

**Canal Abierto Policy
(Whistleblowing channel)**

PagoNxt Group

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1. INTRODUCTION

1.1. Purpose and context

All PagoNxt Group units will have an internal reporting system, ethics line or whistleblowing channel (called Canal Abierto¹ at PagoNxt Group level). Its purpose will be to detect and act on any conduct that breaches the PagoNxt Code of Conduct or violates our PagoNxt culture and behaviours “Imagine | Care | Simplify”, as well as other internal or external regulation, while fostering an atmosphere in which employees, executives, directors and any third party who interacts with PagoNxt Group may speak up and be truly heard, thereby strengthening PagoNxt Group’s reporting and compliance culture, in alignment with Santander Group’s one. For this purpose, PagoNxt Group actively encourages employees to report any irregularity.

This internal regulation aims to define the global policy and criteria that must govern the establishment and management of the reporting systems that each PagoNxt Group entity makes available to their stakeholders, in order to:

- Align them with the Canal Abierto model defined and promoted globally by the board of directors of Banco Santander, S.A. and by PagoNxt Group’s governing bodies and senior management; and
- Guarantee that the PagoNxt Group’s reporting channels have solid, standardised principles and procedures that allow coherent reporting of information to their respective governing bodies.

This internal regulation contains both the policy on the Canal Abierto (applicable to all PagoNxt Group entities) and the procedure for the use and operation of said channel, (only applicable to those PagoNxt entities which have adhered to Canal Abierto)².

1.2. Definition and scope

Canal Abierto is the mechanism for reporting suspected **work-related conduct** such as:

- Illegal acts in the workplace.
- Irregularities and breaches of PagoNxt Code of Conduct and its implementing regulations that may result in disciplinary action.
- Inappropriate accounting, auditing or internal control practices, or inappropriate influence on external auditors (SOX).
- Infringements of the anti-money laundering and terrorist financing regulations or the internal regulation to ensure their compliance, as well as bribery and corruption.
- Breaches of the securities market regulations.

¹ Canal Abierto is the internal reporting system model set up by PagoNxt Group to cover all available reporting channels, the person responsible for it and its governing principles, which are set forth in this internal regulation.

² Current list of PagoNxt entities adhered to Canal Abierto: PagoNxt S.L., PagoNxt Merchant Solutions, (PNMS) S.L., including its German branch, PNMS India Private Limited, PNMS FZ-LLC, Getnet Europe, Entidad de Pago S.L. Unipersonal, including its German branch, Getnet Merchant Solutions UK Ltd, Getnet Uruguay, New Age Data, PagoNxt Trade Services, S.L. (covering One Trade and Payments Hub, as well as the UK branch), PagoNxt OneTrade España EDE, S.L. PagoFX UK and any other PagoNxt entity that can adhere to the Canal Abierto from time to time.

- Conduct that may constitute an act contrary to the law or other applicable regulation, in particular a serious or very serious criminal or administrative offence or a breach of European Union law³, or other applicable regulation.
- Acts or conduct presumed to breach the corporate behaviours in force at any given time at PagoNxt Group.

Appendix I to this internal regulation contains a list of the types of conduct that may be reported through Canal Abierto and the related definitions.

1.3. Scope of application and ownership

This Internal Regulation is mandatory across all PagoNxt Group. Please refer to the following document “*General and Common Principles of Internal Regulation and how it is implemented in PagoNxt Subsidiaries*” for further details on applicability, adoption, and transposition instructions.

PagoNxt Risk & Compliance function is responsible for the development and the interpretation of this document.

2. CRITERIA

Given that Canal Abierto is a global mechanism within PagoNxt Group, it is structured into the following levels to achieve effective implementation:

- Common standards (Section 2.1):** these are the pillars of the PagoNxt Group's Canal Abierto model. They have been designed taking into account international standards and the best practices adopted by the PagoNxt Group's local units. **All PagoNxt channels must comply with these standards** in order to be considered aligned with the Canal Abierto global model.
- Management criteria (Section 2.2):** these elements have been agreed globally in order to achieve standardised, consistent management of all channels and ensure Canal Abierto fulfils its purpose, not only as a tool for driving corporate culture, but for risk management and identification of the main concerns within PagoNxt Group, so that they can be mitigated and reported to the PagoNxt and Santander Group's senior management, when required as per PagoNxt Internal Governance Model.
- Guarantees for the user (Section 2.3):** these are the guarantees that the Canal Abierto has with respect to the users who access it.

³ Anyone reporting this type of conduct will also be protected by the specific protection rules set forth in Spanish Law 2/2023.

- d) **Local initiatives (Section 2.4):** PagoNxt local units will be able to put in place any initiatives they consider appropriate to encourage use and better management of the channels.

2.1. Common standards

The common standards that must be met by all PagoNxt Group channels are as follows:

- **Tone from the top**

The support and involvement of senior management in the existence and management of Canal Abierto is key to ensuring that it works properly and that employees and other stakeholders trust it.

It is a highly recommended best practice that the local CEO or General Managers sponsors Canal Abierto through internal communications or other forms of communication (videos, for example), highlighting the importance of using it to report irregularities that may be investigated and give rise to improvements in the entity.

The person responsible for managing the internal reporting system (Canal Abierto) of PagoNxt, S.L., will be the chief compliance officer (CCO) as the CCO's duties are carried out independently and autonomously, with the support of the necessary human and material resources in this regard. For each respective PagoNxt entity adhered to Canal Abierto, this role will be assumed by the person responsible for the Compliance function, avoiding always conflicts of interest. This designation will be adopted by each respective board of directors, or governing bodies, and reported to the Independent Reporter Protection Authority ("*Autoridad Independiente de Protección al Informante*"), when required as per Spanish Law 2/2023.

The functions involved in managing Canal Abierto must keep the person responsible of Canal Abierto informed of the result of any investigations conducted and of the main actions they perform in this connection. In any case, the Compliance function will coordinate the management of Canal Abierto.

- **Duty to report any illegal acts or breaches**

All the members of staff, including senior management and members of the governing bodies of the companies comprising PagoNxt Group are obliged to report to the related company any suspected serious or very serious criminal or administrative offence or breach of European Union law, or other applicable regulation, and any suspected unlawful act.

- **Awareness-raising initiatives**

It is important to raise awareness of the existence of the channels among all employees so that they know how important it is to use them to create a positive

working environment. For this purpose, initiatives will be run regularly to raise awareness or provide training so that all employees can see the importance of this channel, its features and how it works.

- **Easy access to the channel**

Canal Abierto must be easily accessible and available on the PagoNxt Internal Regulation portal, local intranets, corporate website, when available, by telephone or using any other electronic device, and it must be easy for any employee or third party to locate.

- **Information for employees on statistics, results and lessons learned from reports received through Canal Abierto**

Employees will be informed, through general communications, about the management and consequences of reports received through Canal Abierto.

The aim of this initiative is to promote the use of the channel by showing that actions are being taken when issues are raised, to provide information on actions taken, and to ensure that the measures and improvements implemented at each unit can be used as an example to prevent similar behaviour in the future.

- **When requested by the reporters, reports made through Canal Abierto will remain anonymous**

Anyone accessing the channel will be entitled to do so anonymously and this anonymity will be guaranteed through the appropriate mechanisms, to the extent permitted by law. All reports will be completely confidential, whether or not they were made anonymously.

- **Possibility of using Canal Abierto to report conduct not aligned with the corporate behaviours**

Respect for our corporate culture and the behaviours and values that represent it is essential. The channel may therefore be used for reporting not only serious or very serious criminal or administrative offences or breaches of European Union law, or other applicable regulation, or most serious irregularities or breaches of the Code of Conduct, but also any work-related conduct that is not aligned with PagoNxt Group's corporate culture, including its corporate behaviours.

- **Management of Canal Abierto by an external provider to ensure the confidentiality and anonymity of reports**

As a best practice, it is considered very useful to have a platform for receiving reports that is managed by an external provider in order to ensure the confidentiality and anonymity of the reports, without prejudice to the other

guarantees in place, mentioned in section 2.3 below.

- **Mechanisms in place to prevent conflicts of interest while reports are being investigated**

One of the guarantees inherent to this channel is the prevention of conflicts of interest during investigations (Section 2.3). It is therefore essential to establish appropriate controls and mechanisms to mitigate these situations.

- **Regular review of Canal Abierto by Internal Audit**

Internal Audit will review the PagoNxt Group’s channels and, as part of its functions, it will regularly assess, according to its risk assessment and the annual audit plan, whether the channels comply with these common standards.

2.2. Management criteria

PagoNxt Group's channels must comply with the following management criteria:

- **Taxonomy of cases that may be reported using Canal Abierto**

Appendix I contains a list of the types of cases and the definitions that are applicable on approving this policy. This taxonomy should be applied by all PagoNxt Group entities for classifying the cases reported using Canal Abierto.

The list of types of cases may be reviewed by PagoNxt Risk & Compliance (Holdco) and modified by a resolution of the management committee. This will be notified across PagoNxt Risk & Compliance teams to ensure that all cases are classified in a standardised manner.

- **Channels enabled for employees and third parties (vendors, customers, etc.)**

Canal Abierto is provided to receive reports made by:

- PagoNxt Group professionals⁴;
- Shareholders;
- Members of the board of directors;
- Interns;
- Group service vendors;
- Customers;
- And any other third party being in the process of acquiring any of the above conditions, or after having lost it, who has been affected by the conduct denounced in that process.

⁴ The reports will refer to known facts within the scope of a professional relationship that is ongoing or has ended (e.g. former employees) or has not yet begun (e.g. candidates in recruitment processes).

- **Processing of cases received by other internal (e.g. Human Resources, Internal Audit and control functions) or external sources**

Canal Abierto receives all reports made by employees or third parties who have personally decided to use this channel for this purpose.

In addition, the Compliance function may send cases to Canal Abierto that have come to its attention through other internal or external sources and that represent a suspected breach of the law or of the Code of Conduct and, in particular, a suspected serious or very serious criminal or administrative offence or breach of European Union law, without the need to seek prior consent from the employee concerned⁵.

Any communications or conversations held between employees and PagoNxt Human Resources staff in relation to work matters or conduct that are not aligned with the corporate behaviours will not be included in Canal Abierto by the Human Resources staff unless expressly requested by the reporter.

Any person receiving a report covered by Canal Abierto who is not responsible for managing the report must refer it immediately to Canal Abierto, while respecting at all times the reporter protection measures set forth in this policy, the data protection provisions and all other applicable regulations.

To this end, training and awareness initiatives will be developed and launched to ensure that the employees know how to act if they receive a report whose management is not their responsibility.

Any breach and, in particular, conduct that may constitute a serious or very serious criminal or administrative offence or breach of European Union law, which becomes known in the media, may be managed through Canal Abierto, provided that it meets the admission acceptance criteria set forth in section 1.2 above.

- **Mechanisms for preventing conflicts of interest**

When managing cases that are received through Canal Abierto, the general principles for managing conflicts of interest will be taken into account: (i) prevent; (ii) disclose; and (iii) abstain from participating in the decision, and act in accordance with the provisions of the PagoNxt Conflicts of Interest Internal Regulation.

If a potential conflict of interest arises in relation to the person (or team) responsible carrying out the investigation, the case must be reassigned to a different person or team.

In exceptional cases, it may be necessary to use an external investigator.

- **Rights of the informant and the person under investigation**

The internal investigation will respect the fundamental rights of the informant and the person under investigation.

⁵ Any breaches identified by Compliance do not need to be subject to the controls performed on a regular basis.

Persons who report through the Canal Abierto will have the right to confidentiality of the facts reported, preserving their identity, and may not be subject to retaliation for the use of the Canal Abierto in good faith.

All information, documentation, evidence, deliberations, etc. relating to the internal investigation shall be confidential. In this regard, only persons specifically designated for this purpose shall participate in internal investigations.

In the event that it is necessary to share documentation generated in the investigation (including the final report) with anyone outside those designated to carry out the investigation, the authorization of those responsible for the Compliance and Human Resources functions must be obtained.

The persons under investigation will be informed of the actions or omissions attributed to them (in the time and form deemed appropriate to ensure the successful outcome of the investigation), will have the right to be heard at any time, and will be given the opportunity to put forward arguments and use any means of defence deemed appropriate.

In all cases, it will be respected the presumption of innocence, to the honor and access to the file of the persons investigated. Access to the file shall be understood as the right to know the facts attributed to them without revealing information that could identify the reporting person without compromising the outcome of the investigation.

This duty to inform the person under investigation will not apply in cases where the report is unfounded, is not directly processed through this channel or refers to cases of money laundering and terrorist financing. These cases will be governed by the prevailing related legislation and internal regulations, especially with regard to the prohibition on disclosure in relation to reports and examination of transactions. The right of information of the person under investigation will not be applicable when it may compromise the confidentiality of the reporting person, as established by the data protection regulation.

The persons investigated may explain their version and provide the means of proof they consider necessary, being able to present written allegations.

In the same way as for the informants, their identity will be preserved and the confidentiality of the facts and data of the procedure will be guaranteed.

It must be guaranteed that the internal investigation procedure carried out is independent, free of any conflict of interest, even potential, in accordance with the provisions of this Policy, the Procedure for the Use and Operation of the Canal Abierto (see appendix 3 of this Internal Regulation) and PagoNxt Conflicts of Interest Internal Regulation.

Likewise, the actions carried out by the investigation team must be proportional and respect in any case the rights to privacy, honor and self-image of the people involved in the facts investigated.

- **Maximum duration of the investigation and resolution of cases received**

Canal Abierto will acknowledge receipt to the reporter of any communication received within a maximum period of five days.

Cases received through Canal Abierto must be processed within a maximum of 60 days, unless there are special complexity circumstances or valid reasons to justify extending this deadline by a further 30 days.

Each entity's chief compliance officer/head of Risk & Compliance will be informed of cases in which the investigation is taking longer than 60 days.

- **Processing of cases received**

All cases reported using Canal Abierto will be appropriately processed, without prejudice to their being deemed valid or unfounded during the process.

In cases where additional information is required from the reporter in order to begin or continue with the investigation, the information will be requested and must be received in 15 days or the case will be closed and classified as "insufficient information".

For the internal investigation it may be gathered all the information and documentation considered appropriate from any functions or companies of the Group. It may also be requested any assistance from Internal Audit or other functions.

Cases received will be processed in accordance with the provisions of the Procedure for the Use and Operation of Canal Abierto (please see appendix 3 of this Internal Regulation).

- **Oversight, reporting and escalation**

- PagoNxt Group entities must send a quarterly report to PagoNxt Risk & Compliance with the KPIs on all cases received through Canal Abierto. Nonetheless, they must expressly specify which ones refer to cases communicated by reporters who are referred themselves as employees.
- Any cases affecting a member of the senior management⁶ or of the governing bodies of a Group company must be escalated by the local Compliance teams to Risk & Compliance at PagoNxt Holdco for its information, and to the respective corporate governance forum when affecting a director or senior manager, without prejudice that it will be managed and investigated on a local level, when the conduct has occurred at that local level. The conclusions of the investigation will also be reported to Risk & Compliance at PagoNxt Holdco.
- Compliance functions across PagoNxt Group structure will analyse trends and patterns regarding measures adopted in the event of irregularities or

⁶ Equivalent population to Promontorio, Faro and Solaruco at Santander Group level will be PagoNxt senior leadership team (i.e. head of businesses and head of functions, as well as the remaining CEO/General Managers of each PagoNxt entity).

breaches in order to identify fluctuations in the percentage of disciplinary measures that are being adopted at the respective local unit.

Any statistical outliers that are identified will be reported to the competent governing bodies.

- The local Compliance functions must report in due time and proper form when reports are received regarding irregularities in the area of accounting or auditing, and must escalate them to the local audit committee, or the respective board of directors, sending the resolution to Regulatory Compliance at the Santander Group corporate centre for submission to the audit committee of Banco Santander, S.A.

- **Disciplinary system**

Upon completion of the investigation, a ruling will be issued on the case, determining whether it is considered that a breach of the law, internal or any other applicable regulations has occurred, whereby:

- If it is considered that the existence of a breach has not been established, a decision will be taken to close the case with no need to take any action, and to shelve it. The reporter and the persons concerned will be informed accordingly.
- If it is considered that the existence of a breach has been established, it will be referred to Human Resources function or the competent body in order to promote the adoption of appropriate disciplinary measures or the adoption of corrective or preventive measures of an organisational or educational nature.

If the facts might be indicative of a criminal offence, the person responsible for managing Canal Abierto will submit the file to the Legal Department. The latter will immediately submit the related information to the public prosecutor or, if the facts affect the financial interests of the European Union, to the European public prosecutor's office, unless after the assessment results that the nature of the conduct does not qualify as a criminal offence (this will be reported to the Compliance function). However, if the evidence is clear, this decision to submit the information will be taken before the investigation is concluded.

Likewise, measures may be adopted to improve the internal regulation, procedures, policies or tools of the local unit to prevent a recurrence of the detected irregularity, and to foster the Pagonxt culture and compliance with the corporate behaviours and applicable regulations.

2.3. Guarantees for the user

The guarantees defining Canal Abierto are as follows:

- **Open door policy**

Reporters may use Canal Abierto, which will be the preferred channel, to directly inform of any of the situations described above, regardless of the Pagonxt Group company⁷ in which it takes place. Cases may be reported through Canal Abierto in writing, on the following website:

<https://pagonxt.ethicspoint.com>

A face-to-face meeting with the managers of Canal Abierto may also be requested.

Another option is to send a letter to Compliance at the following postal address at Pagonxt Holdco (or the respective address of each Pagonxt Compliance functions):

Compliance Pagonxt, S.L.
Edificio Alhambra, Planta 2
Avenida de Cantabria, s/n
28660 Boadilla del Monte
Madrid, Spain

In all cases, reporters also have the option of reporting conduct that may be considered to constitute serious or very serious criminal or administrative offences or breaches of European Union law through the channel established by the Independent Reporter Protection Authority, and through the channels established by other bodies, listed in **Appendix II** purely for illustrative purposes.

- **Confidentiality and anonymity**

Reports made through Canal Abierto will be confidential and, if preferred, anonymous.

In confidential reports, Pagonxt Group will preserve the identity of the reporter, notwithstanding the legal obligations and protection of rights of individuals or legal entities accused in bad faith.

Both Compliance and Human Resources will ensure the maintenance of confidentiality. To this end, they will identify possible conflicts of interest or other circumstances that might compromise this confidentiality and they will take the necessary steps to resolve them.

Any person (including the persons concerned) having knowledge of a report received through Canal Abierto is obliged to secrecy about the reporter's

⁷ Please note that as per this open door policy, Santander Group Canal Abierto is also available for all entities within Santander Group and can be reached at the web site <http://www.canalabierto.ethicspoint.com/> or verbally, by calling the call centre on 900-99-0011, with direct dial code 844-742-7329. References therein to the Santander General Code of Conduct, Culture and Simple Personal and Fair behaviours, are equivalent to Pagonxt's ones (Code of Conduct, Wow Culture and behaviours Imagine, Care and Simplify).

identity and the facts and circumstances related to the report.

If court or administrative proceedings are initiated as a result of the report made, it may be necessary to inform the competent judicial or court authority of the reporter's identity, in accordance with the law.

- **Prohibition on reprisals**

Reporters who submit cases in good faith will be protected against any type of discrimination and penalisation as a result of the reports made. It is strictly prohibited to take any measure against the reporter constituting a reprisal, including the threat of the same, or any kind of negative consequence for having reported an action that is presumed to be illicit, irregular or not aligned with the corporate behaviours in place.

Reprisal means any act or omission that, directly or indirectly, represents an unfavourable treatment and places the person who suffers it at a particular disadvantage compared to another person, in the work environment, solely as a result of being a reporter or of having made a public disclosure.

By way of illustration, reprisals are understood to be⁸:

- i) Suspension of the employment contract, dismissal or termination of the employment or bylaw-stipulated relationship, including non-renewal or early termination of a temporary employment contract after the probation period has expired, or early termination or cancellation of contracts for goods or services, imposition of any disciplinary action, degradation or refusal of promotions and any other substantial modification of working conditions and non-conversion of a temporary employment contract into a permanent one, in the event that the employee had legitimate expectations that they would be offered a permanent contract;
- ii) Damage, including to the reporter's reputation, or financial losses, coercion, intimidation, harassment or ostracism;
- iii) Unjustifiably negative assessment or references with regard to the reporter's work-related or professional performance;
- iv) Refusal of training;
- v) Discrimination, or unfavourable or unfair treatment; and
- vi) Prohibition of contacting suppliers.

The scope of protection extends to persons related to the reporting person (co-workers, family members, related legal persons, etc.). It shall also extend to any natural person who has assisted the reporting person and, specifically, to the legal representatives of the workers in the exercise of their functions of advising and supporting the reporting person.

⁸ Excerpts from Spanish Law 2/2023 as examples.

Although, as indicated in this section, reprisals are not permitted, appropriate disciplinary measures may be taken if the reporter's communication proves to be unfounded and to have been made in bad faith or if the reporter was found to have breached corporate behaviours or acted illegally. Likewise, the measures described under paragraphs (i), (iii) and (iv) above shall not be understood as retaliation when they are carried out in the regular exercise of management powers according to labour law, as a result of proven circumstances, facts or infringements, and not in connection with the report made.

There will be safeguards against reprisals for anyone reporting information through Canal Abierto, provided that the report was made in good faith and in accordance with the requirements set out in this policy and other applicable regulations. Protection will not be available for persons who:

- Submit a report with information contained in previous reports that have been previously inadmissible for any of the reasons set out in this policy or in its appendix 3 defining the Procedure for the Use and Operation of Canal Abierto.
 - Report interpersonal conflicts that affect only the reporter and the persons to whom the report refers.
 - Report information that is public or merely constitutes rumors.
 - Report information referring to actions or omissions not within the scope of application of Canal Abierto, as defined in this policy.
- **Management of conflicts of interest in handling reports received through Canal Abierto**

Anyone who may have a potential conflict of interest (even potential) with the persons concerned in a report received through Canal Abierto must refrain from taking part in the management of said report. The above applies equally to any person belonging to a function on which Canal Abierto needs to rely during the investigation.

In any event, the provisions of the Conflicts of Interest Policy will apply together with, at least, the mechanisms listed in section 2.2 above (“Management criteria”)

2.4. Local initiatives

The PagoNxt Group entities may run their own initiatives separately from Canal Abierto in their respective geographies. These initiatives will be shared with Risk & Compliance at PagoNxt Holdco to promote best practices, sharing and learning among all the PagoNxt Group entities, while respecting the provisions of this internal regulation, in all aspects that do not contradict applicable local legislation.

3. GOVERNANCE AND REMIT

The Canal Abierto will be governed as described below, and in accordance to Pagonxt Governance Model.

- a. The board of directors, or governing bodies, are responsible for establishing the internal reporting system and for designating the person in charge of it, as per Spanish law 2/2023. They are also responsible for approving this internal regulation containing the policy and the procedure on the use and operation of Canal Abierto.
- b. Risk & Compliance committees across Pagonxt structure (or equivalent senior forum with delegated authority) will be responsible to monitor the risks related to Regulatory Compliance, among others. The Compliance teams will regularly provide with quantitative information on the cases received through Canal Abierto (or equivalent ones) at the Pagonxt Group main units.
- c. The human resources committees (or equivalent senior forum led by Human Resources, and when required with the support of representatives of the control functions -Risk, Compliance, Internal Audit-, as well as from the Legal, where attendees from other functions can be invited on a case-by-case basis) may decide on disciplinary measures for infringements or breaches of contracts as provided for in internal regulations, and on measures additional to disciplinary measures, whether administrative or criminal, and which may also result from non-compliance or irregularities, in accordance with applicable labour law.
- d. Where a report received through Canal Abierto (or equivalent channel) refers to accounting or auditing matters, pursuant to the Sarbanes-Oxley Act, on completion of the investigation in accordance with the provisions of this internal regulation, the resolution will be submitted to the audit committee of the corresponding entity, or the relevant board of directors, which will decide on the appropriate measures in this case, which will be reported to the Santander Group corporate centre for inclusion in its reporting to the audit committee of Banco Santander, S.A.
- e. The remuneration committee is responsible for issuing the report with the proposed measures to be adopted in case a director breaches the Santander Group Code of Conduct in the securities market, which may arise from a report through the Canal Abierto.

4. CHANGE CONTROL

This internal regulation becomes effective on the date of its approval, and its contents will be subject to periodic reviews so that any changes or amendments deemed appropriate can be made.

ID	Owner	Maintenance	Validation	Approval Committee	Date
1	CCO PagoNxt	CCO PagoNxt	CCO PagoNxt	PagoNxt S.L Management Committee ⁹	24 May 2023

ID	Description
1	Transposition for PagoNxt of the following internal regulation from Santander Group: (i) Canal Abierto Policy and (ii) Procedure Use and Operation of the Canal Abierto (both formerly included in PagoNxt under the Corporate Defence Internal Regulation), with the latest update as per Spanish Law 2/2023 which transposes the EU directive on whistleblowers protection.

⁹ To be cascaded down and approved also by the respective governing bodies of PagoNxt Group entities.

APPENDIX I: TYPES OF CASES THAT MAY BE REPORTED THROUGH CANAL ABIERTO AND DEFINITIONS

Category	Sub-category	Definition
Code of Conduct	Marketing of products and services	Marketing products or services without fulfilling the obligation of treating the customer fairly by acting honestly, impartially and professionally.
	Conflicts of interest/activities outside PagoNxt Group	Situations where the personal or financial interests of an employee, or of their direct relatives or any person with whom the employee has a significant relationship, interferes in any way with their ability to serve the best interests of PagoNxt Group, its customers or its stakeholders.
	Gifts and hospitality	When employees abuse their position at PagoNxt Group by offering, delivering, promising, requesting or accepting any type of gift, benefit, consideration or hospitality in order to obtain personal benefit for themselves or a third party, thereby affecting their impartiality.
	Corruption and bribery	<p>Acts of corruption may arise when individuals abuse their position of power or responsibility for personal gain.</p> <p>The offering of bribes relates to acts whereby a person receives a financial or other benefit to encourage them to perform their duties or activities improperly or a person receives a reward for having already done so. This would include an attempt to influence a decision-maker by granting some additional benefit to the decision-maker, beyond that which can be legitimately offered. Bribery involving a public official, both national and international.</p>
	Anti-money laundering and terrorist financing, and sanctions	Money laundering is: (i) converting or transferring assets, knowing that such assets derive from a criminal activity, or from involvement in a criminal activity, with the aim of concealing or disguising the illegal origin of the assets or of helping the

		<p>people involved to avoid the legal consequences of their actions; (ii) concealing or disguising the nature, origin, location, availability, movement or actual ownership of assets or rights over assets, knowing that such assets derive from a criminal activity, or from involvement in a criminal activity; (iii) acquiring, owning or using assets, knowing that, when they were received, such assets derived from a criminal activity, or from involvement in a criminal activity; (iv) engaging in any of the activities mentioned above, forming associations to perform this type of activity, attempting to engage in them and helping, encouraging or advising a third party to engage in or facilitate this type of activity.</p>
	<p>Market abuse (insider trading)</p>	<p>Engaging in trading based on inside information.</p> <p>Recommending trades in the securities market based on inside information.</p> <p>Disclosing and using inside information illegally.</p> <p>Manipulating the market by trading or spreading fake news or rumors about people or companies in order to change or maintain the price of a security or financial instrument.</p>
	<p>Antitrust</p>	<p>Conduct that prevents, restricts or distorts free, effective competition to the detriment of the market, of the PagoNxt Group's customers and of anyone with whom a business or professional relationship is maintained. This conduct includes exchanging sensitive information with competitors, price fixing, fixing market share, and rigging bids and tenders.</p>
	<p>Privacy/information security/confidentiality of information</p>	<p>The privacy and protection of information involve refraining from disclosing information to third parties, e.g. personal data relating to customers or employees (salaries, leave, etc.), PagoNxt's strategic/security-related information, or</p>

		information relating to the entities with which PagoNxt has a business relationship. These obligations remain in place even after the employment relationship has terminated; the confidential information may not be used to obtain financial benefit.
	Insider fraud	Fraud either attempted or perpetrated by one or more internal parties against the organisation, i.e. one of the organisation's employees or subsidiaries, including cases where an employee acts in collusion without external parties.
	Cybersecurity	Cybersecurity risks are: (i) unauthorised access to or misuse of information or systems (e.g. theft of personal information, M&A plans or intellectual property); (ii) financial fraud and theft (e.g. payments redirection, withdrawal of funds from customer accounts, credit card fraud and identity theft); and (iii) disruption of business activity (e.g. sabotage, extortion and denial of service).
	Equal opportunities and non-discrimination	Conduct that is not aligned with PagoNxt's basic principles in relation to providing equal opportunities regarding access to employment and professional promotions, ensuring there is no discrimination at any time for reasons of gender or sexual orientation, race, religion, disability, origin, marital status, age or social condition.
	Sexual harassment	Disrespectful behaviour or undesired conduct of a sexual nature that is bothersome and generates an intimidatory, offensive or hostile working environment.
	Workplace harassment	Systematically hostile or offensive treatment in the working environment that provokes an intimidatory, offensive or hostile environment.
Fraud	External fraud	The type of fraud attempted or perpetrated by an external party (or parties) against the

		organisation of the customer under the bank's responsibility. There may be cases where an internal party is also involved in the fraud.
Accounting and auditing	Accounting and auditing	Alteration or falsification of financial information, inaccuracies in financial statements, intentionally false information, undue influence over auditors, questionable practices in accounting, auditing or internal financial controls.
Work issues and breach of corporate behaviours	Breach of corporate behaviours	Unprofessional conduct by work colleagues or management that is not aligned with the corporate behaviours of PagoNxt culture.
	Serious disrespect	Conduct that involves serious disrespect by co-workers or managers in the work environment.
	Breach of labour regulations	Any breach of the PagoNxt Group's internal (legal or conventional) regulations, policies or procedures that involves non-compliance with a labour obligation or any obligations categorised in the collective bargaining agreement currently in effect.
Other	Any breach of legal or internal regulations or the PagoNxt Group's policies or procedures in relation to functional or organisational aspects not mentioned in the categories above.	

APPENDIX II: EXTERNAL CHANNELS FOR REPORTING BREACHES COVERED BY THE MATERIAL SCOPE OF APPLICATION OF LAW 2/2023

- Channel established by the Independent Reporter Protection Authority [*Contact details to be provided once established as per Law 2/2023*]
- Bank of Spain:
https://www.bde.es/bde/en/secciones/sobreelbanco/Transparencia/Informacion_inst/registro-de-acti/Canal_de_denuncias.html
- National Markets and Competition Commission (CNMC):
<https://sede.cnmc.gob.es/en/tramites/competencia/denuncia-de-conducta-prohibida>
- National Securities Market Commission (CNMV):
<https://www.cnmv.es/portal/whistleblowing/presentacion.aspx?lang=en>
- SEPBLAC: <https://www.sepblac.es/en/obliged-subjects/formalities/suspicious-transactions-reporting/>

APPENDIX 3: Procedure for the use and operation of Canal Abierto

This procedure is only applicable to those PagoNxt Group entities which have adhered to Canal Abierto¹⁰, in accordance with PagoNxt Code of Conduct and the Internal Regulation (Policy) on Canal Abierto.

1. Details of the process

1.1. Sending and receiving communications

Communication through Canal Abierto can be made by accessing to the EthicsPoint platform (an external provider of PagoNxt Group) at the following URL:

<https://pagonxt.ethicspoint.com>

Another option is to send a letter to the Risk & Compliance function at the following postal address at PagoNxt (or the respective address of each PagoNxt Compliance functions):

Compliance PagoNxt, S.L.
Edificio Alhambra, Planta 2
Avenida de Cantabria, s/n
28660 Boadilla del Monte
Madrid, Spain

Likewise, a face-to-face meeting may be requested with the managers of the Canal Abierto, which will be attended by two **people** from that team and which will take place within a maximum period of seven days from the request made by the complainant.

In the event that the communication received is not anonymous, the identity of the reporting person shall in any case be reserved and the necessary measures shall be taken to guarantee the confidentiality of the information subject to the communication and the rights of the reporting person. When the communication is made verbally, the informants will be warned that it will be recorded or transcribed and will be informed of the processing of their data in accordance with the applicable regulations. Without prejudice to the rights that correspond to him/her in accordance with the data protection regulations, the informant will be offered the opportunity to review the transcript to check, rectify and accept the content by means of his/her signature.

In the **event** that a communication object of the Canal Abierto is received by a person other than those responsible for the management of the same, said person must keep absolute confidentiality of the information received and send the communication immediately to those responsible for the Canal Abierto (i.e. the Compliance function).

The communications made through this channel must collect the following **information** in order to facilitate the assignment for processing, investigation and management to the corresponding team:

- Identification of the complainant when choosing to make the communication confidentially and not anonymously. For this purpose, the name and surname and a contact address must be indicated.

¹⁰ Current list of PagoNxt entities adhered to Canal Abierto: PagoNxt S.L., PagoNxt Merchant Solutions, (PNMS) S.L., including its German branch, PNMS India Private Limited, PNMS FZ-LLC, Getnet Europe, Entidad de Pago S.L. Unipersonal, including its German branch, Getnet Merchant Solutions UK Ltd, Getnet Uruguay, New Age Data, PagoNxt Trade Services, S.L. (covering One Trade and Payments Hub, as well as the UK branch), PagoNxt OneTrade España EDE, S.L. PagoFX UK and any other PagoNxt entity that can adhere to the Canal Abierto from time to time.

- Identification of the person to whom the facts reported refer to, if any.
- Basic description of the events reported, indicating (if possible) the dates on which they took place; and
- The grounds on which the suspicion of irregularities is based.

Once the communication is received, regardless of the means used (face-to-face meeting, platform), it will be registered on the Canal Abierto, an identification code will be assigned and it will be registered on the EthicsPoint platform in a secure manner and with restricted access to the persons authorized to do so.

1.2. Admission for processing

The Compliance function will be the one who receives the communications and performs a preliminary evaluation of them in order to verify that they are within the scope of application of the Canal Abierto, in accordance with section 1.2 of the Canal Abierto Policy and will send an acknowledgment of receipt to the claimant within a maximum period of 5 calendar days.

Once the preliminary analysis has been carried out, it will be decided by the person in charge of the investigation, within a period that may not exceed 5 working days from the date of entry into the Canal Abierto of the communication, whether it is admitted for processing or not, informing, where appropriate, the claimant in the following 3 working days to the date of decision, unless the communication is anonymous or the reporting person has waived the right to receive communications about the communication made.

Communications relating to:

- Facts that do not refer to any of the matters expressed in section 1.2 of the Canal Abierto Policy or only contain mere personal opinions or subjective assessments unrelated to the purpose of this channel.
- Communications manifestly unfounded or lacking plausibility.
- Communications that do not provide new information over previous ones.
- Communications that reveal reasonable indications that the information has been obtained through the commission of a crime. In this case, in addition to the inadmissibility, the communication will be sent to the Legal Department so that it can proceed to the communication to the public prosecutor's office of a detailed list of the facts that are considered to constitute a crime, unless after the assessment results that the nature of the conduct does not qualify as a criminal offence.

In these cases, the communication will be archived, leaving a reasoned record of this decision in the Canal Abierto registry.

The decision to close the file shall not prevent the subsequent initiation of an investigation if additional information is received in accordance with the provisions of the Canal Abierto Policy.

In cases where communications involving a complaint of a commercial nature are received from these third parties, the Compliance function will duly inform the reporting person that this is not the appropriate channel, and that he/she may forward the communication to the competent function as appropriate (customer service, the corresponding purchasing function or the shareholder and investor relations function). To this end, the contact persons in these units will be identified.

1.3. Managing communications

In case of admitting the communication, the Compliance function will send it to the functions in charge of the investigation, which will be the following:

- When the communication refers to breaches of legal obligations related to equal opportunities, respect for people, reconciliation of work and personal life, prevention of occupational risks or collective rights, or to conducts not aligned with PagoNxt Group's corporate behaviours, it will be sent to the Human Resources function, which will be responsible for carrying out the investigation, management and proposing the resolution and measures it deems appropriate, in compliance with the provisions of the collective bargaining agreement or applicable laws and regulations.
- When the communications refer to money laundering and terrorist financing, as well as bribery and corruption will be sent to the respective PagoNxt Financial Crime Compliance team (2 line of defense) and for those communications related to specific regulation on securities market, it will be sent to the respective regulatory Compliance function, being those teams responsible, respectively, for processing and investigating, with the support of Human Resources in the case those communications involve employees.

The communications received and referred to matters that are not contemplated in the previous points, will be managed by the Compliance function, with the support of PagoNxt Human Resources in case those communications are related to employees. Additionally, in view of the case, the functions of Legal, Internal Audit and Security and Intelligence, among others, will provide the collaboration deemed necessary during the investigation of the incidents received. In particular, if the function of Human Resources, Compliance or Financial Crime Compliance were affected by the content of the communication, the investigation will be assigned to the Legal Department in the part that affects the conflict of interest.

In view of the specificity of the case in question, the collaboration of Santander Group specialized functions or an external consultant may be requested.

In those cases in which, due to the complexity or seriousness of the facts reported or because they affect several of the matters listed above, an investigation team may be formed by members of all or some of the functions mentioned in the previous paragraphs, led by a coordinator of the Compliance function, who will be the person in charge of the investigation and directly responsible for the researchers, as well as for ensuring the correct management and implementation of all the actions that must be carried out within the framework of the investigation. In any case, the participation of a representative of the Legal Department will be required when the procedure affects a member of the Board of Directors of PagoNxt, S.L. or any of its subsidiaries.

1.4. Investigation

The investigation will include all those actions aimed at verifying the veracity of the facts reported in the communication received and if they constitute any of the breaches provided for in section 1.2 of the Canal Abierto Policy.

a) Interview to the investigated person

Whenever possible, an interview will be carried out with the investigated person in which she/he will be informed on the facts reported and will be invited to present his/her version and to provide the means of proof that he/she considers appropriate and pertinent. This interview will always be conducted by two people from the function in charge of the investigation, except in cases involving minor breaches of corporate behaviours.

In this interview, the person under investigation will be informed of the facts attributed to him/her succinctly, without revealing the identity of the claimant or giving access to the communication, so that he/she can claim what he/she considers appropriate to defend himself/herself, in accordance with the guarantees of section 1.7. of this Procedure.

The interviews will be documented in writing in a record indicating the attendees, matters discussed and conclusions, which will be signed by both the investigated person and the people interviewing him, except in cases involving minor breaches of corporate behaviours.

b) Access to electronic devices

When access to employees' electronic devices is necessary, it will be done in accordance with the Internal Regulation on Cybersecurity standards for the protection of Pagonxt, as well as in the Guide of digital rights in the workplace.

Access to the information contained in the electronic devices of the employees, owned by Pagonxt/Santander Group, will be made guaranteeing the right to privacy of the employee, respecting the legality, equality, proportionality and privacy of employees, collecting only that information that is strictly necessary and pertinent for the good end of the investigation.

1.5. Outcome of the investigation and measures taken

Internal investigations must be completed within 60 days, which may be extended only for justified cause in cases of particular complexity, another 30 additional days, informing the person responsible for the management of the Canal Abierto.

Once the investigation is concluded, the Compliance or the Human Resources function, as the case may be, will resolve the file by collecting in a report the result achieved and indicating in any case:

1. An exposition of the facts related in the communication.
2. The actions carried out in order to verify the veracity of such facts.
3. The conclusions reached in the investigation.

For the systematization and integrity of the reports, a specific template will be used. In any case, the report will focus on the facts gathered during the investigation, avoiding expressions or conclusions based on personal opinions.

To guarantee the confidentiality of the investigation, the report will be shared only under the premise of "need to know" to persons entitled to know the facts investigated or who have a role in making decisions regarding the outcome of the investigation.

The report shall include, in line with section 2.2 of the Canal Abierto Policy ("Management criteria"):

- A proposal for a decision to close the communication without taking action for lack of substantiation of the same or for not verifying the responsibility of the investigated person; This will be notified to the reporting person and, where appropriate, to the person concerned.

In this case, the informant will be entitled to the protection provided for in the Canal Abierto Policy and in this Procedure.

- A proposal for measures to be considered, if the communication is considered justified, in accordance with the provisions of the Canal Abierto Policy.

It will be the function of Human Resources who, in view of the file, decides, according to its disciplinary power, and in compliance with current labor regulations established in the collective bargaining agreement, the corresponding measure and will proceed to its execution. Human Resources can also decide to propose the adoption of the measures by any other body that may be competent for those cases of greater severity.

Additionally, another non-disciplinary measures can be adopted, such as coaching, training, awareness sessions or any other that is considered appropriate by the Human Resources teams. Exceptionally, when the seriousness of the matter so requires, the Human Resources function may apply the precautionary measure of suspension of employment, always respecting the deadlines provided for in the applicable labour regulations.

- The person responsible for the management of the Canal Abierto will send the file to the Legal Department when he/she considers that the eventual exercise of legal actions or, where appropriate, the referral of the communication to the competent authority, entity or body for its processing, including the public prosecutor's office, in particular, when the facts could be circumstantially constitutive of a crime or to the European public prosecutor's office in the event that the facts affect the financial interests of the European Union.

In any case, the Legal Department will proceed to the immediate referral to the public prosecutor's office without it being necessary to complete the investigation when the responsible of managing the Canal Abierto, at the proposal of the investigative team, sends the file because he/she considers that rational indications of the commission of a potential crime have been revealed, unless after the assessment results that the nature of the conduct does not qualify as a criminal offence (this will be reported to the Compliance function).

Once the investigation is completed, and in view of the facts reported and the conclusions reached, the person in charge of the investigation reserves the right to modify the taxonomy proposed by the informant, so that it conforms to the definitions, in case of errors in categorization by the informant.

1.6. Reporting and escalation

The results of the investigations will be recorded in the Canal Abierto registry and, additionally, the Compliance function will inform each respective Risk & Compliance Committee, when it deems it appropriate for the proper exercise of the functions that correspond to said body. Cases related to money laundering and terrorist financing and/or sanctions that will be governed by current legislation and internal regulations on this matter are excepted, without prejudice to what is related to statistical data for this type of communication.

Finally, the claimant and the investigated person will be informed, provided that such communication does not compromise the confidentiality of the claimant, of the result of the investigation, and, where appropriate, of the measures to be adopted.

In the event that the information or communication to the investigated person could compromise the confidentiality of the claimant, all necessary measures must be taken to preserve such confidentiality and, if this is not possible, the right to confidentiality of the claimant in good faith must prevail over the right to information of the investigated person.

In cases where the incident refers to accounting or auditing issues, in accordance with the Companies and SOX regulations, once the investigation has been concluded, the resolution will be submitted to the Audit Committee, or to the respective board of directors, which will decide on the appropriate measures in this case. This will be reported also to Regulatory Compliance at Santander Group level, for submission to the audit committee of Banco Santander, S.A.

Each respective Compliance function at PagoNxt will periodically report to the governance forum (e.g. board of directors, Risk & Compliance committees) on the management and evolution of the Canal Abierto.

For the purposes of the PagoNxt Internal Regulation on Malus and Clawback clauses as well as on Remunerations, the Human Resources function will be informed of communications affecting the identified staff, once the investigation has been concluded and the responsibility of the manager has been verified.

1.7. Guarantees and rights of the claimant and the investigated person during the management of the investigation

The guarantees and rights of the persons involved in a communication will be the ones described under section 2.2 and 2.3. of the Canal Abierto Policy.

1.8. Mechanisms to prevent conflicts of interest

In addition, the following mechanisms have been articulated to prevent possible conflicts of interest:

- Reception of communications through an external online platform that guarantees the integrity of communications and the traceability of access by the team in charge of the investigation.
- Reception of communications limited to a control function. The Compliance function receives all communications through the Canal Abierto and will refer them to the relevant function, as described under section 1.3. above.
- Identification and profiling of people from the Compliance and Human Resources functions who have access to the communications management platform.
- Existence of a mechanism by which the tool identifies communications involving a person from the Compliance function with powers to process and investigate communications received through the Canal Abierto, automatically forwarding such communications to another person for investigation and management.
- Assignment to the investigation to functions not affected by a conflict of interest derived from the content of the communication, when, in the opinion of any of the functions involved in it, another is affected by that conflict. In case of discrepancy between them, and in case it is not resolved by agreement of those responsible for each of them, the matter will be settled by a third function.

2. Processing of communications from the data protection point of view

The following types of data may only be collected in the context of a communication:

- Name and surname of the persons involved in the communication and their position.
- Information about the claimant (name and surname, title, telephone number and email address).
- The facts reported allegedly criminal or irregular.
- As much supporting documentation as is necessary to investigate the reported conduct.

In this sense, the personal data included in the report will be processed in accordance with the applicable data protection regulations, for legitimate and specific purposes in relation to the

investigation that may arise as a result of the report, will not be used for incompatible purposes and will be adequate, relevant and limited in relation to said purposes.

Once it has been established that the report is justified, that it has not been done in bad faith, and that measures have been taken to prevent compromising the reporter confidentiality, the person who has been the subject of the report (hereinafter the investigated person) shall be informed, complying with the provisions the applicable data protection regulations¹¹, about the facts of which he/she is reported, as well as how to exercise his/her data protection rights, unless such communication is related with the prevention of money laundering and terrorist financing and / or sanctions, in which case the specific regulations on those matters will apply¹². And, finally, the investigated person will be informed of the estimated time taken to process the communication. In any case, PagoNxt Group, as a guarantee of confidentiality to the reporter, confirms that in general, the exercise of the rights of the investigated person could be limited due to the particularities of the report and may only be exercised over the personal data processed. In any case personal data of the reporter can be included within the scope of exercise of the investigated person data protection rights.

If it is not possible to adopt measures to safeguard the confidentiality of the reporter when informing the investigated person, the rights of the reporter will prevail¹³.

If there is a risk that such notification may jeopardise the investigation on the report, the communication to the investigated person may be postponed until the risk ceases. In any case, the period for informing the investigated person shall not exceed 1 month from the date the report was registered, unless the investigated person was not duly and/or sufficiently identified or that the initial report to investigated person could jeopardize the success of the possible investigation of the facts, in which case, such communication may be postponed until the risk disappears, and may not exceed said deferral of the term of sixty (60) calendar days since the date on which the report was done.

The foregoing shall not apply to those reports that, (i) do not correspond to the objective scope of the Canal Abierto, (ii) that are not substantiated or (ii) refer to money laundering and terrorist financing and / or sanctions cases that will be governed by the specific legislation and applicable internal regulations.

In addition to the company to which the investigated employee belongs and/or the reporter, the personal data contained in the report may be shared with supervisory authorities, judges and courts as a result of the investigation that may be launched, with the possibility that the reporter may be summoned to court.

PagoNxt Group will ensure that it adopts all the necessary technical and organizational measures to preserve the security of the data processed to protect it from unauthorized disclosure or access. Specifically, PagoNxt has adopted appropriate measures to guarantee the confidentiality of all data and will ensure that the data is not disclosed to the investigated person during the investigation, respecting in any case the fundamental rights of the person,

¹¹ Regarding Spanish entities the applicable regulation will be Spanish Law 3/2018, of December 5, Protection of Personal Data and Guarantee of Digital Rights, specifically its article 11.

¹² Regarding Spanish entities the applicable regulation will be the Spanish Law 10/2010, of April 28 and implementing regulations, on the prevention of money laundering and financing of terrorism and specific regulations on sanctions.

¹³ Regarding Spanish entities this derives of the provisions of article 31.2 of Law 2/2023, regulating the protection of persons who report on regulatory infractions and the fight against corruption.

without prejudice to the actions that, where appropriate, may be taken by the competent judicial authorities.

Personal data relating to reports received, and internal investigations will only be kept for the period necessary and proportionate for the purposes of complying with applicable legislation.

PagoNxt's Compliance function will carry out an anonymization of the personal data included in the reports received through the Canal Abierto, keeping the personal data for 3 months, as defined under law 2/2023.

Data subjects may at any time exercise their rights of objection, access, rectification, restriction of processing and erasure, as well as any other rights recognized by the applicable data protection regulations. To do so or to consult any question regarding the processing of their personal data, they can contact their respective Data Protection Officer by sending an email to the email addresses included in the privacy notice or to **privacy@pagonxt.com** or by post to Av. Cantabria 3, Edificio Alhambra 28660, Boadilla del Monte, Madrid (A/A. Data Protection Officer of the PagoNxt entity where the reported facts took place).

3. Questions and training on the use of the Canal Abierto

The Compliance function will be responsible for resolving queries received from employees regarding the use and operation of the Canal Abierto and, where appropriate, for developing and supervising, in coordination with the Human Resources function, training and awareness plans related to the use and operation of the Canal Abierto by employees.