



*Ethics and Reporting Channel*

AULA ABIERTA, S.A.



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## *Purpose of the Channel*

AULA ABIERTA, S.A., (hereinafter, “AA”) has taken on a clear and vital commitment to make compliance with standards and ethical principles and with all legislation and regulations in force a hallmark of its identity, in its relations with its stakeholders (customers, suppliers, employees, etc.) and in all of its activities.

To that end, the Company has defined a series of values that shape the AA culture and dictate general standards of behaviour that are applicable across the board, and must be upheld by everyone at AA in their day-to-day actions.

These values and criteria have been incorporated into AA’s Internal Regulations (hereinafter; the “Regulations”) which sits at the apex of the policy pyramid of the Company’s system of Corporate Governance and is implemented by means of a series of internal rules and procedures through which the Company’s Executive Board fulfils its compliance and supervision obligations over the Company’s activities.

This Protocol builds on the Internal Regulations on the Use of Information Technology Tools and Confidentiality and the rules included in the Welcome Guide. AA will not tolerate any failure to comply with applicable legislation or the internal regulations that implement them.

In its aim to promote compliance with the law, the rules of conduct contained in the aforementioned Regulations and the procedures that implement these, the Company deems that it is essential to have an Ethics and Reporting Channel (hereinafter, the “Channel”) for the reporting of potentially significant financial or accounting irregularities or irregularities of any other type that are detected in AA.

The Channel provides the people of AA (salaried employees, interns, volunteers, shareholders and members of the administrative, management or supervisory bodies including non-executive members, etc.) and persons external to AA a simple means to consult questions on the interpretation of the Regulations and their applicability in certain actions, and to report potential irregularities, unlawful acts or non-compliance with the Code of Conduct and the rules and procedures that implement it, as well as non-compliance with any compulsory rule or law, granting protection to any person(s) that in good faith report(s) a matter, and fostering a work environment where questions can be raised without fear of retaliation.

Lastly, it bears reminding that inappropriate behaviour and its corresponding sanction do not pertain only to the person(s) that is/are in breach of the regulations and the procedures that implement them but also to those who approve such behaviours and/or have knowledge of such infractions and do not attempt to remedy or report them immediately to the person in charge of the Channel (workers, suppliers, creditors, etc.)



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## *The Ethics and Reporting Channel Officer*

The Ethics and Reporting Channel Officer (hereinafter, the “Channel Officer”) is responsible for the receipt and management of communications and reporting made through the Channel, and to initiate and process the complaints he/she deems necessary, present the Business Ethics and Compliance Committee with the relevant resolution proposal(s) and where appropriate, the sanctions specified in the workplace disciplinary regime for non-compliance with the measures adopted.

Furthermore, the Channel Officer is the person delegated by the Business Ethics and Compliance Committee to be in charge of resolving doubts and questions on the interpretation, application and/or content of the Regulations. The email account [canaldenuncias@taiarts.com](mailto:canaldenuncias@taiarts.com) has been enabled for these purposes.

## *Business Ethics and Compliance Committee*

The Business Ethics and Compliance Committee is in charge of all internal measures taken at AA to prevent unlawful acts within the business environment. Furthermore, the Committee is in charge of curtailing the existing risks through the functions assigned to it in section IX of this document, chiefly the assistance and supervision of the Channel Officer.

## *Access to the Ethics and Reporting Channel*

The Ethics and Reporting Channel can be accessed via email, at [canaldenuncias@taiarts.com](mailto:canaldenuncias@taiarts.com) (this email account is directly managed in Madrid by the Channel Officer).

## *Users of the Channel*

The Channel is a resource that AA makes available to all of its people (employees, directors, members of the Board, etc.) as well as to providers and customers, wherever they may be located.

The Channel may be used by third parties to report any irregularity or behaviour they believe to be unlawful and that goes against State rules and legislation, or against the internal regulations that are available to employees on the intranet.

## *Reasons for using the Channel*

The Channel is established to:

\* report possible misconduct(s) that goes against the provisions of the policies and procedures in force at the time at AA, including accounting, auditing or banking irregularities, bribery, unfair competition and/ or incorrect financial reports/statements on AA’s activities, or in general when the reputation and/or interests of AA and/or any member of its team is at risk, and to report any misconduct that may entail a violation of the Law.

\* Spanish Constitution of 27 December 1978. Report on workplace or sexual HARASSMENT, or



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harassment based on gender or sex, either verbal or physical.

\*This Channel must not be used to ask questions, make suggestions, lodge complaints and/or express an opinion regarding one's work situation, inasmuch as they do not represent a violation (potential or effective) of the Regulations.

\*Suggestions and opinions can be expressed openly through the normal communication channels enabled by the company.

Should any mail of the company receive a communication that constitutes a violation of the Regulations or a crime, the person receiving the communication has THE OBLIGATION to immediately reply to the communication, informing that he/she must without delay forward the communication/claim to the Channel that has been enabled for that purpose, and in any case indicate the procedure to be followed or report it immediately to the Channel Officer via email at [canaldenuncias@taiarts.com](mailto:canaldenuncias@taiarts.com).

### *Support in investigations*

The Channel Officer may, at any time during the procedure, solicit the advice and collaboration of the various Company Directors in order to determine the consequences and steps to take regarding a complaint.

Likewise, all employees of the Group must collaborate loyally in the investigation, either personally or by furnishing whatever information or documentation is requested of them.

### *How to make a communication or report*

In the event of any one of the circumstances foreseen in the preceding paragraphs that give rise to a report or consultation through the Channel, it must be made via the Channel access specified in section IV above.

All communications are confidential and can be made anonymously. AA employees must never share with another AA employee the fact that a report or consultation has been made, as this employee can provide their identity, if he/she wishes.

To ensure a correct, swift and effective investigation of the reported incident, a description of the facts of the incident and of the persons involved must be provided.

The communication will also include a detailed description of the facts leading to the report or consultation and may be accompanied by any documents deemed relevant, as attachments.



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Exceptionally, the reporting party may request that his/her identity not be revealed during the investigation; however, for legal reasons, AA cannot guarantee anonymity. As a general matter, and upon request, AA will not reveal the identity of the reporting party without their permission, and unless it becomes impossible not to reveal it during the investigation led by the competent authorities, or due to legal or ethical limitations, AA will keep confidential the identity of the reporting party to avoid any type of response by the reported party towards the former.

The information provided in the communication must in all cases be truthful, as this information is the grounds on which an internal investigation will be initiated, and which in turn may lead to further investigations by public entities and the imposition of sanctions or disciplinary measures.

Communications made in good faith and in accordance with the foregoing criteria will not carry negative consequences for the employee, or for the other reporting parties, from the company. Conversely, if in processing the report it becomes apparent that the reporting party is acting in bad faith or with a clear intent to harm a third party, AA will initiate sanctions proceedings.

Communications may be suspended when in the judgement of the Channel Officer they do not meet the stated requirements, and the Committee agrees.

## *Processing, investigation and resolution of reports*

In all investigations, the rights to privacy, defence and presumption of innocence of the person(s) under investigation must be guaranteed.

The Channel Officer must at all times seek to ensure that these rights of the person(s) under investigation are properly safeguarded. To that end, the following procedure has been established:

### *01 Initial review*

When a communication/report has been received through the established channel, the Channel Officer will issue an acknowledgement of receipt and register the communication within a maximum period of seven (7) days, and then review the communication and report it to the Committee together with a proposed course of action; the Committee must process the report within a maximum period of three (3) months.

The Committee may:

- \* Reject the communication and close the case without further processing, on the grounds that it lacks one or more of the stipulated requirements for processing (a formal requirement, or other), or because the reported misconduct lacks prima facie evidence that it goes against the law, the Regulations, or any standard of the AA system of Corporate Governance, or that it may affect the reputation of the Company.
- \* Request the communicating/reporting party to correct possible errors, clarify or complement the communication within a period of ten (10) working days, furnishing any documentation and/or details that may be necessary to confirm the existence of misconduct. If the communicating/reporting party fails to comply with this request within the established period of time, the case will be closed without further processing.



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- \* Allow the report or consultation to progress, on the grounds that it meets the formal requirements and furthermore, in the case of a reported misconduct, that there is prima facie evidence to suggest that the misconduct goes against the law, the Regulations or any standard of the AA system of Corporate Governance, or that it could affect the reputation of the Company; thereby initiating the investigation of the facts of the report.
- \* The Committee will gather all of the necessary information and investigate the reported irregularities. Precautionary measures deemed appropriate may be established.
- \* The Committee, acting in the name of AA, will respond to the report and the Channel Officer will follow-up on the report, seeing to it that the resolution is not delayed and is reached within a maximum period of three (3) months. The Channel Officer may request the reporting party to provide more information of the reported incident.
- \* The Channel Officer will inform the Committee of the final result of the initial review, close the initial review and register the results.

## *02 Initiation of the procedure*

Where a communication/report is allowed to progress, the Channel Officer will be in charge of investigating and handling the case, and may also entrust this task to an external investigator.

The Channel Officer's task will include all actions needed to determine the truthfulness and accuracy of the information contained in the communication, and specifically in relation to the reported misconduct. All affected parties and witnesses will be given a hearing, and any proceedings the Channel Officer deems necessary will be conducted, with the assistance of the Committee at the Channel Officer's request.

The Channel Officer will make every effort to bring the procedure to a conclusion as swiftly as possible.

## *03 Notification, research and evidence/testing*

The Channel Officer will immediately inform all of the relevant parties of the decision to initiate proceedings. Except in exceptional cases, the participation of witnesses and affected parties in the proceedings will be strictly confidential.

In these proceedings, the person allegedly responsible for the reported misconduct must be given a hearing, and this hearing will be private and held without undue delay after the notice of the beginning of procedure. Where more than one person is allegedly responsible for the reported misconduct, they will be heard separately and simultaneously, to prevent communication between them.

At the start of the hearing, the Channel Officer must inform the person allegedly responsible for the misconduct of his/her rights in the proceedings (right to defence and to present arguments), the allegations that have been made against him/her, the ways in which these allegations may be qualified and the eventual consequences.

The Channel Officer will then invite the person allegedly responsible for the misconduct to present his/her complete version of the events, as well as an indication of the means of evidence/testing he/she deems pertinent. The Channel Officer will decide on the admissibility of the proposed evidence/testing, but may not deny the taking of any evidence/testing, unless it is not pertinent or not useful to the



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resolution of the case.

The proposed and accepted evidence/testing that may be taken in the hearing will be conducted during that same act; and failing this, they must be conducted within the fifteen (15) working days that immediately follow the celebration of the hearing.

During the celebration of the hearing, the Channel Officer may ask the person allegedly responsible for the misconduct any questions he/she deems necessary in relation to the circumstances of the case and the reported facts of the incident. The person being questioned does not have an obligation to respond if he/she does not wish to do so, and his/her refusal to answer must not be taken as a tacit acceptance of the facts, nor can such refusal trigger any sanctions or retaliation. The Channel Officer may, if he/she deems it necessary for a clarification of the facts, a face-to-face between the persons reported, or between the persons reported and the accepted witnesses. Furthermore, recording media may be used if deemed necessary and provided the parties agree to it.

Minutes of the hearing will be drawn up by the Channel Officer and signed by the Channel Officer, the witnesses interrogated (if any) and the person allegedly responsible for the misconduct.

#### *04 Resolution*

Once the hearing has been held, the Channel Officer has twenty (20) working days from the date of the hearing to formulate his/her opinion of the facts of the incident, and to issue a proposed resolution which will be submitted for approval to the Business Ethics and Compliance Committee. During that period, the Channel Officer may order additional evidence/testing that in his/her sole judgement are necessary to close the case, and suspend the deadline for resolution if such evidence/testing is not completed.

The interested parties will be notified of the proposed resolution, and given a period of five (5) days to submit any allegations in writing they deem appropriate. Once this period has ended, the Business Ethics and Compliance Committee will issue its final decision, which cannot be appealed.

If the decision finds that there was misconduct that was unlawful or in violation of the Regulations, or a serious breach of any rule of AA's system of Corporate Governance, the Channel Officer will notify the decision to the Director of Human Resources for the application of the appropriate disciplinary measures. The Director of Human Resources will in turn inform the Channel Officer of any disciplinary measures taken.

If the irregularity found is simply a breach of a rule of AA's system of Corporate Governance that cannot be qualified as serious, the Director of Human Resources will adopt whatever measures are deemed necessary.





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### *05 Publication*

The contents of a procedure that results from a report through the Channel, including the report made and resolution taken, will not be made public, except for the following:

- \* The report by the Business Ethics and Compliance Committee on its decisions, submitted periodically to the Executive Board.
- \* The reported facts of the incident communicated to administrative or judicial authorities in the event the reported misconduct presents the characteristics of an administrative infraction, offence or crime, in which case the Company has an obligation to report them.

### *06 Protective measures*

As a general matter, the reported person will be informed of the existence of a report at the time the Channel Officer begins the investigation. However, in the event there is a serious risk that such notification would harm the capacity to effectively investigate the allegation and gather the necessary evidence, or the extreme seriousness of the reported facts so requires, notice to the reported person may be delayed for as long as that risk remains in existence.

In such circumstances, the Channel Officer may also order the application of any measures deemed proportional and appropriate to ensure the proper investigation in the procedure and its resolution, and the securing of the relevant evidence. The adoption of such measures will be agreed to by the Committee, when this is possible, without the need for prior communication to the persons investigated.

Except in exceptional cases, to be justified by the Channel Officer, no protective measure may be adopted for a period in excess of three (3) months from the date of reception of the report of the incident.



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## *Personal data protection*

The sending of personal data through the Channel is done with all of the guarantees of the Company in relation to personal data protection.

Furthermore, all affected parties will be informed of the treatment of their personal data, and any other obligation under personal data protection law will be observed.

The personal data of the persons intervening in the process will be managed according to the laws in effect.

The user of the Channel may at any time exercise the rights he/she has under law to access, rectify, cancel or oppose this data, by sending a communication to [protecciondedatos@taiarts.com](mailto:protecciondedatos@taiarts.com).

The system established the appropriate mechanisms to guarantee the rights of the parties protected under Data Protection law.

## *Application*

This Ethics and Reporting Channel Process has been approved by Administrative Body on 15 December 2021, and remains in effect until it is updated, revised or repealed by it.