

PROFESSOR URÍA FOUNDATION ETHICS CHANNEL POLICY

1. WHAT IS THE ETHICS CHANNEL?

This policy sets out the core principles of the reporting procedure that the Board of Trustees of the Professor Uría Foundation approved on 21 November 2023. Directive (EU) 2017/1937 of the European Parliament and of the Council of 23 October 2019 on the protection of persons who report breaches of Union law has been transposed into Spanish law and Portuguese law (namely Spanish Law 2/2023 of 20 February on protecting persons who report regulatory infringements and combatting corruption and Portuguese Law 93/2021 of 20 December, which establishes the general framework for protecting reporting persons, and the General Rules for Preventing Corruption in Portugal, approved by Portuguese Decree-Law 109-E/2021 of 9 December). The Spanish and Portuguese laws include the specific requirements for setting-up and managing internal reporting channels (together, the **“Regulations Protecting Reporting Persons”**).

Even though the Regulations Protecting Reporting Persons do not apply to the Foundation due to its number of employees, given that it has already set up an Ethics Channel, and that its commitment to business ethics goes beyond what is strictly required by law¹, the Board of Trustees have approved this policy in accordance with the Regulations Protecting Reporting Persons.

Those who fall under the scope of the Regulations Protecting Reporting Persons² may use the Foundation’s Ethics Channel to report any type of criminal or administrative irregularity or wrongdoing (or risk of such) or any other conduct or act that is unlawful or infringes the Foundation’s Code of Conduct, which has been committed in the course of the Foundation’s activity (including attempted infringements or any attempt to conceal the infringements) and that comes to their knowledge in a work-related or professional context.

¹ Article 10.2 of Spanish Law 2/2023 states that legal persons in the private sector that are not bound by article 10.1 may establish their own internal reporting system, which must comply with this law.

² Article 3.1 of Spanish Law 2/2023 of 20 February on protecting persons who report regulatory infringements and combatting corruption provides that the law shall apply to reporting persons working in the private or public sector who have obtained or become privy to information on infringements in a work-related or professional context, including: (a) public or private sector employees; (b) self-employed persons; (c) shareholders, or members of an entity’s management or supervisory body, including non-executive directors; and (d) any person working for contractors, subcontractors or suppliers. Article 3.2 also covers reporting persons who communicate or publicly disclose information relating to infringements that was acquired under an employment relationship (private or public sector) that has already ended; volunteers, interns, paid or unpaid trainees; and individuals whose employment has not yet started when the information they disclose is acquired during the recruitment process or pre-contractual negotiations. Article 5 of Portuguese Law 93/2021 of 20 December and the General Rules for Preventing Corruption in Portugal, approved by Portuguese Decree-Law 109-E/2021 of 9 December, gives protection to the same groups of individuals as Spanish Law 2/2023.

The Ethics Channel is the preferred way of reporting wrongdoings that fall within the scope of this policy, but reporting persons can also contact the competent authorities, which include Spain's Independent Whistleblower Protection Authority and the equivalent Spanish regional authorities.

The Ethics Channel is not for making general complaints or sharing opinions or personal feelings that do not involve a well-founded suspicion that the law or the Foundation's Code of Conduct have been (or are at risk of being) infringed. Nor is it for reporting workplace conflicts or issues that only affect the reporting person and the person against whom the complaint has been made and that cannot be considered disproportionate in a normal working environment and that do not infringe any law or the Foundation's Code of Conduct. The Foundation has other procedures for reporting these matters.

2. HOW TO REPORT A WRONGDOING

Reporting persons can report an infringement or potential wrongdoing

(i). in writing:

- by email to canaletico@fundacionprofesoruria.org; or
- by post to the Foundation's compliance officer at calle del Príncipe de Vergara, 187, 28002 Madrid or Praça Marquês de Pombal 12, 1250-162 Lisbon, Portugal; or

(ii). verbally:

- by calling +34 914 287 611 and leaving a voicemail message; or
- via an in-person or virtual meeting, or a conference call with the Foundation's compliance officer at the reporting person's request, which must take place within seven days of the compliance officer receiving the request.

If the information being reported relates to the compliance officer in any way, the reporting person can send a copy of the communication to the Chair of the Foundation at calle del Príncipe de Vergara, 187, 28002 Madrid or Praça Marquês de Pombal 12, 1250-162 Lisbon, Portugal. The reporting person can also request a meeting with the Chair of the Foundation as per section 2.(ii) above.

Reporting persons can report wrongdoings anonymously through the Ethics Channel, but the Foundation encourages them to identify themselves as this makes it easier to process reports.

3. KEY PRINCIPLES AND SAFEGUARDS

3.1 General Confidentiality Guarantee

All reports that are received and subsequent investigations will be kept confidential. Investigations will respect both the reporting person's rights and those of any person involved or under investigation.

If a reporting person does not report a wrongdoing through the Ethics Channel or reports it to Foundation staff who are not responsible for processing reports, those members will have the same confidentiality obligation and must immediately pass on the information they have received to the Foundation's compliance officer.

3.2 Confidential Reporting

Guaranteeing that a reporting person's identity stays confidential is a basic principle of this policy. This information will not be disclosed to any person other than to the Foundation's data protection officer and those who are directly or indirectly involved in processing the reported wrongdoing or carrying out the investigation (all of whom are subject to the confidentiality duties in this policy).

Under no circumstances will the person(s) affected by the report or those under investigation be informed of the reporting person's identity.

However, the Foundation may disclose the reporting person's identity to the judicial authority, the Public Prosecutor's Office or the competent administrative authority within the scope of a criminal or disciplinary investigation or sanctions inquiry, as well as when it is under a legal obligation to do so. Before doing so, the Foundation will inform the reporting person, unless this could jeopardise the investigation or legal proceedings.

3.3 Protection Against Retaliation

A person who has reported a wrongdoing in good faith should not be penalised or suffer any negative consequences or reprisals (even threatened or attempted) for reporting the wrongdoing or for refusing to infringe the applicable rules.

This protection against retaliation also applies to any natural or legal person linked to the reporting person, or individuals who help them report the wrongdoing and process the information, as well as employee representatives who exercise their duty to advise and support them.

No protection will be given to those who disclose information that they know to be false or that is reported or disclosed with reckless disregard for the truth. Those individuals will be subject to disciplinary action or other appropriate administrative, criminal or civil liability measures provided in the applicable rules.

3.4 Rights Of Those Under Investigation

Those under investigation have the right to be informed of what they are accused of and, upon their request, to be heard by the person conducting the investigation, but only at a time and in a way that does not hinder the investigation.

The person under investigation will be presumed innocent, have the right for their honour to be respected and be protected by the other rights in the applicable regulations, all of which must be exercised in compliance with the principle that the reporting person's identity be kept confidential. They will also be informed of any decisions that the Foundation takes in relation to them as a result of the investigation.

4. REPORT HANDLING

The Ethics Channel is managed by the Foundation's compliance officer.

All wrongdoings that are reported through the Ethics Channel will be processed unless:

- (i). the facts reported are implausible or are based on personal opinions that do not appear to be true;
- (ii). the facts do not relate to a possible criminal or administrative offence or any other conduct contrary to the law or the Code of Conduct committed within the scope of the Foundation's activity;
- (iii). the wrongdoing is clearly unfounded or there are reasonable grounds to believe that a criminal offence was committed to obtain the information; and
- (iv). the wrongdoing relates to facts of a previously reported wrongdoing that add no new or important information that merits consideration.

All reports will be handled effectively and examined carefully so that appropriate measures are adopted.

The Foundation's compliance officer will ensure that there are no actual or potential conflicts of interest to ensure that all reporting is handled impartially and objectively.

Everyone subject to the Foundation's Code of Conduct who is not affected by the reported wrongdoing must cooperate with the investigation and not disclose the investigation or any of its details to anyone.

5. PERSONAL DATA PROCESSING

5.1 Data Controller And Data Protection Officer

The Foundation is the controller of the personal data arising from using the Ethics Channel and processing internal investigations in accordance with this policy and the personal data protection regulations.

The data protection officer is responsible for data protection, is a point of contact for any matters relating to personal data processing and can be contacted at delegado-pd@uria.com.

5.2 Personal Data Categories And Sources

The personal data include identification, contact, financial, professional and employment data and data relating to the reported facts, and exceptionally, when necessary in the context and according to the nature of the investigation, special categories of data (such as information on criminal or administrative offences, health, sex life, sexual orientation, racial or ethnic origin) as well as any other information arising from using and operating the Ethics Channel.

The personal data are those provided directly by the interested parties or, as the case may be, the reporting persons, as well as employees and third parties who are requested to provide information through the Ethics Channel in the course of any investigation and that relate to the facts under investigation.

5.3 Processing Personal Data: Purpose, Legal Basis And Retention Period

(i) Purpose of the processing and legal basis of the Ethics Channel

The personal data will be processed to

- (i). handle the wrongdoing report and decide whether to initiate an investigation; and
- (ii). carry out the investigation and take any appropriate remedial and disciplinary measures.

The data processing will be carried out on the basis of the Foundation's legal obligations regarding its reporting system and its management, and in accordance with the Regulations Protecting Reporting Persons.

(ii) Data retention in the Ethics Channel

The personal data will be processed in the channel for receiving reports while a decision is made on whether to initiate an investigation. The personal data will not be communicated to third parties unless

doing so is necessary for the reporting system to work properly or to decide whether to investigate a wrongdoing.

Verbal reporting through the Ethics Channel will be recorded and documented via (i) a secure, durable and accessible recording; or (ii) a complete and accurate transcript of the recording, in which case the reporting person will be given the opportunity to verify, rectify and approve it by signing the transcript.

Once a decision has been made as to whether to initiate an investigation, the personal data will be deleted from the channel for receiving reports. The personal data will also be deleted if no decision is made within three months of receiving a report on a wrongdoing. But certain information may be kept for longer to demonstrate that the reporting system works properly.

(iii) Carrying out the investigation and subsequent data retention

The investigating team may process the personal data outside the channel for receiving reports if this is required for the investigation. This processing will be based on Article 6.1.(c) General Data Protection Regulation.

The personal data will be processed during the investigation and for as long as is necessary to comply with legal obligations.

If some or all of the information provided is inaccurate, it must be deleted as soon as this is verified, unless the inaccuracy constitutes a criminal offence, in which case the information will be kept until the criminal proceedings end.

The personal data will be kept for as long as necessary after the investigation is complete in order to take all the appropriate measures and, after that, for the maximum contractual or statutory limitation periods (no more than ten years).

(iv) Recipients of personal data and international data transfers

The personal data will be processed by the Foundation's compliance officer and any Foundation staff who, within the scope of their powers and duties and in accordance with the Regulations Protecting Reporting Persons, are required to do so. The personal data will only be disclosed to third parties where

this is appropriate to carry out the investigation (e.g. to service providers or external advisors) or to take remedial measures.

The reporting person's identity may be communicated to the judicial authority, the Public Prosecutor's Office or the competent administrative authority in the framework of a criminal or disciplinary investigation or sanctions inquiry. These disclosures are protected by the safeguards laid down in the applicable regulations. The reporting person will be informed before their identity is disclosed, unless doing so could jeopardise the investigation or legal proceedings.

The Foundation does not expect to transfer personal data outside the EU. However, given its humanitarian work, if the personal data need to be transferred outside the EU owing to the circumstances of the facts reported or subsequently investigated, the Foundation will take appropriate measures in accordance with the applicable regulations. Also, if any personal data processing by any of the service providers involved in managing the Ethics Channel or an investigation entails international data transfers, they will be carried out in accordance with the applicable regulations. Information on the safeguards adopted by the Foundation may be requested by contacting the data protection officer.

(v) Exercising personal data protection rights

The personal data subjects may exercise their rights to access, rectify and erase their personal data, their right to data portability and their rights to restrict and object to the processing of their personal data and any other statutory right by emailing the data protection officer at delegado-pd@uria.com. However, when the person who is being investigated or any third party exercises their right to access the personal data, they will not be given any details of the reporting person's identity.

The personal data subjects may also lodge a data protection complaint with the Spanish Data Protection Agency (<https://www.aepd.es>) or the Portuguese Data Protection Authority (<https://www.cnpd.pt>), as applicable.

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