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# Code of Ethics

Borges International Group, S.L.  
and its affiliates





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Code of Ethics of Borges International Group, S.L.U. and its affiliates.

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## Message from the CEO

Respecting and enforcing the values and principles that make up this Code of Ethics is crucial for the growth and success of Borges International Group.

We want to be competitive because our success depends on it, and we are aware that success will not last long if it is not based on good business practices. Solid foundations are vital for long-term success.

At Borges International Group we believe that healthy and sustainable growth and a good reputation with the communities in which we operate depends on consistently respecting a Code of Ethics based on respect for law, humanity, loyalty, equity and responsibility.

These principles describe the behaviour that we expect of our employees and other stakeholders.

The present Code of Ethics has been formulated with the goal of unifying and strengthening the identity, culture and professional conduct of Borges International Group. We are convinced that a culture consolidated on shared values strengthens our virtues and competencies, and favours creating value for all our stakeholders.

We want to be a Company that is admired by everyone and one that our employees are proud to work for.

The behavioural standards of Borges International Group go beyond obeying laws and regulations, they are a guide towards the general principles that permeate the relationships with our customers and other trade partners, the financial markets, the communities and countries where we work and with ourselves. We continually work and train our teams so that our employees maintain the highest level of ethical behaviour and integrity.

Respecting the rules of this Code helps us to move forward and grow as a company. We are convinced that ethical and economic values are interrelated, and that the business group should not only act in accordance with them, but should also aim to go beyond the standards established by national and international institutions.

Our reputation and our success depend on all of us continuing to behave with honesty, integrity, honour and transparency.



The Code of Ethics is our guide for ensuring that Borges International Group and its affiliates continue to attract the best professionals, talents, customers, suppliers and other stakeholders that value competent and responsible associates.

David Prats Palomo

**CEO**



## **1. The Code and its objective**

The objective of the Code of Ethics is to establish the values that should guide the behaviour of Borges International Group and all its affiliates (from this point on, Borges International Group or the Company), strengthening a culture and a standard that is shared, accepted and respected by all its members.

Borges International Group strives for excellence. We are committed to carrying out our activities in conformance with the highest ethical demands and with the best standard of professional conduct, for the benefit of our stakeholders.

The Code contains the ethical values and principles of performance fundamental to Borges International Group, that both inspire and develop its internal standards and guidelines for organisation and operation. Our conduct must be based on respecting the law and the principles of good faith, integrity, and good sense, in order to behave appropriately in all circumstances.

Our reputation is our organisation's most important resource, and it depends on the support and respect of our values and principles, and of strict compliance to the standards of the Code of Ethics.

We need to promote the idea that all of our employees, directors and managers, as well as our affiliates and suppliers, are governed by a standard of conduct and values that are akin to those established in the Code.



## 2. Values of the Code of Ethics

Borges International Group aims to be a diverse and integrated group, committed to its employees and respected for its capacity to create value and innovate in order to respond to the latest social needs. A benchmark group in innovative alternatives and new ways of thinking about the way in which products and activities influence the population, the planet and its economies.

This Code aims to drive relations between the Group's employees, as well as between employees and stakeholders.

The values shared by the people who are a part of Borges International Group are:

- **Efficiency** in accomplishing our mission and the relationship with stakeholders.
- **Excellency**, we strive for excellence, and to achieve this we aim to conduct ourselves in a fair and ethical way.
- **Commitment**, because success is within the Group. We try to direct our efforts and interests towards the commitments, needs and objectives of Borges International Group. The Group as a whole over its individual components.
- **Innovation**, since it constitutes an indispensable source of inspiration for our work. We seek innovative ways to achieve a positive and sustainable change for the communities in which we operate.
- **Integrity** that generates confidence, the confidence of our customers and of the communities in which we operate, which are at the base of our business activity.
- **Responsibility**, since performing business and human activities in a way that respects ethics and the law contributes to achieving a better world.
- **Teamwork** that enriches professional activity, since we achieve more by working in a team than we do by working individually. As a team, we are motivated by a sense of dedication and a desire for excellence. Success goes beyond economic results. We seek success for Borges International Group for the long term.



The present Code of Ethics shall be the point of reference for all the activities of Borges International Group and the conduct of its employees. In addition, the group will promote the knowledge and endorsement of the Code among its customers, suppliers, collaborative businesses and all current stakeholders.

### **3. Scope of application**

This Code of Ethics is directed at all the people of Borges International Group, regardless of the position they occupy, the geographical area in which they carry out their work or the contract model that determines their work relationship. It is also directed at all the members of the Administrative Body at Borges International Group, whatever may be its composition, form or means of operation, as well as at customers, suppliers, shareholders and other stakeholders, insofar as they may be applicable.

The present code shall serve as a standard of conduct for all the matters in which the Group develops its activity, including decisions relating to trade, investment, subcontracting, supply and any other employment matter or relationship. The social responsibility of Borges International Group extends to all its operations in Spain and throughout the world, as well as to its suppliers and subcontractors, so that these in turn can follow the same criteria of responsibility in their activities.

All employees have the duty and are responsible for understanding and complying with the laws that apply to their role, responsibility and position. In case of doubt, Borges International Group employees can seek help from their superior or from the Human Resources Department regarding any questions they may have about this code and potential violations of it.

Borges International Group will make available to employees the necessary means for complying with and contributing to enforcing the performance principles contained in the present Code of Ethics.





The present Code will also apply to the following natural or legal persons, as the case may be:

- **Members of the Administrative Body**, whatever may be its composition, form or means of operation.
- **Clients, suppliers, shareholders and other Stakeholders**, to the extent that it may apply to them.

Borges International Group will ensure, to the best of its ability, that all obligated parties (employees and members of the Administrative Body), as well as other addressees, are committed to honouring the Code so that its combination of values, principles and standards, alongside the legislation applicable to each case, governs how they carry out their activities within the organisation, its commercial or institutional relationships, or relationships of any kind.

No addressee of the Code of Ethics, regardless of their position or responsibility, is authorised to request that any other addressee subject to the Code contravene what is established in it. No obligated party will be able to justify behaviour that infringes upon the Code by using an order from a superior or ignorance of said Code as an excuse.

#### **4. Process of adherence**

Adherence to the Code should generally be carried out in the following way:

- In the case of the integration of new employees, it is the moment when they enter the Company, by means of accepting the contract term established to this effect.
- While developing business operations, Borges International Group may deal with suppliers or third parties that must be subject, either entirely or in part, to the present Code of Ethics. In these cases, the Code, or determined clauses of the



Code, whatever may be the application, must be adhered to prior to beginning the relationship.

- For those employees whose working relationships are already in force when this code is implemented, it will be up to the Human Resources department to establish the procedure for their acceptance of the Code.
- As for those commercial or other types of relationships that are already in force when this code is implemented, it will be the responsibility of the corresponding department to obtain, by means of the most effective procedure, the relevant adherence to the present Code.

## **5. Agreements with stakeholders**

### **5.1 Agreements with employees**

#### ***5.1.1 Compliance with laws, standards and regulations***

Borges International Group is committed to developing its business and professional activities in accordance with the current legislation in every location where they operate. Borges International Group and its employees are governed by the law, and compliance with the law is always the starting point for the ethical conduct of the Group.

All Borges employees must understand the regulations and laws applicable to their professional activity. Therefore, it is the responsibility of each employ to comply with the laws relevant to their position and to avoid conduct that could involve the Group in any practice that, even if not illegal, may be immoral or illegitimate, and could negatively affect its interests and public image.

#### ***5.1.2 Professional development, equal opportunities and non-discrimination.***



We must respect individuals and their dignity, and we subscribe entirely to the Universal Declaration of Human Rights of the United Nations, the social policies of the International Labour Organization and the Principles of the United Nations Global Compact. Based on this:

- Borges International Group respects personal dignity, the privacy and personal rights of each employee and is committed to maintaining a place of work where neither discrimination nor harassment are tolerated. Employees must not discriminate with respect to origin, nationality, religion, race, gender, age or sexual orientation, neither should they engage in verbal or physical harassment based on these or any other reasons.
- Equal opportunities and the commitment to offering means of assistance to employees of the Group is guaranteed, so they can develop professionally and personally.
- Both Management and workers are to commit themselves indisputably to health and safety in the workplace. Equally, the Group promotes and encourages the adoption of advanced health and safety practices among its suppliers, contractors and collaborating companies in general.
- We establish a work environment free of harassment, intimidation and offensive or improper conduct, including sexual proposals or suggestions, unpleasant jokes or conversations, graphic images and other actions that could offend someone's dignity.
- We promote a balance between the demands of family life and those of the workplace to those people that make up the Group, as well as equality of opportunities among employees of both genders, in accordance with the law.
- The policy of the Group is to comply entirely with the Universal Declaration of the United Nations and with the social policies of the International Labour



Organization, in relation to the exclusion of any form of child labour, to freedom of association, the right to collective negotiation and to the elimination of all form of forced or obligatory labour.

### ***5.1.3 Prevention of occupational hazards***

The Law 31/1995 for the Prevention of Occupational Hazards, the RD (Royal Ordinance) 39/1997 and prior modifications introduced with the RD 604/2006, establish that Prevention of Occupational Hazards should be integrated into the general management system of the company, in the whole of its activities and also at all hierarchical levels, through the introduction and application of a Plan for the Prevention of Occupational Hazards, to that effect.

Borges International Group makes a firm and permanent commitment to health and safety in the workplace. Since it is a value that is essential to the development of all its activities, the company conforms meticulously to all the regulations that result from the application in this matter.

Borges International Group is committed to providing its employees, suppliers, customers and all collaborative companies with a safe, stable and healthy work environment, and with a Management System that prevents occupational hazards, and is updated constantly through the introduction of preventative measures.

The Management System for the prevention of occupational hazards at Borges International Group provides permanent training and informative activities, so that its employees have the necessary and adequate training and information on the risks inherent in the development of their activity.

To this effect, the employees at Borges International Group are committed to and assume the responsibility of complying rigorously to the workplace health and safety regulations in the development of their activities, by safeguarding their own safety and that of the others around them.



The prevention of work-related accidents and professional illnesses is the responsibility of everyone, so for this reason all the employees of Borges International Group are obliged to:

- Understand and comply with the regulations of safety and protection, by looking out for their own safety and of any other person that could be affected by our activities.
- Notify their superior or the person in charge of the prevention department of any anomaly that they detect in our prevention Management System.
- Demand the use of protection and prevention means, as well as participate in training courses about occupational hazards.

#### ***5.1.4 Corporate opportunities***

Employees will not compete with the Company, neither will they take personal advantage of commercial opportunities that present themselves during the course of their working relationship, unless the Company has expressly renounced its interest in pursuing said opportunity.

If employees want to pursue commercial interests on behalf of the company, they should communicate this immediately to their superior, who will obtain a decision from management as to whether the Company would like to pursue the opportunity or not.

In the event that the Company decides not to pursue the opportunity, the employee may pursue it for their own benefit only if it is clear that this will not generate direct or indirect competition for the Company's operations.



### ***5.1.5 Relationships with Clients, Suppliers, Partners and Stakeholders***

We continuously seek a communication link that is based on confidence, and transparency in the exchange of information and the pooling of knowledge, practices and abilities, in order to achieve our common objectives for the mutual benefit of our stakeholders.

Borges International Group aims to achieve excellence in the provision of its services and work with the objective of offering the highest levels of quality. On this basis, we make available to our employees the necessary means for the development of their activity in a way that will allow them to attend to the expectations of the Group's stakeholders.

We strive to anticipate the needs of our stakeholders with the intention of bringing to market the best products and services that are the most adapted to their demands.

As such, the Group considers its contractors, suppliers and collaborative entities decisive for the achievement of its growth and development objectives, and is committed to working actively to transfer its values and performance principles to them, encouraging collaboration with those suppliers and contractors that ensure social, environmental and evolved ethical standards.

Borges International Group will drive and communicate the contents and principles of this Code of Ethics among its suppliers, contractors and stakeholders, in particular the contents that refer specifically to the Group's relationship with collaborative entities.



## 5.2 Agreement with the Company

### **5.2.1 Gifts and Hospitalities**

Business courtesies made, for example, through gifts and hospitalities that are given or received from clients, suppliers or other associates, are normally used to promote confidence and to demonstrate recognition in the scope of business relationships. As such, these gifts should reflect special courtesy in the scope of business activities without influencing, or giving the appearance of influencing, any business-related decision.

With the aim of achieving absolute transparency and to facilitate potential audits or inspections, the giving or receiving of any gift or hospitality should always be made clear in the Group's records in a precise and unabridged way.

### **5.2.2 Protection of personal information**

Borges International Group will safeguard protection of personal information that is stored and exchanged throughout the development of its activity, in conformance with the LOPD (Organic Law of Data Protection) and RD 1720/2007.

To this effect, they will adopt the specified measures of security, of a technical and organisational nature, in order to ensure the adequate protection of personal information that it possesses. This will be achieved through the preservation of unauthorised access and manipulations that could lead to alteration, loss or treatment of said information that is distinct from that anticipated by the organisation.

For this reason, all employees of Borges International Group should always respect the specific security measures regarding protection of personal information when they handle this type of information from customers, suppliers, shareholders, colleagues, or any other individual that they may be in contact with.



### **5.2.3 Appropriate use of computer systems**

The Company's computer systems are managed by the person in charge of the Systems department. Employees of Borges International Group will use the computer systems and resources that Borges International Group makes available to them conforming with the Borges International Group policies for the use of technological resources and, at all times, with the directives and internal standards of use for the same.

However, employees should take the following into account:

- They will use the computer tools (e-mail, internet, telephone...) under conditions in accordance with the performance of their position, and with their own duties. They should not be used in an abusive manner, nor for the employee's own benefit, or for actions that could affect the reputation or image of Borges International Group.
- The storage of information of a personal nature in the computers, or any other devices, that Borges International Group provides, is not permitted.
- The programs that are used on the computers or computer systems of Borges International Group will be exclusively those that are installed by the Systems department of Borges International Group.
- Employees will only be able to access the computer systems that they are authorised to use, and with the appropriate licences. No type of software should be installed, used or distributed that could affect the security of the systems. Neither should unauthorised copies be made, or actions carried out, that allow the entry of computer viruses.
- Access to internet and corporate e-mail is provided as a work tool and therefore it should only be used for professional purposes.





- Communication that can be made through computer tools should not contain offensive or defamatory statements and will be made with respect to the Code of Ethics.
- Divulging or transmitting illegal, sexist, abusive, obscene, defamatory, racist, pornographic, or any other type of information that is offensive or against the law, through any means (photographs, texts, links to external websites, etc.), is prohibited.
- Also prohibited is the publication, transmission, reproduction, distribution or exploitation of any type of information, pirated material or software that contains a virus, or any other kind of component that is damaging to the integrity of the computer systems, or that could be contrary to intellectual property rights.

#### ***5.2.4 Treatment of information***

Borges International Group is obliged to protect personal and private information of its customers and employees to the highest level, as well as Company information. All verbal or written information, including electronic, from the company, customers and employees will be protected. We should presume that all the information we receive is confidential and that it should be treated confidentially for an indefinite period, except when the contrary is evident. When we contract other companies, we should demand that they protect the confidentiality of the information they receive, in the same manner.

Policies regarding the use of computer tools, the security of information processing and the processing of personal data must be complied with.

No comments should be made, or information given, about the Group in articles, conferences, interviews, the internet etc. without prior authorisation being given.

For this reason, all requests that are received on behalf of the media, from participation in conferences and/or panel discussions, talks etc., should be forwarded to the



Communications Manager for them to inspect and approve any response. Even if they are dealt with professionally, attentively and with good intentions, it may be that they are not treated according to the Company's communication strategy or that information is provided that could be confidential for the company.

Any worker that possesses or safeguards confidential information about the company's activities should only use it for authorised purposes. Said information cannot be used for personal gain before it is made public, nor under any circumstances should this information be misused.

Borges International Group maintains a commitment to transparency and authenticity of the information that it provides to its stakeholders, which also applies to internal communication. Therefore, all members are obliged to communicate internal and external information in a complete manner, without detriment to the standards in place for the treatment of confidential information.

### ***5.2.5 Intellectual and Industrial Property***

Borges International Group and its employees will maintain special care and commitment to the protection of intellectual and industrial property rights, internal and external, which include patent, trademark and domain name rights; projects, programs, databases and computer systems; knowledge, processes, technology, know-how; equipment, manuals, videos; or rights regarding specialised technical knowledge.

Employees of Borges International Group will respect all of the Company's intellectual and industrial property rights, and said property will be used exclusively in the development of its activity in the same. All material to which these rights apply will be returned as soon as they are required.

Employees of Borges International Group will abstain from using the intellectual and industrial property rights and information which they had access to in their previous



positions, or for personal or professional relations with third parties outside of Borges International Group.

### ***5.2.6 Conflict of interests***

Conflicts of interest arise when the personal interests of an employee or those of a third party are contrary to those of the Company.

The relationship between Borges International Group and its employees should be based on the loyalty that is born from common interests. All employees of the Group are obligated to promote the interests of the group and the prohibition of benefiting personally from opportunities that arise from the Group's assets or information, and of using them to benefit third parties or persons connected to the employees.

Borges International Group respects the participation of its employees in external activities, as long as they don't contravene internal regulations, which state that such activities should be legal and not compete with or give rise to conflicts to their responsibilities as employees of Borges.

If a conflict of interest arises or if an employee finds themselves faced with a situation that could give rise to a conflict of interest, the employee should immediately inform either their superior or a member of Human Resources, so that the situation can be resolved fairly and transparently.

### ***5.2.7 Corruption and Bribery***

Corruption constitutes one of the categories of fraud, understood by Borges International Group as the use of unethical practices in order to obtain benefits.

Employees of Borges International Group should never offer nor promote personal favours or improper finances in order to get business or another benefit on behalf of a



third party, be it public or private. Likewise, they should never accept said benefit in exchange for preferential treatment.

Improper benefits, understood as anything of value to the recipient, including work contracts or consultancy for interested parties, should never be offered in benefit of said recipient in order to influence their decision. Said behaviour can not only give rise to the use of disciplinary sanctions, but can also result in criminal charges.

### ***5.2.8 Fraud, protection of Group assets, accounting***

Employees should not become involved in fraudulent acts or other dishonest conduct that involves the goods, assets or financial records and accounting of the Group or of a third party.

Employees should protect Borges goods against loss, damage, improper use, theft, fraud, misappropriation and destruction, and use them in an appropriate and efficient manner. These obligations are applicable to tangible and intangible assets of the Company, as well as to its commercial brands, its confidential information and its computer systems.

The way in which employees use the Group's assets can be inspected by the Group, in the manner permitted by the applicable legislation. The application or theft of these assets can give rise to serious infractions.

The Company's financial records constitute the basis for administrating its business, and for meeting its obligations to the various stakeholders. On this basis, all records should be precise and conform to the Group's accounting principles.

In order to guarantee the compliance of the Group's accounting and tax obligations, all employees of Borges International Group, and in particular the Administration and Finance Departments, should pay special attention to the following:



- No transactions should be made that have as a purpose tax evasion or falsification of accounting or financial information.
- The keeping of a record of operations in non-accounting formats, unregistered on the official books, remains prohibited.
- Non-existent expenses, deposits, assets nor debits should not be registered.
- No accounting entries should be made in the books with an incorrect indication of their object.
- Special attention should be paid to the conservation of all documents, for at least the period of time established by the Law.
- The Company's assets should be used prudently and safeguarded to prevent loss or impairment.
- Payments and collections that the Company makes should be adjusted to the rules of collections and payments and of cash and banks, as established in the organisation's policies. As a general rule, payments and collections should not be made in cash, except for payments of small quantity and in accordance with what is established in the cash and banks rules. Payments should be appropriately justified with invoices, contracts, delivery notes and the other relevant documents and procedures, as established in the rules of collections and payments and of cash and banks. To that effect, the issuance of blank cheques is expressly forbidden.

### ***5.2.9 Prevention of money laundering and payment irregularities***

Employees of Borges International Group should pay special attention to those cases which demonstrate clear indications of a lack of integrity on behalf of natural or legal



persons that have been contracted, in order to avoid and prevent eventual money laundering operations originating from criminal or illicit activities.

In line with the previous, employees should pay special attention to:

- Cash payments which seem unusual based on the nature of the operation.
- Those paid with a blank cheque.
- Those paid with foreign currency distinct from previous orders.

Should an irregular situation be detected, it should be communicated as soon as possible through the channels and procedures as established in this Code.

### **5.3 Agreement with customers**

Borges International Group considers customer satisfaction a priority. For this reason, the efficiency of processes, transparency and integrity should be the principal objective of all the employees that make up our organisation.

Borges International Group is obligated to be honest with its customers, suppliers, stakeholders and to third parties in general. It will always provide them with truthful, clear, useful and precise information for the commercialisation of its products. Therefore, the relationship with our customers should always be led by the principles of integrity and honesty.

To this effect, Borges International Group will ensure at all times that its products comply with all the required specifications and will employ all the necessary means to guarantee that the products and services provided do not result in health risks, taking every action that is considered appropriate to achieve this.



In addition to satisfying all quality standards, all of our products are produced and served in accordance with what is established in the consumer protection, health and food safety standards. We are committed to ensuring that all of our testing, product inspections and other aspects related to the same, are precise, complete and appropriate.

#### **5.4 Agreement with suppliers**

Borges International Group will always interact with its suppliers of goods and services in an ethical and fair manner.

All suppliers will need to operate by complying scrupulously with the current regulations.

It is the responsibility of suppliers to ensure that subcontracted companies work according to the standards promoted by the present document, and within the corresponding legal framework.

Special attention, diligence and care will be taken in the process of evaluating and selecting suppliers, with the goal of avoiding any type of business relationship with natural persons or legal entities that could be involved in unethical or dishonest conduct or behaviour, in particular, activities related to corruption of minors, fraud, public and private corruption and money laundering.

Borges International Group will value positively those suppliers that demonstrate their commitment to the principles promoted in this Code, through their acceptance and compliance to it. Likewise, Borges International Group reserves the right to resolve its contractual relationship with those suppliers that breach the Code in a repeated or serious manner, being able to claim compensation from them for all damages incurred (including moral damages, should they apply).



Suppliers to Borges International Group should respect the compliance of internationally recognised human rights and ensure that they do not evade nor participate in abuse of these rights in the scope of their business operations. Therefore, every supplier must treat its employees with dignity and respect. In no case will physical or psychological punishment, harassment of any kind, nor abuse of power be permitted. Basic employment rights should be respected at all times.

Suppliers should maintain a pre-emptive focus towards the challenge of environmental protection, adopting methods that benefit a high level of environmental responsibility, and favouring the development and dissemination of technology that is respectful to the environment.

## **5.5 Agreement with society**

### **5.5.1 Commitment to brands**

One of the principal assets for Borges International Group, not least the most valuable and important, are our brands.

Through our brands not only can we distinguish ourselves from the competition, but we also represent our prestige and reputation.

For this reason, all of our directors and employees should protect said brands at all times.

### **5.5.2 Environmental Protection**

Borges International Group is committed to cooperating in the attainment of a sustainable world, in a social, environmental and economic sense.





The sustainability of the planet stands out as an objective of our activities, and we tackle our environmental commitment through strict compliance with the applicable legislation throughout all our areas of operation.

The Group assumes the responsibility of carrying out its activities with the greatest respect for the environment and by minimising the negative effects that, eventually, these activities could cause.

In relationships with contractors, suppliers and collaborative external businesses, these principles should be communicated and compliance with the applicable environmental procedures and requirements should be demanded in every case, with the means to accomplish them being put in place.

We are aware of our duties with the community and we want Borges International Group to be an ideal citizen for all the communities in which it operates, as well as in the world community.

### ***5.5.3 Fair competition and protection of competition***

Borges International Group will always compete in the current commercial world complying entirely with all the applicable laws regarding protection of competition, anti-monopoly measures and fair competition.

All the Group's employees are committed to free competition and compliance with the established laws in respect to the different countries where they carry out their activities. Likewise, they will refrain from producing misleading advertising regarding the Company's activity.

In case of doubt regarding the laws related to competition, you should contact the person in charge of the Legal department in order to receive advice and training regarding said laws.



## 6. Whistleblowing Channel

Borges International Group provides a Whistleblowing Channel which guarantees that any employee, supplier, customer or third party who has knowledge regarding a breach of the code, of applicable regulations or any other illicit activity, can communicate it to the Company in a confidential manner with absolute protection and no fear of any kind of reprisal.

Enquiries or complaints can be sent to the e-mail address [canal-denuncias@borges-big.com](mailto:canal-denuncias@borges-big.com)

Any person who, honestly and in good faith, notifies of behaviour contrary to the Code of Ethics will have the support of the company.

It will never be demanded that communications be reported to the superior of the person who makes them.

All initiated investigations will be handled in compliance with the Code of Ethics, conforming to legal requirements and in accordance with the Human and Employment Rights of the employee.

In no case will any reprisal or negative measure of any kind be tolerated against an employee of the Company due to them having made a communication or a complaint regarding an alleged breach of the Code or regulations.

However, the Whistleblowing Channel does not protect false complaints or those that are obviously unfounded. Therefore, if there is evidence that the false complaint has been made in bad faith, human resources management, in coordination with the Crime Prevention Body, will adopt the disciplinary measures that it considers appropriate and applicable. This action can be considered a serious offence and could even lead to the termination of a contract.



## **Communication procedure and management of complaints**

The procedure to follow for making communications regarding any breach of the Code or regulations, as well as the corresponding management of said complaints, can be found regulated in the "*Crime Prevention and Response Manual*" document, in section III - Response Phase: Action on the part of the Criminal Prevention Body.

## **7. Responsibilities regarding the Code**

Understanding and respecting the principles established in this Code of Ethics is the general responsibility of all the people who make up Borges International Group. On the basis of their responsibilities, certain differences may be established.

### **Commitment of all employees**

All people of Borges International Group should comply with the following responsibilities:

- Understanding and complying with all the regulations applicable to their work position.
- Seeking advice or counsel from a superior or the Crime Prevention Body in case of doubt regarding compliance of the present Code.
- Taking part in the training activities provided by the Group.
- Communicating through the established means (Whistleblowing Channel) any indication of the existence of processes, actions or situations that contravene that which is stipulated in the present Code of Ethics.



- Collaborating in good faith in all actions that aim to help recognise and correct deficiencies or weaknesses of the Group.
- To comply with the Laws, Rules and Regulations applicable for each territory in which Borges International Group carries out its activities.

A breach of the present Code may lead to disciplinary actions, which could include the possible termination of a contract that is held with Borges International Group and, should it be appropriate, the initiation of legal action.

### **Additional commitments of those who manage people**

- To ensure compliance of the Code of Ethics of Borges International Group.
- To support in good faith those employees who report concerns.
- To ensure that people under their responsibility understand the content of the Code and that they have available the adequate means to comply with it.
- To observe the compliance of this Code on the part of the people that they supervise and manage.
- To pay attention to the behaviour of third parties who represent the Group, in order to guarantee behaviour that is compatible with the Company.
- To lead by example. Their conduct should represent the ideal of acting with integrity.
- To establish, together with the Crime Prevention Body, the mechanisms which ensure, in time and form, compliance to the Code in their respective areas of responsibility.



- To inform the Crime Prevention Body regarding any process, action or situation contrary to that which is stipulated in the present Code.

## **8. Crime Prevention Body**

Its objective is to monitor the compliance of legal provisions and the relevant ethical behaviour standards that concern the Company's activities. In addition, based on the criteria and action guidelines contained in the present Code, Borges International Group has appointed a Crime Prevention Body including the following functions within the scope of this Code:

- Ensuring, through necessary implementation and development, that all directors and employees of the Company are familiar with the content of the Code and the applicable legal regulations.
- The identification of potential breaches of the Code.
- The appropriate management of the risks that could derive from breaches of said Code.
- The supervision of the internal control System for the compliance of ethical regulations and standards implemented by Society, by monitoring the effectiveness of the internal controls established to mitigate the risk of breaches, paying special attention to those of the highest risk, or those which most severely affect regulations or the Company's reputation.
- Managing complaints received through the Whistleblowing Channel and the internal investigations, by means of implementing mechanisms to ensure the confidentiality of communication and protecting the informer in good faith at all times from any form of reprisal, using resources from an external company when considered necessary.



- Proposing improvements and/or updates to the Administrative Body for the Code of Ethics and the other manuals and procedures of Borges International Group.

## **9. Validity of the Code**

The present Code came into force on the day of approval by the General Management of Borges International Group on June 2011, and will remain in force until the Board approves its update, revision or repeal.

The present edition corresponds to the revision made in October 2017 for the update of the Code of Ethics and its adaptation to the improvements in the management of Borges International Group, as well as to the laws and regulations in force as of the date of revision.

The Code will be revised and updated on the orders of the Administrative Body, attending to the agreements acquired by Borges International Group in relation to social responsibility and good management.

27th of October 2017.

David Prats Palomo  
**CEO**