



# ETHICS CHANNEL POLICY

(+34) 93 205 33 01

(+34) 93 252 45 88

[info@gnrussellbedford.es](mailto:info@gnrussellbedford.es)

[www.gnrussellbedford.es](http://www.gnrussellbedford.es)

C/ Josep Irla i Bosch, 1-3 Bajos  
(08034) Barcelona

# Contents

1. Introduction .....	3
2. Regulatory Context .....	4
2.1 Article 31 bis of the Spanish Criminal Code .....	4
2.2 UNE 19601:2025 on Criminal Compliance Management Systems .....	4
2.3 Directive (EU) 2019/1937 of the European Parliament and of the Council .....	5
2.4 Law 2/2023 of 20 February, on the protection of persons who report regulatory violations and the fight against corruption .....	5
3. Scope of the Ethics Channel.....	6
4. Purpose of the Ethics Channel.....	6
5. General Principles.....	7
6. Protection of Reporting Persons and Interested Parties.....	9
6.1 Confidentiality .....	9
6.2 Anonymous Reporting.....	9
6.3 Absence of Retaliation .....	10
6.4 Right to Information.....	10
6.5 Right to Withdraw a Report.....	11
6.6 Bad-Faith Reports .....	11
7. Procedure.....	11
7.1 Content of the Report .....	11
7.2 Internal Reporting and Processing Procedure.....	12
7.2.1 Means of Reporting and Receipt .....	12
7.2.2 Analysis and Results.....	13
8. Publicity and Information .....	13
9. Data Protection .....	13
10. Responsibilities.....	14
11. Authorship, Entry into Force, and Validity.....	14

# 1. Introduction

MILA BIDCO, S.L.U.; TERRATS MEDICAL, S.L.U.; SENSIS INVEST, S.L.U.; SENSIS INVEST USA Inc.; Geryon Holdings LLC; Humanus Dental AB; and Medealis GmbH (hereinafter, the “Group”) are firmly committed to an ethics-first culture and legal compliance and therefore, to reinforce the reporting of potential crimes, administrative breaches, or violations of the Code of Ethics or internal policies applicable within the Group, we make the Group's Ethics Channel (hereinafter referred to interchangeably as the “Ethics Channel” or “Channel”) available to individuals.

This Policy (hereinafter, the “Policy”) sets out the principles and criteria governing communications made by Group employees or anyone professionally connected with the Group, in accordance with applicable law, as well as the management of all information received through the Channel by third parties.

This Policy has been developed in consideration of the following regulations and standards:

- Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016.
- Directive (EU) 2019/1937 of the European Parliament and of the Council.
- Article 31 bis of the Spanish Criminal Code.
- Organic Law 3/2018 of 5 December, on the Protection of Personal Data and Guarantee of Digital Rights.
- Organic Law 7/2021 of 26 May, on the protection of personal data processed for the purposes of prevention, detection, investigation and prosecution of criminal offences and execution of criminal sanctions.
- Law 10/2010 of 28 April on the prevention of money laundering and terrorist financing.
- Law 2/2023 of 20 February, on the protection of persons who report regulatory violations and the fight against corruption.
- UNE 19601:2025, on Criminal Compliance Management Systems.
- UNE-ISO 37002, on Whistleblowing Management Systems.

All communications made through the Ethics Channel shall be processed and resolved in accordance with this Policy, always respecting confidentiality and guaranteeing the absence of retaliation for the reporter.

The Ethics Channel is conceived as a secure, early, and potentially anonymous reporting tool for irregularities or violations in relation to the internal rules and policies applicable to the Group.

This Policy is addressed to all employees or professional collaborators of the Group, including interns, suppliers, contractors, and members of governing bodies.

It also applies to those who report information on infringements obtained in the framework of a former employment or statutory relationship, as well as to volunteers, whether paid or unpaid, trainees, and candidates during pre-contractual or selection processes.

## 2. Regulatory Context

### 2.1 Article 31 bis of the Spanish Criminal Code

The implementation of the Ethics Channel complies with the legal provisions set out in **Article 31 bis 5. 4 of the Criminal Code**, which requires employees who become aware of any risk or violation to report it to the Compliance Officer, Compliance Committee, or internal reporting system:

*5. The organisational and management model to which the First condition of Section 2 and the previous Section refer shall comply with the following requirements:*

*4th Imposing the obligation of notifying of possible risks and cases of non-compliance to the body entrusted with the surveillance of the functioning of and compliance with the prevention model.*

### 2.2 UNE 19601:2025 on Criminal Compliance Management Systems

In addition to the provisions of the Spanish Criminal Code, UNE 19601:2025 states that organisations, as part of establishing an appropriate compliance culture, must implement, among other measures, adequate procedures for reporting non-compliance and irregularities.

In this regard, according to the UNE, top management must demonstrate leadership and commitment to the criminal compliance management system. To this end, the standard establishes that senior management has the duty to:

*(h) encourage the use of **procedures for reporting potentially criminal conduct** that may affect the Organisation and its activities;*

It also mentions the duty of the organisation to implement adequate procedures to:

- *facilitate **communication channels** through which both members of the Organisation and third parties can, in good faith and on the basis of reasonable indications, report any circumstances that may give rise to a criminal risk for the Group, as well as any breaches or weaknesses in the criminal compliance management system.*

The UNE 19601:2025 sets out the requirements for developing an effective criminal compliance management system, primarily motivated by the introduction of corporate criminal liability for private legal entities.

## 2.3 Directive (EU) 2019/1937 of the European Parliament and of the Council

Directive (EU) 2019/1937 of the European Parliament and of the Council, of 23 October 2019, on the protection of persons who report breaches of Union law, regulates the characteristics of ethics channels in private organisations. Its objective is to ensure that individuals, within their work environment, who become aware of breaches or any type of irregularity, can report them under minimum protection standards for reporters.

Directive (EU) 2019/1937 establishes measures to protect persons who report breaches, including secure and confidential reporting channels, protection against retaliation, and support for whistleblowers during the reporting process.

In summary, Directive (EU) 2019/1937 seeks to create a safe environment in which individuals can report breaches of EU law without fear of retaliation, thereby promoting a culture of transparency and compliance within the European Union.

According to the Directive (EU) 2019/1937, internal reporting is defined as the verbal or written communication of information about breaches within a legal entity in either the private or public sector.

The establishment of the Ethics Channel fulfils the Group's obligation and commitment to ensure that both Group employees and third parties can, in good faith, report any conduct involving risk or non-compliance with internal rules. This obligation is also established in Article 4 of Directive (EU) 2019/1937 of the European Parliament and of the Council, which requires EU Member States to ensure that legal entities —both public and private— establish internal channels and procedures for the notification and processing of communications.

This Policy allows us to correctly implement a communications channel as a preventive tool for any non-compliance, regulatory irregularity, or illegal activity that may have occurred, is occurring, or may occur within the operations of our entity.

- a) ensure that reports of irregularities are managed appropriately and in a timely manner;
- b) improve organisational culture and governance;
- c) reduce the risk of irregularities.

## 2.4 Law 2/2023 of 20 February, on the protection of persons who report regulatory violations and the fight against corruption

Law 2/2023, which regulates the protection of persons who report regulatory violations and the fight against corruption, transposes into Spanish law the so-called “Whistleblowing Directive,” with the aim of reinforcing the compliance culture of public and private entities through the protection of individuals who report known breaches in a professional work context.

Among other aspects, this new law requires private and public entities with fifty or more employees (among other obliged subjects) to implement “internal reporting systems” (traditionally known as whistleblowing channels), which must meet various requirements and safeguards.

In summary, Law 2/2023 seeks to create a safe environment for reporting irregularities, protecting whistleblowers, and promoting anti-corruption measures at all levels.

### 3. Scope of the Ethics Channel

The persons entitled to submit reports through the Ethics Channel are those members of the Group who have become aware of any facts that may constitute a criminal offence, administrative infringement, or breach of the Code of Ethics, the Disciplinary System, or internal rules (Policies, Protocols, etc.), as well as potential breaches that have not yet materialised but may reasonably occur.

The following persons may submit reports:

- All employees of the Group, as well as third parties who are professionally linked to the Group, whether as employees or self-employed persons, including volunteers and interns, whether paid or unpaid.
- Managers and heads of all areas.
- Shareholders and members of the Group’s Governing Body, including non-executive members.
- Business partners, including clients, suppliers, internal collaborators, and other stakeholders associated with the Group.

This Ethics Channel Policy shall be available and accessible to all persons forming part of the Group’s companies, as well as to third parties, for informational purposes regarding the rights of persons using the Ethics Channel, the rights of persons involved in the reported facts, and the confidential processing of data.

Any employee of the Group who becomes aware of the possible commission of a criminal offence, irregularity, breach, or risk of breach of national or international legislation, the Code of Ethics, or the Group’s internal rules, shall be required to report it to the Compliance Officer / Compliance Committee through the Ethics Channel available on the Group’s website. Knowledge of an irregularity or breach and the failure to report it may result in disciplinary measures.

### 4. Purpose of the Ethics Channel

The Ethics Channel is the means through which possible breaches of national and international legislation, as well as of the Code of Ethics, the Disciplinary System, and the Group’s internal rules, may be reported, thereby helping to prevent potential criminal and administrative liability for the Group, as well as reputational damage arising from such breaches or irregularities.

The main objective of the Ethics Channel is to receive and address any query or report relating to actions that may be contrary to legal requirements or to the principles voluntarily adopted by the Group in its Code of Ethics and internal policies.

Group employees and persons professionally linked to the Group are often the first to become aware of facts or activities that are contrary to the law. By raising the alarm, they play a key role in detecting and preventing conduct that may constitute a criminal offence, an administrative infringement, or a breach of the Code of Ethics or internal regulations. Accordingly, the Group is committed to ensuring the confidentiality and protection of the reporting persons throughout the investigation process, promoting a range of protective measures.

The Compliance Officer / Compliance Committee, and where applicable the Ethics Channel Managers (if they are not members of the Compliance Officer / Compliance Committee), shall exercise appropriate oversight and ensure compliance with the principle of confidentiality for those who report facts that may constitute criminal offences, administrative infringements, or breaches of the Code of Ethics or internal regulations. They shall also ensure the effective protection of reporting persons against retaliation, by establishing effective reporting and communication channels. The protection of personal data and privacy is essential for the effective functioning of the Ethics Channel. It is important to note that among the functions of the Group's Compliance Officer / Compliance Committee is that of acting as Ethics Channel Manager, without prejudice to the appointment of additional Managers to support the Compliance Officer / Compliance Committee.

The information provided by reporting persons constitutes an essential element for compliance with applicable international, European, and national legislation. Possible infringements committed within the Group may cause serious harm, creating significant risks to the well-being of society.

## 5. General Principles

The Ethics Channel shall be governed by the following principles:

- **Principle of confidentiality and data protection.** The confidentiality of the identity of the reporting person and of the information provided is guaranteed, ensuring confidentiality at all times and compliance with applicable data protection regulations.
- **Principle of non-retaliation.** Any form of retaliation or discrimination against the reporting person as a result of the report made is strictly prohibited. The Compliance Officer / Compliance Committee shall act immediately where there are indications of retaliatory measures against reporting persons.
- **Principle of proportionality.** All actions shall be carried out in accordance with applicable legislation, in an objective and appropriate manner, and in compliance with the principle of proportionality.
- **Principle of impartiality and transparency.** The investigation and assessment of reports shall be conducted objectively, impartially, and transparently, respecting the

rights of all parties involved and ensuring the proper progression of the investigation process.

- **Principle of collaboration and cooperation.** Active collaboration and cooperation between the Group, reporting persons and the competent authorities shall be encouraged in order to ensure the effectiveness and efficiency of the management of reports.
- **Principle of access to information.** The parties involved shall have the right to access relevant information and to be informed of the progress and outcome of the investigation, always respecting legal limits and confidentiality requirements.
- **Principle of compliance with the law.** The Group's Ethics Channel shall operate in strict compliance with applicable laws and regulations, ensuring that all actions related to reports are carried out within the legal framework.
- **Principle of protection of the rights of the persons involved.** Throughout the investigation process, respect for and protection of the following fundamental rights is guaranteed:
  - **Right to honour:** The reputation and good name of the persons involved shall be preserved, avoiding any defamation or unjustified damage to their reputation.
  - **Right to the presumption of innocence:** The right to the presumption of innocence shall be guaranteed throughout the entire process, until the investigation reaches its conclusion.
  - **Right to information:** The persons involved shall have the right to be informed clearly and precisely of the allegations and the evidence supporting them, ensuring their right to be aware of the reported facts and to participate in the process.
  - **Right of defence:** The persons involved shall be given the opportunity to effectively exercise their right of defence by submitting evidence, arguments, and statements to refute the allegations made against them.
  - **Right to protection:** All necessary measures shall be adopted to safeguard the integrity and security of the persons involved, preventing any form of retaliation or harm arising from their participation in the investigation process.
- **Principle of remediation.** The protection and, where appropriate, the remediation of the legitimate rights and interests of the reporting person and the persons involved shall be ensured, adopting suitable measures to prevent or remedy any harm arising from the reports or investigations. The Group reserves the right to impose sanctions on any reporting person who submits a report knowing it to be false, with the aim of safeguarding the truthfulness and integrity of the Ethics Channel and preventing its misuse or abuse.

## 6. Protection of Reporting Persons and Interested Parties

Any reporting person shall be entitled to protection when reporting any unlawful activity of which they have become aware, provided that there are reasonable grounds to believe that the information reported is plausible. It is an essential requirement that the information provided be consistent, clear, and concise, and, where possible, accompanied by evidence supporting the reported facts.

### 6.1 Confidentiality

One of the Group's primary commitments is respect for confidentiality and full compliance with the proper protection of the personal data of reporting persons. The Group shall guarantee the confidentiality of the identity of any person using the Channel, as well as of the persons involved in the reported facts and of the information provided.

The Group is committed to the proper use of the information provided, and therefore diligently complies with personal data protection obligations, ensuring that such information is processed exclusively on a confidential basis.

The Channel Managers shall be responsible for safeguarding confidentiality and for the exclusive processing and management of the information provided through the Ethics Channel. Where it is necessary to initiate an internal investigation into the alleged facts, the members of the Group involved in such investigation shall be determined on each occasion by the Compliance Officer / Compliance Committee, who shall take the necessary precautions to avoid any harm to the investigation or to confidentiality.

In the event that the collaboration of external parties outside the Group (such as advisers, consultants, or external professionals) is required for the investigation, they shall also ensure the appropriate confidentiality of the information and personal data to which they have access.

Therefore, any member of the Group or third parties who may have access to such information shall observe the strictest confidentiality in respect of all information.

### 6.2 Anonymous Reporting

The Ethics Channel shall, in all cases, allow reporting persons to submit reports anonymously if they do not wish to provide their personal data.

In all cases, such reports shall be equally valid, and anonymity shall not affect the admissibility of the report where reasonable indications exist.

It should be noted that, in such cases, the platform shall provide a unique access code, which the reporting person must retain in order to access and monitor the progress of their report, requests for information, conclusions of the report, etc.

Internal procedures allow the Group to receive reports and implement an investigation procedure conducted by the Compliance Officer / Compliance Committee, ensuring total confidentiality of communications and enabling anonymous reporting.

Information submitted anonymously must be plausible, and a preliminary analysis must reveal reasonable indications of the existence of the reported infringements, while ruling out ulterior motives or other circumstances indicating bad faith.

However, and preferably, in order to facilitate the investigation of the report or alert submitted through the Ethics Channel, all reports should include the identification of the reporting person in accordance with the terms established in this Policy under the relevant procedural section, with the Group guaranteeing appropriate data processing and strict confidentiality.

### 6.3 Absence of Retaliation

The Group guarantees the absence of any form of retaliation against reporting persons who act in good faith, without prejudice to any criminal, disciplinary or other sanctions that may apply where the reporting person has participated in the reported facts constituting a breach or irregularity under Group rules or applicable law.

Any member of the Group who adopts retaliatory behaviour against reporting persons may be subject to disciplinary sanctions. The Group is committed to ensuring its proper functioning, which includes ensuring that individuals who submit reports through the Ethics Channel do not suffer any form of retaliation as a result of the report, including reprimands, sanctions, or dismissals, among other retaliatory measures that may harm reporting persons.

This commitment reinforces confidence in the proper operation of the Group's Ethics Channel.

### 6.4 Right to Information

Any person who has used the Ethics Channel by submitting a report or query shall have the right to be informed by the Compliance Officer / Compliance Committee of the progress and outcome of the investigation, both where an internal investigation has been initiated and where the report has been declared inadmissible.

Likewise, within a reasonable period, not exceeding seven days from receipt of the report, the Channel Managers shall inform the reporting person of receipt of the report and of the procedural route to be followed.

Accordingly, the Channel Managers shall inform the reporting person of the proper receipt of the report, the filing of the report following the preliminary analysis, the processing to be carried out within a maximum period of three months, or any other relevant information deemed appropriate by the Channel Managers. Reporting persons shall also be informed of their right to request information at any time regarding the procedural stage of their report.

Where the reporting person is not the person directly affected by the reported facts, the right to information shall also extend to other duly identified reporting persons, who may request information on the investigation and measures adopted. Nevertheless, the Compliance Officer / Compliance Committee shall assess on a case-by-case basis whether such information should be provided and the extent to which it should be disclosed.

## 6.5 Right to Withdraw a Report

Any person submitting a report through the Group's Ethics Channel shall have the right to withdraw the report if they do not wish to continue with the ordinary processing procedure.

However, where reasonable indications of a breach or irregularity exist, the Compliance Officer / Compliance Committee shall initiate proceedings *ex officio* and follow the corresponding procedure.

## 6.6 Bad-Faith Reports

Persons using the Ethics Channel shall be responsible for the truthfulness of their identity and the information transmitted and for acting in good faith. The Group reserves the right to disclose the identity of the reporting person to the authorities where the reporting person has acted in bad faith or where disclosure is required by court order. The submission of reports showing a manifest disregard for the truth constitutes a very serious offence under the Group's disciplinary system.

Effective, proportionate, and dissuasive sanctions shall be established for persons who submit malicious or abusive reports or disclosures, including measures to compensate persons who have suffered damage resulting from such malicious or abusive reports.

Such sanctions shall apply to persons who:

- a) Prevent or attempt to prevent the submission of reports.
- b) Adopt retaliatory measures against reporting persons.
- c) Promote frivolous or vexatious proceedings against reporting persons.
- d) Breach the duty to maintain the confidentiality of the identity of reporting persons.

# 7. Procedure

## 7.1 Content of the Report

Any report submitted through the Ethics Channel must include the minimum information necessary to allow an adequate analysis of the facts and, where appropriate, the corresponding investigation. Therefore, at least the following information shall be provided:

- Personal information of the reporting person, such as name and surname, department, email address, and telephone number, except where the report is submitted anonymously.
- A detailed description of the irregularity or breach.
- Identification of the persons potentially involved in the reported irregularity or breach, and whether the reporting person is among those involved.
- Any evidence relevant to clarifying the allegedly committed facts, which may constitute an irregularity or breach, including documents, files, or other means of proof accessible to the reporting person.

This shall be without prejudice to the possibility of submitting reports anonymously, in which case the personal information requirements shall not apply.

Where the Channel Managers consider the information provided to be insufficient, they shall request the reporting person to provide additional information within one month. If, following the expiry of that month and the corresponding requests, such information has not been provided, or it is not possible to initiate an internal investigation without the additional information, the report shall be closed.

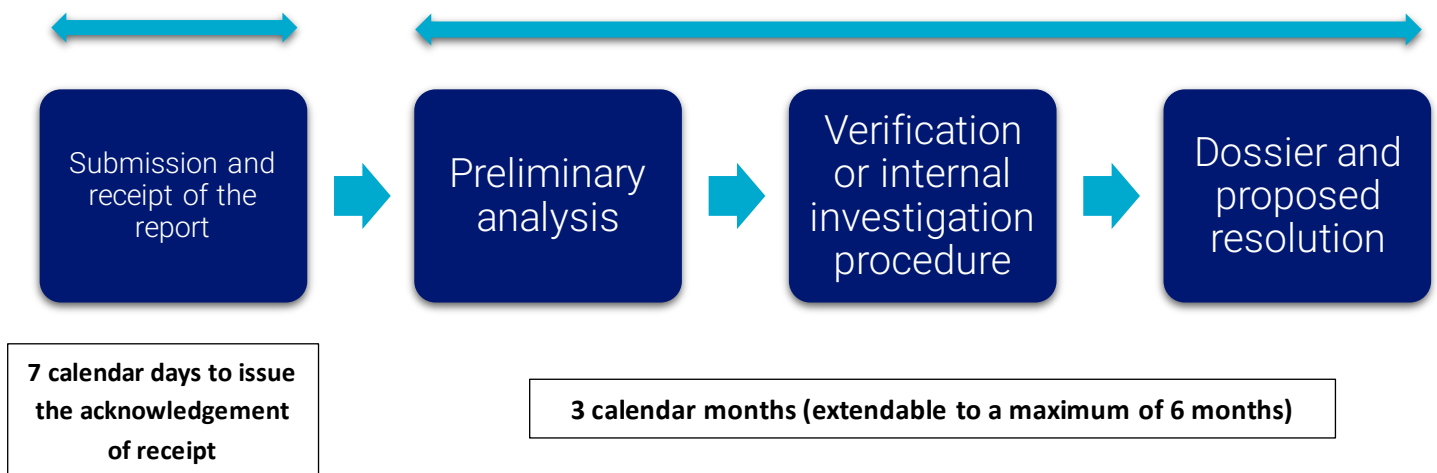
## 7.2 Internal Reporting and Processing Procedure

The Ethics Channel shall be managed through an appropriate procedure for the handling of reports.

The Channel Managers shall be responsible for receiving all reports, whether submitted anonymously or with personal data.

The Channel Managers shall enjoy full independence and freedom from conflicts of interest. Where a conflict arises, the affected Channel Manager(s) shall abstain from involvement in the specific case, without prejudice to their participation in the analysis and investigation of other reports.

To preserve and guarantee the protection of the rights of reporting persons, a simple and agile procedure has been established, comprising:



### 7.2.1 Means of Reporting and Receipt

All information shall be addressed, received, and managed exclusively by the Channel Managers, who shall ensure strict confidentiality in the processing, retention, and safeguarding of information at all stages of the procedure.

Reports of any kind may be submitted through any of the following means:

- The Ethics Channel available on the Group's corporate website.
- Verbal or personal communication to the Compliance Officer / Compliance Committee.
- Verbal or personal communication by requesting a meeting with the Ethics Channel Manager, in accordance with Law 2/2023. By sending a request to the following e-mail address: [ethicsline@dessdental.com](mailto:ethicsline@dessdental.com)

Reports must provide a detailed and accurate description of the irregular facts, and a form must be completed where the report is submitted through the website.

The Group ensures the confidentiality of personal data and complies with applicable data protection regulations, specifically Regulation (EU) 2016/679 of the European Parliament and of the Council, the General Data Protection Regulation, and Organic Law 3/2018 of 5 December on Personal Data Protection and the Guarantee of Digital Rights.

## 7.2.2 Analysis and Results

The Channel Managers shall carry out the appropriate analysis and investigation of the information provided by persons using the Ethics Channel in any of its forms, in accordance with the procedure established by the Group, and shall communicate the outcome deemed appropriate to the parties involved in the reported irregularities or breaches, taking into account the specific circumstances of each case.

## 8. Publicity and Information

The Group's Channel Managers, regardless of their functions relating to the management of the Ethics Channel and the handling and processing of the reports submitted, shall carry out an important role in terms of publicity and information.

The Group, and specifically the Channel Managers, shall periodically provide publicity and/or training on the use of the Ethics Channel to all persons who have access to it, informing them of its objectives, principles, types of report and the procedure to be followed when wishing to submit a report.

## 9. Data Protection

The Group shall ensure the confidentiality of personal data and shall comply with applicable data protection regulations, specifically Regulation (EU) 2016/679 of the European Parliament and of the Council, General Data Protection Regulation and Organic Law 3/2018 of 5 December on Personal Data Protection and the Guarantee of Digital Rights.

All members have the right to access, rectify, erase or object to the processing of their personal data by sending an email to: [rgpd@dessdental.com](mailto:rgpd@dessdental.com)

## 10. Responsibilities

The Group shall not be liable for the information or documentation transmitted, for any use of the Channel for purposes other than those envisaged, or for communications addressed to organisations that have no relationship with the Group.

Further information regarding communication channels may be obtained by accessing the Group's website directly and submitting the contact form.

## 11. Authorship, Entry into Force and Validity

This Policy shall apply from the day following the date of its signature and shall remain in force until it is amended or repealed by a subsequent Policy.

This Policy shall be kept up to date over time. To this end, it shall be reviewed on an ordinary basis annually and, on an extraordinary basis, whenever changes occur in strategic objectives or applicable legislation. This document shall be duly disseminated through the Group's usual communication channels.