an undue favor to the Group to the detriment of other competitors in the buying and selling of goods, the contracting of services or, in general, in trade relations. Likewise, the professionals of the Group, exercising their duties, are prohibited from receiving, requesting, or accepting any unjustified benefit or advantage of any kind, or the offer or promise of obtaining it, from a third party in order to unduly favor said third party in the acquisition or sale of merchandise, or in the contracting of services or in trade relations with the Nueva Pescanova Group..
8. The Nueva Pescanova Group professionals must comply with the provisions on the prevention of corruption in the public and private sectors (especially in terms of gifts, invitations and hospitality gestures and in terms of the relations with the public sector) contained in Our Code of Ethics, in the



Corporate Policy on Travel Expenses and Representation in the Nueva Pescanova Group and in the Corporate Procurement Policy.

#### **Article 10. *Prevention of money laundering and terrorism financing***

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1. The Nueva Pescanova Group professionals must not, under any circumstances, purchase, possess, transform or transfer goods if they are aware, or it is easy to conclude given the circumstances, that said goods have their origin in criminal activities. They also must not, by any means, try to conceal or hide its illicit origin, or help those who committed or took part in the criminal activity to avoid the legal consequences of their illicit acts.
2. It is also absolutely and strictly forbidden to obtain, purchase, possess, use, transform or carry out any activities with assets or securities of any sort with the aim of using them, or with the justified suspicion that they will be used, as a whole or in part, for terrorist groups or its members, as well as for any other act of collaboration with the activities or objectives of a terrorist group or its members.
3. The Nueva Pescanova Group professionals must strictly comply with the restrictive economic, commercial and financial measures resulting from the imposition of sanctions by international or national organizations (sanctions by the United Nations, European Union or a national authority) against the States, non-state entities or individuals.

#### **Article 11. *Respect for appropriate spatial land use planning and the environment***

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1. The Nueva Pescanova Group must not, in any case, promote urbanization or construction works on undeveloped land or land destined to build roads, green areas, public properties or areas that have been legally or administratively recognized for their scenic, environmental, artistic, historic or cultural value or that are considered to be special protection areas.
2. It is also forbidden to carry out any sort of business, industrial, fishing or aquaculture activities, or other activities when they are contrary to the environmental laws applicable in each case, especially in terms of polluting discharges and emissions, radiation, waste transport and management, sustainability and the balance of natural ecosystems.

#### **Article 12. *Protection of public health***

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1. It is strictly and absolutely prohibited to use the assets, facilities, equipment, workplaces or vessels of the Nueva Pescanova Group to grow, manufacture or traffic toxic drugs, narcotics or psychotropic substances, possess them or engage in any other behaviors that may promote or enable drug use.
2. The Nueva Pescanova Group will not use, import, provide or store prescription drugs, for human or veterinary use, that do not comply with the authorization required by the applicable legislation, or that do not have the documents of compliance required by law, or that are deteriorated, expired or do not comply with the technical and legal requirements concerning its composition, stability or efficacy.
3. In the Nueva Pescanova Group it is absolutely and strictly prohibited to:
  - a. Put food products on the market while not complying with or altering the requirements established by the applicable laws and regulations governing expiry or composition requirements.
  - b. Manufacture or commercialize products that have harmful effects on human health.
  - c. Traffic with deteriorated goods.
  - d. Manufacture products whose use or consumption has not been authorized, where applicable, by the relevant authorities.
  - e. Commercialize, conceal or take away goods that were destined to be disabled or disinfected.

- f. Alter products destined for the food market with additives or other unauthorized substances.
- g. Administer unauthorized substances, or substances at higher doses or for purposes other than what was authorized to fishery species.

### CHAPTER III. COMPLIANCE CHANNEL

#### *Article 13. Inquiries and Non-Compliance Claims*

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1. All the Nueva Pescanova Group professionals can send their inquiries about the scope, content, and interpretation of this Corporate Policy and/or the criminal risks prevention programs that may be implemented in the companies of the Group, through our Compliance Channel, in accordance with the provisions of the Regulations and the Privacy Policy of the Compliance Channel, accessibly through the Compliance Intranet.
2. All the Nueva Pescanova Group professionals accept and have an obligation to inform the Compliance Unit, by filing a claim through the Compliance Channel, of any non-compliance with this Corporate Policy or the criminal risks prevention programs that may be implemented in the companies of the Nueva Pescanova Group that they are aware of.
3. It will be the responsibility of the Compliance Unit to receive, process, investigate, and resolve the Inquiries and Non-Compliance Claims submitted through the Compliance Channel, in the terms set forth in the Regulations and the Privacy Policy of the Compliance Channel.

### CHAPTER IV. CONTROL, EVALUATION AND REVIEW

#### *Article 14. Control*

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1. It is the responsibility of the Compliance Unit, in accordance with the provisions of Our Code of Ethics and its internal operating rules, to control the implementation, development and compliance with this Corporate Policy in the entire Nueva Pescanova Group, as well as to ensure and coordinate the implementation of criminal risks prevention programs in those Spanish and/or foreign companies of the Nueva Pescanova Group where their implementation is required by the criminal legislation in force, or where it is advisable or appropriate for the Group in order to better defend itself in the event of crimes committed within it, on its own account and for its direct or indirect benefit.
2. The Compliance Unit, in the terms set forth in its Internal operating rules, will have the power of initiative and control necessary to supervise the functioning, efficacy and compliance with this Corporate Policy, and ensure that the criminal liability prevention programs are suitable for the needs and circumstances of each of the companies of the Nueva Pescanova Group.
3. Similarly, the Compliance Unit will ensure that the disciplinary systems applicable in each case properly punish non-compliance with this Corporate Policy or any criminal risks prevention programs that may be implemented in the Group.

#### *Article 15. Evaluation*

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1. Every year, the Compliance Unit will evaluate the compliance with and efficacy of this Corporate Policy and the criminal risks prevention programs of the Nueva Pescanova Group.
2. Said evaluation of the degree of compliance with this Corporate Policy and the criminal risks prevention programs will be included in its Annual Activity Report, in accordance with the provisions of Our Code of Ethics and its Internal operating rules.

#### Article 16. Review

The Corporate Responsibility and Governance Committee will keep this Corporate Policy under regular review and make suggestions to the Board of Directors of Nueva Pescanova S.L about the modifications and updates that may contribute to its development and continuous improvement, addressing, where applicable, the suggestions and proposals made by the Compliance Unit to the Committee.

### CHAPTER V. FINAL PROVISIONS

#### Article 17. Dissemination, training and communication

It is the responsibility of the Compliance Unit to promote, in collaboration with the Corporate Directorates of Development and Training and of Communication, the appropriate dissemination, training and information activities to ensure that all the professionals of the Nueva Pescanova Group are aware of this Corporate Policy and any possible criminal risks prevention programs that may be implemented in the companies of the Group.

#### Article 18. Approval, validity and amendments

1. This Corporate Policy was approved by the Board of Directors of Nueva Pescanova S.L. at the request of its Corporate Responsibility and Governance Committee, during a meeting held on 21 March 2018 and it will come into force for the entire Nueva Pescanova Group from the moment it is effectively communicated to the group through an electronic notification sent by the Compliance Unit.
2. Any amendment to this Corporate Policy must be approved by the Board of Directors of Nueva Pescanova, S.L., at the request of its Corporate Responsibility and Governance Committee, including said amendments in the Control table of amendments of the following article, the last version approved by the Board of Directors being the version in force at all times.

#### Article 19. Change control

Version	Summary of changes	Person/body proposing the change	Body approving the change	Date of approval of the change
v_1	Initial approval of this Corporate Policy	Corporate Responsibility and Governance Committee	Board of Directors of Nueva Pescanova, S.L.	03/21/2018
v_2	Adaptation of this Corporate Policy to the amendments introduced by Organic Law 1/2019, dated February 20, and incorporation of references to new corporate regulations	Corporate Responsibility and Governance Committee	Board of Directors of Nueva Pescanova, S.L.	05/31/2019

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