

WHISTLEBLOWING CHANNEL POLICY

CHAPTER I INTRODUCTION

Article 1 General Principles

- 1.1. This Whistleblowing Channel Policy is part of the Criminal Compliance plan for the **Neuraxpharm** Group ("**Criminal Compliance Code**"), which constitutes an organisational and management model that includes monitoring and control measures, adopted and implemented by the Companies within the Neuraxpharm Group (such as those Companies defined in Article 1.3) to significantly prevent or reduce the risk posed by the Companies or any Concerned Parties (such as those Concerned Parties as defined in Article 1.3) in the context of their actions towards, in relation to or in the working environment of any of the Companies, that they may carry out, commit, participate in, cooperate in, collaborate with or attempt to carry out actions that, in accordance with current laws in each corresponding State, that represent or may be considered to be a crime for which one of the Companies may be deemed criminally liable (hereinafter, a "**Possible Criminal Conduct**").
- 1.2. Taking into consideration that the Companies are integrated into the same business group, the management bodies of the Companies have decided that this Whistleblowing Channel Policy should be common to them all.
- 1.3. The Whistleblowing Channel Policy is applicable and binding and therefore must be followed and complied with by the following people (hereinafter, the "**Concerned Parties**"):
 - (i) all the companies within the Neuraxpharm Group and any other company that becomes an affiliate of one of these companies in the future (the "**Companies**"); and
 - (ii) all the Concerned Parties, in other words, each and every one of the following people, when acting directly or indirectly within the context of activities for or on behalf of one of the Companies:
 - (a) members of the management body and any other legal representatives from any of the Companies (including those who, despite having not been formally appointed in such posts, perform their functions);
 - (b) other people aside from those indicated in section (a) above who are authorised to make decisions and/or act on the behalf or in the name of one of the Companies;

- (c) members of the Committee and any other people to whom a Company may have delegated the functions of monitoring compliance with the requirements on behalf of any of the Companies and/or the Concerned Parties;
 - (d) people with an employment relationship with one of the Companies; and
 - (e) people with a commercial relationship with one of the Companies, when it may be reasonably deemed that their activities on behalf of or in relation to a Company may be under the control or significantly influenced by a Company.
- 1.4. Among the requirements that the Whistleblowing Channel Policy represents for the Concerned Parties, there is the requirement to communicate and report to the Committee whenever a person becomes aware, or there is reasonable prima facie evidence or suspicions of Possible Criminal Conduct, conduct contrary to the Ethical Code or omission or inefficiencies in same (hereinafter, collectively known as an **"Incident"**), so that said Incident may become known, analysed, investigated and, where appropriate, measures may be taken in this regard (hereinafter, **"Whistleblowing"**).
- 1.5. The Compliance Committee (hereinafter, the **"Committee"**) is the collegiate body of the Companies, with autonomous powers of initiative and control, who are entrusted with the promotion, monitoring the operation thereof, diffusion, execution, review, adaptation and compliance monitoring, all through the different actions and controls that are set forth in the rules, policies, procedures and controls that form part of the Criminal Compliance Plan .

With regard to the above, one of the main functions and responsibilities of the Committee is the **"Management of the Whistleblowing Channel"**, in other words, in accordance with this Code of Conduct as follows:

- (i) to receive, process and investigate any Whistleblowing complaint brought by the Concerned Parties;
- (ii) to open and conduct ex-officio investigations whenever, in the absence of a Whistleblowing complaint, the Committee suspects or there is reasonable prima facie evidence of the existence of Possible Criminal Conduct or, in general, of conduct contrary to the Ethical Code; and
- (iii) to adopt the relevant decisions should the existence of Possible Criminal Conduct or conduct contrary to the Compliance Code become apparent.

- 1.6. The duty of the Concerned Parties in terms of Whistleblowing requirements, the manner or medium used to file the whistleblowing complaint, the investigation thereof, carrying out ex-officio Investigations and the adoption of measures as a result of Whistleblowing or Ex-officio Investigations shall be governed by the rules set forth in this Whistleblowing Channel Policy Conduct, as well as any applicable legal provisions.
- 1.7. This Whistleblowing Channel Policy shall be interpreted pursuant to the applicable legislation and may be subject to other implementing rules, policies, procedures and controls that form part of the Compliance Code.
- 1.8. It is a matter for the Committee, and ultimately, the management body of the corresponding Company, to clarify any doubts which may arise in the interpretation and application of Whistleblowing Channel Policy and/or, in general, the duty of the Concerned Parties when filing a Whistleblowing complaint and the use and operation of the Whistleblowing Channel.

Article 2 Modification

- 2.1. The Committee, on the motion of any of the members, may propose to modify this Whistleblowing Channel Policy
- 2.2. In order for these modifications to enter into force and become applicable, they should be approved following a favourable vote by a majority of the members of the Companies' management bodies. Any modifications to this Whistleblowing Channel Policy shall enter into force on the date they are approved by said management bodies.
- 2.3 Any modification to this Whistleblowing Channel Policy shall be recorded in a report signed by the Companies' management bodies.

Article 3 Dissemination

This Whistleblowing Channel Policy and, where appropriate, any subsequent modifications, shall be circulated by communicating the content herein and made available to all Concerned Parties.

CHAPTER II WHISTLEBLOWING AND THE USE AND OPERATION OF THE WHISTLEBLOWING CHANNEL

Article 4 Principles of the Whistleblowing Channel

4.1. Principle of good faith

All Concerned Parties who file a whistleblowing complaint should do so on the basis of good faith, with sufficient reasons and objective proof or reasonable prima facie evidence or suspicions of the existence of Possible Criminal Conduct or, in general, of conduct contrary to the Ethical Code; and

4.2. Principle of identification of the complainant

The Concerned Party who files the whistleblowing complaint should identify themselves when filing the complaint (on the understanding that the remaining principles set forth in this Whistleblowing Channel Policy, including those concerning confidentiality and non-retaliation, as well as the applicable legal provisions, shall apply to any Whistleblowing complaint filed).

4.3. Principle of legality

There shall be no recourse to any conduct that does not constitute the commission, participation in, involvement, cooperation with or attempt to carry out any conduct that took place or may give rise to Possible Criminal Conduct or, in general, any conduct contrary to the rules, policies, procedures or controls set forth in the Criminal Compliance Plan for the Companies.

4.4. Principle of the adversarial procedure and defence of the Concerned Party

Subject to the exception in Article 7.2 or where the law or an administrative or legal authority so prohibits, the Committee must offer adversary proceedings to the Alleged Concerned Party, as well as the possibility for him/her to defend themselves from the Whistleblowing complaint concerning him/her, while at all times safeguarding the identity and confidentiality of the Concerned Party who has made the complaint.

The preceding paragraph shall not be construed as limiting the possibility of taking, in respect of a Respondent, any action (including delaying the communication of the Complaint to the Concerned Party) necessary to:

- (i) comply with legal, administrative or judicial requirements or obligations; or
- (ii) to the extent permitted by applicable laws, limit or avoid possible effects of the Possible Criminal Conduct of the conduct contrary to the Ethical Code that is the subject of any Whistleblowing complaint or to enable the Investigation thereof to be carried out effectively.

4.5. Principle of Confidentiality

The Companies, the Concerned Parties and the Committee, shall safeguard the confidentiality of any personal, private or confidential information that is obtained or to which they have access as a result of any Whistleblowing complaint.

The principles indicated above shall not constitute a limitation to:

- (i) revealing the information or making it available to other people whenever deemed necessary in order to comply with a legal obligation or administrative or judicial requirement, and to the extent necessary to comply with such an obligation or requirement;
- (ii) the possibility that, insofar as is compatible with the applicable legislation, the Companies and/or Committee, may provide information to any people who are involved in the Investigation of any Whistleblowing complaint, insofar as the confidentiality of said information is preserved; and
- (iii) the possibility that, insofar as is compatible with the applicable legislation, the Companies and/or Committee, may publicly disclose the existence of an Incident, as well as its circumstances.

Notwithstanding the general nature of the foregoing, the Companies and the Committee shall respect the relevant legislation regarding personal data protection at all times. For that purpose, the Concerned Parties from whom the Companies or the Committee receive personal data by means of a Whistleblowing complaint or as a result of an Investigation shall be informed explicitly, accurately and unequivocally as soon as possible, of the registration of their personal data for the purposes set forth in this Whistleblowing Channel Policy (in any event, the Concerned Party shall be notified regarding the registration of his/her personal data, at most, within (3) months from said registration). The Concerned Party shall have the right to access and request rectification of his/her personal data that has been registered, as well as the right to object to the processing of said data due to legitimate reasons concerning the personal circumstances of the Concerned Party. The personal data processed as a result of any Whistleblowing complaint or an Investigation must be deleted immediately whenever the storage thereof is not necessary for the purposes for which it was obtained, and, in any case, unless required otherwise by current law, within a maximum period of two (2) months following the end of the Investigation and the resolution of the facts stated in the Whistleblowing report that involves the registration of personal data.

4.6. Principle of non-retaliation

The Concerned Party who files a Whistleblowing complaint shall not be subject to any type of reprisals, threats, dismissal, degradation,

disciplinary action, punishment, harassment, prejudice, detriment or unfair treatment as a consequence of filing a Whistleblowing complaint (hereinafter, a “**Reprisal**”).

Reprisals are also forbidden against the Concerned Parties who have participated in the Investigation process into the Complaints made, unless it is confirmed that they have carried out or participated in Possible Criminal Conduct or conduct contrary to the Compliance Code.

Article 5

Whistleblowing Procedure

5.1. Whistleblowing complaints shall be filed through one of the incoming channels that are indicated as follows (which will adhere at all times to the regulations concerning personal data protection):

- (i) by email to the following address (specifically used for the Whistleblowing Channel and with restricted and controlled access):
compliancecommittee@neuraxpharm.com

5.2. Any Whistleblowing complaint must be made in writing and as a minimum, it should include the following details:

- (i) the place and date on which the Whistleblowing complaint is filed;
- (ii) reference made to the fact that the report must be dealt with in a confidential manner;
- (iii) the identity of the Complainant;
- (iv) the identity of the Alleged Concerned Party; and
- (v) a description of the events and reasons for the Whistleblowing complaint, particularly the Incident to which it relates (accompanied, as far as possible, by documentary evidence which supports and proves the veracity of the Whistleblowing complaint or other information that the Complainant deems relevant for that purpose).

Article 6

Reporting and processing of Whistleblowing and Ex-officio Investigations

6.1. The Committee will store all relevant documentation and information relative to Whistleblowing and Ex-officio Investigations

6.2. The Committee shall create a summary file of Whistleblowing and Ex-officio Investigations which must include:

- (i) an assigned identification number;
- (ii) the Complainant's name;
- (iii) the date of receipt of the Whistleblowing complaint or, where appropriate, the start of the Ex-officio Investigation;

- (iv) how the Whistleblowing complaint was filed;
- (v) a brief description of the nature and alleged events involved in the Whistleblowing complaint or, where appropriate, what motivated the Ex-officio Investigation;
- (vi) the circumstances under which the Investigation process, instruction and resolution of the Whistleblowing complaint was carried out, or where appropriate, the Ex-officio Investigation (ongoing or closed); and
- (vii) a brief description of the measures and activities carried out as a consequence of the Whistleblowing complaint, or where appropriate, the Ex-officio Investigation.

6.3. The Alleged Concerned Party must be informed, within a three (3) month period following the date of receipt of the Whistleblowing complaint, of:

- (i) the member of the Committee who, if applicable, is acting as the investigating officer for the Whistleblowing Investigation;
- (ii) the events that he/she is being accused of in the Whistleblowing Complaint;
- (iii) the departments and services of the Companies who may receive information about the Whistleblowing Complaint for the purposes of conducting the Investigation; and
- (iv) how the Concerned Party can exercise his/her rights of access and rectification to his/her personal data recorded upon the receipt, processing and Investigation into the Whistleblowing complaint.

Article 7

Preliminary analysis of Whistleblowing Complaint or events or the circumstances that may arise in Ex-officio Investigations

Following the receipt of a Whistleblowing Complaint or, where appropriate, when knowledge of facts or circumstances may arise in an Ex-officio Investigation, the Committee (or, where appropriate, the Committee member who has been appointed to conduct the Whistleblowing investigation) shall conduct a preliminary investigation to assess if there is reasonable prima facie evidence or sufficient suspicion to launch an Investigation in this regard.

As a result of this preliminary investigation, the following conclusions may be drawn which, where appropriate, must be substantiated and documented:

- (i) there is insufficient proof, no reasonable prima facie evidence or suspicion of possible Incidents, and therefore, a major Investigation should not be undertaken and the Whistleblowing Complaint will be closed or, where appropriate, an in-depth Ex-officio Investigation should not be launched; or
- (ii) there is proof, reasonable prima facie evidence or suspicion of possible Incidents, and therefore, a major Investigation must be launched in this regard.

In the circumstances referred to in section (i), the Committee or, where appropriate, the Compliance Manager, shall notify the Complainant in writing including, as soon as possible, an explanation of the decision taken (under the terms and within the scope made possible in accordance with applicable legislation).

Article 8

Whistleblowing and Ex-officio Investigations

In the circumstances referred to in section (ii) of Article 7 above, the Committee (or, where appropriate, the member of the Committee who has been appointed to conduct the Whistleblowing investigation) should launch an Investigation in which it may:

- (i) determine the activities to be carried out in order to investigate whether Possible Criminal Conduct or any conduct contrary to the Compliance Code has taken place, or whether there is a risk of that occurring;
- (ii) gather any type of information or documentation concerning any of the Companies, Concerned Parties, their activities or, in general, on any events deemed relevant for the purposes of the Investigation;
- (iii) require any Concerned Party to collaborate with the Investigation;
- (iv) determine which Concerned Parties and departments within the Companies must be notified about the Investigation, what should be the scope of the information provided and when it must be provided (all while respecting the principle of adversary procedure and defence in accordance with Article 4.4 above, as well as any other provisions set forth in this This Whistleblowing Channel Policy and/or in applicable legislation); and
- (v) use the external advisory services for any phase or matter related to the Investigation.

The foregoing powers of the Committee or, where appropriate, the Compliance Manager will solely be limited or influenced by the prohibitions or obligations that may arise from applicable legislation.

Article 10

Conclusion of the Investigation and adoption of decisions

10.1. When the Investigation is concluded, the Committee (or, where appropriate, the member of the Committee who has been appointed to conduct the Whistleblowing investigation) shall draw up a written report in which, as a minimum, the activities carried out as part of the Investigation must be recorded and described.

To the fullest extent permitted by the applicable legislation or the objectives of the Compliance Code, the aforementioned report, or an extract thereof, shall be sent to the management body of the Company upon which the Concerned Party/subject of the Ex-officio Investigation is functionally dependent, as well as the Complainants and the Respondents subject of the Ex-officio Investigation.

10.2. As a result of the investigation, the Committee may agree that:

- (i) there is insufficient proof of the existence of or a risk posed by Possible Criminal Conduct or conduct contrary to the Ethical Code, and therefore, no type of action should be taken or, where appropriate, the Ethical Code should merely be adapted to prevent Possible Criminal Conduct or any conduct contrary to the Ethical Code from happening in the future in a more appropriate way; or
- (ii) there is sufficient proof that either Possible Criminal Conduct or conduct contrary to the Compliance Code has either occurred or there is a risk that it may occur and, therefore, that the Companies affected by this situation must adopt the relevant measures in respect of the situation and/or the Concerned Parties who have carried out, committed, participated in, cooperated with or attempted to carry out the Possible Criminal Conduct or conduct contrary to the Ethical Code in question (hereinafter, the “**Perpetrators**”); who are obliged or permitted to comply with applicable legislation, among other provisions which are provided for in the Ethical Code, or where not established, may include:
 - (a) making the corresponding authorities aware of the events;
 - (b) bringing a legal claim or lawsuit against the Perpetrators before the competent judicial authorities or courts;
 - (c) terminating contractual relations with the Perpetrators who have a commercial relationship with the Companies;
 - (d) establishing conditions in order to maintain contractual relations with the Perpetrators who have a commercial relationship with the Companies; and/or
 - (e) applying the corresponding sanctions to the Perpetrators who have an employment relationship with one of the Companies in accordance with the provisions established in the Statute of Workers Rights and the relevant Collective Bargaining Agreement.

END OF WHISTLEBLOWING CHANNEL POLICY