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# CONFLICTS OF INTEREST POLICY

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

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## 1. OBJECT AND PURPOSE

At Secuoya, Grupo de Comunicación, S.A. (hereinafter “Secuoya Content Group” or the “Entity”), this Policy has been developed to promote transparent and impartial decision-making within Secuoya Content Group, upholding the values of integrity, good governance, and corporate responsibility. Its primary purpose is to provide a reference framework to facilitate the identification of circumstances that may potentially give rise to a conflict of interest, as well as their proper handling and the procedures to be followed.

## 2. SCOPE OF APPLICATION

This Policy applies to the members of the Board of Directors, members of Senior Management, and all employees<sup>1</sup> of Secuoya Content Group.

In accordance with this Policy, Secuoya Content Group may establish procedures and guidelines to ensure its proper implementation and compliance with the obligations undertaken.

## 3. GENERAL PRINCIPLES

The development and implementation of this Policy will be based on the following principles:

- ❖ Honesty, accuracy, and transparency in the information communicated to Secuoya Content Group’s Supervisory and Control Body in relation to conflicts of interest.
- ❖ Objectivity, professionalism, and independence of judgement in the performance of any conduct in which conflicts of interest may arise.
- ❖ Confidentiality in the handling of cases by the Supervisory and Control Body.
- ❖ Adoption of measures aimed at preventing situations in which conflicts of interest may arise.

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<sup>1</sup> For these purposes, “employee” shall mean any individual who has an employment relationship or provides professional services to the Company.

- ❖ Equal treatment. Within the framework of conflict of interest prevention, the activity
- ❖ of companies within Secuoya Content Group and of those persons subject to this Policy shall promote and ensure equal treatment for all such persons in the same position, without prejudice to the safeguarding of the corporate interest in the event of any situation of conflict of interest.
- ❖ Compliance with applicable legislation.

## 4. CONCEPT OF CONFLICTS OF INTEREST

A conflict of interest is a matter or situation in which business, financial, family, political or personal interests may interfere with an employee's judgement, objectivity or loyalty in the performance of their duties, thereby compromising their impartiality and/or independence.

### Types of conflicts of interest:

There are two types of conflicts: direct and indirect. Direct conflicts arise when the conflict is attributable to the employee themselves, while indirect conflicts occur when the conflict is attributable to a related person.<sup>2</sup>

A list of various situations that may give rise to a conflict of interest is included in **Annex I**.

## 5. MANAGING CONFLICTS OF INTEREST

If an individual finds themselves in a situation of conflict of interest, they must inform their immediate superior by email, with a copy to the Supervisory and Control Body, in order to abstain from participating in the decision or assuming the corresponding responsibility. The Supervisory and Control Body shall issue a decision within a maximum period of five days.

If the Supervisory and Control Body accepts such abstention, both the person concerned and their hierarchical superior shall be informed accordingly, as well as of the proposed alternative.

If the Supervisory and Control Body rejects the request, it shall inform both the hierarchical superior and the person concerned of the reasons for its decision, and the latter shall adopt

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<sup>2</sup> Either personally or through a related person, such as a spouse, first-degree relative, etc.

the corresponding measures within a maximum period of ten days.

A Generic Conflict of Interest Declaration Template is included in **Annex II** of this Policy. In case of doubt regarding a potential conflict of interest, the person concerned must inform the Supervisory and Control Body by emailing: [oficinacompliance@secuoyacontentgroup.com](mailto:oficinacompliance@secuoyacontentgroup.com).

The information provided in the declarations will be treated confidentially. The personal data contained in such declarations will be subject to the levels of protection established by applicable data protection regulations.

Failure to comply with the provisions of this Policy shall lead, where appropriate, to the application of the disciplinary measures provided for under labour legislation and the Group's internal regulations.

## 6. SUPERVISORY AND CONTROL BODY

The Supervisory and Control Body of Secuoya Content Group is the body responsible for the implementation and oversight of this Policy, which includes:

- ❖ Promoting and ensuring its effective implementation.
- ❖ Defining the strategy for the prevention and management of conflicts of interest.
- ❖ Reviewing this Policy and, where appropriate, submitting proposals for its revision.
- ❖ Reporting regularly to the Audit and Compliance Committee on the implementation of and compliance with this Policy, as well as on the main conflicts of interest identified.

The Supervisory and Control Body is also the competent authority for resolving cases relating to conflicts of interest that may arise within Secuoya Content Group.

In all cases, the management and resolution of conflicts of interest shall be guided by the best interests of Secuoya Content Group, while also assessing and considering all possible alternatives that minimise disruption to the individuals subject to this Policy in resolving the specific conflict of interest.

In resolving conflicts of interest, the Supervisory and Control Body may adopt, among others, the following measures:

- ❖ Declare that no conflict of interest exists.
- ❖ Establish preventive control or safeguard measures to avoid the materialisation of the conflict of interest.
- ❖ Implement corrective measures to eliminate a materialised conflict of interest or mitigate its effects.
- ❖ Declare the incompatibility of a given activity.
- ❖ Authorise the person affected by the conflict of interest to undertake a specific activity, provided such authorisation or activity is not incompatible with applicable regulations.

This Policy shall, in all cases, be interpreted in accordance with the local legislation applicable to employees.

## 7. POLICY PUBLICITY

This Policy shall be made available to all members of Secuoya Content Group and shall be the subject of appropriate communication, training and awareness-raising initiatives to ensure its proper understanding and implementation throughout Secuoya Content Group.

## 8. APPROVAL AND ENTRY INTO FORCE

The Conflict of Interest Policy of Secuoya, Grupo de Comunicación, S.A. and its group of companies was approved by the Board of Directors at its meeting held on 21 March 2024 and made available to all personnel. It entered into force on the date of its approval and shall remain in effect until its repeal is formally approved.

## **ANNEX I. SITUATIONS THAT MAY GIVE RISE TO A CONFLICT OF INTEREST.**

As it is not possible to establish an exhaustive list of acts constituting a conflict of interest, the following are examples of activities or situations that could give rise to such a conflict:

- ❖ Having a personal interest in any matter or proceeding involving Secuoya Content Group that may affect one's objectivity.
- ❖ Holding the position of director in a company or entity with an interest in a matter or proceeding in which Secuoya Content Group is involved.
- ❖ Providing services to a competing company in the capacity of director, officer, employee, consultant and/or adviser.
- ❖ Conducting activities, whether on one's own behalf or on behalf of third parties, who involve actual or potential effective competition with the Company or which, in any other way, place the individual in a situation of ongoing conflict with the interests of the Company.
- ❖ Receiving benefits or remuneration from third parties other than Secuoya Content Group in connection with the performance of one's duties.

## ANNEX II. GENERIC CONFLICT OF INTEREST DECLARATION TEMPLATE

Mr/Ms \_\_\_\_\_ of legal age and holder of ID number \_\_\_\_\_, in my capacity as \_\_\_\_\_\* of Secuoya, Grupo de Comunicación, S.A. (hereinafter, “Secuoya Content Group”):

*\*SPECIFY POSITION (member of the Administrative Body, General Board, General Management, Area Directors, Senior Management, personnel with powers in the organisation, Financial Director and Controller, Purchasing Manager, Commercial Manager, Internal Audit, Compliance Officer)*

**I HEREBY DECLARE** that in the performance of my duties as \_\_\_\_\_(Specify position)\_\_\_\_, I shall not act in pursuit of any personal interest, whether to obtain a personal benefit or a benefit for a third party, but shall act solely in the interests of Secuoya Content Group.

**I ALSO DECLARE** the following information regarding my personal circumstances, which may involve a conflict of interest in the context of my role as \_\_\_\_\_(Specify position)\_\_\_\_ at Secuoya Content Group:

- 1. Family relationships.** I declare that I have a personal relationship, within the first or second degree of consanguinity or affinity, with the following senior civil servants or public officials:

Position/ Function	Degree of consanguinity or affinity



- 2. Other positions:** I currently hold the following positions in other organisations, institutions, or bodies:

Position/ Function	Organisation/Institution/Agency

Should any of the above information change in any way, and insofar as such change may give rise to a conflict of interest with the activities of Secuoya Content Group, I undertake to notify the company as soon as possible.

Signed:

\_\_\_\_\_

In \_\_\_\_\_, on the \_\_\_\_\_ of \_\_\_\_\_ of 202\_.