



COMPLIANCE MANAGEMENT SYSTEM (CMS)

Regulatory Compliance

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REVIEWED BY		
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APPROVED BY		
Sole Shareholder		
VERSION		V. 01
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1. DEFINITIONS

Ethics Channel: a channel through which both the organisation's professionals and other third parties related to the organisation may report suspicions of conduct that is contrary, irregular, non-aligned or that implies a violation, infringement or non-compliance with current legislation, the Code of Ethics or the organisation's internal regulations.

Organisation: GRUPO DIGGIA

Professionals: all members of the Organisation, from Senior Management and the Governing Body to the employees, including middle management and management bodies.

Stakeholders: all those persons or organisations that constitute the public of interest to the organisation, i.e. those related to and affected by the organisation's activities and decisions, such as employees, managers, owners, shareholders, customers, suppliers, creditors, competitors, banks and financial institutions, the media, government, public bodies and administrations, NGOs, trade unions, collaborators, partners, business partners, etc. Following the terminology of the UNE/EN/ISO Standards, these are the people or organisations, external or internal, that may affect, be affected or be perceived as affected by a decision or activity of the organisation.

2. PURPOSE

Through this Compliance Policy, both the Governing Body and the Senior Management of the Organisation enshrine their firm commitment to compliance with regulation, as well as with the values and ethical standards of the organisation and, to this end, define their framework of compliance principles.

The purpose of this Policy is to establish the bases of action for the identification and management of the risks affecting the Organisation, in order to prevent the commission of crimes within the Organisation. The Compliance Policy is aligned with the culture of compliance and respect for the rules of the Organisation, as well as with the principles and values it upholds and promotes, including integrity, transparency, equal treatment and respect for others.

As a high-level standard, this Policy enables the development of specific compliance policies that develop and expand on its content.

3. SCOPE OF APPLICATION

This standard is applicable to and compulsory for all the Organisation's professionals, irrespective of:

- Their geographical location.
- The functions performed.
- The role or hierarchical position held within the organisation.

Specifically, this Policy applies to the following group companies¹:

- DIGGIA SOLUTIONS S.L.
- GAMMA SOLUTIONS S.L.
- SFERAONE SOLUTIONS & SERVICES S.L.
- WENEA MOBILE ENERGY S.L.
- SILENCE BLEU S.L.
- GAMMA SOLUTIONS HEALTH S.L.
- NORDIAN SOLUTIONS S.L.

In this way, the Organisation's professionals must express their commitment to comply with this document, for which it is mandatory that all of the Organisation's professionals sign the Adhesion Document (***ANNEX I – Receipt and Acceptance of the Compliance Policy***) annually and, in any case, every time its contents are amended or updated.

4. CONTENT OF THE POLICY

Through this Compliance Policy, the Organisation seeks to align the principles and values set out in its Compliance Management System (CMS) with the behaviour and responsibilities of its professionals and collaborators. To this end, together with this policy, additional policies, procedures and, in general, organisational and management measures have been developed that will form the CMS.

The designated Compliance Committee will ensure correct compliance with this and other policies developed as part of the CMS, taking into account the specifics of each jurisdiction. The Compliance Committee is also responsible for monitoring and supervising the correct functioning of the CMS.

Notwithstanding the above, the responsibility to comply with the ethical standards and principles of the Organisation rests with the entire organisation and therefore with its governing bodies and all its professionals.

All members of the organisation have a number of responsibilities within the overall framework of the CMS, as detailed below:

¹ Group companies located in the UK are also included

4.1. Responsibility of the Governing Body

In relation to this Compliance Policy, these are the obligations of the Organisation's Governing Body:

- Promote an appropriate and effective compliance culture in the company and foster an ethical culture within the organisation.
- Formally approve the CMS, including the Regulatory Compliance Manual, the Anti-Corruption Policy, the Compliance Policy, the Code of Ethics, the Compliance Function Regulations and other measures, policies and protocols that may be necessary, as well as any amendments or updates that may be required to maintain the validity and effectiveness thereof.
- Provide the Compliance Function with all the human, technical and financial resources necessary for the correct development of the function.
- To provide the Compliance Function with the independence and autonomy necessary for the performance of its functions and the achievement of its objectives and to enable it to participate in the decision-making processes related to the compliance management system.
- Periodically review the evolution of the system and its effectiveness, as well as the necessary improvements to be undertaken.
- Receive regular information on the functioning and incidents of the compliance management system.

4.2. Responsibility of Senior Management

As far as this Policy is concerned, these are the obligations of Senior Management:

- To establish, defend and promote as one of the fundamental values of the organisation, that the actions of its members are always in accordance with the legal system, in general, and criminal law, in particular, promoting a suitable culture of compliance, fulfilling and enforcing the will expressed by the organisation.
- Correctly identify the compliance risks faced by the organisation.
- Collaborate with the Compliance Function to ensure the establishment of mechanisms to realise the organisational will, expressed in the CMS and development policies, through the correct adoption, implementation and continuous improvement of the management system.
- Ensure that the people on their teams are aware of their compliance obligations that and receive regular training.

4.3. Responsibility of all professionals/collaborators of the Organisation

- To carry out their professional activity with integrity, honour and with the utmost respect for legislation, ethical principles, this compliance policy and others that may be dictated within the framework of the organisation's management system.
- Cooperate and be involved in the tasks related to the fulfilment of the CMS obligations.
- Report, through the channels established for this purpose, any conduct that entails or may entail a risk of non-compliance with this and other policies that make up the CMS.
- Attend CMS training sessions and raise any concerns they may have regarding this Policy and compliance obligations.
- Make suggestions or proposals that may help to improve the CMS.
- Facilitate the development and execution of the tasks of the Compliance Function and, specifically, provide such information and documentation as may be requested.

5. PRINCIPLES OF GOOD CORPORATE GOVERNANCE AND OBLIGATIONS

The concept of Good Corporate Governance (hereinafter, GCG) implies a system of governance based on high standards of transparency, professionalism and efficiency, which generate confidence in the market and increase the value and competitiveness of the organisation over the long term. It is also a transparent and professional form of stakeholder relations.

BGC aims to shield stakeholder interests from ethical conflicts that may jeopardise the long-term sustainability and short-term profitability of the organisation.

In this regard, the Organisation has formally agreed, through its Governing Body, to implement a Compliance Management System and, as a sign of the transfer of this will, has approved a Code of Ethics that includes the ethical principles of the entity, has implemented an Ethics Channel, has appointed a body to supervise and control the operation and compliance of the regulatory compliance model (Compliance Committee), with the means, financial resources and the autonomy and independence necessary for its correct operation and has approved a Disciplinary Regime.

Any person forming part of the Organisation assumes the obligation to report any potential risk and non-compliance to the body responsible for monitoring the operation and observing the Compliance Management System, as well as to inform the staff and collaborators in their charge of the aforementioned obligation.

The Organisation undertakes to provide stakeholders with its Code of Ethics, which will be mandatory for all the people who make up the organisation.

6. TRAINING, EDUCATION AND RAISING AWARENESS

The principles and rules contained in this standard shall be included in the contents of the training plans carried out within the organisation.

The aim of these actions will be to train, raise awareness and sensitise professionals, with the objective of promoting a culture of respect for the law in force, the Code of Ethics and the internal regulations of the Organisation.

Ultimately, this will have a very positive impact on the internal functioning of the Organisation itself, on the correct development of processes, on improving competitiveness, on increasing transparency and, especially, on maintaining, consolidating and strengthening the corporate image, brand and reputation, ensuring the trust of professionals, suppliers, clients and other stakeholders.

In addition to the above-mentioned training activities, the Organisation may undertake other training, education and raising awareness and sensitisation actions, such as publications on the website, on the Intranet, issuing internal communiqués, posting on the notice board, etc.

7. DUE DILIGENCE RELATING TO NEW HIRES

In application of this policy, the Organisation assumes the commitment to inform newly hired professionals who join the organisation of the existence of this policy, its content and the obligation to comply with it.

8. APPROVAL

This policy is approved by the Board of Directors of **DIGGIA SOLUTIONS S.L.** (parent company **GRUPO DIGGIA**).

9. COMMUNICATION AND DISSEMINATION

Without prejudice to what has been established above for new Professionals, this rule shall be communicated and disseminated annually to the Organisation's Professionals, electronically or physically (email, issuing internal communication, posting on the notice board, etc.).

10. ENTRY INTO FORCE AND VALIDITY

This regulation comes into force and is in force from the day following that of its communication and dissemination to the Professionals of the Organisation, in accordance with the provisions of the previous section.

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11. REPORTING CONCERNS AND INFRACTIONS

The Organisation's professionals must report through the Ethics Channel (<https://centinela.lefebvre.es/public/concept/1783828?access=9w4nX/TuO7zVcbxexNFdoXjcdfWOp/BK+iJVMc69kd0=>) any violation, infringement or non-compliance with this rule, which will give rise to the opening of an internal investigation file.

The Organisation's Professionals may also use this Channel to raise any type of doubt or question relating to the application or content of this standard.

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12. VERSION CONTROL

VERSION	DATE	DESCRIPTION OF CHANGE
V. 01	05/03/2024	Issuing of document



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ANNEX I. RECEIPT AND ACCEPTANCE OF THE COMPLIANCE POLICY

In _____, on _____ of _____

I, _____, with National Identification Number _____,

by signing this document DO HEREBY DECLARE:

- That the Organisation has provided me with the Compliance Policy, through the communication channel: _____.
- That I accept its contents and undertake to comply and act at all times in accordance with the provisions set out herein, am aware of the responsibilities, legal consequences and applicable Disciplinary Regime that may derive from failure to comply with same.

Sign
