

TEKNIA Code of Conduct

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1. Object and scope of application

The TEKNIA Code of Conduct establishes the criteria for action that must be observed by each one of the companies in the TEKNIA Group (hereinafter “TEKNIA”) in performing their professional responsibilities.

The Code is aimed at guaranteeing ethical professional behaviour by TEKNIA and all its employees, in performing their activities, embodying a corporate culture based on the professional development of its employees. To that end, it defines the principles and values that must govern relations between TEKNIA and its employees, clients, shareholders, collaborating entities, providers and the society for which it produces assets or services.

To that end the Code:

Facilitates knowledge and application of the entrepreneurial culture of TEKNIA, that is firmly based on fulfilment of human and social rights, and on effective integration of the company in the whole set of employees, with respect for their diversity.

It establishes the principle of due diligence for prevention, detection and eradication of irregular conduct, whatever its nature, including, among others, risk analysis, definition of responsibilities, training employees and, where appropriate, third parties directly related to the company, and formalisation of procedures, especially for notification and immediate elimination of irregular conduct.

It takes into account the principle of criminal liability of legal persons recorded in the legislation of the diverse jurisdictions where TEKNIA operates and it foresees and specifies the existence of behaviours that may determine the liability of the company among its legal representatives, administrators, employees, or any other person subject to the authority of the company staff.

The Code is applicable to all companies forming TEKNIA and all the staff at each one of them.

Full or partial application of the Code may include any natural and/or legal person related to TEKNIA, when this is necessary to fulfil the relation and when possible due to its nature.

Personal notification of the Code shall be given to all its Directors, Executives and any person who represents any of the companies in the Group. Knowledge of it shall also be delivered to the employees by the means considered adequate in each case.

2. General principles

The Code of Conduct is an ethical commitment that includes basic principles and standards for adequate development of relations between TEKNIA and its main interest groups wherever its business activities are conducted.

The Code is based on the following principles:

- All operations by TEKNIA are performed under an ethical, responsibility approach.
- Compliance with the laws in force in each country is a necessary requisite for this Code.
- The behaviour of TEKNIA employees shall comply with the spirit and literal content of this Code of Conduct.
- All natural and legal persons who maintain any labour, economic, commercial and/or industrial relation with TEKNIA shall receive a fair, dignified treatment. All activities by TEKNIA shall be performed in the most environmentally respectful manner.

Employees

TEKNIA does not employ anybody who has not reached the age of 18 years.

No person employed by TEKNIA shall be subject to discrimination due to race, physical disability, illness, religion, sexual orientation, political opinion, age, nationality or sex.

TEKNIA prohibits all kinds of harassment or physical, sexual, psychological or verbal abuse of its employees, as well as any other conduct that may cause a threatening, offensive or hostile environment in the workplace.

TEKNIA employees are recognised the right to Trade Union freedom and representation under the terms established in the applicable laws.

The weekly working hours and overtime shall not exceed the legal limit established by the laws of each country. Overtime shall always be voluntary, except in structural cases, and remunerated in keeping with the law.

The salary received by TEKNIA employees is in keeping with the duties performed, always complying with the agreements of the sector in each country.

All TEKNIA employees must perform their tasks in safe, healthy workplaces.

Clients

TEKNIA undertakes to offer all its clients a high standard of excellence, quality, health and safety in its products, and to communicate with them clearly and transparently. These products shall be prepared in an ethical, responsible manner.

Shareholders

TEKNIA performs its activity pursuant to the corporate interest, understood as the feasibility and maximising the value of the company in the long term in the common interest of all its shareholders.

Business partners

TEKNIA requires its business partners to abide by the terms set forth in this Code.

Providers

Providers to TEKNIA are bound to comply with the basic principles of this Code, to the extent that it is applicable to them.

Society

TEKNIA undertakes to collaborate with the local, national or international communities where it performs its business.

3. Commitments regarding conduct and responsible practices

3.1. Fulfilment of the applicable legislation and the internal regulations

Regulatory compliance is a necessary requisite of this Code. All TEKNIA employees must comply with the laws in force in each one of the countries where its production, distribution and commercialisation activities are carried out. Under no circumstances may application of the Code give rise to breach of the legal provisions in force in the countries where TEKNIA operates.

All the TEKNIA employees must comply with the rules and procedures of the company, as well as the instructions that may be approved for their development.

Any other local Codes of Conduct that may exist (due to, without limiting the foregoing, local adaptations to this code as per the applicable law) must be aligned and adapted to the criteria established in this Code, which shall prevail over any other internal regulations, except if these are more stringent. Such local Codes and the instruments for their application must previously be approved by the Ethics and Regulatory Compliance Committee.

In order to facilitate due internal control, decisions by TEKNIA employees shall be traceable from the point of view of regulatory compliance, so the adaptation of the decisions to the internal and external regulations may be justifiable, checkable and verifiable in the event of review by competent third parties or the company itself.

TEKNIA undertakes to provide the necessary resources for its employees to know and understand the necessary internal and external regulations to comply with their responsibilities.

In the event of breach of the Code, the company has a consultation and notification procedure that allows any person related to it to confidentially report any irregularity they may consider a breach of the Code.

3.2. Relations with employees

TEKNIA considers people to be a key corporate factor, defends and promotes compliance with human and labour rights and is committed to applying the regulations and good practices in matters of employment conditions, health and safety in the workplace.

The company staff shall collaborate in strict fulfilment of the applicable labour laws and in prevention, detection and eradication of irregularities in those matters. In their labour relations with other employees, all employees are bound to act pursuant to criteria of respect, dignity and justice, bearing in mind the different cultural sensitivity of each person and not allowing any kind of violence, harassment or abuse in the workplace, nor discriminations due to race, religion, age, nationality, sex or any other personal or social condition beyond their conditions of merit and capacity, with special consideration for attention and labour integration of persons with disabilities or impairment.

All employees are responsible for strictly abiding by the rules of health and safety in the workplace and for ensuring their own safety and that of persons affected by their activities.

It is prohibited to consume substances that may affect due fulfilment of professional obligations.

3.3. Relations with clients

In their relations with clients, all the employees are bound to act pursuant to the criteria of consideration, respect and dignity, taking into account the different cultural sensitivity of each person and not allowing discriminations in treatment due to race, religion, age, nationality, gender or any other personal or social condition.

When performing their commercial activities, TEKNIA employees shall promote the company products on the basis of objective standards, without misrepresenting their conditions or characteristics. Commercial activities by the company shall be performed in a clear manner in order not to provide false or deceitful information or that which might be misleading.

3.4. Practice in the market

TEKNIA competes fairly on the market and under no circumstance allows deceitful, fraudulent or malicious conduct.

The search for commercial or market information by TEKNIA employees shall always be performed without infringing the rules that might protect it. The employees shall reject information on competitors obtained in an inappropriate manner or in breach of the confidentiality maintained by their legitimate owners. In particular, special attention shall be paid to not infringing corporate secrets in cases of professionals from other companies in the sector joining TEKNIA.

The company employees shall also avoid spreading malicious or false information regarding the company's competitors.

TEKNIA employees shall generally avoid cash payments and those performed in currencies other than those previously agreed. In any event, payments must comply with the policies defined by the Financial Management Department. Unforeseen payments made to or by third parties not mentioned in the relevant contracts, those made into accounts that are not the usual ones in relations with a specific organisation or person, payments made to or by persons, companies, entities or into accounts open in territories classified as tax havens shall be subject to special control and supervision.

3.5. Relations with providers

TEKNIA employees shall maintain licit, ethical and respectful relations with their providers of goods and services.

Provider selection shall be governed by criteria of objectivity and transparency, balancing the company's interest in obtaining the best conditions with the convenience of maintaining stable relations with ethical, responsible providers.

All the providers who work with TEKNIA must respect the human and labour rights of all the employees hired.

Activities related to purchases and supplies shall be performed with strict fulfilment of the above principles. All decisions adopted in that field must be justifiable, checkable and verifiable in the event of review by third parties or by the actual controlling bodies of TEKNIA. The TEKNIA staff are obliged to protect commercially sensitive information regarding the conditions established by the company in relation to its chain of supply.

The employees of TEKNIA shall not ask the providers or accept information regarding the conditions set by other companies that compete with TEKNIA.

No TEKNIA employee may directly or indirectly offer, grant, request or accept gifts or courtesies, favours or compensations in cash or in species, whatever their nature, that may influence the decision making process related to performance of the functions arising from their post.

Any gift or courtesy received in contradiction of this Code must immediately be returned.

In particular, no TEKNIA employee may offer, grant, request or accept gifts or courtesies from another natural or legal person with which TEKNIA has relations of any kind that, alone or added together over a period of one year, have a value exceeding 100 euros or the equivalent in local currency. Cash gifts are specifically prohibited.

3.6. Relations with authorities and civil servants

TEKNIA employees shall conduct relations with the public authorities and institutions in the countries where it performs its activities in a licit, ethical, respectful manner, in keeping with the international provisions to prevent corruption and bribery. Employees who are related to representatives of the public administrations must be specifically authorised by the company.

Staff who have relations with the public administrations must document the decisions made and prove fulfilment of the applicable internal and external regulations, in order to enable third parties and the controlling bodies of the company to be able to review regulatory compliance with such.

No TEKNIA employee may directly or indirectly offer, grant, request or accept gifts or courtesies, favours or compensations, whatever their nature, to or from any authorities or civil servants.

The only exception to the preceding rule are gifts and attention of scarce value that are provided and are reasonable according to transparent local practice, delivered in relation to legitimate interests, that are socially acceptable and sporadic, to avoid their content or regularity leading an independent third party to doubt the good faith of the employee or company. Cash gifts are specifically prohibited.

Each employee is responsible for adequate knowledge and valuation of the local practices, taking into account the interest and good reputation of the company. In the event of doubt, the Ethics and Regulatory Compliance Committee or Control Bodies of each Company must be consulted.

TEKNIA employees shall abstain from making payments to facilitate or expedite formalities, consisting of delivering money or other valuables, whatever their amount, in exchange for assuring or speeding up the course of formalities or an action of any kind whatsoever, before any judicial body, public administration or official body.

The employees shall avoid obtaining undue advantages in tax matters for TEKNIA and shall make sure that the information declared to the authorities in such matters is true and faithfully reflects the corporate reality. They shall also make sure that aid applied for or received from public administrations receives adequate use and that their application is transparent, avoiding misrepresentation of the conditions to obtain such, or putting them to a different use to that for which they were granted.

In countries in which there are requisites and restrictions regarding international commerce, TEKNIA employees shall scrupulously comply with the regulations in force and shall submit the information required on their activities to the authorities who request such.

3.7. Conflicts of interest

TEKNIA employees must avoid situations that may give rise to conflict between their personal interests and those of the company. They must also abstain from representing it and intervening or influencing decisions in which, directly or indirectly, they themselves or a third party related to them, may have a personal interest. They may not take advantage of their position in the company to obtain property or personal advantages or own business opportunities.

No TEKNIA employee may provide services as a consultant, director, executive, employee or advisor to another competing company, except for services that may be provided at the request of TEKNIA, or with authorisation by the Ethics and Regulatory Compliance Committee.

TEKNIA respects the private life of its staff and thus the private scope of their decisions. Within the framework of that policy of respect, should personal or family related conflicts of interest arise that might compromise the necessary objectivity or professionalism of their duties at TEKNIA, these shall be made known to the Ethics and Regulatory Compliance Committee in order that, with regard to personal confidentiality and privacy, they may proceed to adopt the relevant measures to benefit both the company as well as the people involved.

Specifically, the following are potential situations of conflict of interest and are required to be notified to the Ethics and Regulatory Compliance Committee:

- Should the employee or directly or indirectly related persons, themselves or through any company or institution, perform activities that constitute the same, a similar or complementary kind of activity to that performed by TEKNIA.
- Should the employee or directly or indirectly related persons, themselves or through any company or institution, perform activities that generate exchange of goods and/or services with TEKNIA, whatever the remuneration regime agreed.

3.8. Performing other activities

TEKNIA employees may perform labour and professional activities other than those carried out at TEKNIA when these do not detract from the efficiency expected in performance of their duties. Any labour or professional activity for others that may affect the working day at the company must previously be authorised by the Ethics and Regulatory Compliance Committee.

TEKNIA implements its business model without political interference in the communities where it performs its activities of fabrication, distribution and/or commercialisation.

Any relation between TEKNIA and governments, authorities, institutions and political parties shall be based on the principles of legality and neutrality.

The employees are recognised the right to participate in legally recognised political activities, as long as these do not interfere with adequate performance of their activity at the company and are performed outside working hours and any premises of TEKNIA so they cannot be attributed to the company.

3.9. Use of company assets and services

TEKNIA employees shall make efficient use of the company assets and services and shall not use them for their own benefit.

In that regard, TEKNIA employees shall under no circumstance make use of the equipment TEKNIA makes available to them to install or download programs, applications whose use is illegal (the concept of illegality including downloading and using programs without due licence from the owner), that are contrary to company rules, or that may harm its reputation. Nor shall they make use of company funds or cards to pay for activities unrelated to their professional activity.

They must not use the company equipment to conduct private correspondence, nor to store, send or receive files or data of a personal or private nature.

The employees must know that the communications, documents and data contained in the information technology systems and equipment at TEKNIA may be subject to checking by the company or by third parties appointed by it, when this is considered necessary for specific checking or random review.

3.10. Confidentiality of information and personal data protection

TEKNIA staff are bound to protect the information and knowledge generated within the organisation, either proprietary or under its custody.

The employees shall abstain from using any information or document obtained during performance of their professional activity for their own benefit.

Nor shall they communicate information to third parties, except in fulfilment of the applicable regulations, the company rules, or when specifically authorised to do so. Nor shall they use confidential data, information or data from a third company without its written authorisation.

TEKNIA staff commit to maintaining confidentiality and making use of any data, information or document obtained when performing their duties for the company in keeping with the internal regulations regarding such. In general terms, and unless the contrary is stated, the information to which they may have access may be considered confidential and may only be used for the purpose for which it was obtained.

Likewise, they must not make duplicates, reproduce or make further use of the information that that required to perform their tasks and shall not store it in information systems that are not owned by TEKNIA, except in the cases and for the purposes that are specifically authorised.

The confidentiality obligation shall remain once the activity by TEKNIA has concluded and it shall include the obligation to return any material related to the company they company employee may have in their possession at the moment of their relation with the company ceasing.

TEKNIA staff must respect the personal and family privacy of all people, be they employees or others, to whose data they have access. Authorisations to use data must respond to specific, justified applications. TEKNIA employees must strictly comply with the internal and external rules established to ensure proper processing of the information and the data third parties provide the company.

When gathering personal data from clients, employees, contractors or any other person or entity with which contractual relations are maintained, or of another nature, the TEKNIA staff shall obtain the consent, when it is required, and they undertake to use the data for the purpose authorised by the party granted by the party granting, said consent. Likewise, the TEKNIA staff must know and abide by all the internal procedures implemented with regard to storage, custody and access to data and that are intended to guarantee the different security levels required according to their nature. Files or documents containing personal data shall be protected by access systems that guarantee their use exclusively by personnel whose functional remit requires such.

Employees shall notify the relevant department or area of any incident they detect related to confidentiality of the information or personal data protection.

3.11. Protection of intellectual and industrial property

TEKNIA is committed to protect its own and third party intellectual and industrial property. This includes, among others, author's rights, patents, brands, domain names, reproduction rights, design rights, those of data base extraction and rights to specialised technical knowledge.

TEKNIA vouches for the original status of its own designs and shall make sure that its providers guarantee the originality of the designs they make available to the company.

TEKNIA staff are specifically prohibited from using works, creations, programs or distinctive signs that are the intellectual or industrial property of third parties without the record of the company holding the relevant rights and/or licences.

TEKNIA staff shall adopt the necessary measures to protect intellectual and industrial property, ensuring that the processes and decisions in that scope are traceable, in the sense of being documented and be justifiable and checkable, especially by the titles to the actual works, creations or distinctive signs, and the appropriate licence and application of the contractual clauses that guarantee peaceful use of those of third parties.

Intellectual and industrial property arising from work by employees during them remaining at the company, and that are related to the present and future business of TEKNIA, shall be owned by the company.

Only brands, images and texts duly authorised by the Company shall be used in marketing and advertising.

3.12. Registration of operations

All operations with economic transcendence performed by the company shall be recorded clearly and exactly in appropriate accounting records that represent a true image of the transactions performed and these shall be made available to internal and external auditors.

TEKNIA employees shall input the financial information to the company systems in a complete, clear and precise manner, on the relevant date, so they reflect their rights and obligations pursuant to the applicable regulations. Moreover, they shall safeguard the rigor and integrity of the financial information that, pursuant to the regulations in force, must be notified to the market.

TEKNIA undertakes to implement and maintain an adequate internal control system regarding preparation of financial information, guaranteeing periodic supervision of their efficiency. The accounting records shall be available to internal and external auditors at all times. To that end, TEKNIA undertakes to provide its employees the training that is necessary for them to know, understand and comply with the commitments established by the company in matters of internal control of financial information.

3.13. Social and environmental commitment

Corporate Social Responsibility at TEKNIA, understood as its social and environmental commitment, in performing its activities, forms an inseparable part of its business model.

The social commitment of TEKNIA is specified in performance of activities of patronage, sponsorship, and social action, performed by the organisation or channelled through collaboration with social organisations.

TEKNIA shall also provide incentives and promote collaboration by its employees with organisations of social interest in the places where they operate, through, among others, corporate volunteer programmes.

TEKNIA undertakes to minimise environmental impact throughout the lifecycle of its products until their final disposal, performed at each stage of the process of design, manufacturing, distribution, sale and end of use, measures for reduction and compensation of that impact.

TEKNIA employees shall perform their activity by promoting social and environmental sustainability of the company, as a means for responsible value creation.

4. Compliance with the Code and Ethics and Regulatory Compliance Committee

In order to guarantee fulfilment of this Code, there is an Ethics and Regulatory Compliance Committee, the members of which shall report exclusively to the Board of Directors, with full and autonomous capacity of initiative and control, comprised of the executives who hold the following posts:

Internal Group Auditing Manager

Group Legal Department Manager

Group Financial Manager

Human Resources Manager

The Committee shall act as the Central Body of the Group in the subjects it is assigned.

In each of the companies comprising the Teknia Group, the General Management and Human Resources shall act as Controlling Bodies of Ethics and Regulatory compliance.

The Committee, or the Controlling Bodies of each one of the Group companies, may act on its own initiative, or at the request of any TEKNIA employee, manufacturer, provider or third party with a direct relation and legitimate commercial or professional interest, by reporting such in good faith.

To that end, the reports filed under the terms of this Code, whether they contain reports of breaches, or queries regarding interpretation or application thereof, may be delivered to the companies in writing, signed and addressed to the Management of the relevant company, that shall provide the party notifying a copy with acknowledgement of receipt, but may be delivered by some other means and/or through locally authorized compliance suppliers, with full respect to the applicable law. If the object of the notification is to report any action by the company management, the document may be delivered to the Human Resources Management, which shall deliver it to the Ethics and Regulatory Compliance Committee. The Controlling Bodies of the companies shall analyse the reports and decide as appropriate, notifying the Ethics and Regulatory Compliance Committee of the processing and resolution of each proceedings, as well as obtaining its advice and collaboration in the case of reasonable doubts regarding interpretation. In the event of the report concerning the Company Management, the Ethics and Regulatory Compliance Committee must act to process the proceedings, respecting the penalisation resolution system foreseen by the applicable local legislation in the event of the conduct deserving penalisation.

The Ethics and Regulatory Compliance Committee reports to the Board of Directors and has the following basic functions:

- a) Supervision of fulfilment and internal diffusion of the Code among all the TEKNIA staff.
- b) Examining all kinds of notifications related to application of the Code and referring these to the relevant body or Department of the company that has the remit of processing and resolving such, if appropriate.
- c) Control and supervision of processing such proceedings and their resolution.
- d) Interpretation of doubts arising in relation to application of the Code.
- e) The proposal by the Board of Directors regarding all clarifications and regulations for development required by application of the Code and at least one annual report that analyses their application.
- f) Supervision of the Whistleblower Channel and fulfilment of its procedure.

In performing its duties, the Committee shall guarantee:

- a) The confidentiality of all the data and antecedents managed and the actions carried out, except if, by law or judicial requirement, it is appropriate to submit such information.
- b) Exhaustive analysis of any data, information or documents on the basis of which their action may be promoted.
- c) Conducting adequate investigation proceedings according to the circumstances of the case, in which it shall always act with independence and full respect for the rights of hearing and assuming the innocence of any person affected.
- d) Indemnity for any party reporting as a consequence of having filed a complaint or report to the Committee in good faith.

The Committee shall have the necessary resources to guarantee application of this Code.

The decisions by the Ethics and Regulatory Compliance Committee shall have a binding status for TEKNIA and the employee.

5. Publicity of the Code

The Code shall be delivered to all the employees in their own language, remaining on display on the internal WEB page of TEKNIA, and it shall be subject to adequate communication, training and awareness activities for its adequate understanding and implementation throughout the organisation.