



ETHICAL CHANNEL

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1. INTRODUCTION

The Arnoia Group has implemented an Ethical Code in which it establishes the ethical and performance principles with which it is committed in its business activity, and which defines the framework of behavior to be followed by the members of the organization, in the development of their professional performance.

In order to provide an adequate response to any doubt, discrepancy or irregularity in compliance with said code, as well as to collaborate in monitoring compliance with all the regulations applicable to the organization and its members, this Ethical Channel is activated as a channel of communication and knowledge, through the procedure that is regulated.

The Ethical Channel is, therefore, a confidential and transparent means of communication so that both the members of the organization and the companies that collaborate with Arnoia in its different activities, have an adequate channel to report those behaviors that may lead to irregularities, or any act contrary to the law or to the standards of behavior of the Code of Ethics and other applicable internal regulations.

Its purpose is to establish the necessary mechanisms to communicate and manage early any matter related to the breach, non-compliance and misinterpretation of the points established in the Code of Ethics; as well as, especially, those behaviors from which a crime could be derived.

The objective of this document is to develop the operation and procedures of this communication channel.

2. AREA OF APPLICATION

This procedure is globally and directly applicable to all the entities that make up the organization, and binds all its members, regardless of the position and function they perform.

The scope of this procedure covers all inquiries and complaints that may be raised by any member of the organization, business partner or third party.

This Ethical Channel must be easily accessible to all members of the organization.



3. MANAGEMENT OF THE ETHICAL CHANNEL



The management of the Ethical Channel corresponds to the Corporate Communications Committee, which assumes the task of receiving, verifying and processing the communications received by the means authorized to do so. Throughout the verification process, the fundamental rights to privacy, defense and the presumption of innocence of the people involved in it will be guaranteed.

The information addressed to the Ethical Channel will be sent to:

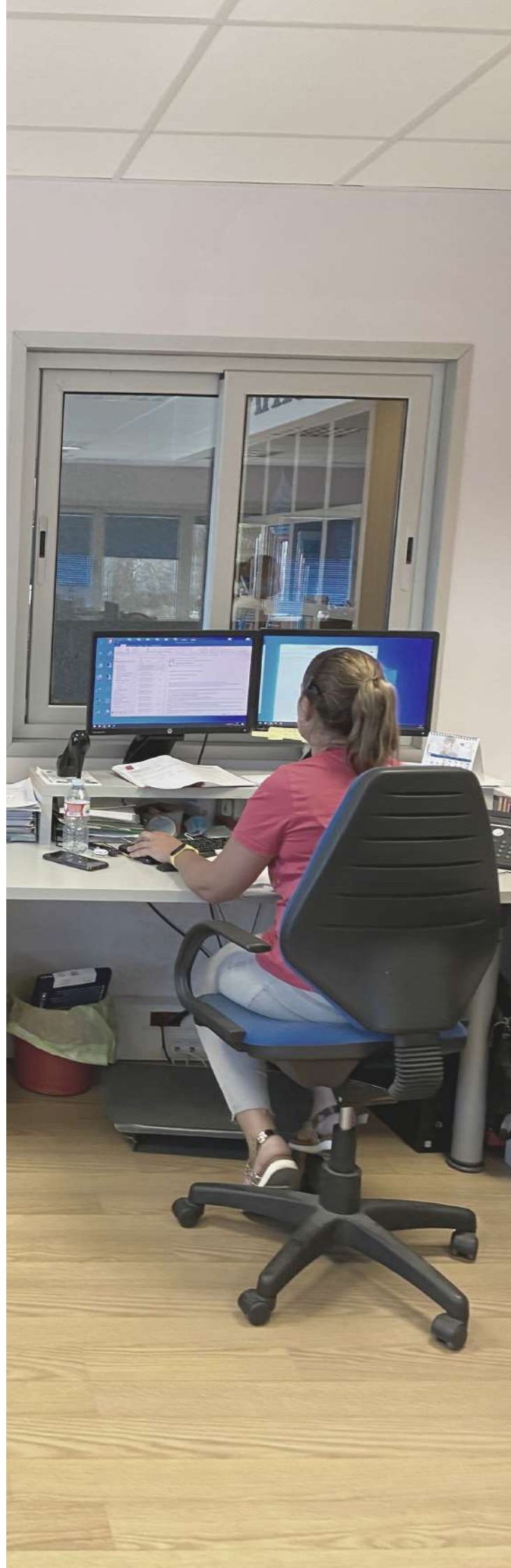
- **Email:** canaletico@arnoia.gal
- **Address:** Comité de Comunicaciones Corporativas, Arnoia Distribución de Libros, S.A. Polígono Industrial A Reigosa, Parcela 19, 36827 Ponte Caldelas, PO

The Corporate Communications Committee is made up of the following people:

- **Responsible for Human Resources:** The person in charge will process the information that arrives through the Ethical Channel. Within the committee, he or she will assume the role of Chief Compliance Officer, referred to as such from now on in this document.
- **Chief Financial Officer:** In the event that the Chief Compliance Officer needs advice due to the nature or severity of the complaint presented, he or she must turn to the Chief Financial Officer.
- **Manager:** In the same way, the Manager must be communicated if the gravity or nature of the information so requires.

If deemed necessary due to the nature of the complaint, after its initial analysis the Committee may designate a deputy manager to carry out its processing (see point 6.5).

Complaints may be transmitted through the Ethical Channel or, in the event that it can be thought that one of the members could be involved, to any of the other members of the committee independently.



A person in a grey t-shirt is seen from behind, standing in a warehouse or library setting. They are surrounded by tall stacks of books and cardboard boxes. The background shows industrial shelving and bright overhead lights.

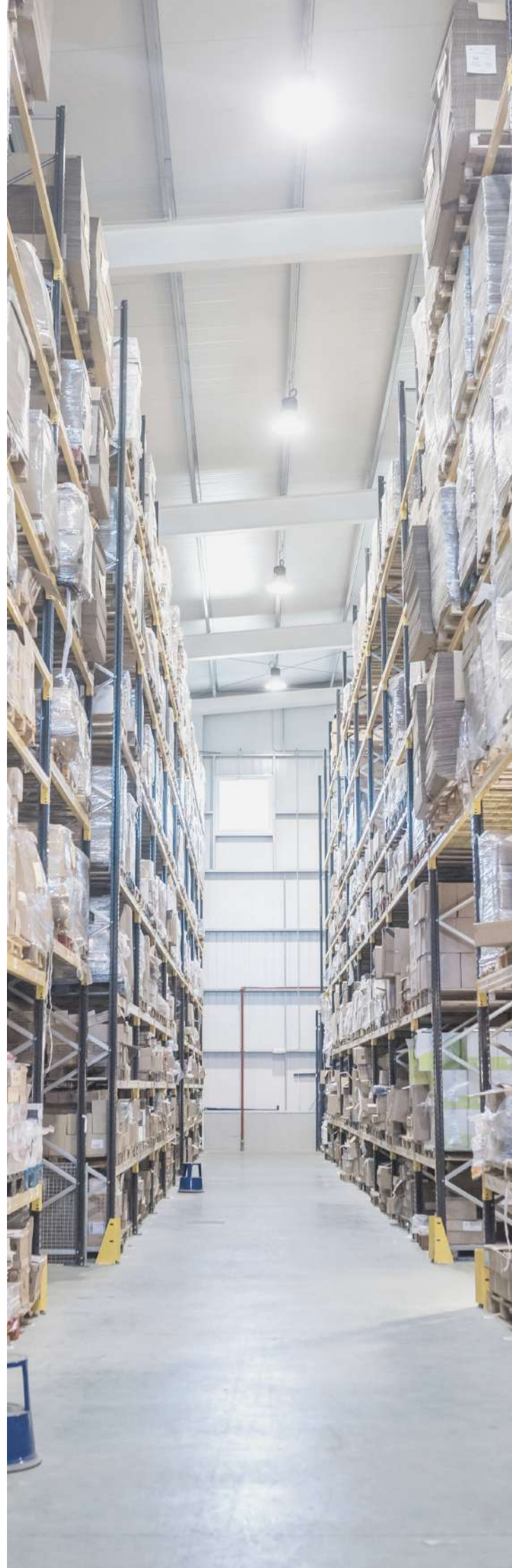
4. REGULATORY PRINCIPLES OF THE ETHICAL CHANNEL

Arnoia's Ethical Channel is regulated based on the following principles:

- The members of the organization, as well as other interested parties of it, who have rational and reasonable indications of having committed an irregularity or some act contrary to the law, or to the standards of behavior of the Code of Ethics and other applicable internal regulations that the organization adopted voluntarily, must notify any of the members of the Corporate Communications Committee through the Ethical Channel. In the case of people who maintain a working relationship with the organization, commercial relationship or development of a service, making this type of communication is considered an essential part of good faith in contractual compliance.
- Communications through this channel may be made anonymously or by identifying oneself. In the second case, the identity of the person who reports a breach, doubt, suggestion or any other type of communication through the Ethical Channel will be treated as confidential information. For this reason, it will not be revealed to those who may be immersed in a verification process. The data of the people who carry out the communication may only be disclosed to the administrative or judicial authorities, insofar as they require it as a consequence of the procedure derived from the object of the communication, as well as to the people involved in any subsequent investigation or judicial procedure initiated by and as a consequence thereof. The transfer of the data will be done in accordance with the provisions of the legislation on protection of personal data.
- Arnoia requests this collaboration for the benefit of a better functioning of its services, for which it appreciates and encourages its use.

Only in the event that, as a result of the investigation, it is found that the complaint has been filed in bad faith, will appropriate measures be taken accordingly.

- It will be understood as a complaint in bad faith:
 - The one which is not based on facts or indications from which an anomalous fact or irregular behavior can reasonably be deduced.
 - The formulated even when the author is aware of the falsity of the facts and/or voluntarily misrepresents them.
 - The one formulated with the intention of revenge, harassment or defamation, or when the complaint only seeks personal or professional damage towards the affected person or the organization.



A person is walking away from the camera down a long, brightly lit aisle in a warehouse or large store. The aisle is flanked by high, blue metal shelving units that are mostly empty, with some boxes and items visible on the lower shelves. The floor is a smooth, light-colored material. The person is wearing a dark top and dark pants, and is carrying a bag. The perspective is from behind the person, looking down the length of the aisle.

5. GUARANTEES OF THE COMPLAINANT IN GOOD FAITH

The report in good faith, whether made by people outside or linked to the organization, may not give rise to any negative consequence on the part of the company, being a conduct that the organization promotes and appreciates, in benefit of the better performance of its activity business.

If the complainant in good faith suffers any type of detrimental decision, he or she will inform the Corporate Communications Committee, who will promote its immediate cancellation, giving an account of it in its report to the management of the company.

6. PROCESSING OF THE COMMUNICATIONS

The processing of communications made through the Ethical Channel will be carried out by following these steps in the order in which they are presented below:

1. **Competence:** The processing of the communications presented through the Ethical Channel corresponds initially to the Chief Compliance Officer, who, under his or her responsibility, may delegate the instruction to qualified people, by means of a specific appointment for this (deputy responsible).

This processing includes:

- Reception of communication.
- Initial examination of its content.
- Assignment of a reference and information to the sender.
- Instruction or verification of the facts.
- Resolution and action proposal.
- Basic registration and preparation of operation reports.

The delegation to process the complaint may be made to other people on the Corporate Communication Committee if its nature or severity requires it.

2. **Reception:** All the information received in the different means of access to the channel reflected in section 3 of this document will be attended. All employees have the right to bring to the attention of the Corporate Communications Committee any information or indication that a breach may have been or may be committed. Once the communication is received, the Chief Compliance Officer will act according to its content:

- If the content of the communication is a query, the person in charge will respond as soon as possible to all the points raised by the same means by which the query was communicated.
- If the content of the communication leads to the possibility that a member of the organization has committed or may carry out a breach, said communication will receive the complaint treatment and will be registered in the complaint management system in order to proceed with its evaluation.
- If it is a communication that affects a performance of business partners, it will be verified, in collaboration with the area that maintains dialogue with said partner.
- In the case of communications that reveal a malfunction of any department or area of the organization, or a breach of commitments with customers, the appropriate solution will be sought through the channels established for this.

3. **Complaints:** Complaints must contain for processing:

- The facts or behaviors affected, and their impact on the organization, the complainant, colleagues, business partners or third parties.
- The elements of accreditation or proof that are available (documents, witnesses, etc.), which may be accompanied or referred to, to expedite the management.

If the identification of the complainant is included, the formal procedure described in this document can be undertaken. If it is anonymous, the non-formal procedure referred to in point 7 of this document will be undertaken.

4. **Complaints management system:** The complaints management system is the tool that the Chief Compliance Officer will use to order and document the development of their tasks. When the Chief Compliance Officer receives a complaint through the enabled channels, he must register it with a unique reference number so that it is easily locatable, filling in a standardized registration format.

This channel has the technical and organizational security measures necessary to guarantee the level of confidentiality established in Organic Law 3/2018, of December 5, on the Protection of Personal Data and Guarantee of Digital Rights and in EU Regulation 2016/679 of the European Parliament and of the Council of April 27, 2016 regarding the protection of natural persons (hereinafter, RGPD). Said law reflects that the information that contains sensitive personal data will be treated with the appropriate security measures in order to guarantee a level of security appropriate to the risk on the rights and freedoms of the people.

The Chief Compliance Officer will keep an updated list of people with the ability to access the information contained in the Complaints box, stating the actions they can take. Access to the data contained in the complaint channel processing documents will be limited exclusively to the personnel who carry out the functions of compliance, internal audit of the organization and, in due course, the external audit.

5. Initial analysis: Any communication that refers to a possible breach (that is, a complaint) will be managed by the Chief Compliance Officer in the terms described in this procedure. In order to guarantee maximum reliability and enhance the effectiveness of the Chief Compliance Officer, these reports may be filed through the different channels available, mentioned above. Once the communication has been received, it will proceed to its preliminary analysis. No complaint will be processed in which, notoriously, the action that is the subject of the complaint does not constitute conduct that may involve the commission of an irregularity or an act contrary to the law or the rules of behavior included in the Code of Ethics.

Likewise, within the first analysis, the convenience of forwarding to other instances of the organization information that is not the subject of this channel or that has a different and specific procedure will be assessed. It will also be decided whether to add the instruction to other similar procedures already in progress. The initial analysis will be carried out as soon as possible.

The Chief Compliance Officer will document the reasons for admitting for processing or for filing a communication regarding a possible breach, through a file, which may contain, depending on the case, the following points:

- Descriptive information of the complaint, with expression of its unique reference number and its date of receipt.

- Assessment of the content of the complaint.
- Analysis of the information and documentation sent with the complaint.
- Exceptional measures adopted prior to the decision on whether or not to admit the complaint, in the event that the Chief of Corporate Communications has considered them necessary or convenient for urgent reasons.
- In the event that the complaint is derived from the response to a previous query, the content of the query and the response provided may be included.
- Decision on the admission to processing of the complaint, stating, if deemed appropriate, the actions to be followed.
- Appointment of a deputy manager, if it is deemed convenient to delegate this function, by the Chief of Corporate Communications. Said delegation must be communicated and approved by the rest of the members of the committee, and will be effective exclusively during the treatment of a single complaint. This will be recorded in the final report with the resolution of the complaint in case a review of it should be carried out at any later time. The deputy manager will keep in contact with the Chief Compliance Officer during the processing of the complaint to inform him of their progress.

6. Acknowledgment of receipt and information to the complainant: Once the preliminary analysis of the complaint has been carried out, if the complainant is correctly identified in it, the Chief Compliance Officer will proceed to acknowledge receipt, with information in any of these senses:

- If the complaint is considered irrelevant, inadmissible or not related to the purposes of this procedure, an informative notification will be sent to the complainant.
- When the complaint is considered pertinent, but its content is insufficient, incomplete, or does not provide the necessary detail so that the investigation of the file can be initiated, then a notification will be sent informing the complainant of the acceptance of the communication and requesting the information additional required.
- When the complaint is pertinent, and the information or documentation provided is sufficient for the initiation of the corresponding investigation of the file, then a notification will be sent informing the complainant about the beginning of its management.

The data of the person making the communication and of the members of the organization and third parties must be kept only for the time essential for the investigation of the reported facts. In the event that personal data are incorporated into a management file, special care will be taken in making communications regarding the processing of personal data, of the accused or third parties that are cited in the complaint or included in the instruction, within the maximum period established in this regard by Spanish regulations on the protection of personal data. The Chief Compliance Officer or the deputy responsible designated by him/her, must disclose to the accused the content of the complaint that affects him/her, giving the opportunity to expose and prove his/her position regarding its content.

However, when there is a significant risk that such communication would jeopardize the effective investigation of the facts that are the subject of the complaint or the collection and analysis of the necessary evidence, the deputy responsible will analyze the reasons for said situation and communicate said analysis to another member of the Corporate Communications Committee for approval or denial.

Similarly, Arnoia must guarantee at all times the confidentiality of the complainant and the absence of retaliation for reports made in good faith. For this reason, the identity of the complainant or those circumstances that make him identifiable vis-à-vis the accused will be excluded from the information provided to the accused in the exercise of his right of access.

7. Instruction: The instruction will be developed by the Chief Compliance Officer or the person or people designated by him to do so, depending on the type of complaint and the necessary checks. During the course of the instruction, the following actions may be carried out:

- Request for clarification/additional information: In the cases that are required, it will require the person who made the communication to clarify or complement it, providing the documents and/or data that may be available to prove the existence of the action or conduct irregular.
- Verification of the veracity and accuracy of the communication in relation to the behavior described, respecting the rights of those affected. All members of the organization will be able to cooperate loyally during the verification process.

The interventions of witnesses and affected parties will be strictly confidential. Notes or reports may be requested from affected departments or areas.

- Interview with the accused: Respecting his or her rights, the accused will be informed of the content of the communication so that you can present your version of what happened and can provide the means of proof that you have. Likewise, private interviews will be held with all the people who may be involved. Taking into account the nature of the facts investigated, the interviews may be carried out with the presence of a witness (hierarchical superior, teammate or another person deemed appropriate). In this case, the witness must sign the minutes of the meetings.
- Expert reports from internal or external professionals.
- Access to documents related to the denounced event, including corporate emails of the denounced, in accordance with the rules established for it.
- Other actions that are deemed necessary during the processing.

Of all the training sessions and the interviews carried out during the training, the Chief Compliance Officer or, where appropriate, the deputy head, must leave a written record. In the case of formal meetings, at the end of each meeting, a summary note will be signed with the agreement, if possible, of all those present.

8. Final report and resolution: In the cases in which the communication or complaint has been resolved with a specific procedure, it will be recorded in the file mentioned in the previous section. However, when the procedure has led to an investigation process,

which has concluded, the Chief Compliance Officer will write a note or conclusion report. If a deputy manager has intervened, he or she will present a report with a proposed resolution, which will have to be decided by the Chief Compliance Officer. The resolution writing must contain, as a minimum, the following points:

- Description of the reported case. Actions taken during the investigation of the file, as well as any relevant documentation analyzed and that may suppose evidence to support the conclusions
- Results obtained in the investigation.
- Assessment or qualification of the proven facts.
- Proposal, where appropriate, of corrective measures, aimed at whoever has the capacity to decide and execute on them.

The procedure must be completed in the shortest possible time, not exceeding that established by law on data protection, unless the nature of the subject under investigation so requires. The Chief Compliance Officer will communicate in writing the completion of the instruction to the complainant and the accused, and their assessment, indicating whether or not there has been a breach of the regulations applicable to Arnoia.

9. Complaints that affect possible criminal liability: When the content of the complaint or its instruction reveals the possible existence of relevant criminal responsibilities that may affect the organization, the Chief Compliance Officer shall immediately inform the directors of the of the company. They will be responsible for making the pertinent decisions regarding the complaint, once the report has been received.

10. **Effects of the resolution:** If the resolution concludes that a member of the organization has committed a breach, the appropriate actions will be applied.

If the involvement is from a business partner provider of goods, services and/or supplies, the Chief Compliance Officer will transfer the resolution to the department or area that has made the contract, or that is responsible for the fulfillment of its commitments, so that they can act in consequence.

Regardless of the previous measures, if the verified actions are related to an administrative or judicial action, whether or not the organization is part of it, the legal advisory department and the competent authorities will be informed immediately.

11. **Concurrence with judicial or administrative actions:** If at any time during the process there is knowledge of the existence of actions in the judicial or administrative field for the same events, the Chief Compliance Officer may agree to suspend the action of the Ethical Channel and resume it if there were relevant aspects not decided in those.

12. **Registry and report:** In any case, of the communications received, their qualification and their resolution, a register will be created without personal data, to undertake the corresponding studies and reports, and promote the correction of the situations in which it proceeds. Of the communications received, their management and, where appropriate, resolution, the Chief Compliance Officer will report to the Corporate Communications Commission.

7. NON-FORMAL PROCESSING

In the event that the communication is anonymous, the Chief Compliance Officer or the person delegated by him, taking into account the data he provides, and due to due diligence, will undertake a verification of the facts and formulate his conclusion and/or proposals of action on it.

This verification will not be subject to the procedures established in point 6 of this document, but will be adjusted to the nature of the facts studied, respecting in any case the guarantees that correspond to the people it may affect.





8. PERSONAL DATA PROTECTION

The personal data contained in the communications sent to the Ethical Channel will be reviewed to ensure compliance with the Data Protection Law to which this channel is accepted. In the event that the promotion of a commercial management or service arranged with the company is requested, the data will be transferred to the area or department that must give the resolution requested by the communicator.

Arnoia undertakes to treat personal data confidentially at all times and in accordance with the purposes set forth in this procedure, adopting the technical and organizational measures necessary to guarantee the security of the data and avoid its alteration, loss, treatment or Unauthorized access; all in compliance with the provisions of the legislation on protection of personal data applicable at all times. The legends required by law will be used in the forms to clearly inform the interested parties of the purposes, use and treatment of the personal data collected.

The people who make a communication through the Ethical Channel must guarantee that the personal data provided is true, exact, complete and updated. In any case, the data that is the object of treatment in the framework of the investigations will be canceled in accordance with the law, unless administrative or judicial procedures are derived from the measures adopted. Likewise, the aforementioned data will be duly blocked during the periods in which the complaints presented or the actions carried out could lead to responsibilities.

Users of the Ethical Channel may at any time exercise their rights of access, rectification, deletion, limitation and opposition by written communication addressed to the channels established in point 3. This can only be carried out by verifying the authorship of the complaint. Likewise, those people affected by the communications made to this channel may also exercise their rights.



9. MANAGEMENT AND UPDATING OF THE ETHICAL CHANNEL

The receipt of communications from the Ethical Channel and their processing will be the responsibility of the Chief Compliance Officer:

- The management and maintenance of the file of the cases received and the files generated (documentation and reports derived from the treatment).
- The review and control of the operation of the Ethical Channel.
- The preparation of an annual report on the management of the Ethical Channel.
- The incorporation of the modifications that are approved in the Ethical Channel.



10. COMMITMENTS OF THE COMPLIANCE FUNCTION

The Chief Compliance Officer, as well as the people who have acted by appointment, and any person who intervenes in the management and processing phases of the Ethical Channel or in the processing of communications, must act with respect to what is established in the Statute of the Corporate Communications Function: carrying out the work with the utmost diligence and confidentiality, refraining from revealing information, data or antecedents to which they have access in the exercise of their task, as well as using them for their own benefit or that of third parties.

The Chief Compliance Officer and any person who collaborates in the Ethical Channel management procedure must refrain from acting if, by the people affected by the communication, or the matter in question, a conflict of interest arises, communicating to the Committee of Corporate Communications and assigning the processing to a qualified person in which said situation does not occur.

A close-up photograph of a person's hands in a pinstriped business suit. The person is holding a white stylus and writing on a tablet. The lighting is dramatic, with strong shadows and highlights. The background is blurred.

11. COMPLIANCE STATEMENT

Since compliance with ethical norms and standards compromises the entire organization and constitutes a strategic objective for it, it is expected that all personnel know and respect the content of this procedure. In the same way, the business partners with whom Arnoia maintains relationships are expected to develop behaviors aligned with it. Arnoia will evaluate all possible breaches of the provisions of this procedure, within the parameters established in current legislation.



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