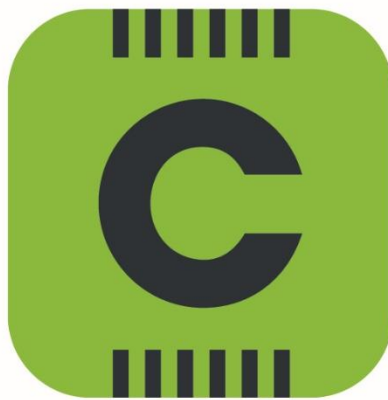


# Codere Online

## Whistleblower Channel Policy

March 2022



Approved by Codere Online Luxembourg, S.A.'s Board of Directors

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## 1. PURPOSE

This Whistleblower Channel Policy (the "**Policy**") lays down the guidelines for the internal whistleblower channel (the "**Whistleblower Channel**") in accordance with the Code of Ethics and Integrity (the "**Code**"), the policies, manuals and procedures issued in this respect, and the authority granted by the Board of Directors of Codere Online Luxembourg, S.A. ("**Codere Online**") derived from the operating regulations of Codere Online's Compliance Committee (the "**Compliance Committee**").

The Codere Online Group comprises Codere Online and all subsidiaries over which it has or may have direct or indirect control ("**Codere Online Group**").

This Policy sets out the following specific requirements:

1. it allows complaints to be made in writing or electronically, and also in person if the complainant so wishes;
2. receipt of the complaint is acknowledged within 7 days;
3. it allows the ad hoc appointment by the Compliance Committee of a person responsible for the investigation, who will process the complaints and maintain contact with the complainant and, if necessary, will be responsible for requesting additional information and responding thereto;
4. a thorough examination of all complaints (including anonymous complaints); and
5. establishment of a general deadline of 3 months to reply to the complainant on the processing of the complaint, commencing from the acknowledgement of receipt.

The purpose of this Policy is to inform Codere Online Group's employees, officers directors and third parties of their duty to use the Whistleblower Channel and provide guidance on how to use it in the event that a person becomes aware of possible breaches of the Code, other Codere Online's policies and procedures or applicable internal rules or regulations.

The employees, officers, directors and third parties of Codere Online Group have a duty to report any infraction of which they become aware immediately, once they have reasonable grounds to believe that the information they report is true and contains potential irregularities.

As an overarching principle, retaliation for filing a complaint is strictly prohibited in Codere Online Group.

## **2. TO WHOM DOES THE POLICY APPLY?**

This Policy is applicable to and mandatory for all professionals of Codere Online Group (directors, officers including Codere Online's chief executive officer, chief financial officer, chief accounting officer or controller, or persons performing similar functions), managers and collaborators in general), regardless of their hierarchical level and their geographical or functional location, as well as for all those who wish to start a working or business relationship with Codere Online Group such as at the level of example suppliers, affiliates, candidates, etc.

Individuals who become employees of Codere Online Group in the future will accept the full content of this Policy, which will be attached to their employment contracts and published on Codere Online's intranet and website ([www.codereonline.com](http://www.codereonline.com)) for consultation.

This Policy will be communicated and disseminated among the professionals of Codere Online Group and will be disclosed externally to business partners, suppliers and other third parties related to the group, as determined.

The Compliance Committee is responsible for all the activities included in this Policy, including monitoring, updating and improving it.

## **3. WHAT CAN AND SHOULD BE REPORTED?**

This Policy encourages the reporting of any concerns that the complainant may have regarding possible breaches of the Code and other Codere Online's policies and procedures, as well as the raising of any questions concerning their interpretation or situations that are not envisaged therein. This includes information on infractions in a broad sense, i.e. reasonable suspicions, actual or potential breaches that have occurred or are likely to occur, etc.

This includes potential reports on the following subjects, among others:

- reporting an event that may constitute non-compliance with policies concerning the prevention of money laundering and terrorist financing;
- preventing bribery and corruption;
- working in a safe and healthy environment;
- avoiding conflicts of interest in any actions related to professional performance;
- preventing discrimination, as well as sexual and non-sexual harassment;
- preventing internal fraud;
- protecting fair competition and international trade rules;

- responsible use of company assets;
- safeguarding fiscal integrity, business integrity and the integrity of financial records;
- creating an inclusive and respectful workplace;
- safeguarding Codere Online's information, the disclosure of which could affect the interests of Codere Online Group or the legitimate rights of third parties;
- protecting Codere Online from cyber-attacks;
- protecting human rights; and
- complying with international and local laws and customs, limiting relations with public administrations to professional matters.

No person, regardless of his or her level or position, is authorised to request that a professional commit an illegal act or contravene the provisions of the Code. In turn, no professional may justify improper, illegal or contravening conduct with regard to the Code on the basis of an order from a superior.

#### 4. HOW CAN I SUBMIT A COMPLAINT?

If there are reasonable indications that an irregularity or an act against the legality or the rules of action of the Code and its related policies, procedures and manuals has been committed, the complainant may inform through the following channels:

-Through the anonymous reporting tool managed by a third party service provider (BeCompliance) which can be accessed online through the secure website: <https://codereonline.ethicalchannel.app/> ("the **Online Channel**"). This tool will be published on the Codere Online intranet and website (<http://www.codereonline.com>).

-Through the corporate email address: [ethicalchannel.online@codere.com](mailto:ethicalchannel.online@codere.com) ("the **Email Address**").

-Through direct reporting to the local Compliance Officer ("**Local Compliance Officer**" or "**Local Compliance Officer**") and to Codere Online's Chief Compliance Officer ("**Chief Compliance Officer**" or "**Director of Compliance**").

-Through the following postal address: Alcobendas, Avda. de Bruselas, 26, 28108 Alcobendas (Madrid).

Professionals and third parties that enter into a business relationship with Codere Online Group also have access to the above Whistleblowing Address for the purpose reporting any of the situations described above.

A person who submits a report may do so by identifying themselves or, if they deem it more convenient, anonymously. Codere Online Group will not tolerate any form of direct or indirect retaliation against professionals or third parties who have truthfully reported an anomalous action.

Without prejudice to the Policy, Codere Online Group's policy is that it will not tolerate any form of retaliation against any person who, in good faith, reports any potential noncompliance with the Code and/or the legal rules in force and/or the procedures or regulations issued in this regard.

The Code will be strictly enforced and violations will be dealt with immediately. If it is determined that an employee, director or officer of Codere Online Group has carried out activities which contravene the provisions of any law, rule or regulation, internal policies and procedures or the Code, disciplinary measures will be applied in accordance with the provisions of the applicable labour legislation, without prejudice to any internal procedure or sanctioning policy which could be approved in the Codere Online Group. Violations of the Code that involve illegal behaviour will be reported to the appropriate authorities.

## **5. WHEN SHOULD A COMPLAINT BE MADE?**

The employees, officers, directors and third parties of Codere Online Group have a duty to report any infraction of which they become aware immediately, once they have reasonable grounds to believe that the information they report is true and contains potential irregularities.

Complaints must always be made in good faith.

## **6. HOW DOES THE CHANNEL OPERATE?**

### **a. Receipt of communications**

Regardless of the channel chosen to make the communication, the reports will be transcribed information to the Online Channel.

Strict confidentiality will be maintained regarding the identification of the informant, as well as the data provided in the same at the time of receipt.

Reports will be received by (i) Codere Online's Chief Compliance Officer, (ii) a member of Codere Online's Compliance Committee (namely, the General Counsel), and (iii) authorized personnel of the Compliance department.

### **b. Steps following the submission of a complaint**

The Compliance Committee is responsible for investigating any matter that comes to its attention that may indicate a breach of Codere Online's internal or external regulations, as well as conduct that may imply the commission of any irregularity or unlawful act by Codere Online Group professionals in the performance of their work or by third parties who contract or deal with the Codere Online Group in the framework of such dealings. These investigations and their follow-up will be carried out by the team of internal

employees and external service providers that ensure the adequate operation of this Policy led by Codere Online's Chief Compliance Officer.

Any complaint indicating a possible breach of the Code or any other Codere Online policies and procedures will lead to the opening of an investigation in accordance with Codere Online's Complaints Management and Internal Investigation Procedure (the "**Complaints Procedure**").

The Compliance Committee will regularly analyse the complaints received and, if appropriate, will take the requisite action based on the specific circumstances of each complaint. Codere Online will provide information to the complainant about the complaint and, to the extent possible, the outcome of the evaluation of the issue. In some cases, there may be limitations on the updates that can be provided on the complaint, in accordance with the Complaint Management and Investigation Procedure. In any event, the immediate superior, Local Compliance Officer and/or Codere Online's Chief Compliance Officer must be informed immediately in order to deal with the matter as efficiently as possible in accordance with applicable regulations and with the Complaints Procedure.

#### **c. Information to be provided when making a complaint**

The information to be reported should be as complete and truthful as possible. All information known to the complainant in relation to the possible infringements should be shared in detail, including any evidence or documents that will enable the case to be dealt with as swiftly and efficiently as possible.

The confidentiality of complaints received will be guaranteed at all times and anonymous communications will also be dealt with. In the event that a complaint is not anonymous, the identification of the complainant can not, under any circumstances, be provided to the person against whom the complaint is addressed.

It will be essential for the complainant to provide minimal evidence of the alleged fact(s), which will allow the information received to be analysed and to rule out any possibility of a false allegation.

#### **d. Identification when submitting the complaint: anonymity**

A person who reports a potential breach of any law, rule or regulation, internal policies and procedures or the Code, may do so by identifying themselves or, if they deem it more convenient, anonymously. Codere Online will not tolerate any form of direct or indirect retaliation against professionals who have truthfully reported an anomalous action.

However, Codere Online encourages complainants to identify themselves by providing their name, position or relationship with Codere Online Group and contact details. This allows staff dealing with the complaint to be able to contact the complainant for follow-up purposes, if necessary. Codere Online considers that this is the best way to demonstrate its non-retaliation policy in the event of a complaint.

In this respect, we must bear in mind that when a (non-anonymous) complaint is submitted, Codere Online ensures that the provisions contained in this document will be conducted in a secure manner guaranteeing confidentiality with respect to the complainant's identity and other related information.

The Online Channel and Email Address allows and guarantees the confidentiality of communications, even anonymous ones, regarding the commission of irregularities or acts contrary to the law, rules or regulations, internal policies and procedures or the Code.

The existence and details of them will be communicated to the professionals, partners, clients and suppliers of Codere Online Group in all the territorial areas in which it operates.

#### **e. Fair and responsible treatment of complaints**

The Compliance Committee will ensure that complainants' rights are respected and that the rights of the employees named in the complaints are also protected in accordance with this Policy.

Once a complaint has been received, the Codere's Online Chief Compliance Officer will determine whether or not to process it within a maximum of 7 days from the receipt of the complaint. To this end, prior to the decision to accept or dismiss the complaint, Codere's Online Chief Compliance Officer may request the information required for its initial assessment. It may also ask the complainant for additional information to that contained in the complaint.

Codere's Online Chief Compliance Officer will not admit complaints in which:

1. the reported action is manifestly unfounded or implausible;
2. it is outside its sphere of competence;
3. the events reported were already fully investigated and resolved by the him/her, the Compliance Committee; or by the Local Compliance Officer, and
4. the minimum components required to analyse the admissibility of the complaint are not included, and the complainant cannot be contacted for further information.



The principle of proportionality must be respected so that the complaints only refer to cases in which the facts or actions are actually involved in the relationship between Codere Online and the reported person, having specified the actions that must be reported and specifying the rules to which the complaints may refer in the law, rules and regulations, internal policies or procedures or the Code. In the event that any notification or information is received on other matters that do not fall within its sphere of competence, they will be forwarded to the appropriate body.

The processing of complaints requires the classification by Codere's Online Chief Compliance Officer for internal use of the content of the complaint, which will enable the treatment to be adjusted to the content of the complaint. This classification of complaints is set out in Investigation and Complaint Management Procedure.

## **7. DATA PROTECTION AND RETENTION**

In accordance with article 24 of Organic Law 3/2018, of 5 December, on the Protection of Personal Data and Guarantee of Digital Rights ("**LOPDGDD**", for its acronym in Spanish), the processing of personal data necessary to guarantee the protection of individuals who report regulatory infringements shall be lawful.

The processing of personal data of the reporting person, the person concerned and other affected persons, which are obtained and/or generated as a result of the operation of the Whistleblower Channel, shall be governed by the provisions of Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 ("**GDPR**"), the LOPDGDD and Law 2/2023 of 20 February, regulating the protection of persons who report regulatory infringements and the fight against corruption.

In this regard, Codere Online provides the following information to all interested parties:

### **a. Data controller**

The data provided through the Whistleblower Channel form and the data obtained during the investigation will be processed by Servicios de Juego Online, S.A. (hereinafter "**Codere Online**"), with Tax Identification Number A-88102009 and corporate address at Avenida de Bruselas 26, 28108, Alcobendas, Madrid.

You can contact our Data Protection Officer at any time at the following email address: [dpo@codereonline.com](mailto:dpo@codereonline.com).

### **b. Purposes of the processing of personal data**

## **Purpose N°1: Whistleblower Channel management**

- **Data processed for this purpose:** It is possible to report any infringements anonymously, but if personal data is reported, it will include the following categories: identification and contact data, as well as other categories which, due to the information reported, may be communicated to Codere Online (e.g. employment/academic, economic/financial, family, social circumstances and/or special category data - depending on the situation notified to Codere Online and when there are reasons of substantial public interest).
- **Description of the purpose:** To investigate and resolve any indications and/or complaints received regarding infringements that are allegedly unlawful or contrary to Codere Online's corporate, governance and ethical standards, as well as to take appropriate disciplinary action and/or to promote any legal proceedings that may arise from them. In the context of this purpose, any categories of interested parties related to the activity and business processes of Codere Online in respect of which the communication addressed to the Whistleblower Channel is derived (e.g. employees, external staff, suppliers or customers) may be involved.

In the event that the communication is made verbally, it will be subject to **(i)** recording or **(ii)** complete and accurate transcription, for subsequent ratification by the interested party.

- **Legal basis:** The processing of your personal data is necessary to comply with a legal obligation, as it is mandatory for Codere Online to have an internal information system. In this sense, it has as its legitimate basis article 6.1.c) of the GDPR, by virtue of Law 2/2023, of 20 February, regulating the protection of persons who report regulatory infringements and the fight against corruption.

In case of verbal communications, the recording and/or transcription of the conversation is also covered by the fulfilment of a legal obligation, in accordance with article 7 of Law 2/2023.

## **Purpose N°2: Public disclosure management**

- **Data processed for this purpose:** Identification and contact data.
- **Description of the purpose:** Grant protection to persons who make a public disclosure of acts or omissions for the incidents set out in Article 2 of Law 2/2023 of 20 February on the protection of persons who report regulatory infringements and the fight against corruption.
- **Legal basis:** The processing of your personal data in case of public disclosure shall be presumed to be necessary for the performance of a task carried out in the public interest, as long as the following conditions are met: **(i)** the

communication has been made through internal and external channels or directly through external channels, without appropriate action having been taken within the prescribed time limit, (ii) there are reasons to believe that either the infringement may constitute an imminent or manifest danger to the public interest, in particular where there is an emergency situation, or there is a risk of irreversible damage, including a danger to the physical integrity of a person; or, in case of communication through an external channel of information, there is a risk of retaliation or there is little likelihood that the information will be dealt with effectively due to the particular circumstances of the case, such as concealment or destruction of evidence, collusion of an authority with the perpetrator of the offence, or that the authority is involved in the offence.

In this regard, this purpose has a legitimate basis in Article 6.1.e) of the GDPR and under Article 30 of Law 2/2023 of 20 February, regulating the protection of persons who report regulatory infringements and the fight against corruption.

#### **c. Channels for the submission of communications/complaints**

The Codere Online Whistleblower Channel will accept the submission of communications or complaints by implementing the appropriate security measures to ensure the protection of personal data, the confidentiality of the reporting person and access only by authorised persons. In addition to the possibility of sending the complaint or communication through the Whistleblower Channel enabled on [www.codereonline.com](http://www.codereonline.com), the reporting person may use the following channels:

- Verbal channel: Verbal reporting will be allowed by telephone or voice messaging system. This communication shall be made to one of the following persons: the hierarchical superior, the Local Compliance Officer and the Chief Compliance Officer of Codere Online.

Where appropriate, the reporting person will be advised that the communication will be documented in a full recording or verbatim transcript and will be informed of the processing of his/her/their data in accordance with the GDPR.

- Postal mail: The reporting person may inform through the postal address Avenida de Bruselas 26, 28108 Alcobendas, Madrid.
- Electronic channel: The reporting person may inform through the following email address [ethicalchannel.online@codere.com](mailto:ethicalchannel.online@codere.com).

#### **d. Data retention period**

- **Processing of personal data in the Whistleblower Channel itself:**

Personal data included in the communications sent to the Whistleblower Channel will be processed for the time necessary to take a decision on the initiation of an investigation into the facts reported. In any case, they will be deleted from said system within a period not exceeding three (3) months from the incorporation of such data therein. This is without prejudice to the storage, in an anonymised form, of the communications, for the sole purpose of evidencing the operation of the Whistleblower Channel.

Information that is not truthful shall be deleted as soon as this is known, unless the lack of truthfulness constitutes a criminal offence, in which case it shall be kept for the time necessary for the legal proceedings to be instigated.

Information received that contains data considered to be special category data, according to Article 9 of the GDPR will be deleted immediately without being recorded and processed, unless the processing is carried out for reasons of substantial public interest, pursuant to Article 9.2.g) of the GDPR.

The obligation to block personal data does not apply, in accordance with article 32 of the LOPDGDD.

#### **- Data processing after initiation of an investigation**

Without prejudice to the conditions governing the processing of data in the context of the Whistleblower Channel itself, depending on the facts reported, investigation and/or communication and collaboration with competent authorities may be initiated for the prosecution of the activity committed, in which case the data will be processed until the purpose pursued in each case (the investigation itself, defence of interests in the course of a procedure and/or compliance with the applicable legal obligations) is achieved.

Subsequently, personal data may be kept in compliance with the blocking obligation established in article 32 of the LOPDGDD, for the periods of limitation of the liability that may arise in each case from the activity carried out.

#### **e. Data communication**

The communication of your personal data to third parties responsible for the processing is not foreseen, without prejudice to those communications that may be necessary depending on the specific offence being investigated and/or compliance with legal obligations applicable to Codere Online. For example **(i)** communications to National Security Forces, to Public Administrations within the scope of the powers attributed to them, or to Judges and Courts or **(ii)** to the Codere Online Group company that collaborates in the coordination and performance of the Codere Online Whistleblower Channel, in accordance with the conditions governing the management of information systems for company groups in accordance with article 11 of Law 2/2023.

In this sense, Codere Online companies are all those entities related by sharing Codere Online Luxembourg, S.A. as parent company for the purposes of article

42 of the Spanish Commercial Code and, specifically, the companies that appear in the report of the last consolidated annual accounts of Codere Online Luxembourg, S.A.

You can request further information about Codere Online companies by writing to [dataprotection@codereonline.com](mailto:dataprotection@codereonline.com).

When Codere Online has knowledge of the identity of the reporting person, it may be disclosed to the judicial authority, the Public Prosecutor's Office or the competent authority within the framework of the criminal, disciplinary or sanctioning investigation that may arise from the complaint.

#### **f. International transfers**

Any international transfers that may occur (usually limited to the investigation phase that may arise following the entry of the communication in the Whistleblower Channel, and not as an essential part of the management of the system itself) will be carried out in accordance with Chapter V of the GDPR. In such cases, Codere Online will ensure the security of such transfers by means of one of the following guarantees: **(i)** the destination country is subject to an adequacy decision issued by the European Commission, **(ii)** Standard Contractual Clauses issued by the European Commission, **(iii)** Binding Corporate Rules, **(iv)** authorisation by a data protection authority and/or any others that legitimise, in accordance with the regulations in force, the security of the transfer in accordance with the standards required by the European authorities.

For further information about the international transfers that Codere Online may make in relation to your personal data and the safeguards you can write us through the following email address [dataprotection@codereonline.com](mailto:dataprotection@codereonline.com).

#### **g. Rights management**

You may exercise your rights of access, rectification, object, erasure, restriction of processing and portability by writing to [dataprotection@codereonline.com](mailto:dataprotection@codereonline.com) or by post addressed to Avenida de Bruselas 26, 28108, Alcobendas, Madrid. Without prejudice to a case-by-case analysis, the application of these rights may be subject to restrictions to ensure a balance between the right to data protection and the objective pursued by the Whistleblower Channel.

You also have the right to lodge a complaint with the Supervisory Authority (in Spain, the Spanish Data Protection Agency) or with our Data Protection Officer.

## **8. EFFECTIVENESS AND UPDATING**

This Policy was approved by the Codere Online Audit Committee and Board of Directors on March 30, 2022 and will be applicable as of that date.

However, the organisation undertakes that this Policy will be reviewed regularly to ensure that it remains in line with new legal and regulatory requirements, business opportunities and market developments.

## **9. RELATED PROCEDURES**

- I. Complaints Management and Internal Investigation Procedure