

CRG CRIMINAL COMPLIANCE POLICY



Index

CRG CRIMINAL COMPLIANCE POLICY	1
1. Introduction and Purpose	3
2. Scope	3
3. Definitions	3
4. Compliance Objectives	4
5. Compliance commitments	5
6. CRG activities that involve exposure to criminal risk	5
7. Rules and prohibitions	5
8. Definition, Control and Evaluation	6
9. Communication	6
10. Responsibility and Supervision	7
11. Continuous Improvement	7
12. Sanctioning System	7
13. Documents related to this Policy	8

1. Introduction and Purpose

The purpose of this Criminal *Compliance* Policy, which has been approved by the Board of Trustees of the CENTER FOR GENOMIC REGULATION FOUNDATION (hereinafter, “CRG” or “the Center”), is to establish CRG’s commitment to the promotion of a culture of integrity, ethics, and respect for the law, as well as the requirement for compliance with criminal legislation, and the prohibition on committing criminal offenses.

Furthermore, the Criminal *Compliance* Policy is reflected in the CRG Criminal Compliance Management System, which describes and explains, in detail, knowledge of and commitment to the policy; roles, and their responsibilities within CRG in relation to Compliance; the functions of the internal information system and channel; the organization's disciplinary system; the method of assessing and classifying criminal risks; the means of supporting the criminal *compliance* management model, such as training plan, financial resources management plan, distribution plan, etc., as well as a system for periodic verification.

2. Scope

This Policy is to be applied, and therefore must have been read and understood by all those who are linked to CRG (whether they are linked to the Center through a trade or employment relationship), provided that these services are linked to the performance of its activity.

For this reason, this Criminal *Compliance* Policy is also available in English, so that all the members of CRG, in addition to the third parties who are linked to it, are able to understand its scope and content.

3. Definitions

Governing body: a person or group of people who lead and control an organization at the highest level, and who have the power to delegate authority, and provide resources within the organization, in this case, the CRG Board of Trustees.

Members of the organization: managers, employees, workers, or temporary employees or employees under collaboration agreements, and those who are hierarchically subordinated to them.

Compliance Committee: a body whose function it is to supervise and control, prevent and stop criminal conduct that may result in the organization being criminally liable.

Compliance Objectives: objectives that make reference to the organization's zero tolerance approach to criminal risks, as well as the establishment of measures aimed at early prevention, detection, and management of these risks. These objectives may be strategic, tactical, or operational.

Criminal Compliance Policy: the organization's commitment, formally expressed by senior management or a governing body, regarding its criminal *compliance* objectives.

Criminal risk: risk related to conducts that may constitute a crime, according to the system of criminal liability of legal persons established in the Spanish Criminal Code or, in the case of entities that do not have legal status, with the system of incidental consequences established in the same legal text.

Criminal Compliance Management System: a set of elements of an organization that are interrelated, or that interact to specify and measure the degree to which objectives are achieved in terms of criminal *compliance*, as well as the policies, processes, and procedures for accomplishing said objectives.

Collaborators: any party, other than members of the organization, with which the organization has, or foresees establishing, any type of professional relationship.

Interested party: a person or organization that may affect, be affected by, or perceive that it is affected by a decision made by the organization, or by its activity.

4. Compliance Objectives

The criminal *compliance* objectives make reference to the organization's zero tolerance approach to criminal risks, as well as the establishment of measures aimed at early prevention, detection and management of these risks¹.

Along these lines, the organization establishes criminal *compliance* objectives for the relevant functions and levels, which need to be coherent with that which is established in this Policy, and with the results of the criminal risk identification and assessment. These objectives are measurable, taking into account applicable requirements, and are subject to monitoring, communication and updating. Likewise, the organization retains documentary information on the criminal *compliance* objectives.

In planning how to achieve its *compliance* objectives, the organization determines what it is going to do and who will be responsible, what resources will be required, making use of suitable financial resource management models to prevent criminal risks from materializing, when it will be finished, and how the results will be assessed.

¹ Note 1 Section 3.19 UNE 19601:2017.

In this regard, CRG has set its objectives, committing to update them annually in line with the results obtained in the annual assessment of risk, and the implementation of the measures contained in the Action Plan.

Based on the standards for ethical behavior that CRG applies in all its areas of activity, CRG commits to the inclusion of criminal *compliance* clauses in contracts signed with third parties, as well as with the members of the organization themselves, as a strategic objective in relation to this issue.

5. Compliance commitments

This Criminal *Compliance* Policy, together with the Code of Conduct and Good Governance and the rest of the protocols, policies, and internal regulations that CRG applies, constitutes the fundamental pillar of its compliance culture. For this reason, compliance with this Policy is mandatory for all those people who are linked to the organization, as well as third parties. This requires, therefore, not only compliance with criminal legislation, but also loyalty to the Center's values and principles of ethics and responsibility.

To facilitate knowledge of the Policy, as well compliance with it, it will be made available to all CRG members through the Intranet, and it will also be available for all interested parties on the organization's website.

6. CRG activities that involve exposure to criminal risk

CRG has assessed and evaluated its exposure to criminal risks, based on a detailed analysis of the activities carried out in each one of its functional areas, as well as an analysis of its relationships with collaborators, suppliers, and other interested parties. As a result, its Criminal Compliance Management System is intended to prevent, detect and, if necessary, mitigate any high level risks which have been noted during the identification and segmentation of the areas of activities, collaborators, suppliers, and other third parties who exceed this risk threshold, reducing them to low level risks.

7. Rules and prohibitions

This Criminal *Compliance* Policy, and other similar protocols implemented within the organization, establish guidelines for ethical behavior, and expressly prohibit the commission of any criminal act within the framework of the activities carried out by CRG.

8. Definition, Control and Evaluation

The Criminal *Compliance* Policy establishes a framework for the definition, control, and assessment of the objectives identified by the organization for the purposes of Criminal *Compliance*. In this regard, CRG has established processes aimed at:

- Identifying and establishing the criminal risks to which the organization is exposed through an analysis of each functional area, in order to be able to implement the necessary control measures to prevent and minimize those risks.
- Assessing, in terms of probability, the likelihood that the criminal risks that have been identified and detected will materialize, as well as the impact they would have on the organization if they did.
- Quantifying, assessing, and managing the risks detected in the outsourcing of operations, applications, and services.
- CRG commits to the continuous improvement of the sustainability, suitability, and effectiveness of its Criminal *Compliance* Management System.
- The Compliance Committee has a duty to submit a brief report to the CRG Board of Trustees regarding the effectiveness of the Criminal Compliance Management System, and assessing its content.
- Review of the content of the Criminal Compliance Management System whenever there are relevant changes in the organization, the control structure, or CRG's activity, whenever relevant legal or jurisprudential modifications take place, or whenever relevant breaches of its provisions are revealed, making a review advisable. In the absence of such cases, a review of its contents will be carried out twice a year.

9. Communication

The Criminal Compliance Policy must be accessible to all members of the organization, and its collaborators. In addition, it must be suitably published through the organization's internal and external communications channels, as recommended in section 7.5.2 of UNE 19601:2017.

Any activity that is unusual or contrary to this Policy, and to the current regulations in general, should be disclosed to the organization via its Internal Information System and Internal Information Channel, as the preferred internal way, through email account compliance@crg.eu, or via postal mail to Fundació Centre de Regulació Genòmica (CRG), Carrer Doctor Aiguader 88, Edifici Parc de Recerca Biomèdica de Barcelona (PRBB), 08003, for the attention of the Compliance Committee, in its function of CRG Internal Information System Manager. This communication, and the sender, are guaranteed to remain confidential at all times.

CRG guarantees that collaborators who report an incident in good faith will never be subjected to any reprisals.

10. Responsibility and Supervision

Anyone who is linked to CRG must be familiar with the principles of ethics and responsibility, as well as all the provisions and obligations contained in the different control measures adopted by the organization, compliance with which is mandatory, in addition to the preservation of its integrity and reputation.

The Compliance Committee is responsible for ensuring supervision of the implementation and monitoring of the Criminal Compliance model, through the adoption of control, surveillance, and communication measures that respond to the principles of legal security, diligence, and effectiveness. It has all the necessary authority and independence to carry out this function.

Likewise, and based on the information sent by the Compliance Committee regarding the suitability and implementation of the Criminal *Compliance* Model, CRG Management will participate in the review of the CRG Criminal Compliance Management System twice a year.

11. Continuous Improvement

CRG commits to the continuous improvement of the implementation, sustainability, suitability, and effectiveness of both this Criminal *Compliance* Policy, and the rest of its Criminal Compliance Management System.

The information that is collected, analyzed, assessed, and included in the criminal *compliance* reports will be used as a basis for identifying opportunities for improving *compliance* performance in CRG.

12. Sanctioning System

Any conduct that is contrary to, or that does not comply with, that which is provided for in this Policy, as well as any failure to comply with the CRG Code of Conduct and Good Governance, or the rest of its internal policies, shall be considered a breach of contractual good faith, as well as negligence within the framework of the employment relationship, for the purposes duly determined in accordance with current legislation on labor disciplinary action and/or termination of contract.

In this regard, CRG may impose disciplinary sanctions in accordance with the legal system in force, which will be assessed according to the seriousness of the breach and, where appropriate, the damage that said breach may cause the organization.

This disciplinary system is, in any case, supplementary to any legal proceedings that may be brought against the professional member of CRG, and any sanction or consequence that may result from this proceeding, due to failure to comply with that which is established in the CRG Criminal Compliance Management System, and/or the Center's regulations and policies.

13. Documents related to this Policy

- CRG Code of Conduct and Good Governance.
- CRG Internal Information System Policy.
- CRG Internal Information Channel Regulation.
- Organic Law 10/1995 of the Spanish Penal Code, of November 23.
- UNE 19601:2017, for Criminal *Compliance* Management Systems.
- Law 2/2023, of February 20, on the protection of whistle-blowers who report regulatory violations and the fight against corruption.

History of versions:

Version	Date	Approved by	Reason for change
V.1	28/11/2022	CRG Compliance Coordinator and CRG Administrative Director	
	15/12/2022	CRG Board of Trustees	
V.2.	29/11/2024	CRG Compliance Coordinator and CRG Administrative Director	Amendment including references to the CRG Internal Information System, the CRG Internal Information Channel and the Law 2/2023, of February 20, on the protection of whistle-blowers who report regulatory violations and the fight against corruption.
	19/12/2024	Board of Trustees	