



Anti-corruption  
and bribery measures

## 5. Anti-corruption and bribery measures

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### CORRUPTION AND BRIBERY

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The Ebro Group has a global Code of Conduct, known to and binding on not only its workers and professionals, but also its customers, suppliers, shareholders and other stakeholders.

The Code of Conduct establishes the principal values that must underlie the Group's conduct, including those of transparency, honesty and strict compliance with the laws and regulations in place.

The Code of Conduct dedicates a specific section (29) to anti-corruption, bribery, illegal commissions, influence peddling and money laundering. It establishes the following general principles: (i) the obligation undertaken by the Group to eradicate any form of corruption and (ii) the absolute prohibition of any form of corruption or bribery. These principles are accompanied by specific rules of conduct designed to guarantee compliance with them.

All the Group's workers and professionals are obliged to be familiar with and accept the Code of Conduct. They receive a copy of it when they join the Group (or after any amendment) and formally acknowledge receipt, knowledge thereof and their obligation to comply. This is backed up with a grievance channel through which any interested person may confidentially inform the parent company of any potential infringement of the Code.

The general regulation set out in the Code of Conduct is supplemented on a corporate level with the Policy against Corruption and Bribery approved by the parent's board of directors in April 2019. All the principles, values and rules for action established in the Code of Conduct for combating corruption and fraud are developed in the specific, verifiable terms of that Policy.

In 2023, in pursuance of Act 2/2023 of 20 February regulating the protection of people reporting breaches of law and infringements of anti-corruption regulations, transposing EU Directive 2019/1937 on the protection of persons who report breaches of Union law (known as the Whistleblowing Directive) into Spanish law, Ebro Foods, S.A., as parent of the Ebro Group, defined and implemented its Internal Reporting System, establishing a Corporate Whistleblowing Channel applicable throughout the Group (while the local complaints channels and breach control structures continue to exist in the countries where they are required) and different procedures for handling reports received through that channel. The Internal Reporting System is fully implemented and training actions are currently being defined to instruct on its existence, structure and functioning.

In addition, the global regulation of the Code of Conduct, the principles set out in the Policy against Corruption and Bribery and the structure of the Group's Internal Reporting System are backed up locally in the different regions in which the Group operates. In this regard:

- \* In the **principal Spanish companies**, the Ebro Group also has a crime prevention model that identifies the potential criminal risks deriving from its activities and the mitigation measures established to try to eliminate (or minimise as far as possible) the risk of committing criminal offences, which include corruption and bribery. The crime prevention model identifies the measures implemented to mitigate the risk of committing offences of corruption, bribery, influence peddling and money laundering. Its effectiveness and application are monitored and checked regularly by the Compliance Unit, within the reporting system of the current crime prevention model. During 2020 the Group revised and updated its criminal risk map and crime prevention model, with counselling from external specialists. Along with the revision and updating and with counselling from the same external specialists, the Group has started to design an employee training plan in this area.
- \* In pursuance of local legislation (Legislative Decree of 8 June 2001) on companies' liability for certain types of offence (including corruption), the **Italian companies in the Group** have established organisation and management models that include measures to preclude the risk of committing those offences. Although the degree of implementation and functioning of those organisation models varies among the different subsidiaries, it is operative in all of them.
- \* **The Group's North American subsidiaries** have specific policies and measures to control and mitigate the risk of committing this type of offence. All the employees of Riviana Foods Inc. and Riviana Foods Canada Corporation (jointly "Riviana") receive and are obliged to sign a copy of the Ebro Foods Group Code of Conduct as confirmation of having been informed of the requirements established in that Code and their strict adherence to the principles of the Code that are applicable to the company and its employees under North American laws and regulations. In particular, and in pursuance of the special requirements under local laws, the North American companies have an Anti-Bribery Compliance Officer, who is responsible for ensuring compliance with the law and making sure that all workers and executives are aware of and comply with it. Training and refresher courses are provided regularly for this purpose.
- \* **The Group's Indian subsidiary** has a Vigil Mechanism/Whistleblower Policy, adapted to the applicable local laws (section 177(9) of the Companies Act and Rule 7 of the Companies Rules), through which a communication channel is made available to all employees to report to the company any conduct that infringes the Code of Conduct (in addition to the Group's reporting channel). Through that channel, any possible indication of unlawful conduct (including, therefore, any that may be considered acts of corruption) must be reported to the Vigilance and Ethics Officer of the company for investigation and adoption of whatever measures may be necessary. All new hires in the Group's Indian subsidiary receive specific information within their inception training on combating corruption, including the general rules established in the Code of Conduct, the specific rules of the Vigil Mechanism and the hierarchical structure for reporting suspicious conduct.
- \* **In France**, apart from incorporating the Corporate Whistleblowing Channel of the Ebro Group's Internal Reporting System, Lustucru Premium Group (parent of the business in that country) has drawn up its own risk map and established its own Code of Conduct applicable to the company and its subsidiaries.

The following table shows the companies that provided anti-corruption training for their employees in 2023. That ongoing training is included in regular training plans, thus ensuring that employee knowledge on the matter is constantly refreshed.

COMPANY	2023			2022		
	NO. EMPLOYEES	NO. EMPLOYEES RECEIVING TRAINING	% EMPLOYEES RECEIVING TRAINING	NO. EMPLOYEES	NO. EMPLOYEES RECEIVING TRAINING	% EMPLOYEES RECEIVING TRAINING
Bertagni	-	-	-	417	417	100.00%
Ebro India	214	44	20.56%	179	23	12.85%
Herba Bangkok	206	206	100.00%	194	194	100%
Herba Cambodia	32	32	100.00%	20	9	45.00%
Herba Ricemills	803	33	4.11%	-	-	-
Lustucru Frais	544	137	25.18%	-	-	-
Riviana Foods	1,040	1,040	100.00%	1,043	1,043	100.00%
Riviana Foods Canada	240	240	100.00%	237	237	100.00%

No cases of corruption have been reported in any companies of the Ebro Group. Nor have any of the Group's business partners reported any cases of this nature.

## MONEY LAUNDERING

The Ebro Group has established: (i) payment and collection processes and (ii) a structure of attorneys for bank transactions, through whom it guarantees adequate control and monitoring of money movements in all its transactions.

The Ebro Group uses bank transfers and nominative payment instruments for payments made and received as they guarantee full traceability of any money movement. It also has strict rules for cash management, which allow the different companies to hold only negligible amounts of cash and regulate in detail any drawings against the cash balances, requiring in all cases justification of cash requests and proof of use of those funds.

The reimbursement of expenses incurred by employees in the course of their work is also strictly controlled, requiring proof of the expense and the reason and justification for it prior to any reimbursement. Drawings made using a company bank card (by employees who have a card, by virtue of their category) are subject to the same requirements of proof and justification of use, such that if any use of the card is not justified and proved, the corresponding sums are withheld from payments to be made by the relevant company to the employee.

According to the Group's power of attorney structure, in order to draw funds from bank accounts, a prior decision by must be adopted by the competent corporate body and, as a rule, joint signatures are required, except for negligible amounts compared to the volume of transactions of the company in question.

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## PUBLIC POLICY

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The Ebro Group declares its political neutrality and in its COC it forbids its professionals to make, in their own name or on behalf of the companies in the Ebro Group, any contributions to political parties, authorities, public bodies, public administrations or institutions in general.

Relations with authorities, regulatory bodies and government agencies are conducted according to the principle of maximum cooperation and transparency, without prejudice to defending the legitimate interests of the Group.



*Alignment with SDG in Anti-corruption and bribery measures*



**16.** Promote just, peaceful and inclusive societies