



Code of Conduct

V0.0 (December, 2017)

Introduction

Purpose

This document is intended to ensure the ethical and responsible behaviour of all ISASTUR enterprises and of all employees that belong to them as they perform their activities in Spain and in any country where they are operating.

The Code of Conduct establishes the criteria and performance standards that shall be observed by the personnel of ISASTUR enterprises and by collaborators working on their behalf.

Target Audience

Compliance with this document is obligatory for all the people who belong to ISASTUR, regardless of their hierarchical level, functions, or geographical location.

The implementation of the Code may extend to any individual and/or legal entity that enters into a business relationship with ISASTUR.

Conventions

If any individual or company subjected to this Code of Conduct should also be required to adhere to other standards, codes or legislation, they must comply with them without prejudice to establishing the appropriate coordination with this Code of Conduct.

Throughout this document, the term ISASTUR shall refer to all the companies that belong to the corporate group, as indicated in the document *G10000 ISASTUR*. To refer specifically to the holding company, we will use its registered name: Ingeniería y Suministros Asturias S.A.

General Principles

Legal Compliance and Ethical Behaviour

The people who work for ISASTUR enterprises shall obey the laws in force in the places where they perform their professional activities, as well as the organisation's procedures.

Regarding their professional conduct, they shall be impartial, honest, diligent, efficient; they shall respect the interests of ISASTUR and observe the principles and behaviour set out in this document.

Similarly, they shall always make appropriate use of the means at their disposal to perform their professional responsibilities and avoid behaviours or actions that may damage the organisation in any way.



ISASTUR employees are required to notify the Compliance Committee of the commencement of any criminal or administrative proceedings affecting them, either as suspects or defendants and that relate to their professional activities within the organisation.

Human and Labour Rights

ISASTUR expresses its commitment to uphold the human and labour rights set out in national and international legislation, as well as the principles set out in the [United Nations Global Compact](#) and in the [International Labour Standards on Social Policy](#).

ISASTUR shall promote the professional development of its employees, ensuring their promotion at work and their work-family life reconciliation. Equally, ISASTUR shall advocate the training of its workers, thus promoting their professional careers.

When selecting staff, only the personal, academic, and professional merits of the applicants will be considered.

The implementation of these commitments shall be documented in the organisation's management system through the *staff management policy* and developed further in the various human resources procedures applied in each company.

Protecting the Environment

ISASTUR undertakes, as stated in the *integral management policy*, to carry out its activities by applying principles designed to ensure environmental protection, pollution prevention and the efficient use of energy resources, with a view to protecting the environment and any communities with which it interacts. ISASTUR also undertakes to integrate the concept of sustainability into its decision-making, thus, assessing the impact of its activities in areas in which it operates.

Employees, therefore, must strive to minimise any environmental impact arising from their activities and the use of the facilities, equipment and means placed at their disposal, using them in an efficient manner and applying environmental criteria to decision-making on issues that could affect the environment.

These commitments are specified in the *corporate environmental management guidelines*, which have been set out in the various procedures applied by each company.

Professional Rules of Conduct

Best Tax Practices

The fulfilment of tax obligations by ISASTUR shall be governed by the following principles:

- Compliance with domestic tax regulations and those in force in the various territories where the companies are performing their activities.
- Pursuit of a reasonable interpretation of applicable tax rules when making business decisions.

- Commitment to prevent and reduce tax risks when designing ISASTUR's business strategy.
- Respect for the rule of law, loyalty, good faith and collaboration with the tax authorities, whether they are domestic or from the countries in which the holding company develops its activities.

ISASTUR companies shall act in accordance with the following tax practices:

- Submit the tax statements required by applicable tax rules in each country and territory where the corporate group is performing its activities, thus paying the tax required and applying any fiscal incentives that the regulations provide in accordance with the law in each one of the said countries and territories.
- Provide the information and documentation required by the competent tax authorities.
- Encourage practices to avoid or reduce fiscal risks, as well as avoid conflicts regarding the interpretation of tax regulations by performing any relevant tax consultations.
- Notify the respective Board of Directors and Governing Bodies prior to the formulation of annual accounts or to the submission of corporation tax of the tax criteria applied by the company during the fiscal year.
- Notify the Board of Directors or Governing Bodies of the tax consequences arising from operations and transactions that are subject to their approval.
- Collaborate with national tax authorities and with those of the territories in which to ISASTUR companies are operating.
- Avoid establishing, creating, or acquiring entities registered in tax havens unless moved by valid economic reasons and for the sole purpose of obtaining tax benefits.
- Avoid the use of contrived structures that are alien to the activities performed with the ultimate aim to avoid or reduce the tax burden.
- Avoid operations or transactions with related entities for the sole purpose of transferring profits to territories with low or no taxation.
- Avoid the use of opaque structures designed to prevent the tax authorities from knowing the real holder.

Conduct Designed to Prevent Corrupt Behaviour

Gifts, Invitations, and Meals

In general, any gifts, invitations or attentions that exceed the level of common courtesy and that are not related to the activity of promoting ISASTUR's services or that are not related to its contractual activities is not admissible. Accepting gifts or invitations shall conform to the following criteria:

- Employees may only give gifts or invitations intended to promote the business' brand image and they may only accept gifts that promote the brand of the company or entity giving the gift or invitation if the economic value of said gifts is irrelevant or symbolic and comply with generally accepted commercial practices.
- Gifts of cash shall not be accepted or offered under any circumstances.
- The gifts or invitations must be legal and customary in the country in which they are accepted or offered.

Travel and Accommodation Expenses

Travel and accommodation expenses paid to customers and suppliers, as the case may be, shall be subject to the approval system defined in the GA0318, taking into account the following considerations:

- The expenses must be reasonable and related to promoting, demonstrating or explaining ISASTUR products or services and their purpose must be purely commercial.
- The expenses must be duly registered and paid directly to the provider of service.

Corruption Among Individuals

ISASTUR employees may not offer, promise, pay, receive or request incentives of any kind, either directly or through the mediation of other people, with the goal or purpose of favouring, in any way, any ISASTUR company or the party granting the incentive in relation to the hiring of goods or services or any other type of transaction or procedure.

Exceptions to this rule are the complimentary practices described in the previous section because they are linked to brand image promotional activities and are not an attempt to influence a third party unlawfully to benefit the organisation.

Corruption of Public Officials

ISASTUR prohibits any payment, offer to pay or authorisation to pay, whether directly or indirectly through an intermediary, of anything of value, whether gifts, money, goods or entitlements, to a public official, authority, or person that holds a position in a political party with the intention of bribing them to do something or fail to fulfil their obligations to ensure any commercial advantage or favourable resolution for ISASTUR entities. This prohibition applies to authorities, public officials or public servants in Spain and in any other country or territory.

Influence Peddling and Preferential Treatment

A strictly professional standard of conduct shall be maintained with public officials and authorities. It is forbidden, therefore, to use personal relationships with any public authority or official to achieve any favour for ISASTUR companies.

Agents and Advisers

Agents and advisers may be subjected to the provisions of this Code. In any case, ISASTUR enterprises, in addition to conducting assessments prior to hiring agents and advisers to establish their professional careers, will include, in all contracts signed with said agents or advisers, clauses that prohibit the conducts described in the previous sections, including, where appropriate, the power to terminate a contract if the agent or adviser incurs in said conducts.

The Compliance Committee shall be informed of the hiring of agents or advisers.

Preventing Conflicts of Interest

Conflicts of interest between ISASTUR companies and Board Members, Senior Management, and Shareholders of the corporate group are regulated in *group procedures regarding conflicts of interest*.



ISASTUR employees must avoid situations that may give rise to a conflict of interest with the company or the holding company and they shall not avail themselves of the position they occupy in ISASTUR to obtain any type of economic advantage or business opportunity for themselves.

People may exercise their professional activities in other companies outside ISASTUR provided they have the company's authorisation to do so.

If any type of conflict of interest should arise, the Compliance Committee must be notified immediately so that it can take the necessary measures.

Confidentiality Regarding Information

Employees are required to keep professional secrecy regarding data and information that are not known to the public and to which they have access in the course of their professional activities, whether that information relates to the organisation, customers, suppliers or any third party, unless expressly authorised by the competent body or at the request of a judicial or administrative authority. In the latter case, the Compliance Committee shall be consulted.

The data and information to which they have access must be used exclusively to perform their professional duties and can only be disseminated to other people inside ISASTUR who need to know based on their responsibilities.

Data and information relating to customers and suppliers will be used for purposes strictly related to the company's activities.

In general, the dissemination of confidential information or its use for purposes other than those that are strictly of a professional nature will be considered a violation of this Code of Conduct.

The obligation of secrecy and confidentiality will remain in force even after the employment or professional relationship has ended. In the latter case, employees must return all documents and media or document and information storage devices.

In case of doubt regarding the handling of confidential information or data, refer to the Compliance Committee.

Industrial Property

The industrial and intellectual property rights of the holding's enterprises regarding projects, computer programs and equipment, knowledge, technology and know-how must be respected. Industrial property resulting from the work of employees carried out under their employment contracts shall be the property of ISASTUR.

The industrial and intellectual property rights of third parties alien to ISASTUR shall be respected.

Data Protection

When processing personal data, the following principles will be observed:

- All ISASTUR enterprises must ensure compliance with national data protection legislation, and with the personal data protections laws of the countries where they are operating.

- Any personal data collected will be appropriate and relevant to the purpose for which they are collected or processed.
- Unless otherwise specified in applicable regulations, the data collected and processed by ISASTUR enterprises shall be stored under appropriate confidentiality rules and may not be used for purposes other than those for which they were collected.

Rules Relating to the Working Environment

Equality and Diversity

ISASTUR undertakes to promote equal opportunities regarding access to employment and professional promotion between men and women and non-discrimination on grounds of sex, race, religion, marital status or social conditions.

This commitment is set out in an *equal opportunities plan* that periodically establishes measures to ensure equality within the organisation.

Health, Hygiene and Occupational Safety

One of ISASTUR's priorities is to protect the health and safety of its workers by pledging to provide them with the means to perform their tasks with the appropriate health and safety measures, in such a way that the protection of life, health, and their physical and psychological integrity is ensured.

Employees shall be responsible for the maintenance of their work places, following the health and safety rules and instructions set out in the applicable legislation in force, as well as any rules that ISASTUR may implement through its in-house or outsourced prevention services.

These commitments, laid down in the *integral management policy*, are specified in the *corporate health & safety guidelines* implemented through various procedures in each company.

Use of Goods and Services

Employees should make responsible use of any goods, resources and means that the company places at their disposal to perform their professional activities; said goods or resources shall not be used for private purposes.

Employees who have been provided with company credit cards must justify any expenses paid using the said cards. Employees shall pay any unjustified expenses.

Rules Relating to the Market

Relationships with Customers

Any relationship with customers will take place under rules of transparency and with a commitment to provide services that meet the quality standards of the organisation and those established under current regulations.



ISASTUR undertakes to use any data or information provided by its customers exclusively to conduct its activities correctly, as indicated in previous sections. If a specific confidentiality agreement is reached, the provisions of said agreement shall be met.

Relations with Suppliers

The procurement of supplies should be carried out in accordance with *management system documents governing purchases*.

Therefore, suppliers will be selected based on an objective and impartial process, avoiding any exclusivity, while respecting the requirements set out in the *supplier approval procedure*.

The information that suppliers may be requested to provide must be used solely for approval and purchase purposes.

Employees involved in tender processes must avoid interferences that may affect the impartial and objective selection of the vendor.

Relations with Public Administrations and Authorities

The relationships that ISASTUR may establish with Public Authorities and Administrations will be based on respect, transparency and collaboration, as well as compliance with legal requirements.

Accordingly, and in line with the commitments expressed in this document, employees shall act with integrity in their relations with authorities and officials, avoiding any conduct that may be construed as illegal, thus preserving the brand image and reputation of the organisation.

Implementing the Code

Compliance Committee

The Compliance Committee is a permanent body, constituted and bound to the management of ISASTUR, that shall ensure compliance with regulations throughout the corporate group.

Regardless of the composition of the Compliance Committee, every ISASTUR enterprise shall assign one or more agents to coordinate with the Compliance Committee regarding the dissemination of and compliance with this Code and other rules and procedures that are applicable to the prevention of criminal hazards.

Ethical Channel

The Ethical Channel is the means through which employees, suppliers, customers and other stakeholders should bring to the attention of the organisation any behaviour or activity that may constitute a crime or that is manifestly irregular; it is also the channel that should be used to submit queries regarding the interpretation of the Code of Conduct, in particular regarding the prevention of crime in general.



Communications addressed to the Compliance Committee regarding a query or to report any irregular or illegal actions shall be made by email to the following address: canal.etico@isastur.com

In addition, complaints may be sent by postal mail to the attention of the “Comité de Cumplimiento” (Compliance Committee) at the following address: *Polígono Industrial de Silvota, calle Peña Santa 63, 33192 Llanera (Asturias), España.*

To ensure the accuracy of the information and facilitate the subsequent investigation, do not submit anonymous complaints, given that the organisation shall ensure the confidentiality of the identity of the complainant.

Processing of Communications Made Through the Ethical Channel

The Compliance Committee shall ensure the confidentiality of the communications received through the Ethical Channel.

Individuals who report irregularities through the Ethical Channel shall not be subject to any actions or retaliation, without prejudice to any disciplinary measures that may apply in the case of false reports.

Complaints received through the ethics channel shall be addressed immediately to determine whether they can be processed or not. If they can, the correct identify of the person or entity reported must be verified, as well as compliance with the protocols governing data protection and confidentiality; for which the Committee shall have the power to require additional information from the complainant.

Once the complaint has been accepted for processing, the Committee shall appoint one of its members to investigate the facts. If necessary, external assistance may be sought with the express authorisation of the Compliance Committee.

During the investigation process, the person or persons affected by the report shall be heard and the necessary investigations shall be performed. This process shall commence two months after the date of the report and will last no longer than one month.

Based on the outcome of the inquiries, the Compliance Committee shall issue a report which shall be submitted to the Governing Body of the ISASTUR company in which the irregularity has been committed so that said company can adopt the resolution deemed appropriate.

Dissemination and Acceptance of the Code of Conduct

The Compliance Committee, in collaboration with the Department of Human Resources, is in charge of disseminating the contents of the Code of Conduct among employees and other stakeholders.

The staff of ISASTUR enterprises must expressly accept the rules contained in the Code of Conduct. To ensure the exercise of rights and duties set out in the same, managers and employees may submit queries regarding the interpretation of the rules to the Compliance Committee using the Ethical Channel provided to submit complaints.

New staff must be informed of the contents of the Code of Conduct and must expressly accept the said Code.



Every Board Member of Ingeniería y Suministros Asturias, S.A., as the parent company of the holding, and the board members and managers of dependent companies, shall be notified of the Code of Conduct and must expressly accept to uphold it.

Infringements. Consequences

Infringement by Employees

Failure to comply with the law or with this Code of Conduct may result in penalties or disciplinary measures set out in the applicable collective agreement or in labour legislation, without prejudice to any administrative or criminal penalties that may result from the said infringement.

Infringement by Suppliers or Other Agents

If suppliers or other agents that should be governed by the rules included in this Code fail to comply with the law, with this Code of Conduct, or with the internal rules of ISASTUR, they shall be open to the measures that the Compliance Committee may decide. These measures shall be proposed based on the severity, intent or impact of the infringement and may even go as far as the termination of a contract.

Updating the Code of Conduct

The Code of Conduct will be reviewed and updated regularly, at the behest of the Compliance Committee or on the proposal of the Governing Bodies of any ISASTUR company.

The updates applied to the Code of Conduct must be approved by the Board of Directors of Ingeniería y Suministros Asturias S.A. and by the Governing Bodies of the other companies that belong to the holding.