

5. The Compliance Committee

Article 31 bis of our Criminal Code establishes as one of the necessary conditions for the application of the exemption from criminal liability of the legal person, that the supervision of the operation and compliance with the prevention model has been entrusted to an organ of the legal person with autonomous powers of initiative and control or that is legally entrusted with the function of supervising the effectiveness of the internal controls of the legal person. For its part, Circular 1/2016, on the criminal liability of legal persons of the Public Prosecutor's Office, dedicates section 5.4 to the figure of the Compliance Officer from which the following conclusions may be drawn:

- There should be a body specific to the legal person with autonomous powers of initiative and control to which the function of the crime prevention model is attributed.
- It should be created specifically to assume such a function except in cases where there is a legal provision such as in the case of investment services companies or in the case of regulated entities in relation to the prevention of the crime of money laundering.
- It may consist of one or more persons with sufficient knowledge and professional experience and sufficient resources.
- It must be an organ of the legal person.
- It may rely on other bodies or units of the company or external services to perform its functions.
- In legal persons authorised to present abridged profit and loss accounts, the management body may perform its functions.

Respecting the above indications and taking into account the characteristics of our organization, as well as the resources it may allocate for this purpose, it will be more appropriate to appoint a Compliance Committee.

Therefore, we opted for the first formula proposed by the code, so they should be considered:

- a. The very demands established by our norm, transferring the need for the autonomous power of the organ to its members.
- b. Circular 1/2016 of the Office of the Prosecutor, which emphasizes the need for these organs to enjoy the necessary independence, guaranteeing as far as possible an operational separation between the administrative organ and the members of the organ.

To this end, the members of this body must have sufficient authority and meet at least the following requirements:

- a. Be **complete**, understood as honest, upright and with aptitude understood as a specific and sufficient training in legal and compliance matters that allows them to carry out a correct monitoring of risks, as well as a follow-up of procedures, policies and controls.
- b. **Neutral**, understood as impartial.
- c. **Independent**, in the sense of functional separation of those entrusted with day-to-day administration and management. It is important to point out that the absolute

independence of this body is not possible, since it is the administrative body that has the exclusive power to establish the risk control and management policy.

- d. **Self-employed**, which implies the necessary capacity for decision and execution in the development of their control functions.
- e. **Professional** experience, having a high level of knowledge of the INTARCON business and knowledge of auditing, financial, legal, compliance and risk prevention.
- f. **Continuity**, maintaining a supervision of the implementation and fulfilment of the Plan and monitoring the effectiveness of crime prevention policies and procedures.

This body will be made up of three members, chosen from among the Professionals and/or Employees of the entity itself.

The Compliance Committee has free access to all documentation that may be useful within the Company, just as those responsible for any area of INTARCON are obliged to provide members of the same any information they request on the activities of the area or department related to the possible commission of a crime.

The Board of Directors of INTARCON will also be informed of its activities, and the latter will be responsible for appointing or dismissing the members of the former

5.1 Removal of members of the Compliance Committee

The members of the Compliance Committee shall be dismissed when:

- a) Are formally charged with any offence liable to give rise to criminal liability of the legal person.
- b) Are disqualified by judicial or administrative decision to administer or represent any type of mercantile company.

ADDITIONALLY, the members of the Compliance Committee may be dismissed by the Board of Directors of INTARCON in the following cases:

- a. Relevant non-compliance in the exercise of his functions as a member of the Compliance Committee.
- b. Relevant non-compliance with any of the Company's codes, regulations and other internal regulations.
- c. Illness that prevents the development of their functions as a member of the Compliance Committee.

Dismissal or suspension of employment by INTARCON.

Any member of the Compliance Committee may resign voluntarily with a 15-day period of notice, by letter addressed to the Chairman of the Board of Directors of INTARCON with a copy to the Compliance Committee. Likewise, the Compliance Committee will notify the Chairman or the Secretary of the Board of Directors of INTARCON as soon as possible of any circumstance that requires the replacement of any of its members.

In the event that a member of the Compliance Committee is dismissed, resigns as a member of the Compliance Committee, becomes incapacitated, dies, or incurs any of the causes for his or her mandatory dismissal, the Board of Directors of INTARCON shall appoint a

replacement within 2 months, whose term of office shall run from the date of appointment until the end of the term of office of the remaining members of the Compliance Committee.

5.2 Powers and responsibilities of the Compliance Committee

- In accordance with the INTARCON Code of Ethics and the Plan, the COMPLIANCE COMMITTEE shall have, in general terms, the following FUNCTIONS:

- a) Verify the application of the Code of Ethics, through specific activities aimed at controlling the continuous improvement of conduct in the field INTARCON through the evaluation of the processes of control of behavioral risks.
- b) To advise on the resolution of the doubts that arise in the application of the codes and Plans through the e-mail provided for this purpose: canaletico@intarcon.com
- c) Review initiatives for the dissemination of knowledge and understanding of the Code of Ethics.
- d) Receive and analyze notices of violation of the Code of Ethics.
- e) Receive and process reports of criminal offences made by employees or third parties through the Ethical Channel, either through the form provided for that purpose or by mail addressed to the Chairman of the Compliance Committee.
- f) Direct the investigations that are carried out on the possible commission of acts of non-compliance, being able to request the help of any area or department of the Company, proposing the sanctions that in their case proceed.
- g) Take decisions regarding violations of the Code of Ethics of significant relevance, proposing, where appropriate, the imposition of sanctions and the adoption of disciplinary measures.
- h) Establish controls to avoid the commission of crimes that could generate legal responsibility of INTARCON.
- i) Propose to the Board of Directors of INTARCON the modifications and integrations to contribute to the Code of Ethics that they consider appropriate.
- j) Publish and maintain updated, and published, the Code of Ethics.
- k) To supervise the training activity on the Plan.
- l) Evaluate annually the changes that should be introduced in the Plan, especially in the event that unregulated risk areas and procedures susceptible of improvement are detected, and propose such changes to the Management Committee.

- In turn, the COMPLIANCE COMMITTEE will be responsible for SUPERVISING:

- a) The effectiveness and suitability of the policies and procedures implemented to prevent the commission of crimes that could give rise to criminal liability of the legal person;
- b) Compliance with the content of the Plan.
- c) Revision and updating of the Plan.

In order to fulfil its responsibilities, the DUTY OF THE COMMITTEE ON COMPLIANCE shall be:

- In relation to the monitoring of the effectiveness of the policies and procedures defined in the Plan:

- a) Pending any legislative reform that may affect the criminal liability regime of the legal person.
- b) Receive information on any product, business initiative or organizational change.
- c) Coordinate training activities together with the legal department.
- d) Determine the information that must be provided to the Professionals and/or Employees of INTARCON.

- In relation to the content of the Plan:

- a) Coordinate together with the relevant departments the monitoring activities of these departments.
- b) Review the relevant information resulting from these monitoring activities.
- c) When necessary, agree additional research measures to obtain more information.
- d) Coordinate together with the relevant department the application of the Disciplinary Regime.

- In relation to the update of the Plan:

- a) Periodically review the Plan taking into account relevant changes in legislation, relevant changes in the business/structure of INTARCON or relevant case law.
- b) To commission the updating of the Plan, contacting the relevant entity or department of INTARCON, when the periodic revisions advise it.
Members of the Compliance Committee may not delegate their responsibilities to any other person. Instead, the Compliance Committee may:
 - a) Cooperate, when necessary, with any department or committee of INTARCON.
 - b) Request the services of any other department of INTARCON or external advisor.

Taking all of the above into account, we will say that the Compliance Committee must establish its internal operating rules, as well as the content of its meetings must be recorded in internal minutes.

5.3 Flows of information to the Compliance Committee

In addition to what may be foreseen in the codes, internal regulations and in any other policies and procedures established by INTARCON, non-compliance or indications of non-compliance with the Plan and the policies and procedures established therein may be communicated to the Compliance Committee through the form established for such purpose in the Ethical Channel box or by Postal Mail.

Such communications may be anonymous or direct, but in any case, confidentiality in the treatment of the information will be ensured, and the communication procedure will be configured in coordination with the relevant departments.

The Compliance Committee will analyse all communications received within a reasonable period of time. If it believes that the communication deserves greater attention, the Compliance Committee will send the documentation to the relevant department with the aim of jointly assessing the facts and determining the measures to be adopted.

6. Training and information.

In order to adequately comply with the provisions of current legislation, the implementation of the control measures included in the Plan must be accompanied by adequate dissemination of the Plan and its explanation to Employees, thus emphasising the importance of compliance.

Therefore, INTARCON employees will receive periodic information on the crime prevention policies adopted by INTARCON, leaving the Plan, the Code of Ethics and the internal policies and procedures available to them.

An information day for Professionals and/or Employees will be organised at least once every two years:

- a) Publicize the criminal liability of legal persons.

- b) Explain what are the crimes that can give rise to the criminal responsibility of INTARCON.
- c) Recall the crime prevention policies adopted. a) To ensure that attendees are aware of and comply with internal crime prevention policies.

The organisation and content of the sessions shall be coordinated and delivered jointly by a lawyer and at least one member of the Compliance Committee, or by a single person if he or she fulfils the dual condition and, in addition, the roles and responsibilities of those to whom they are addressed shall be taken into account.

The ultimate objective of the training sessions is:

- a. To ensure that attendees are aware of and comply with internal crime prevention policies.
- b. To avoid the commission of any crime that could give rise to the criminal responsibility of INTARCON.
- c. To be a communication channel between Employees and the Compliance Committee, in order to detect any concern, doubt or recommendation they may have in relation to crime prevention.

7. Disciplinary regime

The establishment of an adequate Disciplinary Regime is essential for any system of prevention of criminal liability of the legal person to be considered effective. Therefore, INTARCON will establish a Disciplinary Regime that will imply, among other things, the imposition of sanctions to all those Professionals and Employees who infringe the Plan and the established policies and procedures.

If, after the analysis of the conclusions of the study and investigation carried out by the Compliance Committee, a breach of the Code of Ethics or the Plan is detected, immediate action will be taken, communicating the fact to the competent judicial authorities if, in addition, it constitutes a crime or infraction of any kind.

Likewise, internally, the Compliance Committee shall adopt the appropriate disciplinary measures within the strictly labor scope. Therefore, the established Disciplinary Regime will be complementary to any judicial procedure that may be addressed to the Professional and/or Employee and to any sanction or consequence that may derive from said procedure, being in accordance with labour legislation and with the Workers' Statute and the applicable collective agreements.