

# GUGGENHEIM BILBAO

## INTERNAL WHISTLEBLOWING SYSTEM – POLICY

### I. PURPOSE

This policy lays down the principles applicable to the Internal Whistleblowing System of the GUGGENHEIM MUSEUM BILBAO (hereinafter referred to as “MGB”), an entity comprising the following: “FUNDACIÓN DEL MUSEO GUGGENHEIM BILBAO”, “TENEDORA MUSEO DE ARTE MODERNO Y CONTEMPORÁNEO DE BILBAO S.L.”, and “INMOBILIARIA MUSEO DE ARTE MODERNO Y CONTEMPORÁNEO DE BILBAO, S.L.”. This policy was developed in accordance with Law 2/2023, of 20 February, regulating the protection of individuals who report infringements and the fight against corruption (hereinafter referred to as “Whistleblower Protection Act”).

By developing and implementing this policy, MGB affirms its commitment to the culture of compliance and guarantees the protection of any employee, manager, or third party who informs of possible infringements or acts that are deemed illegal they are aware of in their working or professional environment.

MGB fulfils the obligations and observes the law in all the jurisdictions where it operates, as well as the obligations and regulations it complies with voluntarily in an effort to behave ethically and contribute to corporate compliance.

This policy will appear in its own section, which will be easily identified, on the MGB webpage. What follows is the link to access this section:  
<https://www.guggenheim-bilbao.eus/>

### II. BACKGROUND

A Compliance Program is already in place at MGB. It is an internal control and surveillance system, aimed at preventing crime and offences wherever possible, or facilitating their identification and mitigating their effects.

The MGB Compliance Program is aimed at ensuring that all the people working in the name or on behalf of the Museum comply with the laws and regulations in force, as well as with internal procedures and policies. Individual cooperation is essential to fulfil this purpose, as it helps prevent and identify irregular behavior.

The existing legislation underscores the need for corporations to implement risk prevention and management models, that is, control mechanisms to prevent, identify, and respond to infringements or crimes committed by their members. MGB has implemented an Internal Whistleblowing System as a tool to improve the effectiveness of the Compliance Program by enabling users to report on risks and breaches, in line with the MGB culture of ethics and compliance.

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This policy is MGB's tool to share and implement the Internal Whistleblowing System – an invaluable tool to preserve and protect its corporate image, reputation, and prestige.

## III. INTERNAL WHISTLEBLOWING SYSTEM

The MGB Internal Whistleblowing System is the channel made available to employees, managers, and third parties within the scope of the law to report on alleged infringements or acts that are deemed illegal using any of the formal or informal means available.

The MGB Internal Whistleblowing System:

- I. Enables individuals referred to in “Scope of Application in Relation to Subjects” below to report on the infringements envisaged in “Scope of Application in Relation to Acts that May Be Reported” below.
- II. Is safely designed, implemented, and managed to ensure identity confidentiality for whistleblowers and third parties mentioned in their reports, as well as confidentiality during the relevant administrative procedures; likewise, to guarantee that personal data are protected from unauthorized access and that whistleblowers will remain anonymous if requested.
- III. Is designed to accept oral, written, and oral/written reports.
- IV. Guarantees that all reports will be effectively dealt with within MGB so that the first to learn about irregular behavior or acts is the corporation itself.
- V. Includes management procedures to deal with the reports submitted.
- VI. Includes an administrator in the form of a collegiate body, whose function will be to make sure that the MGB Internal Whistleblowing System is implemented and works effectively, as a way of supervising and guaranteeing observance of the Compliance Program.

## IV. SCOPE OF APPLICATION

### 1. Scope of Application in Relation to Subjects

This policy is applicable to all natural persons who are or have been directly or indirectly related to MGB and are aware of possible infringements in their working or professional environment. They include:

- I. MGB employees.
- II. MGB sponsors or members of management and supervisory boards, including non-executive positions.
- III. Employees of or under the supervision of MGB suppliers, contractors, and subcontractors.
- IV. MGB volunteers, interns, and trainees, irrespective of remuneration, and individuals about to enter an employment or professional relationship with MGB reporting on a situation they became aware of during the recruitment process or the pre-contract negotiations.

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Hereinafter, all the aforementioned shall be referred to as “subjects bound by this policy” and this policy will be made available to them.

## 2. Scope of Application in Relation to Acts that May Be Reported

The acts that may be reported in the Internal Whistleblowing System are listed below.

- I. Acts or omissions that may constitute infringements of European Union law, provided that:
  - 1) they belong to the categories of acts listed in the Annex or fall within the scope of 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, without prejudice of their qualification in the domestic legal order;
  - 2) they affect EU financial interests, in accordance with Article 325 of the Treaty of the Functioning of the European Union (TFEU); or
  - 3) they have an influence on the internal market, as defined in Article 26, Section 2 of the TFEU, including infringements of EU rules regarding competition and state aids, and internal market violations concerning corporate tax regulations or practices aimed at obtaining tax benefits that are contrary to the purpose of the legislation applicable to corporate tax.
- II. Acts or omissions that may be serious or very serious administrative or criminal offences. They shall include serious or very serious administrative or criminal offences causing damage to public finance and/or social security.
- III. Gender-based discriminatory acts that may be held as sexual harassment or harassment related to sex.

## V. STATEMENT OF PRINCIPLES

This policy is based on a series of general principles to guarantee the effectiveness of the Internal Whistleblowing System and take all the necessary measures to facilitate access to the system while ensuring confidentiality, protection, and the rights of every individual making proper use of it.

In view of the above, the MGB Internal Whistleblowing System policy is based on the application of the following general principles:

- I. Confidentiality: The Internal Whistleblowing System guarantees the confidentiality of the information and identity of the whistleblower, and the protection of their personal data, which shall only be disclosed to those involved in the enquiry of the reported acts and the subsequent action taken, if any.
- II. Access: The Internal Whistleblowing System is available to anyone who falls within the category of subjects bound by this policy.

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- III. Anonymous reporting: Reports to the Internal Whistleblowing System can be submitted anonymously. They will be processed within the limits of anonymity, in accordance with the Whistleblower Protection Act.
- IV. Reprisal control: The administrator of the MGB Internal Whistleblowing System will fight and minimize all forms of punishment or retaliation against individuals who have made a proper use of the system. In addition, they will ensure the protection of whoever attends to the whistleblower during the enquiry and its resolution.
- V. Presumption of innocence and right of defense: The administrator of the MGB Internal Whistleblowing System will act on the basis of the principle of the presumption of innocence of the alleged offender and their right of defense. During the enquiry process, they will be able to make a statement about the alleged infringement and will be informed of the rights they are entitled to. The administrator will refrain from making value judgements before the enquiry is completed and objectively resolved.
- VI. Communication and disclosure: The subjects bound by this policy will be informed of the implementation of the Internal Whistleblowing System and the associated procedures by means of internal communication and through the MGB website (<https://www.guggenheim-bilbao.eus/>), which will show information about the use of the system and its basic management principles.
- VII. Reporting and follow-up: A record will be kept of all submitted reports, all enquiries carried out, and all actions taken, informing whistleblowers of the progress made whenever possible. In addition, the Internal Whistleblowing System will be assessed on a regular basis to identify areas for continuous improvement and effectiveness.
- VIII. Independence, impartiality, and lack of conflict of interests: Users of the Internal Whistleblowing System and members of the collegiate body that acts as administrator must explicitly inform whether an allegation or enquiry leads to a conflict of interest, in which case they might not be able to ensure independence in decision making throughout the process.
- IX. Effective processing of allegations: The administrator of the MGB Internal Whistleblowing System must be able to ensure that all the reports submitted through the system are effectively processed in strict compliance with the MGB Allegation Management Procedure.
- X. Awareness and training: Measures will be taken by MGB throughout the organization to raise awareness and offer training to managers and employees.
- XI. Responsibilities:
  1. MGB employees and managers must report on acts or omissions that may be contrary to existing legislation and/or to MGB internal procedures and policies, which may constitute serious or very serious administrative or criminal offences.

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2. The administrator of the Internal Whistleblowing System must check the proper functioning of the system, in addition to seeing to the adequate integration of the principles undergirding this policy and processing every allegation submitted through the system in due time.
3. The MGB governing bodies must take measures to facilitate the implementation of the Compliance Program for all members of the organization and to minimize the risk of infringement.

## VI. ADMINISTRATOR OF THE INTERNAL WHISTLEBLOWING SYSTEM

The administrator of the MGB Internal Whistleblowing System will be the Compliance Committee, one of whose members will be entrusted with the task of processing reports and managing the system.

The administrator of the MGB Internal Whistleblowing System will be in charge of checking the proper functioning of the system, in addition to seeing to the adequate integration of the principles undergirding this policy within the organization and the implementation of the Compliance Program.

One of the members of the administrator of the MGB Internal Whistleblowing System, which shall take the form of a collegiate body, will be entrusted with the tasks of managing the system and processing the allegations submitted. The aforementioned member (hereinafter referred to as “managing administrator”) will handle all the communications sent through the Internal Whistleblowing System in due time, based on the principles set forth in this policy.

The appointment and dismissal of every member of the collegiate body that acts as administrator of the MGB Internal Whistleblowing System must be informed to the Whistleblower Protection Authority (Spanish acronym: AAI) or to the relevant authority in the Autonomous Community of the Basque Country within ten (10) working days. In the case of dismissals, the notification must include the reason/s why the member has been dismissed.

## VII. MONITORING AND REVIEW

The contents of this policy will be reviewed at least once a year by the administrator of the Internal Whistleblowing System to ensure they are in accordance with best practices.

Changes and/or updates of this policy must be approved by the MGB governing bodies.

*This document was adopted by the MGB governing bodies following consultation with the legal representatives of workers, entering into force upon adoption.*