

European Whistleblower Policy – Spain Procedure

SPAIN PROCEDURE

This Country Procedure (the “**Procedure**”) supplements the European Union Whistleblowing Policy. In the event of a conflict, this Procedure shall prevail.

Purpose and Scope

This Procedure is implemented in Spain by Mastercard Europe SA Branch Office Spain (“**Mastercard Spain**”).

This Procedure applies to Mastercard Spain Employees, but also to persons who have acquired information about the Breaches (as defined below) in the context of a working or professional relationship with Mastercard Spain or any other Mastercard legal entity. The categories of person who may make reports by virtue of their working or professional relationship, in addition to employees of Mastercard Spain, include independent contractors, any person working under the supervision and direction of contractors, sub-contractors, service providers or suppliers, members of the board, members of management, auditing or supervisory corporate bodies, non-executives, shareholders, volunteers, paid or unpaid trainees, or former employees.

This Procedure also applies to those who report a breach of which they became aware during a recruitment process or pre-contractual negotiations.

This Procedure covers the reporting of the following in relation to the activities of Mastercard Spain (the “**Reports**”):

- a) Offences related to: (i) public procurement; (ii) financial services, products and markets, and/or prevention of money laundering and terrorist financing; (iii) product safety and/or compliance; (iv) transportation safety; (v) environmental protection; (vi) radiation protection and/or nuclear safety; (vii) food and/or food safety, animal health and/or animal welfare; (viii) public health; (ix) consumer protection; (x) protection of privacy and/or personal data, and/or the security of networks and/or network and/or information systems;
 - b) Offences affecting the financial interests of the European Union, such as breaches of the relevant anti-fraud or anti-corruption legislation;
 - c) Offences relating to the internal market, in particular breaches of the rules on competition and/or State aid; and
 - d) Acts or omissions that may constitute a criminal offence or a "serious" or "very serious" administrative infringement, including all those criminal offences or serious or very serious administrative infringements that involve economic loss for the Public Treasury and/or for Social Security.
- (together, the “**Breaches**”)

However, the following are expressly excluded from the Spanish Legislation: facts/information/documents, regardless of their form or medium, the disclosure of which is prohibited because they are covered by national security, medical secrecy, secrecy of judicial deliberations, judicial investigations or judicial enquiries or legal professional secrecy ("información clasificada, secreto profesional de los profesionales de la medicina y de la abogacía, deber de confidencialidad de las Fuerzas y Cuerpos de Seguridad en el ámbito de sus actuaciones, así como del secreto de las deliberaciones judiciales"). Interpersonal conflicts are also excluded.

Mastercard Spain may process personal data for the purpose of providing the policy and to investigate Reports, according to (i) its obligation to comply with legal provisions regarding the implementation of a whistleblowing system; and (iii) its legitimate interests in ensuring that employees comply with applicable law and its policies and procedures. When pursuing those legitimate interests, Mastercard Spain will balance them with individuals’ interests and fundamental rights and freedoms in relation to the protection of individuals’ personal data. Mastercard Spain will provide all relevant individuals with a privacy notice describing the processing of their personal data for these purposes.

The following categories of personal data may be collected and processed as part of the investigation of Reports:

- Identity, functions and contact details of the whistleblower;
- Identity, functions and contact details of the persons who are the subject of the Report;
- Identity, functions and contact details of persons involved in the collection or processing of the Report;

European Whistleblower Policy – Spain Procedure

- Facts reported;
- Elements collected within the framework of the verification of the reported facts;
- Investigation reports; and
- Follow-up to the Report.

Mastercard Spain endeavors to process only the data necessary for the purposes of investigating Reports. To that end, whistleblowers are invited to ensure that any information communicated when making a Report remains factual and directly relevant to the subject of the Report.

The subject of the Report will be informed of the Report within one month following the filing of the Report. This information may be deferred when it is likely to seriously jeopardize the purpose for which the Report is being processed.

As part of the Procedure, personal data acquired by Mastercard Spain may transfer outside of the European Economic Area. To provide an adequate level of data protection for the transfer of personal data through the whistleblowing system, transfer of data outside of Mastercard would be subject to agreements that include the European Commission's standard contractual clauses. You can obtain a copy of such standard contractual clauses by contacting us at privacyanddataprotection@mastercard.com.

Internal Reporting

Employees must report any Breaches of which they are aware by using the reporting channels identified at section 2.2.1 of the European Union Whistleblower Policy. Alternatively, if you prefer to report locally in Spain, any concerns regarding Reports can be reported to:

- [Local Reporting System Manager](#), Spain

The Local Reporting System manager is an impartial person who is competent for receiving and following-up on the reports, who will maintain communication with the Reporting person and, where necessary ask for further information from and provide feedback to that Reporting Person.

Anonymity and Confidentiality

Reports may be made anonymously or on an open basis. However, we strongly encourage Reports to be made on an open basis, where possible. Anonymous reporting may limit the extent to which we are able to fully investigate Reports and take remedial action.

Mastercard, for and on behalf of itself and Mastercard Spain, will take steps to maintain confidentiality, to the extent reasonable and practicable under the circumstances.

Where a Report is made anonymously or on an open basis, the Local Reporting Manager may share the report with the General Counsel/Designee (as defined in the European Union Whistleblower Policy), the Global Compliance Investigations Team, the Mastercard data privacy team and/or Employee Relations, who form part of the staff members authorized to receive or follow up on Reports for the purposes of the European Union Whistleblowing Directive. These persons will be subject to a specific duty of confidentiality. The identity of the whistleblower will only be shared when necessary and on need-to-know basis.

The identity of the person who is the subject of the Report as well as the identity of any third party mentioned in the Report will also be processed in a confidential manner, in accordance with this Procedure. The identity of the person who is the subject of the Report may only be communicated to the relevant authorities in cases where this communication is mandatory.

Mastercard Spain prohibits access to information contained in a Report, including the identity of the Individual, the person(s) who are the subject of the Report and any third party referred to in the Report, to staff members who do not have authority to access this information. Please note that if a Report is not received through the reporting channels

European Whistleblower Policy – Spain Procedure

mentioned in this Policy but through other unofficial channels or employees, the employee receiving such Report must immediately communicate the same to the Local Reporting System Manager within a maximum period of 48 hours, immediately deleting the Report received. The person who received the Report must keep the Report strictly confidential. Failure to comply with these reporting and confidentiality obligations may lead to disciplinary action.

Personal data will only be accessed by the Local Reporting System manager, although they may allow access to data processors or other persons that may assist with the investigations (which may include but it is not limited to the Global Compliance Investigations team, Employee Relations, legal teams and third party providers), the Head of People & Capability or their designee for taking disciplinary measures, to the General Counsel or their designee for taking legal action, to the data protection officer, or to any third party where necessary for taking corrective measures.

Furthermore, the Local Report System manager may transfer personal data to public authorities, courts or the Public Prosecutor Office in order to comply with legal obligations or to bring or defend Mastercard Spain from claims and liabilities arisen from the facts mentioned in the Report or gathered as part of the investigation. If the whistleblower's personal data is transferred to those authorities, Mastercard Spain will inform the whistleblower in advance, unless that may risk an investigation or legal proceedings or contravene applicable laws and regulations from time to time.

Non-Retaliation

Retaliation against those making Reports related to any of the Breaches indicated in the Spain Procedure, whether direct or indirect, and persons who facilitate or otherwise assist in the making of the Report or the investigation process will not be tolerated. In addition to those mentioned in the European Union Whistleblowing Policy, the following individuals will be protected against retaliation:

- The legal representatives of employees in the exercise of their functions of advising and supporting the reporting person.
- Individuals for whom the reporting person works or with whom he/she has any other type of relationship in an employment context or in which he/she has a significant shareholding.

Please refer to Mastercard's Non-Retaliation Policy for further guidance.

Making reports and acknowledgement

Employees may make reports orally or in writing through reporting channels identified at section 2.2.1 of the European Union Whistleblower Policy or in this Spain procedure. Employees may also request a physical meeting. If employees request a physical meeting, this will be set up within a reasonable time-frame.

Verbal communications, including those made through face-to-face meetings shall be documented in one of the following ways, subject to the Reporter's consent:

- (a) by means of a recording of the conversation; or
- (b) by a complete and accurate transcription of the conversation (the Reporter can verify, rectify and agree to the transcription of the conversation by signing it).

The transcripts and minutes may only be kept for the time strictly necessary and proportionate to the processing of the report and to the protection of the Reporters, the persons they refer to and the third parties they mention, as well as to preserve the Company's defense right, taking into account the time required for any further investigations.

The Report will be acknowledged within 7 calendar days of the Report being made, unless this could jeopardize the confidentiality obligations and the investigation.

Investigation process

If you make a Report using the channels identified at section 2.2.1 of the European Union Whistleblower Policy, the Global Compliance Investigations team or Employee Relations will carry out an assessment to determine the scope of any investigation. If you make a report to the local channels identified in this Spain Procedure, the Local Reporting

European Whistleblower Policy – Spain Procedure

System Manager may request the assistance of the Global Compliance Investigations team, which will then determine if the Report meets the statutory requirements.

The Local Reporting System manager, with the Global Compliance Investigations team or Employee Relations, as appropriate, will then carry out any required investigation. Individuals may be asked to provide further information in connection with the investigation process.

Mastercard will aim to keep you informed of the progress of any investigation and its likely timescale. However, sometimes the need for confidentiality may prevent us from giving you specific details of the investigation or any action taken as a result. You are required to treat any information about the investigation as strictly confidential.

If the report does not meet the statutory conditions, the Local Reporting System Manager will notify the individual about the reasons why Mastercard Spain cannot admit the Report.

Mastercard Spain shall, within a reasonable period of time not exceeding three (3) months from the acknowledgment of receipt of the alert or, if no acknowledgment is received, three (3) months from the expiry of a seven (7)-working day period following the reporting of the Report, respond to the investigative actions. This three (3) months period may be extended for an additional period of three (3) months more in cases of complexity.

During the investigation process, the person who is the subject of the report would be entitled to be heard at any time, to be informed about the facts that are attributed to him/her, to have his/her honor respected and to benefit from the presumption of innocence right.

Feedback

Where possible, Reporters will be provided feedback on the action envisaged or taken as follow-up to the Report, subject always to applicable legal and regulatory obligations (including confidentiality obligations).

External Reporting

Mastercard Spain strongly encourages reports to be made internally to any of the reporting channels available so that any concerns can be resolved. However, should the Reporting person decide to report their concerns externally in compliance with applicable provisions, they can report to the Independent Authority for the Protection of Informants or the corresponding independent authorities for the protection of informants created at regional level.

The Independent Authority for Whistleblower Protection in Catalonia is the Anti-Fraud Office of Catalonia.

Records

Reports will only be kept for as long as is strictly necessary and proportionate for their investigation and for the protection of the whistleblowers, the subjects of the Report and any third parties mentioned in the Report, as well as to preserve Mastercard Spain's defense right.

As a general rule, personal data relating to out-of-scope Reports, special categories of personal data (except where necessary due to the nature of the Report), untruthful information, and personal data that is unnecessary for the investigation will be destroyed without undue delay. If no investigation is initiated within three (3) months after receipt of an in-scope Report, personal data relating to this Report will be destroyed, unless duly anonymized.

If no action is taken following an in-scope Report, the personal data relating to this Report will be destroyed by Mastercard Spain once the investigation is finished and the decision not to take any further action is made.

In the case of disciplinary or legal proceedings initiated pursuant to a Report, the personal data relating to the Report will be retained until the end of the proceedings or the end of the limitation period for appeals against the decision and maximum for ten (10) years, unless it is necessary to keep the data for a longer period of time to preserve the Mastercard Spain's defense rights.

European Whistleblower Policy – Spain Procedure

All the above without prejudice to Mastercard's Spain defense right.

Personal Data Processing

The personal data processed in the context of a disclosure pursuant to the Procedure shall be processed in compliance with applicable data protection legislation, including the EU Regulation 679/2016 (“**GDPR**”) and Spanish law.

As a matter of exception from the general GDPR rules, Mastercard Spain will in very exceptional and justified cases not inform the person who is referred to in the report as a person to whom the Breach is attributed or any third party mentioned in the report regarding their personal data processing and may not satisfy their relevant rights (right to access, rectification, erasure, etc.), as long as this is necessary to prevent attempts to obstruct the report, to protect the investigation, to protect the Reporter's identity, and to protect the Reporter from any form of retaliation. Further details on how Mastercard Spain will process personal data for the purposes of providing the internal reporting channels and to investigate reports can be found [here](#) (for Mastercard employees), and [here](#) (for non-Mastercard employees).