



Ethical Channel Policy

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SUMMARY

1 Objective	3
2 Scope	3
3 Ethical Channel	4
Person responsible for the Ethical Channel	5
Reception and Filtering of the Report (Complaints, Rights and Grievances)	5
Minimum Information for Opening a Story	6
4 External Channel	7
5 Investigation	8
6 Communication	9
7 Knowledge	9
8 Exceptions	10
9 Prohibition of Retaliation	10
10 Data Protection and Registration of communications	11
11 Definitions	12

Ethical Channel Policy

1 | OBJECTIVE

Our Ethical Channel is the appropriate channel for the communication of suspicious conduct and/or conduct in violation of our Code of Ethics, Compliance Policies, and applicable laws, as well as for the submission of internal and external complaints, the exercise of data protection rights and the communication of suggestions or critiques.

Its objective is to maintain an open, continuous, secure, and confidential channel of communication which contributes to prevent potential legal non-compliance in a responsible manner, and to be a vehicle for QGMI to seek continuous improvement of its activities and procedures.

2 | SCOPE

This policy applies to all QGMI Employees and Third Parties acting for and/or on behalf of QGMI in its activities in any of the countries in which it operates.

3 | ETHICAL CHANNEL

The Ethical Channel (Whistleblowing Channel) is QGMI's tool for learning of potential legal risks, misconduct and/or suspicious conduct, violations of the principles set out in our Code of Ethics and other Compliance Policies (what we call "**whistleblowing**"), through the communication made by its Employees, Third Parties, < and other interested parties>. Similarly, the Ethical Channel is the appropriate means for **(i)** making requests for the exercise of data protection rights ("**rights**"), **(ii)** the communication of internal or external complaints ("**complaints**") and **(iii)** the communication of all suggestions and critiques intended to help our company in the challenge of preventing and dealing with such deviations.

At QGMI we encourage communication and the responsible use of the Ethical Channel to receive communications in a secure, anonymous, and confidential manner. The Ethics Channel is available to everyone, and we do not allow retaliation and/or reprisals against whistleblowers, such cases being punishable by the company. For our company, the Ethical Channel is more than a line of communication and prevention, it is a mechanism for continuous improvement.

In our company, we encourage open and cross-cutting dialogue between the different levels of the organisation as a step prior to filing a complaint in less serious situations that can potentially be resolved in their respective departments.

Person responsible for the Ethical Channel

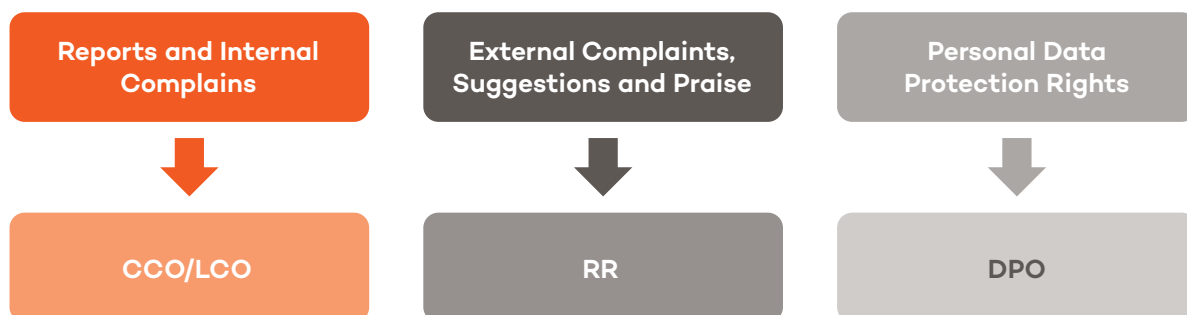
The Governing Body of QGMI has designated the Chief Compliance Officer (CCO) of the company as the person in charge of the Ethical Channel, who in turn also performs the function of Data Protection Officer, and who will exercise the functions of control, management and supervision of the Ethical Channel with the highest guarantees of confidentiality, provided with sufficient economic and functional means and with complete independence from other bodies of QGMI.

For the performance of its Ethical Channel management functions, the CCO shall be supported, when necessary, by the various LCOs, who shall also always act safeguarding confidentiality and in compliance with current and applicable legislation.

Reception and Filtering of the Report (Whistleblowing, Rights and Complaints)

Through our Ethical Channel, it is possible to make any complaint, right, or grievance (even anonymously), by the following means:

- Website: **www.qgmi.ethicspoint.com**;
- Telephone (free 24/7 voicemail)¹,
- Dropbox for projects only; and/or
- directly to the Compliance Officer/ Relationship Manager/ Data Protection Officer (according to the following responsibility matrix):



¹A list of telephone numbers is available at **www.qgmi.eu**.

All reports received will be identified, analysed and treated with the highest guarantees of confidentiality and in accordance with the Procedure for Opening, Conducting and Closing Investigations of the QGMI Ethical Channel. The informants will receive a login and identification password with which they can access the system to provide further information and/or know the progress status of the process. In addition, the reporting people will receive an automatic acknowledgement of receipt of their communication, always within 7 days.

In those cases in which a report is received by a means other than those previously established, said communication must be immediately forwarded to the Compliance Officer and, in any case, must be treated with the same guarantees of confidentiality.

In internal and external complaint reports, it is important to mention that the informant shall be obliged to identify themselves, so that the treatment of the case is communicated to the informant on an individual basis.

Minimum Information for Opening a Report

For reports, rights, and complaints to be assessed effectively, the quality of the information and evidence provided is critical. We therefore recommend that the reports are as complete and detailed as possible and wherever possible provide evidence of the potential violation or suspicious conduct. The following is a list of examples:

(i) For Whistleblowings:

- Indication of date or period of occurrence;
- Statement of facts clarifying how the reporting person came to know them;
- Name of the operational unit/country where the reported events occurred ;
- Names, and functions, if known, of persons involved or having knowledge of the events;
- Name of the body or public agent involved in the case.

(ii) For Exercises of Data Protection Rights:

- Identification of the name of the right holder;
- indication of the right to be exercised (access, rectification, opposition, erasure (“right to be forgotten”), restriction of processing, portability and not to be subject to individualised decisions.

(iii) For Complaints:

- Identification of the reporting person, in the case of internal complaints;
- Indication of initial date or period of occurrence
- Statement of facts clarifying the manner in which the reporting person came to know of the facts;
- Name of the operational unit/country where the reported events occurred;
- Description of the attempts to solve the problem (if any).

4 | EXTERNAL CHANNEL

Without prejudice to the fact that QGMI’s internal Ethical Channel is the preferred means for the communication of any complaint, right or grievance, in accordance with the provisions of this document, the reporting person may choose to make their communication through the external channels enabled and managed by the competent Authorities and, where appropriate, before the institutions, bodies, organs or agencies of the European Union.

5 | INVESTIGATION

Investigations of reports received through the Ethical Channel will be conducted within the legally established timeframe and always in accordance with their complexity. The progress status of each enquiry can be viewed by the reporter through their login and password.

During investigations, QGMI will always ensure that the strictest requirements of discretion and confidentiality are complied with and, in particular, that the identity of the reporting person (if identified) is not disclosed to third parties. Likewise, the persons affected by the communication shall have the right to the presumption of innocence, the right of defence and the right of access to the file, as well as the same protection established for the reporting person, preserving their identity and guaranteeing the confidentiality of the facts and data of the procedure. To this end, QGMI has all the appropriate technical and organisational measures in place.

In cases concerning the exercise of the right to protection of personal data, the reporting person may also contact the Data Protection Officer directly by mail at **protecciondedatos@qgmic.com** and the protection authority of the country. In the case of Spain, directly to the Data Protection Agency.

In the event that an investigation concludes that there has been a violation of the Compliance System and/or external rules, QGMI may consistently take preventive and/or disciplinary measures to prevent future violations, which may be applied, in ascending order, in the following order:

- Oral warning;
- Written warning;
- Suspension for up to 30 days, where permitted by law; and
- Breaking of existing bond.

6 | COMMUNICATION

In the event that a QGMI Employee is unsure of what attitude to adopt, or suspects any conduct diverging from the Code of Ethics and/or Compliance Policies, they should consult directly with the Ethics&Compliance Department at **compliance@qgmic.com**.

An Employee who detects or suspects, in good faith, that there has been a potential violation of the Compliance Programme, in particular of the Code of Ethics or the QGMI Compliance Policies, shall report the fact to QGMI through the available channels.

In the event that the facts reported in a report may be suspected of constituting a criminal offence, such information shall be forwarded to the competent authorities immediately.

7 | KNOWLEDGE

All QGMI Employees must be familiar with the principles and rules contained in the Code of Ethics, as well as in the Compliance Policies, by complying with them anywhere in the world and the excuse of not knowing them will not be considered a justification for potential non-compliance.

8 | EXCEPTIONS

Unless otherwise expressly provided for in this document, only the Ethics Committee, in the exercise of its activities, may, after an analysis of each specific case and through a specific procedure, authorise possible exceptions to the provisions of any of the Compliance Policies.

9 | PROHIBITION OF RETALIATION

Under no circumstances will any form of retaliation (including threats and attempts of retaliation) be tolerated against a reporting person who takes the initiative to register any complaint or report of possible violations of laws, regulations or Company policies, provided that the reporter has reported in good faith and in the belief that the report is true, even if the report has not been confirmed after investigations have been completed.

In the event that a reporting person is threatened and/or suffers retaliation and/or is harmed in any way for having made a report through the Ethical Channel, this situation should be reported, directly and briefly, through the Ethical Channel, the CCO or by emailing **compliance@qgmic.com**.

QGMI will take all legally mandated reporting people protection measures and, significantly, any allegations or identification of retaliation will be investigated immediately, and if evidence is found that such allegations are potentially true, they will be investigated in accordance with this Policy.

Likewise, the measures of protection against retaliation established in this Policy may be extended to all other subjects that the applicable legislation may provide for.

10 | DATA PROTECTION AND COMMUNICATIONS REGISTRATION

All the reports received and the internal investigations to which they have given rise and, in particular, all the Final Investigation Decisions that, in accordance with the Procedure for Opening, Conducting and Closing Investigations of the QGMI Ethical Channel, have been drawn up, will be filed in the Automatic System (file or logbook) of the Ethical Channel, which is the exclusive and confidential property and management of QGMI.

This register shall not be public and only at the reasoned request of a competent Judicial Authority, by means of an order, and in the context of judicial proceedings and under the guardianship of that authority, may access to all or part of its contents be granted.

The data will always be processed by QGMI in accordance with the applicable regulations on Data Protection and with the provisions established in the Procedure for Opening, Conducting and Closing of Enquiries of the QGMI Ethical Channel.

11 | DEFINITIONS

Public Agent: Any natural person, whether an official or not, even if temporarily paid or unpaid, acting in an official capacity or exercising a public office, employment or service in or for a Governmental Authority; any natural person working for a Service Provider Company contracted or under agreement for the execution of the typical activity of the Public Administration; or any political party leader, its employees or other persons acting for or on behalf of a political party or candidate for public office.

Governmental Authority: Each agency, department or entity of the direct, indirect or fundamental public administration of any of the branches of Government, States, Federal Districts, Provinces, Territories, incorporated legal person or entity whose creation and cost to the government have concurred or concur; and of state organs, agencies or diplomatic representations abroad, as well as legal persons controlled, directly or indirectly, by the government of a foreign country or public international organisations, including sovereign wealth funds or an entity whose ownership is a sovereign wealth fund.

Chief Compliance Officer (CCO): The employee responsible for the implementation, management and supervision of the Ethics & Compliance Department, which acts as an independent and autonomous body that analyses and assesses compliance issues within the Company.

Employee(s): Trainees, employees at all operational and management levels (including those whose employment relationship has ended and persons in the process of recruitment or pre-contractual negotiation), shareholders, directors, officers, and executives of QGMI, of all its national and international units. For the purposes of this policy, the term also includes employees of Third Parties.

Ethics Committee: This is the non-statutory and permanent body that aims to advise the CEO of QGMI, in the exercise of its functions related to the promotion of the organisational culture based on ethics and transparency for business relations,

accountability of its actions as well as the fair treatment given to all stakeholders, through the dissemination and compliance with the Code of Ethics and the adoption and improvement of non-compliance risk management mechanisms.

Compliance: The systematic and permanent process that aims to: **(i)** ensure compliance with the laws in force, policies and guidelines of the company, in order to prevent, detect and address any identified deviations of conduct, and promote an organisational culture based on ethics and transparency; and **(ii)** facilitate the structuring and development of the business and the search for creative and innovative solutions to regulatory issues and internal discussions.

Corruption: It is the offense of bribing another person and may include: offering, promising or giving an improper and/or financial or other advantage with the intent to induce or reward misconduct, or knowing or believing that its acceptance would amount to wrongdoing.²

Data Protection Officer (DPO): This is the person responsible for the Data Protection System.

Whistleblowing: Reporting situations that may be at odds with QGMI's Code of Ethics and Compliance Policies, including suspicions of corruption, fraud of any nature, money laundering, violations of existing laws – including any actions or omissions that may constitute breaches of European Union law and those actions or omissions that may constitute a serious or very serious criminal or administrative offence – or any other conduct that could jeopardise the reputation, image, and legal security of the company.

Personal Data Protection Rights: The reporting person right on his/her personal data, in accordance with the European General Data Protection Regulation.

Local Compliance Officer (LCO): It is the QGMI Employee who will perform the Compliance Officer functions, including the complete management of internal complaints and grievances, at the place of operation of a specific international QGMI unit, reporting to the CCO.

² S.1.Bribery Act 2010

Affected Person: A person who is the subject of a report received by QGMI using one of the means mentioned in this policy.

Compliance Policies: Set of rules and regulations specific to each topic that make up the QGMI Compliance Programme.

Complaint: Any actual or perceived complaint, something believed to be wrong by the complaining party, especially actual or perceived unfair treatment, being:

Internal complaint: A complaint from an internal actor (e.g. employees or subcontractor). It can be any problem or experience of problems throughout the course of their employment. Internal grievances can be related to, but not limited to: wages, working conditions and poor relationship between two employees.

External complaint: A complaint from an external actor (e.g. community, NGO or trade union). This can be any community complaint related to QGMI and its subcontractors. External complaints can be related, but not limited to: noise, dust, and the relationship with the company.

Report: Any report of violation or suspected violation of the Code of Ethics, Compliance Policies and/or laws applicable to QGMI, made by an employee, third party, customer, any other interested party of QGMI.

Reporting person: A person who submits a story to QGMI using one of the means mentioned in this policy.

Relationship Manager (RR): The QGMI Employee responsible for the complete management of non-internal complaints, suggestions, and compliments from internal and external stakeholders.

Third parties: Suppliers of goods and services, business partners, consortium members, representatives, temporary consultants or any other person or company acting on behalf of QGMI, directly or indirectly.

Improper Advantage: Any property, tangible or intangible, including cash and valuables, that is offered, promised, or given for the improper purpose of influencing or rewarding any act, decision, or omission of a person, whether a Public Official or not. This includes gifts, entertainment, airfare, accommodation, donations, sponsorships, or anything else of value that is used for such purposes, which improperly influences or rewards an act or decision.

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