



# **ANTI-BRIBERY and ANTI-CORRUPTION POLICY**

(English translation\*)

In Madrid, May 2025

\* This version is a translation of the internal regulation that was originally written in Spanish (check [here](#)). In the event of any discrepancy between the two versions, the Spanish version shall prevail over the English version.

\* Esta versión es una traducción de la regulación interna original que se redactó en español (revisar [aquí](#)) En caso de discrepancia entre las dos versiones, la versión en español prevalecerá sobre la versión inglesa.

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The Compliance department of Sports Reinvention Entertainment Group SL (hereinafter referred to as "Sportian" and/or the "Company"), following the firm commitment of zero tolerance for corruption, has designed this Anti-Bribery and Corruption Policy (hereinafter referred to as the "Policy"), as defined below.

This Policy may be amended at any time at the request of the Board of Directors, the Sportian Auditor, and/or at the decision of Sportian's Compliance department.

## **1. Purpose**

Sportian is committed to conducting its business ethically, with honesty, integrity and in compliance with the laws of all the countries in which Sportian is active. This includes compliance with all laws, domestic and foreign, prohibiting improper payments, gifts or inducements of any kind to any person, including officials in the public or private sector, customers and suppliers.

The purpose of this Policy is to set out the Sportian's policy in relation to bribery and corruption in order to ensure full compliance by Sportian, its Personnel, including officers, directors, employees and agents, with the anti-bribery and anti-corruption regulations applicable in the countries in which they operate, including Organic Law 10/1995 of 23 November 1995 of the Spanish Criminal Code, the United States federal legislation on Foreign Corruption Practices ("FCPA"), the UK Bribery Act 2010 ("UKBA") and in general all international and/or local anti-bribery and corruption laws that may be applicable.

## **2. Scope and applicability**

This Policy applies to all individuals worldwide working on behalf of the Company at all levels and grades, including directors, senior executives, officers, employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, seconded staff, casual workers, volunteers, interns, agents, or any other person associated with the Company or otherwise working on its behalf to obtain or retain business or to further its economic interests (collectively referred to as "You" or "you" in this Policy).

As part of the Company's commitment to prevent bribery and corruption, the Company must ensure that the individuals and entities acting on the Company's behalf also do so in compliance with the terms of this Policy. Accordingly, where the Company engages third parties such as agents, vendors or partners, the Company has the obligation to complete sufficient due diligence (or with the support of Globant, S.A. as the company holding the majority of the shares in the Sportian joint venture) to ensure that they are not acting corruptly, and to periodically monitor their performance to ensure ongoing compliance with the terms of this Policy.

This Policy is in addition to the provisions of the Sportian Code of Ethics. This Policy sets out a single standard that you must comply with, regardless of whether local law or practices might permit something to the contrary.

Any exception to compliance with this Policy requires the prior approval of the Company's Compliance Department.

Failure to comply with this policy, whether or not this is intentional, may lead to disciplinary action up to and including dismissal. Further, bribery is a criminal offense, as an employee you will be accountable whether you pay a bribe yourself or whether you authorize, assist, or conspire with someone else to violate an anti-corruption or anti-bribery law. Punishment for violating the law are against you as an individual and may include criminal liability for the individual involved up to and including imprisonment and civil liability for the individual involved.

Employees will be required to confirm that have read and understood this Policy and will be required to attend anti-bribery and anti-corruption training courses when requested. Unjustified non-attendance may result in disciplinary action.

### 3. Definitions

#### A) What is **Bribery**?

Bribery involves any of the following:

- i. when a financial or other advantage is offered, given or promised to another person with the intention to induce or reward such or another person to perform or refrain from performing their responsibilities or duties improperly (it does not have to be the person to whom the bribe is offered that acts improperly); and/or
- ii. when a financial or other advantage is requested, agreed to be received or accepted by another person with the intention of inducing or rewarding such or another person to perform or refrain from performing their responsibilities or duties inappropriately (it does not have to be the person who receives the bribe that acts improperly).

It does not matter whether the bribe is given or received directly or indirectly through a third party (such as someone acting on the Company's behalf, for example an agent, distributor, supplier, joint venture partner or other intermediary) or for the benefit of the recipient or some other person.

"Bribes" can take many forms, for example: money or cash equivalent (such as hares, among others); gifts, entertainment or hospitality; kickbacks; unwarranted rebates or excessive commissions; unwarranted allowances or expenses; facilitation payments; uncompensated use of company services or facilities; or anything else of value. All of the foregoing is strictly prohibited by the Company.

#### B) What is **Corruption**?

Corruption is any form of abuse of entrusted power for private gain and may include, but is not limited to, bribery. Acts of corruption are designed to influence an individual in the performance of his or her duties and to incite him or her to act in a manner that a reasonable person would consider dishonest in a particular circumstance.

Corruption is the offering, giving, receiving or soliciting, directly or indirectly, of anything of value, financial or other advantage to induce a third party to improperly perform a relevant function or activity, or to reward a person for the improper performance of such function or activity, i.e., an abuse of power for private gain, including all forms of bribery.

Corruption hinders good economic development, putting at serious risk the stability of democratic values and institutions and the ethical basis of society. At Sportian, we condemn all forms of corruption, publicly assuming a firm commitment to actively work against it wherever we do business; therefore, we expect our Personnel, Suppliers and Third Parties (Business Partners) to comply with the anti-bribery and anti-corruption regulations applicable in the territories where they operate, always in an ethical and honest manner.

Corruption can take place in many types of activities. It usually is designed to obtain financial benefits or other personal gain or some kind of unwarranted commercial, economic or business advantage. For example, bribes are intended to influence behavior – they could be in the form of money, a privilege, an object of value, an advantage, or merely a promise to influence a person in an official or public capacity.

### C) Other definitions

- **Thing of value:** Any monetary or non-monetary benefit, including favors.
- **Cash and cash equivalents:** Includes cash on hand as well as cash equivalents such as loans, credits, vouchers, gift cards, travel cards, coupons and similar.
- **Third party:** Any subject other than the organization itself or susceptible of maintaining a level of independence. Any person, company or public or private entity that is a business partner or potentially a future business partner of Sportian. In the context of this Policy, journalists, bloggers, social media influencers will be considered Third Parties (whether freelancers or Staff of another person).
- **Personnel:** Any individual in a relationship recognized as an employment relationship under national law or practice, or in any contractual relationship whose activity is dependent on the organization, including any directors, officers, employees or temporary and volunteer workers, interns, members of the governing body and senior management.
- **Gift:** Anything of monetary or non-monetary value over which the recipient receives it in property or with complete discretionary power over it, including any entertainment or hospitality; kickbacks; unwarranted rebates or excessive commissions; unwarranted allowances or expenses; facilitation payments; uncompensated use of company services or facilities; or anything else of value.
- **Entertainment:** Any event or form of entertainment organized or hosted by Sportian, including any entertainment or hospitality, such as meals, social events, sporting events, parties, travel, travel and/or lodging expenses.
- **Public Officials:** All Public Employees, Employees of government owned or controlled companies and representatives of international governmental organizations, NGOs, regardless of whether the Public Employee is local/municipal; provincial, regional, of an Autonomous Community, autonomous city, County Council or national. For the purposes of this Policy, the term "public official" means any officer or employee of the government or any governmental department, agency or instrumentality thereof, political party, or candidate or of a public international organization, or any person acting in an official capacity for or on behalf of any such government or department, agency, or instrumentality, or for or on behalf of any such public international organization.
- **Third Party Intermediary:** Any third party that may interact with public officials, authorities or customers on behalf of Sportian, including agents, resellers, etc., that facilitate Sportian's marketing or image.
- **Stakeholder:** Any person or organization that may affect, be affected, or be perceived to be affected by a decision or activity of Sportian.
- **Senior Management:** The person or group of persons who direct and control Sportian, as a single organization, at the highest level, including especially the Board of Directors and Management

Committee.

- **Policy:** The intentions and direction of an organization, as formally expressed by its top management and/or governing body.
- **Governing Body:** The person or group of persons having ultimate responsibility and authority for Sportian's activities, governance and policies to whom senior management reports and is accountable.
- **Facilitation Payment:** Any payment to a Public Official for routine governmental actions, such as processing documents, issuing permits, and other actions of an official, in order to expedite the performance of functions of a non-discretionary nature, i.e., which they are already required to perform.
- **Political contribution:** any donation made to any political party, political organization or its representatives and candidates.

## 4. Policy Statement

### A) Anti-bribery and corruption

The Company will not tolerate bribery or corruption in any form. All forms of bribery and corruption are prohibited, including action or omission that is directly or indirectly related to acts of corruption in any territory in which we operate and engaging Sportian's Personnel, Third Party intermediaries, external collaborators, directly or through interposed persons in conducts that may be contrary to the legislation.

You must comply with the terms and the spirit of this Policy thoroughly. A bribe does not actually have to take place - just promising to give a bribe or agreeing to receive one is prohibited.

Bribery is prohibited when dealing with any person whether they are in the public or private sector and the provisions of this policy are of general application. However, many countries have specific controls regarding dealing with public officials and this policy includes specific requirements in these circumstances.

***Although this policy applies to both public and private sectors, dealing with public officials poses a particularly high risk in relation to bribery due to the strict rules and regulations in many countries. The provision of money or any bribe, as defined in this policy, to any public official for the purpose of influencing them in their official capacity is prohibited.***

### B) Books and Records

As a company legally incorporated in the Kingdom of Spain, the Company must always keep accurate books and records. Many serious corruption and bribery scenarios globally involve inaccurate record-keeping. To prevent this, international anti-corruption laws require accurate and detailed accounting records for transactions, including bank accounts and cash movements.

The Company is committed to maintaining accurate books, records and financial reporting. No false entries or material omissions should ever be made in the Company's books, records and accounts regarding payments or transactions or movements of any kind.

Further, this Policy prohibits the maintenance of undisclosed or unrecorded funds or assets for any purpose and records that disguise or misrepresent any aspect of a transaction.

Access to systems of accounting or financial records shall not be permitted for individuals without proper authorization. Record destruction may only be undertaken in compliance with applicable Company policies concerning the retention and destruction of records.

In addition, a Register will be created for the monitoring and recording of Gifts and Hospitalities, which will be kept under the responsibility of the Compliance department.

### C) Gifts, Hospitality and Expenses

Gifts, entertainment and hospitality made by the Company's employees to the Company's customers, prospect customers, vendors or any third party, including public officials, are acceptable if they are reasonable, proportionate and made in good faith. These activities must be in compliance with the Company's Code of Ethics.

The Company's employees may not offer to customers, prospect customers, vendors, public officials or any third party, gifts, hospitality, rewards, benefits or other incentives or side agreements that could affect their impartiality, influence a business decision or lead to the improper performance of their duties.

As a general rule, the Company's employees and business partners should not provide gifts or hospitality to, or receive them from, a government or other public official (or their close families and business associates). You may give a modest gift to these parties when **appropriate** and **allowed** by local law provided you discussed it with and received written **approval in advance from the Compliance Department**.




Examples of gifts, entertainment and hospitality include the offer of gifts, meals or tokens of appreciation and gratitude, invitations to events, functions, or other social gatherings, in connection with matters related to our business. These activities are acceptable provided they fall within reasonable bounds of value and occurrence.

In the event that, on behalf of Sportian, you wish to make a service, gift or invitation to events, to third parties, and provided that a bidding process is not in progress, you shall in no case:

-  With respect to Entertainments and Hospitalities: exceed €75/diner;
-  With respect to Gifts: exceed €300/gift/year;

Gifts should never be delivered or received at the home address, they should preferably be addressed to the attention of the Organization of the third party at the registered office of the latter.

In order to comply with the regulation, gifts, meals, entertainment, travel expenditures or other similar payments relating to hosting and hospitality must not only comply with the above criteria, but also the following:

-  the amount of the expense, gift or reimbursement is nominal and reasonable in light of routine business travel and associated entertainment;
-  the expense is directly related to either (a) the promotion, demonstration or explanation of the Company products or services, or (b) the execution of a contract; and;
-  Giving gifts due to custom or tradition, or to establish or maintain general good will, or to build relationships, IS NOT sufficient reason alone for a gift to be lawful under the legislation, or permissible under this policy, as custom, tradition and good will do not “directly” promote, demonstrate or explain the Company’s goods and services.

In addition, all entertainment expenses must include the date the expense was incurred, the place where the entertainment or meeting took place, the name, firm and title of each person present, the business purpose of the function and the associated cost. The Company employees shall carefully document and accurately describe promotional expenses and reflect the true nature of such payments in the Company's books and records.

No gift, hospitality or expense may call into question the reputation of Sportian or its shareholders.

#### **D) Facilitation Payments**

The Company and its employees will not make facilitation payments even if such payments are local practice or custom. The Company accepts that refusal to make illicit payments may lead to commercial delays, for example, in the processing of government papers, and that there may be a commercial cost to the company attributable to this Policy.

If Company employees encounter a demand for a facilitation payment, or think they are likely to do so, they should report the situation to the Compliance or Legal Department immediately.

As stated in the Code of Ethics, Sportian strictly prohibits Facilitation Payments, unless the refusal to make such payment could pose an imminent threat to the life or physical integrity of Sportian Personnel or persons close to them. Likewise, the Company recognizes that demands for facilitation payments are often backed by a form of extortion and that in exceptional circumstances resistance may not be feasible. An extreme example would be a demand for payment to secure an emergency admission into hospital. In such circumstances, the Company accepts that staff will need to use their best judgment. Staff must report any incident where they feel forced to make a facilitation payment to the Compliance Department at the earliest opportunity.

#### **E) Political Contributions**

Political contributions carry a potential risk of corruption when they can be used as an inappropriate means to retain or obtain a business advantage.

The Company will not make contributions to any political candidates, and the employees that participate in any electoral politics must participate in an individual and private capacity and never on behalf of the Company or contributing with any property, money (whether in cash or otherwise) or equipment of Sportian.



## **F) Donations to Charitable Organizations**

The Company is committed to the communities in which it does business and allows reasonable donations to domestic, foreign and international charities.

Charitable donations carry a potential risk of corruption when the funds provided constitute a direct or indirect benefit to a third party or public official or may be misappropriated for improper payments.

Accordingly, except with the prior approval of the Legal Department, the employees must not make any donation to an organization or charity, on behalf of the Company, or using any Company assets to facilitate the donation.

If you believe that the Company should make a charitable donation to an organization, submit your request for such a donation in writing to the Company's Legal Department. The Legal Department will have the sole ability to authorize the requested donation and/or the use of Company assets to make or facilitate the requested donation.




## **5. Required Behavior**

In complying with the terms of this Policy, the Company expects you to comply with the following behavior (please note that this list is only illustrative and it is not intended to limit the scope of this policy in any manner):

- i)** You must never pay, promise, offer or authorize, directly or indirectly, payments in cash, in kind, any other kind of benefit, a bribe to a government official or any other individual, natural or legal, public or private, or entity in order to a) obtaining or maintaining business for the Company; b) to secure an improper advantage for the Company and/or c) that such individual abuses his or her influence to illegally obtain any advantage or business.
- ii)** You must never permit, allow, authorize or turn a "blind eye", either directly or indirectly, in the face of any payment -however small-, promise, offer or authorization, by the Company to a third party or third's party representative, of a bribe to a government official or any other individual or entity to obtain or expedite a procedure, obtain or maintain business or to secure undue advantages for the Company.
- iii)** You must always consult with the Compliance Departments before receiving, offering or giving anything of value, even of nominal value (e.g., for meal or dinner, or sports tickets), to a government official or to someone who is in a position to influence a government official.
- iv)** You must conduct appropriate, risk-based anticorruption and reputational due diligence and background checks on business partners and third-party representatives who may interact with government officials on the Company's behalf prior to entering into a relationship with them.
- v)** You must comply with, and enforce, all the Company's requirements for documentation of expenses and payment requests, particularly those payments related to the Company's sales, marketing, and business development efforts, consistent with our Code of Ethics.
- vi)** You must ensure that entries into the Company's books and records are accurate, and that all Company internal controls and procedures are maintained and followed when making payments from the Company.

It may not always be a simple matter to determine whether a possible course of action is appropriate. If you are in any doubt as to whether a possible act might be in breach of this Policy or the law, the matter should be referred to the Compliance Department.

The following activities in particular may be **higher risk** and require special attention and active management:

-  Providing gifts and hospitality to third parties;
-  Deals with third party intermediaries and;
-  Charitable Donations and Sponsorships.





For detailed guidance on accepting gifts and hospitality from third parties, please refer to the Sportian [Code of Ethics](#) or seek assistance from the Sportian Compliance Department.

## 6. Reporting Violations

If you receive information or otherwise suspect that an improper payment has been made, promised or authorized or that any other violation of applicable anti-corruption laws or this Policy may have occurred, you must notify a member of the Compliance Department or a member of the Legal Department as soon as possible. The fact that you do not have conclusive proof of wrongdoing, or that your concerns amount to suspicions of an action that has not yet occurred, are not sufficient reason to avoid reporting your concerns. You should indicate that you are reporting this information as a confidential communication for the purpose of obtaining legal advice. If you feel the need to communicate your concerns anonymously, you may use any of the communication means contemplated for reporting actions against our [Code of Ethics](#) (please refer to <https://www.sportian.com/ethics>). Once you have made a report, no further action should be taken until a response is received. The Company will not permit retaliation against any person who, in good faith, reports a suspected violation of this Policy.

## 7. Relevant Legislation

All national laws relating to bribery and corruption, especially such laws that are in place in jurisdictions where the Company has an office(s) or carries out its work, are of importance to the Company. In setting out the principles included in this policy particular attention has been paid to the requirements of:

-  Spanish Organic Law 10/1995 of November 23, 1995 of the Spanish Penal Code;
-  The UK Bribery Act 2010 which entered into effect on 1 July 2011 and which has extra-territorial reach;
-  The Foreign and Corrupt Practices Act 1977 (FCPA). This Act is in effect in the US, and is directed at companies listed on the US markets. It assumes extraterritorial effect; and;
-  Organization for Economic Cooperation and Development Convention on Combating Bribery of Foreign Public Officials ("OECD Convention").

## 8. Policy Ownership

This Policy is the property of the Compliance Department. Please contact them for any questions.