

DECISION-MAKING PROTOCOL

CHANGE CONTROL

Edition	Modified Sections	Description of the Change	Date
V. 1.0	Original Document	Original Document	28/06/2023

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1. INTRODUCTION

The decision-making protocol (hereinafter, the "Decision-Making Protocol") aims to ensure, in accordance with the provisions of Article 31 bis 5.2° of the Spanish Penal Code, the establishment of procedures that detail the process of forming intent, decision-making, and execution within the FUNDACIÓN DONOSTIA INTERNATIONAL PHYSICS CENTER – DIPC (hereinafter, "DIPC").

The goal is to strengthen the effectiveness of the principles and conduct guidelines that should govern DIPC, ensuring and consolidating the implementation of a culture based on ethics and organizational integrity.

In this way, the document seeks to reinforce the effectiveness of the principles and guidelines that must govern DIPC, ensuring and consolidating the implementation of a culture based on ethics and organizational integrity, serving as a clear and undeniable commitment by DIPC to comply with the law and transparency, both of which are projected across all areas of its operations, with special emphasis on criminal prevention matters, thus establishing the fundamental bases for decision-making and execution within DIPC.

2. SUBJECTIVE SCOPE OF APPLICATION

This Protocol of Decisions is applicable to all members of DIPC, whatever their contractual modality, hierarchical or functional position, with special emphasis on the members of its Board of Trustees, Directors and Heads of its various departments. All of them will hereinafter be referred to individually as the 'Professional', individually as the 'Professional' and collectively as the 'Professionals'.

All of them are obliged to comply with the rules and protocols in force at DIPC and, fundamentally, with the Corporate Compliance Programme and the documents that comprise it, with special mention to the present Protocol of Decisions.

3. GUIDELINES FOR ACTION AND DECISION-MAKING

Both the Board of Partners of DIPC, the Directors, and the Heads of its various departments, as governing bodies with direction, administration, and management powers, are obligated to demonstrate their leadership and commitment to compliance, especially in terms of criminal law prevention. Therefore, every decision must be inspired and guided by their commitment to complying with the Corporate Compliance Program and the documents that comprise it, taking the following action guidelines as a reference:

- a) Establish and defend as one of DIPC's fundamental values that the actions of its Professionals are always in accordance with the legal system in general, and specifically with criminal law, promoting an appropriate compliance culture within DIPC.
- b) Develop a risk assessment process that enables the identification, analysis, and evaluation of criminal risks, establishing Corporate Compliance objectives based on this.
- c) Adopt, implement, maintain, and actively and continuously improve an appropriate Corporate Compliance management system to prevent and detect crimes or to significantly reduce the risk of their commission.

- d) Provide the Corporate Compliance management system and, specifically, the Committee, with the appropriate financial, material and human resources for its adequate financial, material and human resources for its effective operation.
- e) Approve the DIPC Corporate Compliance Programme, as well as the documents that comprise it.
- f) Periodically review the effectiveness of the Corporate Compliance system, modifying and updating it, mainly when possible breaches are detected, changes occur in DIPC, in the control structure, in the activity carried out or legislative changes in the area of Criminal Liability of Legal Entities.
- g) Appoint the Compliance Committee, which is entrusted with supervising the operation and execution of the Corporate Compliance management system, granting it autonomous powers of initiative and control in order to carry out its work properly.
- h) Promote training and awareness of criminal risks.
- i) To ensure compliance with the procedures that specify the process of forming the will of the DIPC, decision making and execution of the same, promoting a culture of compliance that guarantees high ethical standards of behaviour.
- j) Implement appropriate procedures for reporting and investigating non-compliance and irregularities.
- k) Approve an adequate, proportionate and effective disciplinary system to sanction possible criminal conduct, as well as any conduct contrary to the Corporate Compliance Programme and the documents that comprise it.

4. COMPLEMENTARY MEASURES

In addition to all of the above, in order to guarantee that the adoption of decisions within DIPC is in accordance with the law and is carried out with transparency, taking criminal prevention and the implementation of an effective culture of compliance as an obligatory starting point, both the Board of Trustees, the Directors, as well as the Heads of the different departments, shall adopt in their respective decision-making processes, at least and in relation to the decision to be taken at any given time, measures such as the following:

- Report justifying the reasons that advise the adoption of the decision.
- Request for internal and external reports according to subject matter.
- Internal and external controls and audits depending on the subject matter.
- Specialised technical and legal advice in relation to certain decisions.
- Assessment of possible risks, with special mention of criminal risks.
- Evaluation of the impact of any decision.
- Analysis of possible alerts received.

- Evaluation of different scenarios.
- Comparison of alternatives
- Weighing of costs and benefits
- Weighing of individual vs. collective interests.
- Review and evaluation of possible controls implemented and to be implemented.

5. COMMUNICATION PROTOCOL WITH THE COMPLIANCE COMMITTEE ON DECISION-MAKING

Similarly, when certain decisions must be made to ensure the effective compliance with the Corporate Compliance Program at DIPC, if specific approval measures or decision-making actions are required, the Compliance Committee will forward all relevant information to the appropriate body, along with the corresponding proposal, for review and acceptance or rejection, as applicable.

Among others, the following issues may be proposed:

- Proposal for resource management and allocation.
- Proposal for improving the implemented control systems.
- Proposals regarding the Internal Information System.
- Modification of protocols, rules, or internal policies due to changes in the organization or, among other factors, legislative changes.
- Identification of new criminal risks.
- Adoption and application of potential sanctions.
- Annual report with internal audit reports or those carried out by external experts regarding all aspects of the Corporate Compliance Program.
- Annual report of the summary/report related to the Internal Information System.

Furthermore, in relation to each of the previously outlined scenarios, once the corresponding decision has been made by the competent body, it must submit a report or a copy of the minutes containing the adopted decision, so that the Compliance Committee can carry out, if applicable, the corresponding action.

6. GUIDELINES GOVERNING THE HIRING AND PROMOTION OF EXECUTIVES

The procedures that define the decision-making process at DIPC will ensure high ethical standards in the hiring and promotion of executives and in the appointment of the members of the Board of Trustees. Adequate evaluations of the various candidates will be conducted, always considering the professional track record of the candidate and rejecting those who, due to their background, lack the required suitability.

7. ENTRY INTO FORCE AND VALIDITY OF THE DECISION-MAKING PROTOCOL

The Decision-Making Protocol was approved by the DIPC Board of Trustees on June 28, 2023, coming into effect and remaining fully valid unless any modifications are made to it.