



June, 2018

## 1. INTRODUCTION

The Code of Ethics is the highest internal standard that establishes the Values, Principles, and Rules of Conduct that must govern the individual professional practice of all members of PACADAR.

After legislative reforms at national or international level regarding the criminal liability of the company, as well as that of exercising control over managers and employees, and the implementation of a due Program of Prevention of crimes that fully comply with the requirements and conditions established in the ISO 19601 standard.

The current national and international regulations, toughen the established requirements for the surveillance, control and prevention of crimes within companies, identifying the possible risks of committing crimes in the company, with the firm commitment to review the current associated controls and propose and execute a plan of action, counting on the most absolute commitment of the General Director of PACADAR.

PACADAR verifies compliance with these principles through the Compliance Officer, being one of its most important functions verifying the delivery, knowledge and compliance of the Code of Ethics.

## 2. AREA OF APPLICATION

The Code of Ethics is directly applicable to all managers and employees of PACADAR and, indirectly, to its clients and suppliers, regardless of its geographical location. Hereinafter, they shall be denominated "Obligated Persons".

## 3. PURPOSE AND OBJECT

The present Code of Ethics constitutes a declaration of values, principles and behaviours required of all PACADAR members in the development of their professional activity, respect for Human and Labor Rights, to the full

integration of the entire group of people, with its complexity, particularity and diversity, in the corporate culture, the law and internal regulations, the environment, health and safety at work.

Through this Code, a deontological guide is established for all managers, directors, employees and any person who collaborates or provides services and is related or linked to PACADAR in order to control and prevent all types of criminal or fraudulent illicit act, regardless of its nature. PACADAR intends to:

- Spread the values, principles and objectives of the company in accordance with Respect for Human and Social Rights.
- The participation and integration of all workers and collaborators in the obligation to accept, respect and apply this Code and the prevention protocol of criminal offenses.
- Facilitate the prevention, detection and elimination of irregular behaviors, contributing to maintain and protect the values and the good name of PACADAR through the company's complaint channel.
- Prohibit false allegations and reprisals, both of which are entirely intolerable.

#### 4. ESSENTIAL VALUES

PACADAR is governed by six essential values:

**4.1 Respect for individuals.** It constitutes the main value of PACADAR, which promote a fair working environment, as well as inclusion and ensuring the equal opportunities.

**4.2 Public service.** Clients, and society in general, are in who PACADAR's actions and decisions are based.

**4.3 Professionalism** in the performance of work, understood as any action diligent, responsible, efficient and focused on excellence, quality and innovation. It implies effective work in teams, using professional skills and resources available to achieve the best results.

**4.4 Integrity**, manifested in acting honestly and transparently, in accordance with standards of professional ethics and the applicable regulation. It is understood as acting loyally, in good faith, objectively and aligned with the interests of the company, without forgetting that PACADAR's reputation is determined by the set of actions of each of its workers and managers.

**4.5 Respect for the Law and the internal norm.** The Compliance of the Legal Regulation and internal standard is a principal mandate and, therefore, its obligation to compliance by all employees and managers of PACADAR. Any responsibility for non-compliance, regardless of the sanctions that may be imposed by law, will be subject to disciplinary consequences.

PACADAR, makes its legal department available to employees and managers to solve doubts and interpretations regarding compliance within the law and the internal standard.

**4.6 Respect for the safety and health of people and the environment.** PACADAR will ensure a safe and healthy working environment. Even so, employees are obliged to comply with the regulations on safety and health.

The company recognizes its general responsibility to protect the environment reducing environmental risks, and with a firm commitment to rational use of resources collaborating with the preservation and protection of the environment and respecting in all cases, the applicable regulations in the matter.

## 5. HONESTY AND TRANSPARENCY

Honesty and transparency are two fundamental values that structure our behavior as members of PACADAR and, in compliance with them, we generate more trust among

our clients. By this, we acquire a greater reputation, consolidating the good name of our company.

As a way of illustration and without prejudice to its subsequent development in this Code, are included the following practices and actions that are considered in any case forbidden for the Obligated Persons in the performance of its functions for PACADAR:

- Prohibition of fraudulent practices or deceptive promises.
- Prohibition to benefit from possible particular opportunities.
- Prohibition of bribes, corruption and illegal commissions, both in Spain as abroad.
- Prohibition of using internal information to favor particular interests.
- Prohibition of contributions to parties or political organizations.
- Control of donations to charities, sponsorships and collaborations.
- Prohibition of money laundering.

In addition, the Obligated Persons have the following duties, without prejudice to their subsequent development in this Code:

- Defend and protect the reputation of PACADAR, being aware of our responsibility as employees of the company.
- Handle the provided internal information adequately and carefully for the performance of our work, especially when this information has sensitive, strategic or confidential nature, fulfilling scrupulously the Data Protection Act.

### **5.1 Objectivity, impartiality and transparency in the contracting of suppliers.**

PACADAR adapts the processes of selection and hiring of suppliers to criteria of objectivity, impartiality and transparency, adjusting to internal procedures. Always under the commitment to promote concurrence of a plurality of suppliers of goods and service, whose characteristics and conditions offered are adjusted, at all times, to the needs and conditions of the Company, always assessing the more advantageous offer.

### **5.2 The use of assets and resources of PACADAR.**

Employees and managers are obliged to manage appropriately the resources that the Company puts at its disposal for the performance of its functions, acquiring the following commitments:

- Make a responsible use of facilities, equipment, computer (hardware or software) and any other goods and services owned by the Company.
- Use communication technology (including email, telephone, social networks and internet) in a professional and prudent manner, asking the director of compliance any questions you may have regarding the method of use, and must receive authorization to mention the company on social networks.
- The company may carry out internal controls over assets of its property such as email and / or computer, if used by the employee.
- PACADAR will be efficient in the management of resources. It will acquire the necessary goods, and will contract the precise services taking into account the economic cost and ensuring the level of quality and safety required.

## **6. CONFIDENTIALITY, DUTY OF SECRET AND USE AND PROTECTION OF PACADAR'S INFORMATION**

PACADAR will adequately protect information, whatever the form that it adopts or the means by which it is shared or stored, to ensure its confidentiality, integrity and availability. Employees and managers are obliged to:

- Ensure compliance of internal controls related to the use and communication of information.
- Never reveal PACADAR's information to external people from outside the Company, except in those cases in which the organizational functions require it.
- Refrain from using data or information for own benefit or for third parties. This obligation of secrecy and confidentiality will persist, even once the employment relationship with the company has ended.
- Refrain from obtaining information through unlawful or doubtful origin.
- Refrain from storing information unrelated to work activity in resources and computer systems of PACADAR, in accordance with the provisions of the Policy for the use of computer resources, telecommunications, media and Internet of PACADAR.
- Treat the information with due care, protection and professional secrecy according to its classification level.

## 7. RULES OF ACTION

### 7.1 Conflicts of interest.

PACADAR will ensure that its actions and decisions respect the principle of impartiality and are carried out in the best interest of the company.

The Obligated Persons are strictly forbidden to benefit personally of possible opportunities that arise in the professional activity.

A conflict of interest exists when, in the performance of activities related to PACADAR, a conflict between the personal interests of the members of the company, their family members or third parties with whom they are linked, and the interests of PACADAR. Or when any action or omission may cause harm to society (including emerging damage,

reputational damage and loss of profit) and as a direct consequence of a particular direct or indirect benefit.

### **7.2 Relations with the Public Administration.**

The Obligated Persons must comply with the applicable regulations. PACADAR commits to comply with public agencies -national and foreign-, providing all the information required in a timely, truthful and transparent manner, and always acting in accordance with the principles and criteria of good faith, while the interests of PACADAR are legitimately defended.

#### **7.2.1 Bribes, bribery and corruption.**

Complying with national and international regulations, monetary payments and other favors that are made in favor of third parties (in the public or private sectors) to acquire an illegal or immoral benefit are constitutive of crime. Therefore, in no way can be offered, delivered, requested, received or accepted money or favors of any kind in favor of public worker and employees, related to obtaining special treatment.

Any action or omission that generates or may generate an eventual corruption, bribery or extortion, should be brought to the attention of the Compliance Officer.

In this sense, it remains totally forbidden to any worker of PACADAR to receive a gift, monetary or in kind advantage from customers, suppliers, contractors or subcontractors.

In addition, the company will promote maximum transparency in all its actions with the fulfillment of policies and procedures that are developed with this purpose.

**7.2.2 The deceit to the Public Treasury and / or Social Security** with independence of its form and amount.

**7.2.3 Prevention of Money laundering.** PACADAR is committed to comply with the current regulations regarding the prevention of money laundering. Before any suspicion of infringement, it should be immediately informed to the Compliance Officer.

The company has an obligation to know its customers, suppliers, contractors and subcontractors with whom it does business.

It is totally forbidden to make cash payments in excess of 2,500 euro.

### **7.3 Policy of granting and receiving gifts, benefits or advantages.**

As a general rule, it is strictly forbidden (outside its strictly private scope) for the Obligated Persons to deliver gifts or grant benefits or advantages in favor of third parties (including the rest of the Obligated Persons, as well as accepting them).

Only in exceptional circumstances, such as anniversaries, commemorations or dates, gifts or grant benefits may be given. But, if and only if, when that action has been previously approved by the Compliance Officer of PACADAR.

The attendance of Obligated People to corporate, sports or cultural events are considered a gift, when organized by clients or by PACADAR suppliers, and its acceptance and participation is conditioned to the principles included in this Code. In any case, the Obligated Person must inform the Compliance Officer in advance, who must authorize the assistance of the Obligated Person to the act or event.

In general, it is expressly forbidden that the Obligated Persons receive gifts, advantage or benefits from customers or from people who provide their services or supply their products to any of the companies of PACADAR (current or potential).

However, the Obligated Persons are authorised to receive gifts, advantages and / or grant benefits within the corporate or institutional policy of the grantor, in a non-individualized manner, in a generic way, and at specific moments (such as anniversaries, commemorations, corporate events and dates).

The price of such gifts must not exceed three hundred euro (€300). For the calculation of the price of the gift, benefit or advantage, it will be taken into consideration the total value as a whole; and in the event that several gifts, advantages and / or different benefits are granted within the same calendar year, will be computed the total sum of all of them.

When an Obligated People receives a gift, benefit or advantage, he/she must:

## CODE OF ETHICS

- Do not accept it. And if you have received it, return it whenever the gift exceeds three hundred euro (€ 300).
- If non-acceptance is not possible, once received, you must deliver it to your direct superior or to the Compliance Officer so that the gift, with independence of its amount, will be raffled among the different employees of the Company.

In any case, you must inform the hierarchical superior that holds the rank of director or Compliance Officer of the receipt of the gift, advantage or benefit and authorize it.

It is also authorized, the acceptance of the Obligated Persons of occasional invitations to attend corporate events organized by clients or by PACADAR suppliers, as well as for attending institutional, sports or cultural events.

Provided that, with rigorous exceptions, such events must be outside the working hours of the Obligated Person and, in any case, with the requirement that the Obligated Person must report it in advance to hierarchical superior or the Compliance Officer and that he/she authorizes the assistance of the Obligated Person to that act or event.

In any case, both the General Director and the Compliance Officer may establish exceptions to the rules of this section 7.3. when justified reasons exist, always within the law and of what rationally may be considered as an acceptable practice.

### 8. DIRECTOR OF REGULATORY COMPLIANCE, "OMBUDSMAN" AND TRAINING

Mrs. AURORA CALVO LECHOSA, director of the Legal Department of PACADAR, assumes the role of **director of Compliance Officer**, person with autonomous and power and control, responsible for the implementation, development and compliance of both the Code of Ethics and the crime prevention policy.

The Compliance Officer is entrusted with the following functions:

- a) Dissemination and formation of the Code of Ethics of the company to all employees and stakeholders of the company.
- b) The training of employees regarding the Ethical Code and the rest of the internal rules of the company. Establishes and supervises control and prevention measures against the commission of crimes and infractions.
- c) Perform periodic compliance assessments in different departments to make sure that operations are being carried out according to the current manuals and policies and operational instructions and applicable laws.

Communicate to the General Director, the training courses carried out and the results obtained by the workers with respect to the different evaluations made to workers.

- d) Coordinate with the *Ombudsman* the treatment of the *whistleblowing* channel.
- e) Verify that the necessary internal controls are maintained and that the operations include that the control of access to information and systems are carried out correctly.
- f) Decide, after receiving an internal complaint, the type of investigation necessary to carry out, communication to the general director, the proposal of investigation and the result of it.
- g) Advise the staff and clarify doubts regarding the compliance of regulations.
- h) Periodically, submit a normative compliance report to the CEO.
- i) Have control over the different judicial procedures in which the company is part.
- j) Practice leadership regarding the principles, norms and ethical values that are based on the mission of the company.

The *Ombudsman* of PACADAR, is entrusted with the following functions:

Manage the *whistleblowing* channel of the company, proceeding the complaints received and communicating to the Compliance Officer the opening of a record and advising on the necessary research for the clarification of the facts.

The *Ombudsman* is an autonomous and independent figure to PACADAR, whose appointment and removal can be freely adopted at any time by the PACADAR Compliance Officer, holding said position Mr. CHRISTIAN MESÍA MARTÍNEZ, external lawyer.

### 9. WHISLTBLOWING CHANNEL

In order to enforce and respect the content of this Code, it is established a *whistleblowing* channel to provide Obligated Persons with anonymous, confidential and highly secure communication, of all those facts or acts that attempt against this Code or any other irregularity that may involve a high risk in the company. The standard of the *whistleblowing* channel and any other relevant information to understand the system is available to all users on the web that acts as a support for the complaint system.

Steps to follow:

**9.1 Complaint:** any internal complaint must be written in Spanish or English, and contain, at least: (i) the identifying data of the defendant -name, surnames- and, (ii) the facts denounced, specifying, the allegedly committed offense.

It will fulfill the following requirements:

- It will be done by completing the online form enabled for the purpose. Internal complaints may not be filed by telephone, neither by email, nor by any other channel.
- It will not be necessary to identify the *whistleblower*.
- The proof of the denounced fact must be attached.
- It must be always formulated in good faith, with scrupulous respect for the truth, acting correctly and only for the benefit of PACADAR, the State and / or society in general. PACADAR expressly prohibits the formulation of false complaints,

as a result to be contrary to the law and to the principles and values of the company.

The complaint will go directly to the *Ombudsman* who will process it.

The parties involved in the complaint must be adequately informed about every concerning facts, always showing the utmost respect to the confidentiality of the system and guaranteeing the absolute protection of the users.

PACADAR acquires a firm and strong commitment not to adopt reprisals against *whistleblowers* and participants in the investigation process.

### **9.2 Principle of proof**

Any person making a complaint must have rational evidence that supports it, so the complaint must be accompanied by a principle of proof that proves the facts, at least circumstantially.

It will be considered a valid proof principle any probatory material allowed in law, obtained lawfully, preferably in documentary support, although they will also be admissible witness evidence - including the complainant's own testimony – and instruments for the reproduction of words, images and sounds.

### **9.3 Admission for proceeding, remedy of defects and archive.**

Complaints will only be admitted for proceeding in case they comply with the established in these rules.

In case that a remedial defect was incurred in the filing of the complaint, the complainant will be informed. The deadline to correct the defects is ten (10) business days, and in case of not proceeding with the rectification within the deadline, the procedure to archive the complaint will happen.

If the complaint does not comply with the current regulation, it will proceed to archive it.

#### 9.4 Opening of file and notification to the person or persons denounced.

If the complaint is admitted for proceeding, the *Ombudsman* will communicate the opening of the file to the Compliance Officer, deciding the investigation actions that must be carried out for the due clarification of the facts.

In any investigation of the company that is carried out on the computer and / or email form of a worker, he/she must be present during internal interference by the company, whenever he/she has not left the company voluntarily.

The deadline for proceeding the file may not exceed two (2) months since the date of its opening.

The person or persons reported shall have the right to receive notification and a summary of the reported facts as soon as possible, within a maximum period of forty-five (45) since the complaint was received. This notification will not include the data of the *whistleblower*.

### 10. SANCTION REGIME

Without prejudice of the effects that they have in the criminal sphere, the identification by the Compliance Officer of the non-compliance of the established principles and rules in the Code of Ethics, may lead to the adoption of disciplinary measures, including the dismissal, taking into account what established in the collective agreement and in the Statute of Workers.

Cases of breach of the Code of Ethics will be considered, among others:

- Failure to comply with any of the obligations, duties and prohibitions imposed by the Code of Ethics. Also, inducing third parties to breach the Code, to conceal

third parties who have breached or manifest lack of cooperation on the research.

- To carry out reprisals against any Obligated Person who has denounced or informed, in good faith, about a breach of the law and / or of the Code.

### 11. ENTRY INTO FORCE

This Code of Ethics is mandatory since its entry into force, from the day following its delivery by hand, through email or through technological platforms to the Obligated Persons, should be disseminated to all and published on the PACADAR website, in order to facilitate its reading by any person.

### 12. REVIEW AND UPDATE

This norm should be verified periodically by means of procedures of upgrade. Its eventual modification will pursue an ideal adaptation to reality of PACADAR, especially when relevant infractions of their regulation, or when changes occur in the organization, in the structure of control or in the developed activity that make them necessary.