

Criminal Compliance Policy

THE SUSTAINABLE TUNA COMPANY



FRIME

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1. Introduction and Objective

This **Criminal Compliance Policy** covers all Spanish entities that make up the so-called "FRIME Group", which is currently made up of FRIME HOLDING COMPANY, S.L. and the company FRIME S.A.U., wholly owned by the former.

The purpose of this Policy is to establish the FRIME Group's desire to promote a culture of integrity, ethics and respect for the law, as well as the requirement to comply with Spanish criminal law and the prohibition of the commission of criminal acts.

2. Scope

This Criminal Compliance Policy is applicable to, and therefore must be known and understood by, all those who are linked to the FRIME Group (whether the relationship is commercial or employment-related), provided that these services are related to the development of its activity.

Therefore, this Criminal *Compliance* Policy must be translated into those languages that are necessary so that all members of the Group and third parties with whom it relates can understand its scope and content.

This Policy will also be reflected in the FRIME Group's Criminal Compliance Manual, which describes and develops in detail the organisation's knowledge and commitment, roles and responsibilities, functions of the complaints channel, disciplinary regime in the event of non-compliance, method for evaluating and ranking criminal risks and means of support for the criminal *compliance* management system, such as: recruitment, training, financial resource management, partner control and dissemination plans, etc., as well as a continuous improvement system.

3. Definitions

Governing or administrative body: a person or group of persons who have primary responsibility and authority for the activities, governance and policies of an organization and to whom senior management reports and is accountable.

Senior management: person or group of persons who direct and control an organisation at the highest level and have the power to delegate authority and provide resources within the organisation.

Members of the organisation: members of the governing body, managers, employees, temporary or contract workers or employees, volunteers of an organisation and all other persons reporting to any of the above.

Compliance Officer: a single-person body appointed by the Board of Directors whose function is to supervise and control, prevent and impede criminal conduct that may give rise to criminal liability in the Group.

Compliance objectives: objectives that refer to the organisation's zero tolerance of criminal risks, as well as the establishment of measures aimed at their prevention, detection and early management. These objectives may be strategic, tactical or operational.

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Criminal Compliance Policy: the will of an organisation formally expressed by senior management or a governing body in relation to its criminal *compliance* objectives.

Criminal risk: risk related to the development of conduct that could constitute a crime, according to the regime of criminal liability of legal persons established in article 31 bis and following articles of the Spanish Criminal Code or, in the case of entities without legal personality, with the regime of accessory consequences established in the same legal text, in article 129.

Criminal Compliance Management System: set of interrelated or interacting elements of an organisation to specify and measure the level of achievement of criminal *compliance* objectives, as well as the policies, processes and procedures to achieve these objectives.

Business partner: any party, other than members of the organisation, with whom the organisation has, or intends to establish, any kind of business relationship, such as customers and suppliers.

4. Roles and responsibilities in FRIME

To promote the correct application of the Criminal Compliance Management System in FRIME, in the document PC 5.3. REGULATIONS FOR THE OPERATION OF THE COMPLIANCE OFFICER. ROLES AND RESPONSIBILITIES describes the main roles of those who have the mission to create, maintain, supervise and keep updated the policies of Criminal Compliance in FRIME Group.

The **FRIME Group's management body** is ultimately responsible for the implementation, development and application of this criminal prevention system and therefore undertakes to:

- a) Promote a culture of adequate compliance within the entities.
- b) To adopt, implement, maintain and continuously improve the Criminal *Compliance* Management System so that it is suitable to prevent and detect crimes or to significantly reduce the risk of their commission.
- c) Provide the criminal *compliance* system and, specifically, the Compliance Officer with adequate and sufficient financial, material and human resources for its effective operation.
- d) Periodically evaluate the effectiveness of the criminal compliance management system and modify it when serious non-compliances are detected or changes occur in the entities, in the control structure or in the activity carried out.
- e) Appoint a *Compliance Officer* to supervise the operation and execution of the criminal *compliance* management system, granting him/her autonomous powers of initiative and control so that he/she can effectively carry out his/her functions, but without delegating executive powers and within the framework of the limits of responsibility described in Chapter 2.8 of the aforementioned Regulations.
- f) Establish procedures that specify the process of forming the will of the entities, decision making and execution of these, promoting a Compliance culture that guarantees high ethical standards of behaviour.

For their part, the **FRIME Group's Management Committee**, whose interlocutor is the General Manager, are people who demonstrate commitment and leadership capacity, and upon them fall the following duties:

- a) To ensure that the Criminal *Compliance* Management System is adequately implemented to achieve the objectives set in this regard and effectively address the criminal risks of the entities.
- b) To ensure that the requirements derived from the Criminal Compliance Management System are incorporated into the organization's operating processes and procedures.

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- c) Ensure the availability of adequate and sufficient resources for the effective execution of the policies derived from the Criminal Compliance Management System.
- d) Comply and enforce, internally and externally, the policies derived from the Criminal Compliance Management System.
- e) Communicate internally the importance of effective management of this Criminal *Compliance*, consistent with the objectives and requirements of the *Compliance* policy.
- f) To direct and support the personnel in order to achieve the observance of the requirements and effectiveness of the Criminal Compliance Management System in accordance with their role in the organization.
- g) Promote continuous improvement and support the various management roles to demonstrate leadership in crime prevention and criminal risk detection as it relates to their areas of responsibility.
- h) Ensure that no member of the FRIME Group entities is subject to retaliation, discrimination or disciplinary sanction for reporting in good faith non-compliance or reasonable suspicion of non-compliance with this criminal *compliance*.
- i) Ensure that responsibility and authority in the relevant functions derived from this Criminal Compliance Management System are assigned and communicated at all levels of the entities.

On the other hand, the **Compliance Officer of the FRIME Group** is responsible for deploying and monitoring this Criminal Compliance Management System, through the adoption of control, surveillance and communication measures that respond to the principles of speed, security, efficiency and coordination, both in the transmission of information within the company and outside it.

Finally, **middle managers and other members of the FRIME Group organization** are responsible for understanding, observing and applying the Criminal Compliance Management System in relation to their role in the organization.

5. Criminal Compliance Objectives

The objectives of criminal *compliance* refer to the organisation's zero tolerance of criminal risks, as well as the establishment of measures aimed at their prevention, early detection and management¹.

In this order of ideas, according to the provisions of point 6.3 of UNE 19601:2017, the organisation establishes criminal *compliance* objectives for the relevant functions and levels, which must be consistent with the provisions of this Policy and with the results of the identification and assessment of criminal risks. They must also be measurable, take into account the applicable requirements, be monitored, communicated and updated. The organisation should also maintain documented information on criminal *compliance* objectives.

In planning how to achieve the *compliance* objectives, it determines what will be done and who will be responsible, what resources will be required, what financial resource management models must be in place to prevent the materialisation of criminal risks, when it will be completed and how the results will be evaluated.

In this sense, the FRIME Group will set its objectives (strategic, tactical and operational) in the document RC 6.3_9.1.6 Criminal Compliance Objectives and Indicators, committing to update them annually according to the results obtained in the annual risk assessment.

¹ Note 1 Section 3.19 UNE 19601:2017.

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Based on the standards of ethical behaviour that the FRIME Group applies in all areas of its activity, it is committed to the inclusion of criminal compliance clauses in contracts entered into with third parties, as well as with the members of the organisation itself, as a strategic objective in this area.

6. Compliance commitments

This Criminal *Compliance* Policy, together with the Code of Conduct and the rest of the policies, protocols and internal rules implemented or to be implemented by the Group in the area of Compliance, constitute the fundamental pillar of the FRIME Group's compliance culture. For this reason, compliance with this Policy is mandatory for all persons associated with the Group, as well as for business partners, thus requiring not only compliance with criminal legislation, but also loyalty to the Group's ethical and responsible values and principles.

For a better understanding of the Policy, as well as its compliance, it will be made available to all members of the FRIME Group through the Corporate Intranet and will be available to stakeholders on the Group's website.

7. FRIME Group activities with exposure to criminal risk

The Group's activity is focused on marketing fish, seafood and other food products at national and international level, with headquarters in Spain. In this context, the FRIME Group's exposure to criminal risks has been assessed and evaluated.

Accordingly, its Criminal Compliance Management System aims to prevent, detect and, where appropriate, mitigate the higher than low risk, following the identification and segmentation of the areas of activity, clients, suppliers and other third parties that exceed that risk threshold.

8. Rules and prohibitions

This Criminal *Compliance* Policy, the Code of Conduct and other related policies and protocols implemented in the Group establish guidelines for ethical behaviour and expressly prohibit the commission of any criminal offence under the activities carried out by the FRIME Group.

9. Definition, Control and Evaluation

The Criminal *Compliance* Policy establishes a framework for the definition, control and evaluation of the objectives set by the Group for Criminal *Compliance* purposes. In this respect, the FRIME Group has established processes aimed at:

- Identifying and determining the criminal risks to which the Group is exposed by means of an analysis of each functional area in order to implement the necessary control measures to prevent and minimise these risks.

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- Assessing the probability that the criminal risks identified and detected will materialise, as well as their impact on the Group in the event of their materialisation.
- Quantifying, assessing and managing the risks detected in the outsourcing of operations, applications and services.
- Continuously improving the sustainability, adequacy and effectiveness of its Criminal *Compliance* Management System.
- Periodically providing to the Board of Directors of FRIME HOLDING COMPANY, S.L. a brief report on the effectiveness of the Criminal *Compliance* System, assessing its content.
- Reviewing the content of the Criminal *Compliance* Management System when there are relevant changes in the organisation, control structure or activity of the Group, when there are relevant legal or jurisprudential modifications or when relevant breaches of its provisions are revealed that make it advisable or, otherwise, an annual review of its content will be carried out.

10. Communication

The Criminal Compliance Policy is accessible to all members of the organisation and to third parties. In addition, it is adequately published through the organisation's internal and external whistleblowing channels, as established in section 7.5.2 of UNE 19601:2017.

Any irregular activity or activity contrary to this Policy or to the principles contained in the Code of Conduct and, in general, to the regulations in force, must be reported to the FRIME Group's whistle-blowing channel, which can be accessed through its website at the following address: <https://frime.canaldenunciasanonimas.com/newcom> as a preferential channel available to all managers, employees, collaborators, suppliers and clients of the entity, as well as any other third party, guaranteeing at all times the confidentiality of the communication and its communicator.

The FRIME Group guarantees that no one who has reported an incident in good faith will be retaliated against in any way. On the contrary, workers who have knowledge of illegal or irregular conduct, and fail to report it, may be subject to disciplinary action.

11. Responsibility and Supervision

All persons who deal with the FRIME Group must be familiar with the ethical and responsible principles, as well as with all the provisions and obligations contained in the various control measures (Code of Conduct, Policies, etc.) adopted by the Group, and are obliged to comply with them and to preserve their integrity and reputation.

The Compliance Officer is responsible for supervising the implementation and monitoring of the Criminal Compliance Management System, through the adoption of control, surveillance and communication measures that respond to the principles of speed, security and efficiency. To do so, it has the necessary authority and independence.

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Likewise, and depending on the information sent by the Compliance Officer on the adequacy and implementation of the Criminal *Compliance* Management System, Management must carry out a scheduled review of the System.

12. Continuous Improvement

The FRIME Group is committed to continuously improving the sustainability, adequacy and effectiveness of both this Criminal *Compliance* Policy and the rest of the Criminal *Compliance* Management System implemented in the Group.

The information collected, analysed, evaluated and included in the criminal *compliance* reports will be used as a basis for identifying opportunities to improve the Group's *compliance* performance.

13. Disciplinary regime

Any conduct contrary to or not complying with the provisions of this Policy, as well as non-compliance with the FRIME Group's Code of Conduct and all its internal policies, will be considered a breach of contractual good faith, as well as negligence in the workplace for the purposes determined in accordance with current legislation on labour discipline and/or contractual termination.

In this regard, the FRIME Group may impose a disciplinary sanction in accordance with current legislation, which will be assessed in accordance with the seriousness of the breach committed and, where appropriate, the damage that such breach may cause to the organisation.

This disciplinary regime is, in any event, complementary to any legal proceedings that may be brought against the member and/or employee and to any sanctions or consequences that may arise from such proceedings.

14. Documents related to this Policy

- FRIME Group Code of Conduct.
- FRIME Group Internal Information System Policy.
- FRIME Group Communications Management Procedure.
- Organic Law 10/1995 of 23 November 1995 on the Criminal Code.
- UNE 19601:2017, on Criminal Compliance Management Systems.

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15. Version history

Version	Date	Approved by	Reason for change
V.0	30/06/2021	Board of Directors of FRIME HOLDING COMPANY, S.L.	
V.1	07/06/2023	Board of Directors of FRIME HOLDING COMPANY, S.L.	Adaptation to Law 2/2023 of 20 February on the protection of persons who report regulatory infringements and the fight against corruption.
V.2	10/02/2025	Board of Directors of FRIME HOLDING COMPANY, S.L.	Chapter 4 for details of roles and responsibilities.