



**PRISA GROUP**

**COMPLIANCE, INTERNAL REPORTING SYSTEM AND  
WHISTLEBLOWER PROTECTION POLICY.**

**May 2023**



## CONTENTS

<b>1.</b>	<b>PURPOSE .....</b>	<b>3</b>
<b>2.</b>	<b>SCOPE OF APPLICATION .....</b>	<b>3</b>
<b>3.</b>	<b>VALIDITY .....</b>	<b>4</b>
<b>4.</b>	<b>ORGANISATIONAL STRUCTURE OF THE COMPLIANCE FUNCTION .....</b>	<b>4</b>
	<b>ALL PROFESSIONALS CONTRIBUTE TO THE COMPLIANCE FUNCTION .....</b>	<b>4</b>
<b>4.1.</b>	<b>PRISA'S BOARD OF DIRECTORS AND AUDIT, RISKS AND COMPLIANCE COMMISSION ...</b>	<b>4</b>
<b>4.2.</b>	<b>COMPLIANCE UNIT .....</b>	<b>4</b>
<b>4.3.</b>	<b>INTERNAL AUDIT .....</b>	<b>5</b>
<b>4.4.</b>	<b>PRISA GROUP MANAGEMENT AND STAFF .....</b>	<b>5</b>
<b>5.</b>	<b>WHISTLEBLOWING CHANNEL AND OTHER CHANNELS OF COMMUNICATION .....</b>	<b>6</b>
<b>6.</b>	<b>DISCIPLINARY REGIME .....</b>	<b>6</b>
<b>7.</b>	<b>REVIEW AND CONTINUOUS IMPROVEMENT .....</b>	<b>7</b>
<b>8.</b>	<b>DISSEMINATION .....</b>	<b>7</b>

---

### Changes from the prior version

---

Second version of this policy. The first version was approved on 26 October 2021. The amendment aims to include the principles on the Internal Reporting System and PRISA's commitment to the protection of good faith whistle-blowers, in accordance with the provisions of Act 2/2023 of 20 February 2023 on the protection of persons reporting on regulatory offences and the fight against corruption.

Prepared by:    Chief Compliance Officer of PRISA (Carmen Ingelmo)	Reviewed by:    Chief Compliance Officer for business (Ignacio Calle) and Data Protection Officer (Juan Pablo Nocete)	Approved by:    PRISA Board of Directors
-----------------------------------------------------------------------------------	--------------------------------------------------------------------------------------------------------------------------------------------	------------------------------------------------------

## 1. PURPOSE

The purpose of this policy is to declare the commitment of the organisation and, especially, of its governing bodies and senior management to the compliance function. This function cuts across the entire organisation because all members of Promotora de Informaciones, S.A. (PRISA) and the subsidiaries comprising the Prisa Group (the "Prisa Group" or the "Group") contribute to it.

PRISA states that compliance does not only mean to adhere to applicable internal and external laws and rules but also to foster a corporate culture of ethical behaviour and integrity in the daily work of everyone who works in and for the Prisa Group.

In this regard, the Code of Ethics is the hallmark of the Prisa Group and forms the foundation on which the Group's compliance model is built. Its principles and rules of conduct are those that must govern the actions of the companies that make up the Group and of all its Professionals, who, as defined by the Code of Ethics, are: i) members of the governing bodies; ii) directors; iii) staff; and iv) interns and students on work placements, irrespective of the legal basis of the employment or service relationship.

Any breach of the legal obligations imposed in each jurisdiction, which in Spain extends to breaches of the law of the European Union in accordance with the substantive scope of application of Act 2/2023 of 20 February 2023, and breaches of the commitments provided for in the Code of Ethics or any other applicable external and internal regulations (all of them called rules) must be reported, as soon as they are known, through the channels that the Prisa Group makes available to its Professionals.

PRISA is committed to strengthening the reporting culture as a mechanism to prevent or detect risks of non-compliance. In this sense, it makes whistleblowing channels available to its Professionals and third parties, which are integrated into an Internal Reporting System to communicate any irregularity and do so safely, ensuring the confidentiality of the whistleblower, any third party mentioned in the communication and the actions that take place in the management and processing thereof, as well as the protection of data in accordance with the legal requirements, preventing access by unauthorised personnel.

PRISA and its group of companies will not retaliate in any way against those whistleblowers that in good faith report alleged breaches of the applicable rules, adopting the protection measures legally required, which will be extended to persons related to the informant as provided by law.

## 2. SCOPE OF APPLICATION

This policy is of a general nature and its scope of application extends to PRISA and all companies directly or indirectly controlled by it in any country.

In this sense, this policy applies to all Professionals in the Prisa Group.

### 3. VALIDITY

This corporate policy will come into effect on the date of its approval at the Board of Directors' meeting held on 23 May 2022.

### 4. ORGANISATIONAL STRUCTURE OF THE COMPLIANCE FUNCTION

All Professionals contribute to the compliance function.

#### 4.1. PRISA's Board of Directors and Audit, Risks and Compliance Commission

PRISA's Board of Directors is authorised to oversee all reporting and control functions; a power that cannot be delegated according to the law and the Board's Regulation.

In addition to the functions stipulated in law and PRISA's Board of Directors Regulation, PRISA's Audit, Risks and Compliance Commission is responsible for ensuring the internal reporting and control systems function correctly. In relation to these systems and the units responsible for them, the Commission is also responsible for overseeing and evaluating the preparation and completeness of financial and non-financial information and the financial and non-financial risk management and control systems. It must duly report to the Board of Directors on these matters.

In order to continue developing the compliance function in the Group, the Board of Directors in 2021 approved the appointment of a PRISA Chief Compliance Officer as the head of this function with decision-making and control powers to oversee the functioning of and adherence to the Crime Detection and Prevention Model in place. The Chief Compliance Officer reports directly to the Audit, Risks and Compliance Commission.

The Audit, Risks and Compliance Commission must periodically inform the Board of Directors of the outcomes of its oversight of the management of the compliance model.

#### 4.2. Compliance Unit

PRISA has a Compliance Unit responsible for compliance duties. It is a single-member body and is the responsibility of the Chief Compliance Officer.

The Chief Compliance Officer and the compliance units of all the businesses are governed by an operating regulation.

As the head of compliance, the Chief Compliance Officer of PRISA is in charge of the tasks assigned to the Compliance Unit by the Code of Ethics and also is the sole Manager of the Internal Reporting System for all the companies of the Group in Spain, without prejudice to the coordination and exchange of information with other managers or compliance units of the Group, when the information reported affects them, as provided in the corresponding management procedure.

Additional responsibilities set out for the Prisa Chief Compliance Officer in the Operating Regulation include:

- Identifying, controlling and mitigating compliance risks as far as possible and through appropriate procedures;
- Assuming the functions of a crime prevention body, having been delegated by the Audit Commission powers to oversee, control and evaluate the correct functioning of the Crime Detection and Prevention Model (CDPM);
- Promoting internal compliance-related communiques and training; and
- Periodically reporting on matters within its remit to the Audit, Risks and Compliance Commission, which will in turn report any relevant information to the Board of Directors.

Each business's compliance unit will be fully independent and self governing, periodically reporting to its board of directors as per its established protocols. That said, PRISA's Chief Compliance Officer will coordinate the compliance function with all the businesses' compliance units. All coordination, collaboration and reporting between these units will be regulated by the Compliance Unit Operating Regulation and the "Circular on the sharing of information and coordination between the Prisa Group's compliance bodies".

### **4.3. Internal Audit**

The internal audit team is responsible for supervising the whole organisation and has maximum levels of independence and authority therein. It provides assurance about the effectiveness of the internal control, risk management and governance systems.

The Audit Division will determine the scope of oversight of the compliance model in its annual audit plan.

The Audit Division and the compliance body of PRISA and the businesses in Spain will decide on the scope of the review of the Crime Detection and Prevention Model (CDPM) on an annual basis and will execute the review plan.

This review will involve testing and gathering evidence on the effectiveness of the controls in place to prevent, detect and mitigate compliance risks, as per the definition established by the person in charge of each control. It will place evidence of the review of the functioning of the control activities in the CDPM at the disposal of the relevant compliance body and, in the last instance, the Audit, Risks and Compliance Commission.

### **4.4. Prisa Group Management and Staff**

As the compliance function covers the entire organisation, all PRISA's personnel assume compliance responsibilities, for information purposes including but not limited to:

- Acting with integrity and honesty pursuant to the principles and rules of conduct in the Code of Ethics;
- Adhering to the Code of Ethics, this Compliance Policy and any applicable regulation;
- Being familiar with the business lying within their remit and any applicable procedures; and
- Reporting and promoting a reporting culture in the face of any potential problems that could result from breaches of an applicable law, policy or regulation.

The managers also assume the following responsibilities:

- Leading by example, ensuring their teams understand their responsibilities and the policies and regulations governing their daily work;
- Incorporating any new applicable legislation into business processes, supported by Legal Affairs with respect to the legal interpretation thereof;
- Within their remit, ensuring applicable policies and procedures are effective and ensuring they are duly updated and disseminated;
- Preventing the risk of crimes being committed, within the framework of the CDPM, being directly responsible for executing the controls assigned to them by the compliance body; and
- Supporting and working with the compliance body to promote compliance-related training and any other activity that contributes to the compliance model being managed effectively.

## 5. WHISTLEBLOWING CHANNEL AND OTHER CHANNELS OF COMMUNICATION

All Prisa Group personnel must report any breaches of law, the Code of Ethics, this policy or any other applicable rules as soon as they become aware of them. Reporting breaches can help prevent or detect compliance risks and is therefore crucial to the compliance model function properly.

The communication can be made using the **PRISA Whistleblowing Channel**, created for this purpose, as a preferred communication channel, which is accessible to employees on the Group's intranet. The communication can also be sent to PO Box 35160, Madrid capital. The Group also has a complaints channel for third parties that is accessed via the corporate website [www.prisa.com](http://www.prisa.com). All these channels guarantee the anonymity and/or the confidentiality and integrity of the information and are integrated into the Internal Reporting System managed by the Chief Compliance Officer of PRISA. In any case, the preservation of the identity of the whistle-blowers is guaranteed as an essential premise in the operation of the System.

Any breaches, enquiries or concerns regarding compliance can also be submitted to line managers or the HR Division or via the mailboxes of PRISA or the businesses, or through their compliance body. In such cases, the recipient of the communication shall immediately inform the Manager of the Internal Reporting System. PRISA guarantees the confidentiality of communications made in accordance with applicable law.

Inquiries, complaints and grievances received through the channels referred to in this section will be analysed independently and confidentially, ensuring the anonymity and/or confidentiality of the identity of the affected informant and any third party mentioned in the communication.

## 6. DISCIPLINARY REGIME

Any breaches of this policy or conduct prohibited in the Code of Ethics and applicable policies in the Group will result in the disciplinary measures set forth in the applicable collective labour agreement or labour laws.

The corresponding sanctions will be issued without prejudice to any administrative or criminal sanctions that may result.

## **7. REVIEW AND CONTINUOUS IMPROVEMENT**

The compliance units will be responsible for ensuring this policy is adhered to.

PRISA will continuously enhance the effectiveness and efficiency of the compliance model by monitoring fulfilment of compliance-related objectives, the results of internal and external audits, and analysis of actions and implementation of corrective measures where necessary.

The Prisa Group's compliance units will periodically check the model and any changes thereto where necessary and will ensure compliance procedures and policies are permanently kept up to date.

## **8. DISSEMINATION**

This Compliance Policy will be provided to all Prisa Group personnel, as per the plans put in place for this purpose by the compliance units with the support of the Human Resources teams.

It will also be published on PRISA's corporate website and intranet.

This policy will also be included in the onboarding pack given to the Group's personnel when they join the organisation, along with the Code of Ethics and any policies and procedures specified and updated each year.