



**GRUPO
ARBULU**

CRIMINAL COMPLIANCE POLICY

Approved by the Governing Body on 12th July 2022.

At the initiative of the Governing Body of Grupo Arbulu (hereinafter, indistinctly, the "Company" or the "Group"), this Policy is communicated to disseminate its unequivocal message of **opposition to the commission of any criminal offence** within the Company, as well as its commitment to promote and maintain an appropriate **culture of respect for the Law** aligned with the ethical principles established in the Code of Conduct of Grupo Arbulu and the remaining internal compliance rules that develop it.

Based on this commitment to compliance, the **conduct standards** expected of the subjects affected by this document are established, requiring them to commit to them, describing the measures adopted to supervise this mandate and the consequences in the event of non-compliance.

To whom is it addressed?

This Policy is addressed to the directors, managers and employees of Grupo Arbulu, who are obliged to be familiar with it and to respect its strict application, which may be extended, where appropriate, to all investee companies over which it has effective control or responsibility for their operation and/or management.

On the other hand, Grupo Arbulu seeks to do business with Third Parties that have high ethical and compliance standards, so this Policy is also addressed to Business Partners, whenever the specific circumstances of the case so advise, for the purpose of complying with the Company's due diligence processes. Therefore, Grupo Arbulu may request its counterparties to formalise their commitment to the conduct guidelines and *Compliance* objectives set out in this Policy.

Principles of the Criminal Compliance Policy

All members of Grupo Arbulu, in compliance with this Policy, together with the provisions of the Company's Code of Conduct, shall act with integrity and responsibility in the performance of their duties, observing at all times an ethical conduct contrary to the commission of criminal offences, acting, among others, in accordance with the following principles of conduct:

- Strict compliance with the law and especially with the criminal legislation applicable to Grupo Arbulu, as well as with the internal regulations adopted within the Company.
- Prohibition of the commission of criminal offences by Grupo Arbulu members.
- Acting with integrity and honesty at work in line with the organisation's goals.
- Be familiar with internal rules, follow them at all times and seek help when in doubt.

- Share concerns about any conduct that violates our Standards.
- Obligation to attend Criminal Compliance training.

Company activities with exposure to criminal risk

Grupo Arbulu is aware that risk management is essential for the criminal compliance management system to be effective in preventing the commission of crimes, and has therefore carried out a detailed analysis of the activities carried out by the Company in which criminal risks may materialise.

Grupo Arbulu is firmly committed to the permanent monitoring of this analysis.

Report it!

Arbulu Group provides its members with a whistle-blowing channel to comply with their obligation to report any suspicious facts or conduct that could be considered irregular or unlawful conduct relating to criminal risks of which they become aware, as soon as possible.

Our Business Partners play a key role in the success of Grupo Arbulu. Therefore, the channel is accessible to anyone who has a direct or indirect relationship with the Company and wants to get involved in the process of working hand in hand with us for continuous improvement.

The following channels can be used for these communications:

- **E-mail:**
grupoarbulu@grupoarbulu.com
- **Postal address:**
Calle Fuerteventura nº4, Planta 2, Oficina 1, CP 28703, San Sebastián de los Reyes (Madrid). For the attention of “Comité de Ética”.

The Whistle-blower Channel has been designed in accordance with the following characteristics and general operating principles:

- **Confidentiality guarantee:** Access to information received through any of the specified means is restricted and limited. Communications will be taken very seriously and will be received in a manner that guarantees the absolute confidentiality of the whistle-blower. Anonymous reporting is also possible, although we encourage identification in order to ensure effective protection of the whistle-blower, and to gather more information on the facts reported.
- **Good faith:** Reporting should be done responsibly. Responsible reporting means a report that is made in good faith. The reporter need not be completely sure of all the facts, but is expected to be honest in reporting.
- **Prohibition of retaliation:** We guarantee that there will be no retaliation or any negative consequences against anyone who reports possible misconduct in good faith or assists with an investigation. On the contrary, we will highly value commitment to the company and cooperation in strengthening our commitment to zero tolerance of wrongdoing. Any employee who believes that he or she has been the victim of retaliation for reporting a problem in good faith or for assisting in an investigation in good faith should report the matter immediately to the Grupo Arbulu Ethics Committee.
- **Proportionality:** All reports received are treated equally, regardless of who the sender is.

- **Decision-making:** Decisions on how to conduct an investigation or when to reject reports are taken in a traceable (documented) and scheduled manner, in accordance with the Company's whistleblowing channel management protocol.
- **Deadlines:** The aforementioned protocol guarantees compliance with the deadlines established in the applicable legislation, depending on the various areas of notification.
- **Data protection:** Personal data included in the notifications are processed in accordance with the legislation.
- **Rights of the reporter and the reported:** The aforementioned protocol guarantees that the rights and duties of the reporter and the reported are respected at all times.

What are the consequences of not acting in accordance with the requirements of the Criminal Compliance Policy and Management System?

All members of Grupo Arbulu are obliged to respect and comply with the principles and guidelines of this Policy, regardless of the role performed.

In accordance with the provisions of the Grupo Arbulu Code of Conduct, failure to comply with this Policy may constitute a labour infringement classified as very serious and be subject to appropriate sanctions, regardless of other responsibilities that may have been incurred, in accordance with the Workers' Statute and the applicable Collective Bargaining Agreement.

Under no circumstances may the commission of an offence be justified by obtaining a benefit for the Company. The Grupo Arbulu rejects any

income or direct or indirect benefit that may be received as a result of a criminal act by any of its members and/or Business Partners.

Supervision of the Policy

Within this criminal compliance management system, both the Governing Body and the Criminal Compliance Unit and the rest of the Senior Management are actively, directly and executively involved, thus providing the greatest possible transversality, multidisciplinary nature and degree of compliance and enforcement within the Company.

The Governing Body appoints and gives authority to the Criminal Compliance Unit in accordance with the principles of independence, absence of conflict of interest and sufficient resources to guarantee its effectiveness. The Criminal Compliance Unit is entrusted with the supervision, monitoring and control of the effective implementation of the criminal compliance management system at the different levels of the organisation.

On-going improvement

Grupo Arbulu is committed to on-going improvement of its implemented criminal compliance management system. This Policy will be reviewed at least annually. Possible modifications resulting from the review will take into account feedback on the performance of the system which serves as a key source of identifying opportunities for continuous improvement.

The most updated version of this Policy will be available on our website in order to extend and communicate the Company's principles to all members of the organisation, our business partners and any interested party.