



WHISTLEBLOWING POLICY

NOVEMBER 2023

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1. PURPOSE OF THIS WHISTLEBLOWING POLICY

On 23 October 2019, Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019 on the protection of persons who report breaches of Union law (the "**Whistleblowing Directive**"). The Whistleblowing Directive aims to strengthen the application of Union law and policies in specific areas by establishing common minimum standards providing a high level of protection for persons who report breaches of Union law.

On 20 February 2023, Law 2/2023, of 20 February, regulating the protection of persons who report breaches of Union law and the fight against corruption, was approved in Spain for the purpose of transposing the Whistleblowing Directive (the "**Law on the Protection of Whistleblowers**").

As part of its corporate and regulatory compliance programme LABORATORIOS MIRET, S.A. , VEDEQSA, S.A. and VEDEQSA, INC. ("**LAMIRSA Group**" or the "**Group**") has put in place a Regulatory Compliance System (the "**Ethical Channel**"). This is available to any member of the Group and also to suppliers, customers and other business partners who are aware of or suspect a violation of the law or of the Group's internal corporate regulations committed by a Group member or third parties and wish to report it.

The Ethics Channel is also available to report any matters that may arise in relation to corporate compliance.

The Group has approved and implemented the Protocol for the Management, Investigation and Resolution of Whistleblowing Communications ("**GIR Protocol**"), the content of which complies with the requirements of the Whistleblowing Directive and of the Spanish Law on the Protection of Reporting Persons, for the purpose of establishing rules on the use of the Ethics Channel and the procedure for the investigation and resolution of any reports received.

The Group subscribes to the regulations contained in the Spanish Law on the Protection of Reporting Persons, recognising all its principles as our own. To further strengthen this commitment, LAMIRSA Group has approved this Whistleblowing Policy, the provisions of which should be considered supplementary to those laid down in the GIR Protocol.

Investigations will be conducted under the leadership of the **Head of the Group's Internal Information System, Mr. Josep Maria Cabré**, under the supervision and support of the sole director.

2. MATERIAL SCOPE OF APPLICATION

In accordance with Article 2 of the Law on the Protection of Whistleblowers, this policy protects reporting persons who use one of the communication channels available under the Group's Ethical Channel to report any of the following:

1. Any acts or omissions that may constitute an **infringement of European Union law**, provided such acts and omissions:
 - a. fall within the scope of the Union acts listed in the Annex to the Whistleblower, irrespective of the status of such breaches under national law.
 - b. Affect the financial interests of the European Union as referred to in Article 325 of the Treaty on the Functioning of the European Union (TFEU).
 - c. Have an impact on the internal market, as referred to in Article 26(2) TFEU, including infringements of European Union competition rules and aid granted by States, as well as infringements relating to the internal market related to acts in breach of corporate tax rules or practices aimed at obtaining a tax advantage that would defeat the object or purpose of the corporate tax law.
2. Acts or omissions that may constitute a **serious or very serious criminal or administrative offence under Spanish law**. In any case, this shall be understood to include all serious or very serious criminal or administrative offences resulting in financial loss for the Spanish Public Treasury or the Social Security.
3. Acts or omissions that may constitute a breach of the **Group's internal regulations**, including the principles and values adopted by the Group as a guide for the conduct of all its employees, including compliance with applicable laws and regulations.
4. Any incident likely to endanger the reputation of the LAMIRSA Group.

3. PERSONAL SCOPE OF APPLICATION

This policy applies to all managers, employees and partners of the LAMIRSA Group, whatever their position and irrespective of their geographical location, as well as to third parties (even if their professional relationship with the Group has ended) who report any of the issues listed in section 2 above of this policy ("**Material Scope of Application**") by using the Group's Ethics Channel.

4. ETHICS CHANNEL

Pursuant to Article 8 of the Whistleblowing Directive, and Article 7 of the Spanish Law on the Protection of Reporting Persons, LAMIRSA Group has enabled the following reporting channels:

- A dedicated **e-mail address**: transparencia@grupolamirsa.com
- **Post**: Calle Géminis (Pg. Ind. Can Parellada), 4, 08228, Terrassa, Barcelona; Attention to the Head of the Group's Internal Information System.
- **Phone**: +34 937 31 12 61, please ask to speak to the Group's Internal Information System, Mr. Josep Maria Cabré.
- **Oral communication** addressed to the Group's Internal Information System who, on receipt of a notice of infringement, shall send a formal communication via an specially dedicated e-mail address.
- A **meeting** with the Head of the Internal Reporting System may be held at the request of the reporting person to give an account and details of the facts no later than 7 days after filing a report.

In addition to the above, any formal communication by a court of law or a public authority shall be considered acceptable as a valid method of notification of an infringement.

The Ethics Channel may be used by any **member of the LAMIRSA Group** and by **third parties** including suppliers, customers and business partners, even if they no longer have a professional relationship with the LAMIRSA Group.

Likewise, reports may be made on an **anonymous** or **identifiable** basis, and both shall be given the same treatment and consideration.

Any reports made through the Ethical Channel shall contain, as far as possible, the following details:

- i. **Full name** of the person concerned, i.e. to whom the facts and/or conduct that are the subject of the communication are attributed.
- ii. **Date** and **full details** of the facts to the fullest extent possible.
- iii. **Any documents or other evidence** available that may prove the reality of the facts and/or conduct that are the subject of the communication.

- iv. **Address, e-mail address or another safe location** where the reporting person wishes to receive any notifications.

The Ethics Channel may also be used by any member of the Group or third party to raise any concerns about the LAMIRSA Group's Corporate Compliance System.

In accordance with article 8 of the Law on the Protection of Reporting Persons, the Ethics Channel is managed by the Head of the Group's Internal Information System.

Also, pursuant to article 9 of the Law on the Protection of Reporting Persons, the investigation process that will be carried out following the reporting of a breach will be as set out in the GIR Protocol, in accordance with the guidelines of the Whistleblowing Directive and the Law on the Protection of Reporting Persons.

5. PROTECTION OF REPORTING PERSONS

Pursuant to article 6 of the Whistleblowing Directive and article 35 of the Law on the Protection of Reporting Persons, any reporting persons **shall be eligible for the protection** rights under this policy and the Protocol for handling, investigating and resolving reports of non-compliance, provided that:

- (i) they have reasonable grounds to believe that the information on regulatory breaches is true at the time of reporting it, and that such information falls within the scope of this Policy and the Protocol for handling, investigating and resolving communications of non-compliance.
- (ii) They have reported the information through any of the channels provided for such purpose by the Group, as detailed in section 2 of this Policy.

Persons who report any of the following **shall not qualify** for the protection rights provided for in this Policy:

- (i) Information contained in reports found to have been **inadmissible** for any of the reasons provided in article 18.2 a) of the Law on the Protection of Reporting Persons, i.e.:
 - a) where the facts reported have no basis of credibility.
 - b) Where the facts reported do not constitute a legal infringement included within the scope of application of this law or, if they do, do not affect the general interest.
 - c) Where the report is manifestly unfounded or where, in the opinion of the Independent Authority for the Protection of Informants, there are reasonable grounds to believe that the report has been obtained unlawfully. In this latter case, where the information has been obtained through actions that may constitute an offence that cannot be prosecuted as a matter of course (*de officio*), the report shall be declared inadmissible and the facts shall be referred to the Public Prosecutor's Office.
 - d) Where the report does not contain relevant new information on offences that were the object of a previous report for which the corresponding proceedings have been concluded, unless there are new factual or legal circumstances that warrant a different course of action. In such cases, the System administrator shall notify his decision stating the grounds for it.
- (ii) Information related to **personal conflicts** that affects only the reporting person and the persons to whom the report refers.

(iii) Information that is already **fully available to the public** or that constitutes mere **hearsay**.

(iv) Information concerning **acts or omissions outside the material scope of this Policy**.

The **non-admission** of re communication made via the appropriate channels provided will be notified to the reporting person no later than **5 days** , unless the report is anonymous or the reporting person has waived the right to receive communications related to the procedure.

6. PROHIBITION OF RETALIATION

Pursuant to Article 19 of the Whistleblowing Directive, and Article 36 of the Law on the Protection of Reporting Persons, the LAMIRSA Group shall take the necessary measures to prevent all forms of retaliation against reporting persons, including threats of retaliation and attempted retaliation, against persons who make a report in accordance with this Policy.

Retaliation means any acts or omissions that are prohibited by law, or that directly or indirectly result in unfavourable treatment that places the reporting persons at a particular disadvantage compared to another person in the workplace or in a professional context, solely because of their status as a reporting person, or because they have made a public disclosure.

For the purposes of this Policy, retaliation includes, but is not limited to, the following:

- (i) Suspension of his/her employment, dismissal or termination of his/her employment or statutory relationship, including the non-renewal or early termination of a temporary contract of employment after the expiry of the probationary period.
- (ii) Early termination or cancellation of agreements for goods or services.
- (iii) Disciplinary action, demotion or denial of promotion and any other material alteration of terms and conditions of employment.
- (iv) Failure to turn a temporary employment agreement into a permanent one, if the employee had legitimate expectations that he/she would be offered a permanent job.
- (v) Damages, including reputational damage or financial loss, coercion, intimidation, harassment or ostracism.
- (vi) Negative job or professional performance evaluation or references.
- (vii) Blacklisting or dissemination of information in a particular industry, which hinders or prevents access to employment or the procurement of work or services.
- (viii) Refusal or cancellation of a labour licence or permit.
- (ix) Refusal of training.
- (x) Discrimination, unfavourable or unfair treatment.

The actions listed in items (i) to (iv) will not be considered retaliation if they take place in the regular exercise of managerial authority under the relevant employment legislation, due to circumstances, facts or proven infringements that are unrelated to the report.

Pursuant to Article 36 of the Law on the Protection of Reporting Individuals, any person whose rights have been violated as a result of their report may, upon expiry of a two-year period, request protection from the competent authority, which, exceptionally and for good cause, may extend the period of protection, after hearing the persons or bodies that could be affected. The refusal to extend the period of protection must be justified.

Any acts intended to prevent or hinder the submission of a report, as well as acts that may constitute retaliation or result in discrimination following the submission of a report under the Law on the Protection of Reporting Persons, shall be null and void and shall give rise, where appropriate, to disciplinary action or liability measures, which may include compensation for damages to the affected party.

The prohibition of retaliation shall also apply to persons who are related to the reporting person and who may suffer retaliation in an employment context, such as colleagues or family members. Likewise, protection shall also be extended to those persons who have assisted the reporting person in communicating the facts.

Recognising the objectives of Article 20 of the Whistleblowing Directive and Article 37 of the Law on the Protection of Reporting Persons, the LAMIRSA Group shall ensure that all members of the Group have access, as appropriate, to the following support mechanisms:

- (i) **Comprehensive and independent information and advice** on the procedures and remedies available to them in relation to compliance, protection against retaliation, and their rights as affected persons.
- (ii) **Effective assistance**, primarily from the Internal Reporting System Officer, in dealing with retaliation.
- (iii) **Legal assistance** in judicial or administrative proceedings that may arise as a result of their report.
- (iv) **Financial assistance and support** resulting from their status as whistleblowers, including psychological support in the context of possible legal proceedings.

The above shall be understood as in addition to any assistance that may be available to the reporting person, under the Spanish Law 1/1996, of 10 January, on free legal aid, for representation and defence in legal proceedings arising from the submission of a report.

7. MEASURES FOR PROTECTION AGAINST RETALIATION

Pursuant to article 21 of the Whistleblowing Directive and article 38 of the Law on the Protection of Reporting Persons, the LAMIRSA Group shall take the necessary measures to ensure that reporting persons are protected against retaliation.

The key protection measures provided in the Whistleblower Directive and in the Law on the Protection of Reporting Persons are set out below and brought to the attention of all potential reporting persons. These measures are yet to be transposed into applicable law, but the LAMIRSA Group adheres and commits to ensuring that they are effectively applied:

- (i) persons who report information about acts or omissions under the Law on the Protection of Reporting Persons (in short, regulatory breaches) or who publicly disclose information pursuant thereto shall not be deemed to have breached any restriction on disclosure of information, and shall not incur any liability in connection with such communication or public disclosure, provided they had reasonable grounds to believe that the communication or public disclosure of such information was necessary to disclose an act or omission under this Policy and the Law on the Protection of Reporting Persons, subject to the provisions of articles 2. 3 and 2.4 of Law 2/2023.

Article 2.3 of the Law on the Protection of Reporting Persons provides that this protection shall not apply to individuals who are bound by the duty of confidentiality of doctors, lawyers and the State Security Forces and Corps, by a statutory duty to maintain the secrecy of deliberations established in laws and regulations and by a duty to maintain the confidential nature of information with tax implications and of any other information as provided in specific regulations. Article 2.4 of the Law provides that such protection shall not be granted to individuals who communicate classified information.

This measure shall not limit any criminal liability that may arise from the actions of the reporting person.

The provisions in this section shall also apply to the disclosure of information made by the representatives of employees, even if they are subject to legal obligations of secrecy or not to disclose reserved information. This is without prejudice to the specific rules of protection applicable in accordance with labour legislation.

- (ii) Reporting persons shall not be liable for acquiring or accessing information that is publicly communicated or disclosed, provided that such acquisition or access does not constitute a criminal offence.

- (iii) Any other potential liability of reporting persons arising from acts or omissions unrelated to the communication or public disclosure or that are not necessary to report a violation under this Law shall be enforceable under applicable law.
- (iv) In employment litigation related to injury to a reporting person, where the reporting person has reasonably demonstrated that he or she has made a report in accordance with the Law on the Protection of Reporting Persons and has suffered an injury as a result, the injury shall be presumed to have been caused in retaliation for the reporting or public disclosure. In such circumstances, the burden shall be on the person who took the allegedly retaliatory act to prove that it was based on proper grounds unrelated to the public communication or disclosure.
- (v) In civil or labour court proceedings, including those relating to defamation, copyright infringement, breach of confidentiality, breach of data protection rules, disclosure of trade secrets, or claims for damages based on labour or regulatory law, reporting persons shall not be held liable as a result of reports or public disclosures protected by it. Such persons shall have the right to rely in their defence on having communicated or made a public disclosure, provided that they had reasonable grounds to believe that the communication or public disclosure was necessary to expose an infringement as provided for in Law 2/2023 of 20 February on the protection of reporting persons.

8. PROTECTION OF PERSONS CONCERNED

Pursuant to Article 22 of the Whistleblowing Directive, and Articles 19 and 39 of the Law on the Protection of Reporting Persons, the LAMIRSA Group shall ensure that individuals in respect of whom the report is made (i.e. the concerned individuals) are heard as part of the Group's internal investigation procedures, in which they shall be presumed to be innocent. The persons concerned shall also be entitled to access their file to allow them with an opportunity to put forward their version of the facts and submit any evidence they deem relevant.

Likewise, the identity of the person concerned shall be protected and treated confidentially, including the facts that are the subject of the report, in the same way as the identity of the reporting person, subject to such restrictions and exceptions as may be necessary to ensure the success of the investigation, or a potential referral of the case to the competent authorities.

The LAMIRSA Group acknowledges article 39 of the Law on the Protection of Whistleblowers, which provides as follows: *"While the case is being processed, the concerned individuals shall have the right to the presumption of innocence, the right of defence and the right of access to the case file pursuant to the terms set out in this law, and shall be entitled to the same protection established for informants, preserving their identity and guaranteeing the confidentiality of the facts and details of the procedure"*.

9. PENALTIES

Pursuant to article 23 of the Whistleblowing Directive and article 63 of the Law on the Protection of Reporting Persons, the LAMIRSA Group shall, in compliance with relevant labour laws and regulations (essentially, the Spanish Workers' Statute -*Estatuto de los Trabajadores*-and applicable collective agreements) establish effective, proportionate and deterrent sanctions penalties for Group members who:

- (i) hinder or attempt to hinder reporting, or raise matters of Corporate Compliance.
- (ii) Take retaliatory measures against reporting persons.
- (iii) Promote abusive procedures against reporting persons.
- (iv) Breach their duty of maintaining the confidentiality of the identity of the reporting persons or of any other the persons involved in the report.

Finally, pursuant to article 24 of the Whistleblowing Directive, the LAMIRSA Group shall ensure that the rights and remedies to which all members of the Group, and third parties, are entitled in respect of reports concerning regulatory violations are not restricted in any way. The Group is committed to ensure that no person may waive his or her reporting rights by means of any agreement, policy, form of employment or terms of employment, including any arbitration clauses.

10. CONFIDENTIALITY AND PROCESSING OF PERSONAL DATA

Pursuant to article 16 of the Whistleblowing Directive and article 33 of the Law on the Protection of Reporting Persons, the LAMIRSA Group undertakes to ensure that the identity of reporting persons using the Ethics Channel set up for this purpose is not revealed, unless they expressly agree to it.

As a result of this duty of confidentiality, nobody, except the members specifically authorised to receive, follow up or address any reports received, may know the identity of the reporting person or any other information that may directly or indirectly be inferred from his or her identity. To guarantee such confidentiality, the LAMIRSA Group has implemented appropriate technical and organisational measures to preserve the identity and confidentiality of any data related to the persons concerned, especially the identity of the reporting person in the event that he/she has been identified.

As an exception to this duty of confidentiality, the identity may be disclosed where there is a necessary and proportionate obligation imposed by European Union or Spanish law to do so, in the context of an investigation conducted by domestic authorities or as part of judicial proceedings, and in particular where disclosure is intended to safeguard the rights of defence of the person concerned. In this respect, the identity of the reporting person may be notified to the judicial authority, the Public Prosecutor's Office or the competent administrative authority only in the context of a criminal, disciplinary or disciplinary investigation.

In the event that the identity is to be disclosed for the above reason, the LAMIRSA Group shall inform the reporting person in advance, unless doing so could compromise the investigation or legal proceedings. In the same way, where the competent authority notifies the reporting person that his or her identity has been revealed, it shall give the reason for the disclosure.

In any case, the LAMIRSA Group shall ensure that any competent authorities that are in receipt of information on infringements involving trade secrets shall not use or disclose such information for purposes other than as necessary for the proper conduct of the proceedings.

Finally, pursuant to Article 17 of the Whistleblowing Directive, and Article 34 of the Law on the Protection of Reporting Persons, the LAMIRSA Group guarantees that any personal data gathered in application of this Policy and the Protocol for handling, investigating and resolving reports of non-compliance with regulations, including the exchange or transmission of personal data with the competent authorities, shall be processed in accordance with the Spanish Organic Law 3/2018 of 5 December on the Protection of

Personal Data and the guarantee of digital rights, with Regulation (EU) 2016/679 2016/679¹ and Directive (EU) 2016/680².

No personal data shall be collected unless this is manifestly relevant to the handling of a specific complaint. If collected by accident, it any personal data shall promptly be erased.

The Internal Reporting Officer shall review on a regular basis the proper operation of the Ethics Channel and the provisions of this policy.

¹ Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data and repealing Directive 95/46/EC (General Data Protection Regulation).

² Directive (EU) 2016/680 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data by competent authorities for the purposes of the prevention, investigation, detection or prosecution of criminal offences or the execution of criminal penalties, and on the free movement of such data and repealing Council Framework Decision 2008/977/JHA.

11. RECORD KEEPING OF THE REPORTS

Pursuant to article 18 of the Whistleblowing Directive, and article 26 of the Law on the Protection of Reporting Persons, LAMIRSA Group shall keep a record of all reports and queries received through the Ethics Channel, ensuring that it complies at all times with all confidentiality requirements, and for such time as is strictly necessary and proportionate to comply with the legal and regulatory requirements of the European Union.

When a report has been made by telephone or another recorded voice system, LAMIRSA Group reserves the right to register the **verbal report** in one of the following ways, subject to the knowledge and consent of the caller:

- (i) By recording the conversation in a durable and accessible format.
- (ii) Through a complete and accurate transcript of the conversation made by the Internal Information System Manager.

In any case, the caller has the right to review, rectify and accept the transcription made with his/her signature.

In the event of verbal reports other than via a voice recording system, the LAMIRSA Group shall keep a detailed record of the conversation. The report shall be drafted by the person responsible for the internal information system. The caller shall have the right to verify, rectify and accept the record with his/her signature.

Where the reporting person has requested a personal interview with the Internal Information System Manager, the LAMIRSA Group shall ensure, subject to the consent of the reporting person, that complete and accurate records of the meeting are kept in a durable and accessible format. In this case, the same procedure shall apply as for reports made by telephone calls or other recorded voice systems.