

CODE OF ETHICS



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CHANGE CONTROL¹

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1. PURPOSE OF THE CODE OF ETHICS

The purpose of this code of ethics (hereinafter also, the “**Code of Ethics**”) is to define the principles and behavioural guidelines that must be observed to guarantee and establish the implementation and consolidation of an ethics-based culture within BC3 - BASQUE CENTRE FOR CLIMATE CHANGE - KLIMA ALDAKETA IKERGAI (hereinafter, “**BC3**”) and to prevent corruption in accordance with the provisions of the Recovery, Transformation and Resilience Plan (hereinafter also, the “**RTRP**”).

It is not possible to define and regulate all potential incidents that may occur in the ordinary activity of BC3 in this Code of Ethics, therefore, it contains clear criteria that will serve as a guide for BC3 employees and will answer any questions that may arise in the course of their work. In this regard, it establishes common principles and guidelines of conduct that serve as the basis for the rest of internal policies and procedures, which must always be interpreted in accordance with them.

The application of the Code of Ethics must never infringe the law, therefore, should this occur, the contents of the Code of Ethics must be amended to comply with such provisions.

Breaches of the Code of Ethics may result in disciplinary measures under labour law and any other applicable sanctions.

2. SUBJECTIVE SCOPE OF APPLICATION

This Code of Ethics applies to all members of BC3, whatever their contractual status, hierarchical or functional position in the company, with particular emphasis on the members of the Board of Directors, managers, line or group coordinators (herein referred to individually as the “**Employee**” and jointly as the “**Employees**”). Therefore, all Employees must consider and comply with this Code of Ethics at all times.

Employees must comply with this Code of Ethics, abiding by its values and principles, and following the guidelines for conduct it establishes.

Moreover, BC3 Employees, particularly those who are responsible for other Employees, must comply and ensure compliance with the provisions of the Code of Ethics, promoting actions, activities and behaviours that conform to the provisions of the Code.

This Code of Ethics also applies to companies and employees with whom BC3 may enter into agreements, whenever the activity is sensitive or relevant to its activity.

3. PRINCIPLES AND VALUES

Ethics and integrity

BC3 acts with integrity and in an ethical, transparent and committed manner to the development and progress of society and in strict compliance with the law.

Accordingly, we make responsible and transparent use of the public and private funds

made available to us to conduct research, always aligned with our principles and values and in strict compliance with the law.

BC3 also has an ethics committee that makes ethical reviews of all the operating procedures that include research involving humans or animals.

Excellence

BC3 promotes excellent research. In order to produce and disseminate excellent quality results, we promote open debate on ideas, research methods, data and results, as well as interdisciplinary collaboration between the different lines that make up BC3 and with external entities to obtain synergies and alliances that produce multidisciplinary results.

Dissemination of knowledge

BC3 is committed to creating value through education and by disseminating knowledge to raise awareness of specific issues and scientific advances in the area of climate change, both to the general public and more specifically to stakeholders involved in decision-making processes.

In this regard, BC3 promotes open access to scientific production.

Sustainability

Given the nature of the institution, commitment to sustainability is an integral part of BC3.

BC3 advocates for a responsible approach to the use of natural resources and is committed to reducing its environmental impact. It considers environmental criteria and requirements when procuring supplies and services.

Equal opportunities and non-discrimination

In BC3, we believe that diversity enriches our workforce's learning, teaching and work experience, which is why we respect diversity and the gender perspective in our day-to-day work.

In addition, since 2013, BC3 has adhered to the European Researchers' Charter and the Code of Conduct for Researcher Recruitment, and it has been recognised with the "HR Excellence in research" award granted by the European Commission (HRS4R) since April 2015, ensuring open, transparent and merit-based procurement in all its selection processes.

4. GENERAL RULES OF PROFESSIONAL CONDUCT

The Code of Ethics establishes the following rules of conduct to be observed by BC3 Employees:

- (i) **Fight against corruption, bribery and fraud:**

In accordance with the Anti-Corruption Policy, BC3 prohibits all types of business and individual corruption, fraud and bribery, therefore, no BC3 Employee or collaborator acting on account of BC3, either directly or through an intermediary, may offer, promise, grant, request or accept unjustified advantages or benefits whose immediate or mediated purpose is to obtain a present or future benefit for BC3, themselves or for a third party. Specifically, they may not give or receive bribes or fees from or by any other interested party such as civil servants or public employees, whether Spanish or foreign, company personnel, political parties, authorities, citizens and suppliers, etc. All Employees must reject such conduct and inform the Compliance Committee of requests from third parties for commissions, gifts or irregular remuneration.

Likewise, Employees must not make promises, give gifts or pay compensation of any amount to speed up administrative, judicial or political procedures or to secure or influence their result.

Regarding to gifts or meals, the provisions of the Gift Protocol shall apply.

(ii) Conflicts of Interest:

BC3 bases its relationship with its Employees on loyalty and will not tolerate conflicts of interest between their interests and the activity carried out by BC3.

Employees must avoid any potential conflicts of interest. In case of a potential conflict of interest, Employees must notify their line manager who will report the situation to the Compliance Committee which will adopt the most appropriate measures to end the conflict, thus complying with the provisions of the Policy for the management of conflicts of interest.

The following are examples of situations that could give rise to a conflict of interest:

- Family members or close personal relationships;
- Previous and/or current employment relationships;
- Investments and financial interests.

(iii) Financial Control and Transparency and integrity in the relationship with the tax authorities:

BC3's economic and financial information gives a true and honest picture of its economic and financial situation and its assets, always in accordance with the generally accepted accounting principles and the International Financial Reporting Standards. Therefore, Employees must not conceal or distort the information in the accounting records and reports, which must always be complete, accurate and truthful.

BC3 undertakes to abide by good practice in tax matters, complying with the tax regulations at all times, and maintaining an appropriate relationship with the Bizkaia Tax Agency, prohibiting the obtaining of illegal profits and tax avoidance, and any other breaches of the accounting obligations established by law in its bookkeeping practices

and records.

(iv) Stakeholder Relations:

BC3's stakeholders are the individuals, organisations, companies, institutions and groups that have a direct or indirect connection with its activities.

BC3's Stakeholder relations are based on legal compliance, and mutual respect and trust.

As regards its suppliers and external collaborators, BC3 undertakes to comply strictly with the law and BC3's public procurement and the internal purchasing policies, conducting public and transparent procurement processes by selecting suppliers based on their solvency, technical suitability, quality, price and the public interest.

While exercising its functions, BC3 will always prioritise absolute respect for the Public Administration, complying strictly with the law, collaborating with the authorities, primarily in its relationships with the authorities of the Autonomous Community of the Basque Country, and rejecting all enticements and gifts to receive preferential treatment from BC3 in its permanent relationship with the Public Administration at all times.

(v) Confidentiality:

The reserved or confidential information owned by or entrusted to BC3 will be subject to professional secrecy, and its content will not be disclosed to third parties, except where the disclosure is authorised by BC3. For this purpose, BC3 Employees must keep the reserved and confidential content confidential in their dealings with third parties, otherwise, they may be subject to disciplinary measures in accordance with applicable regulations.

(vi) Privacy and personal data protection:

BC3 is firmly committed to personal data protection, therefore, all personal data collection, use and processing must guarantee the right to privacy and compliance with personal data protection law, and the rights recognised by the law on services of the information society and electronic commerce and other applicable provisions.

Likewise, and particularly when processing the personal data obtained during Employees' research activities, it must first undergo an ethical review and be approved by the Ethics Committee.

(vii) Employees' personal actions:

All Employee's associations, memberships and collaboration with political parties and other entities, institutions or associations with public purposes taking place outside BC3's activity must be carried out in such a way that they are clearly personal in nature, thus avoiding any relationship with these, and remaining politically neutral at all times.

Likewise, the creation, membership, participation and collaboration in social networks, forums or blogs by BC3 Employees and their opinions and statements must be clearly

personal in nature, and mentioning or acting on behalf of BC3 in these contexts is strictly prohibited. Whenever statements are made in their role of Employees of BC3, they must be issued in an orderly, coordinated manner and their suitability must be approved by a superior, always keeping of any information related to BC3 secret and confidential from the media.

(viii) Regarding public health:

BC3 complies with the applicable public health legislation. Likewise, it has implemented procedures for protection and continuous improvement with respect to possible incidents related to public health, in order to avoid infringing any laws or other general protective provisions in this area.

5. COMPLIANCE COMMITTEE AND WHISTLEBLOWING CHANNEL

BC3 wants all its Employees to know and comply with this Code and policies, and for this purpose has established a Compliance Committee that will ensure its effective compliance, promoting its knowledge, dissemination and understanding by BC3 Employees, also encouraging its review, as well as its updating, when appropriate, due to the circumstances.

The Compliance Committee is made available to Employees to:

1. Answer questions:

It is not possible for the Code of Ethics to contain or deal with all the situations that employees may encounter. Therefore, the Compliance Area is available to all Employees to answer any questions they may have in connection with their positions.

In case of doubtful conduct or situations, employees should ask themselves the following questions:

- Is it ethical and legal?
- Is it consistent with this Code and its values and with internal policies?
- Might it compromise BC3's public image?
- Would I have trouble justifying my decision to an authority?
- Would I feel comfortable explaining what I did to my colleagues, friends and family?

If any of the answers to these questions is “no” or “not sure” avoid the conduct under all circumstances and always seek advice from the Compliance area.

2. Analyse complaints received through the Whistleblowing Channel:

Whenever an employee learns of or has a reasonable suspicion that there are illegal activities or breaches of the Code of Ethics, they have a duty to report it through the Whistleblowing Channel, in accordance with the rules of use of that Channel.

Remember that the identity of the whistleblower is kept confidential, and that no direct or indirect disciplinary action may be taken with respect to the report, notwithstanding the rights that correspond to the accused persons by law. In addition, all reports received by the Compliance Committee will be kept confidential, notwithstanding the obligation to notify the judicial or administrative authorities, where appropriate.

The Compliance Committee is also entitled to launch and conduct an investigation into suspected improper behaviour and breaches of the principles set out in this Code of Ethics, providing a suitable channel and applying the appropriate disciplinary measures as provided for in the applicable regulations.

The Whistleblowing Channel is available in the three official languages of BC3: English, Basque, and Spanish.

6. ENTRY INTO FORCE AND VALIDITY OF THE PROCEDURE

The Code of Ethics has been approved by the BC3 Board of Directors, taking immediate effect and remaining in force barring any changes.