



**Criminal Compliance Policy**  
**FRENOS SAULEDA**

<b>Important information about this document</b>	
<b>Document identification</b>	Criminal Compliance Policy
<b>Territorial scope</b>	National and international.
<b>Persons or entities subject to the policy</b>	FRENOS SAULEDA, and its business partners
<b>Superseded policies</b>	None
<b>Revoked policies</b>	None
<b>Related policies</b>	Code of Ethics and Conduct; Internal Information System Policy; any other compliance-related policies and procedures.
<b>Oversight responsibility</b>	Ethics and Compliance Committee
<b>Approval date</b>	September 06, 2024
<b>Effective date</b>	September 15, 2024
<b>Review date</b>	
<b>Amendment date</b>	



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## 1. Purpose of FRENOS SAULEDA Criminal Compliance Policy.

**FRENOS SAULEDA** is firmly committed to managing its legal and regulatory obligations across all countries where it operates, acting proactively, responsibly, and consistently.

As part of this commitment, it has implemented a **Criminal Compliance Management System (CCMS)** to identify and manage legal risks of a criminal nature and to provide resources to ensure that its governing body, senior management, employees, and, where applicable, its business partners, are aware of their legal obligations and contribute, within their roles, to fostering a culture of ethics and sustainability within **FRENOS SAULEDA**.

To demonstrate this commitment, **FRENOS SAULEDA** has developed this Criminal Compliance Policy, which serves as the cornerstone of its **CCMS**, outlining specific responsibilities and commitments undertaken by **FRENOS SAULEDA**.

This document will establish:

- The scope of the **CCMS**.
- Risk and conduct parameters.
- Organizational measures and compliance functions within **FRENOS SAULEDA**.
- Obligations concerning communication regarding the system's operation.
- Obligations concerning the availability of reporting channels for misconduct or irregularities.
- Consequences of non-compliance with the **CCMS** requirements and conduct parameters.
- Criteria for reviewing and updating the Criminal Compliance Policy.

## 2. Scope of the Criminal Compliance Management System (CCMS).

The CCMS applies to:

### 2.1 Subjective scope.

The **CCMS** applies to activities carried out by:

- Shareholders and Board Members of **FRENOS SAULEDA** or any affiliated entities.
- Executives and senior management of **FRENOS SAULEDA**, in fulfilling their contractual duties.
- Employees under contract with **FRENOS SAULEDA** in their roles.
- Business partners of **FRENOS SAULEDA**, where their contractual or commercial relationship poses a potential risk as determined by the Ethics and Compliance Committee.



## 2.2 Objective scope.

The **CCMS** includes actions by those within the scope of application, whether representing **FRENOS SAULEDA** or due to employment or contractual ties, subject to analysis, investigation, documentation, review, or supervision by the Ethics and Compliance Committee.

The following are considered within the objective scope of the **CCMS**:

- Actions that could result in corporate criminal liability as per the **Criminal Code**.
- Practices of bribery, corruption, or unethical business conduct.
- Any other behavior deemed relevant by the Ethics and Compliance Committee and included in **FRENOS SAULEDA**'s risk map.

## 2.3 Territorial scope.

**FRENOS SAULEDA** conducts commercial activities in Spain and internationally, directly or indirectly marketing its products globally.

Activities by individuals outlined in section 2.1, regardless of **FRENOS SAULEDA**'s direct or indirect presence in a given country, will be subject to analysis and supervision by the Ethics and Compliance Committee if deemed to represent potential compliance risks.

## 3. Conduct parameters.

### 3.1 Identification and analysis of legal risks.

**FRENOS SAULEDA** has implemented a meticulous process for identifying and assessing risks, focusing on actions that could compromise the organization's legal integrity or result in corrupt practices. Based on this analysis, **FRENOS SAULEDA** has determined the risk level of each action, considering its likelihood and impact.

The inventory of actions within the Criminal Compliance Management System (CCMS) includes offenses that could result in liability for **FRENOS SAULEDA** under the Criminal Code and UNE 19601 Standard, as well as behaviours that may be considered bribery or corruption, following the criteria of the UNE/ISO 37001 Standard.

The **Ethics and Compliance Committee** has the authority to add new risks to the risk map, whether they constitute criminal liability for the organization, if they represent a significant legal impact. It may also adjust risk levels as deemed necessary, in response to legislative or organizational changes that significantly affect **FRENOS SAULEDA**.

Actions classified as medium or high risk will require specific controls aimed at managing the risk, either through elimination or, at the very least, reduction. Even for low-risk actions, control



measures may be implemented if the **Ethics and Compliance Committee** identifies a reasonable justification.

The responsibility for reviewing risks, defining controls, determining the frequency of their review, and evaluating their effectiveness lies with the **Ethics and Compliance Committee**.

### 3.2 Expected conduct from the individuals subject to the Policy.

All individuals subject to the Policy are expected to:

1. Comply with regulatory compliance obligations covered by the **CCMS**.
2. Adhere to the requirements of the **CCMS**.

While it is the duty of each member of the organization to understand and adhere to the laws and regulations relevant to their role at **FRENOS SAULEDA**, the **Ethics and Compliance Committee** will provide a detailed explanation, upon request, to those with a legitimate interest regarding the risk behaviours involved and how they may affect them.

It is important to distinguish, both during the investigation phase and in the imposition of sanctions, between violations of compliance regulations and breaches of the specific requirements of the **CCMS**. At all times, actions or sanctions applied will be proportional.

## 4. Organizational measures.

### 4.1 Ethics and Compliance Committee.

The **Ethics and Compliance Committee** will be the body designated to oversee compliance with this **Criminal Compliance Policy**, the **Code of Ethics and Conduct**, and the entire **CCMS**.

Notwithstanding the above, all members of the organization, according to their level of authority and responsibility, share responsibility for ensuring regulatory compliance and the success of the **CCMS**.

The **Ethics and Compliance Committee** must be endowed with:

- **Independence** to identify, analyze risks, propose controls, initiate investigations, and present recommendations to **FRENOS SAULEDA**'s Board of Directors and Senior Management.
- **Budgetary Autonomy**: It must be endowed to a budget allocation tailored to its needs.
- **High-Level Access**: Direct contact with top management to report risks and propose recommendations for situations that could impact operational areas, minimizing conflicts of interest that may arise from intermediaries.

The **Ethics and Compliance Committee** will have the following responsibilities:

- Promote and execute actions for the implementation and optimal effectiveness of the **CCMS**. This includes tracking compliance objectives, driving an annual compliance action plan, supporting organizational members in regulatory compliance matters, and evaluating the suitability of implemented controls.
- Ensure that periodic training on regulatory compliance is included in **FRENOS SAULEDA**'s Annual Training Plan, particularly in areas deemed to have medium or high-risk levels.
- Gradually incorporate compliance responsibilities into job descriptions and performance management processes.
- Receive, investigate, and manage information received through the Ethics Channel, responsibly and promptly addressing all received reports while respecting the rights of all involved parties and taking necessary measures to prevent reprisals, in full compliance with the **Ethics Channel Policy**.
- Measure the performance of the **CCMS** using objective, clear, measurable, and reasonable indicators focused on continuous improvement.
- Identify and manage compliance risks arising from activities carried out by individuals subject to this Policy.
- Ensure the periodic review of the **CCMS**.
- Provide **FRENOS SAULEDA** members and, where appropriate, its business partners with timely access to the **Code of Ethics and Conduct**, **FRENOS SAULEDA**'s policies, and consultation with the Ethics and Compliance Committee as needed.
- Report to the Board of Directors on the results of the **CCMS** implementation.

## 4.2 Governing body (Board of Directors).

The Board of Directors must demonstrate its leadership and commitment to the **CCMS**, actively promoting a culture of regulatory compliance within the organization.

As **FRENOS SAULEDA**'s governing body, the members of the Board of Directors are required to fulfill the following obligations:

- **Promote the compliance culture** through exemplary conduct and by upholding the values and the **Code of Ethics and Conduct** of **FRENOS SAULEDA**.
- **Ensure the effectiveness of the CCMS** by periodically monitoring that implemented actions produce real and tangible results within the organization and influence the behaviour of its members.
- **Appoint the Ethics and Compliance Committee**, granting it the necessary autonomous powers of initiative and control, as well as providing it with adequate and sufficient financial, material, technological, and human resources to effectively carry out its

- functions. Additionally, ensure that the Committee's members possess the necessary personal and professional qualifications to perform their roles.
- **Periodically evaluate the effectiveness of the system** and determine whether it is necessary to modify the scope of the **CCMS** in the following cases:
    - o Legislative or judicial changes that advise such modifications.
    - o Significant changes in the organization's structure or activities.
    - o Any other circumstances that might compromise the proper functioning of the **CCMS**.
  - **Consider the recommendations made by the Ethics and Compliance Committee** and make the appropriate decisions regarding matters submitted to the Board concerning the **CCMS** or risks arising from compliance with established obligations and requirements.
  - **Ensure the establishment of decision-making and will-formation processes within FRENOS SAULEDA** that uphold high standards of conduct and contribute to the development of a culture of regulatory compliance and transparency in all countries where the group operates.
  - **Approve and amend FRENOS SAULEDA's Criminal Compliance Policy** in the event of legislative changes, structural changes within the group, or any other circumstances that, at the discretion of the Board of Directors or upon recommendation by the **Ethics and Compliance Committee**, warrant such actions.

### 4.3 Senior Management.

Senior Management is committed to regulatory compliance, maintaining exemplary conduct, and actively contributing to the implementation of the **CCMS**.

The Senior Management of **FRENOS SAULEDA** must fulfil the following responsibilities:

- **Ensure proper implementation of the CCMS** at all levels of the organization.
- **Ensure that the requirements and obligations of the CCMS** are effectively integrated into FRENOS SAULEDA's operational processes and procedures.
- **Guarantee the availability of adequate and reasonably sufficient resources** to effectively execute the controls established under the **CCMS** framework.
- **Comply with and enforce the Criminal Compliance Policy** across all levels of the organization.
- **Communicate the importance of adhering to CCMS requirements** both internally and externally, particularly to individuals whose actions could potentially compromise the organization's accountability.
- **Promote continuous improvement of the CCMS** and collaborate with the Ethics and Compliance Committee in identifying risks and opportunities.



- **Contribute to the dissemination of the Internal Information System Policy** and encourage the use of this channel, as well as other mechanisms, for personnel to report irregular behaviours or suspected misconduct, as well as to raise questions or concerns.
- **Ensure that no member of the organization faces retaliation or disciplinary action** for using the Internal Information System in good faith to report irregularities, suspected misconduct, or for refusing to engage in improper behaviours.

#### 4.4 Entities and affected individuals.

All members of **FRENOS SAULEDA** must contribute to the **Ethics and Compliance Committee**, the Board of Directors, and Senior Management in the implementation of the **CCMS**.

##### a. Common obligations for all FRENOS SAULEDA's employees.

All **FRENOS SAULEDA**'s employees are required to:

- **Act always in accordance with the highest ethical standards**, respecting legislation, the **Code of Ethics and Conduct**, and policies designed to ensure regulatory compliance.
- **Report any known irregularities** that may contravene the law, the **Code of Ethics and Conduct**, or **FRENOS SAULEDA** policies to the Ethics and Compliance Committee.
- **Collaborate with the Compliance Officer** in the investigation of any misconduct or non-compliance with **CCMS** requirements.
- **Attend compliance training and awareness sessions** provided by **FRENOS SAULEDA**.

##### b. Common obligations to FRENOS SAULEDA's Business Partners.

**FRENOS SAULEDA** expects its business partners, including strategic allies and suppliers, to maintain a permanent commitment to legality and business ethics, which entails:

- Strictly complying with all legal obligations and avoiding any irregular behaviour that violates national, European, or other applicable laws and regulations in any activity related to **FRENOS SAULEDA**'s interests.
- Maintaining ethical conduct in business, rejecting any form of corruption or attempts to improperly influence public officials to gain advantages.
- Respecting the rights of their employees and collaborators, preventing abusive, degrading, discriminatory practices, or any form of modern slavery, in accordance with international human rights standards.

The **Ethics and Compliance Committee** will establish guidelines for business partners, particularly those of significant strategic relevance, business volume, or association level, to align with **FRENOS SAULEDA**'s **Code of Ethics and Conduct** or comply with one or more of the organization's internal policies.





## 5. Awareness of the Criminal Compliance Policy.

The **Criminal Compliance Policy** will be communicated and made available to all individuals with a legitimate interest in understanding it.

The obligations of each subject to the policy will be communicated in a timely manner and through formats deemed appropriate by the **Ethics and Compliance Committee**.

## 6. Reporting misconduct.

**FRENOS SAULEDA** provides its members, business partners, and any person with a reasonable interest in its activities with communication channels to report, in a timely manner, to the **Ethics and Compliance Committee** or the responsible party for the **Internal Information System**, as applicable, any irregularity or suspected irregularity they become aware of related to regulatory compliance matters. This is particularly relevant for issues falling under the scope of **Law 2/2023 of February 20**, which regulates the protection of individuals who report regulatory violations and combats corruption.

The channels, processes, and protocols for receiving, investigating, and managing reports, as well as the rights of the parties involved, will be governed by the **Internal Information System Policy**.

## 7. Consequences of Non-Compliance.

Any non-compliance with **FRENOS SAULEDA** policies, codes of conduct, or applicable internal and legal regulations will result in the application of disciplinary measures in accordance with the applicable sanctioning regime.

The **Ethics and Compliance Committee**, or its designated representatives, must investigate potential violations and determine their scope and implications, assessing their nature, causes, consequences, and whether they constitute non-compliance or deviations.

Once the investigation is concluded, the **Ethics and Compliance Committee** will recommend to the Board of Directors or senior management, as appropriate, the disciplinary or contractual sanctions deemed proportional to the risk or harm caused, as well as any necessary corrective actions.

Labor-related disciplinary actions taken by **FRENOS SAULEDA** will comply with legal obligations and align fully with the applicable **Collective Agreement** or, in its absence, the **Statute of Workers**, following proper procedures and determining sanctions based on the severity of the misconduct.



## 8. Review of the Criminal Compliance Policy.

The **Criminal Compliance Policy** will be reviewed by the **Ethics and Compliance Committee** and approved by the Board of Directors, in accordance with the circumstances outlined in the policy.

The **Ethics and Compliance Committee** will review **FRENOS SAULEDA's** legal risks at least every two years and report to the Board of Directors on activities impacted by new risks resulting from legislative changes, changes in business activities, or as required by specific circumstances.

## 9. Approval.

This **Criminal Compliance Policy** was approved by **FRENOS SAULEDA's** Board of Directors on September 06, 2024, and has been effective since September 15, 2024.