

1. Purpose

The purpose of this Whistle Blowing Policy is:

- (i) To encourage Planasa personnel to report actual or suspected wrongdoing and legal infractions as soon as possible, in the knowledge that their concerns will be taken seriously and investigated as appropriate and as legally prescribed, and that their confidentiality will be respected.
- (ii) To provide Planasa personnel with guidance as to how to raise those concerns.
- (iii) To reassure Planasa personnel that they should be able to raise genuine concerns in good faith (even if they turn out to be mistaken) without fear of reprisals.
- (iv) Create the internal reporting system to communicate wrongdoings and legal infractions.
- (v) Comply with the whistle-blowers' protection legislations applicable in the relevant jurisdictions.

2. Scope

- 2.1 This Whistle Blowing Policy applies to all Personnel, legal entities and business units belonging directly or indirectly to the Planasa Group, shareholders, members, partners and persons belonging to the management, directive and supervisory bodies (including non-executive members), officers, contractors, subcontractors and suppliers and any person working for the same or under their supervision and/or direction and, in general, to any person that has obtained information regarding legal breaches or wrongdoings in a labour or professional context. The above is understood without prejudice of the application of the protective measures foreseen for whistle-blowers to all the persons as foreseen by the laws.
- 2.2 This document should be read in conjunction with related Planasa Group policies, including the Code of Conduct, Anti-Bribery Policy, Gifts and Hospitality Policy and Conflict of Interest Policy.
- 2.3 This is a mandatory document that must be translated for each country, under the responsibility of the Local Top Management and, if needed, be supplemented in order to comply with the local regulations.

3 Definitions

Personnel	Employees, ex-employees, volunteers, scholars, trainees, employees whose labor relationship has not started yet.
Planasa Group	The group of companies directly or indirectly controlled by Tigruti ITG, S.L.U.

Responsible for the System/Ethics Committee	Collegiate body in which the management of the Internal Information System has been entrusted (see section 4.4).
Whistle Blower	Has the meaning given to such term in paragraph 4.2.2.
Whistle Blowing	Has the meaning given to such term in paragraph 4.2.1.

4 Policies

4.1 KEY PRINCIPLES

- 4.1.1 The Planasa Group is committed to the highest standards of ethics and compliance. In line with that commitment, Planasa Personnel and third parties included in the scope of this policy who have serious concerns about any aspect of the Planasa Group's activities are expected and encouraged to come forward and voice those concerns without fear of victimisation, subsequent discrimination or disadvantage.
- 4.1.2 A culture of openness and accountability is essential in order to protect the Planasa Group from situations relating to actual or suspected illegal or unethical conduct, wrongdoing or other dangers.

4.2 WHAT IS WHISTLE BLOWING?

4.2.1 "Whistle Blowing" is the disclosure of information which relates to actual or suspected illegal or unethical conduct, actions or omissions that may involve a legal breach and/or criminal or administrative infractions, wrongdoing or other dangers within the Planasa Group. This may include, among others:

- criminal activity;
- danger to health and safety;
- damage to the environment;
- failure to comply with any legal or professional obligation or regulatory requirements;
- Tax or Social Security infractions;
- Anti-trust breaches;
- bribery;
- financial fraud or mismanagement;
- negligence;
- breach of Planasa Group internal policies and procedures;
- conduct likely to damage the reputation of the Planasa Group;
- unauthorised disclosure of confidential information;
- any action or omission included in the scope of the local regulations applicable to the internal information systems or to the whistle-blowers protection; or
- the deliberate concealment of any of the above matters.

4.2.2 A “Whistle Blower” is a person who raises a genuine concern relating to any of the above. If any Planasa Personnel or person included in the scope of this policy has any genuine concern related to any actual or suspected illegal or unethical conduct, wrongdoing or other dangers affecting any of the activities of the Planasa Group they should report it under this Whistle Blowing Policy, without prejudice other potential external channels.

4.2.3 This Whistle Blowing Policy should not be used for complaints relating to Planasa Personnel's own personal circumstances, such as any grievances under the terms of their engagement with the Planasa Group. In those cases, Planasa Personnel should use the procedures relevant to the terms of their engagement. If Planasa Personnel are uncertain whether something is within the scope of this Whistle Blowing Policy, they should seek advice from Global Head of Legal, Tax & Compliance contact details of whom are set out in section 4.5 (Contact Details).

4.3 CORE POLICY ON WHISTLE BLOWING

4.3.1 INTERNAL REPORTING SYSTEM

4.3.1.1 Planasa Group has an internal Reporting system, which is the preferred route to report about the conducts, actions or omissions described in this policy, which has been approved by the Board of Directors of Planasa Group and whose responsible is the Ethics Committee.

4.3.1.2 Any whistle-blowing will be processed according to the procedure for reporting that has been also approved and that is attached herein as an annex.

4.3.2 RAISING A WHISTLE BLOWING CONCERN:

4.3.2.1 The Planasa Group recognises that the decision of Planasa Personnel or a third party covered by this policy to report a concern may be a difficult one to make. Provided that any disclosures are made in good faith, the whistle-blowers should have nothing to fear because they will be acting in the best interests of the Planasa Group.

4.3.2.2 In many cases, Planasa Personnel should feel comfortable raising any concerns with their line manager or any more senior manager in relation to their area of operation, either in person or in writing, who may then be able to agree a way of resolving the concern quickly and effectively.

4.3.2.3 However, if Planasa Personnel prefer not to raise concerns with their line manager or other more senior manager for any reason (including the seriousness of the issue or the fact that their direct or indirect managers may be conflicted in relation to the relevant issue), the relevant Planasa Personnel should contact the Global Head of Legal, Tax & Compliance or, alternatively, contact verbally or in writing to the addresses/phone number indicated at the bottom of this document. The same channel should be used by third parties who are not Personnel and who are covered by this policy.

4.3.2.4 Once an issue is raised by a Whistle Blower, a meeting will be arranged with them as soon as possible to discuss his/her concern (and always within a 7 days term). The Whistle Blower may bring a colleague or other representative to any meetings under this Whistle Blowing policy; however, any such companion may be required to provide further assurances as to the confidential treatment of any disclosures and any subsequent investigation.

4.3.2.5 A written, literal and full transcription of the meeting with the Whistle Blower will be recorded, which will be provided to the Whistle Blower after the same so that his/her is able to check, rectify and/or accept the same. The Planasa Group will also aim to give the Whistle Blower an indication of how the Planasa Group proposes to deal with the matter, as well as any other information that is compulsory according to the relevant laws.

4.3.3 CONFIDENTIALITY:

4.3.2.1 Planasa Personnel and third parties covered by this policy may feel comfortable voicing Whistle Blowing concerns openly under this Whistle Blowing Policy. However, if the Whistle-Blower wishes to raise any concerns confidentially, the Planasa Group will guarantee that the identity of any Whistle Blower, as well as of any person mentioned in the reporting, is kept confidential. If it is necessary for anyone investigating a Whistle Blower's concerns to know his/her identity, the Planasa Group will discuss this with the Whistle Blower.

4.3.2.2 If Personnel of the Planasa Group receives any whistle-blowing report, the same shall encourage the Whistle-Blower to report this through the internal reporting system foreseen in this policy; moreover, such Personnel shall keep the information received as strictly confidential; if the Whistle-blower does not report the facts through this internal system, then the Personnel who has received the information shall report himself/herself.

4.3.2.3 The Planasa Group does not encourage Planasa Personnel or third parties covered by this policy to make disclosures anonymously. Proper investigation may be more difficult or impossible if the Planasa Group cannot obtain further information from a Whistle Blower. It may also be more difficult to establish whether any allegations are credible. Whistle Blowers who are concerned about possible reprisals if their identity is revealed should come forward directly to the Global Head of Legal, Tax & Compliance and appropriate measures may then be taken to preserve confidentiality. In any case, if an anonymous report is received, this will also be analysed and processed with the same guarantees.

4.3.4 EXTERNAL DISCLOSURES:

4.3.3.1 The aim of this Whistle Blowing Policy is, among others, to provide an internal mechanism for reporting, investigating and remedying any wrongdoing in the Planasa Group (the internal reporting system). In most cases, Planasa Personnel and third parties covered by this policy, should not find it necessary to alert anyone externally and doing so might constitute a breach of obligations of confidentiality owed to the Planasa Group.

4.3.3.2 In some circumstances, it may be appropriate under applicable law or regulation to report the concerns to an external body (e.g. a regulator, relevant authority, whistle-blower protection authorities or similar). Planasa Personnel and third parties are, however, strongly encouraged to seek advice before reporting a concern to any external third parties.

4.3.3.3 Whistle Blowing concerns may sometimes relate to the actions of a third party, such as a customer, supplier or service provider. Whistle-blowers are encouraged to report such concerns internally first. If in doubt, Planasa Personnel should contact their line manager or Global Head of Legal, Tax & Compliance for guidance.

4.3.5 INVESTIGATION AND OUTCOME:

- 4.3.4.1 Once any Planasa Personnel have raised a concern, the Planasa Group will carry out an initial assessment to determine the scope of any investigation and will inform the Whistle Blower of the outcome of the assessment. The relevant Planasa Personnel may be required to attend additional meetings in order to provide further information.
- 4.3.4.2 In some cases, the Planasa Group may appoint an investigator or team of investigators (which may include other appropriate Planasa Personnel with relevant experience of investigations or specialist knowledge of the subject matter). The investigator(s) may make recommendations for change to enable the Planasa Group to minimise the risk of future wrongdoing.
- 4.3.4.3 The Planasa Group will aim to keep Whistle Blowers informed of the progress of any investigation and its likely timescale. However, sometimes the need for confidentiality may prevent the Planasa Group from providing specific details of the investigation or any disciplinary action taken as a result. Whistle Blowers should treat any information about any investigation as confidential.
- 4.3.4.4 During the investigation, potential conflict of interest situations will be considered and avoided, to the extent feasible.
- 4.3.4.5 During the investigation, the persons affected by the report from the Whistle-blower will have the right to presumption of innocence, right of self-defence, right to access the file in the terms foreseen in the laws as well as protection in connection with his/her identity and the confidentiality of the facts and the procedure.
- 4.3.4.6 If the Planasa Group concludes that a Whistle Blower has made false allegations maliciously or with a view to personal gain, the Whistle Blower will be subject to disciplinary action, always preserving his/her legal rights.

4.3.6 IF WHISTLE BLOWER IS NOT SATISFIED:

- 4.3.5.1 While the Planasa Group cannot always guarantee the outcome a Whistle Blower is seeking, it will try to deal with any concerns raised fairly and in an appropriate way. By using this Whistle Blowing Policy, Planasa Personnel and third parties concerned by this policy can help the Planasa Group to achieve this.
- 4.3.5.2 If a Whistle Blower is not happy with the way in which any concerns raised have been handled, they may raise it with the Global Head of Legal, Tax & Compliance or the Ethics Committee, contact details of whom are set out in section 4.5 (Contact Details).

4.3.7 PROTECTION AND SUPPORT FOR WHISTLE BLOWERS:

- 4.3.6.1 It is understandable that Whistle Blowers are sometimes worried about possible repercussions. The Planasa Group aims to encourage openness and will support and protect Planasa Personnel and third parties who raise genuine concerns in good faith under this Whistle Blowing Policy, even if they turn out to be mistaken, always in the cases and to the extent that the legal requirements are met.

- 4.3.6.2 Whistle-Blowers that meet the abovementioned circumstances, as well as other third parties entitled to legal protection (such as their legal representatives or related parties) must not suffer any detrimental treatment or threaten of detrimental treatment because of raising a concern in good faith. Detrimental treatment includes actions and omissions which are forbidden by the laws or that, directly or indirectly, involve detrimental treatment, retaliation or disadvantage in the labor or professional context, based only in the condition of Whistle-blower. If the Whistle-blower believes that has suffered any such treatment due to disclosures made under this Whistle Blowing Policy, they should inform the Global Head of Legal, Tax & Compliance immediately.
- 4.3.6.3 Planasa Personnel must not threaten or retaliate against Whistle Blowers in any way. Planasa Personnel involved in such conduct may be subject to disciplinary action and may be exposing themselves to direct legal liability to the Whistle Blower concerned.

4.4 IMPLEMENTATION AND RESPONSIBILITY

- 4.4.1 The Board of Directors of the Planasa Group has overall responsibility for this Whistle Blowing Policy, and for reviewing the effectiveness of actions taken in response to concerns raised under it.
- 4.4.2 The Ethics Committee, composed by the members indicated in section 5, will be the responsible for the internal reporting system; such committee has delegated in the Global Head of Legal, Tax & Compliance the management of such channel and the handling of investigation files.
- 4.4.3 The Global Head of Legal, Tax & Compliance in conjunction with the Ethics Committee and the Board of Directors should review this Whistle Blowing Policy from a legal and operational perspective at least once a year.
- 4.4.4 All Planasa Personnel and third parties covered by this policy are responsible for the success of this Whistle Blowing Policy and should ensure that they use it to disclose any actual or suspected illegal or unethical conduct, action, omission, wrongdoing or other dangers within the Planasa Group. Planasa Personnel are invited to comment on this Whistle Blowing Policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the Global Head of Legal, Tax & Compliance.
- 4.4.5 Any questions in relation to this Whistle Blowing Policy should be directed to the Global Head of Legal, Tax & Compliance.

4.5 CONTACT DETAILS

Whistle-Blower Mailbox	<p>ethicsline@planasa.com</p> <p>+34 664 172 012</p> <p>Conde de Peñalver 45, 5º derecha, 28006 (Madrid). For the attention of the Global Head of Legal, Tax & Compliance</p>
Global Head of Legal, Tax & Compliance	<p>Ms Milagros Molina</p> <p>mmolina@planasa.com</p>
Ethics Committee/Responsible for the Internal Reporting System	<p>CEO Planasa Group (Mr. Michael Brinkmann)</p>

	<p>mbrinkmann@planasa.com</p> <p>CHRO Planasa Group (Mr. Lope de Hoces)</p> <p>lhoces@planasa.com</p> <p>Global Head of Legal, Tax & Compliance (Ms. Milagros Molina). Member in which the management and handling of files has been delegated</p> <p>mmolina@planasa.com</p>
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5 Related Documents

PG-C-001	Code of Conduct
PG-C-002	Anti-Bribery
PG-C-003	Gifts and Hospitality
PG-C-004	Conflict of Interest

6 Annex

Procedure

Prepared by:	Approved by:	Date of approval:
Milagros Molina	Planasa Group Board of Directors (Tigruti ITG, S.L.)	May, 2023
Global Head of Legal Tax & Compliance		