

Transparency and Integrity Channel

Ethics Committee Regulations

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Article 1 — Purpose of the regulations

These regulations establish the rules governing the organization, operation, and governance of the BLC Global Ethics and Integrity Committee within the framework of the Transparency and Integrity Channel, which is primarily intended for external audiences, without excluding its use by active members of BLC Global.

Their purpose is to ensure that reports are managed with independence, confidentiality, due process, traceability, and alignment with international reference standards and B Corp certification requirements.

Article 2 — Regulatory framework

These regulations are based on:

- ISO 37002:2021 — Whistleblowing management systems
- ISO 37001:2016 — Anti-bribery management systems
- UN Guiding Principles on Business and Human Rights (Principle 31)
- B Corp certification standards
- BLC Global Code of Ethics and Conduct
- Transparency and Integrity Channel Policy
- Channel Non-Retaliation Policy
- Channel Personal Data Processing Policy
- Channel Internal Investigation Protocol

Article 3 — Committee composition

The Ethics and Integrity Committee consists of three full members with the right to speak and vote:

Role	Function	Relationship
CEO / Legal Director	Legal perspective and senior management commitment to the group's ethical governance.	Internal
Human Capital Manager	Cases involving conduct toward individuals. Implementation of employment-related sanctions.	Internal
External law firm	Independent legal interpretation, with no employment relationship with BLC Global.	External

The Committee's composition seeks to ensure a multidisciplinary approach (legal, people-related, and independent legal perspectives) and the presence of at least one member with no employment relationship with the group.

Article 4 — Operational Secretary

The Operational Secretary manages the channel's day-to-day operation. The Secretary is not a Committee member and has no vote in its decisions.

4.1 Eligible roles

Head of Regulatory Affairs or Talent, Culture, and Administration Coordinator. The Committee appoints one of these two roles when the channel is launched.

4.2 Flexibility regarding the internal channel

The role may be held by the same person who serves as Secretary of the internal ethics and conduct channel, or by a different person, depending on workload and the Committee's decision. These regulations impose no restriction in this regard.

4.3 Alternate Secretary

If the Head of Regulatory Affairs serves as Secretary, the Talent, Culture, and Administration Coordinator acts as alternate, and vice versa. If another person serves in the role, that person may be replaced by either of the individuals named above.

4.4 Responsibilities

- Receive reports submitted through the channel
- Check admissibility and classify by category (01 to 08) and severity
- Check Committee members for conflicts of interest in each case
- Manage deadlines (SLAs) and alert the Committee if a deadline is at risk of being missed
- Communicate with the reporting person: acknowledgment of receipt, start of the process, and closure
- Prepare case files and documentation for Committee meetings
- Prepare the minutes of each meeting
- Record and archive each case with full traceability

4.5 Confidentiality commitment

The Operational Secretary must sign a specific confidentiality commitment before assuming the role, as the Secretary has access to the identities of identified reporting persons and all channel case files.

Article 5 — Ad hoc consultant

The Committee may call upon ad hoc consultants for cases requiring operational context or specific expertise that full members do not possess. The ad hoc consultant provides a substantiated technical opinion but has no vote in Committee decisions.

Depending on the nature of the case, the following may be called upon: the Marketing Manager when the report relates to brand or positioning risks; the FACTI Manager when it involves financial matters, fraud, internal control, or related issues; the Manager of the business unit affected by the reported events when context regarding that unit's operations or activities is required; and department leaders or coordinators when their specific knowledge contributes to a more accurate understanding of the case.

Calling upon an ad hoc consultant does not alter the Committee's quorum or modify the deliberation rules established in Article 8. The same confidentiality obligations under Article 14 apply to these consultants.

Aspect	Details
Eligible roles	FACTI Manager, Marketing Manager, Business Unit Managers, department leaders or coordinators
When called upon	FACTI Manager: cases involving financial matters, fraud, internal control, or auditing. Marketing Manager: when the report relates to brand or positioning risks. Business Unit Manager: when the reported events occurred within the scope of that unit's activities. Department leaders or coordinators: when their specific knowledge contributes to a more accurate understanding of the case.
Other consultants	The Committee may engage technical experts, environmental consultants, human rights specialists, or others, as needed.

Refer to the Transparency Channel Roles document, which details operations, escalation, alternates, and the reasons for these arrangements.

Article 6 — Duties and powers

The duties of the Ethics and Integrity Committee are to:

- Receive, through the Operational Secretary, reports submitted to the Transparency and Integrity Channel.
- Review and confirm the classification and severity assigned by the Secretary.
- Designate the investigator for each case according to its severity.
- Oversee the progress of preliminary and formal investigations.
- Deliberate and decide on each case: sanction, corrective action, process improvement, or archiving.
- Approve the final report of each investigation.
- Assess, with legal advice, the obligation to report to the competent authorities when there are indications of a crime, and arrange such notification when appropriate under the applicable jurisdiction.
- Arrange reporting to the competent authorities when there are indications of a crime, according to the jurisdiction of the case.
- Monitor compliance with the channel's deadlines (SLAs).
- Propose improvements to the group's policies, processes, and controls based on the cases handled.
- Report to the Board of Directors on the channel's operation.

Article 7 — Regular and special meetings

7.1 Regular meetings

The Committee meets when active cases require deliberation. The Operational Secretary convenes a regular meeting when a case reaches the prioritization stage or when cases are pending resolution.

If there are no active cases, the Committee is not required to meet periodically. However, the Secretary will report quarterly to the Committee on the channel's overall status (even if there are no cases) to maintain active governance.

7.2 Special meetings

Any Committee member or the Operational Secretary may convene a special meeting in the event of:

- Receipt of a case of **Critical or High severity** requiring immediate attention.
- Imminent risk to individuals, operations, or the group's reputation.
- Need for urgent reporting to the competent authorities.
- Any other situation that, in the judgment of the person convening the meeting, cannot wait until the next regular meeting.

7.3 Meeting format

Meetings may be held in person or virtually. In both cases, the Secretary prepares minutes under the same documentation requirements.

Article 8 — Quorum and decision-making

The minimum quorum for deliberation and decision-making is three individuals with the right to speak and vote.

If recusals reduce the Committee to fewer than three members, alternates are added according to the table in Article 11 until quorum is reached. No case may be deliberated with fewer than three eligible individuals.

Decisions are made by a simple majority of members present. In the event of a tie, the vote of the member with the greatest independence in relation to the case prevails (giving priority to the external law firm).

Abstentions are recorded in the minutes but are not counted when calculating the majority.

Article 9 — Term of office and appointment

Committee members serve for an indefinite term while they hold the position that qualifies them within BLC Global or maintain their contractual relationship with the group (in the case of the external law firm).

Leaving that position or ending the contractual relationship automatically terminates Committee membership. The successor to the position assumes the Committee seat without requiring a new formal appointment, unless the Board of Directors decides otherwise.

The BLC Global Board of Directors may remove or replace any Committee member at any time by means of a reasoned resolution.

Article 10 — Conflicts of interest and recusal

For each case received, the Operational Secretary checks whether any Committee member has a conflict of interest. A conflict of interest includes:

- A **direct reporting relationship with the reporting person or the subject of the report.**
- A family, personal, or business relationship with any of the parties.
- Prior involvement in the reported events.
- Any circumstance that could objectively affect the member's impartiality.

The affected member must recuse themselves from deliberating and deciding on the case. If the member does not voluntarily recuse themselves, any other Committee member or the Secretary may request their recusal, which will be decided by the remaining members.

Voluntary or requested recusal is documented in the minutes, together with the corresponding grounds.

Article 11 — Table of alternates

When a member recuses themselves, the member is replaced according to the following table:

Recused member	Alternate	Rationale
CEO / Legal Director	A person outside BLC Global's reporting structure (a second law firm, an independent external consultant, or another person with no employment relationship with the group)	All managers report directly to the CEO. No manager can guarantee independence from their direct supervisor.
Human Capital Manager	The Marketing Manager as the primary alternate. In the event of absence, inability to serve, or a conflict of interest, another group manager with no reporting or dependency relationship with the subject of the report.	The conflict specifically concerns Human Capital. A peer manager can act independently in relation to the case.
External law firm	Another law firm or external legal adviser with no prior relationship with the parties to the case	If the firm has a conflict involving any of the parties, another independent firm is required.
Operational Secretary	The other eligible role (Head of Regulatory Affairs or Talent Coordinator, depending on who serves as the primary Secretary)	Ensures operational continuity without interrupting the process.

Article 12 — Escalation

12.1 Reports not involving the CEO

The case may be escalated to the group's managers together with the external law firm as a review body, if the Committee deems this necessary due to the complexity or impact of the case.

12.2 Reports involving the CEO

The case is resolved entirely by the external law firm, which may seek a second independent external opinion if it deems it

necessary. No group manager participates in deliberation or decision-making, as all report directly to the CEO.

12.3 Reports involving a majority of the Committee

If the report involves both the CEO and the Human Capital Manager, or two of the three full members, the case is transferred entirely to the external law firm, supported by a second external opinion, acting as the sole decision-making body.

Guiding principle

No individual under investigation may participate, directly or indirectly, in deciding their own case. This principle applies without exception, regardless of the hierarchical level or length of service of the subject of the report.

Article 13 — Designated investigator

The Committee assigns an investigator to each case according to its severity:

Severity	Investigator	Criterion
CRITICAL	External investigator required	Imminent risk, indications of a crime, or involvement of senior management.
HIGH	External investigator recommended	Significant reputational harm or multiple jurisdictions.
MEDIUM	Internal (Committee member or Secretary)	Individual case with limited impact.
LOW	Operational Secretary directly	Isolated conduct with no pattern or organizational impact.

The investigator leads evidence gathering and interviews and prepares the findings report for the Committee. Investigation deadlines are defined in the Channel Internal Investigation Protocol.

Article 14 — Confidentiality and obligations

All Committee members, the Operational Secretary, ad hoc consultants, and designated investigators are required to:

- Maintain absolute confidentiality regarding the cases handled, the identities of reporting persons and subjects of reports, and the Committee's deliberations.
- Sign a specific confidentiality commitment before assuming their duties.
- Use information obtained in the performance of their duties solely for case management purposes.

- Refrain from participating in cases in which they have a conflict of interest, in accordance with Article 10.
- Inform the Committee of any pressure, threat, or attempted interference they receive in connection with a case.

Failure to comply with these obligations constitutes serious misconduct and will be addressed by the Board of Directors as the higher authority.

Article 15 — Minutes and documentation

The Operational Secretary prepares minutes of each Committee meeting, which must include, at a minimum:

- Date, time, and format of the meeting (in person or virtual).
- Members present and absent. Alternates added, where applicable.
- Cases discussed, with reference to each case's tracking code.
- Summary of deliberations without disclosing identifying information about an anonymous reporting person.
- Decisions made, with supporting grounds and voting results.
- Voluntary or requested recusals, with supporting grounds.
- Signatures of the members present.

Minutes are retained for at least five years from the date of the meeting. Access to the minutes is restricted to Committee members and the Board of Directors.

Article 16 — Coordination with other channels and departments

For active members of BLC Global, the internal Ethics and Transparency Channel is the primary avenue for workplace-related situations. However, this distinction between audiences does not exclude them from using the Transparency and Integrity Channel.

Area / Mechanism	Relationship with the Committee
Internal ethics channel	Managed by the same Committee. Separate systems by target audience.
Human Capital	Implements employment sanctions decided by the Committee.
FACTI Management	Consulted on an ad hoc basis for financial or internal control cases.
Board of Directors	Receives channel reports. Serves as an escalation body and may remove Committee members.
Customer Service	Receives referrals of commercial complaints with no ethical component.

Article 17 — Effective date and amendments

These regulations enter into force upon approval by the BLC Global Board of Directors and apply immediately.

They may be amended by the Board of Directors in response to changes in the group's structure, updates to international standards, legal changes, or recommendations from the Committee itself.

Every amendment must be documented in the version history and communicated to Committee members before taking effect.

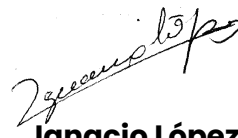
Change control

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01	[16/07/2026]	First version of the regulations	Marketing Team



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Confidentiality: HIGH — Management and Directors Only