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## Annex 3

# GENERAL POLICY ON THE INTERNAL REPORTING SYSTEM AND WHISTLEBLOWER PROTECTION

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## 1. NATURE AND PURPOSE

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### 1.1. Nature

This General Policy on the Internal Reporting System and whistleblower protection (hereinafter, the "**Policy**") is an integral and inseparable part of the ULMA Group Compliance System.

Unless expressly stated otherwise, capitalised terms in the Policy shall hereinafter have the meaning ascribed to them in the Compliance Framework Document, to which this document is an Annex.

The content of the Compliance Framework Document shall be directly applicable to this Policy.

### 1.2. Purpose

The purpose of this document is to establish the general principles of the Internal Reporting System and Whistleblower protection in accordance with the provisions of Law 2/2023, of 20 February, governing the protection of persons who report regulatory violations and the fight against corruption when applicable (hereinafter, the "**Whistleblower Protection Act**").

The Internal Reporting System firstly aims to protect persons who report violations included in its scope of application and, secondly, to strengthen and promote the culture of information and communication as a mechanism to prevent, detect and react to irregular conduct.

### 1.3. Definitions

In addition to the defined terms contained in the Compliance Framework Document, for the purposes of this Policy, the following terms shall have the meanings as indicated below:

<b>"Whistleblower Channel"</b>	Means each of the communication channels for Violations implemented in ULMA's Cooperatives.
<b>"External Channels"</b>	Means the channels for reporting certain Violations to the competent public authorities provided for in the Whistleblower Protection Act.
<b>"Information"</b>	Means the facts or signs from which the existence of a

	Violation is deduced.
<b>"Reports made in Bad Faith"</b>	Means a report that: (i) is not based on facts or evidence from which the existence of a Violation may reasonably be inferred; (ii) is false, misrepresented or unlawfully obtained; (iii) is reported with a spirit of revenge, harassment or defamation; or (iv) is exclusively intended to cause personal or professional harm to the Reported Person or to ULMA's Cooperatives.
<b>"Whistleblower"</b>	Means a natural person who reports a violation based on information obtained in an occupational or professional context. This consideration may include, but is not limited to, the following: members and employees, suppliers, contractors, subcontractors, scholarship holders, trainees, job applicants, persons who have maintained an employment or statutory relationship with the ULMA Cooperative in question, even if such relationship is terminated.
<b>"Violation"</b>	Means (i) criminal, serious administrative or very serious breaches under Spanish law, (ii) infringements of European Union Law as set forth in Article 2 of the Whistleblower Protection Act and (iii) material breaches <sup>1</sup> of the provisions of the Compliance System.
<b>"Reported Person"</b>	Means the natural person to whom a Report refers as the person to whom the Violation is attributed (as directly responsible or as a cooperator) or with whom the Violation is associated and who corresponds to the concept of "Affected Person" as used in the Whistleblower Protection Act.
<b>"Reprisal"</b>	Means intolerable and unjustified conduct towards whistleblowers, such as termination of contracts, intimidation, unfavourable treatment, reputational damage, etc., and, in general, all those mentioned in Article 36.3 of the Whistleblower Protection Act.
<b>"Person responsible for"</b>	Means the natural person or collegiate body appointed by the Board of Directors of each Cooperative with

<sup>1</sup> For the purposes of determining "material breaches of the provisions of the Compliance System" mere violations of the employment regulations in force in ULMA Cooperatives and Subsidiaries shall not be considered, even if they may involve conduct described in the provisions of the Compliance System, provided that such violations are not significant for regulatory compliance purposes, are not related to possible situations of Harassment in ULMA Cooperatives and do not in turn constitute a breach of sections (i) or (ii). These violations will be managed in accordance with the procedure for workplace misconduct established by the relevant entity.

<b>the IRS"</b>	respect to an entity (whether the Cooperative itself or a Subsidiary) and who is responsible for the management of the IRS with regard to said entity.
<b>"IRS"</b>	Means the Internal Reporting System and Whistleblower protection.

## 2. INTERNAL REPORTING SYSTEM

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### 2.1. Creation, purpose and guiding principles

The IRS is made available to the Whistleblower as a preferential channel to facilitate reporting Information about actions or omissions that may reasonably constitute a Violation by a member of personnel of the Cooperative or a ULMA Cooperative and its Subsidiaries or a third party when participating in the Cooperative's social activities and on behalf of the Cooperative.

A separate IRS will be created for each ULMA Cooperative and its Subsidiaries and a separate IRS at the Intercooperative Cooperatives level.

The IRS is composed of (i) the Whistleblower Channel for the receipt of communications related to violations; (ii) the IRS Officer; and (iii) the Whistleblower Management Procedure ("the **IRS Procedure**") which is a separate document from this Policy.

The IRS is governed by the following guiding principles:

- (i) Confidentiality: The Whistleblower's identity and, if applicable, that of those persons to whom the reported facts refer shall be confidential and may only be accessed by the person in charge of the IRS and, if applicable, by other persons involved in the processing of case files derived from a report, with the utmost respect for the personal data protection regulations. Notwithstanding the foregoing, the data concerning the Whistleblower and any third party mentioned in the Report may be provided to the administrative or judicial authorities, to the extent required by such authorities as a result of any proceedings arising from the subject matter of the Report.
- (ii) No reprisals: Information in good faith may not give rise to any reprisal for the Whistleblower, but constitutes a conduct that the ULMA Group encourages and appreciates, for the benefit of the best performance of the latter's business activity.

- (iii) Personal data protection: the management and, as the case may be, the transfer of personal data to which access is obtained as a result of a Report shall be carried out in accordance with that indicated in the IRS Procedure and with the legislation in force at any given time on the protection of personal data and with the Whistleblower Protection Act.
- (iv) Autonomy: the personnel in charge of the IRS Procedure shall act in an independent and autonomous manner, performing the necessary tasks under the premises of confidentiality, respect, independence, neutrality, impartiality, honesty and objectivity towards the Reported Persons, while also ensuring that the IRS Procedure is carried out in accordance with the provisions of said Procedure, this Policy, the ULMA Group's internal regulations and the Whistleblower Protection Act.
- (v) Rights of the Reported Person: in the case of the Reported Person, their right to be informed of the facts attributed to them and to be heard at any time is recognised. Such communication shall take place at such time and in such manner as is deemed appropriate to ensure the proper conduct of the relevant investigation, if any.

## **2.2. Person responsible for the IRS**

In the Primary Cooperatives, the body responsible for the IRS will be the Compliance Committee, and the Chair of this body will be empowered to manage the IRS and to process investigation case files.

In accordance with the provisions of the Subsidiary Compliance Policy, the Person Responsible for the Internal Reporting System of each Subsidiary shall be the Person in Charge of Compliance in the Subsidiary and, in the case of Persons in Charge of Compliance in the Subsidiary, the Chairman.

In Intercooperative Cooperatives, the Person Responsible for the IRS will be the Compliance Officer.

The functions of the person responsible for the IRS are as follows:

- (i) Receive reports in accordance with the IRS Procedure. This may be outsourced to a third party by agreement of the General Council, in which case the third party must offer sufficient guarantees with regard to independence, confidentiality, data protection and the secrecy of the reports.
- (ii) Decide whether to admit or refuse to process the communications received, this being a task that may not be outsourced.

- (iii) The proper handling of investigation case files: this task cannot be outsourced. However, specialised providers may be used for its execution, as deemed necessary on a case-by-case basis, provided that the confidentiality and data protection regulations are respected at all times.

The person responsible for the IRS shall have the material and personal resources necessary to carry out their duties diligently and in the absence of any conflict of interest, respecting the confidentiality and data protection regulations at all times.

### **2.3. Publicity**

The Person Responsible for the IRS shall ensure that the information necessary for Whistleblowers to make use of the Whistleblower Channel is provided in a clear and easily accessible manner.

All necessary information on the use of the Whistleblower Channel, including information on the External Channels, as well as on the essential principles of the IRS shall be published on the website of the ULMA Cooperative in question.

## **3. WHISTLEBLOWER PROTECTION**

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Whistleblowers shall act in good faith. Reports shall be made in accordance with the criteria of truthfulness and proportionality and shall only refer to events that have some connection with the ULMA Cooperative or, where appropriate, the Subsidiary in question. False or malicious reports or information may lead to the imposition of sanctions.

ULMA Cooperatives shall not adopt (and shall ensure that their professionals do not adopt) any form of Reprisal, directly or indirectly, including threats or attempts of Reprisal, against any person who has reported a violation through the IRS or by any other means, this also applies to other persons related to the Whistleblower as provided for in articles 3.3. and 3.4. of the Whistleblower Protection Act.

This prohibition extends to all bona fide reports of possible Violations as defined in this Policy.

The whistleblower protection system, in relation to the Violations indicated in sections (i) and (ii) of the definition of Violation (i.e., criminal, serious administrative or very serious violations under Spanish law and violations of European Union law in accordance with the provisions of Article 2 of the Whistleblower Protection Act), is specifically regulated in the Whistleblower Protection Act and must comply with

the provisions of the Act. In relation to the violations indicated in section (iii) of the definition of Violation (i.e., violations that only involve a violation of ULMA's Compliance System), only the provisions of the ULMA Group's internal regulations, of which this Policy forms part, shall be followed.