

ANTI-CORRUPTION  
POLICY  
**2020**

**CONTENÜR**

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## 01. INTRODUCTION

Within the current framework of business relations, entities are required to take on a proactive role in defending competitiveness, integrity and transparency, with the objective of creating strong structures which promote business development.

With this perspective in mind, the CONTENUR Group (also referred to hereafter as “the Group” or “CONTENUR”) has drafted this Anti-Corruption Policy, which lays down its commitment to fighting against corruption in all of its forms.

For CONTENUR, which does business in over ten countries around the world, it is crucial to establish a set of guidelines applicable to all of the Group’s companies, clearly defining the limits between practices and customs which are admissible at the corporate level and illicit practices which are not permitted within the Group.

To this end, CONTENUR has developed a Programme inspired by the most important international role-models in anti-corruption.

Beyond just regulatory compliance, CONTENUR’s goal is to lay down the foundations to ensure that its business relations take place within a framework of ethical and moral integrity, safeguarding the Group’s interests while promoting a culture in which business is done ethically.

## 02. SCOPE

The Anti-Corruption Policy must be adhered to by all of the personnel who provide services to CONTENUR in any of the locations where the Group has a presence, regardless of their hierarchical rank (hereinafter referred to as the “personnel” or the “professional(s)”).



## 03. PRINCIPLES GUIDING BEHAVIOUR IN THE WORKPLACE

In carrying out its activity, CONTENUR is strongly committed to seeking professional excellence internally within the company. Therefore, all of the relations which take place while performing duties within the workplace shall be governed in accordance with the current regulations in force, and the tenets of professionalism, integrity and self-control:

- Adhering to the current regulations includes compliance with the laws, procedures and protocols established both internally and externally.
- Professionalism means acting in a diligent, responsible, efficient manner with a focus on quality.
- Integrity means acting in a loyal and honourable manner, in good faith, objectively

and in line with CONTENUR's interests, and its principles and values as stated in its internal rules and regulations.

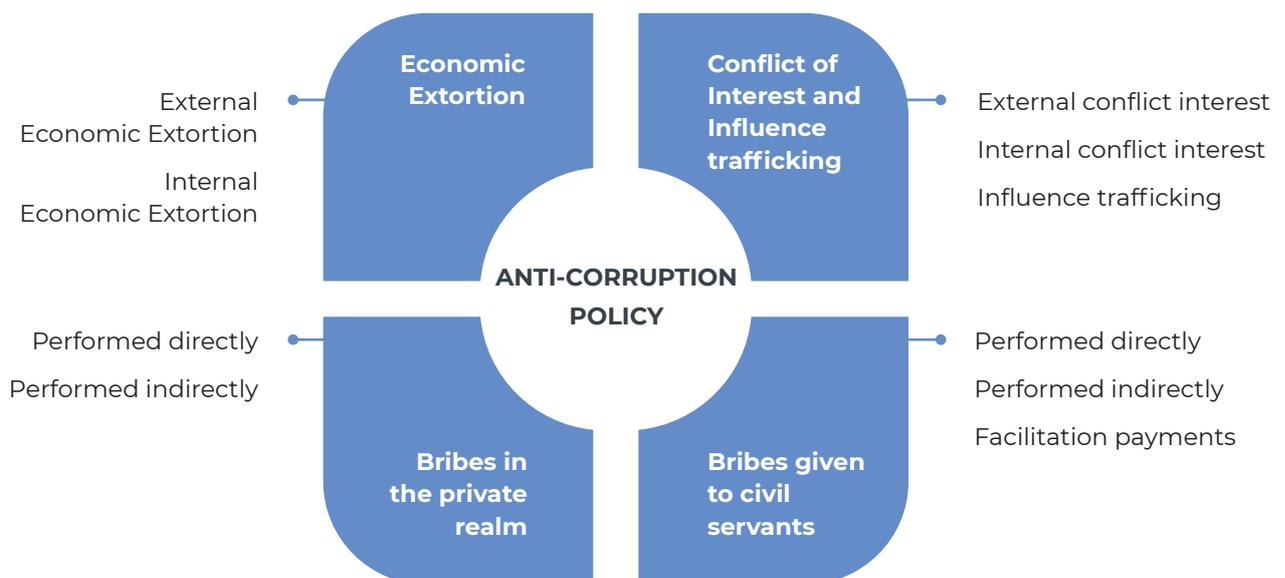
- Self-control means that actions and decision-making must involve taking any action on the basis of four basic premises: (i) the action must be ethically acceptable; (ii) it must be legally valid; (iii) it must be desirable for CONTENUR, and (iv) the person in question must be willing to assume responsibility for it.

## 04. DESCRIPTION OF THE ANTI-CORRUPTION CONTROL PLATFORM

### 4.1. | CONTENUR's approach to corruption risks

The following diagram shows the risks to which CONTENUR is exposed in terms of corruption.

#### Main risks of corruption at CONTENUR



Within this context, CONTENUR has developed an Anti-Corruption Programme (also referred to hereafter as the "ABAC") so that its business relations will be carried out within a framework of ethical and moral integrity, safeguarding the Group's interests while promoting a culture in which business is ethical, while preventing or mitigating the possibility that the Group's personnel perform the tasks required of them in an improper manner or with the animus of seeking illegitimate interests.

This Policy is the cornerstone upon which the regulatory framework of the Anti-Corruption Programme is built; it includes the basic aspects with which all of the Group's personnel must comply.

Likewise, it constitutes a statement of the zero-tolerance policy in dealing with any behaviour that may take place in the form of corruption. In this sense, CONTENUR's maturity as an organisation, and its further change and development in the future, are both closely related with assimilating a set of corporate values which make it possible to effectively deal with the various forms of corruption that may arise within the Group.

As a result, CONTENUR shall not carry out any business activities with third parties if it believes there is some risk that doing so may violate the applicable laws on anti-corruption or the prohibitions established in this Policy.

The following is a definition of the activities which may be viewed as corrupt forms of conduct, and which are therefore not allowed in the Group. CONTENUR distinguishes between extortion, conflict of interest, influence trafficking and bribery.

## EXTORTION

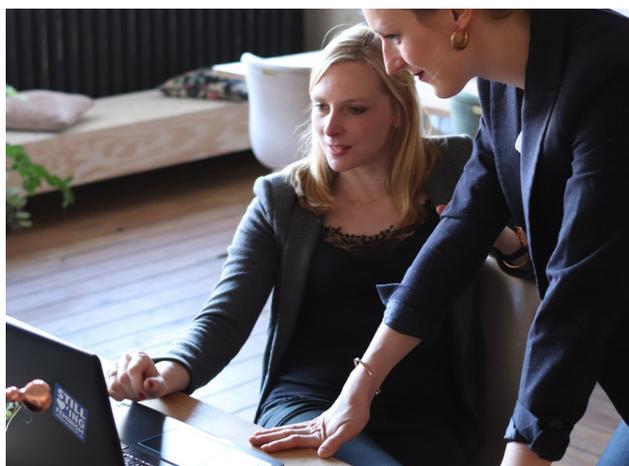
CONTENUR's professionals shall avoid the use of any form of violence or intimidation against any third party with the objective of getting that party to perform an act aimed at obtaining some illicit benefit, such as a contract, licences or permits. Any conduct which fits this pattern of behaviour shall be defined as extortion. In this respect, CONTENUR's personnel undertake to uphold respectful behaviour in all of their professional relationships.

## CONFLICT OF INTEREST AND INFLUENCE TRAFFICKING

CONTENUR's personnel must avoid reaching any irregular decision as a result of the convergence of personal and professional interests which may bear the risk of causing damage to CONTENUR (from both a legal perspective and an economic perspective). Such a situation is referred to as a **conflict of interest**.

The existence of a conflict of interest does not necessarily mean a corrupt form of conduct has occurred, but it requires that, given any situation in which a CONTENUR professional must reach a decision that may involve a personal interest, said circumstance be made known to the proper parties in order to implement the appropriate measures, if this is deemed necessary.

Likewise, the professionals are expected to behave ethically, in accordance with the legal system and the internal rules and regulations established for their relationships with civil servants, in such a way that they do not make use of a situation of privilege, if one exists, with such individuals in a manner that provides them with some improper or illegal advantage, giving rise to **influence trafficking**.



## BRIBERY

It is prohibited to grant, promise, request or accept illicit benefits, whether directly or through another person, with the objective of obtaining some current or future advantage for CONTENUR, for the personnel themselves or for a third party, any such action is defined as bribery. Any act which possesses these characteristics is expressly prohibited and includes the mere offering or promise of any benefit, regardless of whether it actually takes place.

CONTENUR's personnel, through their own action (**direct bribery**) or through a third party acting on the Group's behalf (**indirect bribery**) may in no case promise, offer or deliver any improper benefit or advantage to a professional of a private company (**bribery in the private realm**) or to any employee who is a civil servant of the Public Administration (**bribery of a civil servant**) in order to obtain some illicit advantage in CONTENUR's favour. More specifically, it is prohibited for the employees to partake in any of the following forms of conduct:

- The **hiring of** a specific candidate to work at CONTENUR or the **contracting of a supplier** with the **objective** of obtaining some **illicit or improper** advantage or benefit, or when carried out as a consideration for an **illicit or improper** benefit already obtained.
- Making payments to civil servants or any professional at a private company, whether directly or in a covert manner, with the objective of obtaining any **illicit or improper** advantage or benefit, or as a consideration for some **illicit or improper** benefit already obtained.
- Gifts, invitations to events (educational, athletic, etc.), donations, sponsorships or any courtesy of a personal nature with the objective of obtaining any **illicit or improper** advantage or benefit, or as a consideration for any **illicit or improper** benefit already obtained.

Under no circumstances may CONTENUR's personnel carry out any deliveries of money or objects of value intended for facilitating or easing any procedures or arrangements by any entity or body of the Public Administration (**facilitation payments**), unless they do so because there is some risk to their physical wellbeing. In such an instance, this circumstance must be reported to the proper individuals as soon as possible.

Similarly, the professionals in the Group are prohibited from requesting or accepting any sort of advantage or compensation whatsoever as an incentive or recompense for carrying out a specific act or omission, which is illicit or improper, while performing their tasks.

CONTENUR's professionals shall immediately terminate any commercial relationship or business opportunity which is conditional upon taking part in the aforementioned types of conduct, and shall immediately report such an instance to the proper individual and the Anti-Corruption Programme Compliance Commission (hereinafter referred to as the "Compliance Commission" or "ABAC Oversight Body") through the Anti-Corruption Programme Compliance Director (hereinafter referred to as the "Compliance Director" or the "ABAC Manager").

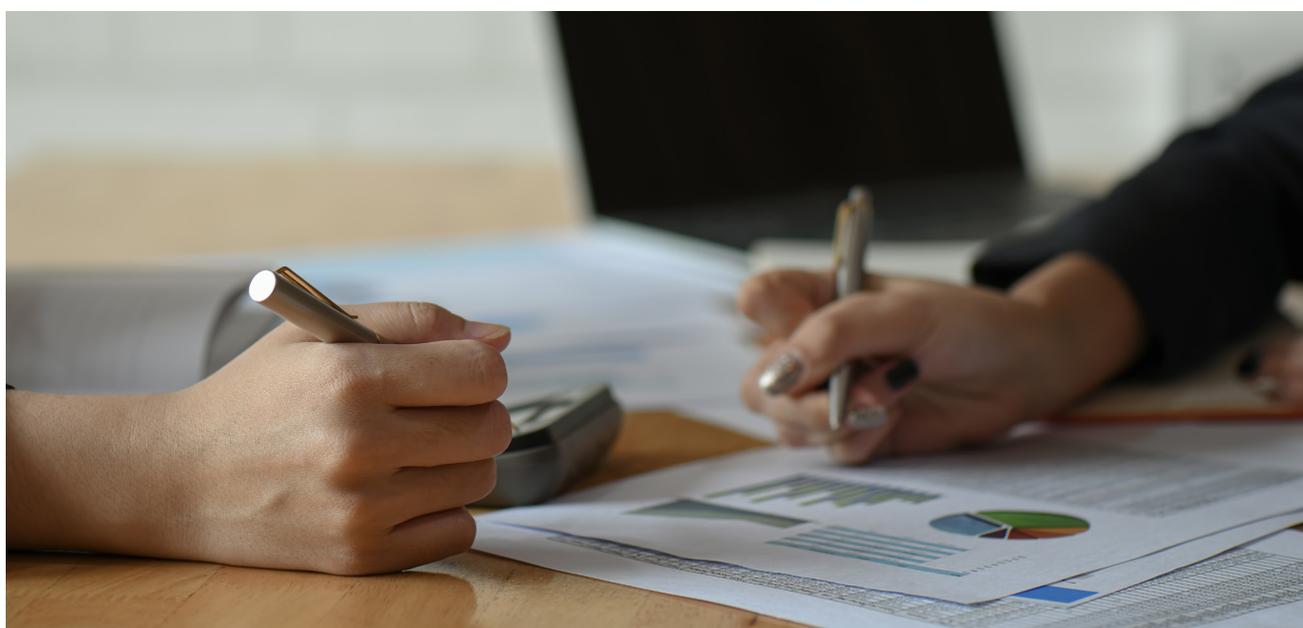
Also, to be reported are any situations in which a Group professional has received an offer by a third party to obtain an improper or illicit advantage in exchange for carrying out some act or omission which is damaging to the Group.

## 4.2. | Definition of the corporate policies which form part of the Anti-Corruption Programme

In order to establish the specific protocols for action to deal with such risks, the following policies, procedures and handbooks have been produced and must be complied with by all of the Group's professionals:

- This Policy (**Anti-Corruption Policy**) is an internal regulation intended for laying down the guidelines for professional conduct to fight against corruption.
- **Anti-Corruption Programme Handbook:** Internal guide that contains the description of the internal oversight model put in place at CONTENUR to fight against corruption.

- **Policy on professional relationships with civil servants:** Internal procedure for action to ensure proper behaviour in dealings with the Public Administration.
- **Policy and Guide on diligence with third parties:** Internal procedure for performing the risk analysis for people or organisations outside of the Group with which CONTENUR has professional relationships.
- **Policy on conflicts of interest:** Internal procedure which includes the analysis of impartiality of CONTENUR's personnel and the procedure for action in the event of a convergence between the private interests and corporate interests of CONTENUR.
- **Policy on Channel to Report Complaints:** Internal procedure which states how the Channel to Report Complaints works and the protocol to be followed when someone becomes aware of or suspects an illicit act at CONTENUR.
- **Policy and sponsorships and donations:** Internal procedure for making contributions originating from CONTENUR assets to third parties.
- **Policy on gifts, invitations and personal courtesies:** Internal procedure for providing courtesies in commercial affairs.
- **Policy on representation expenses:** Internal procedure for justifying CONTENUR's personnel expenses when these arise while individuals perform their tasks at work.
- **Policy on employee selection:** Internal procedure to ensure that the hiring of the Group's professionals takes place under conditions of objectivity and transparency.



- **Policy on determining bonuses:** Internal procedure to maximise transparency and objectivity in the process for evaluation of goal achievement for those professionals who are entitled to flexible compensation.

Moreover, the Anti-Corruption Programme affects other Group policies and procedures, which include but are not necessarily limited to the Procurement and Contracting Procedure, the System of Powers of Attorney and Authorisations, the Executive Personnel Hiring Policy and the Procedure for Requesting Aid and Subsidies.



## 05.

### ACCOUNTING RECORDS

CONTENUR must keep in place internal audit systems for its accounting which are appropriate in accordance with the rules and regulations in force. All of the transactions shall be reported and stated truthfully, accurately and with a reasonable amount of detail in the accounting books and records, in such a manner that they do not contain false or deceptive records or statements, such as recording an expense for gifts or invitations as something other than their true nature.

To do so, in addition to the accounting regulations which are applicable, CONTENUR has produced specific policies intended for regulating to ensure that those expenses which tend to have the highest risk of corruption get analysed and provide a response to illicit expenses in accordance with the current labour laws in force.

Transactions must never intentionally be recorded in the wrong manner in terms of accounting records, projects or the accounting period. All documentation shall be produced and kept accurately, properly and with a reasonable amount of detail to provide support for all transactions.

## 06.

### SUPERVISORY BODY AND COMMUNICATIONS

It is the responsibility of the Compliance Commission/Compliance Director to interpret and integrate the policies, procedures and handbooks which make up the Anti-Corruption Programme within the Group's internal audit system. Their interpretation criteria are binding for all of CONTENUR's personnel.

Any doubts which may arise among the Group's professionals regarding the interpretation of the policies, procedures and handbooks which are mentioned above must be consulted with the Compliance Director.

In the event of any suspicion or awareness of a practice which violates the provisions of these

policies, procedures and handbooks within CONTENUR, the Compliance Director may begin an investigation of the events. Once the investigation has been completed, he or she shall report the findings to the Compliance Commission, which shall, where appropriate, determine what disciplinary measures are to be implemented in accordance with the applicable labour system.

The CONTENUR Group's professionals have the duty to use the Channel to Report Complaints (compliance@contenur.com) or traditional postal mail (Attn.: Compliance Director, at the following address: c/ Torneros 3, 28906 Getafe, Madrid, Spain), or any other channel, including hierarchical superiors or Human Resources, if they become aware of or suspect any non-fulfilment of these policies, procedures and handbooks within CONTENUR.

CONTENUR ensures both the confidentiality of communications and the non-existence of any retaliation against those professionals who act as whistleblowers in good faith.

## 07. STATEMENT OF RESPONSIBILITY AGAINST CORRUPTION

This Policy is required for all of the Group's directors and employees, who must cooperate as requested in this respect.

CONTENUR ensures that it will provide adequate information in accordance with its responsibilities to both directors and employees so as to ensure that they are aware of this Policy and the measures put in place to fight against corruption in the Group.

All of the employees who provide services to CONTENUR must sign a Declaration of Responsibility against Corruption (ANNEX I. DECLARATION OF RESPONSIBILITY AGAINST CORRUPTION) in which they state their commitment to perform their activities in accordance with the principles established in this policy.

Likewise, when CONTENUR's internal procedures so require or, alternatively, when deemed necessary, CONTENUR shall ask third parties to adhere to this Anti-Corruption Policy. This shall

be required in the case of third parties whose inherent risk is high (see ANNEX II - DECLARATION OF RESPONSIBILITY AGAINST CORRUPTION FOR THIRD PARTIES).

This declaration shall be placed on file with all of the employee's other documentation by the Human Resources Manager or proper administrative body.

## 08. DISCIPLINARY SYSTEM

It is the responsibility of all of CONTENUR's personnel to strictly comply with the policies, procedures and handbooks for the prevention of corruption within the Group, and it is the directors' responsibility to explain and increase awareness about them amongst their collaborators, and to oversee compliance therewith.

The violation of that which is established in the policies, procedures and handbooks to prevent corruption within CONTENUR shall be considered an infraction subject to disciplinary action, as determined by the Compliance Commission, after the proper analysis and in accordance with the applicable labour system, any form of corruption being of a very serious nature in all cases.

## 09. EFFECTIVE DATE AND UPDATES

This Policy shall take effect as of the time of its approval by the Administrative Body, which must approve any other adaptations or improvements later made to the Policy.

**CONTENÜR**

ANNEX I.

# **STATEMENT OF RESPONSIBILITY AGAINST CORRUPTION**



I have received, read and understood the CONTENUR Anti-Corruption Policy.

Likewise, I undertake to behave in accordance with the policies, practices and rules established therein and to report any knowledge or suspicion of any non-fulfilment of the provisions of this Policy, using the proper Channel to Report Complaints.

**YES**  **NO**

- Name and Position:
- Date:
- Signature:

**Contact details:**

- Phone:
- Email:

ANNEX II.

# STATEMENT OF RESPONSIBILITY AGAINST THIRD-PARTY CORRUPTION



I have received, read and understood the Contenur Anti-Corruption Policy.

On the basis of the provisions here, I undertake to reject any form of corruption in performing my tasks at work  **YES**  **NO**

I am aware that if any conduct which violates the Group's zero tolerance policy exists, Contenur shall terminate any type of relation and shall, where appropriate, implement those actions which it deems appropriate.

- Name:
- Date:
- Signature: