

Code of Ethics for Companies

Introduction

This Code is based on the following basic assumptions:

- Ethics among shareholders, owners, directors and management are a necessary element for companies in the 21st century to adequately meet their objectives, to the degree that Ethics are a key requisite in guaranteeing and balancing the rights and interests of all stakeholders involved: employees, clients, shareholders, suppliers and business partners and the society at large.
- Ethics presuppose rigorous compliance in and by the company with applicable legislation, as well as with the Articles of Incorporation and Regulations for internal operations, where they exist.
- Ethics within the company require that shareholders and owners become guarantors of compliance in respect of obligations for directors and management.
- Even though this Code has been created with the intention of being applicable in general to all companies, it should also be understood within a general and basic framework subject to adaptation to the specific circumstances of each business; thereby ensuring that it contemplates application of the principles of ethics and sustainable development in accordance with the specific activity of the company involved.
- Ideally, the Board of Directors is responsible for drawing up the Code of Ethics for the company and the General Shareholders' Meeting for approving that Code. Should, however, the Board also proceed with approval, that decision must be ratified by the Shareholders' Meeting.

CODE OF ETHICS

Shareholders and Owners

In the exercise of their ownership rights, they should:

- Configure their company as an instrument at the service of creating wealth, making their indisputable objective of obtaining a profit compatible with sustainable, environmentally sound social development, making certain that all activities are carried out in an ethical and responsible manner.
- Configure the company as a medium and long-term entity, not compromising its continuity through an interest in short-term enrichment.
- Exercise voting rights at the General Shareholders' Meetings on an informed and responsible basis and, in doing so, always demand ethical behaviour from the company, including approval of the Code of Ethics and orchestrating effective application thereof.
- Search for a fair balance between capital and work, in such a fashion that, through their salaries, workers receive just compensation for their work.
- Appoint as directors and management persons who meet the requisites established regarding adequate preparation and experience, and who carry out management functions in a professional, ethical and responsible manner.
- Define and defend the mission and values of the company in accordance with its Code of Ethics.

Directors and Management

In the exercise of their administrative and management functions, they should:

A) In relation to **Management functions**:

- Carry out their activities in a professional, ethical and responsible manner.
- Comply and demand compliance with the Code of Ethics of the company and, to that end, make the Code known and establish appropriate mechanisms to guarantee application. In particular there should be a body, ideally an Ethics Committee, made up of people with sufficient power to apply the Code and correct infractions.
- Inform owners or shareholders periodically and accurately as to the situation of and outlook for the company.
- Promote effective participation by shareholders at the General Meetings, especially by facilitating the exercise of information and voting rights.
- Comply and demand compliance with generally accepted accounting standards and principles, and establish internal and external risk management and control systems in accordance with the characteristics of the company.
- Keep the books and ledgers of the company in an accurate and honest manner, in order to permit that information be obtained and decisions be taken on an informed and responsible basis.
- Provide external and internal auditors of the company with all such information and explanations as may be required to carry out their work.

FOR COMPANIES

- Subordinate their own interests to those of the company when acting on behalf and in representation thereof and not use corporate assets in their own benefit, except with due transparency, prior authorisation from the relevant corporate body and in exchange for consideration deemed appropriate on the market.
- Immediately notify the administrative body as to any event or situation which would represent or could give rise to a conflict between the interests of the company and the individual interests of the director or manager, and abstain from intervening in the resolution.
- Facilitate the transparency of and control over their remuneration in such a way that it is guaranteed to be appropriate to their level of responsibility and performance and to the characteristics of the company.
- Maintain as confidential the background, data and documents to which they have access by virtue of their functions in the company, even when they no longer carry out such functions.
- Make payment and comply with debts incurred by the company without unjustified delay or breach, and collect on balances due with the diligence required in each case.
- Prepare and maintain in place a succession plan for key positions within the company, to ensure that continuity of the company does not depend on the presence of any given director or manager.
- Choose their collaborators and subordinates in accordance with the principles of merit and capacity, looking only to fulfil the interests of the company.

B) In relation to **suppliers and clients** of the Company:

- Maintain ethical and licit relationships with suppliers of goods and services.
- Search for and select only suppliers whose business practices respect human dignity, are not in breach of law and do not place the company's reputation in danger.
- Select suppliers on the basis of the appropriateness of their products or services, as well as of their prices, delivery conditions and quality, not accepting or offering gifts or commissions, in cash or in kind, which could alter the rules of free competition in the production and distribution of goods and services.
- Aspire to excellence in the goods and services of the company in such a way that clients and consumers obtain the satisfaction expected therefrom.
- Guarantee the products and services of the company and deal quickly and efficiently with consumer and user claims, with a view to achieving satisfaction beyond mere compliance with prevailing legislation.

C) In relation to **competitors** of the Company:

- Not abuse a dominant or privileged market position.
- Compete in good faith with other companies cooperating to achieve a free market based on mutual respect between competitors and abstaining from engaging in unfair practices.
- In particular, not take clients from other competitors employing unethical methods.

CODE OF ETHICS FOR COMPANIES

D) In relation to **employees** of the Company:

- Treat employees with dignity, respect and justice, taking into consideration their different cultural sensitivities.
- Not discriminate against employees on the grounds of race, religion, age, nationality, sex or any other personal or social condition different from the conditions of merit and capacity.
- Not permit any form of violence, harassment or abuse at the workplace.
- Recognise the rights of association, union membership and collective negotiation.
- Promote the professional development, training and promotion of employees.
- Link remuneration and the promotion of employees to their conditions of merit and capacity.
- Establish and communicate clear criteria and rules which maintain a balance between the rights of the company and those of employees in hiring processes and in the separation thereof, even in the case of a voluntary change in employee.
- Guarantee health and safety on the job, taking any such measures as are considered reasonable to maximise prevention of occupational risk.
- Look to reconcile work at the company with the personal and family life of employees.
- Look to achieve the occupational integration of persons with incapacities or handicaps, eliminating barriers of all kinds in the ambit of the company in order to achieve insertion.
- Facilitate the participation of employees in the social action programmes of the company.

E) In relation to the **civil society**:

- Respect human rights and democratic institutions, and promote them wherever possible.
- Maintain the principle of political neutrality, without interfering politically in those communities where they carry out their activities, also as a demonstration of respect for the different opinions and sensitivities of people related to the company.
- Maintain licit and respectful relationships with public authorities and institutions, not accepting or offering gifts or commissions in cash or in kind.
- Make contributions to political parties or public institutions only in accordance with prevailing legislation and, in any case, guaranteeing transparency.
- Collaborate with Public Entities and non-governmental entities and organisations dedicated to improving levels of social attention for disadvantaged persons.