



# INTERNAL REPORTING SYSTEM

## Policy on the protection of persons who report breaches of regulations under Law 2/2023

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## 1 Preamble

In order to guarantee compliance with the law and ensure coexistence based on the principles of social justice and transparency, citizen cooperation is indispensable, as well as a duty enshrined in most legal systems.

Directive 2019/1937 of the European Parliament and of the Council of 23 October 2019 (hereinafter “Directive 2019/1937”) on the protection of persons reporting breaches of EU law, regulates the minimum requirements to be met by reporting channels set up by parties in Member States obliged to do so, enabling any natural person who becomes aware of a breach of EU law, within their work environment, to report it.

In Spain, the transposition of Directive 2019/1937 has been carried out through [Law 2/2023](#), of 20 February, regulating the protection of persons who report breaches of regulations and the fight against corruption, (hereinafter, “Law 2/2023”), which systematises and covers internal reporting channels required by integrity regulations (represented, among others, by Order 1030/2021, of 29 September, laying down the management system of the Recovery, Transformation and Resilience Plan).

The main purpose of Law 2/2023 is to protect citizens who, having noticed **serious or very serious criminal or administrative offences** in the context of a **professional relationship**, decide to report them.

To this end, and in line with Directive 2019/1937, it provides for the existence of **two types of reporting channels** to which whistleblowers can turn:

- a) **Internal Channel:** as established in Article 4.1 of Law 2/2023. This is the **preferred** channel for reporting, as it is preferable that the reporting of irregular practices is known by the organisation itself in order to correct them or repair any damage as soon as possible.
- b) **External Channel:** in order to provide the option of reporting to a specialised public authority such as the Independent Authority for Whistleblower Protection (AIPI), to which Law 2/2023 devotes its Title III.

Apart from the above, if the facts that could constitute fraud or irregularity are related to projects financed in whole or in part with funds from the European Union, the National Anti-Fraud Coordination Service (SNCA) may be contacted through the channel set up for this purpose by that service:

<https://www.igae.pap.hacienda.gob.es/sitios/igae/es-ES/snca/paginas/comunicacionsnca.aspx>

Or contact the European Anti-Fraud Office (OLAF):

[https://anti-fraud.ec.europa.eu/about-us/what-we-do\\_es](https://anti-fraud.ec.europa.eu/about-us/what-we-do_es)

**It will be up to the whistleblower whether to approach an internal or an external channel.**

## 2 The CELLS Internal Reporting System

Based on the legal context described in the Preamble, the CELLS has implemented an **Internal Reporting System (hereinafter referred to as “the System”)**.

The CELLS System is intended to enable all persons covered by Article 3 of Law 2/2023 to report acts or omissions that may constitute **breaches of European Union law**, or **serious or very serious criminal or administrative offences**, providing them, as whistleblowers, with protection against any retaliation as set out in Law 2/2023.

Accordingly, this system has been set up with the support of an external service, through which it is possible to report any action contrary to the integrity instruments already in place at the CELLS, such as the [Code of Conduct and Best Practices](#), the [Anti-Fraud Measures Plan](#) (hereinafter, “PMA”) and any applicable regulations.

## 3 Scope of the System

This policy applies to **any person** (whistleblower) who **works or has worked** in the public or private sector and who, by virtue of that employment or professional relationship with the CELLS, **has or has had knowledge** of an offence carried out by the CELLS in the course of its business. This includes students, trainees, employees (all whether paid or unpaid), suppliers, as well as persons who have not entered into an employment or professional relationship with the CELLS if the information about the offence was obtained during the recruitment or pre-employment process.

Furthermore, the System's policy is based on the principle of good faith. In this regard, and as stated in the Preamble of Law 2/2023, *“Good faith, the honest belief that **serious harmful events** have occurred or may occur, is a **prerequisite for the protection** of the whistleblower. That good faith is the expression of their **civic behaviour**, as opposed to other **actions** for which, by contrast, it is essential to **exclude protection, such as the submission of false or misleading information, as well as unlawfully obtained information**”*.

## 4 General principles of the CELLS System

As a basis, the CELLS is committed to conducting its business with the highest legal, ethical and moral standards and fully adheres to fostering a culture of transparency.

This commitment is already enshrined in the [Institutional declaration on the principles and values applicable to the actions of the consortium and on the prevention, detection and correction of fraud](#) and is, therefore, the basis for its internal integrity rules represented by the Code of Conduct and the PMA, documents that are available to the public on the [CELLS Transparency Portal](#).

Accordingly, this policy is just another manifestation of the CELLS' commitment to transparency. As such, it is intended to foster a culture of integrity at the CELLS that discourages irregular

behaviour and enables the implementation of effective fraud prevention and detection mechanisms.

In accordance with the provisions of Article 5.2 h) of Law 2/2023, this document **sets out the general principles on the basis of which the CELLS System for the defence of whistleblowers is developed**. In this regard, the CELLS will ensure that the implemented System complies with all the requirements set out in Law 2/2023.

#### 4.1 Simple, effective reporting and swift, efficient processing

The CELLS will enable reports to be submitted through simple, effective communication channels and, subsequently, to be swiftly and efficiently processed, and prioritised in proportion to the seriousness of the acts or omissions reported. In this way, transparency and a culture of zero tolerance for offences are promoted as a mechanism for preventing corruption, in line with the PMA.

The reporting channel or channels set up for this purpose will allow for the reporting to be carried out **in writing or verbally** and **anonymously or with prior identification**, all freely chosen by the whistleblower.

#### 4.2 Confidentiality of the System

The CELLS will guarantee the **confidentiality of the whistleblower's identity**, when not opting for anonymity, as well as the identity of **any third party mentioned in the report** and of the **steps** taken in handling and processing it, as well as the **protection of personal data** by preventing unauthorised access to it.

The internal reporting channel set up for this purpose will include mechanisms for identifying the persons responsible for report handling, who ensure the restricted nature of report processing and the safeguards with regard to third parties outside the handling process.

In any event, personal data shall not be collected in the System if it is not manifestly relevant to the handling of a specific report or, if it is collected by accident, it shall be deleted without undue delay.

Reports that have not been processed may only be recorded in anonymised form, without the blocking obligation provided for in Article 32 of Organic Law 3/2018, of 5 December, being applicable.

#### 4.3 Transparency and active involvement

To encourage the active involvement of anyone likely to use the System and its internal reporting channel, the CELLS will make this document and the existence of the System public on its corporate website and its Transparency Portal. This ensures that all interested parties are aware of the mechanisms available to report any possible offences in **good faith**.

#### 4.4 Preference for internal reporting channels

The CELLS, in line with the provisions of Article 4.1 of Law 2/2023, expresses its **preference** for the use of **internal reporting channels** to report possible offences, as a means to correct or repair any damage as soon as possible, without prejudice to the ability to use the available external channels directly or in addition to the internal channels.

#### 4.5 Effective handling of reports received

In relation to principle 4.1 of this document, the CELLS undertakes to have a procedure in place for handling the reports received, which will be available on the CELLS website, as well as a logbook for such reports and for the internal investigations to which they have given rise, while ensuring the confidentiality requirements set out in Law 2/2023.

This procedure is based on the ethical principles of honesty and integrity underlying all actions by the CELLS and is a manifestation of its Code of Conduct and best practices.

#### 4.6 Fairness and independence

In accordance with Article 8.1 of Law 2/2023, it is compulsory to appoint a person as **Head of the System** and to notify the AIPI of that appointment. At the CELLS, the appointment of such a person, as well as their possible removal or dismissal, is the responsibility of the Governing Board. Likewise, it has been considered necessary that the person in charge be assisted by the members of the [PMA Committee](#).

The Head of the System shall perform his or her duties **fairly, independently and without any instructions of any kind**, and shall have all the human and material resources necessary to carry them out. He/she shall base his/her actions on any applicable procedures and on the channel management procedure, with all the safeguards needed in the event of a conflict of interest arising from his/her involvement in the process.

#### 4.7 Whistleblower protection against retaliation

The System shall at all times guarantee protection from retaliation for persons who report alleged offences. Therefore, no whistleblower may be subject to penalties or attempted penalties, threats, unfavourable or degrading treatment or any other action provided for in Article 36.3 of Law 2/2023, for reporting acts or omissions, **provided that the report is based on good faith and ethics**. Reports will have this status whenever the whistleblower has reasonable grounds to believe that the report is true at the time of its submission, even when no conclusive evidence is provided and even if the result of its investigation concludes that no offence has been committed.

In addition, such retaliation shall not be directed against persons who may assist in the investigation and/or help to resolve it.

Reporting carried out by whistleblowers in good faith shall not be considered disclosure of information. The foregoing extends to any reporting carried out by employees' representatives, even if they are subject to legal obligations of confidentiality or non-disclosure. This is without prejudice to the specific rules of protection applicable under labour laws.

Persons who use the System and its reporting channel to submit false, misleading or unlawfully obtained information shall NOT be protected. Consequently, the CELLS reserves the right to notify the competent authorities of such misinformation and to initiate its own disciplinary proceedings.

#### 4.8 Respect for the presumption of innocence and the right of defence of persons involved in the report

During the processing of the investigation file, the persons involved in the report shall have the right to the preservation of their honour, the presumption of innocence, the right to defence, especially in cases of **unfounded, false or bad faith reports, for which the corresponding disciplinary measures, where appropriate, shall be taken** against the person who made them, in accordance with the provisions of section 3 of this document. Likewise, they shall have the **right to a hearing and access to the file** under the terms provided for in Law 2/2023, as well as the same protection as afforded to whistleblowers to preserve their identity and guarantee the confidentiality of the facts and details of the procedure.

Whistleblowers shall also be guaranteed the right of access to the file, at the time set out in the procedure, subject to respect for data protection and confidentiality, and provided that such access does not hinder the work of the investigators.

#### 4.9 Training

Consistent with the rest of the CELLS internal integrity instruments, training sessions will be provided for all staff likely to use the System and its internal channel, and especially for the person in charge and any other people involved in its management.

#### 4.10 Updating, monitoring and reviewing the System

It is the responsibility of the CELLS Governing Board, on recommendation by management, to approve any changes to the CELLS System policy and procedure.

The person responsible for the System shall handle the monitoring and reviewing of the policy and procedure in accordance with applicable regulations and laws, and with the aim of ensuring, to the best of his or her ability, the principles, protective measures and overall functioning of the System. To this end, he/she shall draw up appropriate and suitable proposals for updates to be submitted to the Governing Board.

#### 4.11 Announcement

At its first communication, this Policy will be duly announced within the CELLS, as well as to third parties through the appropriate means of communication available to the entity. For the benefit of all parties, the Policy and access to the reporting channels will be kept available and displayed on the CELLS corporate websites.