
	POLICY				
	Ethics Chanel Policy				
AREA	Reviewed by	Approved by	Effective date	CODIGO	VERSION
COMPLIANCE	Committee of Ethics	Board of Directors	May 31 st 2023	CFO-.PLCE	1

ETHICS CHANNEL POLICY

Holder: Board of Directors

Version	Date	Responsible	Reviewed by
1.0	31st/May/2023	Board of Directors	Approved Board of Directors

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1. OBJECT

The Natra Group (hereinafter NATRA), in compliance with its Code of Ethics and under the Principle of Integrity, requires that all persons or entities with whom it maintains a direct labor, commercial or professional relationship, carry out their activities in accordance with current legislation, as well as with NATRA's internal regulations, avoiding all behaviors that may damage NATRA's reputation or negatively affect the interests of the Group.

To this end, NATRA has an Ethical Channel as an element for the detection and management of potential risks and crimes.


Considering all the above, the purpose of this Policy is to regulate the guidelines for the application of the Natra Ethical Channel as a channel through which any query and/or complaint can be communicated, guaranteeing that such communications are treated objectively, independently, anonymously and confidentially, adopting the appropriate measures to ensure effective compliance with the Code of Ethics.

2. SCOPE

This Policy applies to the entire NATRA (Natra Group is understood as the companies in which Natra holds, directly or indirectly, at least 50% of the share capital or voting rights) and shall bind all its personnel, regardless of the position and function held.

This policy also extends to any person who maintains a direct employment, commercial or professional relationship with NATRA.

In accordance with the Policy, Natra may develop procedures and instructions to comply with the obligations assumed and adapt them to the different local legislations.

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3. RESPONSIBILITIES

All NATRA employees have the obligation, within their daily activities, to ensure the NATRA Code of Ethics and to avoid any act contrary to the principles contained therein, and for any breach of internal or external regulations applicable to NATRA.

Likewise, any person who maintains a direct commercial or professional relationship with NATRA is expected to develop behaviors aligned with this Policy and may also use the Ethical Channel to report irregularities of which they are aware.


It is the responsibility of the entire organization, its Governing Bodies, and all employees, regardless of the position they occupy, to ensure compliance with diligent and ethical behavior. In this regard, the responsibilities assigned to them in the company due to the function they exercise are detailed below:

Employees: they are responsible for observing honest and compliant conduct in the performance of their activity and applying the ethical principles and values of the company.

Board of Directors: responsible for Implement the Internal Information System, approving the Policy and Procedure for managing and responding to complaints received through the Ethical Channel (hereinafter the "Procedure"); promoting the culture of Compliance by ensuring and disseminating with its practice the highest ethical standards and compliance with the internal policies implemented; promoting the Ethical Channel among employees and immediately adopting those decisions and actions necessary to avoid risks of non-compliance or mitigate their effects if they materialize.

Senior Management: are responsible for ensuring that the people in their teams are aware of the company's internal regulations and their obligations, identifying risks or breaches, applying the appropriate corrective actions to avoid the risks of non-compliance and actively participating in their execution when appropriate.

The Ethics Committee: is the body responsible for studying each of the communications received through the Ethical Channel .The Ethics Committee will be formed by the CFO, the Director of Human Resources, the Director of Internal Audit and Risk and the Compliance Officer.

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Internal Audit and Risk Director: is responsible for carrying out the investigation of the complaint when requested to do so by the Ethics Committee.

Compliance Officer: is the person in charge of the management of the Internal Information System and Processing of Investigation files. The compliance Officer is responsible for ensuring compliance with this Policy, supervising the proper functioning of the associated Procedure and the management and processing of investigation files.

4. SCOPE OF APPLICATION

This policy will have a *material scope* and a *personal scope* of application.


4. a) Material scope of application: This policy will apply to queries and /or complaints that are communicated through the Ethical Channel and that relate:

- 1) About the interpretation and application of the Policies and other internal regulations of the Natra Group.
- 2) About breaches of the Code of Ethics.
- 3) About all communications concerning:
 - breaches of European Union law when (i) they affect any of the matters listed in Annex I to Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019 (hereinafter the Whistleblowing Directive), (ii) affect the financial interests of the Union or (iii) have an impact on the internal market;
 - serious or very serious administrative offences; or
 - Criminal acts.

Issues of a purely labor and Human Resources management nature (not included in sections 1, 2 and 3 above) are outside the scope of application of the Ethical Channel and will be channeled through the Human Resources Department.

In no case will the use of the Ethical Channel impair the access of interested Complainants to any judicial or extrajudicial complaint mechanism.

4.b.) Personal scope of application: This policy applies to any person who uses the Ethical Channel as a confidential channel to respond to the queries and complaints listed in section 4.a3), including in any case by way of example:

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- (i) to all employees, shareholders, participants, persons belonging to the administrative body (including non-executive members), Management Committees;
- (ii) to employees, suppliers or third parties with a direct relationship and legitimate commercial or professional interest;
- (iii) a Complainant who discloses information on breaches obtained in the context of an employment or statutory relationship that has already ended; volunteers, trainees, trainees, workers in training periods, whether or not they receive remuneration, as well as those whose employment relationship has not begun and has been obtained during the selection process or pre-contractual negotiation;
- (iv) to persons related to the Complainant;
- (v) and any natural person who has assisted the Complainant and, in particular, the legal representatives of the workers in the exercise of their functions of advising and supporting the Complainant.


5. COMMUNICATION OF INCIDENTS AND IRREGULARITIES

The Ethical Channel may be used in **writing, verbally, in both ways** (verbally and in writing) as well as **anonymously**. Once the communication has been submitted, it will be received and processed by the Ethics Committee.

In order to guarantee the rigor of the investigation and confidentiality in the treatment of communications, the communication of incidents or complaints must be carried out under the criteria of objectivity, veracity, clarity and completeness, pursuing at all times the objectives set out in the NATRA Code of Ethics.

The Complainant must provide all the evidence or indications available from the beginning of the process of reporting the alleged irregularity or incident.

False reports, in addition to their inadmissibility, may imply that Natra imposes disciplinary measures on the Complainant and could lead to legal and even criminal consequences, in the terms set out in the applicable legislation.

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6. PROCESS GUARANTEES

6.1. Confidentiality: Natra guarantees the absolute confidentiality of communications received through the Ethical Channel, as well as the identity of the Complainant that will not be revealed to the Denounced or the rest of the Organization.

All persons who, whenever necessary for the proper management of the communication, have access to the content of the same, are subject to a commitment of confidentiality on all known information.

Notwithstanding the foregoing and in the event of a request by the competent judicial or administrative authorities, the Ethics Committee may provide the data of a Complainant, in strict compliance with applicable legislation.


6.2. Prohibition of retaliation: it is forbidden to adopt any type of retaliation against the person who, through the Ethical Channel, informs the queries and / or complaints listed in section 4.a. This prohibition extends to those who can collaborate in the investigation or help to solve it.

If the Ethics Committee confirms that any Complainant has been the object of any act or omission that is prohibited by law, or that, directly or indirectly, involves unfavorable treatment, the authors or responsible parties will be subject to investigation and the corresponding disciplinary and/or legal measures will apply.

6.3. Right of Hearing: Natra guarantees to the Denounced, the confidentiality of their identity and their personal data, the facts and the procedure, the preservation of their honor and their presumption of innocence.

Any person denounced shall have the right of access to the file, guaranteeing his right of defence, being able to present the arguments, allegations and evidence that suit his right.

6.4. Transparency in relation to the use of personal data: NATRA guarantees the application of the principle of transparency in relation to the use of personal data in the Ethical Channel.

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7. PROTECTION OF PERSONAL DATA

The Ethical Channel guarantees the security of the process of reception and resolution of communications, as well as the persons people involved in the process, through the application of appropriate computer security measures for the confidential treatment of the people involved both in the processing of the communications received and in the subsequent investigation and resolution.

In accordance with REGULATION (EU) 2016/679 OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL of April 27, 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data and repealing Directive 95/46 / EC (RGPD), information is provided on the processing of data of the Ethical Channel:

Responsible for the Treatment: In accordance with the provisions of Law 2/2023, of February 20, regulating the protection of people who report on regulatory infractions and the fight against corruption, as well as the regulations on the protection of personal data, the Board of Directors of the company Sheashell Bidco will be considered as responsible for the treatment, S.L.U. as the parent company of the Natra Group, in which the Ethics Committee is included.


Purposes of the treatment:

- Process the information and investigations of the facts described, following the Protocol established for the channel enabled for this purpose.
- Adopt, if appropriate, measures to protect and/or prevent retaliation.

Legitimation:

In accordance with article 6.1 c) RGPD, the treatment is necessary for compliance with a legal obligation applicable to the person responsible for the treatment is the execution of the contract for the provision of services requested (Law 2/2023, of February 20, regulating the protection of persons who report on regulatory infractions and the fight against corruption).

Conservation:

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The data processed may be kept in the information system only for the time necessary to decide on the advisability of initiating an investigation into the facts reported.

If it is proven that the information provided or part of it is not true, it must be immediately deleted from the moment there is evidence of said circumstance, unless such lack of veracity may constitute a criminal offense, in which case the information will be kept for the necessary time during which the judicial procedure is processed.

In any case, after three months from the receipt of the communication without having initiated investigation actions, it must be deleted, unless the purpose of the conservation is to leave evidence of the operation of the system.

In no case will personal data that are not necessary for the knowledge and investigation of the actions or omissions to which Law 2/2023, of February 20, 2023, regulating the protection of people who report on regulatory infractions and the fight against corruption, be processed, proceeding, where appropriate, to its immediate deletion. Likewise, all personal data that may have been communicated and that refer to behaviors that are not included in the scope of application of said law will be deleted.


The personal data relating to the information received and the internal investigations contained in the record book will only be kept for the period that is necessary and proportionate for the purposes of complying with this law. In no case may the data be kept for a period exceeding ten years.

Assignments:

We inform you that your identity will in any case be reserved, that it will not be communicated to the persons to whom the facts related refer or to third parties, except when necessary for the adoption of corrective measures in the entity or the processing of sanctioning or criminal procedures that, where appropriate, proceed.

The identity of the informant may only be communicated to the judicial authority, the Public Prosecutor's Office, State Security Forces and Bodies, as well as to the competent State or Autonomous Community Informant Protection Authorities, as well as, where appropriate, to other authorities that have external information channels under the terms of Law 2/2023, of 20 February, Regulator of the protection of persons who report on regulatory and anti-corruption breaches

We also inform you that, in case of outsourcing the service, the provider of the same will be considered in charge of treatment, whose legitimacy to process data will be that established in art. 6.1.c: the processing is necessary for compliance with a legal obligation applicable to the

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controller. With these data processors, the due contract of access to data on behalf of third parties is signed. And, due diligence is also taken when choosing only processors that offer sufficient guarantees to apply appropriate technical and organizational measures, so that the treatment is in accordance with the requirements of the Regulation.


Some of NATRA's affiliates may be located outside the European Economic Area and, therefore, do not provide personal data with adequate safeguards. In such cases we will transfer the personal data with adequate guarantees and always keeping the security of the same.

The interested parties, under the conditions established in the applicable regulations, may exercise the following rights:

- **Right of access:** You have the right to request NATRA to confirm whether it is processing your personal data and, if so, to request access to them. The access data includes – among others – the purposes of the processing, the categories of personal data concerned, and the recipients or categories of recipients to whom the personal data have been or will be communicated. You may obtain a copy of the personal data being processed.
- **Right to rectification:** You have the right to ask NATRA to rectify incorrect or incomplete personal data.
- **Right to erasure (right to be forgotten):** You have the right to request NATRA to delete your personal data.
- **Right to restriction of processing:** You have the right to request the limitation of the processing of your personal data, although NATRA will carry out a case-by-case analysis to determine whether the exercise of this right is indeed appropriate.
- **Right to object:** When certain circumstances are met, you have the right to object to our processing of your personal data.

The interested parties and the denounced may exercise their rights by sending, to the attention of the Ethics Committee, an ordinary mail to its registered office or an email to the following address: dataprotection@natra.com identifying the right they wish to exercise.

Likewise, they will have the right to file a complaint with the competent data protection authority in each case.

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8. COMMUNICATION

This Policy will be available to all employees on the NATRA People Site , as well as on the NATRA website www.natra.com, Compliance Section

9. MAINTENANCE

This policy is regularly reviewed by Natra's Chief Legal and Compliance Officer and by the Head of Internal Audit and Risk Management for approval by the Board of Directors.

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