


**INTERNAL FUNCTIONING
REGULATION
OF THE
ETHICS AND COMPLIANCE COMMITTEE
OF TECNOARANDA, S.L.**



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Fecha: 04.12.2020


APPROVED BY
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Fecha: 04.12.2020


The original document, which is approved by the Company's Management Body and on the date indicated above (by handwritten or electronic signature), is in the custody of the Company's Ethics and Compliance Committee.



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1. **Purpose and scope of application**

This **Internal Functioning Regulations of the Ethics and Compliance Committee** (the "**Regulations**") of the entity **Tecnoaranda, S.L.** (the "**Company**") aims to establish an internal operating procedure from the moment it becomes aware of an event or conduct related to (i) an action or omission that is allegedly criminal or that generates a risk of criminal imputation for or in the Company, or (ii) an act or omission presumably generating a non-criminal legal infringement within the Company, or (iii) any incident or breach of the **General Code of Ethics and Conduct of the Company** (the "**Code of Conduct**").

2. **Procedure**

2.1. **Introduction**

The Regulations, which enjoy the highest internal normative rank, must be complied with by the **Ethics and Conduct Committee** (the "**Committee**") in the exercise of its functions, responsibilities and powers in relation to the communication, processing, investigation, resolution and response to complaints, communications and queries within the scope of the Company (the "**Procedure**") presented to the Committee by any administrators, managers, departmental units of the Company, employees, collaborators or third parties dependent on the Company (the "**Interested Subjects**").

The Regulations will be duly updated when the applicable regulations so require, or at the discretion of the body itself, it is necessary to do so in response to a specific need. Subsequently, it will be ratified by the Board of Directors.

2.2. **Initiation**

2.2.1. *Forms of initiation*: the Procedure will be initiated in one of the following ways:

- (a) ex officio by the Committee on a conduct or fact (i) outside the minimum standards of behavior of the Company contained in its Code of Conduct, (ii) that presumably gives rise to a risk of criminal imputation for or in the Company (iii) or to a potential non-criminal legal infraction;



- (b) by means of a complaint addressed to the Committee through the **Company's Internal Communication and Complaints Channel** (the "**Complaints Channel**"), by any of the Interested Parties about a conduct or fact (i) outside of the minimum standards of behavior of the Company included in its Code of Conduct (ii) that presumably gives rise to a risk of criminal imputation for or (iii) in the Company or a potential non-criminal legal infraction;
- (c) through communication carried out by a departmental unit of the Company in accordance with the internal procedures approved and implemented in the Company (if any); and
- (d) through consultation by any of the Interested Parties regarding facts or conduct that may constitute (i) an alleged criminal offense acting on behalf of the Company and in the interest and benefit of the latter, (ii) an alleged non-criminal legal infraction , or (iii) a breach of the Code of Conduct.

2.2.2. *Complaint*: the complaint, communication or query, as the case may be, will be submitted by the Interested Party using and completing the form model made available at all times by the Company at (i) its website <http://https://www.tecnoaranda.com/>, and (ii) physically in the mailboxes , and which is attached as **Annex I** to the **Internal Communication Channel document and Complaints** (the "**Complaint Channel**"), (the "**Complaint**"). Along with the Complaint, the Interested Subject must attach all the documentation available to him and that serves as supporting evidence for its content. The complaint may be submitted anonymously.

2.2.3. *Anonymity*: in the event that the complaining Interested Subject decides to identify himself, the Committee will be obliged to keep his identity secret and preserve confidentially, which will be guaranteed and protected at all times, the Committee refraining from making, allowing or collaborating with third parties in its disclosure, Total or partial, by any means, in order to avoid any retaliation that, due to the communication of the Complaint, could be directed against him, inside or outside the Company. Notwithstanding the foregoing, the Committee will be exempt from complying with this obligation of anonymity when legally required by the judicial or administrative authorities, as the case may be, to identify the identity of the complaining Interested Subject, by virtue of a judicial or administrative resolution. For these purposes, the provisions of the regulatory document of the Whistleblower Channel regarding data protection will be applied.



2.2.4. Bad faith in the Complaint: in those cases in which the complainant has filed a complaint acting in bad faith, the Committee will adopt the measures it deems appropriate in accordance with these Regulations, the **Statute of the Ethics and Compliance Committee** (the "**Statute**") and the applicable legal regulations.

2.3. Evaluation of the Complaint

2.3.1. Reception of the Complaint: after receiving the Complaint through any of the channels described in these Regulations, the Committee will accuse the Interested Party of its receipt in writing, in the event that this has been identified.

2.3.2. Preliminary evaluation of the Complaint: the Committee, after carrying out a preliminary analysis of the Complaint, may:

- (a) reject the Complaint for not appreciating facts or behaviors that could lead to criminal implications for or in the Company. However, if the facts or conducts entail other types of implications, in particular, the possible commission of conducts constituting a possible non-criminal legal infraction or a breach of the Code of Conduct that could lead to the initiation of an internal disciplinary process of In accordance with the statutory or labor regulations and / or the collective agreement applicable to the subject denounced, the Committee will notify the corresponding departmental unit so that it can adopt the appropriate measures. In both cases, the Committee must communicate in writing any such decision to the complaining Interested Party within a maximum period of five (5) business days from the date of receipt of the Complaint (unless the complaining Interested Party has not been identified or, At the request of the Committee, an extension of the information and / or documentation thereof is required to obtain an opinion formed in this regard, in which case, the same term will apply from the date on which the information was provided and / or required documentation); or
- (b) admit the Complaint presented because the Committee considers that facts or behaviors are appreciated that could entail criminal implications in or for the Company. The Committee (i) must communicate in writing the admission of the Complaint to the complaining Interested Party within a maximum period of five (5) business days from the date of receipt of the Complaint (unless the complaining Interested Party has not been identified or, At the request of the Committee, an extension of



the information and / or documentation of the Complaint is required to obtain an opinion formed in this regard, in which case, the same term will apply from the date on which the information was provided and / or required documentation), (ii) open the corresponding Internal Investigation Procedure and (iii) the Secretary will be instructed to form a file that must be duly guarded, ordered, classified and filed in accordance with the provisions of these Regulations.

2.3.3. *Term*: the maximum term for the conservation of the data in the Complaints Channel is three (3) months from the introduction of the data through the presentation of the Complaint.

2.4. Internal Investigation Procedure

2.4.1. *Initiation*: the Committee will initiate an **Internal Investigation Procedure** (the "**Internal Investigation**")

- (a) at the request of the party, from the moment the Committee adopts the agreement (in accordance with its Statute) for the admission of the Complaint filed under Section 2.2.2; or
- (b) ex officio, from the moment the Committee adopts the agreement (in accordance with its Statutes) to initiate an Internal Investigation due to having knowledge of facts or conducts that, objectively, may (i) have the character of a crime for acts committed on behalf of any of the Company and in its interest and benefit; or (ii) be constitutive of a non-criminal legal infraction, or (iii) be constitutive of a breach of the Company's Code of Conduct.

2.4.2. *Internal Investigation*: During the Internal Investigation, the Committee will carry out all the inquiries and investigation procedures that it deems necessary or convenient to clarify the facts or behaviors communicated in the Complaint in order to obtain their adequate clarification.

In principle, access to the Whistleblower Channel data will be limited exclusively to the Committee. Notwithstanding the foregoing, the Committee may request, at any time, from (i) the Interested Subjects who are part of the Internal Investigation, (ii) those responsible for the organs or departmental units of the Company to which they belong, or (iii) to any Interested Party of the Company, to collaborate with him in the clarification of the facts and in the fulfillment of his purposes together with the Committee, insofar as it is



necessary for the adoption of disciplinary measures or to the processing of the judicial procedures that, where appropriate, proceed.

2.4.3. Term: the maximum term for processing the Internal Investigation is two (2) months from the date of the Committee's agreement under the terms established in Section 2.4.1. The Committee, by duly reasoned agreement (in accordance with its Statutes), may extend this term for additional periods of one (1) month if it deems it necessary for justified reasons.

2.4.4. Principles of Internal Investigation: Internal Investigation will be governed by the following principles:

- (a) **speed and efficiency**: it means that the Internal Investigation must be carried out in an agile manner, without unjustified delays in its processing.
- (b) **confidentiality**: it means that the Internal Investigation must be carried out with absolute discretion, secrecy and protection of the rights to honor, privacy and dignity of all the Interested Parties involved in it;
- (c) **Presumption of innocence** of any Interested Subject investigated; and
- (d) **Transparency, objectivity, autonomy and independence**: means that the Internal Investigation must be carried out exhaustively and rigorously in relation to the facts or behaviors reported, without interference of any kind by other Interested Subjects not involved in the Internal Investigation.

2.4.5. Management, filing and custody of the file of the Internal Investigation: the Committee, through its Secretary, must leave a written record of all those actions carried out (including, without limitation, the statements and documentation received) in the Internal Investigation. Likewise, the Committee must keep in an orderly fashion and for the period required by the applicable legislation, all those documents that may serve as probative support of the facts or behaviors that are the object of the Internal Investigation, in particular, in the event of a possible contribution in any procedure of external investigation initiated at the request of an administrative or judicial body, the Public Prosecutor's Office, the Ombudsman, the Court of Accounts or similar body or with investigative functions, in order to evidence



- (a) the facts or risk behaviors allegedly detected;
 - (b) where applicable, the interested parties involved;
 - (c) the Opinion of Conclusions issued by the Committee at the end of the Internal Investigation;
 - (d) the communications generated in the course of the Internal Investigation;
 - (e) all the internal and external reports issued, internal notes, emails exchanged in the course of the Internal Investigation; and
 - (f) the minutes of the Committee and of any other internal organs of the Company in which information related to the events or behaviors reported or detected is collected.
- > The computation of the term of custody of the documents in the aforementioned Internal Investigation file will begin on the date of the Opinion of Conclusions (as defined below).
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- > The Committee must also establish a custody and filing system that ensures the proper management of documents both for their efficient making available internally and to comply with the requirements received from any authorities, agencies and public entities in accordance with the current legislation or, by virtue of an administrative or judicial procedure in progress.
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- The documents will be stored on supports and in ways that guarantee their integrity, confidentiality, the correct reading of the data, their non-manipulation and their adequate conservation and location. For the purposes of these Regulations, any tangible or intangible medium that contains sufficiently precise and relevant information to be able to determine that an allegedly criminal act or conduct is taking place and the people or companies of the Group involved in it will be considered a document.

2.5. Conclusion of the Procedure

- 2.5.1. Opinion of Conclusions: once the Internal Investigation is completed, all those actions and procedures that the Committee deems necessary or convenient for the clarification of the facts and behaviors object of the same have been



carried out, it will adopt an agreement (in accordance with its Statute) in any of the the following meanings (the "**Opinion of Conclusions**"):

- (a) that the facts or conducts investigated are not likely to generate (i) a risk of criminal imputation in or for the Company; (ii) nor of legal infraction of any other type; or (iii) a breach of the Code of Conduct;
- (b) that the facts or conducts investigated are likely to generate an alleged non-criminal offense or a breach of the Code of Conduct that could give rise to the initiation of an internal disciplinary process in accordance with statutory or labor regulations and / or the agreement applicable collective, in which case the Committee will notify the departmental unit of the competent Company so that, where appropriate, it can adopt the measures it deems appropriate against the alleged offender; and
- (c) that the facts or conduct investigated are likely to constitute an alleged crime. In this case, the Committee will transfer the facts or conduct to the judicial authorities or the Public Prosecutor's Office.

2.5.2. Communication to the complaining Interested Party: once the Internal Investigation has concluded, the Committee will communicate in writing the resolution contained in the Opinion of Conclusions to the complaining Interested Party if it has been identified, within the following three (3) business days. The communication will contain a summary of (i) the processing of the Complaint, (ii) the Internal Investigation and (iii) the measures that, where appropriate, have been adopted or are intended to be adopted by the Company. The content of the communication must be written in a general manner, always taking into account the confidential nature of the Internal Investigation carried out and the rights that may assist third parties, including, without limitation, those of the alleged offender.

2.5.3. Drafting of report: in those cases in which the internal procedures of the Company for a certain departmental unit require the issuance of a report by the Committee, the Committee must evacuate it within a period not exceeding five (5) business days counting from the following day in which communication is received from the proposing departmental unit of the need to obtain a report in this regard.

2.6. Ratification by the Board of Directors

The Committee will submit to ratification by the Board of Directors the Opinion of Conclusions that puts an end to the Internal Investigation in the following cases:



- (a) when the facts or conduct investigated have special material significance for the Company, notoriously affect its activities and economic interests or its reputation in the market may be seriously affected; or
- (b) r when the position held by the allegedly infringing person is of sufficient importance for the Committee to consider it appropriate to submit it to the Board of Directors;

> In such cases, within three (3) business days following the date of the Conclusions Opinion, the Committee will notify the Board of Directors in writing for ratification, where appropriate, by means of an agreement in accordance with the Bylaws to as soon as possible.

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The Committee will collaborate with the Board of Directors in everything that it requires to issue, where appropriate, the ratification agreement.

2.7. Consultation procedure

Those responsible for the departmental units of the Company as well as any Interested Party of the Company shall have the right to submit a written inquiry to the Committee regarding conduct or fact not yet carried out that may involve (i) a risk of criminal charges, (ii) a legal violation of any other type for the Company, or (iii) a breach of the Code of Conduct.

The Committee will issue a reasoned report in response to the inquiry within fifteen (15) business days following receipt of the inquiry.

2.8. Confidentiality of the Procedure

2.8.1. General confidentiality commitment: the Committee is obliged to

- (a) keep the strictest secrecy regarding the Confidential Information that is the subject of the Procedure and the facts and behaviors that are the subject of the Complaint or inquiry presented through the Company's Complaint Channel. Any Interested Subject who, for any reason, participates in the Procedure, must also comply with this obligation of confidentiality; and
- (b) not reveal, directly or indirectly, Confidential Information (or allow it to be disclosed), in whole or in part, to a third party;



2.8.2. Definition of Confidential Information: Confidential Information will be considered (i) the existence and content of the Procedure and Internal Investigation; (ii) all documentation and information, verbal or written, in any support related to the Procedure, or to the Company that, directly or indirectly, is supplied to the Committee, the Company or the Interested Parties involved in the Procedure and in relation to it ; (iii) any documentation or information that in any way comes to the attention of the Committee in order to study, evaluate, analyze and conclude the Procedure; (iv) any extract, analysis, compilation, forecast, study, summary, report or document prepared by the Committee or at the request of the Committee that contains or refers, totally or partially, to the information mentioned in this paragraph; or (v) copies of Confidential Information. For the purposes of the confidentiality commitment, "Copies" means any copy of Confidential Information including any document, electronic file, extract, analysis, study, plan, compilation or any other way of representing or recording information that contains, reflects or proceeds from Confidential Information.

2.8.3. Exclusion of Confidential Information: the information will not be considered Confidential Information if: (i) it is in the public domain on the date of the Complaint or has become public domain after the date of the Complaint, provided that said circumstance It has not occurred as a consequence of a direct or indirect violation of the applicable legislation and the obligation of confidentiality provided for in this Regulation; (b) can be legitimately obtained from a public record; (c) has been prepared independently by the Committee without using Confidential Information; or (d) has been provided by a third party, acting neither on behalf of nor on behalf of the Company, without restrictions regarding its use and without, in any case, there having been a direct or indirect infringement of the obligations provided for in these Regulations, being at all times in a situation to be able to sufficiently justify said circumstance.

2.8.4. Responsibilities: the breach of the confidentiality commitment may lead to the initiation of disciplinary proceedings in accordance with the collective agreement, labor and statutory regulations that are applicable to the offender, who, in addition, will be responsible for all damages of any kind that cause the Company as a consequence of the breach of all or any of the obligations and duties assumed in this commitment.
