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# COMPLIANCE MANUAL

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Secuoya, Grupo de Comunicación, S.A., & the Companies within its Group

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## 1. INTRODUCTION

This Compliance Manual (hereinafter referred to as the “Manual”) establishes the model for the organisation, prevention, management, and control of criminal risks in Spain for Secuoya, Grupo de Comunicación, S.A., and its subsidiaries, which operate under the trade name Secuoya Content Group (hereinafter referred to as “Secuoya” or the “Entity”).

Secuoya has always demonstrated a special commitment to compliance with the regulations and obligations derived from its activities and the sectors in which it operates. This requires the Entity to maintain a continuous process of reviewing its risks, processes, and internal controls in order to adapt its compliance model to the needs and demands of each moment.

The position of leadership and excellence achieved by Secuoya is the result of many years of effort and dedication. However, inappropriate behaviour by a single employee has the potential to damage the image and reputation of the organisation within a short period. Therefore, Secuoya seeks to prevent this possibility by establishing a robust compliance culture, guided by Senior Management and the governing body.

Consequently, Secuoya requires all employees and collaborators, whether acting on its behalf or for its benefit, to perform their duties with a firm commitment to comply with current legislation, the values and ethical principles adopted by the Entity, as well as all applicable internal policies, procedures, and controls.

Following the reform of the Penal Code in 2010, and particularly after the amendment introduced by Organic Law 1/2015, of 30 March, it has become essential for companies to adopt models for the prevention of criminal risks. These models are designed to prevent, detect, and respond to the potential commission of crimes within companies.

In alignment with these legislative changes and its compliance culture, Secuoya has developed a compliance model that compiles the procedures and controls currently implemented for the effective prevention, detection, and response to criminal risks. This has culminated in the creation of the Compliance Model set forth in this Manual.

The preparation of this Manual involved reviewing and confirming the criminal risks that may hypothetically arise in the various business areas and departments of the Entity. This review took into account existing policies and controls within the Entity, as well as the sensitivity to criminal risks detected in its processes, considering factors such as the sector in which Secuoya operates, historical events, the number of employees, and the severity of these risks if they were to materialise.

Thus, the Manual is based on the existing control systems designed to mitigate identified criminal risks, as well as those that have been reinforced or introduced in Secuoya following the review conducted under Article 31 bis of the Penal Code, all with the objective of consolidating an ethical and compliant culture.

Finally, it is important to highlight that the promotion, development, implementation, and effective application of this Model rely on the active participation and supervision of the governing body and Senior Management of the Entity, which are fundamental to the compliance management system that Secuoya aims to achieve.

## **2. REGIME OF CRIMINAL LIABILITY FOR LEGAL ENTITIES IN SECUOYA**

### **2.1. NORMATIVE FRAMEWORK**

The normative framework used for the design and preparation of the content of this Manual is based on the following reference standards:

#### **A. LEGISLATION**

- ❖ Organic Law 10/1995, of 23 November, of the Penal Code, with the most recent amendments, notably:
  - a) Organic Law 5/2010, of 22 June.
  - b) Organic Law 1/2015, of 30 March.
  - c) Organic Law 1/2019, of 20 February.
  - d) Organic Law 10/2022, of 6 September.
  - e) Organic Law 3/2023, of 28 March.

#### **B. CIRCULARS OF THE OFFICE OF THE PUBLIC PROSECUTOR**

- ❖ Circular 1/2011, of 1 June, relating to the criminal liability of legal entities in accordance with the reform of the Penal Code introduced by Organic Law 5/2010.
- ❖ Circular 1/2016, of 22 January, regarding the criminal liability of legal entities in accordance with the reform of the Penal Code introduced by Organic Law 1/2015.

#### **C. STANDARDISATION STANDARDS**

- ❖ UNE-ISO 19600:2015. Compliance management systems.
- ❖ UNE 19601:2017. Criminal compliance management systems.

- ❖ UNE-ISO 37001:2017. Anti-bribery management systems.

## **2.2. SECUOYA CONTENT GROUP AND ITS ORGANISATION**

Secuoya is an audiovisual group whose main activity consists of content creation, alongside the production, distribution, and provision of services across the entire spectrum of the audiovisual business. Its objective is to provide innovative solutions to create, produce, or manage any audiovisual product or service, while supporting its clients to ensure the success of their projects.

Its main business areas are as follows:

- ❖ Content production.
- ❖ The provision of audiovisual services.
- ❖ Television.
- ❖ The provision of services to clients, integrating the entire audiovisual value chain.
- ❖ The international expansion of its services.

In this way, Secuoya is structured as a synergistic, coordinated, and efficient group of companies that covers the entire value chain for the client, with the world of audiovisual communication as its guiding principle. All the companies within the group consist of teams of professionals committed to the continuous pursuit of excellence and the satisfaction of clients, individuals, and projects connected to the Entity, working towards a shared objective.

## **3. PURPOSE OF THE MANUAL AND CONTROL MEASURES ADOPTED**

### **3.1. OBJECTIVES OF THE MANUAL**

The purpose of this Manual is to ensure (i) the establishment of an ethical and compliance culture within the Entity, as well as (ii) the effectiveness of the rules and control procedures that minimise the risk of unlawful behaviour by the partners and employees of Secuoya.

The Compliance Model adopted by Secuoya has been reinforced through the implementation of necessary measures for monitoring, supervision, and control in order to prevent criminal risks that could arise within the Entity as a result of its activities. In this regard, (i) autonomous powers of initiative and control have been granted to the Supervisory and Control Body as a

monitoring body, and (ii) the disciplinary system has been reviewed as a reactive measure for breaches of the model.

As previously indicated, the Compliance Model forms part of the Entity's internal regulatory compliance policy and reflects the firm commitment of Management to maintaining an adequate ethical and business culture within the Entity.

Therefore, the main objective of this Manual is to define the Compliance Model implemented at Secuoya, the policies and rules governing its activities, and the control systems designed to prevent the commission of offences as specified in the Penal Code, promoting diligent behaviour and compliance with current legislation.

The key objectives of this Manual are as follows:

- ❖ To optimise and facilitate the continuous improvement of the risk management system of the Company.
- ❖ To establish a structured and organised system of prevention and control aimed at reducing the risk of committing offences.
- ❖ To inform all Secuoya personnel of the importance of complying with the Compliance model, as well as the ethical principles contained in the internal regulations of the Entity.
- ❖ To inform Secuoya employees that any violation of the provisions contained in the Manual may result in the imposition of disciplinary measures. For other interested parties acting in the name, on behalf of, or in the interest of the Entity, breaching the Manual may lead to the termination of the existing relationship.
- ❖ To publicly declare the strict condemnation by Secuoya of any unlawful behaviour, emphasising that, in addition to violating legal provisions, such behaviour is contrary to the fundamental ethical principles of the Group.
- ❖ To adapt existing control measures to processes, enabling Secuoya to prevent the commission of offences and, in the event that they occur, to intervene immediately.
- ❖ To raise awareness and provide training to all employees on the importance of regulatory compliance and, in particular, on the prevention of criminal risks.

- ❖ To closely monitor the controls implemented in operations or processes that may pose a risk of criminal activity.
- ❖ To supervise the operation of the implemented system and this Manual, updating it periodically in response to organisational changes within Secuoya or changes in the applicable legislation.

## **4. ADOPTION OF THE MANUAL BY SECUOYA**

### **4.1. SCOPE OF THE MANUAL**

The scope of the Criminal Compliance System, the rules set forth in this Manual, and the other corporate policies, regulations, procedures, and control measures apply to the members of the Board of Directors, members of Senior Management, as well as all employees of Secuoya.

### **4.2. RECIPIENTS OF THE MANUAL: COVERED PERSONS**

The subjective scope of the Criminal Compliance System extends to the administrators, directors, and employees of Secuoya (hereinafter referred to as “Personnel” or “Employees”), as well as to individuals connected with the Entity, such as business partners, suppliers, or third parties of a similar nature (hereinafter referred to as “Stakeholders” or “Interested Parties”).

## **5. FINANCIAL RESOURCE MANAGEMENT**

### **5.1. CONTROLS IN BUDGETARY AND TREASURY MANAGEMENT**

Secuoya has implemented a series of policies, procedures, and controls related to financial information and expenditure, which provide complete transparency to its system. The Finance Department is responsible for managing these resources, with the assistance of other specialised areas, if necessary, to review the contingencies detected in this area.

In this regard, Secuoya has a Financial Model with the following fundamental characteristics:

- ❖ The existence of a Finance, Administration, and Management Control Department, whose purpose is to carry out tasks related to financial and economic management, as well as financial and accounting control.
- ❖ Within the Entity, there are limitations imposed through powers for the disbursement of funds, contracting, and representation before Public Bodies and Courts. These powers are detailed according to the scale of amounts and exercised jointly or severally.
- ❖ Specific audits whose purpose is to provide an opinion on the annual accounts, determining whether they present a true and fair view of the Entity's assets and financial position.
- ❖ The existence of budgetary control and monitoring based on expenditure management and control.

The aforementioned control and management systems are also useful for ensuring the proper management of financial resources, as required by the Penal Code, in so far as they ensure the accurate maintenance of books, records, and accounts, as well as an appropriate internal accounting and financial control system.

## **5.2. FINANCIAL AND MATERIAL RESOURCES**

Secuoya has provided the Supervisory and Control Body with the necessary financial and human resources to ensure the proper and effective functioning of the Compliance Model, as described throughout this Manual.

Each year, Secuoya allocates a specific budget line for the proper and effective implementation of the model for the prevention, organisation, and management of criminal risks.

## **6. MONITORING, COMPLIANCE, AND SUFFICIENCY OF THIS MANUAL: SUPERVISORY AND CONTROL BODIES**

### **6.1. BOARD OF DIRECTORS**

The Board of Directors is responsible for the management, administration, and representation of the organisation. In exercising this responsibility and its social commitment, and in line with

the values of the Entity, its culture of preventing irregularities, and its commitment to the prevention of criminal risks, the Board of Directors of Secuoya adheres specifically to the Entity's Code of Ethics and has the ultimate responsibility for the Compliance Model.

Among its functions, in the field of criminal risk prevention, a key task is to verify the effectiveness of the Compliance Model based on the annual report presented by the Supervisory and Control Body, and to approve, where applicable, any corrective measures required, providing the necessary resources to ensure such effectiveness.

## **6.2. SENIOR MANAGEMENT**

The Senior Management of Secuoya, with responsibility for general management, is entrusted with the following functions and duties:

- ❖ Complying with and following the policies, processes, and procedures of the Criminal Compliance System.
- ❖ Collaborating with the Board of Directors in the performance of its duties.
- ❖ Promoting and supporting the transmission of a culture of compliance, as well as a zero-tolerance policy regarding behaviours that may lead to the commission of offences.
- ❖ Proposing to the Board of Directors the approval of:
  - Regulations required by legislation and standards.
  - Internal controls, procedures, policies, and regulations.
- ❖ Providing information and documentation to the Board of Directors when requested or when relevant to the matter at hand. Additionally, the necessary meetings shall be held as required.
- ❖ Promoting a culture of cooperation and compliance throughout the organisation.
- ❖ Any other function formally established by the Board of Directors.

## **6.3. SUPERVISORY AND CONTROL BODY**

The exercise of control required by the Penal Code necessitates the implementation of continuous control mechanisms within the Entity, as well as the designation of internal control bodies responsible for overseeing the controls in place and monitoring potential criminal risks.

In accordance with the requirements of the Penal Code, Secuoya has established a control structure formed by the Supervisory and Control Body, which is responsible for overseeing and enforcing the crime prevention policies.

The execution of the control and monitoring tasks has been entrusted to the Supervisory and Control Body, as the entity delegated by the Board of Directors, since it has the necessary autonomy and independence in terms of both control authority and initiative. Currently, the Supervisory and Control Body is composed of:

- ❖ Raúl Puche Beltrán (Chairman) – Finance Department
- ❖ Juan Manuel de los Santos Labrador (Secretary) – Legal Department
- ❖ Antonio Ramos Laguna ((System Complaints Officer) – Human Resources
- ❖ Rocío Archilla Hervás (Data Protection Officer) – Legal Department

The functions and responsibilities of the Supervisory and Control Body are set out in the Regulations of the Supervisory and Control Body.

#### **6.4. CONTROL OFFICERS**

The Compliance Model must be evaluated periodically to verify its implementation and effectiveness. This evaluation is carried out through a dynamic self-assessment process that provides information regarding compliance with the manuals, policies, procedures, and other controls in place.

This evaluation helps build confidence in the system and allows an analysis of its development in response to deficiencies or external or internal changes in the Entity.

The control officers of the various areas are responsible for completing the self-assessment declarations and shall report annually to the Supervisory and Control Body on the evolution of criminal risks, the preventive measures adopted, and any additional proposals. These officers must complete an annual self-assessment declaration confirming whether: (i) The policies/procedures related to their department have been followed. (ii) The controls related to their department remain in place. (iii) Any changes have been made to the control activities. (iv) All identified incidents have been resolved and reported to the appropriate level.

Once the key controls are identified, the control officers must have documentary evidence supporting whether these controls have been implemented and are functioning as intended. In other words, they must maintain adequate evidence to determine the effectiveness of the Compliance Model.

## 6.5. EMPLOYEES AND THE REST OF THE ORGANISATION

All employees of Secuoya are responsible for understanding, observing, and applying the provisions of this Manual, as well as the policies, procedures, and controls that form part of the Criminal Compliance System, and for collaborating with the Supervisory and Control Body when necessary.

Similarly, they must all report to the System Officer any conduct, actions, or infringements, whether alleged or real, contrary to

- ❖ Applicable laws or regulations.
- ❖ The Code of Ethics and its principles and values.
- ❖ Policies or procedures of mandatory compliance.
- ❖ The Penal Code.

Lastly, they must immediately inform the System Officer of any action aimed at preventing or remedying the commission of an offence or potential offence of which they are aware, and which is being handled without the apparent intervention of the System Officer.

## 7. SUPERVISION AND MONITORING OF THE COMPLIANCE MODEL

The primary objective of the supervision, monitoring, and verification model is to continually validate the implementation of the Secuoya Compliance Model. This process allows for the periodic verification of the effectiveness of existing policies, procedures, and controls, as well as their evolution, ensuring that Secuoya maintains a comprehensive understanding of its Compliance Model. This will enable the organisation to take the necessary actions to ensure its suitability and effectiveness in the prevention, management, and control of criminal risks.

Secuoya recognises that supervision, monitoring, and verification are essential elements for the Compliance Model to be effective. The organisation has designed the system based on risk management, involving different areas in certifying processes and controls, and providing the system with complete supervision, oversight, and control by the relevant governing body.

The management of this model is the responsibility of the Supervisory and Control Body, in conjunction with its support unit, the risk area, and the areas responsible for the controls.

The objectives that should guide the actions of the supervisory bodies include, among others, the supervision of the effectiveness of the control rules and procedures established by Secuoya.

## **7.1. THE SUPERVISION AND MONITORING PROCESS**

The process of supervising and monitoring the Compliance Model is conducted periodically. For these purposes, the following definitions apply:

- ❖ **Monitoring:** A continuous process of analysing risks and processes, as well as policies and procedures (normative controls) and controls (operational) that regulate the activity of Secuoya. This process is carried out by the Supervisory and Control Body in coordination with the responsible parties, through periodic and ongoing evaluations of the existing processes and controls.
- ❖ **Supervision:** A process of reviewing the Compliance Model conducted by the Supervisory and Control Body. This review enables the detection of existing deficiencies within the model, thereby allowing for the necessary modifications to ensure reasonable coverage of criminal risks.

The process of monitoring and supervising the Compliance Model:

- ❖ Provides the Supervisory and Control Body with sufficient information to determine whether the Compliance Model continues to operate effectively over time.
- ❖ Improves the overall effectiveness and efficiency of the organisation by providing timely evidence of any modifications made or the need for such modifications, assisting Management in identifying and correcting control deficiencies before they significantly impact Secuoya objectives in criminal risk prevention.
- ❖ Promotes proper operational control, as there is a greater likelihood that responsible parties will perform their functions continuously if they are aware that their operations are being supervised.

As a result, the Supervisory and Control Body is assigned the following duties:

- ❖ Creating an annual work plan to monitor the Compliance Model.
- ❖ Updating, reviewing, and re-evaluating the criminal risks identified in the previous year, especially when: i. New or modified activities, products, or services are identified. ii.

Changes in the organisation's structure or strategy occur. iii. Significant external changes take place (economic, financial, market-related, liabilities, relationships with clients, suppliers, and third parties).

## **7.2. THE VERIFICATION PROCESS**

Secuoya conducts, as a complement to the monitoring and supervision process, a periodic verification of the Compliance Model. The verification process is the procedure defined to assess the effectiveness of Secuoya supervision and monitoring system at the end of each financial year, including details of any material incidents or deficiencies that may affect the system.

At the end of each financial year, the Supervisory and Control Body will prepare and present a report to the Board of Directors, expressing its opinion on the adequacy and effectiveness of the current supervisory and monitoring mechanisms of Secuoya Compliance Model. The report will include any recommendations deemed necessary to improve any detected deficiencies. Based on this report and the recommendations provided, the Board of Directors will approve the changes and measures necessary to ensure the effectiveness and sufficiency of the Compliance Model.

Additionally, the Supervisory and Control Body may commission an external specialist adviser to prepare a verification report on the operational effectiveness of the control mechanisms. A Verification Plan may be established in annual phases until the entire Model has been examined.

## **8. WHISTLEBLOWING CHANNEL**

Secuoya has implemented a Whistleblowing Channel, which allows employees, directors, administrators, as well as third parties external to the organisation (such as external suppliers, clients, and other stakeholders) to:

- ❖ Submit reports regarding suspected or potential violations of both internal Criminal Compliance rules and ethical values and principles, as well as national and European regulations applicable to the company.

- ❖ Raise any queries or suggestions regarding situations that may be contrary to the principles and policies of the organisation, and/or to Secuoya internal policies and procedures.

The Whistleblowing Channel is accessible to interested parties via the following link: <http://faro.auren.es/FormularioPublico/LadingPage?Token=06d1389f-b8c1-4b1b-8eae-c7ff88083a72> and is managed by the System Officer (Human Resources Director), who is responsible for handling and processing the resolution of the reports and queries submitted, in accordance with the Whistleblowing Channel management procedure.

In all cases, the Channel, in compliance with Law 2/2023 of 20 February, guarantees the utmost confidentiality of the identity of both the whistleblower and the reported party, while also providing the option to submit reports and queries anonymously. This is without prejudice to legal obligations and the protection of rights against accusations made in bad faith.

It is also strictly prohibited to retaliate against anyone who, in good faith:

- (i) Reports a potential violation of the internal ethical-business regulations of Secuoya, (ii) Reports a possible behaviour contrary to the law or that could involve the commission of a criminal risk, (iii) Collaborates in the investigation or assists in resolving it.

However, this protection does not extend to those who act in bad faith with the intent to disseminate false information or harm others.

## 9. DISCIPLINARY PROCEDURE

Breaches of this Manual, detected through the monitoring and evaluation process, through reports submitted via the Whistleblowing Channel, or by any other means, will be communicated to the System Officer, who is responsible for managing any breaches brought to their attention. Breaches of this Manual and related internal regulations may result in labour sanctions, without prejudice to any administrative or criminal sanctions that may also apply.

**Sanctionable Behaviour:** The following conduct shall be subject to sanction, in accordance with applicable labour regulations:

- ❖ Submitting false reports with the intent to harm a third party.

- ❖ Engaging in any form of discrimination or harassment against a person who has made a report.
- ❖ Breaching the provisions of this Manual.

The disciplinary regime is established by the applicable labour legislation, including, in particular, the sectoral collective bargaining agreement and the Statute of Workers.

**Consequences for Business Partners:** For business partners subject to this Manual (clients and suppliers), possible consequences for non-compliance include:

- ❖ Termination of the contractual relationship.
- ❖ Assumption of liabilities governed by applicable regulations, such as civil, criminal, and commercial law.

**Notification to Authorities:** Depending on the severity of the incidents, they may be reported to the competent authorities.

## 10. DISSEMINATION AND TRAINING

The implementation of the control measures outlined in this Manual must be accompanied by appropriate dissemination and explanation to Secuoya employees. The importance of compliance and Secuoya commitment to principles of conduct must be emphasized.

To this end, Secuoya has adopted the following measures for dissemination and training:

- ❖ The dissemination of this Manual is the responsibility of the Supervisory and Control Body, which ensures its distribution to all relevant parties. This dissemination emphasises the importance of compliance and Secuoya commitment to the principles reflected in both the internal ethical-business regulations and this Manual.

Secuoya has implemented a comprehensive training plan on criminal risk prevention, in compliance with applicable regulatory provisions, particularly those outlined in the Spanish Penal Code concerning the criminal liability of legal persons and their administrative bodies. This plan is managed by the Supervisory and Control Body in coordination with the Human Resources Department and consists of various training initiatives aimed at ensuring that all

employees and directors understand and correctly apply the preventive and control measures established.

The training plan will be developed primarily through the periodic dissemination of informative capsules, approximately every 2 or 3 months. These communications will serve to reinforce awareness of the criminal risks associated with the organisation's activities and the procedures established for their mitigation. Additionally, more specialised training will be required for the Supervisory and Control Body and the company's directors, in order to deepen their understanding of their specific responsibilities within the regulatory framework.

## **11. RECORDS AND DOCUMENTATION**

The Compliance Model generates evidence that allows for its development, monitoring, and supervision, accrediting its proper functioning and continuous improvement. Secuoya identifies, standardises, and ensures the custody of key evidence that demonstrates the effective implementation of the established controls.

All documentation generated within the framework of the Compliance Model will be retained for a minimum period of six years, in accordance with Article 30 of the Commercial Code. For documents subject to specific regulations, such as Law 10/2010 on the Prevention of Money Laundering and Terrorist Financing, the retention period will be ten years, as stipulated by the relevant legislation.

Secuoya ensures the integrity, authenticity, and availability of the documentation during the retention period, in compliance with applicable legal requirements.

## **12. APPROVAL**

This Manual was approved by the Board of Directors of Secuoya on 20th September 2024.

The Supervisory and Control Body, acting as the oversight and control organ, may propose amendments to this Manual to the Board of Directors in order to maintain appropriate control over Secuoya activities at all times. This will ensure strict compliance with applicable

regulations, internal procedures, and controls, while also minimising the risk of committing criminal offences.