



Criminal Compliance Policy

EUROPA EDUCATION GROUP

Approved by the Board of Directors of “Proyectos
Educativos Europa S.L.” on October 5, 2021

Important information regarding this document	
Identification of the <i>Policy</i>	<i>Criminal Compliance Policy</i>
Geographic scope of application of the <i>Policy</i>	Global
Sections of other policies for which provisions are implemented by this <i>Policy</i>	None
Rules substituted by this <i>Policy</i>	None
Rules that are repealed by this <i>Policy</i>	None
Related rules that conform to the Criminal Compliance Model of the <i>EUROPA EDUCATION Group</i>	<ul style="list-style-type: none"> - <i>Catalogue of Criminal risks and expected conduct.</i> - <i>Crime Prevention and Response Manual</i>
Business unit or function affected by this <i>Policy</i>	All of the business units and functions of the <i>EUROPA EDUCATION Group</i> and of the <i>Crime control scope</i> thereof
Staff affected by this <i>Policy</i>	All of the <i>Members of the Organisation</i> and of the entities within the <i>Crime control scope</i> thereof and <i>Business partners</i> , as applicable
Person principally responsible for the implementation and supervision of this <i>Policy</i>	<i>Criminal Compliance Body</i>
Date of approval	October 5, 2021
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1. Definitions

Hereinbelow, the definitions are set out of the concepts (referred to in *cursive*) that shall be frequently used throughout this document as well as in the related rules that conform to the *Criminal Compliance Model* of the *EUROPA EDUCATION Group*, which are set out in the section that precedes the contents page of this document.

- ***EUROPA EDUCATION Group / the Organisation:*** Comprised by the company “Proyectos Educativos Europa, S.L.”, and the rest of the legal entities within the *Crime control scope* thereof.
 - ***Crime control scope:*** Includes all of the legal entities that ratify and adhere to the *Criminal Compliance Policy* and to the rest of the *Criminal Compliance Model* of the *EUROPA EDUCATION Group*, by decision of the respective governing bodies thereof.
 - ***Board of Directors:*** Governing body of the *EUROPA EDUCATION Group*, by reason that the members of the *Board of Directors* have been assigned the fundamental responsibility and authority for the activities thereof, as well as for the governance and the policies thereof, and that is informed and reported to by the *ExCom* of the *EUROPA EDUCATION Group*.
 - ***ExCom:*** Executive Committee of the *EUROPA EDUCATION Group*, by reason that said committee is responsible for managing and controlling the Organisation.
 - ***Criminal Compliance Body:*** Internal body of the *EUROPA EDUCATION Group*, which has independent investigation and control powers, which is responsible, among other aspects, for supervising and monitoring the functioning and due compliance with the *Criminal Compliance Model* of the *Organisation*. The *Criminal Compliance Body* has been established in accordance with the requirements established under the Spanish criminal regulations (Article 31 *bis* of the Spanish Criminal Code) in relation to the supervision of the *Criminal Compliance Model*.
 - ***Members of the Organisation:*** Members of the *ExCom*, senior managers, employees, workers or temporary staff or persons that provide their services pursuant to a collaboration agreement, volunteers of the *Organisation* and the rest of the persons that hierarchically report to any of the foregoing. For example, members of the Rector's Office, members of
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the Dean's Office and the members of the rest of the departments that comprise the *EUROPA EDUCATION Group*.

- **Business partners:** Any legal entity or natural person, with the exception of the *Members of the Organisation*, with which the *Organisation* has or expects to establish any type of business relationship whatsoever. The foregoing term includes, by way of illustration, however not limited to, education organisations with which a collaboration agreement has been formalised, intermediaries such as agents or commission agents, external advisors, joint ventures or natural persons or legal entities contracted by the *EUROPA EDUCATION Group* for the delivery and/or receipt of goods and/or the provision of services.
 - **Third party:** Natural person or legal entity or body outside of the *Organisation*.
 - **Interested parties:** The natural persons or legal entities that, excluding the *Business partners* and the *Members of the Organisation*, may be affected or be considered to be affected by a decision or activity of the *Organisation*.
 - **Crime Prevention and Response Manual:** Document implemented pursuant to the terms of this *Policy* and that sets out the measures designed for the early assessment, prevention, detection and management of the *Criminal risks*.
 - **Criminal Compliance Policy:** All of the provisions set out in this document, hereinafter, also referred to as the "**Policy**".
 - **Catalogue of Criminal risks and expected conduct:** Document that sets out the list of crimes applicable to legal entities in the terms provided for in Spanish criminal regulations, as well as a brief description (not verbatim) of each one of the crimes and the conduct that is expected of the recipient parties for the early prevention, detection or management thereof.
 - **Criminal Compliance Model:** System of organisation for the prevention of crimes, the purpose of which is to prevent, detect and manage *Criminal risks*, and the fundamental basis of which is set out in the *Criminal Compliance Policy* and in the *Crime Prevention and Response Manual*.
 - **Criminal risk:** The risks related to certain types of activities or conduct that may constitute criminal offences and for which the *EUROPA EDUCATION Group* or any of the entities
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within the *Crime control scope* could be investigated, pursuant to the legal regime for criminal liability of legal entities, established in the Spanish Criminal Code.

- ***Obligated persons pursuant to this document:*** All of the *Members of the Organisation*, as well as the *Business partners*, as applicable, when it is necessary or advisable to extend all or any part of the provisions of this document thereto.

2. Purpose of the Criminal Compliance Policy of the EUROPA EDUCATION Group

This *Criminal Compliance Policy* establishes and sets out the ethical values of the *EUROPA EDUCATION Group*, which ratifies **its will to undertake and practice conduct and activities that comply and adhere to the specific crime prevention rules as well as the ethical values thereof**, and accordingly this *Policy* sets out the **framework of principles for criminal compliance**.

This *Policy* is in harmony with the culture of integrity and compliance with the rules of the *EUROPA EDUCATION Group* and takes into consideration not only the interests of the *Organisation* but also the requirements of the *Interested Parties* thereof. In this regard, the terms of this *Policy* conform to the strategic goals of the *EUROPA EDUCATION Group* and, as a result thereof, with the **determination of the EUROPA EDUCATION Group not to tolerate any type of conduct that may constitute a crime**. Accordingly, the absolute commitment of the *Board of Directors* and of the *ExCom*, as well as of the rest of the *Members of the Organisation*, is necessary for the compliance with the terms and provisions thereof.

In light of the foregoing compliance commitment, the conduct that is expected of the *Obligated persons pursuant to this document* has been established, which are required to commit to the terms of this *Policy*, and this *Policy* describes the measures adopted in order to ensure said compliance and also sets out the consequences of any breach thereof.

3. Entities, persons and activities affected

3.1. Entities and persons affected

This *Policy* is mandatorily and globally applicable to the whole *Organisation*. The *Members of the Organisation* must comply with the terms thereof, irrespective of the position or office thereof and the geographic territory in which they are situated, except when the laws applicable to the specific jurisdiction in which they operate establishes stricter provisions or rules, which shall prevail over and above the terms of this *Policy*.

In light of the foregoing, although this *Policy* is applicable to the *Members of the Organisation*, the terms thereof may also be extended, whether in full or in part, to the *Business partners*, whenever the specific circumstances or situation so require, by which the *Organisation* shall comply with the due diligence processes thereof for the selection of *Third parties* in order to ensure the necessary compliance with applicable criminal regulations. Said criminal regulations establish the obligation of the *EUROPA EDUCATION Group* to monitor the conduct carried out by persons or entities that, acting under the authority of the legal representatives and “*de facto*” or “*de iure*” directors thereof (in the case of the *EUROPA EDUCATION Group*, the members of the *Board of Directors* and of the *ExCom*, as well as any other persons with broad powers and functions within the *Organisation*), may have carried out criminal acts, by reason of a serious breach of the duties of supervision, monitoring and control in relation to said persons and entities, in light of the specific circumstances of the case, regardless of whether said persons or entities are *Members of the Organisation* or *Business partners*.

3.2. Activities affected

In addition to this *Policy*, a ***Catalogue of Criminal risks and expected conduct*** also exists, approved by the *Criminal Compliance Body*, which summarises the different types of crimes for which, in accordance with the provisions of Article 31 *bis* of the Spanish Criminal Code,

legal entities may be investigated in Spain. Said types of crimes include criminal offences¹ committed in the name or on behalf of said legal entities, and for the direct or indirect benefit thereof, (i) by the **legal representatives or “de facto” or “de iure” directors** thereof, or (ii) by the **persons subject to their authority**, when the commission of the crime, in this latter case, is the result of the absence of the necessary control thereby, in light of the specific circumstances of the case.

The terms of the ***Catalogue of Criminal risks and expected conduct*** does not only summarise the different criminal offences, but also describes, for each particular crime, the main activities that could imply *Criminal risks*, and all of the foregoing so that the addressees or recipients of this *Policy* may remain alert in relation to situations that may expose them to said *Criminal risks* during the performance of their activities. Furthermore, the terms of said catalogue also refer to the conduct that the *EUROPA EDUCATION Group* expects of the *Obligated persons pursuant to this document*, and may also include references to other internal rules or procedures in this regard.

¹ The Spanish Criminal Code establishes the criminal liability of legal entities for the commission of a closed list of crimes (*numerus clausus*), which shall be described in subsequent sections of this *Policy*, without prejudice to the personal criminal liability that may be applicable to the *Members of the Organisation* or the *Business partners* that have committed the crime or that have cooperated or participated in said crimes.

4. List of crimes and conduct

The *Catalogue of Criminal risks and expected conduct* sets out and summarises the criminal offences for which **any legal entity** may be held criminally liable pursuant to the terms of the current Spanish Criminal Code, however said document does not constitute either a comprehensive or closed list by reason that, together with the modalities provided for hereinbelow, other forms of liability may also exist in relation to said types of crimes.

Every person is individually responsible for making sure that he or she is duly informed of all applicable law and of the necessary compliance therewith. It is necessary to take into consideration that the benefit obtained for an unlawful activity may be both **direct** as well as **indirect**, and special care must be taken in relation to any conduct that, if unlawful, may benefit the *Organisation* in a broad sense of the term. Furthermore, the legal entities shall not only be held liable for the acts or omissions that have taken place in Spain or Portugal, but **also for any acts or omissions that have taken place in any other country if certain circumstances are satisfied**, which means that all persons must take special care in relation to any potentially criminal conduct pursuant to Spanish law that takes place abroad.

In this regard, if you have any query or questions in relation to the terms of this section or if you would like to request any additional information, please contact the *Criminal Compliance Body* of the *EUROPA EDUCATION Group* and/or review the types of criminal offences provided for in the [current Spanish Criminal Code](http://www.boe.es) (www.boe.es).

5. Organisational measures

5.1. The *Criminal Compliance Body*

5.1.1. Composition

The *EUROPA EDUCATION Group* has established a *Criminal Compliance Body* that is responsible for carrying out crime prevention functions and that shall supervise and monitor the effective implementation of this *Policy* through the implementation of the different measures provided for in the *Criminal Compliance Model*. The *Criminal Compliance Body* is created as a single decision-making body, and shall be comprised by:

- The Legal Department Manager.
- The Finance Department Manager.
- The Human Resources Department Manager.

The *Criminal Compliance Body* acts hierarchically and functionally under the auspices of the *Board of Directors*, and reports its activities both to the *Board of Directors*, as the governing body of the *Organisation*, as well as to the *ExCom*, as the Senior Management body.

The *Board of Directors* has designated upon the *Criminal Compliance Body* independent powers of investigation and control, as well as the utmost independence possible for the functioning thereof, and accordingly the *Criminal Compliance Body* is free from any business restraint whatsoever that could jeopardise the performance of its functions.

In the terms provided for in the *Policy*, the *Criminal Compliance Body* is fully backed by the *Board of Directors* and by the *ExCom*, to which the *Criminal Compliance Body* has full and direct access and the *Criminal Compliance Body* is responsible for supervising and monitoring the functioning and compliance with the *Criminal Compliance Model*. In this regard, the *Criminal Compliance Body* is authorised to freely access any documents of the *Organisation* as well as the *Members of the Organisation* themselves, as may be necessary

for the performance of the activities and functions thereof. The *Members of the Organisation* must immediately provide the *Criminal Compliance Body* with all of the documents and information requested thereby.

The *Criminal Compliance Body* shall act and function independently, without the need for any specific mandate or authorisation for said purposes, pursuant to the provisions of this *Policy* and the provisions of the *Crime Prevention and Response Manual*.

The independence of the *Criminal Compliance Body* ensures the neutrality thereof for the adoption of decisions. Said independence is backed by the functional relationship thereof with the *Board of Directors* as the governing body and by the direct access thereof to both the *Board of Directors* as well as the *ExCom*.

The *Criminal Compliance Body* must also identify and act for the purposes of managing potential or actual conflicts of interest, when situations exist in which the responsibility or authority for the adoption of decisions is delegated, within scopes in which *Criminal risks* exist.

5.2. Obligations of the *Members of the Organisation*

To the extent that all of the *Members of the Organisation* are responsible for their due compliance with legal provisions and for the correct implementation of the *Criminal Compliance Model*, all of the *Members of the Organisation* are expected, regardless of the position or office thereof within the *Organisation*, (i) to ensure the due compliance with the provisions of this *Policy*, and to carry out, at all times, ethical conduct and practices and to abstain from committing any criminal activities whatsoever, and (ii) to immediately comply with the instructions issued by the *Criminal Compliance Body* in the exercise of the functions set out hereinabove.

5.2.1. The *Board of Directors* and the *ExCom*

The *Board of Directors* and the *ExCom* not only back the *Criminal Compliance Body* in relation to the performance of its functions, but furthermore they actively promote a culture of compliance within the *Organisation*, and shall ensure that the *Criminal Compliance Body* has the necessary and adequate resources in order to effectively implement the *Criminal*

Compliance Model and furthermore shall promote and encourage the use of procedures and channels established for the reporting of potentially criminal conduct that may affect the *Organisation* and the activities thereof, among other issues.

The leadership functions of the *Board of Directors* and of the *ExCom* within the *EUROPA EDUCATION Group* mean said bodies have, in addition to the obligations applicable to all of the *Members of the Organisation* (see section 5.2 of this *Policy*), the fundamental obligations set out hereinbelow.

(i) Obligations of the *Board of Directors*

The *Board of Directors* is responsible for formally approving this *Policy* (as well as any updates thereof) and also for promoting the adoption and implementation of an adequate *Criminal Compliance Model* within the *Organisation*, which is designed to prevent, detect and manage the *Criminal risks* that threaten the *Organisation*.

In compliance with the provisions of the Spanish Criminal Code, on 28/10/2020 the *EUROPA EDUCATION Group* assigned responsibility for the supervision and monitoring of the functioning and compliance with the implemented *Criminal Compliance Model* upon the *Criminal Compliance Body*.

(ii) Obligations of the *ExCom*

The *ExCom* of the *EUROPA EDUCATION Group* collaborates with the *Board of Directors* in the performance of the responsibilities and functions thereof, in particular in relation to the dissemination of the culture of compliance within the *Organisation* and the policy of **zero tolerance in relation to conduct that imply the commission of crimes**.

The *ExCom* must also ensure the availability of the adequate and sufficient resources necessary for the effective implementation of the *Criminal Compliance Model*, and must internally communicate and disseminate the importance of said implementation and adherence in harmony with the terms of this *Criminal Compliance Policy*.

In relation to the communications of the *Members of the Organisation* in relation to activities related to *Criminal risks*, the *ExCom* shall guarantee to the *Members of the Organisation* that no reprisals, discrimination or sanctions shall be adopted against them for communications reported in good faith or for any actions carried out for the purposes of avoiding any participation in any criminal conduct.

Furthermore, in accordance with the terms provided for in the *Criminal Compliance Model* in relation to the criminal compliance reports, the *ExCom* receives, reviews and signs the reports provided by the *Criminal Compliance Body*, and shall either adopt the actions proposed by the *Criminal Compliance Body* or shall alternatively implement the actions or measures considered more adequate for the proper management of the identified *Criminal risks*.

5.2.2. All of the *Members of the Organisation*

All of the *Members of the Organisation* are responsible for understanding, complying with and applying the provisions of this *Criminal Compliance Policy*, and must collaborate with the *Criminal Compliance Body*, the *Board of Directors* and the *ExCom* whenever necessary, and, in particular, must adhere to the conduct that is expected thereof, as provided for under the *Catalogue of Criminal risks and expected conduct*, referred to hereinabove.

Furthermore, all of the *Members of the Organisation* must immediately report to the *Criminal Compliance Body* any action to avoid or remedy the potential commission of a crime or potential crime that the *Members of the Organisation* have knowledge of and/or that is being managed without the apparent participation of the *Criminal Compliance Body*.

Moreover, all of the *Members of the Organisation* are expected to attend the training sessions that, in relation to criminal compliance issues, have been established in light of the functions or office thereof within the *Organisation*, and must immediately provide all information and documentation that may be requested by the *Criminal Compliance Body*.

6. Understanding and ratification

This *Policy* is provided and is available to all of the *Members of the Organisation* on the intranet of each entity within the ***Crime control scope***.

Furthermore, the *EUROPA EDUCATION Group* shall make this *Policy* available to its *Business partners* via website of each entity within the ***Crime control scope***.

7. Communication of conduct

All of the *Members of the Organisation* **must report any individual or collective conduct that breach of the terms of this *Policy* or of the rest of the documents of the *Criminal Compliance Model***, irrespective of whether said conduct has been ordered or requested by a superior or not.

For the purposes of the effective implementation of this *Policy*, the *Organisation* has established a whistleblowing channel. Hence, any future queries, comments or reported accusations by the *Members of the Organisation* in relation to crime prevention must necessarily be carried out through the Whistleblowing Channel of the *EUROPA EDUCATION Group*, without prejudice to any additional channels that may be established by the *Organisation* for said purposes.

Any query, comment or reported accusation in relation to crime prevention that is managed through the Whistleblowing Channel of the *EUROPA EDUCATION Group* and that is apparently true and accurate, must be notified to the *Criminal Compliance Body* in accordance with the terms set out in this *Policy* and established in the *Crime Prevention and Response Manual*. All of the communications shall be kept strictly confidential, and no reprisals of any type whatsoever shall be taken against *bona fide* whistleblowers.

In light of the detection of reported accusations or communications that are materially significant and/or that may seriously jeopardise or compromise the *Organisation* or the groups of interest thereof, the *Criminal Compliance Body* must immediately inform the *ExCom* for the adoption of the pertinent measures.

8. Consequences of a breach

In accordance with the provisions of this *Policy*, as well as the terms of the *Crime Prevention and Response Manual*, all of the *Obligated persons pursuant to this document*, regardless of their hierarchical position and geographic and/or functional location, must comply with the principles and procedures established in said documents, whenever applicable thereto. Furthermore, for the purposes of ensuring the correct implementation and compliance with the *Criminal Compliance Model*, all of the *Obligated persons pursuant to this document* are requested to report any breach thereof, in the terms set out in section 7 (“*Communication of conduct*”) of this *Policy*.

When the *Criminal Compliance Body* investigates and confirms a breach of the provisions of the foregoing documents, the *Criminal Compliance Body* shall propose to the *ExCom* the measures to be adopted, including any disciplinary measures (within the labour scope) or contractual measures (in relation to the commercial relationships with *Third parties*) that are considered proportional to the risk or damage caused. Said measures shall not only be applicable to the persons the conduct of which has caused the risk or damage, but shall also be applicable to any *Members of the Organisation* that have not correctly followed the procedures established by the *EUROPA EDUCATION Group* for crime prevention and response, which, in and of itself, is considered to constitute a breach of the ethical values and principles to which the *EUROPA EDUCATION Group* is committed.

The measures adopted within a labour scope shall conform to the provisions of applicable regulations, and shall be strictly and proportionally applied in light of the seriousness of the facts of the case, and if applicable, the legal representatives of the workers shall be informed thereof.

In the event that unequivocal evidence exists to the effect that any *Member of the Organisation* may have committed a criminal offence, said situation or facts must be reported to the competent Public Authorities for investigation and the corresponding charges. Said communication must be accompanied by the evidence and/or indicia that have been compiled in relation thereto.

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