

**POLICY FOR USE OF THE WHISTLEBLOWING
CHANNEL AND WHISTLEBLOWER PROTECTION**

BIMBA Y LOLA

VERSION CONTROL

Version	Date	Author	Changes made
1.0	2021	Compliance Committee	Initial version
2.0	2023	Compliance Committee	Version updated according to the changes implemented by Law 2/2023 of 20 February regulating the protection of persons who report breaches of the law and on combating corruption.

RELATED DOCUMENTS

Name	Relation	Last version
Compliance Policy	Supplementary	2021
Manual on Compliance and Criminal Risk Prevention -General-	Supplementary	2021
Manual on Compliance and Criminal Risk Prevention -Especial -	Supplementary	2021
Surveillance and monitoring guide	Supplementary	2021
Code of Ethics	Supplementary	2021
Supplier Code of Conduct	Supplementary	2023
Practical guide for Management of the internal Whistleblowing System and Whistleblowing Channel	Supplementary	2023

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1. PREAMBLE TO THE WHISTLEBLOWING CHANNEL

The leading position and good name of **BIMBA Y LOLA** (hereinafter, "**BIMBA Y LOLA**", the "**Group**" or the "**Companies**") are the result of many years of effort and hard work. The improper conduct of a single Employee may potentially damage our image and good name in a very short time. It is because of this that BIMBA Y LOLA wish to proactively prevent and avoid such a possibility in accordance with our solid ethical and compliance culture.

To that end, all employees are required to perform their activities in BIMBA Y LOLA in compliance with the laws and regulations in force, the Code of Ethics and our internal policies. Also, the cooperation of all Employees in the detection of irregular or unlawful conduct that might place the GROUP at risk is of the utmost importance.

In compliance with applicable criminal law, the crime prevention management and organization models regulated in Article 31 a of the Criminal Code contemplate among other requirements the obligation to report any breaches of the model. For this reason, in the context of the criminal risk prevention plan, the Whistleblowing Channel was implemented allowing compliance with such obligation to report potential risks and breaches to the body responsible for monitoring the correct operation and observance of the prevention model. In line with the above, Circular 1/2016 of the General State Attorney's Office reinforces the relevance of whistleblowing channels as one of the key factors of criminal risk prevention models of organizations.

Finally, upon the enactment of Act 2/2023 regulating the protection of whistleblowers reporting on breaches of law and for anticorruption, there is the obligation to have an internal whistleblowing channel in place meeting certain requirements to ensure that whistleblowers are adequately protected while strengthening the whistleblowing culture.

In accordance with the above, the implementation of the Whistleblowing Channel has the purpose of providing an efficient instrument to enable us, with everybody's cooperation, to detect any irregularities that may place BIMBA Y LOLA at risk.

In the implementation of the Whistleblowing Channel, BIMBA Y LOLA are committed to applicable law, including Basic Act 3/2018 of 5 December for the protection of personal data and safeguard of digital rights and implementing regulation. Likewise, the Whistleblowing Channel has been designed in accordance with Spanish Data Protection Agency Opinion 0128/2007 on the creation of whistleblowing systems and with Article 29 Working Party Opinion 1/2006 on the application of EU data protection laws to internal whistleblowing schemes In the fields of accounting, internal accounting controls, auditing matters, fight against bribery, banking and financial crime.

Act 2/2023 of 20 February on the protection of whistleblowers reporting on infringements of law and the fight against corruption recently entered into force, establishing specific and particular guidelines for the adaptation of internal reporting schemes, whistleblowing channels, data protection obligations including, inter alia, the prohibition of retaliation.

2. SUBJECTIVE SCOPE OF APPLICATION OF THE WHISTLEBLOWING CHANNEL

The Whistleblowing Channel is addressed to all Employees, Suppliers, Customers or other stakeholders of BIMBA Y LOLA.

Pursuant to the Compliance and Crime Risk Prevention Model of the GROUP, the term “**Employees**” means all employees of and persons reporting to BIMBA Y LOLA, in addition to its legal representatives and directors *de facto* or *de iure*. In this respect, it is expressly placed on record that this term must be broadly construed to refer to the set of persons who may act in the name and under the authority of BIMBA Y LOLA in the performance of their activities, pursuant to article 31 a of the Criminal Code, under an employment and/or commercial relationship.

In addition, any person (natural or legal) who has held, holds now or may in future hold a professional relationship (or act in a professional context) with BIMBA Y LOLA (“**External Third Parties**”) is also encouraged to use the Internal Whistleblowing System in the events contemplated in this Policy and its implementing protocol, as a formal scheme, notwithstanding other communication means made available to External Third Parties.

2.1. Who must report through the Whistleblowing Channel?

All Employees, Suppliers, Customers and other stakeholders of BIMBA Y LOLA must report, through the Whistleblowing Channel, any irregularity included in its subject matter scope of application of which they may become aware without fear of being dismissed or of any other retaliation.

2.2. Who may be reported through the Whistleblowing Channel?

Any Employee of BIMBA Y LOLA who perpetrated any irregularity or conduct contemplated in the subject matter scope of application set out below may be reported.

3. OBJECTIVE SCOPE OF APPLICATION OF THE WHISTLEBLOWING CHANNEL

The objective scope of application of the Code of Ethics includes (i) any conduct statutorily defined in the Criminal Code and perpetrated by an Employee of BIMBA Y LOLA, that may give rise to criminal liability for the GROUP; and (ii) any serious or very serious administrative infringement, (iii) any infringement of EU law, and (vi) any breach by an Employee of the Code of Ethics and/or any other internal regulation.

Without prejudice to the above, the Whistleblowing Channel of BIMBA Y LOLA must not be used to report inter-personal disputes¹ that do not imply an infringement and/or that form part of the personal and private sphere between persons.

¹ In compliance with labour case law, “interpersonal dispute” means any situation of contradiction or disagreement between the interests of two or more persons beyond the employment relationship.

4. PROCEDURES FOR THE RECEPTION OF COMPLAINTS

BIMBA Y LOLA have many channels of communication with Employees and Third Parties to encourage a culture of integrity and communication as the key factor of our Internal Whistleblowing System.

The channels to report complaints and/or make consultations made available by BIMBA Y LOLA are set out below:

- **E-mail:** through e-mail address compliance@bimbaylola.com
- **Contact form:** through a contact form available at the corporate website.
- **Personal meeting:** the possibility of reporting any conduct orally to the System Officer at an onsite or online meeting is also afforded.
- **Harassment channel:** a mailbox is provided for reports on moral, sexual and sex-related harassment, which will be managed and processed by the Harassment Committee.

Without prejudice to the above systems to report irregularities, the government or public authority of each country in which BIMBA Y LOLA are present may have official channels available. In the case of the European Union, the Member States have nominated the competent authorities to which infringements of the law may be reported, either directly or after reporting them through the Internal Whistleblowing System. Employees and External Third-Parties are informed clearly and accessibly of the external channels in the BIMBA Y LOLA website.

5. WHISTLEBLOWING CHANNEL OFFICER

The Board of Directors of BIMBA Y LOLA has nominated an Internal Whistleblowing System Officer for BIMBA & LOLA STUDIO, S.L., and for its controlled companies, who is responsible for the management and processing of the investigation proceedings, without prejudice to the support that said officer may receive from the Compliance Committee of the Company.

The System Officer shall act autonomously and independently from the rest of the bodies of BIMBA Y LOLA and shall have available the personal and material means necessary to discharge his/her duties.

6. PRINCIPLES AND SAFEGUARDS OF THE WHISTLEBLOWING CHANNEL

The **corporate principles and safeguards** underlying the management of the BIMBA Y LOLA internal Whistleblowing System are set out below:

- **Compliance with the law:** legality and corporate ethics are pillars of the System. Because of this, reports will be processed honestly and professionally, in compliance with legislation in force, with the applicable internal provisions and, in particular, with data protection law.
- **Independence and impartiality:** the System shall ensure an impartial hearing and fair treatment of all persons involved. Any person involved in the proceeding shall act in good faith in the search for the truth and clarification of the facts.
- **Transparency and accessibility:** it shall be ensured that the information on the System and its regulation, in addition to the System advertising and accessibility, are conveyed in a clear and understandable language.
- **Traceability and security:** the System shall include any measures necessary to ensure the completeness, monitoring and security of the information.
- **Confidentiality and anonymity:** the System shall ensure anonymity and in any case the maximum confidentiality of the identity of the whistleblower, of the reported information and of the actions taken for its management and processing. In addition, the System shall allow anonymous reports to be made.
- **Secrecy:** the System shall encourage the persons involved in the processing and investigation of the reports act with the maximum discretion with regard to the facts of which they may become aware due to their position or function.
- **Diligence and celerity:** the System shall ensure that the investigation and resolution of the reported facts are processed in a professional manner, diligently and without undue delay, for the procedure to be completed in the shortest time possible, with all necessary safeguards.
- **Good faith:** the System shall ensure that the reported information is honest, complete and true, notwithstanding any involuntary inaccuracy or omission of the whistleblower.
- **Absence of retaliation against and protection of whistleblowers and other involved or related persons:** provided that the reports are made in good faith and in compliance with this Policy, no disciplinary action will be taken against the person using the Whistleblowing System and, specifically, the Whistleblowing Channel.

- **Respect for and protection of persons:** the System shall ensure that any necessary measures are put in place to safeguard the right to the protection of self-respect and privacy of the persons involved.
- **Respect for fundamental rights:** the System safeguards the right to information, the right to defence, the right to contradiction, the right to the presumption of innocence and the right to honour of any person who may find themselves involved in the proceeding. In addition, such persons have the right to be heard at any time, in the manner considered adequate to ensure the successful outcome of the investigation.
- **Proportionality:** the personal data obtained in the context of the Whistleblowing Channel shall be limited to those strictly necessary and shall be processed in compliance with applicable data protection laws.

7. APPROVAL, PUBLICATION AND ENTRY INTO FORCE

The Board of Directors of BIMBA Y LOLA promotes and approves this Policy, in the discharge of their duty to set the grounds necessary for an adequate and efficient management of the Internal Whistleblowing System and to promote compliance with the principles and safeguards contemplated in this Policy.

This Policy is published in the BIMBA Y LOLA corporate website and intranet.

This Policy shall be reviewed, updated, approved and disseminated regularly and whenever any amendment may be required.