

DC1.1_2

**ETHICS UNIT REGULATIONS OF SUARDIAZ
GROUP**

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		Edición 01
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REGISTER OF CHANGES

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1. PURPOSE

These Regulations aim to govern the composition, functions, and operating rules of the Ethics Unit of SUARDIAZ Group (hereinafter, the 'Ethics Unit'), which is responsible for promoting an ethical culture, overseeing compliance with the Ethics Code, and managing communications received through the established internal channels.

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2. SCOPE OF APPLICATION

These Regulations shall apply to:

- All individuals who are members of the Ethics Unit.
- All personnel of the SUARDIAZ Group, regardless of their position, role, or location.
- Any third parties that have a relationship with the company (including suppliers, contractors, business partners, etc.), to the extent that they interact with the Ethics Unit.

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3. NATURE AND REPORTING LINE

3.1. The Ethics Unit is an internal collegiate body of the SUARDIAZ Group, endowed with functional autonomy from operational areas, whose purpose is to promote a culture of integrity and compliance, oversee the proper implementation of the Ethics Code, and manage the Internal Reporting System.

3.2. For the purposes of the applicable regulations and the SUARDIAZ Group Internal Reporting System Regulations, the Ethics Unit acts as the Responsible Body for the Internal Reporting System, assuming the functions of receiving, admitting for processing, investigating, and proposing the resolution of information and reports submitted through the established internal channels.

3.3. The Ethics Unit shall perform its functions with functional independence, objectivity, and full respect for the principles of confidentiality, personal data protection, presumption of innocence, right to defense, and prohibition of retaliation.

3.4. The Ethics Unit shall report organizationally to the Board of Directors of the SUARDIAZ Group and shall operate with full functional autonomy from the operational areas of the organization.

3.5. For the purposes of day-to-day management and the implementation of its recommendations, the Ethics Unit shall maintain a coordination and operational reporting relationship with the Chief Executive Officer, without prejudice to its ultimate accountability to the Board of Directors.

3.6. The Ethics Unit shall prepare, at least on an annual basis, a report on the implementation of the Ethics Code, the operation of the Internal Reporting System, and the main actions undertaken, which shall be made available to the Board of Directors.

3.7. The Ethics Unit shall also report to the Chief Executive Officer the conclusions and recommendations arising from its activities, so that any necessary organizational or disciplinary measures may be adopted.

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4. COMPOSITION

4.1. The Ethics Unit shall be permanently composed of a minimum of **two (2)** and a maximum of **five (5)** members.

4.2. The individuals holding, at any given time, the positions of Human Resources Director and Internal Audit & Sustainability (ESG) Director of the SUARDIAZ Group shall, in any case, be ex officio members of the Ethics Unit.

Initially, the Ethics Unit shall be composed of:

- The **Human Resources Director**.
- The **Internal Audit & Sustainability (ESG) Director**.

4.3. The Board of Directors may appoint up to three (3) additional members from among individuals holding positions of responsibility in key areas of the organization (such as Finance, Legal Affairs, Operations, and other control functions), ensuring a composition that is balanced and appropriate to the size and complexity of the SUARDIAZ Group.

4.4. In the composition of the Ethics Unit, consideration shall be given to criteria of independence, integrity, professional experience, and sufficient knowledge of the organization and of the applicable regulations regarding compliance, business ethics, and the Internal Reporting System.

4.5. The updated composition of the Ethics Unit shall be maintained in an internal register and communicated to staff through the internal communication channels (intranet, notice boards, etc.).

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5. APPOINTMENT, DURATION AND TERMINATION

5.1. The appointment, termination, and replacement of members of the Ethics Unit shall be the responsibility of the Board of Directors of SUARDIAZ Group.

5.2. The Chief Executive Officer may propose to the Board of Directors the appointment and removal of members of the Ethics Unit, as well as the filling of vacancies, taking into account the suitability criteria established in the preceding article.

5.3. The appointment of members of the Ethics Unit shall be personal and non-transferable and may be compatible with the performance of other functions within the organization, provided that no conflict of interest arises.

5.4. Members of the Ethics Unit shall cease to hold office in the event of:

- a) Termination of their employment or contractual relationship with SUARDIAZ Group.
- b) Loss of the position that determines their status as ex officio members.
- c) Resignation, accepted by the Board of Directors.
- d) Decision of the Board of Directors, based on loss of suitability, serious conflict of interest, or failure to perform their duties.

5.5. In the event of termination or a vacancy, the Board of Directors shall appoint a new member as soon as possible, on the proposal of the Chief Executive Officer if deemed appropriate.

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6. PRESIDENCY AND SECRETARY

6.1. The Ethics Unit shall designate from among its members a President and a Secretary.

6.2. The responsibilities of the President shall include:

- Convene and preside over meetings.
- Establish the agenda.
- Represent the Ethics Unit before other bodies and third parties.

6.3. The responsibilities of the Secretary shall include:

- Prepare the meeting notices.
- Draft and keep custody of the minutes of the meetings.
- Maintain the Ethics Unit's files and documentation up to date.

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7. FUNCTIONS OF THE ETHICS UNIT

The functions of the Ethics Unit shall include, among others:

- a) **Promote an ethical culture** within the organization and encourage compliance with the Ethics Code and other related internal policies.
- b) **Apply** the Ethics Code in the implementation of disciplinary measures, as well as in the resolution of any inquiries raised.
- c) **Establish and manage** the consultation, notification, or reporting channel via email at: unidadetica@suardiaz.com and **oversee** its operation, ensuring the confidentiality and protection of whistleblowers.
- d) **Receive, record, analyse, and process** communications, complaints, reports, or ethical inquiries submitted through the established channels, proposing the appropriate actions.
- e) **Conduct or coordinate internal investigations** related to potential breaches of the Ethics Code or applicable regulations, either directly or with the support of other departments or external advisors.
- f) **Ensure** the truthfulness and fairness of any procedure initiated, as well as the rights of individuals allegedly involved in a potential breach.
- g) **Propose corrective, disciplinary, and improvement measures** when breaches or deficiencies in internal controls are identified, without prejudice to the responsibilities of other areas (for example, Human Resources for disciplinary matters).
- h) **Report periodically** to the **Chief Executive Officer** on:
 - The number and types of communications received.
 - Results of the investigations conducted.
 - Measures adopted and proposed improvements.

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i) **Ensure the periodic updating** of the Ethics Code and related policies, proposing modifications when necessary, and taking into account suggestions and proposals submitted by SUARDIAZ Group employees. Any revision or update of the Ethics Code shall require the approval of the SUARDIAZ Group Board of Directors.

j) **Ensure the training and awareness** of personnel on matters of ethics, integrity, and compliance, in coordination with the relevant departments.

k) Any other functions related to ethics, integrity, and compliance that are assigned to it by the Chief Executive Officer or by internal regulations.

The Ethics Unit acts as the Responsible Body for the Internal Reporting System of the SUARDIAZ Group, as provided for in the Internal Reporting System Regulations.

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8. FUNCTIONING AND MEETINGS

8.1. The Ethics Unit shall meet at least:

- **Ordinarily**, on a quarterly basis.
- **Extraordinarily**, whenever requested by the President or by at least one of its members, particularly upon receipt of relevant or urgent communications.

8.2. Meetings may be held in person, via telematic means, or by any other method that allows the effective participation of its members.

8.3. The meeting notice shall include the agenda and be sent at least three (3) business days in advance, except in urgent cases.

8.4. Quorum:

- The Ethics Unit shall be validly constituted when at least half plus one of its members are present.
- While the Ethics Unit consists of only two members, the presence of both shall be required for a valid constitution, except for justified reasons, in which case an invited member may participate in accordance with section 9.

8.5. Minutes shall be taken for each meeting, which must be approved by the attending members and kept in custody by the Secretary.

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9. PARTICIPATION OF INVITED MEMBERS

9.1. The Ethics Unit may invite, with speaking rights but without voting rights, internal or external individuals who can provide specialized knowledge or additional independence, such as:

- Representatives from other departments (Finance, Legal, Security, Risk, etc.).
- External legal advisors.
- Independent experts.

9.2. The participation of invited members is particularly recommended when:

- The matter requires specific technical expertise.
- It is necessary to reinforce independence or the appearance of impartiality in the handling of a case.

9.3. In cases of a conflict of interest of any member (see section 11), the Chief Executive Officer may appoint a substitute member or incorporate a third ad hoc member for the specific case.

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10. ADOPTION OF RESOLUTIONS

10.1. Resolutions of the Ethics Unit shall generally be adopted by a **simple majority** of the members present.

10.2. In the event of a deadlock:

- The President may exercise a **casting vote**, or
- The matter may be referred to the Chief Executive Officer for a final decision.

10.3. In the event that the Ethics Unit consists of only two members and an irreconcilable disagreement arises:

- The matter shall be **referred** to the Chief Executive Officer, who shall make the final decision, and may, for this purpose, seek additional internal or external advice.

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11. CONFLICTS OF INTEREST AND DUTY TO ABSTAIN

11.1. Members of the Ethics Unit shall act with **impartiality, independence, and objectivity**.

11.2. A conflict of interest shall exist, among other cases, when:

- The matter directly affects the member themselves, close relatives, or persons with a special relationship.
- The member has a direct hierarchical relationship with any of the affected parties.
- There are economic, professional, or personal interests that may compromise their independence.

11.3. In such cases, the affected member shall inform the Ethics Unit of the situation and abstain from participating in the analysis, deliberation, and decision of the case.

11.4. When the abstention of a member reduces the Ethics Unit to a single person, the Chief Executive Officer shall:

- Appoint a substitute member for the specific case, or
- Determine joint action with another body (for example, a specific committee or the Board of Directors).

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12. RESPONSIBLE BODY FOR THE INTERNAL REPORTING SYSTEM

12.1. Without prejudice to the collegial nature of the Ethics Unit as the Responsible Body for the Internal Reporting System, it shall delegate to one of its members the powers for the ordinary management and processing of investigation files related to communications received through the Internal Reporting System.

12.2. The Responsible Body for the Internal Reporting System shall be appointed by the Ethics Unit itself from among its members, by a majority of its members, and such appointment shall be communicated to the Board of Directors and the Chief Executive Officer.

12.3. The responsibilities of the Responsible Body for the Internal Reporting System shall include, in particular:

- a) The physical receipt and registration of communications submitted through the internal reporting channels.
- b) The performance of initial actions for the analysis and preliminary verification of the reported facts.
- c) The adoption of urgent and necessary provisional measures to prevent the destruction of evidence or the continuation of potentially unlawful conduct, reporting such measures to the Ethics Unit.
- d) The coordination of internal investigations, requesting the involvement of other departments when necessary.
- e) The preparation of proposed resolutions for deliberation and decision by the Ethics Unit, including proposals regarding the classification of the facts and the disciplinary or corrective measures deemed appropriate.

12.4. Decisions on the acceptance or rejection of communications for processing, the archiving of proceedings, and the proposal of disciplinary measures shall always correspond to the Ethics Unit, acting collegially, without prejudice to the ordinary management powers attributed to the Responsible Body for the Internal Reporting System.

12.5. The Ethics Unit may, at any time, revoke the designation of a member as the Responsible Body for the Internal Reporting System and appoint another member in their place, by a majority of its members.

13. CONFIDENTIALITY AND DATA PROTECTION

13.1. Members of the Ethics Unit are subject to a strict **duty of confidentiality** regarding all information they access in the performance of their duties, even after leaving their position.

13.2. The management of communications, reports, and case files shall at all times comply with:

- Personal data protection legislation.
- Regulations on the protection of whistleblowers / the internal reporting system.
- The right to the presumption of innocence and the defense of the persons concerned.

13.3. Information shall be retained for the periods necessary for the processing of case files and in accordance with applicable regulations.

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14. RELATIONSHIP WITH OTHER BODIES AND DEPARTMENTS

14.1. The Ethics Unit shall act in coordination with:

- Human Resources, for the possible adoption of disciplinary measures.
- Legal Department, for the interpretation and application of applicable regulations.
- Finance / Internal Audit, for the analysis of risks and controls.
- Any other relevant departments, depending on the nature of each case.

14.2. Without prejudice to the above, the Ethics Unit shall maintain its **functional independence**, avoiding any interference in the management of cases.

14.3. The Ethics Unit shall periodically report to the Chief Executive Officer through aggregated reports, preserving the confidentiality of personal data and sensitive information.

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15. RESOURCES AND TRAINING

15.1. SUARDIAZ Group shall provide the Ethics Unit with the necessary material resources (tools, systems, technical support) for the proper functioning of the internal reporting system and the management of case files.

15.2. Members of the Ethics Unit shall receive specific and periodic training in:

- Corporate ethics and integrity.
- Regulatory compliance and sector-specific regulations.
- Data protection and confidentiality.
- Internal investigations and management of reports.
- Whistleblower protection regulations.

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16. AMENDMENT OF THE REGULATIONS

16.1. These Regulations may be amended by decision of the Board of Directors, either on its own initiative or at the proposal of the Ethics Unit.

16.2. Amendments affecting the composition or the essential functions of the Ethics Unit shall be communicated to the entire organization through the usual internal channels.

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17. EFFECTIVE DATE

17.1. These Regulations shall become effective on 5 December 2025, following their approval by the Board of Directors.

17.2. From that date, any internal provisions of equal or inferior level that are contrary to the provisions of these Regulations shall be rendered ineffective.