

METROPOLIS CODE OF ETHICS

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1. INTRODUCTION

The purpose of this Code of Ethics is to define and ensure behaviour, on behalf of the organisation, that is professional, ethical, and respects and complies with current national and international law. It also aims to outline the relations between the organisation and the external agents involved in its activities.

For this reason:

- It defines the organisation's values and commitments.
- It provides information on corporate culture and its application.
- It shows commitment to absolute compliance with the law and the goal of preventing and eradicating irregular or criminal conduct.
- It defines mandatory criteria, training for members, and the means to carry out the established policies.
- It takes into account the principle of criminal liability of legal persons and establishes a system for crime management and prevention.

2. SCOPE

The Code applies to the METROPOLIS Association and is mandatory for all present and future employees, regardless of their position and function within the organisation.

It also applies to:

- Managing directors, executives, legal representatives and, in general, any person with the power to represent the organisation.
- Workers and collaborators who are civil servants and not directly hired by the Association, but who are included in the organisation chart, work teams or operational areas of the Association.
- Organisations that participate in activities run by METROPOLIS, including all the members of official delegations to these activities.

METROPOLIS may also extend the application of the Code of Ethics to any natural or legal person that has a relationship with the Association, whether a provider, a collaborator in the provision of services, or a member.

3. PRINCIPLES AND VALUES

METROPOLIS declares its firm commitment to always act in accordance with:

The law: complying with current applicable state and international regulations.

Integrity: conducting internal and external relationships in an ethical and respectful way.

Equality: declaring zero tolerance to any discrimination on the grounds of race, gender, culture, religion or sexual orientation.

Transparency: In commercial, institutional relations and financial statements.

4. REGULATORY COMPLIANCE

METROPOLIS, and by extension all its members and obligated third parties, shall comply with and accept the provisions of this document, with all the regulations that are applicable to it, and undertakes to respect the local regulations of any countries the Association may establish relations with.

The organisation also has a crime management and prevention system in accordance with the provisions of Article 31bis of the current Spanish Criminal Code. This system, together with other instruments provided for and described in this document, serve to rigorously comply with goal of complying with the organisation's legal and ethical commitments.

5. EXTERNAL RELATIONS

5.1. GENERAL ANTI-CORRUPTION POLICY

As a responsible organisation with high ethical standards, METROPOLIS is committed to acting with integrity and fighting any form of corruption. METROPOLIS interacts with a wide range of third parties, such as officials in public, national and international agencies and organisations, policymakers, professionals and companies from different sectors. We want to prevent corruption and bribery and fight these crimes globally in terms of our interactions with third parties.

Members of METROPOLIS have to comply with the following rules to avoid and fight against corruption and bribery:

- Bribery is prohibited. This includes receiving any gift, fee, reward or advantage as an incentive to act dishonestly and illegally or abuse trust.
- Facilitating payments are not allowed. When making payments to an official body, for example, check that the fees required are based on available public information.
- Avoid payments for protection money. As a result, stay alert to any suspicious circumstances, such as suspicious bank account entries or references to unsubstantiated legal or regulatory concepts. With regards to the above, the provisions of the METROPOLIS Manual on the Prevention of Money Laundering and Terrorist Financing must be taken into account and complied with.
- It is prohibited to make contributions of any kind to specific political parties or policymakers.

5.2. RELATIONSHIP WITH SPONSORS

The relationships established by METROPOLIS employees with sponsors, where required, must at all times be in line with the guidelines established in the document "THE METROPOLIS DRAFT CHARTER OF ETHICS", which is specifically related to sponsors.

Some examples are given below:

Guiding principles

Relationships with sponsors will be based on five key principles:

Independence

The political independence of METROPOLIS should not be undermined by agreements with third parties, and therefore:

- METROPOLIS will not sign any sponsorship agreements associating it with any religious organisation or political party;
- METROPOLIS' campaigns and political work shall be financed exclusively by the Secretariat General's resources;
- Sponsors must not influence METROPOLIS' work or legal events, and the Association will retain ownership and control over all events, projects, services and awards;
- Acceptance of sponsorship will not imply METROPOLIS' endorsement of the sponsoring company, its products or services.

Respect for METROPOLIS' values

Collaborations will be approved subject to the partner's respect for METROPOLIS' mission and core values:

- The criteria to be taken into account in the search for suitable partners includes, in particular, social and employment practices, environmental standards and financial management practices;
- METROPOLIS will decide which events, projects and services will be associated with each sponsor, and will retain control over the content of these events.

Transparency

Collaboration agreements will be signed in accordance with the METROPOLIS Statutes:

- Important relations established over the long or medium term will be the subject of a memorandum of understanding to be submitted to the Finance Committee for approval;
- More modest or sporadic relations will be subject to a report sent to the Finance Committee;
- All sponsorships shall be concluded by signing a legal agreement setting out the terms of the partnership, with a description of the respective counterparts;

Confidentiality

The METROPOLIS database and personal contact details will not be shared with any partners. However, contact may be established between METROPOLIS members and sponsors at the request of members, or with member approval.

Mutual benefits and added value

By definition, sponsorship should result in clear benefits for both the sponsor and METROPOLIS:

- METROPOLIS will benefit from this relationship and from access to the partner's knowledge and technical expertise and/or additional resources;
- Sponsorship should contribute to the effective implementation of METROPOLIS' strategy and priorities;
- Funds raised through sponsorship must serve the interests of Association members and bring them clear added value;

- The partner will benefit from concepts that will be clearly identified in the partnership agreement.

5.3. RELATIONSHIP WITH SUPPLIERS

METROPOLIS will hold relations with the suppliers of goods and services in a lawful, ethical and respectful manner.

The choice of suppliers will be governed by criteria of objectivity and transparency, in line the Association's interest in obtaining the best conditions and the convenience of maintaining stable relations with suppliers.

Suppliers who work with METROPOLIS must commit to respecting the human rights and workers' rights of all hired employees, as well informing their business partners of these principles and involving them.

Under no circumstances will METROPOLIS accept any violation of these principles.

Procurement will be carried out in strict compliance with the rules and procedures in force in the Association. All decisions taken with regard to procurement must be accredited, in the sense that they must be justifiable and verifiable in the event of a review by third parties or METROPOLIS' own control bodies.

5.4. RELATIONSHIP WITH PUBLIC AND POLITICAL INSTITUTIONS

Members of the organisation will interact with the public authorities and institutions in the countries in which METROPOLIS carries out its activities in a lawful, ethical and respectful manner.

METROPOLIS will document the decisions made with public authorities and will confirm compliance with the applicable internal and external regulations, in order to ensure that third parties and internal control bodies may review regulatory compliance in this area.

METROPOLIS must refrain from making facilitating payments for procedures. This means refraining from offering cash or other items of value, of any amount, in exchange for ensuring or speeding up the course of a procedure or action of any kind, when dealing with any judicial body, public administration or official body.

METROPOLIS must ensure that any support or welcome received by public administrations is properly used, and that any such request is transparent, avoiding any distortion of the conditions for obtaining said support, or any alternative use.

5.5. INTERPERSONAL RELATIONS

METROPOLIS is committed to fostering a safe, respectful and inclusive environment for all the individuals interacting with the organisation. METROPOLIS has a zero-tolerance policy to any form of harassment, including but not limited to verbal, physical, sexual or cyber harassment, as well as any behaviour that creates an intimidating, hostile or offensive environment. Harassment on the basis of race, gender, religion, age, disability, sexual orientation or any other personal characteristic is strictly prohibited.

All METROPOLIS employees, contractors, members and participants in METROPOLIS activities are expected to treat each other with dignity and respect. Any reported incidents of harassment will be promptly investigated in accordance with applicable Metropolis policy or protocol.

We encourage all individuals to speak out against harassment and to report discrimination without fear of retaliation, ensuring a culture of accountability and mutual respect.

6. CONFLICTS OF INTEREST

A conflict of interest occurs when personal, financial and other interests outside METROPOLIS may unduly influence the obligations of its members and the decisions they make as members of the organisation.

When dealing with suppliers, clients and other people who have business relationships with the organisation, METROPOLIS must avoid even the impression that there is any conflict between their personal interests and those of the organisation.

METROPOLIS will apply the policy to prevent conflicts of interest, as developed by the organisation in its crime management and prevention system, will be applied.

7. DATA PROCESSING

METROPOLIS duly complies with Spanish and European Personal Data Protection regulations and applies the security measures established by GDPR 2016/679 of 27 April, 2016 and LOPD-GDD 3/2018 of 5 December, 2016.

8. WHISTLEBLOWING CHANNEL

METROPOLIS has a whistleblowing channel in order to comply with the provisions of **Law 2/2023, of 20 February, regulating the protection of persons who report regulatory and anti-corruption violations**. This system has been designed so that the organisation's employees, directors/managers, partners, agents and suppliers, and in general all those persons indicated in Article 3 of said Law, have the option to anonymously provide relevant information on:

- 1) Any actions or omissions that may constitute a breach of European Union law;
- 2) Any actions or omissions that may constitute a serious or very serious criminal or administrative offence. In any case, this is understood to include any serious or very serious criminal or administrative offences that result in economic damages to the Tax Office and Social Security.

Whistleblowing communications may be made through the corresponding internal communication system. This is the preferred channel to report the aforementioned actions and omissions, unless the whistleblower believes there is a risk of retaliation. In this case, the whistleblower may contact the Independent Authority for Whistleblower Protection (*Autoridad Independiente de Protección del Informante*, or AI).