

Protocol For Organization and Management Of Criminal Prevention

adopted
by

BRANDT EUROPE, S.L. & BRANDT SEVILLA, S.L.

Version 1.0

This document is not confidential and can be distributed both internally and externally, if necessary. All partners, legal representatives, administrators, managers, and other employees and collaborators must have knowledge of its existence and content, receiving the necessary advice and training, for the purposes of its due and exact compliance.

December, 2017

Presentation

Seville, December 15, 2017.

*This document responds to the concern of our organization for good business practices, ethical and anti-corruption policies and, mainly, to comply with the provisions of the **Spanish Criminal Code** which establishes in its **article 31 bis** the need to **adopt and effectively execute an adequate management and organization protocol to prevent crimes** that may be committed in the exercise of company activities or to reduce significantly the risk of its commission.*

*The adoption of this protocol and the implementation and enforcement of the measures provided therein prior to the possible commission of a crime will allow **the exemption of criminal liability** from the company or the **attenuation of the corresponding penalty**, hence the extreme importance of its enforcement, as well as the policies envisaged in it, so all recipients are kindly requested to pay special attention to its content and to faithfully and effectively comply with its guidelines.*

*This **Protocol for Organization and Management of Criminal Prevention** also prescribes what our company expects from its **representatives, managers, employees and collaborators**, therefore, its content meets an essential purpose: avoiding as a legal entity or company the attribution of a eventual criminal responsibility. In this way, it has been **designed to collaborate with each and every one of us to determine the appropriate line of action** that we must follow and comply with when we are developing our activities on behalf of or for the benefit of our company.*

*As annexes, forming part of it, the **Anti-Corruption Manual** and the **Ethics and Anticorruption Policy** that the group has already implemented to cover such contents are incorporated and will also be fully applicable together with the specific measures for criminal prevention.*

For any question raised regarding this Protocol, or in view of the need for a more detailed advice on its content and regarding the contemplated conducts and their scope, I ask you to contact the Compliance Officer.

We remain as always, at your disposal.

Mr. Rick Carter Brandt
CEO BRANDT

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GLOSSARY

PRC: POTENTIAL RELEVANT CRIMES

CL: CRIMINAL LIABILITY

CE: CORPORATION, ENTITY

NP: NATURAL PERSON

SPA: SPANISH PROSECUTING AUTHORITIES

TA: TAX AUTHORITIES

PCMCP: PROTOCOL FOR ORGANIZATION AND MANAGEMENT OF CRIMINAL PREVENTION

SCC: SPANISH CRIMINAL CODE

COMPANY: BRANDT EUROPE, S.L. AND BRANDT SEVILLA, S.L.

GENERAL DESCRIPTION

INTRODUCTION

The Ley Orgánica 5/2010, of June 22 ("**LO 5/2010**"), introduced for the first time in the Spanish legal system the criminal liability ("**CL**") of corporations and entities ("**CE**"), in compliance with the European Criminal Law, on the need to demand responsibility to the CE regarding their acts with criminal relevance, for the acts committed on their behalf by their representatives, de facto or de jure administrators, workers and / or employees and collaborators.

This historical novelty in Spain embodied in Article 31 bis of the Spanish Criminal Code ("**SCC**"), is configured as a direct and autonomous responsibility, providing for the imposition of very serious penalties, ranging from a fine to the closure or the dissolution and liquidation. Additionally, a "social penalty", which is, the reputation of the company and the damage that to this reputation is caused.

Its regulation generated important interpretative doubts and uncertainties, because although the idea of the necessity and usefulness of the compliance programs was extended to accredit the effective exercise of the "due control" that was required of the administrative body regarding its employees or collaborators submitted to the business hierarchy, in order to mitigate and even to exempt the corporations from this responsibility, its scope and content were not clear.

The PA, in its "Circular 1/2016 on the criminal liability of legal persons under the reform of the Criminal Code made by Ley Orgánica 1/2015", warn about the possible ineffectiveness of only formalization and application of protocols or standards of action for the prevention and detection of crimes by the entities, but a probative trace was left, periodically, of the existence of effective monitoring and control exercised by the managing body in the prevention of crimes, insisting on the importance, for the purposes of the CE's exoneration of CL, of the behavior deployed, taking into account the specific circumstances of the case, by the persons of the administrative body with respect to their subordinates.

Faced with this panorama of enormous legal uncertainty for companies, the Organic Law 1/2015, of March 30, in force from July 1, 2015, gave a new wording to Article 31 bis of the SCC, which has been a step forward substantial in the manner in which the CL of the CE is articulated. With this reform it has been tried to give an answer to the doubts raised in relation to the prevention programs, since (i) the elements that originate the CL are redefined, distinguishing clearly between the two suppositions: when the crimes are committed by people with power of decision -in a lax sense, not only administrators- and when the crimes are committed by those who are subject to the authority of the persons with decision-making capacity, as long as the crime has been consummated due to a serious breach of the duty of control of the activity of subordinates; (ii) it is expressly recognized, for the first time, that the implementation and effective execution of the "organization and management protocols" may constitute a cause for exemption from liability; (iii) specifies what the content of these compliance programs should be; (iv) the requirements that must be met for the exoneration of the CL from the CE are defined; (v) the concept of "effective functioning" of the prevention protocol is defined, based on two basic actions, periodic verifications and the disciplinary system.

Thus, the mandatory implementation of crime prevention programs is essential in all companies, to exonerate it from CL as long as it complies with all the requirements of article 31 bis of the Criminal Code. On the contrary, the company will be liable if it does

not have an effective prevention program or that which has been designed is insufficient or ineffective according to the criteria of article 31 and when there has been an omission or insufficient exercise of the control functions that have allowed the commission.

For the first time, a criminal law establishes the duty of company managers to adopt and execute effective protocols for monitoring and control of the prevention of crimes, and whose compliance exempts CL from companies, if it is total or mitigates it if it is partial.

Therefore, according to the legal changes set forth, the company's management body has promoted the approval of the present Protocol for Organization and Management of Criminal Prevention (hereinafter, the "**POMCP**"), with which it is intended to give response and being at the forefront of corporate social responsibility, taking a step forward in the commitment to continuous improvement of the company, to be placed in the highest standards in terms of integrity and professionalism in the performance of our activity.

2º).- PROTOCOL FOR ORGANIZATION AND MANAGEMENT OF CRIMINAL PREVENTION.

2.1. Structure.

This POMCP responds exactly to the same structure established by article 31 bis CP:

- (1) Classification and identification of activities in which scope could be committed the potential crimes;
- (2) Protocol and procedure specifying the process of decision-making in the CE;
- (3) Management of financial resources, adequate to prevent the commission of potential crimes;
- (4) Organization and management of monitoring and control measures for crime prevention;
- (5) Reviewing of the POMCP; and
- (6) Disciplinary regime to apply in the case of non-compliance with the POMCP.

2.2. Purpose

The POMCP is part of our determination to continuous improvement and civil social commitment of the company and compliance, at all times, with current legislation.

2.3. General objectives.

- CL exemption: Currently, Article 31 bis of SCC establishes the obligation of the CE to exercise due control over the conduct of their administrators, managers, professionals and employees, in such a way that if due diligence is demonstrated, the CE should not be responsible for eventual crimes committed.
- Mitigation of CL: If the aforementioned consideration does not apply, article 31 bis section 4, provides as mitigation for the CE if the company has established, before the commencement of the oral trial, effective measures to prevent and discover the crimes eventually committed through the company itself.

The intention of the POMCP is to raise awareness among the legal representatives, managers, professionals and / or employees of the company, pointing out the ways in which the PRC can be committed, conveying the message that a strict compliance with

the policies and procedures established in the POMCP will avoid the eventual commission of such crimes.

2.4. Concrete objectives.

- a) Prevent, through its application, the commission by any representative, manager, professional, and / or employee of any of the PRC;
- (b) Ensure the effectiveness of the rules and control procedures that minimize the risk of unlawful behavior by professionals and / or employees;
- (c) Inform professionals and employees of the consequences that may be imposed to the company in case any of the PRC is committed;
- (d) Clearly state that the company condemns any conduct that is contrary to the Law and that such conduct involves a breach of internal policies and procedures;
- (e) Prove that the company has exercised due control over its business activity, thereby complying with the requirement contemplated in the CC;
- (f) And, ultimately, provide coverage and support for the establishment of new effective measures for the better detection and control of crimes committed within the CE once these have already occurred so that the corresponding mitigation of the CL.

2.5. Elaboration.

For the elaboration of the POMCP the following steps have been followed:

- (a) identification of the risk areas of each business area of the company;
- (b) preparation of an analysis of the criminal risks that hypothetically may occur in the different business areas that comprise it;
- (c) analysis and updating of the policies and procedures to be implemented in order to identify and prevent PRC and, when necessary, modify existing ones, to ensure that they cover all of the aforementioned crimes;
- (d) establishment of a disciplinary system and sanctions applicable in case of non-compliance
- (e) determination of the information that must reach the administrative body.

2.6. Parties subject to the POMCP.

The POMCP is applicable to the following categories of people:

- (a) all those persons who have powers of representation in the company;
- (b) persons who, in fact or formally, have powers of administration and / or representation;
- (c) employees and / or collaborators who can act in traffic following company instructions.

2.7. Approval.

The present POMCP and its possible modifications, updates and revisions, has been approved by the Board of Directors.

3°).- CONTENTS OF THE CRIMINAL LIABILITY AS CORPORATION/ENTITY.

For existence of a CL in a CE it is necessary to establish the existence of a crime that has been incurred by the legal representatives, administrators, managers, professionals or employees of the CE and that results in a direct or indirect benefit for the company.

The CL that a court or tribunal can impose on a CE is compatible with:

- The CL that can be imposed on the individual who committed the crime.
- Any civil compensation for the damages resulting from crime and caused to the victims.
- Any other type of civil or administrative liability that may be imposed on either the CE or the individual.

According to Article 31 bis SCC, the CE is only responsible for crimes committed in which it is expressly foreseen to give rise to CL of the CE.

The SCC contents a list of the crimes that may imply CL of the entity:

- (a) Crimes against the Public Treasury and Social Security (Art 310 bis SCC).
- (b) Crimes against intellectual and industrial property, the market and consumers and private corruption (Art 288 SCC).
- (c) Reception and money laundering (Art 302.2 SCC).
- (d) Falseness of payment instruments (Art 399 bis SCC).
- (e) Frauds (Art 251 SCC).
- (f) Punitive Insolvencies (Art 261 bis SCC).
- (g) Assets raising (Art 261 bis SCC).
- (h) Impeachment of liens and executive procedures (Art 261 bis SCC).
- (i) Fraudulent application for insolvency of creditors (Art 261 bis SCC).
- (j) Damages to computing infrastructure (Art 264 quater SCC).
- (k) Bribery (Art 427 bis SCC).
- (l) Traffic of influences (Art 430 SCC).
- (m) Crimes against privacy and computerized search (Art 197 quinquies SCC).
- (n) Crimes against the rights of foreign citizens (Art 310 bis SCC).
- (o) Crimes against the planning of the territory and town planning (Art 319.4 SCC).

- (p) Crimes of construction, illegal building or urbanization (Art 319.4 SCC).
- (q) Crimes against the environment (Art 327 and 328 SCC).
- (r) Crimes related to nuclear energy and ionizing radiation (Art 343.3 SCC).
- (s) Crimes of risk caused by explosives (Art 348.3 SCC).
- (t) Financing of terrorism (Art 576 SCC).
- (u) Certain cases of contraband. (Art 129 SCC)
- (v) Crimes against public health in the form of drugs traffic (Art 369 bis SCC).
- (w) Illegal traffic of organs or their transplantation (Art 156 bis SCC).
- (x) Traffic in human beings (Art 177 bis SCC).
- (y) Crimes related to prostitution and corruption of minors (Art 189 bis SCC).
- (z) Corruption of a foreign authorities (Art 445 SCC).

Regardless of whether the number of offenses that may result in the CL of the CE may increase or decrease in the future, not all the crimes described in the previous point may be committed by the company given the purpose of its activity. This has been taken into account when preparing this POMCP.

In addition, Article 33.7 of the SCC contains the penalties that may be imposed on a CE. These penalties are detailed below:

- (a) Fines.
- (b) Suspension of activities. Maximum term of 5 years.
- (c) Closure of premises and establishments. Maximum term of 5 years.
- (d) Prohibition to carry out activities in the future in which the offense was committed, favored or covered up. This prohibition may be temporary or definitive. If it is temporary, maximum term of 15 years.
- (e) Inability to obtain public subsidies, to contract with the public sector and to enjoy benefits and Tax or Social Security incentives, maximum term of 15 years.
- (f) Judicial intervention to safeguard the rights of workers or creditors for as long as deemed necessary may not exceed 5 years. It can affect the entire organization or be limited to any of its facilities, sections or business units. The temporary closure of premises or establishments, the suspension of social activities and judicial intervention may also be agreed by the investigating judge as a precautionary measure during the investigation of the case.

- (g) Dissolution and liquidation, which will result in the definitive loss of your CE, as well as your ability to act in any way in the legal traffic, or carry out any kind of activity, even if it is lawful.

PART I

MONITORING AND CONTROL MEASURES IN ORDER TO PREVENT POTENTIAL CRIMES

1°).- INTRODUCTION.

The POMCP establishes the set of norms as well as the Supervisory Organ with full powers of instruction, decision and detection of eventual breaches and incidents in this matter.

The company expects its representatives, professionals, employees and collaborators to know and comply with the POMCP and current legislation, and especially, the rules of conduct that are detailed, depending on the different positions, areas of action and responsibilities assigned and always that they are developed within the company's business and business activity, in its name and for or for the benefit of it. It is the responsibility of the hierarchical superiors to ensure that the employees are familiar with the conditions and norms that this imposes.

The principles and behaviors, actions and conducts that are exposed, intend to prevent the main risks of committing crimes in each of the situations and cases contemplated by the Law, in which the aforementioned persons may have to face due to their positions and responsibilities, and as one of the essential measures aimed at avoiding or mitigating as far as possible the PR of the company.

2°).- PEOPLE INVOLVED.

The contribution and involvement of our partners, representatives and employees, collaborators, customers, suppliers, and other public bodies and private entities, is necessary to propose, encourage and realize ethical conduct that promotes the relationship of trust between the civil society and the agents involved.

We believe that good reputation is an essential intangible resource and favors our internal and external relationship with all the agents with whom we relate, through its involvement, quality and excellence, reputation, promotion and protection, compliance with the law, respect, commitment and transparency.

3°).- VALUES.

Amongst others, the company's corporative values are the following:

- (a) The integration and coordination between the different business areas and internal departments of the company, for the prevention, detection and action before the possible commission of illegal or fraudulent acts, carried out in name, for or on behalf of the company.
- (b) The implementation of communication, action and decision procedures that imply that no person in the organization has a decision power that is not subject to any control.
- (c) Guarantee the principle of separation between the different management and inspection functions, including when necessary the establishment of adequate control mechanisms.
- (d) Establish risk control systems that are effective, continuous and updatable.

(e) Generate an environment of transparency, maintaining adequate internal channels to favor the communication of possible irregularities or denunciation of actions or illicit practices.

(f) Propose the development of communication and training programs for all employees and the development of a culture of business ethics and compliance with the law.

(g) The investigation and punishment of fraudulent acts and conducts.

(h) Regular updating.

4º.- RECIPIENTS.

The POMCP is applicable to all members of the Management Body, managers, professionals and employees in the business activity, and within the sphere or specific areas of their respective positions and responsibilities, in their relations with customers, suppliers, public authorities and any other entities or third parties in general.

Said persons, in the event that other regulations or policies of a sectoral nature or derived from the legislation applicable to the company are applicable to them due to the activity or business to be developed, will also be complied with, establishing themselves in that case for adequate coordination to guarantee the congruence with the principles established in this code.

5º.- BEHAVIORS CRITERIA.

5.1. Compliance with legality.

All the professionals and employees of the company will maintain a strict respect to the current legal system in all the territories where it develops its activity, be they countries, nations, autonomous communities, regions, municipalities or others.

In particular, any action by the company and its members will scrupulously respect the laws, human rights and public liberties of fundamental rights, the principles of equal treatment and non-discrimination, labor, environmental and human rights and fight against corruption.

Within the scope of their professional activity, any person or company that collaborates or relates to our company must diligently respect the current legal system, the POMCP and internal regulations.

5.2. Quality and excellence.

The company directs its activity to satisfy and serve its own customers, attending to their requests that may favor the improvement of the quality of the services provided. Therefore, it directs its business activities to achieve excellent quality standards in its services.

5.3 Reputation.

The company has a solid reputation thanks to its extensive experience and a human team, solvent, capable, loyal and committed to the values and know-how of the company.

Each and every one of its professionals will participate in the task of strengthening the prestige of the company and ensuring its reputation.

5.4 Protection and promotion of our RR.HH.

The employees of the company are an indispensable factor for its success, for that reason, it promotes the professional development of the people, in fair balance between the objectives of the company and the needs and expectations of the employees. The permanent adaptation and improvement of the competences and capacities of the entire organization is encouraged.

In a special way, the company guarantees the hygiene, safety and well-being of all its employees, and each and every one of them plays a fundamental role in guaranteeing the quality and safety of working conditions in all facilities, particularly in accordance with the Spanish regulation for Prevention of Labor Risks, committing to put the necessary means to eliminate or reduce such risks in relation to all the people who carry out a professional performance.

Consequently, they are expected to adopt an attitude of cooperation on their own initiative in this matter, as well as customers and suppliers of the company, and third parties who are working or visiting any property of the same, and who comply with the programs of applicable safety and all the regulations of prevention, safety and hygiene in force.

In all aspects of employment, such as hiring, salary, incentives, training, promotion, transfers and termination of the contract, it is expected that employees will be treated only according to their abilities to meet labor requirements, with a total ban on practices discriminatory.

Bullying of any kind, whether racial or sexual, is completely unacceptable in the company. Any incident of bullying must be notified immediately. All knowledge or issue of bullying or discrimination, should be brought to immediate notice.

The company does not wish in any way to influence the personal beliefs of its employees and collaborators. Consequently, they should not carry out activities of a political or religious nature in the workplace, nor should they provide funds or resources of the company in support of any political organization, nor of a political candidate without the prior consent of their hierarchical superior or from the Compliance Officer. Specifically, the company dissociates itself from any political or religious activity that incites extremism or endangers our commitment to cultural diversity and equal opportunities.

5.5. Respect and commitment to the environment.

The company is firmly committed to protecting and respecting the environment, so it will ensure that the business activities are carried out in compliance with the environmental laws in force, and in such a way that any adverse effect on the environment is minimal.

5.6 Confidentiality and transparency.

Information is one of the main assets of the company for the management of its activities. All professionals will use this resource with the maximum caution, preserving its integrity, confidentiality and availability, minimizing the risks derived from its disclosure and misuse both internally and externally.

5.7. Relationship with the partners.

5.7.1. Maximization of the value of the company.

It will be developed respecting the requirements imposed by law, complying in good faith with contracts signed with workers, suppliers, customers, financiers, observing the ethical principles and behavior criteria established in the POMCP.

5.7.2. Accurate information.

The information that is communicated to the partners will be true, current and adequately reflect the situation of the company, especially the financial information.

5.8. Relationship with customers.

5.8.1. Honesty and professional responsibility.

Any relationship with our clients must comply with a high commitment of honesty and professional responsibility, in addition to respecting the regulations that result from application to that relationship.

The commitments acquired with them must be respected, announcing in advance any change, modification, alteration or variation in verbal and written agreements, promoting the transparency of relations with our company and being integral in all professional actions with our clients.

5.8.2 Contracts and promotional activity with clients.

The contracts and the promotional activity with our clients must be (i) clear and direct, (ii) in accordance with the regulations in force, without resorting to avoidance practices or in any way, incorrect and (iii) complete, so that our clients have of all the relevant information for decision-making. The company undertakes not to use deceptive or false advertising instruments. The commercialization activity must be carried out offering all the relevant information to our clients for an adequate decision-making.

5.8.3. Confidentiality and privacy.

The information of our sensitive clients must be treated with absolute confidentiality and confidentiality and can not be provided more than to their legitimate owners or under official request always with due legal guarantees. The commercial negotiations with clients must be carried out, when appropriate, in an environment that can guarantee the privacy and confidentiality of the conversations, negotiations and documentation used.

5.8.4. Claims management.

Any claim will be welcomed by our company, because it will help us to rediscover the direction that leads to excellence and professionalism in our service and in our products. Our professionals are committed to attend, respond, channel and, where appropriate, resolve any claim or complaint of our customers.

5.8.5. Business opportunities.

No employee may use the name of the company or invoke their professional category to carry out operations on their own or related persons. Neither may it be made, for its own benefit or that of related persons, investments or any operations related to the assets of the company, of which it had knowledge during its professional performance, when the investment or operation had been offered to the company or have interest in it, provided that the company has not dismissed said investment or operation without the influence of the corresponding professional.

5.9. Relationship with suppliers and other collaborators.

5.9.1. Our vision of suppliers as collaborators.

The providers of products and services of our company are considered as professionals or business partners.

5.9.2. Choice of suppliers and other collaborators.

The choice of our collaborators must be characterized by the search for competitiveness and quality, guaranteeing equal opportunities among all the suppliers and collaborators of our organization. Our professionals will not deny anyone that complying with the requested requirements, can compete in the contracting of products and services, adopting objective and transparent criteria in the election. In the event that the supplier or collaborator, in the development of its own activity, adopts behaviors that do not comply with the general principles of the POMCP, our company will be entitled to take the appropriate measures, and may reject future collaboration with said provider.

5.9.3. Relationship with suppliers.

The relationships with our suppliers are regulated by common principles and are subject to a rigorous quality control, compliance and excellence by our company. The formalization of a contract with a provider must always be based on clear relationships and avoiding forms of dependency.

5.9.4. Independence.

The acquisition of goods or services will be carried out, at any level, with total independence of decision. Any economic, family or any other type of connection must take into account the provisions of the corresponding section on the possible existence of a conflict of interest.

5.10. Relationship with employees

5.10.1. Hiring of personnel and professional promotion.

The company will avoid any form of discrimination with respect to its own workers. In the area of people management and development processes, as well as in the selection and professional promotion phase, the decisions taken are based on the adequacy of the expected profiles and profiles of the professionals and considerations related to the merits. Access to functions and positions is also established taking into account competences and capabilities. In addition, as long as it is compatible with the general

efficiency of work, a flexible work organization is given that facilitates the reconciliation of work and family life.

5.10.2. Training.

The company makes information and training tools available to all workers with the aim of assessing their specific competences and developing the professional value of people. The training responds to the objectively fixed needs of the organization and takes into account the professional development of the people.

5.10.3. Gender equality.

Our professionals will respect the right to equal treatment and opportunities between women and men. They will actively promote the absence of any discrimination, direct or indirect, based on sex, and the defense and effective application of the principle of equality between men and women in the workplace, advancing in the establishment of measures that favor the conciliation of working life and family. The principle of equal treatment and opportunities between women and men shall be ensured, both in access to employment and in professional training, in professional promotion and in working conditions, adopting the appropriate measures and decisions in the event of any action constituting or cause discrimination based on sex.

5.10.4. Occupational health and safety.

Our company declares its firm commitment to maintain and develop the implemented Risk Prevention System, particularly which is required by the Spanish legislation, assuming the protection of workers as the main objective in this matter and promoting the integration of Prevention at all levels of the company. The necessary measures will be adopted to eliminate or reduce risks, guaranteeing compliance with the applicable legal requirements, promoting consultation and participation of workers, and raising awareness and awareness among all employees in the prevention of risks.

5.10.5. Moral integrity.

We are committed to protecting the moral integrity of our professionals by guaranteeing the right to work conditions that respect the dignity of the person, protecting them from acts of psychological violence and fighting against any discriminatory or harmful attitude or behavior of the person, of their convictions and of your preferences.

The necessary measures will be taken to prevent and, where appropriate, correct sexual bullying, mobbing and any other form of violence or discrimination, avoiding in all professionals behaviors or discourses that may damage personal sensitivity.

5.10.6. Adequate use of corporate resources.

All the movable assets of the company have been acquired for the purpose of carrying out the business activities of the company. Employees are expected to use these resources ethically and responsibly. Although the personal, incidental and occasional use of such company assets is permitted, provided that it does not interfere with the conduct of the company, the improper use or waste of said assets constitutes an ethical violation that may be considered as an act criminally reprehensible. The use of personal software is not allowed, unless a specific authorization is available.

5.10.7. Personnel acting on behalf of the company.

When the company determines that third parties (agents, proxies, professionals, others) act on its behalf in any representative activity, the hierarchical superior of the company responsible for giving these instructions must inform the POMCP of said third party, and demand compliance with the same in any management carried out on behalf of the company.

5.11. Relations with Public Authorities.

5.11.1. Legality and integrity in our relations with Public Authorities.

Our business activity, in many cases, involves contact with public bodies, authorities and officials. The principle that will guide these relationships at all times will be the strictest compliance with the legal system applicable. In particular, special attention will be paid to strict compliance with the different tax, social security and money laundering prevention regulations that may be applicable.

5.11.2. Competition law and regulatory bodies.

Our company will comply and is committed to comply with any local, national or international regulation regarding competition law and will collaborate with the authorities that regulate the market.

5.11.3. Environment. Environmental policy

The company will comply with and respect the environmental and sustainable development policies, in accordance with the environmental legislation that may be applicable to it.

5.12. Relations with the competence

5.12.1. Prohibition to collaborate with competitors and their representatives.

It is not allowed to collaborate with competitors, or with their representatives, or participate in activities that reduce competition. These actions may have consequences of a criminal nature for its author and the company, therefore, no action should be taken to collaborate with a competitor or its representatives, in this regard.

Below are examples of some actions prohibited by various competition laws, all of which are agreed or requested by a competitor to:

- The fixing of the conditions of sale (discounts, prices, credit conditions).
- The distribution of clients and territories.
- Influence customers with respect to their resale prices.
- Boycott any customer, or another competitor.

Discrimination of the prices of products and services in competing customers of the same level of distribution must be justified and able to withstand a possible examination by the competent authorities. Our goods and services must be made available to competing customers under the same conditions.

5.12.2. Improper payments.

Bribes, kickbacks or payments of a similar nature to any person or entity for the purpose of obtaining or maintaining a business for the company, or for any other reason related to commercial activities with it, shall not be offered.

Do not give or promise to give anything that can be interpreted as a way to improperly influence the decision of customers, suppliers, employees, officials, political or government candidates. This prohibition also prevents the use of intermediaries who give or promise to give something to the aforementioned persons on behalf of the company or the professional.

5.12.3. Fraud.

All administrators, professionals and employees of the company, should be in continuous service, for the purpose, to identify and communicate suspected fraud activities, before any indication that they are producing this type of activities committed deliberately for the purpose of obtaining benefits personnel that cause losses or damages to the company and that may include the benefit to third parties, not only to the person who commits the fraud. Administrators and managers must take the necessary precautions to avoid these activities, investigating any possible conduct in this regard, adopting the necessary corrective measures.

5.12.4. Accuracy in the records.

In order to maintain good business practices and avoid fraudulent activities, the company will keep accurate company accounts and records. The information provides the company, auditors, regulatory entities or government agencies with an accurate and complete image and will avoid misleading interpretations. All accounting records and reports obtained from such records must be maintained and presented in accordance with current legislation and the relevant accounting standards.

All social events and gifts received or granted will be kept in registers, to which will be attached a complete documentary proof of any related expense and the clear specification of its commercial purpose. You must not have, or create for any purpose, unregistered asset funds, nor may you carry more than one series of accounting books. No false or artificial entries can be made in any account.

5.13. Confidentiality.

Access to confidential information may not be shared with third parties that do not belong to the company, nor be used for personal benefit. For these purposes, the company applies the technical and organizational measures required by Ley Orgánica 15/1999, of December 13, Personal Data Protection, including a Security Document that has been drafted to that effect, which includes strict measures on confidentiality and data protection that are mandatory for all employees.

Within the confidential information is included, among others:

- Knowledge of commercial aspects: trade secrets, plans and commercial forecasts, marketing and sales programs, customer lists, changes in prices that are significant, others.

- Industrial and Intellectual Property: formulations of brands, new products or, acquisition or transfer of trademarks, others.

- Organizational aspects and way of working: mergers or acquisitions, changes in senior management, know-how, etc.

The information obtained due to the professional position or activity, professional career, remuneration or detailed information on the personal circumstances of other staff members is also considered confidential. This obligation will continue to be in force even after belonging to the company, as long as that information remains confidential and is not in the public domain.

You should not accept or request confidential information from third parties, without the prior authorization of the company.

You should pay special attention to the risk of disclosing information unintentionally in conversations or through the use of documents in public places.

PART II

ACTIVITIES IN WHICH SCOPE THE POTENTIAL CRIMES COULD BE COMMITTED

1°).- GENERAL.

The company performs various activities in which risk situations can occur that lead to the commission of any of the PRC, specifically, the company, according to its corporate aim, develops the following activities:

"The manufacture, formulation and application, as well as marketing, distribution and sale of agrochemical and phytosanitary products (insecticides, fungicides, foliar, amino acids, humic acids, natural products, etc.) as well as how many other products can be used for the improvement of The health and growth of plants.

The formulation, distribution and sale and application of biocides, dedicated to environmental health, pesticides used in food hygiene and public health, and other products for animal health as well as products dedicated to biological and integrated control.

Distribution of any machinery used for these purposes, the multiplication, distribution and sale of seeds and the formulation, distribution and sale of household products (dishwashers, window cleaners, mops, etc.) as well as all types of paints.

The acquisition and alienation of real estate, rustic and / or urban, for sale or building, either directly or through contractors, subcontractors or in administration; the administration, lease or sale of the properties acquired or constructed, either in their entirety or by floors, apartments or premises; the preparation, leveling, urbanization, segregation of the lands for sale, total or partial, or construction on them either directly or through contractors, subcontractors or in administration.

The intermediation in the purchase, sale or lease of land, as well as the pre-sale, construction or leases of real estate or parts of real estate. In general, the construction and real estate promotion and the provision of services relating to real estate in its broadest scope "

The company has identified the activities of its business in which, from an abstract point of view, some of the PRC may be committed and, therefore, must be classified as potential criminal activities subject to supervision.

The classification of an activity as "risky" does not imply that it is illegal or criminal, but rather that it is an activity in which, if precautions are not taken, situations may arise that may generate conflicts with criminal implications.

Here are the PRC that depending on the activity of the company could take place:

CRIME	ACTIVITIES
Discovery and disclosure of secrets (Art. 197)	a) Intercept papers, letters, mails or other documents or personal effects in order to discover secrets or violate the secrets of others. b) Intercept telecommunications, or use technical listening devices. c) Access by any means, without being authorized, to reserved personal or family data that are recorded in

CRIME	ACTIVITIES
	<p>computer files or media, or in any other type of file or public or private registry.</p> <p>d) Acquire, use or modify, without authorization or to the detriment of a third party, personal data of others that are registered in computer or electronic or telematic files or supports, or in any other type of public or private file or registry.</p> <p>e) Alter or use to the detriment of the owner of the data or a third party, reserved personal or family data of others who are registered in computer files or media, electronic or telematic, or any other type of file or public or private registry.</p>
<p>Frauds (Arts. 248-251)</p>	<p>a) Deceiving others by inducing them to perform an act of disposition to their own or others' detriment.</p> <p>b) Alienate, encumber or lease by falsely attributing to a thing the faculty of disposition that is lacking, either because it has never had it, or because it has already been exercised before.</p> <p>c) Have a thing hiding the existence of any load on it.</p> <p>d) Having alienated a thing as free, transfer it or tax it again before the definitive transfer to the acquirer.</p> <p>e) Grant a simulated contract to the detriment of a third party.</p>
<p>Concealment of property (Arts. 257-291)</p>	<p>a) Avoid the payment of debts through the concealment of assets and rights.</p> <p>b) Carry out any act of patrimonial disposition or generator of obligations that dilates, hinders or impedes the effectiveness of an attachment or of an executive procedure initiated or of foreseeable initiation.</p> <p>c) Carry out, being declared in a bankruptcy situation and without the required authorization, acts of patrimonial disposition or generator of obligations destined to pay one or several creditors, privileged or not, with postponement of the rest.</p> <p>d) Causing or intentionally aggravating the economic crisis that entails the declaration of bankruptcy.</p> <p>e) Present false information regarding the financial statement in a bankruptcy proceeding with the aim of obtaining an improper bankruptcy declaration.</p>
<p>Intellectual Property Crimes (Art. 270)</p>	<p>Reproduce, crib, distribute or publicly communicate a literary, artistic or scientific work without the authorization of the holders of the corresponding intellectual property rights or their assignees.</p>
<p>Industrial Property Crimes (Art. 274)</p>	<p>a) Reproducing, imitating, modifying or usurping a distinctive sign identical or confused with an Industrial Property right registered under trademark law, to distinguish the same or similar products, services, activities or establishments for which the Industrial Property right is registered.</p> <p>b) Manufacturing, importing, possessing, using, offering or introducing in trade objects covered by such Industrial Property rights.</p>

CRIME	ACTIVITIES
Discovery and disclosure of company secrets (Arts. 278-280)	<ul style="list-style-type: none"> c) Take over by any means of data, written or electronic documents, computer media or other objects to discover business secrets. d) Disseminate, reveal or assign to third parties company secrets unlawfully discovered. e) Dissemination, disclosure or assignment of a business secret by the person legally or contractually obligated to keep a reservation.
Corruption (Art. 286 bis)	<ul style="list-style-type: none"> a) Promise, offer, grant managers, administrators, employees or collaborators of a commercial company or a society, association, foundation or organization a benefit or advantage of any nature not justified to favor him or a third party against others, not fulfilling its obligations in the acquisition or sale of merchandise or in the contracting of professional services. b) Receive, request or accept a benefit or advantage of any nature not justified in order to favor third parties to whom it grants or who expects the benefit or advantage, breaching their obligations in the acquisition or sale of goods or contracting professional services.
Tax and Social Security Fraud (Arts. 305-310)	<ul style="list-style-type: none"> a) Defraud the State, autonomous or local Public Treasury in more than 120,000 euros. b) Defraud the Public Treasury of the European Community in more than 50,000 euros. c) Defraud the Social Security in more than 120,000 euros. d) Obtain subsidies, relief or public aid of more than 120,000 euros by falsifying the conditions required for its concession or concealing those that would have prevented it. e) Obtaining unduly funds from the general budgets of the European Union or others administered for this amount in excess of 50,000 euros, distorting the conditions required for its grant or hiding those that would have prevented it. f) Absolute non-compliance with accounting obligations or parallel accounting with an incidence higher than 240,000 euros. g) Lack of entry in the compulsory books, or annotation with figures different from the true ones, of business, acts, operations or economic transactions with an incidence higher than 240,000 euros. h) Practice of fictitious accounting annotations with an incidence higher than 240,000 euros.
Crimes against natural resources and the environment (Art. 325)	<ul style="list-style-type: none"> a) Contravening the laws or other provisions of a general nature that protect the environment, cause or effect emissions, spills, radiations, extractions or excavations, earthworks, noise, vibrations, injections or deposits, in the atmosphere, soil, subsoil or terrestrial, subterranean or maritime waters, as well as the capture of waters that can seriously damage the equilibrium of natural systems. b) Establish deposits or dumps of solid or liquid wastes or residues that are toxic or dangerous and can seriously damage the balance of natural systems or the health of

CRIME	ACTIVITIES
	<p>people.</p> <p>c) Contravening the laws or other provisions of a general nature, carry out the exploitation of facilities in which a dangerous activity is carried out or in which dangerous substances or preparations are stored or used and which cause or may cause death or serious injury to people, or substantial damage to the quality of air, soil or water, animals or plants.</p> <p>d) In the collection, transport, recovery, disposal or use of waste, including the issuance of surveillance over such procedures, seriously endangering the life, integrity or health of people, or the quality of the air, soil or water, animals or plants.</p>
Falsification of Public, Official and Mercantile Documents (Art. 390)	Obtain any subsidy, relief or assistance from the Public Administrations or the European Union, falsifying the required conditions or concealing those that may prevent their granting.
Bribery (Art. 424)	Offer or deliver a gift or retribution of any other kind to an authority, public official or person who participates in the exercise of the public function to perform an act contrary to the duties inherent to his office or an act proper to his office, so that he does not perform or delay what he should practice, or in consideration of his position or function.
Influence peddling (Art. 429)	Influence a public official or authority by prevailing any situation derived from his personal relationship with this or another public official or an authority to obtain a resolution that may directly or indirectly generate an economic benefit for himself or for a third party.
Reception and Money Laundering (Art 298 to 300)	<p>a) Acquire, possess, use, convert or transmit goods, knowing that they have a criminal origin, or help others to hide the illicit origin of the goods.</p> <p>b) To help with profit motive and with knowledge of the commission of a crime against the patrimony or the socioeconomic order, in which it has not intervened neither as an author nor as an accomplice, those responsible to take advantage of its effects, or receive , acquire or hide such effects, will be punished by imprisonment from six months to two years.</p>
Computer damage (Art. 264)	<p>a) Erase, damage, deteriorate, alter, delete or render inaccessible computer data, computer programs or electronic documents of others without authorization and in a serious manner.</p> <p>b) To hinder or interrupt the operation of a computer system by introducing or transmitting data, destroying, damaging, disabling or eliminating a computer, electronic or electronic information storage system.</p>
Crimes of risk caused by explosives (Art. 348.3)	a) Possess, store, commercialize explosives, flammable or corrosive, toxic and asphyxiating substances, or any other materials, devices or devices that may cause havoc, contravene established safety norms, putting in particular danger to life, physical integrity or health of

CRIME	ACTIVITIES
	<p>people, or the environment.</p> <p>b) Impeding the inspection activity of the Administration with regard to the safety of explosives, falsifying or concealing from the Administration relevant information on compliance with the compulsory safety measures related to explosives or disobeying the express orders of the Administration aimed at correcting serious anomalies detected in terms of safety of explosives.</p>
Crimes against the planning of the territory and urbanism (Art. 319.4)	<p>a) Carry out unauthorized urbanization, construction or building works on soils destined for roads, green areas, public domain assets or places that are legally or administratively recognized as having a landscape, ecological, artistic, historical or cultural value, or The same reasons have been considered of special protection.</p> <p>b) Undertaking urbanization, construction or construction work on non-developable land. These crimes can be committed in their capacity as builders or technical directors.</p>
Of crimes over historical heritage (Article 321)	<p>a) To demolish or seriously alter buildings that are singularly protected due to their historical, artistic, cultural or monumental interest.</p> <p>b) Causing damage to property of historical, artistic, scientific, cultural or monumental value, or in archaeological, terrestrial or underwater sites.</p>

2º) - FIGHT AGAINST BRIBERY AND CORRUPTION.

All the behaviors above described intend to define the main risks of committing crimes in each of the situations and assumptions contemplated by law. A risk factor that must be carefully assessed are business relationships with third parties to which the company's crime prevention regulations do not apply, especially in relation to corruption and bribery behavior, both active bribery and of passive bribery.

The company, in its commercial relations, is committed to compliance with the Law, and the highest ethical standards, and expects that third parties with whom it relates have the same commitments. In this sense, the POMCP is the most expressive and clear reality of that commitment and contains the rules of behavior that should guide all professionals and employees in the performance of their duties and tasks.

All these considerations will be relevant for the company when assessing, and where appropriate, entering into commercial agreements and providing services with a third party. In their relations with third parties, employees must be alert to the warning signs of corruption, which warn us of possible behavior, or situations conducive to carrying out conduct related to bribery.

Although it is not possible to close a list of bribery situations, given that their commissive modalities are innumerable, a list of situations is included below, as a warning sign that obliges them to be particularly attentive because the They often show or presage potential bribery, active or passive behavior, so the third party:

- a) has a reputation for accepting or claiming bribes and / or has offered or claimed a bribe;
- b) has been subject to prior legal claims for offenses related to bribery;
- c) the information it provides about its business structure is unusual, incomplete or extremely complex, with deficiencies in transparency;
- d) provides incomplete, false or confusing business contact information;
- e) request payments or unusual financial agreements -example, request payments in cash or through third parties; asks the company to free unnecessary, inaccurate or unjustified invoices; in the case of commercial agents, when they request additional payments to the contractually agreed or those provided in the same place for commissions or ordinary retributions-, or have a behavior pattern of over-invoicing and return demands;
- f) suggests dividing purchases to avoid procedural hiring limits;
- g) proposes unnecessary changes in the instructions to increase the contractual values after the award of a contract;
- h) is ambiguous or evasive about the origin of the funds used for a transaction or activity;
- i) has large amounts of cash in hand for the transaction or business without having, in turn, a business or activity that justifies it;
- j) intends to make or receive a payment from or to the account of a country other than the business or service provided, unless it has legitimate reasons for doing so, or requests that part of its fees be paid into a bank account other than the one provided for what I had with the company;
- k) an unnecessary intermediary is involved in the contract or in the negotiations, and its incorporation does not provide an obvious value for the execution of the services or for the successful conclusion of the negotiations;
- l) boasts of its relations with public officials, any administration or public body;
- m) is involved with questionable subcontractors or local agents;
- n) in a bidding process, the bidding documents establish very tight contractual specifications that seem to favor some bidders to the detriment of others;
- o) asks the company not to report or reveal a specific activity or transaction;
- p) threatens to stop providing services if certain payments are not paid to individuals, apart from those contractually agreed upon, or if cash payments are not made;
- q) a public official insists that a specific person or a certain company acts as a third party;
- r) refuses to sign the anti-corruption clause and that is necessary for its approval;

- s) your commercial or professional activity is not included in any of the standard lists of the branch of the profession or business or is unknown to professionals or entrepreneurs in the sector;
- t) during negotiations, is indifferent to the prices of the company's products or services, or does not act in a manner consistent with the legitimate obtaining of corporate profits;
- u) insists that your identity remains confidential or refuses to provide the identity of its owners or principal partners;
- v) does not have offices or staff, or frequently changes the location of its headquarters;
- w) a tender in underway in which the company participates, even without awarding, and a public official of the body that has called the bid or a third party on its behalf, requests that a donation be made to a certain association without profit motive, or that a firm commitment to perform certain subcontracting for a project is contracted;
- x) (and) a Supplier frequently invites to lunch or dinner or any leisure activity to Professionals and / or Employees;
- y) a client is invited to visit the company's facilities for several days, paying him the full stay in a luxury hotel, paying during this stay all his expenses and those of his family members who accompany him including various leisure activities.

3º)- CONFLICTS OF INTEREST.

Common to the relations with our clients, suppliers, collaborators, administrations and other public or private entities is that conflicts of interest may arise. All professionals and employees of our company must have exclusive commercial loyalty to the company, and this obligation will be violated if it is engaged in activities that cause a conflict of interest, which may arise when, influenced by considerations of profit or benefit, for the employee, family members or strange third parties, come into conflict with their obligation to serve the best interests of the company.

A conflict of interest can take various forms and not all of them can be specified. The following examples show patents conflicts of interest that should be avoided:

- (a) Participate in an activity that competes with the company while serving the same.
- (b) To personally receive any sum of cash, gifts, gifts and favors of a more than discreet value, including discounts, from any client, supplier or collaborator of goods or services for the company. It includes asking for loans from third parties (with the exception of banks) that maintain commercial relations with the company.
- (c) Act as administrator or manager of any client, supplier or competitor of the company, or work for it, without the express written consent of our company
- (d) Carry out transactions with group companies, do not communicate reserved information about them or recommend acquisition or sale to third parties, without compliance with the legal requirements and prior communication to the company, regarding the date, amount and price of the shares purchased or acquired and balance after each transaction. It will not be applicable in those cases in which the person who carries out the transaction does so to carry out a due and enforceable

obligation that existed already when that person had knowledge of the details with respect to which he or she has internal information, nor upon receipt, by choice or for other reasons, of group holdings as payment of dividends.

- (e) Acquire or maintain an interest in any client, supplier or competitor of the company. The possession of shares and / or securities listed on the stock exchange will be accepted provided that the nature or amount of such holding does not provide influence or control in the direction, and provided that the concession or withdrawal of commercial activities of the company does not have a decisive influence on the results of said company.
- (f) Supervise, review or influence the professional or employment assessment, hire, pay or benefit any member of your family, who works with the company, or any supplier, collaborator or client of the company.
- (g) Carry out, for their own benefit or for the benefit of related persons, investments or any operations linked to the assets of the company, of which they have knowledge during the exercise of their position or employment, when the investment or operation been offered to the company or had an interest in it, and has not rejected said investment or operation.
- (h) Use the name of the company, or invoke its status as administrator, manager, manager or employee of the company to carry out operations on its own behalf or related persons.
- (i) Any situation that may involve a conflict of interest for the employee may also be a conflict of interest if it involves a member of your family (eg a gift of value to your partner, a possible supplier, collaborator or others).
- (j) In addition to the circumstances described in the improper payments section of this POMCP, this conflict of interest policy does not prevent you from receiving or providing any type of hospitality that is reasonable in a professional capacity (eg, attending dinners or lunches or social or sports events that are held in the best interest of the company.) and that do not influence business decisions to the detriment of the same.
- (k) If the employee receives gifts -with the exception of the aforementioned professional acts- that exceed a value of one hundred and fifty euros (€ 150) in a twelve-month period of any entity or group of related entities that have commercial relations with the company, or that exceed a value of three hundred euros (€ 300) in a period of twelve months from any other source, must communicate this information and circumstances relating to it to the hierarchical superior, or to the administration, in the case of the Administrators.
- (l) In the event that a gift is offered or received that contravenes these guidelines, it must be politely rejected and alluding to the company's conflict of interest policy. If said refusal offends or endangers a commercial relationship, this incident should be referred to your superior, who will request the pertinent legal advice before intervening.
- (m) All the professionals of the company are responsible for ensuring and avoiding conflicts of interest. If you are not sure that an intervention can lead to a conflict of interest, or to be involved in one, you should report this situation to the Compliance

Officer or your Superior, in order to avoid a possible misinterpretation of his performance.

PART III

DECISION-MAKING OF THE COMPANY

1º) .- CORPORATE STRUCTURE.

The organization and corporate structure is determined by the existence of the General Meeting and the Board of Directors, respectively.

1.1. The General Shareholders Meeting.

The General Shareholders Meeting is the supreme decision body of the company, integrated by the partners, and expresses the company will with its agreements.

The General Shareholders' Meeting has all the powers conferred by the Spanish Companies Law, as well as those provided for in the By-laws or Articles of Association. Thus, it pronounces and decides on the most relevant company matters, among others, to name and dismiss the administration body, as well as for the faculty to impart instructions to them or to submit any authorization of their decisions, in addition to agreeing everything necessary for the progress of company and the defense of its interests.

1.2. Administration Body.

Currently, the management and representation of the company is organized and entrusted to a Board of Directors made up of five directors, a president and a vice-president and a secretary, who are responsible for the management of the company, and having as a body all the powers, representation, duties and responsibilities established in the Spanish Companies Law and in the By-laws.

The administration body is empowered to carry out all those activities or management operations that are suitable for the development of the corporate aim and within the limits set by it.

2º).- INTERNAL ORGANIZATION.

The administrative body, within its powers of government, representation and administration, has organized the company into several departments.

Likewise, it is empowered to grant through a Notary Public the special powers necessary to carry out specific activities and managements, mainly, banking operations, subject to material and quantitative limits.

PART IV

FINANCIAL RESOURCES TO PREVENT THE COMMISSION OF POTENTIAL CRIMES

The administration body of the company, that is, the Board of Directors, is the body that has been assigned the functions of establishing the POMCP required by the SCC, and ensure its practical compliance. For this purpose, the company must provide and anticipate the economic and financial resources that are necessary and sufficient for a real and effective implementation of the POMCP.

Indeed, the importance of this matter is not limited to the mere establishment of the POMCP, but has its continuation in the duty to adopt and execute, an effective model that allows its constant revision, updating and eventual modification and not only because of regulatory changes, but in the internal organization, in the business policy or others and without forgetting the obligation to inform the professionals and employees of the society so that they have a full knowledge of the POMCP.

1°).- Preparation and implementation.

For the preparation of the POMCP, the company has appropriately allocated the economic, human and material resources necessary and sufficient for its preparation and establishment.

Likewise, for its implementation, the company has assigned economic, human and material resources, in order to guarantee the effectiveness of the POMCP in terms of the "due control" required of the management body with respect to its employees or collaborators subject to the business supervision, in order to mitigate and even exempt the CL from the company.

Finally, the company undertakes to reserve and assign in each financial year the economic, human and material resources that may be necessary, in order to make the measures and policies contemplated in it effective.

2°).- Disclosure.

Within its concern for the effectiveness of the POMCP, the company will guarantee effective knowledge of it to all those persons who, due to their position or performance within the activity of the company, may cause a CL to it. This diffusion will be determined at each moment by the administrative body, through specific communication activities and through its publication and access information allowed to all workers.

3°).- Ongoing training.

In order to ensure a correct understanding of the POMCP at all levels, an annual training plan will be established to promote knowledge of the principles and standards set out in the POMCP, identifying the risk factors that may contribute to the non-compliance of the described behaviors. .

4°).- Review.

See Part VII of this document.

PART V

INFORMATION OF THE POSSIBLE RISKS AND BREACHES TO THE SUPERVISORY BODY

1°).- Supervisory Body.

The SCC obliges the creation of a specific post in charge of monitoring the operation and observance of the POMCP. In this case, the Supervisory Body to the aforementioned effects will be the Compliance Officer.

The company has appointed Mr Russell Gardner as Compliance Officer, to which they will correspond, in addition to the functions specifically assigned throughout this POMCP, the powers of instruction and decision of the files opened as a result of any communication of incidents or detection thereof within the framework of the established control procedures..

Mr Gardner's contact data are the following:

E-mail address: [***],

Cell phone: [***]

2°).- Informative files.

Any non-compliance of the POMCP that could be detected, either by indications or communications from those involved or after the detection activities, will lead to the drafting of an Initial Report, which will contain at least:

- Description of the facts.
- Subjects supposedly responsible and / or involved.
- An economic estimation.
- Potential impact on the image and reputation of the company.

The significant events that appear during the investigation must be presented in a complementary report, which updates, complements and adds the previous information and, which will include:

- Qualification of the behavior.
- Estimation of recoverability.
- Possible tax consequences.

In any case, the persons involved will be heard during the informative phase, and they may provide the evidence they consider appropriate.

The Compliance Officer may adopt the corresponding corrective and disciplinary measures, and also in a precautionary manner, those that are necessary to safeguard the interests of the company, its administrators, employees and collaborators, regardless of their level or position, also being able to exercise as many legal actions as are necessary to clarify the facts, its eventual prosecution and potential responsibilities.

3°) - Communication of incidents.

All the professionals and employees of the company are obliged to inform if they witness or have news of any breach or supposed breach of the law or of the rules included in the POMCP.

Said communication shall be considered confidential, unless the law stipulates otherwise, and may be presented without fear of reprisals.

The company expects its professionals and employees to know and comply with current legislation in each of the activities carried out by its businesses. It is the responsibility of the employees to comply with the POMCP, and of administrators to ensure that the employees are familiar with the conditions that this imposes.

The rules stipulated in the POMCP are of a general nature and do not intend to contemplate each and every one of the situations to which the professionals and employees of the company may have to face in their professional activity. In difficult or uncertain situations, it is your responsibility to request advice.

If you wish to consult any question or doubt regarding the rules and behaviors regulated in the POMCP, or with respect to the application thereof in a specific situation, you should immediately discuss it with the Compliance Officer.

The communications of possible breaches will be made in writing or in person to the Compliance Officer.

PART VI

DISCIPLINARY SYSTEM

The violation of the obligations outlined in the POMCP, by the representatives, managers, professionals and employees of the company, or of the rules or regulations in the scope of the activities and business of the company, will give rise to the application of the disciplinary regime contained in the Estatuto de los Trabajadores y Convenios Colectivos that are applicable to it.

PART VII

REVIEWING

The POMCP will be reviewed and, eventually, modified whenever:

1.1 Significant changes occur in the organization, in the control structure or in the activity and business developed by the company, which so advise.

1.2 Relevant legal or jurisprudential modifications that may determine or be necessary for their harmonization, within 6 months of the modification.

1.3 Significant breaches of its provisions are revealed.

The POMCP will be reviewed, even if none of the above circumstances occurs, at least on an annual basis.

Whenever circumstances so require, the risks of commission of criminal behavior referred to in the POMCP will be re-evaluated, updating the consequent internal risk map, and, in any case, such reassessment will be done with a periodicity, less, one year or yearly.

APPENDIX I

APPENDIX II

I
MONITORING PLAN

CALENDAR

MONTH	

II
CHANNEL RECEIPT OF COMPLAINTS

1°. Complaint Mailbox: Email:

2°. Compliance Officer. Contact data:

**III
MONITORING MINUTES**

Subject:

Attendance list:

The following people have attended and have knowledge and evidence of the action taken.

NAME	IDENTIFICATION	SIGNATURE

Summary:

Action to be taken:

IV
ACCEPTANCE CERTIFICATE

I declare that I have received a copy of the Protocol for Organization and Management of Criminal Prevention of the company; and I promise to read, respect and comply with what it says.

Name:

D.N.I./N.I.E./ PASSPORT N°:

Date:

Signature