

Whistleblower Channel

Whistleblower Channel Usage Policy

GROUP CASTELLANA PROPERTIES



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1. INTRODUCTION

The inappropriate behavior of a single employee can damage our image and reputation at any time. For this reason, Castellana Properties works actively to prevent and avoid this possibility in line with our sound ethical and compliance culture.

Thus, and among other matters, all directors, officers, employees (hereinafter, the "**Staff**"), and external collaborators acting on behalf and/or for the account of Castellana Properties or who are otherwise subject to its authority (hereinafter, the "**Persons Subject to the Authority of Castellana Properties**") are required to act in accordance and in full compliance at all times with (i) all legislation in force from time to time, (ii) the Code of Ethics and (iii) the internal policies and procedures. For the purposes of this preventive action, the cooperation of all personnel in detecting possible irregular conduct that could put Castellana Properties at risk is also of great importance.

To that effect, current legislation (and especially the current Criminal Code, following its reform in 2010 and 2015) reinforces the need for companies to have "**criminal risk prevention models**", meaning systems and control mechanisms that allow preventing, detecting and reacting to the risk of a crime being committed in a company -and for its benefit- by any of its members.

To guarantee the effectiveness of these prevention models, the so-called "**Whistleblower Channel**" plays a fundamental role; a channel that, in line with Castellana Properties' existing culture of ethics and compliance, allows its members to report possible risks and breaches of existing regulations, as well as Castellana Properties' internal operating policies.

That said, this Policy will describe all the issues related to the operation of the Castellana Properties Whistleblowing Channel: who can file a complaint, against whom, in what circumstances and what steps will be followed upon receipt of a complaint. All of this, of course, and as a fundamental pillar of the Channel, is subject to the strictest confidentiality standards. In this respect, all the players in Castellana Properties will be aware of this system, which will undoubtedly be of great value and help to preserve and protect, together, its image, prestige and reputation.

2. INTENDED USERS OF THE WHISTLEBLOWER CHANNEL

The Whistleblower Channel is aimed at all professionals (as described below) of Castellana Properties who have or may have knowledge of an irregularity committed by any other employee, officer or director, Person Subject to the Authority of Castellana Properties or supplier, if any.

2.1 Who should use the Whistleblower Channel and file a complaint?

All employees, officers (meaning any employee or other individual providing Managing services to the company and having powers of representation, organization and control therein) and directors of Castellana Properties (the "**Staff**"), must report, through the Whistleblower Channel, any irregularity of which they become aware and which is included in the objective scope of such Channel, without fear of being subject to dismissal or any other reprisal, and on the basis that their complaint will be treated with the utmost confidentiality.

Persons Subject to the Authority of Castellana Properties and Suppliers may, where appropriate, also report any such irregularity through this Channel.

2.2 Who can be reported through the Whistleblower Channel?

Specifically (i) all employees, officers, members of the Board of Directors, (ii) any Castellana Properties' external collaborators subject to Castellana Properties' authority or acting in the name and/or on behalf of Castellana Properties, and (iii) Suppliers, if any, if they adhere to Castellana Properties' systems, may be reported through this Channel.

3. IRREGULARITIES THAT MAY BE REPORTED THROUGH THE WHISTLEBLOWER CHANNEL

The Whistleblower Channel may be used to report (i) all conducts defined in the Criminal Code that have been committed by any individual member of the Staff and/or any Person Subject to the Authority of Castellana Properties and/or any Supplier, if applicable, whenever such conduct may result in criminal liability for Castellana Properties, as well as (ii) any violations of the Code of Ethics and other internal regulations committed by such persons, as determined in each case.

4. FILING A COMPLAINT

In principle, and with certain exceptions described in **Section 6** of this Policy, complaints shall be submitted by e-mail in writing to canaldedenuncias@castellanaproperties.es, or through the complaints channel set up for this purpose on the web page (<https://www.castellanaproperties.es/es/esg/comprometidos-en-gobierno-corporativo/canal-de-denuncias-y-codigo-etico>).

Throughout the entire procedure, the confidentiality of the complainant's identity will be guaranteed, in compliance with the privacy requirements established by, among others, the Law 2/2023, of February 20, 23, regulating the protection of persons who report regulatory violations and the fight against corruption.

Privacy is one of the most relevant issues in the operation of the Whistleblower Channel. Precisely for this reason, all those individuals -and professionals external to Castellana Properties- who may become involved at any time in the event of a possible complaint, will be subject to the strictest obligation of confidentiality and professional secrecy.

5. WHISTLEBLOWER PROTECTION MEASURES

5.1 No retaliation against Staff

No member of the Staff making any good faith complaint as provided herein shall suffer any type of retaliation, discrimination and penalization on the grounds of the complaint submitted. Castellana Properties will sanction the harasser in the event any of such situations arise.

Retaliation means, by way of example, any potential dismissal, unjustified reduction of a possible bonus, transfer to another work center, or the assignment of lower-ranking functions and responsibilities.

Any whistleblower who believes that any retaliation has been taken against him/her as a consequence of, exclusively, having submitted a complaint, may bring such circumstances to the attention of the Compliance Committee. The Compliance Committee will study the case and take the appropriate measures to prevent or correct such retaliation.

The above prohibition of retaliation shall not prevent the adoption of the appropriate disciplinary measures if the internal investigation determines that the complaint is false and that the complainant was aware of such fact and acted in bad faith.

Castellana will also ensure that no Persons Subject to the Authority of Castellana Properties and Suppliers who submit complaints suffer any type of reprisal, discrimination or penalization due to such submission.

5.2 **Confidentiality of the identity of the whistleblower**

Castellana Properties guarantees the strictest confidentiality regarding the identity of the complainant.

As a measure to guarantee such confidentiality, no exercise of the right of access by the reported individual shall involve any access to the data relating to the identity of the complainant. As a result, and except where disclosure is ordered by a judge, Castellana Properties will not provide the identity of the complainant to the individual reported in the complaint.

This principle of confidentiality is one of the basic pillars of the Whistleblower Channel, as the proper functioning of such channel depends on being able to guarantee whistleblowers that their identities will be protected, so as not to discourage the reporting of complaints.

The Compliance Committee is also required to maintain professional secrecy regarding the identity of the whistleblower. If, exceptionally, any external advisor or other member of Castellana Properties were to become involved in the investigation of the events, he/she would be subject to the same obligation of confidentiality and professional secrecy.

5.3 **Conflicts of interest**

Whenever the actions of the Compliance Committee in the investigation of complaints as reflected in this document may result in a conflict of interest for any of its members, the affected individual must refrain from becoming involved in the procedure for handling complaints, as described below.

A conflict of interest shall be deemed to exist in circumstances where the private interests of any of these individuals may limit his/her ability to handle, with due objectivity, neutrality and impartiality, the processing and investigation of the complaints. This conflict is deemed to exist when the reported facts fall within the responsibilities and executive functions of any of the members of the Compliance Committee, and may also exist whenever the facts affect any individual with whom any of such members has a family relationship (up to and including the third degree) or a business interest.

6. **PROCEDURE FOR HANDLING COMPLAINTS**

6.1 **Receipt of complaints**

With the exception of the cases described in Section 5.3 above, all complaints submitted through the Whistleblower Channel will be processed by the Compliance Committee (as the body responsible for the supervision and monitoring of the Compliance Model), which will be in charge of receiving them and carrying out a preliminary analysis of the facts reported.

Thereafter, the Committee will decide whether to open the relevant investigation or reject the complaint, as provided for in this Policy, within a maximum period of thirty (30) business days (unless a longer period is reasonably necessary) from actual receipt.

- (a) **Rejection of the complaint:** if the complaint fails to include all the information necessary to be processed or if it is clear that the facts reported do not amount to any infringement within the competence of the Whistleblower Channel, the Compliance Committee will reject and not process the complaint.

The information to be necessarily included in the complaint is as follows:

- (i) Relationship with Castellana Properties Group. A description of the events reported.
- (b) **Acceptance of the complaint for processing and opening of the investigation phase:** when the facts reported fall within the objective scope of the Whistleblower Channel, and there are indications that they may be true, the Compliance Committee will accept the complaint for processing purposes. However, if the reported events refer to a Director, the Compliance Committee shall transfer the complaint to the Audit and Risk Committee, which shall be the body in charge of processing the report. The Board of Directors shall also be informed where appropriate.

Whenever the complaint may result in any conflict of interest covered by this Policy, then:

- (a) If the whistleblower suspects that the facts may involve a conflict of interest with any of the members of the Compliance Committee, the complaint may be submitted to any of the other members of such body, who shall decide whether to admit or reject it.
- (b) In the event that the conflict of interest involves the Compliance Committee as a whole, the complaint may ultimately be submitted to the Board of Directors, which shall decide whether to admit or reject it.
- (c) Should a conflict of interest arise with respect to any member of the Board of Directors, the decision on the admission or rejection of the complaint shall be made directly by the Board of Directors, and the relevant director shall abstain to vote.

If the conflict of interest lies within the Compliance Committee as a whole, an alternative e-mail address will be provided: alfonso.brunet@castellanaproperties.es.

Any decision taken at this stage of the proceedings shall be notified to the complainant within a maximum period of thirty (30) business days after such decision has been taken unless a longer period is necessary for due cause.

Likewise, any individual who has been the subject of a complaint will be immediately informed about (i) the receipt of the complaint, (ii) the facts for which he/she is being reported, and (iii) how to exercise his/her rights of access, correction, cancellation and opposition under data protection regulations.

He/she will also be informed that his/her identity will be kept confidential whenever possible during the investigation.

However, the right of access of the reported individual will be limited to his/her own personal data being processed. Accordingly, and given the confidential nature of the complaints, such individual may not exercise this right to become aware of the identity and personal data of the complainant.

As an exception, if the Compliance Committee believes that there is a risk that notifying the reported individual may prejudice the investigation, such notice may be postponed until the risk disappears. In any case, the period for notifying the reported individuals shall not exceed one (1) month from the receipt of the complaint. Such period may be extended up to a maximum of three (3) months for due cause. This is without prejudice to any other mandatory deadlines provided by statute, which shall prevail.

6.2 Investigation of the reported facts

Once the complaint has been admitted for processing, the Compliance Committee -except where, as an exception, the investigation is reserved to another body or person- shall start the appropriate investigations to verify the reported facts. To that effect, the Compliance Committee shall delegate to its most suitable member the task to carry out any inquiries he/she deems necessary to confirm the accuracy and existence of the conduct reported or otherwise to escalate the matter to the Audit and Risk Committee.

In the event of a conflict of interest with a director, the investigation shall be conducted by an external third party, whose findings shall be submitted in writing to the Board of Directors.

Within the framework of an investigation, the bodies in charge of such investigation may request any information and documentation they may deem necessary to attempt to clarify the facts reported.

For their part, and whenever requested to do so, all persons must cooperate in the investigation work carried out, where appropriate, by giving statements, offering their knowledge of the facts and making available to the Compliance Committee any technical knowledge that may be necessary, in addition to assisting the Committee in any other work that may be necessary for the investigation of the reported facts.

The assistance or specialized advice of an external expert may be sought where appropriate due to the nature of the facts.

The complaint shall be processed as quickly as possible, and preference shall be given based on the seriousness of the facts.

6.3 **Proposed resolution**

Once the investigation is concluded, the following situations may occur:

- **Filing of the complaint and closing of the proceedings:** the complaint and the proceedings shall be filed and closed whenever the facts reported have not been sufficiently established, or if they do not constitute an infringement capable of being reported through the Whistleblower Channel.

In this case, the Compliance Committee will issue a Report describing the result of the investigation and resolving to close the proceedings.

However, if the irregularities found refer to issues outside the scope of the whistle-blowing procedure, then the Compliance Committee may propose an action plan for the relevant departments to implement appropriate remedies.

- **Non-compliance with the purpose of the whistleblowing procedure:** in this case, the Compliance Committee shall issue a report describing (i) the results achieved; (ii) the non-compliance produced; (iii) the possible legal or other measures to be adopted; and (iv) the action plan.

Additionally, the Audit and Risk Committee will be informed of this resolution so that it may consider the applicable sanction under the relevant rules.

In particularly serious cases¹, the Compliance Committee may refer decisions regarding complaints received directly to the Audit and Risk Committee and the Board of Directors.

In the event of a conflict of interest with the entire Compliance Committee as described in section 5.3. above, or if the complaint relates to a director, the final decision shall be adopted by the Board of Directors.

If, as excepted in this Policy, the investigation is to be carried out by an independent external party, such party will issue a Report including the results achieved and (i) a proposal to file the complaint and close the proceedings, or (ii) will present the different options so that the Board of Directors can adopt a resolution.

At any time in the proceedings the Compliance Committee may also rely on the legal advice and assistance of an external subcontracted expert, i.e., to advise it on matters such as the wording of the facts, their classification, or the adoption of the most appropriate disciplinary measures in each case.

6.4 **Sanctions**

The sanction or disciplinary measures agreed upon in each case shall be applied by the person or persons who have been assigned such duties, i.e.:

- (a) In the case of employment-related sanctions, the Board of Directors shall be in charge.
- (b) If the sanction is of a commercial nature (e.g., contractual termination) or requires the exercise of legal actions, the relevant sanction shall be imposed by the Board of Directors and enforced by any duly authorised representative.
- (c) In the event of a conflict of interest involving several members of the Board of Directors, the sanction shall be approved, where appropriate, by the Board of Directors with the abstention of such member or members.

¹ Serious cases shall be deemed to be those that involve potential criminal prosecution or the investigation of a legal entity in criminal proceedings.

ANNEX I

Whistleblower Channel privacy guidelines

1. PURPOSE

The purpose of this privacy policy for the Castellana Properties Complaints Channel is to explain the data processing that will be carried out for the management and processing of complaints submitted through such Channel.

For the correct configuration and design of the Whistleblower Channel, Castellana Properties fully complies with the applicable regulations on data protection, including 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 its implementing regulations, and the provisions of Law 2/2023 of February 20, 23, regulating the protection of persons who report regulatory violations and the fight against corruption

2. DATA CONTROLLER

The data controller is Castellana Properties Socimi, S.A.

The contact e-mail address for data protection matters is datos@castellanaproperties.es, which complainants and reported parties may use to enquire about any matter strictly related to the processing of their personal data, as well as to exercise their legitimate rights, as detailed in Section 6 ("*Exercise of Rights*").

3. PROCESSING YOUR PERSONAL DATA; LEGAL BASIS

The personal data collected through the Whistleblower Channel will be processed for the sole purpose of processing any reports received and, where appropriate, investigating the accuracy of the facts reported. the objective being the prevention and discovery of possible conduct that contravenes both current legislation and the internal regulations of Castellana Properties. The basis of legitimacy for the processing lies in compliance with the legal obligations under Law 2/2023, of 20 February, regulating the protection of persons who report breaches of regulations and the fight against corruption. The identity of the whistleblower will in any case be kept confidential and will not be communicated to the persons to whom the facts reported refer or to third parties.

4. DATA RETENTION PERIODS

The data of the complainant, of the individual complained against and of the Staff and third parties (Suppliers, etc.) involved in the investigation of a complaint, will be kept only for as long as necessary to decide whether to open an investigation into the facts reported. Therefore, upon a finding that opening an investigation is not appropriate, all such data will be blocked immediately and will be kept for the statutory period of limitation for potential claims that may arise from such complaint.

The data will not be blocked whenever processing is necessary for the conduct of the investigation. In such a case such data may continue to be processed by the Compliance Committee or -if the complaint is to be investigated by the Board of Directors- by the Board of Directors.

5. DISCLOSURE OF YOUR DATA

If necessary or required, the data may be disclosed to third parties to whom we are legally bound to do so, such as Public Authorities or the courts.

Likewise, Castellana Properties may engage third party service providers which may have access to your personal data to process your data in our name and on our behalf.

Regarding the above, Castellana Properties follows strict criteria for the selection of service providers in order to comply with Castellana Properties' data protection obligations. We are committed to enter with such providers into the relevant data processing agreement, thereby imposing on them, *inter alia*, the following obligations: to apply appropriate technical and organizational measures; to process personal data exclusively for the agreed purposes and only in accordance with Castellana Properties' written instructions; and to delete or return the data once the provision of the services has been completed.

Specifically, Castellana Properties may engage third party suppliers operating, without limitation, in the following sectors: provision of legal advice, multidisciplinary professional services companies, technology service providers, IT service providers or physical security companies.

6. EXERCISE OF RIGHTS

Individuals whose personal data may be processed in the framework and context of a Whistleblower Channel have the following rights:

- (a) A right to obtain confirmation as to whether or not Castellana Properties is processing their personal data -in the context of the management of the Whistleblowing Channel- as well as to request access, rectification, cancellation and opposition of inaccurate data, or where appropriate, to request deletion thereof whenever, *inter alia*, the data are no longer necessary for the management of the Whistleblowing Channel.
- (b) In certain circumstances, to object to the processing of their personal data. In this regard, we inform you that in the event that the person to whom the facts related in the communication or to whom the public disclosure refers exercises the right of opposition, it will be presumed that, unless proven otherwise, there are compelling legitimate reasons in favor of Castellana Properties that legitimize the processing of their personal data.
- (c) You may also file a complaint with the Spanish Data Protection Agency (as the competent Data Protection Control Authority) -particularly if you have been denied exercise of your rights- by written notice to the Spanish Data Protection Agency at C/ Jorge Juan, 6 28001-Madrid or through their website at <https://www.aepd.es>.

7. **PRINCIPLE OF PROPORTIONALITY AND DATA MINIMIZATION**

- Personal data collected through the Whistleblower Channel: data collection will be limited to what is strictly and objectively necessary to process the complaints and, where appropriate, to verify the accuracy of the facts reported;
- Data will be processed at all times in accordance with the applicable data protection regulations, for legitimate and specific purposes in connection with the investigation that may result from the complaint.
- Data collected shall be adequate and not excessive in relation to the aforementioned purposes.

8. **RESTRICTED ACCESS TO DATA**

Access to the data obtained through the Channel shall be limited exclusively to the bodies entrusted with the task of carrying out internal control and compliance functions.

Only in circumstances when disciplinary measures could be taken against an employee, the processing of data will be allowed to personnel entrusted with human resources management and control functions, if applicable - there is no specific human resources department at the date of preparation of this policy.

As described above, Castellana Properties may also engage external third party professionals for the provision of certain services related to the management of the Whistleblower Channel.

9. **SECURITY AND CONFIDENTIALITY MEASURES**

Castellana Properties will ensure that all necessary technical and organizational measures are taken to preserve the security of the data collected in order to protect them from unauthorized disclosure or access.

To this end, Castellana Properties has taken appropriate measures to guarantee the confidentiality of all data and will ensure that no data relating to the identity of the complainant is disclosed to the reported individual during the investigation -respecting in all cases the fundamental rights of such individual-, without prejudice to any actions that may be taken by any competent judicial authority.

Form of notice of complaint

Name and surname of the complainant (OPTIONAL):

Relationship with Castellana Properties Group

Address for notification purposes selected by the complainant (e-mail, postal mail) (OPTIONAL):

Name and surname of the reported individual:

Reported events/circumstances:

If applicable, please provide documentation supporting your complaint.

I confirm that this notice is being made in good faith and that -involuntary errors and omissions excepted- the information provided is true.

I also confirm that I am aware that the information provided herein may be processed, and I am also aware of the contents of the "Whistleblower Channel Usage Policy". [[link to Policy to be included here](#)]

