

## **WHISTLEBLOWING CHANNEL<sup>1</sup>**

### **1. PURPOSE**

ALBA establishes an internal communication channel to receive, process and resolve grievances connected with the commission of acts or conduct that could prove contrary to the applicable regulations or to the Code of Ethics and Conduct of ALBA, within the company itself, in the actions of third parties contracted by it, or to its detriment (the Whistleblowing Channel).

The Whistleblowing Channel may likewise be used to pass on suggestions, queries or proposals connected with the Code of Ethics and Conduct.

### **2. SCOPE OF APPLICATION**

The Whistleblowing Channel may be used by the Affected Persons, as defined in the ALBA Code of Ethics and Conduct. For the purposes of the Whistleblowing Channel, suppliers, contractors and collaborators of ALBA will likewise be considered to be Affected Persons.

Affected Persons have a duty to report any act or conduct in violation of the applicable regulations or the Code of Ethics, in particular regarding financial information, of which they might learn or have reasonable evidence.

Any person other than an Affected Person may likewise report any reportable incident of which they might learn.

### **3. PROCEDURE FOR THE HANDLING OF GRIEVANCES**

#### **3.1. Initiation of proceedings**

The procedure will begin with the corresponding notification of a grievance, which may be submitted via the following channels:

- website: [www.corporacionalba.es](http://www.corporacionalba.es)
- email address: [canaldedenuncias@corporacionalba.es](mailto:canaldedenuncias@corporacionalba.es)
- postal address: Whistleblowing Canal, Calle Castelló, 77, 5, 28006 Madrid

Grievances will not be accepted via any channel other than those referred to.

- Grievances submitted by any of the above methods will be received by the Chairman of the Audit and Compliance Committee and the Code of Ethics and Conduct Monitoring Committee (the Monitoring Committee). If the grievance affects any of the members of the Monitoring Committee or any member of the Board of Directors, the complainant must submit the grievance solely to the Chairman of the Audit and Compliance Committee, at Calle Castelló, 77, 5, 28006 Madrid.

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<sup>1</sup> Approved as an Annex to the Code of Ethics and Conduct, by resolution of the Board of Directors on 22 October 2018.

The written grievance must contain at least the following references:

- a) Identity of the complainant, indicating his or her ID card number or equivalent document, and the preferred channel of communication.
- b) Identity of the individual accused.
- c) Circumstances of and reasons for the grievance, specifying as far as possible the violation of the Code of Conduct or regulations that has been noted.
- d) Elements of evidence in corroboration of the reported event, where possible.
- e) Place, date and signature.

The template included in the Annex is provided for the submission of grievances.

Once the grievance has been received, the complainant will be sent notification in order to confirm receipt and to inform them of their data protection rights.

ALBA will adopt all the measures necessary to preserve the identity of the complainant and guarantee the confidentiality of associated data, in addition to the complete absence of any reprisals. Notwithstanding the above, if the conduct or acts reported could be liable to constitute an official, criminal or employment offence, ALBA may provide the competent authorities with all information that might be demanded of it as a consequence of official or court proceedings or investigations, including the identity of the complainant.

In the event that an anonymous grievance is submitted, or any that does not comply with the requirements imposed, and if these aspects have not been duly rectified, ALBA will not continue to process said grievance, without prejudice to the possibility that it might conduct any investigations it might deem relevant, in accordance with the seriousness of the events or evidence submitted.

Grievances must be submitted in good faith, on the basis of principles of truthfulness and clarity, acting properly and ensuring that the system is never used for any purposes other than those established in the Code of Ethics and Conduct and in this procedure. The formulation of false grievances is therefore forbidden, as a violation of the law and of the ethical values and principles of the Company.

Any evidence submitted together with grievances must have been obtained by lawful means.

Any knowingly false grievance or statement submitted may give rise to the relevant legal action.

### **3.2. Processing of the grievance by the Code of Ethics and Conduct Monitoring Committee**

#### **3.2.1. Admission of grievances for processing, or archiving**

Once a grievance has been received, it will be examined on a preliminary basis by the Chairman of the Audit and Compliance Committee to ascertain the object and the parties involved.

If the grievance is brought against any of the members of the Monitoring Committee or against any member of the Board of Directors, the Chairman of the Audit and Compliance Committee will be responsible for examining it, in accordance with the provisions of subsection 3.3 below. In all other cases it will be referred to the Monitoring Committee for processing.

If, although the grievance is not directly brought against him or her, any member of the Monitoring Committee finds him or herself to be in a position of conflict of interest with regard to a grievance, as defined in the Code of Ethics and Conduct, that member will refrain from participating in the procedure.

If the grievance suffers some rectifiable defect, the complainant may be granted a period of up to ten (10) working days to rectify the defect. Once the period granted has expired without the defect being duly rectified, the grievance will then be archived, notwithstanding the possibility of conducting any investigations that might be deemed appropriate.

Grievances regarding alleged criminal acts will be treated with priority.

The Monitoring Committee or the Chairman of the Audit and Compliance Committee, as applicable, may, prior to the decision to process or archive the grievance, gather any necessary information for a prior evaluation. It may likewise request that the complainant provide information in addition to that contained in the grievance report.

Grievances will not be admitted for processing if they are clearly false, in other words if they are fully and absolutely lacking in plausibility, or any that are not reasonably founded or do not offer sufficient evidence. In all other cases, the Monitoring Committee, or the Chairman of the Audit and Compliance Committee, as applicable, will decide as to the admission of the grievance:

- a) If the circumstances reported are not deemed to constitute a breach of the Code of Ethics and Conduct or of the applicable regulations, the proceedings will be shelved, and the complainant informed thereof.
- b) If sufficient evidence is noted of the commission of a criminal offence or conduct in violation of securities market regulations, the information will be referred to the competent authorities and the proceedings will be archived, and the complainant informed thereof.
- c) In the event that evidence is noted of a violation of the Code of Ethics and Conduct or of the applicable regulations, and the provisions of subsection (b) above would not apply, an investigation will be performed on a confidential basis, in accordance

with the provisions of subsections 3.2.2 and following, or subsection 3.3, as applicable.

### **3.2.2. Instigation and examination of the case**

If evidence is noted of a violation of the Code of Conduct or of the regulations in force, the Monitoring Committee will instigate a confidential examination, appoint an investigator, who may be internal or external, and report the instigation of the case to:

- a) the Finance Department, if there is evidence of an employment or administrative infringement;
- b) the party accused, informing him or her of the existence of the grievance, the acts of which he or she is accused, the departments or services at the company or its group that may receive the Monitoring Committee report, his or her rights as regards data protection, unless, in order to guarantee the efficacy of the investigation and the gathering of evidence, the Monitoring Committee decides to delay this notification, which it may do for a maximum of up to three (3) months. Under no circumstances will the accused be provided with any information as to the identity of the complainant; and
- c) the complainant, who will be informed only of the instigation of the examination, and reminded of the duty of confidentiality.

Depending on the seriousness of the acts reported and the parties involved, the Monitoring Committee will consider the suitability of likewise informing the CEO and/or the Audit and Compliance Committee and/or the Board of Directors.

The investigator may make use of any resources available to him or her to investigate the reported acts, while at all times respecting the fundamental rights of the accused. He or she may likewise request the cooperation of any persons or departments at the company or at group Companies, which will be obliged to provide such cooperation. The Monitoring Committee may, on the initiative of the investigator, agree to hire external auditors or other consultants to work with him or her in the investigation and analysis of the documentation and evidence obtained, without prejudice to the fact that, in accordance with the amount involved, internal contracting standards must be taken into account.

The investigation will be conducted on the basis of principles of confidentiality, objectivity, impartiality and discretion.

The maximum period for the processing of the case will be three (3) months. This period may be extended by the Monitoring Committee, on the initiative of the investigator, in particularly complex cases as regards the investigation of the acts reported.

If at any point of the investigation sufficient evidence is uncovered of the commission of a criminal offence or conduct in violation of securities market regulations, the information will be referred to the competent authorities and the proceedings will be archived, and the complainant informed thereof.

### **3.2.3. Conclusion of the case**

Following completion of the investigation, the investigator will submit a detailed report to the Monitoring Committee, recounting the actions taken, the evidence examined and those facts deemed to have been accredited, along with a proposal as to the actions to be taken and the recommended corrective, preventive and organisational measures.

The Monitoring Committee will, in the light of the report, issue a conclusions report setting out any actions and corrective, preventive and organisational measures it might deem appropriate. This report by the Monitoring Committee may simply confirm the investigator's report.

If the investigator's report finds that an employment or administrative infringement has been committed, the investigator will inform the Finance Department in order for the relevant measures to be taken.

The conclusions report will be submitted to the Audit and Compliance Committee, to the Finance Department, and to the departments involved. The complainant and the accused will be informed of the conclusion of the procedure.

### **3.3. Processing of the grievance by the Chairman of the Audit and Compliance Committee**

Wherever the grievance directly accuses any of the members of the Monitoring Committee or any member of the Board of Directors, the Chairman of the Audit and Compliance Committee will, once the grievance has been admitted for processing in accordance with the provisions of subsection 3.2 above, investigate the case in whatever manner he or she might deem to be most efficient, in accordance with the circumstances of the case.

Without prejudice to the above, the Chairman of the Audit and Compliance Committee will ensure that, in the processing of the grievance, the rights of the complainant and of the accused are respected, as acknowledged in this procedure and in the applicable legislation.

Following examination of the acts reported, the Chairman of the Audit and Compliance Committee will issue a conclusions report, recounting the actions taken, the evidence examined and the facts deemed to have been accredited, along with a proposal of actions and recommended corrective, preventive and organisational measures. This report will be submitted to the Audit and Compliance Committee, to the Finance Department and to the departments involved. The complainant and the accused will be informed of the conclusion of the procedure.

### **3.4. Monitoring**

The actions and measures adopted will be monitored, in addition, where applicable, to the recommendations included in the conclusions report of the Monitoring Committee or of the Chairman of the Audit and Compliance Committee, and the effects thereof, to be set out in the annual evaluation of the level of adhesion to and compliance with the Code of Ethics and Conduct.

On at least one (1) occasion per year the Audit and Compliance Committee will be presented with an account of all the grievances received and the actions taken in connection therewith.

#### **4. PROTECTION OF THE COMPLAINANT**

Following receipt of the grievance, ALBA will adopt all measures necessary to preserve the identity of the complainant and to guarantee the confidentiality of the details thereof.

Reprisals, threats and coercion against persons submitting grievances in good faith, and against any other persons cooperating in the investigation and examination are strictly forbidden.

#### **5. PROCEDURE FOR THE HANDLING OF QUERIES**

Suggestions, queries or proposals connected with the Code of Ethics and Conduct may be submitted via the following channels:

- website: [www.corporacionalba.es](http://www.corporacionalba.es)
- email address: [alba@corporacionalba.es](mailto:alba@corporacionalba.es)
- postal address: Code of Ethics and Conduct Queries, Calle Castelló, 77, 5, 28006 Madrid

Queries will not be accepted via any channel other than those stated.

Queries submitted via any of the above methods will be examined by the Code of Ethics and Conduct Monitoring Committee.

Queries will be responded to within a maximum period of two (2) months of receipt.

#### **6. PERSONAL DATA PROTECTION IN GRIEVANCES**

ALBA is the data controller for personal data within the context of the procedure for grievances and queries connected with the Code of Ethics and Conduct, and undertakes to guarantee the confidentiality and protection of the personal data of those persons involved in a grievance procedure or any raising a query, fulfilling the obligations imposed on it by the applicable personal data protection regulations in force from time to time.

Access to the personal data of persons involved in a grievance procedure or the processing of queries will be restricted to those persons who, in accordance with the procedure for this Whistleblowing Channel, need access to said data.

ALBA in particular guarantees the confidentiality of the data corresponding to the complainant. Notwithstanding the above, if the conduct or acts reported could constitute an administrative, criminal or employment infringement, ALBA may provide the competent authorities with the identity of the complainant, if necessary.

The Monitoring Committee will provide the accused with all information demanded by the legislation in force in order to guarantee fair and transparent data processing.

The personal data of the complainant, of the accused, and of employees and third parties involved in the grievance proceedings will be stored in the grievances system only for the necessary time period in order to conduct the investigation into the events reported, which may be no more than three (3) months.

If, once a period of three (3) months has passed since the data were entered in the system, it should prove necessary to store them for the processing of internal audits, the continuation of the investigation or as a result of administrative or court proceedings resulting from the grievance and the investigation conducted, the data will be processed in accordance with the legal data protection formalities.

The personal data of individuals raising a query connected with the Code of Ethics and Conduct will be stored for the time period necessary in order to respond to the query, and in all cases a maximum period of two (2) months from receipt of the query.

**ANNEX**

**WHISTLEBLOWING FORM**

<b>Identity of the complainant</b>	<b>Surname<sup>(*)</sup></b>			
	<b>Forename<sup>(*)</sup></b>			
	<b>ID card number<sup>(*)</sup></b>			
	<b>Email address<sup>(*)</sup></b>			
	<b>Connection with the company<sup>(*)</sup></b> <i>(Mark as applicable)</i>	<b>Director</b>	<input type="checkbox"/>	<input type="checkbox"/>
		<b>Employee</b>	<input type="checkbox"/>	<input type="checkbox"/>
		<b>Supplier</b>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Client</b>		<input type="checkbox"/>	<input type="checkbox"/>	
<b>Other</b>		<input type="checkbox"/>	<input type="checkbox"/>	
<b>Department</b> <i>(for employees only)</i>				
<b>Identity of the accused</b>	<b>Surname<sup>(*)</sup></b>			
	<b>Forename<sup>(*)</sup></b>			
	<b>Connection with the company</b> <i>(Mark as applicable)</i>	<b>Director</b>	<input type="checkbox"/>	<input type="checkbox"/>
		<b>Employee</b>	<input type="checkbox"/>	<input type="checkbox"/>
		<b>Supplier</b>	<input type="checkbox"/>	<input type="checkbox"/>
		<b>Client</b>	<input type="checkbox"/>	<input type="checkbox"/>
		<b>Other</b>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Department</b> <i>(for employees only)</i>				

<b>Reason for the grievance</b>	<b>Violation of the Code of Ethics</b>	<input type="checkbox"/>
	<b>Breach of applicable law</b>	<input type="checkbox"/>

<b>Additional information</b>	<b>Approximate date of occurrence of the events<sup>(*)</sup></b>	
	<b>Possible economic impact</b> <i>(include an estimate if possible)</i>	
	<b>Department(s) involved</b>	



Description of the events and reasons for the grievance <sup>(*)</sup>

(\*) Required data

Documentation in corroboration of the events reported and other items of evidence

List of witnesses

Additional comments

In [ ], on the [ ] of [ ] [ ]

[Signature]

ALBA guarantees the confidentiality of the details of the complainant, and the absence of reprisals. Access to the personal data of the complainant will be restricted to those persons who, in accordance with the grievance procedure, need access to said data. Notwithstanding the above, if the conduct or acts reported could constitute an administrative, criminal or employment offence, ALBA reserves the right to provide the identity of the complainant to the competent authorities, if necessary.

Personal data will be processed in order to examine the grievance submitted in accordance with the provisions of the Code of Ethics and the ALBA Whistleblowing Channel procedure, and will be stored for the time period required in order to fulfil the aforementioned purpose, and for a maximum of three (3) months from receipt of the grievance.

The personal data controller is ALBA, which may be contacted by post at its registered office at the address Calle Castelló, 77, 5, Madrid, or at the email address [alba@corporacionalba.es](mailto:alba@corporacionalba.es), to exercise the rights enjoyed in accordance with the personal data protection regulations in force from time to time, with entitlement to access personal data, rectify inaccurate data or request the erasure thereof where they are no longer required. Grievances may likewise be raised with the Spanish Data Protection Agency.

I agree that my personal data may be processed in accordance with the provisions of this legal notice and the Code of Ethics and Conduct of ALBA.

DECLARATION OF UNDERSTANDING AND ACCEPTANCE OF THE CODE OF ETHICS AND CONDUCT OF CORPORACIÓN FINANCIERA ALBA, S.A.

For the attention of the Code of Ethics and Conduct Monitoring Committee

Declared by:

Tax ID:

The undersigned declares that he/she understands and accepts the current Code of Ethics and Conduct of Corporación Financiera Alba, S.A. (approved by the Board of Directors at its meeting held on 22 October 2018), and has received a copy thereof, undertaking to comply with the applicable terms.

For the purposes of the possible submission of confidential grievances, in accordance with the provisions of subsection 9 of the Code of Ethics and Conduct and the Whistleblowing Channel, the aforementioned grievances may be addressed to the Chairman of the Audit and Compliance Committee and to the Code of Ethics and Conduct Monitoring Committee, via the following channels:

- website: [www.corporacionalba.es](http://www.corporacionalba.es)
- email address: [canaldedenuncias@corporacionalba.es](mailto:canaldedenuncias@corporacionalba.es)
- postal address: Whistleblowing Canal, Calle Castelló, 77, 5, 28006 Madrid

If the grievance affects any member of the Code of Ethics and Conduct Monitoring Committee or any member of the Board of Directors, it must be submitted solely to the Chairman of the Audit and Compliance Committee, at Calle Castelló, 77, 5, 28006 Madrid.

In ....., on the .... of .....