



Compliance Policy



INTRODUCTION

With the latest reforms of the Spanish punitive text, legal persons may be criminally liable, unless they adopt management and control models which are efficient to prevent the commission of offences for their own account and benefit. Likewise, the standards set in the ISO and UNE Standards on compliance management systems have developed the requirements demanded by the Criminal Code to understand that a Compliance programme is adequately implemented.

In the light of the above, Grupo Tamoin (heron, GTM, the Group or the Organisation) has identified and managed the criminal risk inherent to its activity, with the firm purpose of preventing the materialisation of the illicit behaviours or against the GTM internal rules.

GTM carries out its business activity with strict compliance to the regulation in force of all the jurisdictions in which it operates and with the internal commitments voluntarily taken on, ensuring this compliance through the implementation of guidelines, policies and internal procedures.

This policy develops the Group's commitments on compliance. All the members of GTM must carry out their professional activities with the firm commitment to comply with the criminal legislation and regulations in force, as well as with the ethical values and principles covered by the Group's internal rules.

The Overall Policy on Criminal Compliance of GTM (hereon, the Policy), completes the Group's Ethical Code, jointly forming a reference framework of the GTM Criminal Compliance Programme.

OBJECTIVE

The objective of this Policy is to set GTM's overall principles of action and commitments on compliance, as well as present an overall and structural view of its operation. Likewise, and more specifically, it also seeks to:

- Encourage a culture of compliance and zero tolerance against breaches to the current legislation and the internal rules.
- Transmit the commitment of the governance body, the senior management and the rest of the organisation's members to ensure their activity is founded on respect for the current legislation and the promotion of corporate values.
- Set an overall and structural framework of the operating of the GTM Criminal Compliance Programme.
- Ensure all the interested parties that GTM complies with all the supervision and control duties of their business activity.

SCOPE OF APPLICATION

This Policy links and is to be applied to all the members of the governing bodies and representatives of GTM, as well as all its workforce, whichever their post, responsibility, occupation and location, in the terms defined by the applicable criminal regulations.

Likewise, GTM will encourage among their collaborators, suppliers and other counterparts, to adopt the behavioural guidelines similar to those included in this Policy and, as far as possible, will maintain a relationship with those which are aligned with their Group Compliance objectives, in this way complying with the Due Diligence processes of the Organisation with their business partners, to ensure the compliance to the criminal law.

GTM will internally and publicly disseminate this Policy and will request the conformity to this document's values for the organisation's members occupying specially exposed positions to criminal risk and for those business partners that present a criminal risk higher than low.

GENERAL PRINCIPLES FOR ACTION

GTM lays down, without being exhaustive, the following general principles for action of the Criminal Compliance Programme:

- Compliance with the law: respect for the law, the Ethics Code and for the general principles for action, along with zero tolerance towards committing unlawful or illegal acts, are GTM's fundamental principles.
- Definition of management elements of appropriate compliance: GTM has policies, procedures and processes in line with its activity and structure, to reasonably prevent the diverse risks which are inherent to its business activities.
- Adequate human, material and financial resources: GTM ensures that the compliance body has enough resources to effectively fulfil its obligations of supervision, surveillance and control of the Criminal Compliance Programme.
- Obligation to report the illicit or unlawful behaviours: to denounce the behaviours opposed to the current law or to the internal regulation, GTM has an Ethical Complaint Channel that allows to receive the anonymous complaints, ensuring confidentiality in its proceeding and meets all the requirements demanded in the Whistle-blower Protection Directive .
- Consequences of non-compliance: for the imposition of disciplinary, corrective or punishing actions of those behaviours opposed to the current law or GTM internal regulation, the organisation has approved a disciplinary regime under the applicable labour legislation.
- Training and communication of the Criminal Compliance Programme: GTM commits to launch dissemination and training campaigns that enable its members to identify the criminal risk behaviours associated to their professional functions, so as to conveniently prevent and detect them.
- Continuous supervision and monitoring: GTM ensures the control of the actions and decisions taken in its organisational environment, to verify they are subject to the internal standards, procedures and protocols, set, to this avail, and it supervises the efficiency and operability of the corresponding controls, as well as the continuous review and updating of the Criminal Compliance Programme.

BASIS OF THE CRIMINAL COMPLIANCE PROGRAMME

GTM has designed and implemented a Criminal Compliance Programme based on the principle of due control, directed to the compliance of the commitments described in the Policy and mainly has the following elements:

- a) Corporate Crime Prevention Manual, that includes an analysis of the organisation, assessment methods and identification of criminal risks, the matrix of the criminal risks and mitigating controls, the compliance obligations and responsibilities, and the appointment and functions of the compliance body.
- b) Ethics Code, General Policy of the Criminal Compliance Programme and Policies of criminal regulation compliance.
- c) Ethical Complaint Channel.
- d) Disciplinary regime.
- e) Training protocols on compliance and Monitoring the Criminal Compliance Programme.

VALIDITY

This Compliance General Policy document will be in force on its date of approval by the CEO in the use of his delegated powers and will remain valid while the CEO does not approve its update, revision or revocation.



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