

# Whistleblowing Policy

**VERDALIA BIOENERGY GROUP**

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	<b>Responsible</b>	Chief Legal & Compliance Officer
	<b>Approved by</b>	Board of Directors
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# 1. TERMS AND DEFINITIONS

For this Policy, the terms and definitions of the Compliance Definitions shall apply, as well as the following:

**External Whistleblowing Channels:** channels of competent entities and authorities through which Whistleblowers can report breaches.

**Investigated Person:** natural or legal person who is referred to in the Report as a person to whom the breach is attributed or with whom that person is associated.

**Report:** Communication of suspected violations, infractions, and non-compliance, real or potential, that have occurred or may occur within the Organization.

**Retaliation:** any direct or indirect act or omission which occurs in a work-related context, is prompted by internal or external reporting or by public disclosure, and which causes or may cause unjustified detriment to the reporting person.

As provided by art. 19 of Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October, and by way of example, the following shall be considered forms of Retaliation:

1. Suspension, lay-off, dismissal or equivalent measures.
2. Demotion or withholding of promotion.
3. Transfer of duties, change of workplace, change in working hours.
4. Withholding or delay in payment of wages or a reduction in wages.
5. Withholding of training.
6. Negative performance assessment or employment reference.
7. Imposition or administration of any disciplinary measure, reprimand or other penalty, including a financial penalty.
8. Coercion, intimidation, harassment, or ostracism.
9. Discrimination, including disadvantageous or unfair treatment.
10. Failure to convert a temporary employment contract into a permanent contract, where the worker had a legitimate expectation of being offered a permanent job.
11. Failure to renew, or early termination of, a temporary employment contract.
12. Harm, including to the person's reputation, in particular on social media, or financial loss, including loss of business and loss of income.
13. Blacklisting on the basis of a sector or industry-wide informal or formal agreement, which may imply that the person will not be able to find employment in the sector or industry in the future.
14. Early termination or cancellation of a contract for goods or services.
15. Cancellation of a license or permit.
16. Discredit through references to psychiatric or medical referrals.

**Whistleblower/Reporting Person:** Any individual who reports a possible infringement through the Organization's Whistleblowing Channel.

**Whistleblowing System:** it includes the internal channels and procedures implemented in Verdalia for reporting and follow-up on breaches.

## 2.- PURPOSE AND OBJECTIVES

The Whistleblowing Policy sets out the principles, purpose, and characteristics of the Whistleblowing System implemented in the Organization. It lists the rights of the Reporting Person and the investigated one, and it determines the procedure to be followed when reporting breaches through the internal Whistleblowing Channel.

The Organization is committed to implementing a culture of business ethics and legal compliance. The adoption and regulation of a Whistleblowing System supports the operation and effectiveness of the Compliance Programme and therefore assists the Organization in achieving these goals.

The implementation of a Whistleblowing System is also directed at the following objectives:

- Detecting and preventing those actions or omissions that may involve a breach of the law, or that are contrary to the principles and values established in the Code of Conduct or in any policy or procedure implemented in the Organization.
- Reacting to and correcting any such conduct, thus avoiding or minimizing adverse legal, economic and/or reputational consequences.
- Ensuring high standards of security and protection for people who report potential breaches.
- Taking appropriate disciplinary action against violators and against Whistleblowers who make communications in bad faith.
- Strengthening the effectiveness of the Compliance Programme and reinforcing the principle of zero tolerance for crime and wrongdoing.

## 3.- SCOPE OF APPLICATION

### 3.1 Persons who can use the Whistleblowing Channel

Members of the Organization, as well as collaborators, suppliers, applicants, shareholders, and other Third Parties who have become aware of an infringement, in a work or professional context relating to the Organization, may communicate information about possible infringements through the Whistleblowing Channel.

### 3.2 Matters that may be reported using the Whistleblowing Channel

The Whistleblowing System implemented at the Organization may be used to report any of the following situations within or involving Verdalia. A report may be made whether one of the following has occurred, is occurring, or is likely to occur:

- a) Breaches of laws or regulations, serious or very serious administrative infringements or criminal offences, including any act or omission which may constitute an infringement of European Union law or national laws of the countries where the Organization operates.
- b) Actions or omissions that may constitute a breach of the Code of Conduct, or of other internal policies, procedures, and protocols and, in general, any conduct contrary to

the regulations applicable to the Organization, whether general or specific to its sector.

- c) Bribery and corruption, acts of fraud (whether for personal gain, another's gain, or the Company's gain), conflicts of interest, suspicions of money laundering or sanctions breaches (unauthorized activities involving sanctioned countries, entities, or individuals).
- d) Irregularities in accounting, internal accounting control or auditing of the Organization; serious weaknesses or flaws in the Organization's operations or systems; weaknesses in the protection of privacy and personal data or the security of network and information systems.
- e) Damage to the environment.
- f) Miscarriages of justice.
- g) Danger to the health and safety of individuals.
- h) Third party misconduct (material misconduct by vendors, customers or other entities doing business with the Organization, which is relevant to the Organization's business).
- i) Discrimination or harassment.
- j) Unauthorized disclosure of confidential information (including the mishandling or inadvertent disclosure of the Organization's or stakeholders' confidential information) or infringement of intellectual property rights.
- k) Information tending to show that any matter falling within any one of the preceding paragraphs has been, is being, or is likely to be deliberately concealed.
- l) In addition, the Whistleblowing Channel can also be used to raise doubts or queries regarding the application of the Organization's internal regulations.

The list above is not exhaustive; if there is anything else that you think the Organization should be aware of, you can use the procedure outlined in this Policy. By knowing about malpractice or wrongdoing at an early stage, the Organization can take the necessary steps to safeguard the interests of our Organization and its Members.

The Whistleblowing Channel is not the appropriate way to raise employment grievances. If you are uncertain whether something is within the scope of this Policy, you should seek advice from the Compliance Officer.

## 4.- ACCOUNTABILITY

**The Board of Directors of Verdalia Bioenergy Limited** is responsible for approving this Policy in compliance with the Organization's ethical and legal requirements; for oversight of processes implemented to ensure that members of the Organization comply with it.

**Compliance Officer:** has day-to-day operational responsibility for this Policy, including responsibility for overseeing the correct application of this Policy within the entity, and for taking steps to ensure that Reporting Persons are effectively protected from any Retaliation.

**Members of the Organization:** are required to act in accordance with this Policy. All Members are responsible for the success of the Policy and should ensure that they use it to disclose any suspected danger or wrongdoing. Members are invited to comment on the Policy and suggest ways in which it might be improved. Comments, suggestions, and queries

should be addressed to the Compliance Officer who will involve the Board of Directors where appropriate.

## 5.- PRINCIPLES AND GUARANTEES OF THE WHISTLEBLOWING SYSTEM

Verdalia has implemented a Whistleblowing System which, in accordance with the provisions of Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019 and of local regulations of the Member States where the Verdalia Bioenergy Group's entities are located, guarantees:

- **Security** of the platform through which communications are received and tracked, with encryption of the information by means of SSL protocols.
- **Confidentiality** of the identity of the Reporting Person, any persons who are investigated and of any third party mentioned in the Report.
- The possibility of **anonymous** communications.
- Access to the **management of the system and monitoring** of reports will be limited only to those persons or departments competent and authorized for this purpose.
- The possibility of **communicating with the Reporting Person**, even when the latter chooses anonymity.
- **Diligent follow-up** of communications, avoiding undue delays, acting quickly and diligently, in accordance with the established deadlines.
- **Rights of the Investigated Person:** the right of defense, respect for the presumption of innocence, and the right to be heard of the Investigated Person must always be guaranteed.
- **Impartiality:** communications shall be dealt with by an impartial person or team, thus strengthening confidence in the investigation procedure and the decisions taken.
- **Protection against Retaliation:** The Organization will take the necessary measures to ensure that either the Whistleblower or natural persons who are related to the Whistleblower, and legal persons for whom the Whistleblower works, or with whom the Whistleblower has any other relationship in an employment context, or in which the Whistleblower has a significant stake, do not suffer adverse consequences simply because the Whistleblower has made the Report.

The protection applies only in cases where the communication is made in good faith.

- **Processing and storage of personal data** will comply with the provisions of Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data (GDPR), and the specific local regulations applicable to Verdalia's entities (e.g. for Spain, Organic Law 3/2018, of 5 December, on the Protection of Personal Data and the Personal Data Protection and Guarantee of Digital Rights).

## 6. PROCEDURE FOR REPORTING

### 6.1 Competence

The competence to receive and evaluate Reports and Internal Investigations corresponds to the Compliance Officer, avoiding in all cases possible situations of conflict of interest.

However, the Compliance officer may entrust said tasks to other Members of the Organization or to an external team when it deems it appropriate, in particular to ensure compliance with the principles and guarantees set out in paragraph 5.

### 6.2 Making a Report

Any person who falls within the subjective scope of this Policy (Section 3.1) and who has reasonable grounds to believe that a violation, infringement, or misconduct falling within the objective scope of this Policy (Section 3.2) is being committed may make a report in writing, by post or using the Whistleblowing Software set up for this purpose, or orally by telephone.

At the request of the Reporting Person, he/she may also make a Report in a personal meeting, which must be arranged within a maximum of seven working days from the date of the request.

In cases of verbal Reports, the Reporting Person will be warned that the Report will be recorded and will be informed of the processing of his/her data in accordance with the provisions of Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 and Organic Law 3/2018 of 5 December 2018.

#### 6.2.1 Information provided in writing by post.

If the Reporting Person chooses to do so, the report, together with supporting documentation of the facts in his or her possession, must be sent in a sealed envelope addressed to "Compliance Officer", to the following address:

Verdalia Bioenergy Limited: 7th Floor 50 Broadway, London, United Kingdom, SW1H 0DB

Verdalia Bioenergy Spain: c/ María de Molina 40, 3º Planta, 28006, Madrid, Spain

Verdalia Bioenergy Italy: Via Pietro Paleocapa 1, Milan, Italy

#### 6.2.2. Information provided in writing by the Whistleblowing Software

For this purpose, the Whistleblowing Software available on the website must be used, which will be found, when fully implemented, at the following URL address <https://verdaliabio.com/>

#### 6.2.3 Information provided orally.

If the Reporting Person chooses this method, he/she should contact the following telephone number: +34 661 340 281, between 9:00 and 14:00, from Monday to Friday (excluding public holidays).

#### 6.2.4 Personal meeting

If the Reporting Person wishes to make a Report in a personal meeting, this should be requested to the Compliance Officer sending an email to [Pedro.perea@verdaliabio.com](mailto:Pedro.perea@verdaliabio.com).

This meeting must take place within a maximum of seven working days of the request.



When submitting the Report by any of the above means, the Reporting Person may indicate an address, e-mail address, telephone number or safe place to receive notifications, and may also expressly waive receiving any notifications relating to the actions taken because of the report.

In any case, the Reporting Person may choose to make the Report anonymously.

Reports will be made exclusively through the channels established for this purpose.

If the Report is sent through non-authorized channel or to Members of the Organization who are not responsible for processing it, the person receiving the Report will request the Reporting Person to contact the Compliance Officer.

In any event, the person receiving the Report shall keep strictly confidential all its aspects to which he/she has had access.

### **6.3 Content of the Report**

The Report should contain, as far as possible, the following elements:

- ✓ Identifying details of the Whistleblower: name, surname, email, and relationship with the Organization. However, at the time of reporting, the Reporting Person may opt for total anonymity.
- ✓ A description of the breach that the Reporting Person wishes to communicate, indicating, as far as possible:
  - Type of non-compliance or infringement.
  - Description of the facts (characteristics of the facts, persons involved, etc.).
  - How and when you became aware of the facts.
  - Workplace where the events occurred.
  - Documents that support the complaint (images, video, audio, documents).

### **6.4 Registration of the Report**

All the Reports shall be registered in the Whistleblower Software. Even if the Reports were received through another channel. In this case, they should be registered manually by the Compliance Officer. The software will generate a “report identification code”, which should be provided to the Reporting Person.

The Organization will make best efforts to implement a system such that the Reporting Person will be provided with a private area to which he or she may have access with the report identification code to follow up the Report and provide additional information or maintain communications with the Compliance Officer or department responsible for managing the Report, even when the Report is anonymous. Unless the Reporting Person has waived receipt of notifications relating to the Report or indicates a preference for communication by other means.

It is therefore extremely important that the Reporting Person keeps the “report identification code” safe.

### **6.5 Receipt of the Report**

Once the Report has been received, it shall be acknowledged within 7 days of receipt, in compliance with Art. 9(b) of Directive (EU) 2019/1937 of the European Parliament and of the Council.

## 6.6 Protection of Whistleblowers

As explained above, Verdalia will not tolerate the victimization of anyone raising good faith whistleblowing concerns and anyone responsible for such victimization will be subject to appropriate disciplinary action. The Organization's strong commitment to this Policy means persons falling within the scope of this Policy (in accordance with Section 3.1 above) can raise concerns and be sure that they will be supported and protected from Retaliation. Provided they have a genuine belief that misconduct within the scope of this Policy has occurred, is occurring or may occur, it does not matter if they are mistaken.

Should a Whistleblower feel that they have suffered any detriment because of raising the Report, they should inform this immediately via the Whistleblowing Channel so that appropriate steps can be taken.

Raising a false allegation maliciously or in bad faith may, however, result in disciplinary action. If the person making the Report is involved in malpractice, the disclosure will not protect them from disciplinary action, where appropriate, but the disclosure will be considered.

## 6.7 Opening and resolution of the Investigation

Upon acknowledgement of receipt, a preliminary assessment of the facts will be made, and check whether the Report falls within the scope of application of this Policy, to determine whether it is relevant.

If it does, the Internal Investigation Procedure will be initiated; if it does not, the Whistleblower will be notified, stating the reasons that led to its closure.

If the Report is declared relevant, the Internal Investigation Procedure shall continue. To ascertain the facts reported, the Organization may request additional information and data from the Reporting Person, which may be provided directly through the Whistleblowing Software.

The Organization may also decide to outsource the Internal Investigation Procedure when it deems it appropriate, to ensure compliance with the principles set out above.

## 6.8 Resolution of the investigation

Within a maximum period of three months from receipt of the Report, the Internal Investigation Procedure shall be completed and a final report shall be drawn up, which shall also include a proposal for measures to be taken both against the Investigated Person, in the event that the facts are proven to be true, and against the Reporting Person, when it is proven that he or she filed the Report in bad faith.

It shall be noted that some local legislations allow an extension of this period (e.g., in Spain such period might be extended for a further three months).

Responsibility for resolving the Internal Investigation Procedure reverts to the management body of the Verdalia's entity concerned by the report, which is responsible for taking the decisions and actions it deems appropriate. If the director of the entity is concerned in the investigation, then the matter will be raised to the Board of Directors of Verdalia Bioenergy Limited

## 6.9 Communication of the decision to the Whistleblower

The final decision will be communicated to the Whistleblower, via the Whistleblowing Channel.

## **7.- TRAINING AND AWARENESS**

The rules set out in the Whistleblowing Policy will be included in our training plan, with the aim of encouraging the members of the Organization to raise concerns and report breaches.

## **8.- NEW MEMBERS OF THE ORGANIZATION**

Verdalia shall provide newly hired Members of the Organization with a copy of the Whistleblowing Policy, and it shall inform them of the obligation to comply with it and the consequences that may arise from its violation, infringement, or non-compliance.

## **9.- COMMUNICATION OF DOUBTS AND NON-COMPLIANCE**

In case of any doubts or queries regarding the Whistleblowing System, Members of the Organization may contact the Compliance Officer.

## **10.- RECORD-KEEPING**

A record shall be kept in relation to each Verdalia entity of the communications received through the Whistleblowing Channel and the internal investigations arising from them, guaranteeing, in all cases, the requirements of confidentiality.

This register shall be made accessible only where required by law or requested by a competent judicial, regulatory or law enforcement authority, and in any event in accordance with any applicable laws relating to the protection of personal data.

Personal data relating to internal Reports and investigations shall be kept in accordance with applicable laws relating to the protection of personal data, including in Spain the provisions of the GDPR and, art. 26 of Spanish Law 2/2023 of 20th February on the protection of persons who report on regulatory infringements and the fight against corruption. In any event, they may not be kept for a period of more than ten (10) years.

## **11.- PROCESSING AND CONSERVATION OF PERSONAL DATA**

The personal data provided through the Whistleblower Channel shall be processed in accordance with the provisions of the Whistleblower Data Protection Policy.

## **12.- APPROVAL**

This Whistleblowing Policy has been approved by the Board of Directors of Verdalia Bioenergy Limited.

## **13.- COMMUNICATION**

This Whistleblowing Policy will be communicated to all Members of the Organization by email, and they will be asked to confirm they have read and understood the Policy.

Managers should ensure that all Members of the Organization reporting to them understand and comply with the prohibitions in this Policy.

## **14.- ENTRY INTO FORCE**

The Whistleblowing Policy shall enter into force and shall be in force from the day following its communication to the Members of the Organization, in accordance with the provisions of the preceding paragraph.

## 15.- ENFORCEMENT

Verdalia has the right to monitor its Members' compliance with the rules set out in this Policy. Infractions and non-compliances may be grounds for criminal or disciplinary action, in accordance with the applicable labor legislation and Verdalia's disciplinary policies.

## 16.- EXTERNAL WHISTLEBLOWING CHANNELS

According to art. 11 of Directive (EU) 2019/1937 of the European Parliament and of the Council, Member States shall establish external reporting channels and designate the authorities competent to receive, give feedback and follow up on Reports.

The aim of the Policy is to provide an internal mechanism for reporting, investigating, and remedying any wrongdoing. In most cases, Whistleblowers should not need to alert anyone externally, and they are encouraged to seek advice before reporting a concern to anyone externally. However, they are always free to report externally. The channels available should they wish to do so are as follows:

### **Spain:**

In compliance with the above, Spanish Law 2/2023, of 20<sup>th</sup> February, on the protection of persons who report regulatory infringements and the fight against corruption, designates in its art. 16 the "Autoridad Independiente de Protección del Informante, A.A.I." as the competent authority to receive reports through the external reporting channel. Information on the communication management procedure to be followed shall be published by such authority in its website.

In addition, Reports can be made to the relevant regional authorities or bodies when the Report is limited to the territorial scope of the corresponding Autonomous Community.

The Reporting Person may decide to make the report directly through such channels when they are properly established, or after prior communication through the internal channel established within Verdalia's entities.

A list of External Whistleblowing Channels can be found in Annex I to this Policy.

### **United Kingdom:**

The independent whistleblowing charity Protect operates a confidential helpline. Protect's contact details are as follows:

Whistleblowing Advice Line – 020 3117 2520

UK advice line – [info@protect-advice.org.uk](mailto:info@protect-advice.org.uk)

### **Italy**

The *Autorità Nazionale Anticorruzione* (ANAC) is the competent body for supervising compliance with the whistleblowing rules

Telephone number: +39 06 62289571

E-mail: [protocollo@pec.anticorruzione.it](mailto:protocollo@pec.anticorruzione.it)

## Annex I

## LIST OF EXTERNAL INFORMATION CHANNELS

**1) European level**

- European Anti-Fraud Office (OLAF):

Allows the submission of Communications, including anonymously, through the following channels:

Online: [https://fns.olaf.europa.eu/main\\_es.htm](https://fns.olaf.europa.eu/main_es.htm)

By post to the following address:

European Commission

European Anti-Fraud Office (OLAF)

1049 Brussels

Belgium

- European Public Prosecutor's Office (EPPO):

Allows the submission of communications through the following channel, anonymous communications are not accepted:

o Online: <https://www.eppo.europa.eu/es/form/eppo-report-a-crime>

**2) Spanish National level**

- National Anti-Fraud Co-ordination Service (SNCA)

Allows the submission of communications through the following channel, anonymous communications are not accepted:

Online: <https://www.igae.pap.hacienda.gob.es/sitios/igae/es-ES/Paginas/denan.aspx>

**3) Regional level**

Autonomous Community of Catalonia

- Anti-Fraud Office of Catalonia:

Allows the submission of communications through the following channels:

Online: <https://www.antifrau.cat/es/investigacion/denuncia.html>

By e-mail, by filling in a form and sending it by e-mail:

Form:

<https://www.antifrau.cat/sites/default/files/Documents/Denuncieu/formulario-asistente-persona-denunciante.pdf>

E-mail address: [bustiaoac@antifrau.cat](mailto:bustiaoac@antifrau.cat)

Autonomous Community of Andalusia

- Andalusian Anti-Fraud and Corruption Office:

Allows the submission of Communications through the following channels:

Online: <https://buzon.antifraudeandalucia.es/#/>

By e-mail: [antifraudeandalucia@antifraudeandalucia.es](mailto:antifraudeandalucia@antifraudeandalucia.es)

Valencian Community

- Valencian Anti-Fraud Agency:

Allows the submission of Communications, including anonymously, through the following channel:

<https://www.antifraucv.es/buzon-de-denuncias-2/>

Autonomous Community of Navarre

Office of Good Practices and Anti-Corruption of the Autonomous Community of Navarre

It allows the submission of Communications, including anonymously, through the following channels:

Online: <https://canal.oana.es/>