

WHISTLEBLOWING POLICY
KERABEN GRUPO, SAU

Title document	Whistleblowing Policy
Content owner	Compliance Department
Version	1.0
Date	June 2023
Approved by	Board of Directors

1. Purpose of this Policy

On 7 October 2019, the European Union Council approved a Directive aiming at protecting persons who report breaches of EU law (the Whistleblowing Directive). This Directive (to be implemented in national law in all EU Member States) requires that all organisations with more than 50 employees have a whistleblowing policy in place.

The European Directive was transposed in Spain by Law 2/2023, of February 20, regulating the protection of people who report on regulatory violations and the fight against corruption. Similar legislation applies in the rest of the world.

Misconduct or misbehaviour will only be reported if the people observing such behaviour feel safe in reporting the issue; employees are often reluctant to come forward with their suspicions, because they are afraid of retaliation.

However, employees speaking up when observing (potential) misbehaviour is the most effective way for companies to discover unethical behaviour. Therefore, having an appropriate whistleblowing policy, ensuring confidentiality and protection of the Whistleblower (as defined hereinafter), is essential.

If you observe misbehaviour or misconduct, you need to speak up. By doing so, you give Keraben Grupo, SAU (hereinafter “Keraben” or the “Company the opportunity to deal with the issue. Remaining silent about possible misconduct may worsen a situation and decrease trust.

The key purpose of this whistleblowing policy (hereinafter the “**Whistleblowing Policy**” or the “**Policy**”) is to support Keraben’s values by:

- helping to deter wrongdoing;
- encouraging disclosures of wrongdoing;
- ensuring that individuals who report wrongdoing can do so safely, securely and with confidence that they will be protected against retaliation; and
- meeting Keraben’s legal and regulatory obligations.

2. Who is this Policy intended for

The Whistleblowing Policy applies internally and externally to all (i) current and former employees, (ii) independent consultants, (iii) shareholders and directors (including non-executive directors), (iv) applicants, (v) paid and unpaid trainees, (vi) volunteers, (vii) facilitators and (viii) suppliers and contractors (including subcontractors and employees of contractors of Keraben with relevant information on unethical or unlawful activities and to raise concerns.

3. Scope of the Policy

Whistleblowing (or speaking up) means the confidential or anonymous reporting of illegal, dishonest or wrongful conduct within Keraben’s operations, while being protected from retaliation.

The person reporting the Misconduct is the “**Whistleblower**”.

The Whistleblowing Policy does not cover all types of wrongdoing which may occur; some restrictions apply on what kind of disclosures can be submitted within the scope of this Policy. Breaches of Keraben policies and/or violations of laws and regulations including the following matters can be reported (the “**Misconduct**”):

- Social fraud prevention such as illegal employment, avoiding paying social security contributions, receiving unjustified benefits and more generally every infringement on social legislation;
- Tax fraud prevention such as undeclared income, VAT fraud, paying wages with undeclared income, constructions to conceal income from the proper authorities, money laundering, inaccuracy of financial records, accounting and auditing irregularities, etc.;
- Public procurement;
- Financial services, products and markets, and prevention of money laundering and terrorist financing;
- Product safety and compliance;
- Transport safety;
- Protection of the environment;
- Radiation protection and nuclear safety;
- Food and feed safety, animal health and welfare;
- Public health;
- Security and health & safety at work;
- Consumer protection;
- Protection of privacy and personal data, and security of network and information systems;
- Breaches relating to relevant competition and anti-trust laws;
- Breaches relating to Code of Conduct;
- Bribery, corruption or illegal payments;
- Bullying;
- Sexual Harassment;
- Ethical issues (e.g. racism, discrimination, conflict of interest, human rights violation, ...);
- Economic sanctions;
- Inaccuracy of financial records - accounting and auditing irregularities;
- Theft;

4. Reports not covered by the Policy

It is important to note that this Policy does not apply to personal work-related grievances, such as concerns or dissatisfaction with wages, shifts or workplace circumstances, inter-personal issues, or performance evaluations.

These kind of matters must be reported through the regular internal channels, e.g. by contacting your manager or the HR department directly. In most cases, your direct manager, next level manager and HR manager are excellent resources for guidance or concerns related to company and/or job-specific policies and processes, work responsibilities, co-worker issues, discipline issues or issues related to the work environment.

5. When and how to report

If you discover, become aware of, or have reasonable grounds to suspect (potential) Misconduct is taking place within Keraben's operations, you are encouraged to immediately notify Keraben of the incident concerned.

Anyone filing a report under this Policy, must act in good faith.

Every concern will be taken seriously. The Whistleblower does not need to have hard evidence before submitting a report: having reasonable suspicion of Misconduct is enough. Although you don't have to prove your allegations, they are more likely to be considered reasonable if you can back them up with some objective supporting information, such as but not limited to emails, file notes or receipts.

5.1. Different reporting channels

Keraben recommends using internal channel prior to external channel, as this allows Keraben to quickly validate and address the concern raised.

The Whistleblower can choose at his/her sole discretion if he/she wants to be anonymous or not. It should be noted however, that it is of high importance to retrieve as much information as possible. Staying anonymous could have an impact on the quality and level of investigation of the case or can make further investigation impossible.

(i) Internal reporting through online whistleblowing tool

At Keraben, an online internal whistleblowing tool is available.

The whistleblowing tool is managed by an external and independent organisation and ensures that disclosures are at all times treated in a confidential manner.

The whistleblowing tool can be accessed via a web portal but also by using your mobile phone or tablet through the following link: <https://keraben.integrityline.com>

You can select your country and your language. If you want to submit a report, you will be asked to include a description of the incident or of your suspicion and will also be asked to answer questions such as: what is your relationship to the company?, in which country are you located?, name of the department where the incident occurred?, who was involved?

All feedback on these questions is of importance for the investigation.

If you want to submit an audio report, there is a button at the top of the page which, once activated, will record your message. You can leave a message in your own language. Please note that the tool will disguise the voice of the voice-recorded message in order to guarantee anonymity.

Irrespective of reporting using the app or through the web portal, it is possible for the Whistleblower to stay anonymous since the tool incorporates a secure postbox which an anonymous Whistleblower can set up when making a report and which enables them to receive feedback or requests for additional information. The Whistleblower will receive a case-ID and will be asked to choose a password for accessing the secure postbox. If the Whistleblower chooses to remain anonymous, then the Internal Information System Responsible will be aware of the Whistleblower's identity.

(ii) External reporting

Although employees and stakeholders are encouraged to use the internal reporting channel provided for by Keraben under Section 5.1 (i) above, alternative external disclosure routes may be available by local authorities responsible for receiving and investigating whistleblowing reports, that is Independent Authority for the Protection of Informants (A.A.I.) or through the authorities or autonomous bodies.

A report can be made orally or in writing to these authorities. The rules concerning a report can be consulted on the website of the relevant authority. It is important to know that an authority can decide to classify a report without consequence. In case of a high number of reports, the authority can prioritize.

6. How are disclosures handled and investigated?

All disclosures reported in the whistleblowing tool will be addressed in line with the following procedure.

6.1. Acknowledgement of receipt

When a disclosure is reported in the whistleblowing tool, the Whistleblower will receive an immediate and automatic notification of the acknowledgement of receipt.

6.2. First screening & feedback

A first screening of the report in the whistleblowing tool will be done by the Internal Information System Responsible. They will check whether the reported Misconduct falls within the scope of the Policy (see Section 3) and if so, Internal Information System Responsible will forward it to and request the investigation team to convene and investigate the reported Misconduct, always respecting the confidentiality and privacy obligations.

Within a period of seven (7) working days of receipt of the report, the Whistleblower will receive initial feedback from the investigation team.

Also in case the disclosure is deemed out of the scope of the Policy, the Whistleblower will be informed accordingly (within such timeframe) and will be encouraged to address the issue with his manager or HR manager..

6.3. Investigation

If the reported Misconduct falls within the scope of the Policy, the report will be promptly and diligently investigated in accordance with this Policy.

The case will be investigated in close dialogue with the Whistleblower. If the Whistleblower revealed his/her identity, communication with the investigation team can take place via phone letter, email or face-to-face. If the Whistleblower issued the report anonymously, communication will take place through the secure post box in the whistleblowing tool.

The identity of the Whistleblower can only be revealed with the explicit written consent of the Whistleblower.

Where needed for conducting a thorough and confidential investigation, external parties (e.g. external counsel, investigative firms, accounting firms) may be involved in the investigation process, always respecting the confidentiality and privacy obligations. If a criminal offence has occurred, police authorities may be involved as well.

The investigation team can be composed of different functions, depending on the nature of the reported disclosure and department or business unit involved. Local management or representatives of local finance, legal, HR or HSE may be involved on a strict need-to-know basis. They form the investigation team.

6.3.1. Conflict of interest

If the Internal Information System Responsible and/or a member of the investigation team has a conflict of interest, they will be excluded from the investigation team.

6.3.2. Decision

Upon conclusion of the investigation, the investigation team will prepare a summary report describing the investigative measures that were carried out. A redacted non-confidential and anonymized version of this summary report may be shared outside the investigation team with the Board of Directors, on a need-to-know basis only, in order to come to a final decision.

The investigation team will make a final decision as to whether the reported Misconduct is proven and, consequently, it will be defined the relevant actions needed to terminate the Misconduct and to protect the Company.

In the event that there is insufficient or no evidence for the Misconduct, no further action will be taken.

The Whistleblower is informed through the whistleblowing tool about the conclusion of the report and the decision taken within three (3) months as of the acknowledgement of receipt. When there are justified reasons, said period may be extended for three (3) more months.

6.3.3. Record keeping

Records of the reports submitted by the Whistleblower will be kept in the whistleblowing tool ensuring strict confidential treatment of the report.

Once the report has been dealt with and is resolved, all personal data included in the report will be anonymized and will as such be archived for historical reporting purpose without breaching GDPR obligations.

7. Protection of the Whistleblower

i) Non-disclosure

The whistleblowing procedure will ensure that the identity of the Whistleblower will not be disclosed and that due to the investigation no link can be made to him or her. Throughout the process of, the investigation and afterwards, all members of the investigation team are bound by strict confidentiality.

Unless required by law, the Whistleblower's identity will not be disclosed. Depending on the type or reported Misconduct, it may be legally required to involve public authorities to initiate an official investigation. In such cases, Keraben may be required to report the name of the Whistleblower to the public authorities. Keraben will inform the Whistleblower when its identity has been reported, except where such disclosure would jeopardize the investigation or judicial proceedings.

To gain insight in the number and types of disclosures, an anonymized summary of the reports may be produced for the Board of Directors.

ii) Non-retaliation

Unless a Whistleblower knowingly made a false allegation, provided false or misleading information in the course of the investigation, or otherwise acted in bad faith, the Whistleblower may not be dismissed, suspended, threatened, harassed, intimidated or retaliated against as a result of his or her making a good faith disclosure or assisting in the handling or investigation of a disclosure under the Whistleblowing Policy.

Complaints of retaliation against a Whistleblower are taken very seriously. All such complaints should be escalated and reviewed promptly and, when appropriate, investigated.

This non-retaliation and non-disclosure principle also applies if the disclosure was eventually proven to be unfounded by the investigation.

8. Data Protection

The handling of a report inevitably leads to the processing of personal data (hereinafter referred to "**Personal Data**") in the sense of 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 transfer of such data internally ("GDPR"), Organic Law 3/2018, of December 5, Protection of Personal Data and guarantee of digital rights and all other applicable privacy laws.

Your personal data is processed by Keraben Grupo SAU, Carretera Valencia- Barcelona Km 44,3; 12520-Nules (Castellón) as data controller. For the provision of the internal reporting channel (online whistleblowing tool), we use a service provider who is considered to be the data processor and recipient of your personal data. You may contact us with respect to questions relating to the processing of your personal data via e-mail at lopd@victoriaceramics.com.

The legitimate interests of the data controller to detect and deal with the reports clearly justify the processing of personal data. It will ensure that every processing of Personal Data in this respect is done in compliance with the GDPR, Organic Law 3/2018, of December 5, Protection of Personal Data and guarantee of digital rights and all other applicable privacy laws.

The whistleblowing tool is operated and maintained by EQS Group AG, an international cloud software provider in corporate compliance. EQS Group cannot read the reports as they are encrypted with a key to which EQS Group does not have access. EQS Group maintains appropriate technical measures to ensure data protection and confidentiality. The data you provide will be stored on a secure EQS database. All data stored on the database is encrypted by EQS using state-of-the-art technology.

The processed data may also be transferred to third parties, such as police, financial or other authorities, auditors or external advisors, that would be called upon in the framework of the handling of a report. Within Keraben, the Personal Data will only be accessible to the relevant functions and only to the extent that such access is required for the correct application of the Whistleblowing Policy. Every processing will be documented and unproven or irrelevant data will be discarded.

Where Personal Data is transferred outside the EU, we will take adequate safeguards to protect your Personal Data.

In any event, Personal Data will not be stored beyond the relevant statute of limitation applying to the facts under review.

Whistleblowers will be entitled to access and correct the Personal Data relating to them. Data of other data subjects are not accessible. Personal Data that would be incomplete, no longer required or accurate will be deleted. These rights can be exercised by contacting the Legal Department on lopd@victoriaceramics.com. This right may however be restricted or postponed in the interest of an investigation.

The data subject acknowledges having been informed on the following rights, insofar as applicable:

- the right to request the data controller to limit the processing regarding him/her, the right to object against the processing, the right to rectification or erase and the right of data transferability;
- the right to file a claim with the data protection authority.