



**INTERNAL RULES OF CONDUCT CONCERNING THE SECURITIES
MARKET
LABIANA HEALTH, S.A.**

Pozuelo de Alarcón, 9 February 2022

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INTERNAL RULES OF CONDUCT CONCERNING THE SECURITIES MARKET
LABIANA HEALTH, S.A.

INTRODUCTION

These internal rules of conduct concerning the securities market (the “**RIC**”) of Labiana Health, S.A. (“**Labiana**” or the “**Company**”) were approved by the Board of Directors of Labiana on 9 February 2022, with the incorporation of all their shares into BME Growth (as this term will be defined later) to establish the criteria, guidelines and rules of conduct to be observed by the Company and its administrators, managers, employees and representatives in issues related to the stock market.

Although Royal Decree-Law 19/2018, of 23 November, on payment services and other urgent financial measures, removed the obligation of the issuers to have internal rules of conduct, in the framework of corporate governance best practices, the Board of Directors of Labiana considers it appropriate to continue with a regulation of this type, being an effective tool for people it applies to, so they will have a text containing a systematised collection of certain rules of conduct applicable to different stock market issues that affect Labiana and the rest of Grupo Labiana, all in compliance with the consolidated text of the *Ley del Mercado de Valores* (Securities market Act), approved by Royal Legislative Decree 4/2015, of 23 October (the “**Ley del Mercado de Valores**”), EU Regulation No. 596/2014 of the European Parliament and the Council of 16 April 2014 on market abuse (the “**Regulation on Market Abuse**”) and its respective development norms and, in general, compliant with applicable legislation and norms, including, if applicable, regulations published by BME MTF Equity.

SECTION I
DEFINITIONS AND SCOPE OF APPLICATION

1. DEFINITIONS

1. Notwithstanding the rest of the definitions contained in this RIC, the following terms will have the meaning specified below:

External Advisors: Physical or legal persons and, in the latter case, their managers or employees who, although not employees of Grupo Labiana, provide advice, consultancy or similar services to the Company or any of its subsidiary companies and which, as a result, have access to Privileged or Relevant information.

BME: Means Spanish Stock Exchanges and Markets.

BME Growth: Means the BME MTF Equity segment of the organised stock market of BME.

Business days: Means Monday to Friday, non-public holiday days in the city of Madrid.

Confidential Documents: Means documents on any support (material, audio-visual or computer) containing Privileged Information.

Grupo Labiana: Means the group of companies integrated with Labiana as the parent company and by the subsidiary companies as expressed in article 42 of the Code of Commerce.

Treasury Stock management team: Means the separate team that carries out Treasury Stock operations as set out in this RIC.

Privileged Information: Means specific information that has not been made public, referring directly or indirectly to the Company, to any company in Grupo Labiana or one or several Affected Securities and which, if it became public, could appreciably influence the price of the Affected Securities.

The information is considered specific if it refers to a series of circumstances that occur, or can be reasonably expected to happen, or a fact that has taken place or can be reasonably expected to take place, as long as this information is sufficiently specific to enable a conclusion to be drawn about the effects that these circumstances or this fact could have on the price of the affected Securities.

It is understood as information that, if made public, could appreciably affect the price of the Affected Securities, information that a reasonable investor would probably use as one of the basic motivations for their investment decisions.

In the case of a process for an extended time with which it is intended to generate, or which has as a consequence certain circumstances or a specific fact, this circumstance or this future fact, as well as the intermediate stages of this process linked to the generation or provocation of this circumstance or that future fact could be considered specific information. An intermediate stage of an extended process will be regarded as Privileged Information if, through the same, it complies with the criteria regarding Privileged Information mentioned in this definition.

List of Insiders: Has the meaning given to it in section 2.3. of this RIC.

Securities Market Law: Means the consolidated text of the Securities Market Law approved by Royal Legislative Decree 4/2015, 25 October.

Confidential Operation: Means any legal or financial operation that could have an appreciable influence on the price of the Affected Securities.

Treasury stock Operations: Has the meaning given to it in section 14 of this RIC.

Closed Periods: Has the meaning given to it in section 10 of this RIC.

Administrative Personnel: Means employees of Grupo Labiana that carry out secretarial work for people with Management Responsibilities.

Affected People: Has the meaning given to it in section 2.1 of this RIC.

People with Management Responsibilities: Means jointly: (i) Members of the board of directors of Labiana. (ii) Senior managers who have regular access to Privileged Information and powers of decision regarding management affecting the Company's future evolution and business prospects.

Closely Related People: Means, with relation to any person:

- a) Their spouse or any equivalent person according to national Law.
- b) Dependent children, according to national Law.
- c) Any other relative they have lived with for at least one year before the date of the operation in question.
- d) Any legal person, trust or association in which the person in question occupies a managerial position in letters a), b) or c), or who is directly or indirectly controlled by said person, or which has been created for the benefit of said person, or whose economic interests are to a great extent equivalent to those of said person.

RIC Compliance Officer: Means the person or people entrusted with ensuring compliance with this RIC.

Affected securities: Has the meaning given to it in section 3 of this RIC.

Forbidden securities: Transferable securities and financial instruments not issued by Labiana or an entity from the Labiana Group of which the Company has privileged information regarding them in the framework of a Confidential Operation.

2. SUBJECTIVE SCOPE OF APPLICATION AND LISTS OF INSIDERS

1. This RIC will apply to the following people (hereinafter, "**Affected People**"):
 - a) People with Management responsibilities and their administrative personnel.
 - b) Grupo Labiana managers or employees that have Privileged information or participate or have access to or knowledge of a Confidential Operation.
2. The RIC compliance officer will keep an updated list of all People with managerial responsibilities and people closely related to them, notifying them (as expressed in article 20.2 below) of the obligations of this RIC. People with managerial responsibilities must inform the RIC compliance office of any variations that may occur regarding their closely related people.
3. The RIC compliance officer will also draw up and maintain updated a list ("**List of Insiders**") of everyone who has access to privileged information or participates in or has knowledge of a confidential operation and (i) Work for Grupo Labiana with a contract, or (ii) Work as external advisors.

The List of Insiders will be drawn up and updated in the format and with the content established in the Market Abuse Regulation and its development norms and, in general, according to applicable regulations. Containing, in any case, the following:

- a) The identity of all those who have access to privileged information.
- b) The reason for their inclusion in the list of insiders.
- c) The date and time they had access to the privileged information.
- d) Date when the list of people with access to privileged information was created.

The list of insiders must be updated without delay (specifying the date and time of any change).

- a) When the reason for including a person already in the list of insiders has changed.
- b) When a new person is included in the list of insiders due to having access to privileged information.
- c) When a person no longer has access to privileged information.

The RIC compliance officer will expressly notify the people included in the list of insiders about the type of information, their duties of confidentiality, the prohibition of using this information and the sanctions that could be applied according to the regulations. These people must acknowledge receipt of this notification and offer their conformity.

4. The list of insiders will be divided into separate sections for each privileged information or confidential operation. The people to be included in the Insider List will be registered in the corresponding section of privileged information or confidential operation that has caused their inclusion in the list. It is possible to enable a supplementary section in the insider list in which the managers and employees who have access at all times to privileged information and are integrated into the areas related to securities activities (permanent insiders) will be registered.
5. The RIC compliance officer will provide the manager responsible for the corresponding privileged information or confidential operation with the names of all the people included in the list of insiders related to it, to ensure that the information is shared only with people included in the list of insiders.
6. The RIC compliance officer will keep the list of insiders for at least five years from its creation or update.

3. OBJECTIVE SCOPE OF APPLICATION

“Securities Affected” by this RIC are the following transferable securities and financial instruments:

- a) Marketable securities (including shares and securities comparable to shares and debt securities or other forms of securitised debt) issued by the Company or any entity in

Grupo Labiana admitted to trading or for which admission for trading has been requested in an official secondary market or other regulated markets, in multilateral negotiation systems, organised contracting systems or in other organised secondary markets.

- b) Financial instruments and contracts that grant the right to acquire or transmit the securities mentioned above (including securitised debt, convertible or exchangeable for shares or other securities equivalent to shares).
- c) Financial instruments and contracts of any type whose underlying assets are securities, instruments or contracts indicated in previous paragraphs.

4. GENERAL DUTY OF ACTION

- 1. Affected people must always act in such a manner that at all times, they and the Company comply with this RIC, the Securities Market Law, the Market Abuse Regulation and its development norms and, in general, current applicable legislation.
- 2. Affected people must inform the RIC compliance officer of indications of abusive or disloyal use of privileged information and follow the instructions they receive regarding this issue.
- 3. Affected people must consult with the RIC compliance officer in case of any doubt that could arise regarding the scope, interpretation or application of this RIC.

SECTION II PRIVILEGED INFORMATION AND PROHIBITION OF MARKET MANIPULATION.

5. GENERAL DUTIES REGARDING PRIVILEGED INFORMATION

- 1. All affected people who possess any privileged information, of whatever origin, must:
 - a) Abstain from using it for their own benefit or that of third parties.
 - b) Abstain from preparing or carrying out, or trying to carry out operations with privileged information, i.e., if they have this information, (i) Purchase, transmit or give, on their own account or through third parties, direct or indirectly, affected securities. (ii) Cancel or modify an order regarding affected securities when the order has been made before knowing the privileged information.
 - c) Abstain from recommending or encouraging other people to carry out operations with privileged information, understood in its broadest sense as behaviour consisting in recommending or encouraging other people to (i) Purchase, transmit or give affected securities. (ii) To cancel or modify orders regarding these securities based on privileged information.

- d) Safeguard the confidentiality of privileged information, adopting the necessary measures to avoid this information being used abusively or disloyally and, if applicable, to take immediate steps to correct the consequences of this, notwithstanding the duty to inform and collaborate with the judicial and administrative authorities as established in the Law.
 - e) Abstain from illicitly disclosing privileged information, illicit communication being understood as revealing privileged information to anyone, except if the disclosure is part of the regular work or functions of the person. For this purpose, regular work activities of the position or profession of the affected people will be understood as those communicating information to: (i) Administration and management bodies of the Company or companies in the Group for the proper performance of their tasks and responsibilities. (ii) External advisors (auditors, lawyers, business banks, etc.) for the proper performance of the tasks they are entrusted with.
2. The duties of abstaining and safeguarding indicated in the paragraph above do not apply to the preparation and implementation of the operations whose existence constitutes, in itself, the Privileged information.
 3. The mere fact that an affected person has or has had privileged information does not mean that these people have used and therefore carried out operations with privileged information regarding the acquisition, transmission or handing over of affected securities (or, if applicable, forbidden securities) in the cases mentioned in article 9 (*Legitimate Conduct*) of the Market Abuse Regulation and in the other circumstances set out in regulations or this RIC. In particular, and not limited to:
 - a) When the operation is carried out in good faith in compliance with an obligation due at the moment of its execution and not to avoid the prohibition of operations with privileged information. (i) This obligation comes from an order given or an agreement reached before the Affected Person knew the privileged Information. (ii) This operation aims to comply with a legal or regulatory provision before the date on which the affected person knew the Privileged Information.
 - b) When the operation consists of the subscription or purchase of affected securities (or, if applicable, forbidden values), it results from an agreement for remunerating the shareholders or employees and is automatic and non-discretionary for the affected person (e.g., the purchase of shares by virtue of the share out of a dividend in kind, the subscription of freed-up shares by automatic conversion of the rights of free assignment in the framework of a scrip dividend or the purchase (or assignment) of shares by virtue of the execution or maturity of plans for employees (including managers and/or board members) in shares or linked to the value of the shares).

6. PROHIBITION OF MARKET MANIPULATION

Affected people will not carry out any actions, either personally, directly or indirectly, or in the name or on behalf of the Company or the Group, concerning affected securities that could constitute manipulation or attempted manipulation of the market, as set out in regulations, and, in particular, article 12 (*Market manipulation*) of the Market Abuse Regulation.

7. CONFIDENTIAL OPERATIONS .

1. On initiating the study or negotiation of any Confidential Operation, People with Management responsibilities whose departments are involved must immediately inform the RIC compliance office of this fact, as well as the people participating in it and the existence, if applicable, of forbidden securities.
2. The RIC compliance officer, after evaluating the information received, will adopt the necessary measures for updating the list of insiders, in compliance with section 2.3.
3. Affected people must, in any case, comply with any other instructions and/or recommendations on this issue given by the RIC compliance officer.

8. DISSEMINATION OF PRIVILEGED INFORMATION

1. The Company will make public, as soon as possible, Privileged information that directly affects it in the terms and with the exceptions specified in regulations, using the mechanism officially designated so it will allow rapid access and complete, correct and opportune evaluation of said privileged information by the public.
2. The contents of the communication will be truthful, clear, complete, and, if required by the nature of the information, quantified so that there is no confusion or deceit.
3. The Company will include and maintain all the privileged information that they are obliged to make public for at least five years on their website.
4. Under their own responsibility, the Company may delay public disclosure of privileged information as long as this is done in compliance with the provisions of regulations.
5. Financial or corporate information that the Company considers necessary to publish due to its special interest (non-regulated information) or by legal or regulatory obligation (regulated information), as long as it does not enter the category of privileged information, will be disseminated among the investors as set out in article 227 of the Securities Market Law, as well as in Circular 3/2020 of BME MTF Equity, by the procedure provided for this purpose on the BME Growth website, under the category "*Other Relevant Information (OIR)*" or any other enabled in the future.

SECTION III CARRYING OUT OPERATIONS ON AFFECTED SECURITIES

9. THE DUTY TO INFORM ABOUT OPERATIONS

1. People with management responsibilities and people closely related to them should notify the Company and BME Growth of any operation carried out on their own account regarding affected securities. This duty to inform will comprise both operations carried out directly and those carried out indirectly through third parties or intermediary entities.
2. This notification will be carried out without delay, within three (3) working days of the date of the operation, and must contain:

- a) The identity of the affected person or employee.
 - b) The reason for the communication.
 - c) A description and identification of affected securities.
 - d) The nature of the operation (among others, including and without limitation, acquisition or transmission, pledge or securities lending).
 - e) The date and place of the operation.
 - f) The price and volume of the operation.
 - g) The proportion of the corresponding voting rights owned after carrying out the operation.
3. Affected people who, on the date of entry into force of this RIC, are owners of affected securities will be obliged to inform the RIC compliance officer of this within ten (10) calendar days from its entry into force.
 4. The provisions of this section 9 (*Duty to inform about operations*) is understood notwithstanding the obligations of communication which, if applicable, the affected people or the Company are obliged to carry out to the bodies governing the markets in which the affected values are admitted to a negotiation, including, among others, ig and without limitation, BME Growth. The Company must notify BME Growth for dissemination to the market from the moment the shareholders tell them, according to their Articles of Association, the purchase or loss of shares by any shareholder, by any means and directly or indirectly, that takes their participation to reach, exceed or fall from 5% of the share capital and successive multiples.

10. CLOSED PERIODS

1. Notwithstanding the obligations and duties established in section 5 before, Affected people should abstain from carrying out operations with affected securities, in addition to the provisions of said article, in the following periods (the “**Closed Periods**”):
 - a) During thirty (30) calendar days before the date on which it is planned for the Company to publish their annual accounts and six-monthly financial reports.
 - b) During periods that the RIC compliance office has declared as closed periods because a confidential operation is being prepared (and according to its degree of progress) or because of the concurrence of other causes that justify it.
2. Notwithstanding the above prohibitions, the corresponding affected people may exceptionally request authorisation from the RIC compliance officer to carry out operations during closed periods that affect them, which may be granted if justified and according to regulations, leaving sufficient records of the reasons for the authorisation.

11. FORBIDDEN SECURITIES

1. Affected people informed of the existence of specifically forbidden securities are not allowed to carry out operations on them.
2. The RIC compliance office will determine the securities that at a certain time could be considered forbidden securities for the corresponding affected parties as well as the time this prohibition will be valid. The RIC compliance office will maintain an updated list of these securities and the affected people with regard to them and will inform these people of the existence of this prohibition and when it will end.

SECTION IV COMMUNICATING CONFLICTS OF INTEREST

12. GENERAL PRINCIPLES OF ACTION

Affected people must respect the following general principles of action regarding conflicts of interest:

- a) Independence: They must act loyally to Grupo Labiana and its shareholders, regardless of their own or other interests.
- b) Abstention: They must abstain from intervening or influencing decision-making if that could affect people or entities with which there is a conflict.
- c) Confidentiality: They must abstain from accessing information classified as confidential that affects said conflict.

13. COMMUNICATING CONFLICTS

1. Affected people must inform the RIC compliance office, as soon as possible, of situations that could potentially be the cause of conflicts of interest due to their activities outside Grupo Labiana, their family relationships, personal assets or any other reason with:
 - a) Financial intermediaries that operate with Grupo Labiana.
 - b) Professional or institutional investors that have a significant relationship with Grupo Labiana.
 - c) Significant suppliers of equipment or material.
 - d) Providers of professional services or external advisors.
2. If the Company approves a regulation of the Board of Directors of Labiana regulating these communications, the members of the Board of Directors will be governed in this issue by the norms of said regulation.

SECTION V TREASURY SHARE OPERATIONS

14. SCOPE

1. For the purposes of this RIC, "**Treasury share operations**" will be those carried out by the Company, either directly or through any of the companies in the Group, which are about Company shares, as well as the financial instruments or contracts of any type negotiated in BME Growth or not, and other organised secondary markets, that grant the right to purchase of, or whose underlying assets are Company shares.
2. All people taking part in treasury share operations must comply with the provisions of this Section.

15. TREASURY SHARE OPERATIONS

1. Treasury share operations must have a legitimate purpose; under no circumstances can they be intended to falsify the free price of Company shares in the market.
2. Under no circumstances can treasury share operations have a purpose of intervening in the free process of price formation in the market or to favour certain shareholders or investors. In particular, any behaviour referred to in article 12 (Market manipulations) of the Market Abuse Regulation will be avoided.
3. Treasury share operations will not be carried out under any circumstances based on privileged information.
4. Transparency in relations with supervisors and market regulators will be ensured in Treasury share operations.
5. The volume of treasury shares will, under no circumstances, exceed the limits established in regulations and the authorisations of the competent corporate bodies.
6. Prices should be formulated so that they do not interfere with the free price formation process. For this purpose, instructions will be given to the financial intermediaries used to act according to this criterion.

16. MANAGEMENT OF TREASURY SHARE OPERATIONS

1. The Company will make sure that the treasury shares are sealed off from the rest of the activities.
2. For this purpose, Treasury shares operations will be carried out solely by a separate team in the Financial Department (the "**Treasury share management team**"), the members of which will be subject to the information barriers and confidentiality obligations according to article 9.1 of the Market Abuse Regulation.
3. Under no circumstances may people with access to privileged information be a part of the treasury share management team or order, execute or participate in any way in the

decision-making process of treasury share operations. Any member of the treasury share management team who, for any reason, were to access privileged information must be temporarily separated from the team and will not be allowed to order, execute or participate in any way in decisions regarding treasury share operations.

4. The RIC compliance office will maintain a record of the people who belong to the treasury share management team.
5. The treasury share management team will have the following functions and responsibilities:
 - a) To manage treasury shares and carry out treasury share operations according to the provisions of this RIC and regulations.
 - b) Maintain a file with all treasury share operations ordered and executed.
 - c) Inform the RIC compliance office of treasury share operations carried out when applicable for making the corresponding communications to BME Growth according to the transparency regulations.
6. The treasury share management team will manage treasury shares according to the general framework of treasury share operations approved by the Board of Directors.

SECTION VI RIC COMPLIANCE OFFICER AND SUPERVISION

17. RIC COMPLIANCE OFFICER

1. The RIC compliance officer will report to the secretary of the Board of Directors.
2. The RIC compliance officer will file communications, notifications and any other action related to the obligations set out in this RIC. The data in these files will abide by personal data protection legislation and will be strictly confidential.
3. For the purposes of this RIC, the RIC compliance officer will have the following functions, notwithstanding any other functions assigned in this RIC or by the Compliance and internal audit bodies:
 - a) Maintain a file with the communications this RIC refers to.
 - b) Maintain an updated list of people with Management Responsibilities and people closely related to them, in compliance with article 2.2 of this RIC.
 - c) Draw up and update the lists of insiders, according to article 2.3 of this RIC.
 - d) Adopt all the measures necessary to comply with the obligations established in this RIC regarding confidential operations.
 - e) Inform people about being affected people, as well as when they lose this condition.

- f) Collect the corresponding acknowledgements of receipt as proof of knowledge and conformity as established in article 2.3 of this RIC.
- g) Promote the knowledge of this RIC and other norms of conduct for the stock market in Grupo Labiana.
- h) Interpret the norms of this RIC and resolve any doubts or questions that could arise regarding its application and content, as well as know the possible cases of infringement of any of the provisions of this RIC, informing, if applicable, the corresponding Human Resources Department the Company.
- i) Develop the procedures and norms deemed appropriate to improve the application of this RIC.
- j) Decide on requests for authorisation presented by affected people, exceptionally, to carry out operations during closed periods that affect them. The RIC compliance officer may grant said authorisation if justified and possible according to regulations, leaving sufficient records of the reasons for the authorisation.

18. COMPLIANCE AND INTERNAL AUDIT

The directorates of compliance and Internal audit (or the Directorates that with any other name were to assume the functions of compliance and internal audit in Labiana) will be responsible for supervising compliance with the obligations and in this RIC and other current or future complementary regulations.

They will also have the necessary powers to perform their functions, being especially enabled to, among others:

- a) Request any data or information considered necessary from subjects and insiders.
- b) Establish the information requirements, control norms and other measures deemed opportune.

SECTION VII PERIOD OF VALIDITY OF THE RIC AND EFFECTS DERIVED FROM NON-COMPLIANCE WITH IT

19. PERIOD OF VALIDITY

This RIC will remain valid for an indeterminate period, the Board of Directors of Labiana being responsible for modifying and updating it.

20. EFFECTS DERIVED FROM NON-COMPLIANCE

1. Non-compliance with the provisions of this RIC will be considered a labour infringement in the terms established in current legislation.

2. The above will be understood notwithstanding the infraction derived from the provisions of regulations and the civil or penal liabilities that may be chargeable to the transgressor.

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