



OPERATING PROCEDURE OF THE ETHICAL CHANNEL

Secuoya, Grupo de Comunicación, S.A. y Sociedades de su Grupo

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1. PURPOSE

Secuoya Content Group (hereinafter referred to as the “Group,” “Secuoya” or the “Organisation”) is committed to the highest standards of transparency, honesty, and accountability. One way of conducting this commitment is by ensuring that employees and managers of the Organisation (hereinafter, the “Members”) are able to express concerns regarding any activities or specific conduct within the Organisation.

Employees and managers are the Organisation’s closest point of contact with its day-to-day operations and environment. As such, they are often the first to detect or become aware of potential irregularities.

However, they may refrain from raising their concerns, believing that doing so could be seen as disloyalty towards their colleagues or the Organisation itself. They may also fear retaliation. In such circumstances, individuals may find it easier to disregard conduct they perceive as improper rather than report what may merely be a suspicion of wrongdoing.

In this context, other stakeholders, such as Secuoya’s suppliers, collaborators, or business partners, also play a crucial role in the prevention and detection of irregularities. For this reason, they are included as recipients of this Procedure and shall also be referred to as Members.

This Procedure aims to inform Secuoya Members that they may and should report any suspected unlawful activities without fear of retaliation, discrimination, or other adverse consequences.

To this end, a communication channel has been established to enable the confidential reporting of suspected or confirmed misconduct within Secuoya, whether criminal in nature or in breach of the Organisation’s Code of Ethics and/or internal regulations. This channel constitutes an effective means of investigating concerns, preventing misconduct, and anticipating or mitigating its consequences.

The Ethics Channel incorporates mechanisms that guarantee the confidentiality of all information and provides a secure communication platform to maintain contact with Secuoya’s compliance bodies, enabling interaction between Secuoya and whistleblowers on an anonymous basis, free from any form of retaliation.

Through this Procedure, Secuoya reaffirms its commitment that any reported misconduct, whether involving the Organisation itself, its employees, managers or members of the Board of Directors, shall be treated in strict confidence, thoroughly investigated, and addressed through the adoption of appropriate measures in accordance with applicable internal and external regulations.

This Procedure also requires all Secuoya Members to act responsibly, with integrity and in good faith, in order to safeguard the Organisation's reputation and to respond ethically to any potential breaches that may affect it.

2. SCOPE AND RECIPIENTS

This Procedure applies to all Members of Secuoya, as well as to any other parties associated with the Organisation, including suppliers and business partners.

3. SPECIFIC OBJECTIVES OF THE CHANNEL

- ❖ To facilitate the submission of reports and complaints.
- ❖ To alert Secuoya to any irregular, suspicious or unlawful conduct by its Members.
- ❖ To support the investigation of potential breaches, whether by act or omission, including regulatory infringements, criminal offences, and cases of harassment, including sexual harassment and workplace discrimination, in accordance with principles of objectivity, effectiveness and full compliance with the law.
- ❖ To oversee the implementation of disciplinary measures and determine any liabilities that may arise.
- ❖ To guarantee the confidentiality of communications and preserve the anonymity of whistleblowers or informants.

4. FUNCTIONING OF THE ETHICS CHANNEL

In order to prevent any misuse of the Ethics Channel, strict criteria are applied to determine the admissibility of reports. Individuals who submit reports in bad faith or in abuse of their rights may incur civil, criminal, or administrative liability.

The following guidelines govern the proper use of the Channel:

4.1. ADMISSIBILITY REQUIREMENTS FOR REPORTS

For a report to be considered and admitted, it must meet the following requirements:

a) Criminal Compliance Violations

Any unlawful conduct classified under the Spanish Criminal Code which results in a direct or indirect benefit for the Group and may give rise to criminal liability for the Organisation (Article 31 bis of the Spanish Criminal Code).

Although the current Spanish Criminal Code lists a broad range of offences for which a legal entity may be held liable alongside individuals, only those offences relevant to Secuoya's business activities or likely to occur fall within the scope of this Channel.

b) Breaches of Corporate Principles and Code of Ethics

Any behaviour that violates Secuoya's Code of Ethics, internal policies, or procedures, including actions involving conflicts of interest, corruption, and/or bribery.

c) Harassment and Discrimination in the Workplace

Any conduct in breach of Secuoya's Code of Ethics, internal policies, or procedures, including actions involving conflicts of interest, corruption, and/or bribery.

- ❖ Workplace harassment
- ❖ Moral harassment (mobbing)
- ❖ Sexual harassment
- ❖ Gender-based harassment
- ❖ Workplace discrimination

d) Other Offences

Conduct outside the categories listed above may fall outside the scope of this Procedure and therefore should not be reported via the Ethics Channel. In such cases, alternative channels should be used, primarily by contacting the Human Resources Department at: laboral@grupos secuoya.es.

Nevertheless, any such reports received may be reviewed and, where appropriate, referred to the responsible personnel, with the informant being notified of the process to follow or of the appropriate point of contact.

4.2. ACCESS TO THE CANNEL

Reports concerning incidents, breaches or violations must be submitted via the Ethics Channel. These reports will initially be received by the persons responsible for managing the Channel, who will conduct a preliminary analysis, assess the report, and examine

whether any potential conflict of interest exists involving the Ethics Channel Officer or any member of the Supervisory and Control Body.

Reports may be submitted through:



Portal/plataforma/intranet, in the following link:

<http://faro.auren.es/FormularioPublico/Index?Token=06d1389f-b8c1-4b1b8eae-c7ff88083a72>

4.3. OBLIGATIONS OF WHISTLEBLOWERS

Whistleblowers must:

- I.** Report only the behaviours and actions listed in section 4.1 of this Procedure.
- II.** Provide as detailed a description as possible to facilitate the identification of the irregularity.
- III.** Submit all available documentation or objective indicators that may assist the assigned investigators in gathering evidence relating to the reported facts or conduct.
- IV.** Act in good faith and with diligence: the whistleblower must ensure that the report is submitted in good faith, believing it to be substantially true, and not unfounded, false, malicious, or motivated by revenge and/or personal gain.

Reports based solely on opinion, lacking sufficient substantiation or evidence, or which are manifestly false, will not be admitted.

- V.** Maintain confidentiality: whistleblowers must not disclose either the content of the report or the identity of the persons concerned to third parties or to any organisational units within Secuoya other than the Ethics Channel Officer and assigned personnel.

Breach of this confidentiality obligation may give rise to disciplinary measures under the applicable sanctions regime, contractual consequences (particularly where the whistleblower is or belongs to a supplier), and even legal action.

4.4. RIGHTS AND SAFEGUARDS OF REPORTED INDIVIDUALS

- I.** Right to be informed of the facts attributed to them.
- II.** Right to be informed of any material changes in the scope or substance of the investigation and the allegations made, with sufficient detail to enable the effective exercise of their right of defence.

Whistleblowers may check the status of their report and communicate with the case handlers via the identification and tracking codes provided when the report was submitted through the Channel.

- III.** Right to legal assistance during the investigation, where the person concerned has already been notified of the investigation, and legal representation is deemed relevant in view of the nature of the report to ensure the right of defence.
- IV.** Right to propose and present evidence.
- V.** Guarantee that only reports which are sufficiently substantiated and justified will be pursued.
- VI.** Guarantee that only those persons strictly necessary for the receipt, handling and investigation of the report will participate in the process.
- VII.** Guarantee of maximum confidentiality for those who have access to the content of the documentation, in order to prevent reputational or other harm, particularly in cases where the report is unfounded or substantially inaccurate.
- VIII.** Guarantee that unfounded or malicious reports will be investigated and sanctioned accordingly.

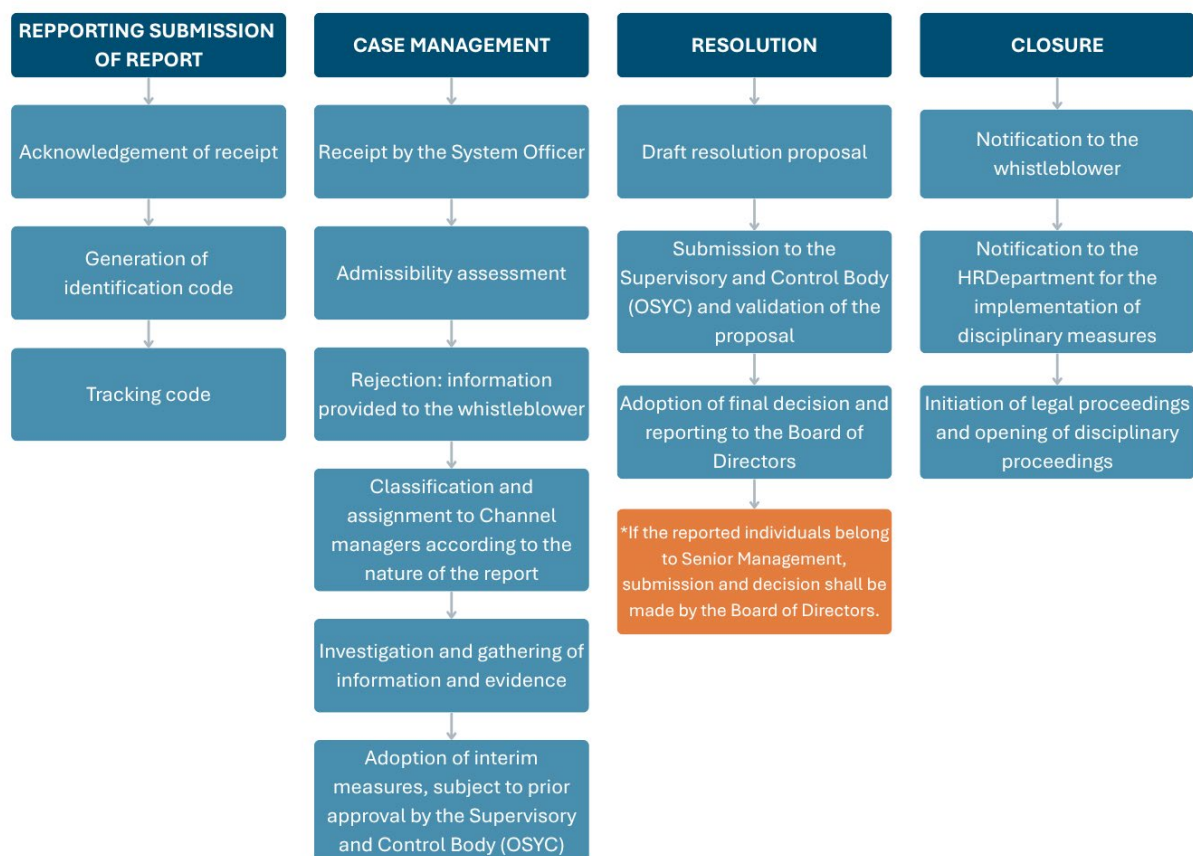
4.5. TIMEFRAMES FOR REPORTS

Upon receipt of a report, an acknowledgement of receipt will be issued within a maximum of seven days.

The investigation and resolution process, together with notification to the whistleblower, will be completed within three months of receiving the report.

This period may be extended by a further three months in cases of complexity relating to the investigation and resolution of the reported irregularities or breaches. In such cases, the whistleblower will be informed of the extension and the reasons for it at least seven days prior to the expiry of the initial period.

4.6. CHANNEL FUNCTIONING DIAGRAM



Note: Please refer to the Annex for a sample of the electronic form available on the Ethics Channel platform.

Reporting to the Board of Directors shall be understood as part of a general communication system (providing periodic updates on the Channel) and is not required for every individual case, particularly regarding the resolution of specific reports.

5. ETHICS CHANNEL OFFICER

The person responsible for receiving, managing, and processing reports under the ethics channel system (the “Ethics Channel Officer”) shall be appointed in accordance with Article 8 of Law 2/2023 of 20 February, regulating the protection of persons who report regulatory breaches and anti-corruption measures. The role must be held by an executive of Secuoya. The appointment shall be made by Secuoya's Board of Directors, with the Supervisory and Control Body being duly informed.

The Ethics Channel Officer shall perform their duties independently and autonomously from the Board of Directors, receiving no instructions or directions from the Board or any other body or Member of Secuoya.

The Board of Directors shall ensure that the Ethics Channel Officer is provided with the necessary resources and means to perform their duties effectively. The Independent Whistleblower Protection Authority shall also be informed of the appointment.

5.1. FUNCTIONS

The Ethics Channel Officer shall conduct a preliminary review and determine the admissibility of reports. Where reports are deemed admissible, the Officer shall, based on the nature and content of the report, open a file and conduct the investigation, either personally or, where necessary, with the support of a team of Case Managers. Additionally, in order to ensure the effective development of investigations, the Officer may request further resources from the Supervisory and Control Body on a case-by-case basis.

The functions of the Ethics Channel Officer include:

- I.** Notifying whistleblowers of the acceptance, rejection, or closure of reports, providing justification.
- II.** Overseeing, coordinating, and monitoring investigations through to investigation.
- III.** Requesting interim measures from the Supervisory and Control Body where necessary to ensure the proper conduct of the investigation. Such requests must be justified, and the Supervisory and Control Body shall decide on their application within five days of the request. All decisions shall be documented and notified to the relevant Management.
- IV.** Issuing a resolution proposal report and submitting it to the Supervisory and Control Body or, where appropriate, to the Board of Directors.

- V.** Reporting the conclusions and final decisions of the Supervisory and Control Body to the Board of Directors and issuing the necessary instructions to the relevant departments for the implementation and execution of any disciplinary measures arising therefrom:
 - ❖ The Supervisory and Control Body shall approve the adoption of general measures and notify the Board of Directors accordingly.
 - ❖ Where such measures affect senior management or first-level executives, the final decision and approval shall rest with the Board of Directors.
- VI.** Keeping whistleblowers informed of the status and outcome of the investigation, as well as any final decisions.
- VII.** Prepare and report to the Supervisory and Control Body relevant summary information on the operation and activity of the Ethics Channel, detailing the reports and communications received, their nature, processing, and status, for the preparation of the corresponding compliance reports.

The Ethics Channel Officer shall be responsible for the proper performance of their duties, particularly in ensuring compliance with the rights and obligations of both whistleblowers and reported individuals, and for ensuring that investigations are conducted in a proper and lawful manner.

5.2. CASE MANAGERS

5.2.1. Appointment

Case Managers shall be appointed by the Ethics Channel Officer, with the prior approval of the Supervisory and Control Body, based on the following criteria:

- ❖ **Aptitude and competence:** technical knowledge relevant to the subject matter of the report.
- ❖ **Neutrality and absence of conflicts of interest:** the person appointed must have no responsibilities, ties, relationships, or functions within the area concerned or with the individuals referred to in the report.
- ❖ **Suitability for the assignment:** the person with the most appropriate expertise and resources to effectively manage the investigation, based on its complexity and specific requirements.

- ❖ **Availability:** based on material and organisational availability, including consideration of holiday and leave schedules.

5.2.2. Responsibilities and obligations

Case Managers shall oversee reports, and the information contained therein in a diligent, objective, and rigorous manner and shall:

- I. Carefully collect and analyse the information received, assess the available information and gather any additional information necessary to conduct a thorough investigation.
- II. Safeguard the confidentiality of the investigation and the privacy of both whistleblowers and the individuals involved, in accordance with the applicable rules and measures.
- III. Assess and determine the seriousness, extent, and impact of the reports on Secuoya.
- IV. Keep the Ethics Channel Officer informed of the results of the investigation.
- V. Collaborate with the Ethics Channel Officer in formulating possible measures to address the identified irregularity or breach.
- VI. Assist the Ethics Channel Officer in preparing the report to be submitted to the Supervisory and Control Body and/or the Board of Directors.

Case Managers shall be accountable for their conduct, and for any acts or omissions that may compromise the investigation, the fulfilment of their duties, or the rights and interests of whistleblowers, as well as the right to information and defence of the individuals affected by the reports. Any failure to comply may result in disciplinary consequences and legal liability in accordance with applicable laws and internal regulations.

Should managers consider that there are sufficient grounds that could compromise the investigation process, compliance with the aforementioned obligations, or the rights and interests of the whistleblowers, or should they initially or subsequently fail to meet the requirements necessary to perform such duties, they shall immediately report this and request to be removed from the investigation. In such cases, they shall be protected against retaliation to the same extent as the whistleblowers. The System Manager shall appoint a suitable replacement to continue the corresponding investigation.

6. FALSE OR UNFOUNDED REPORTS

Secuoya Content Group, fully aware of its commitment to compliance with applicable legislation, will allocate the necessary human and financial resources to ensure the effective implementation and operation of the Ethics Channel, undertaking to investigate all reports received.

At the same time, any false or malicious accusation made deliberately will be regarded as a serious offence and may be sanctioned in accordance with the provisions of the Code of Ethics and Conduct, and under the applicable labour and/or criminal regulations.

Such conduct may constitute a criminal offence of false accusation or report (Article 456 of the Spanish Criminal Code) or of calumny (Article 205 of the Spanish Criminal Code).

Specifically, Article 456.1 of the Spanish Criminal Code provides that any person who, knowing the accusation to be false or with reckless disregard for the truth, imputes to another person facts which, if true, would constitute a criminal offence, and does so before a judicial or administrative authority obliged to investigate them, shall be subject to:

- ❖ Imprisonment from six months to two years and a fine of twelve to twenty-four months where a serious criminal offence is alleged.
- ❖ A fine of twelve to twenty-four months where a less serious offence is alleged.
- ❖ A fine of three to six months where a minor offence is alleged.

Furthermore, under Article 205 of the Spanish Criminal Code, calumny is defined as “Slander involves accusing another person of a criminal offence while knowing it is false or recklessly disregarding the truth.”. This offence is punishable as follows:

- ❖ By imprisonment of six months to two years or a fine of twelve to twenty-four months if the accusation is made publicly.
- ❖ By a fine of six to twelve months if the accusation is not made publicly.

From an employment law perspective, Article 58 of the Spanish Workers' Statute establishes that "employees may be sanctioned by company management for employment-related breaches, according to the classification of offences and penalties established by legal provisions or applicable collective agreements."

7. PROTECTION OF WHISTLEBLOWERS

The Ethics Channel Officer shall ensure that no person who, in good faith, submits a report or participates in an investigation is subjected to any form of retaliation, regardless of the outcome of the investigation.

Accordingly, the Ethics Channel Officer shall monitor the employment situation of any whistleblower employed by Secuoya to ensure that they are not subject to harassment, discrimination or any other form of reprisal, as provided for in Article 36.3 of Law 2/2023 of 20 February, regulating the protection of persons who report regulatory breaches and the fight against corruption. The Ethics Channel Officer shall adopt the necessary protective measures, without prejudice to the powers assigned to the Ethics Committee in this area.

Protective measures shall likewise apply to individuals who publicly disclose information concerning the offences or breaches described in this Procedure, provided that:

- ❖ They have previously submitted a report via the Ethics Channel and no appropriate measures have been taken within the established timeframes; or
- ❖ The facts reported may reasonably involve a serious risk or danger to a person's physical integrity, cause irreparable harm, constitute an emergency, or represent a serious threat to the public interest.

This protection shall also extend to individuals within Secuoya who have had access to the information reported or publicly disclosed, provided that the way they acquired such information does not in itself constitute a criminal offence.

If it is confirmed that such individuals have been subjected to reprisals, the perpetrators shall be investigated and, where appropriate, sanctioned.

8. INDEPENDENT WHISTLEBLOWER PROTECTION AUTHORITY

Members of Secuoya are hereby informed that they may submit their reports either directly or following prior submission via the Ethics Channel, to the Independent Whistleblower Protection Authority via its external reporting channel, or to the competent regional authorities.

Information concerning the reporting procedure will be provided once the aforementioned Independent Whistleblower Protection Authority has been formally established and commenced its operations, with the recipients of this Procedure being duly informed.

9. DATA ANONYMISATION

In accordance with the provisions of Article 24 of the LOPDGDD, any data entered into the reporting channel by any means shall be deleted after a period of three months, unless its retention is necessary to demonstrate the operation of the organisation's crime prevention model.

Reports that are not pursued shall only be retained in anonymised form. The blocking obligation established under Article 32 of the LOPDGDD shall not apply in such cases.

10. DATA PROTECTION

Personal data obtained in the context of reports and internal investigations shall be processed exclusively for the purpose of managing and controlling the Reporting Channel Procedure.

Reports shall be recorded in the Register of Processing Activities, and whistleblowers shall be informed of the collection and processing of their personal data, as well as of the means by which they may exercise their rights of access, rectification, erasure, withdrawal of consent, restriction, portability and objection, by sending an email to: lopd@gruposecuoya.es.

All data contained in the Ethics Channel system shall be processed in accordance with applicable data protection regulations and managed with strict confidentiality. In accordance with the established protocol, such data shall be deleted within three (3) months following the closure of the report or, where applicable, the conclusion of any related legal proceedings. Personal data may only be retained separately for the duration of the applicable statute of limitations, to be made available to the relevant authorities if required.

11. APPROVAL AND ENTRY INTO FORCE

This Ethics Channel Operating Procedure was approved by Secuoya's Board of Directors on 14 February 2024, although it came into force on 17 December 2021. It shall remain in effect until amended, in which case the recipients of this Procedure shall be duly informed.

12. REVIEW AND MONITORING

The Supervisory and Control Body shall conduct an annual review of this Procedure and communicate any amendments or updates to the Members of Secuoya.

In addition to the annual review, this Procedure shall be updated whenever specific circumstances arise that reasonably justify revision, including but not limited to the following:

- ❖ Amendments to the applicable legal or regulatory framework.
- ❖ Recommendations issued by the Independent Whistleblower Protection Authority or other administrative or supervisory bodies whose activities affect matters governed by this Procedure.
- ❖ Changes to Secuoya's organisational structure or general governance model that are relevant to this Procedure, including changes to compliance bodies or the Ethics Committee.
- ❖ Changes to business objectives, strategy or management approach linked to the Compliance Policy or internal regulations with an impact on this Procedure.
- ❖ Substantive amendments to related procedures.
- ❖ Results of monitoring and control activities that suggest adjustments to improve the level of compliance or the effectiveness of this Procedure for Secuoya, its employees, or other stakeholders.