

CODE OF ETHICS

Document approved by the Board of Administrators of **PROSERTEK** Group
26 April 2018

TABLE OF CONTENTS.

1.- INTRODUCTION	3
2.- SCOPE OF APPLICATION	4
3.- PROSERTEK'S CORPORATE VALUES	5
4.- BEHAVIOURAL GUIDELINES.....	6
4.1 Regarding Legality.	
4.2 Integrity in professional conduct.	
4.3 Prohibition of discriminatory behaviour.	
4.4 Balancing personal life with professional activity.	
4.5 Right to privacy.	
4.6 Health and Safety in the workplace.	
4.7 Hiring and Training programmes.	
4.8 Courtesies and Gifts.	
4.9 Resources for carrying out professional activity.	
4.10 Confidential and reserved information for internal use.	
4.11 External activities.	
4.12 Respect for human and labour rights.	
4.13 Relations with clients, suppliers and the market.	
4.14 Information transparency.	
4.15 Social actions and donations.	
4.16 Environmental protection.	
6.- COMMUNICATION, ACCEPTANCE AND INTERPRETATION OF THE CODE OF ETHICS.....	151
4	
7.- COMMUNICATING BEHAVIOURS THAT CONTRADICT THE CODE OR ARE ILLEGAL.....	16
8.- VALIDITY AND UPDATING THE CODE OF ETHICS.....	17

INTRODUCTION

This Code of Ethics is an express declaration of the values, principles and standards that must guide the behaviour of all professionals who form a part of and collaborate with PROSERTEK (hereinafter, **PROSERTEK**) to responsibly conduct their professional activities, both in relations with employees and with clients, suppliers, public and private institutions, external collaborators and society in general.

The objective of this Code of Ethics is to provide an ethical guide to everyone who falls under its scope of application, determining the values and commitments that must govern their professional activity within the organisation.

Undertaking this guide and applying it will contribute to ethical and responsible management in conducting and providing **PROSERTEK'S** products and services in relationships established with interest groups.

Strictly following this code, with which compliance is mandatory, shall guarantee that results are obtained by following legal regulations and in accordance with the reputation and vision that **PROSERTEK'S** seeks to achieve and transmit, both internally and externally.

Thus, this document seeks to prevent the commission of criminal and/or illegal behaviours. To this end, it establishes reference guides regarding social and business order, while designing mechanisms to monitor and control to guarantee the comprehensive compliance of all individuals carrying out professional activity at **PROSERTEK**.

The behavioural criteria set forth in this Code are not designed to consider all situations or circumstances that **PROSERTEK** professionals may face, but rather to establish general behavioural guidelines to guide their actions while conducting professional activity.

SCOPE OF APPLICATION

Compliance with this Code of Ethics is mandatory for all entities comprising **PROSERTEK** and shall therefore be binding for all these entities' staff (employees and directors), regardless of the type of contract determining their relationship, the position they occupy and the location where they carry out their work, as well as all collaborators who participate in conducting social activities. To this end, administrative bodies of Group entities shall adhere to this guide and share it with all employees, so they are aware of its content and applicable standards.

They all have the obligation to be aware of it and follow it when providing their services in name and on behalf of **PROSERTEK** to third parties, notwithstanding that they may also be subject to other codes of conduct or any other inherent duties that they have undertaken due to their professional activity or the specific duties they carry out.

Thus, all individuals employed at **PROSERTEK** are subject to the following obligations:

- Being aware of this code of ethics and making decisions in accordance with the principles, behavioural guidelines and policies therein.
- Responsibly communicating any sign of the existence of processes or actions that contradict provisions in this Code.

All directors and leaders at **PROSERTEK** also have the following responsibilities:

- Sharing the Code with their teams, leading compliance.
- Establishing mechanisms, in time and in form, to guarantee compliance with the Code in the areas under their responsibility.
- Informing the Compliance Manager of processes and actions that go against provisions in this Code.

Regardless of their position in the Group, nobody is authorised to request that an individual falling under the scope of the Code contravene its provisions. Nobody, whether a group employee or an individual subject to compliance, may justify behaviour that goes against the Code, or mal praxis alleging an order from above or lack of knowledge of the Code's content.

The scope of application of this Code of Ethics may be extended to any individual related to the group other than the aforementioned when, due to the nature of said relation, their actions may affect the Group's reputation in some way, or transfer liability to the Group.

PROSERTEK'S CORPORATE VALUES

Legality and Liability

PROSERTEK is committed to following the law in all scopes, and to extend this commitment when the work or activities are conducted by third parties as essential and unavoidably relevant to maintain the best reputation and implied, responsible organisation in defence of developing society and the people comprising it. As proof of this commitment, **PROSERTEK** has a legal compliance verification system.

Different managers at **PROSERTEK** must provide the individuals under their responsibility with the information and clarifications necessary for them to carry out their duties in full compliance with legal obligations.

Comprehensive professional behaviour focused on excellence

The guiding criteria which **PROSERTEK'S** professionals' behaviour must follow are professionalism, integrity and self-control in actions and decisions:

1. Professionalism is diligent, responsible, efficient action, focused on excellence, quality and innovation.
2. Integrity is loyal, honourable, good-faith, objective action in line with **PROSERTEK'S** interests, principles and Code of Ethics.
3. Self-control in actions and in decision-making, so that all actions are conducted on the basis of four basic premises: **(i)** the action must be *ethically acceptable*; **(ii)** it must be *legally valid*; **(iii)** it must be *desirable for Society*; and **(iv)** the individual must be willing to take responsibility for it.

All this is with the commitment to achieve top quality at an individual level, as a team and corporately, with the understanding that **PROSERTEK'S** reputation depends on the quality of the services it provides, which is the responsibility of each and every one of its members.

BEHAVIOURAL GUIDELINES

Everyone subject to this Code of Ethics is obligated to apply the values, standards and principles therein in conducting their activities. Specifically, the following behavioural guidelines must be followed:

4.1.- Regarding legality.

1. **PROSERTEK'S** professionals shall strictly comply with laws in force in the location where they conduct their activity, heeding to the spirit and purpose of the standards, and shall follow provisions in the Code of Ethics, standards in the corporate governance system and basic procedures regulating the activity of **PROSERTEK** and the society where they provide their services. Additionally, they shall fully respect the obligations and commitments undertaken by the Group in contractual relationships with third parties, as well as uses and good practises in the countries where they conduct their activity.
2. Directors at **PROSERTEK** must particularly be aware of laws and regulations, including internal laws and regulations, that affect their respective areas of activity, and they must ensure that the professionals under them receive adequate information and training to understand and follow applicable legal and regulatory obligations in their professional duties, including internal obligations.

4.2.- Integrity in professional conduct

The guiding criteria which **PROSERTEK'S** professionals' behaviour must follow are professionalism, integrity and self-control in actions and decisions:

1. Professionalism is diligent, responsible, efficient action, focused on excellence, quality and innovation.
2. Integrity is loyal, honourable, good-faith, objective action in line with **PROSERTEK'S** interests, principles (Mission, Vision and Values) and Code of Ethics.
3. Self-control in actions and in decision-making, so that all actions are conducted on the basis of four basic premises: **(i)** the action must be *ethically acceptable*; **(ii)** *it must be legally valid*; **(iii)** *it must be desirable for Society*; and **(iv)** the individual must be willing to take responsibility for it.

All this is with the commitment to achieve top quality at an individual level, as a team and corporately, with the understanding that **PROSERTEK'S** reputation depends on the quality of the services it provides, which is the responsibility of each and every one of its members.

4.3.- Prohibition of discriminatory behaviour

1. **PROSERTEK** forbids any discriminatory treatment based on race, colour, nationality, social origin, age, gender, civil status, sexual orientation, ideology, political opinions,

religion or any other personal, physical or social condition of its professionals, and promotes equal opportunity for all.

2. In the same fashion, **PROSERTEK** shall promote equal treatment between men and women regarding access to employment, training, promoting professionals and working conditions.
3. **PROSERTEK** rejects all forms of violence, physical, sexual, psychological, emotional and other harassment, abuse of authority at the workplace and all other behaviours that create an intimidating or offensive environment for the personal rights of its professionals. Specifically, it shall promote measures to prevent sexual harassment and gender-based harassment when deemed necessary.

All this is notwithstanding standards of mandatory compliance set forth in the policy to reject harassment, violence or discrimination applied in the group.

4.4.- Balancing personal life with professional activity

PROSERTEK respects the personal and family life of its professionals and shall promote programmes to better balance between personal life and professional responsibilities.

4.5.- Right to privacy

1. **PROSERTEK** respects its professionals' right to privacy, in all forms, especially regarding personal, medical and financial data.
2. At **PROSERTEK**, there is respect for its professionals' personal communications online and, in general, in any other fashion. Moreover, **PROSERTEK'S** staff undertake to responsibly use communication resources, IT systems and, in general, any other resources the organisation makes available, according to the policies and criteria set forth to this end. These resources are not provided for personal, non-professional use, and are therefore not suitable for private communication. For this reason, there is no expectation of privacy in the event that they must be supervised by **PROSERTEK** in proportionately carrying out its verification duties, as set forth in the IT RESOURCE POLICY document.
3. **PROSERTEK'S** professionals commit to not reveal its professionals' personal data, barring consent of interested parties, and in cases where the law stipulates doing so or to comply with legal or administrative rulings. Personal data must always be processed according to applicable laws in force, with the commitment to respect confidentiality.

4.6.- Health and safety at the workplace

For **PROSERTEK**, constantly improving working conditions and safety at all facilities is a priority, as well as the safety of its employees and collaborators at facilities, both its own facilities and those where it takes action. To this end, it actively foments adopting occupational health and safety policies and adopts preventive measures, providing an occupational environment that is respectful of the health and dignity of people.

All of **PROSERTEK'S** people and collaborators must know and comply with occupational health and safety protection regulations and ensure their own safety and the safety of those who may be affected by them carrying out their activities.

Consequently, all members of the organisation and those that work for it or on its behalf shall actively seek to create and maintain a safe workplace, scrupulously following the laws applicable in the location where they conduct their activities and anticipating the preventive measures necessary to create the best possible occupational health and safety conditions.

PROSERTEK shall promote compliance with its occupational health and safety standards and programmes amongst the suppliers with which it operates.

Additionally, **PROSERTEK** considers the consumption of illegal drugs or alcohol abuse to be entirely incompatible with upright and responsibility occupational and professional activity, so carrying out the position's duties under the effects of these substances shall be sanctioned.

4.7.- Hiring and Training Programmes

1. **PROSERTEK** shall maintain the most rigorous and objective hiring process, attending exclusively to academic, personal and professional merits of candidates and the organisation's needs.
2. Training for its professionals shall be promoted. Training programmes shall encourage equal opportunity and professional career development, contributing to achievement of the organisation's objectives.
3. Professional commit to constantly update their technical and management knowledge, and to use the organisation's training programmes.

4.8.- Courtesies and gifts

1. **PROSERTEK'S** professionals may not give or accept gifts and, in general, courtesies in conducting their professional activity. Exceptionally, giving and receiving gifts may be permitted when the following circumstances occur simultaneously:
 - a) their economic value is irrelevant or symbolic.
 - b) respond to usual social or commercial signs of courtesy.
 - c) are not prohibited by law or generally accepted commercial or social practises.
 - d) Under no circumstances may they be considered "in poor taste" or violate the organisation's ethical principles.

Gifts falling under the circumstances set forth above shall not be subject to application of behavioural guidelines regarding "*social actions and donations*".

2. Members of **PROSERTEK** may not, directly or through an intermediary, offer or grant or request or accept unjustified advantages or benefits whose immediate or mediate purpose is to obtain a present or future benefit for the organisation, for themselves or for a third party. Particularly, they may not give, receive or offer any kind of bribe, gift, compensation or commission, coming from, created by or carried out by any other party

involved, such as public servants, whether Spanish or foreign, staff from other companies, political parties, authorities, clients, suppliers and, in general, people related to the organisation or its activity.

Expressly forbidden acts of bribery include offering or promising, directly or indirectly, any sort of undue advantage, any instrument for cover-up and influence peddling. Moreover, neither directly nor indirectly may money be personally received from clients or suppliers, not even as a loan or an advance.

3. **PROSERTEK'S** professionals may not receive or accept services or courtesies that influence, may influence or may be interpreted as influencing decision-making.
4. When there is doubt regarding what is acceptable, the offer must be declined or, if applicable, consulted with one's immediate hierarchical superior, who may send the consultation to the Supervision and Control Body.

All this is notwithstanding the mandatory standards set forth in the policy to manage the risk of fraud, bribery and corruption established in the group.

4.9.- Resources for carrying out professional activity

1. **PROSERTEK** commits to providing its professionals with the resources necessary and suitable for carrying out their professional activity.
2. Notwithstanding mandatory compliance with **PROSERTEK'S** specific standards and procedures on resources, professionals commit to responsibly use the resources made available to them, solely conducting professional activities in the interest of the organisation with them, such that the resources are not used or applied for personal purposes.
3. **PROSERTEK** holds ownership over the rights to use and operate IT systems and programmes, equipment, manuals, videos, projects, studies, reports and other works and rights created, developed, perfected or utilised by its professional within the framework of their labour, professional or educational activity, or based in the organisation's IT facilities. Professionals shall respect the principle of confidentiality regarding the characteristics of technological rights, licenses, programmes, systems and knowledge and, in general, whose ownership or rights to operate or use are held by **PROSERTEK**. Sharing any information related to these characteristics shall require prior authorisation from responsible management. The use of IT equipment, systems and programmes that the organisation provides to professionals to conduct their activity, including facilitating access and operations online, must adapt to security and efficiency criteria, excluding any use, action or IT function that is illegal or goes against legal standards, the IT resource use policy or organisation instructions. Professionals shall not exploit, reproduce, replicate or transfer IT systems and applications whose license is owned by **PROSERTEK** for outside purposes. Additionally, professionals shall not install or use programmes or applications on the IT equipment provided to them whose use is illegal, criminal or may harm the systems or jeopardise the image or interests of **PROSERTEK**, of clients or of third parties.

All this is notwithstanding the mandatory standards set forth in the IT resource regulatory policy.

4.10.- Confidential and reserved information for internal use

1. In general, non-public information owned by **PROSERTEK** shall be considered information for internal use, unless classified as reserved or confidential. In any event, it shall be subject to professional secrecy, and its content may not be provided to third parties, unless doing so falls under normal exercise of one's work, profession or duties, and provided that the parties receiving the information are legally or contractually bound by a confidentiality obligation and have confirmed to the Company that they have the resources necessary to protect it.
2. It is the responsibility of **PROSERTEK** and all its professionals to provide sufficient security resources and to apply the established procedures to protect information that is for internal use, confidential and reserved, recorded in physical or digital format, from any internal or external risk of non-consented access, manipulation or destruction, both intentional and accidental. To this end, **PROSERTEK'S** professionals shall keep the content of their work confidential in relations with third parties, unless they have express authorisation to share it.
3. Revealing confidential or reserved information, or using it for personal reasons, contravenes the Code of Ethics.
4. Any reasonable sign of leaked confidential or reserved information for personal reasons must be communicated by those who are aware of the circumstance to **PROSERTEK'S** Supervision and Control Body, who shall indicate the appropriate procedure.
5. In the event of termination of the relationship with **PROSERTEK**, all internal, confidential and reserved information must be returned by the professional to the organisation, including documents and media or storage devices, as well as information stored on any corporate or personal electronic device. In any event, the professional's confidentiality duty shall persist.

4.11.- External activities

1. Professionals shall dedicate **PROSERTEK** all professional ability and personal effort necessary to carry out their duties.
2. Providing labour or professional services, whether freelance or hired, to companies or entities other than **PROSERTEK**, must be authorised.
3. The Group respects that its professionals conduct social and public activities, provided they do not interfere with their work at **PROSERTEK**.
4. The relation, belonging or collaboration of professionals with political parties or other kinds of public entities, institutions or associations shall be such that it is made clear that these are personal circumstances, thus avoiding any relation with **PROSERTEK**.

5. The creation, belonging, participation or collaboration of professionals on social media, forums or online blogs, and opinions and statements made therein, must be such that their personal nature is clear. In any event, professionals must abstain from using **PROSERTEK'S** image, name or brands to open accounts or to register on these forums or social media networks.

4.12.- Respect for human and labour rights

1. **PROSERTEK** states its binding commitment to strictly respect human and labour rights recognised in domestic and international law, and the principles upon which the United Nations World Pact and International Labour Organisation's Social Policy are based, as well as documents or texts that may replace or complement the aforementioned.
2. Specifically, **PROSERTEK** states its total rejection of child labour and forced or mandatory labour and commits to respecting freedom of association and collective bargaining.

4.13.- Relations with clients, suppliers and the market

1. Under all circumstances applying transparency, information and protection standards, **PROSERTEK** commits to offering services and products with quality equal to, or greater than legally-established requirements and quality standards.
2. **PROSERTEK** shall guarantee the confidentiality of its clients' data, and undertakes not to reveal them to third parties, barring client consent or legal obligation or to comply with legal or administrative rulings. The collection, use, and processing of clients' personal data must be such that it guarantees their right to privacy and compliance with personal data protection laws, as well as rights recognised for clients by information society services and e-commerce law, as well as other applicable provisions.
3. Contracts with **PROSERTEK'S** clients shall be written in a simple, clear fashion. In pre-contractual or contractual relations with clients, transparency shall be fostered, and information on different alternatives available shall be provided, especially as far as services, products and rates are concerned.
4. Professionals must avoid all kinds of interference or influence from clients or third parties that may alter their impartiality and professional objectivity and cannot receive any sort of compensation from clients or, in general, from third parties, for services related to the professional's own activity at **PROSERTEK**.
5. **PROSERTEK** shall adapt supplier selection processes to objective and impartial criteria, avoiding all conflict of interest and favouritism in its selection. **PROSERTEK'S** professional must commit to complying with internal procedures established for awarding processes, including and especially, those for approving suppliers.
6. Prices and information provided by suppliers in a selection process shall be processed confidentially and shall not be revealed to third parties, barring consent from interested parties or due to legal obligation, or in compliance with legal or administrative rulings.

PROSERTEK'S professionals who access suppliers' personal data must keep said data confidential and comply with provisions in data protection laws, to the extent that this is applicable.

7. The information provided by **PROSERTEK'S** professionals to suppliers shall be truthful and not shared with the intent to deceive. Professionals must avoid all kinds of interference or influence from suppliers or third parties that may alter their impartiality and professional objectivity and cannot receive any sort of compensation from **PROSERTEK** suppliers or, in general, from third parties, for services related to the professional's own activity at **PROSERTEK**.
8. **PROSERTEK** commits to compete on markets in a fair way and shall not carry out deceptive or denigrating advertising against its competition or third parties.
9. Information on third parties, including information on the competition, shall mandatorily be obtained legally.
10. **PROSERTEK** commits to encouraging free competition to the benefit of consumers and users. **PROSERTEK** shall comply with standards to defend competition, avoiding all behaviours that constitute or may constitute collusion, abuse or restriction of competition.

All this is notwithstanding the mandatory standards set forth in the policy to manage the risk of fraud, bribery and corruption established in the group.

4.14.- Information transparency

1. **PROSERTEK'S** economic-financial information, and especially its annual accounts, shall provide an accurate depiction of its economic, financial and equity situation, pursuant to generally accepted accounting principles and applicable international standards on financial information. To this end, no professional shall conceal or distort information in **PROSERTEK'S** account records and reports, which must be complete, precise and truthful.
2. A lack of honesty in communicating information, both inside **PROSERTEK** (to professionals, departments, internal bodies, administrative bodies, etc.) and outside (to auditors, investors, the media, etc.) is against the Code of Ethics. A lack of honesty is also providing incorrect information, organising it in equivocal fashion or attempting to confuse the information's recipients.
3. **PROSERTEK** states a commitment to follow standards on corporate social responsibility as a framework to integrate its actions with professionals, clients, suppliers and all interest groups with whom it has relations. In this regard, loyal to the objective of generating wealth and well-being for society, **PROSERTEK** has adopted a responsible ethic to harmonise creation of value for the Company with sustainable development, with the main objectives being environmental protection, social cohesion, development of a favourable framework for labour relations and ongoing communication with different Collectives related to the Company to meet their needs and expectations.

4. **PROSERTEK** states its firm commitment to behavioural standards against corruption and fraud and to prevent crime, and in particular, to not incur in practises deemed irregular in carrying out its relations with clients, suppliers, competitors, authorities, etc., including those related to money laundering. To this end, professionals shall receive suitable training on applicable law in these matters.

All this is notwithstanding the mandatory standards set forth in the policy to manage the risk of fraud, bribery and corruption established in the group.

4.15.- Social actions and donations

Whether on their own or through intermediaries, it is strictly forbidden for **PROSERTEK** companies to make, both directly and indirectly, donations, not even as loans or advances, to Spanish political parties, including federations, coalitions or groups of voters.

4.16.- Environmental protection

1. **PROSERTEK** conducts its activity in an environmentally respectful fashion, complying with standards set forth in applicable environmental regulations and reducing its activities' environmental impact.
2. **PROSERTEK** undertakes behavioural guidelines to reduce waste and pollution and to preserve natural resources.
3. Additionally, **PROSERTEK** commits to respecting the requirements set forth in applicable law on this matter wherever it may be conducting its duties, with all workers, employers and collaborators.
4. The individuals subject to this Code must be aware of, undertake and contribute to reaching this commitment, and make an effort to reduce the environmental impact of their activities and of their use of the facilities, equipment and work resources provided to them.
5. In its relations with clients, public authorities, bodies and institutions, external collaborators and other entities, **PROSERTEK** shall communicate these principles and promote compliance with environmental procedures and requirements applicable in each case.

COMMUNICATION, ACCEPTANCE AND INTERPRETATION OF THE CODE OF ETHICS

PROSERTEK shall communicate and share the content of this Code of Ethics with all its professionals and other affected parties. All individuals falling under this Code's scope of application are bound to know it and comply with it, so they must be aware of the guiding Values and Principles, regardless of whether they have expressly signed it. **PROSERTEK** requires a high level of commitment in complying with this Code of Ethics from all its professional and external collaborators.

All external professionals and collaborators providing their services at **PROSERTEK**, and those joining and/or who will be collaborating in the future, must expressly accept the Values and Principles and comply with the action guidelines established therein (through a confirmation process).

Any questions that may arise regarding the interpretation or application of this document must be brought to the Supervision and Control Body, who has the obligation to encourage knowledge of and compliance with the Code and interpret it in the event of uncertainty.

To this end, this body may be contacted through the following channels:

- Email info@prosertek.com
- Inbox provided by the organisation

COMMUNICATING BEHAVIOURS THAT CONTRADICT THE CODE OR ARE ILLEGAL

Pursuant to this document, following the Law is one of **PROSERTEK'S** fundamental principles. It makes ensuring that its professionals are aware of the importance of reducing the risk of illegal or unethical practises within the organisation one of its essential objectives. Regardless of their level or position, nobody is authorised to request that an employee go against provisions in this Code or an internal standard, policy or any other legal standard. Additionally, no professional may justify inappropriate behaviour as orders having come from above, or lack of knowledge of this document.

In this regard, all individuals subject to the Code of Ethics must report possible failures to comply with it when they become aware of this circumstance, through the procedure established in the "Ethics Channel", accessible through **PROSERTEK'S** intranet, or any of the following methods:

- Personally, in writing or verbally, to any hierarchical superior.
- By email to info@prosertek.com
- Through the inbox provided by the organisation

To properly process communications in the Ethical Channel, and pursuant to the Spanish Data Protection Agency (AEPD), **PROSERTEK** guarantees confidential processing. In any event, these communications must always follow the criteria of truthfulness of and proportionality. This instrument cannot be used for purposes other than those sought by compliance with the Code of Ethics. **PROSERTEK** undertakes to not take any sort of reprisal against professionals who have communicated an alleged anomalous action.

When the SCB determines that someone at **PROSERTEK** has carried out activities that are against a law, legal standard or this Code and any other internal standard or entity policy, it shall apply disciplinary measures pursuant to the infractions and sanctions system set forth in the applicable collective agreement or in applicable labour law, pursuant to the Disciplinary System approved and applicable at **PROSERTEK**.

VALIDITY AND UPDATING THE CODE OF ETHICS

This document was approved by the administrative body of each one of the entities comprising **PROSERTEK** and is fully valid provided no amendments are made to it.

Amendments made to the Code of Ethics may be proposed by the SCB, after issuing a prior report justifying them. They must be approved by the administrative body of each one of the group's entities and shall be applicable the day that they are made known to all individuals subject to the Code.