

VICINAY

**CORPORATE
ANTI-CORRUPTION POLICY
VICINAY, S.A.**





Presentation of Chapter III. “Responsible Governance” of the Code of Ethics

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1. COMMITMENT TO THE FIGHT AGAINST CORRUPTION

1. Corruption is a complex social, political and economic phenomenon that affects all countries. Corruption undermines democratic institutions, diminishes the pace of economic development and contributes to government instability. This **Anti-Corruption Policy (hereinafter the "Policy")** has been created in line with the primary regulatory references and best practices in the area of anti-corruption, bribery and fraud. Of the exhaustive regulations currently prevalent, among other provisions, the United Nations Convention against Corruption and their ethics and compliance anti-corruption programme for companies, the Convention on Combating Bribery of Foreign Public Officials in International Business Transactions from the Organisation for Economic Co-operation and Development (OECD), the Foreign Corrupt Practices Act (FCPA) from the United States, the United Kingdom's Bribery Act, the Spanish Criminal Code and other international guidelines have been used as references.
2. At **VICINAY, S.A.** (hereinafter "VICINAY") in its own name and in the name of the rest of its subsidiary companies (hereinafter, "VICINAY GROUP") **we work under the principles of ethics, integrity and legal compliance. And we are committed to the fight against corruption** through putting principles in place that should guide the behaviour of every person who is part of VICINAY GROUP. That commitment is not new. Some of our individual companies and business units, like VICINAY SESTAO S.L.U. or VICINAY MOORING CONNECTORS, S.A. adhere to the ten principles of the United Nations Global Compact (<http://www.pactomundial.org/>), which is a pact of voluntary initiative in which companies commit to align their strategies and operations with the ten universally accepted principles in four thematic areas: human rights, labour standards, the environment and anti-corruption.
3. Specifically, and in accordance with the tenth principle, **VICINAY, S.A.** (hereinafter, "VICINAY") in its own name and the name of the rest of its subsidiaries, is making public the commitment they have had for many years to **zero tolerance of any behaviour that may be seen as an act of corruption or bribery in either the public or private sphere.** And they are committed to fighting against all forms of corruption, including extortion and bribery and to developing specific procedures for those matters.

2. PURPOSE OF THE POLICY

2.1. Purpose

1. This Policy is a specific development of the Corporate Integrity and Compliance Policy and its management system, the purpose of which is to **define guidelines for behaviour in regards to anti-corruption** in consonance with the principles and behaviour **VICINAY** has established in its Code of Ethics and to be a **guide for Management** in fostering, implementing and developing this issue, for which it must raise awareness within the organisation and in organisations with commercial ties to **VICINAY.**

2.1. Scope

1. This Policy **affects every person in the VICINAY companies and its subsidiary companies,** regardless of
 - a. their responsibilities within the organisation and the company which frame the performance of their duties,
 - b. the presence of a specific Compliance role within their company or business unit or,
 - c. the type of labour, commercial or other kind of relationship with the organisation.

2. Within the framework of this Policy, all persons at VICINAY must behave with integrity and transparency in their commercial relationships and **avoid and condemn any behaviour that may be seen as an act of corruption or bribery in either the public or private sector.**
3. In general, **this Policy is particularly significant for everyone who, because of their role and responsibilities, has a high risk in terms of integrity and corruption:**
 - a. People who make strategic decisions for the business: Financial, human resources, signing contracts, finding allies, etc.
 - b. People who have administrative powers in the company.
 - c. People with access to company bank accounts: Credit cards, online banking or cheque books.
 - d. People with access to accounting data: Invoices, receipts, audits or similar.
 - e. People who handle confidential information: Employment contracts, clients, commercial strategies, etc.
 - f. People with direct relationships with suppliers of products or services to the company.
 - g. People who have direct contact with clients, either private or governmental.
 - h. People who participate in hiring selection processes.
 - i. People who travel outside the office, either temporarily or for periods, and have associated expenses.
 - j. People in charge of planning and carrying out internal monitoring or auditing duties.

3. BASIC PRINCIPLES OF BEHAVIOUR

1. Following the general principle of zero tolerance of any form of corruption, people at **VICINAY** must perform their duties in line with the following **basic principles of behaviour:**
 - a. **Total repudiation of any act or omission directly or indirectly related with an act of corruption.** That includes situations in which the people affected are placed in a context of conscious or deliberate ignorance of acts they are obligated to be aware of.
 - b. **Illicit acts or acts not aligned with the guidelines in force,** including this Policy, are forbidden under the premise that they are acting in favour of the company independently of possible economic gain.
 - c. **Every person at Vicinay is obligated to inform about any event they are aware of that contravenes this Policy.** That notification must be made through the Ethical Channel put in place by the company.
2. **The individual companies or business units of VICINAY must ensure to:**
 - a. **Assign specific responsibilities** for supervising and reporting for these policies to the Chief Compliance Officer or the appropriate governing body.

- b. To the extent appropriate to the circumstances, **include contractual language in agreements** (contracts) with third parties who handle business with or in the name of every individual company or business unit when acquiring or providing services from or to clients that contains the requirements described.
- c. Provide **financial and accounting procedures,** including an internal monitoring system, that is designed reasonably to facilitate documentation and to keep fair and accurate books and do periodic checks and monitoring of the internal monitoring system to evaluate the compliance with these policies.
- d. Put **systems in place so that suppliers and subcontractors are selected through a fair, honest and transparent vetting process** that includes scrutiny of the risk of corruption in the periodical risk evaluations for the purpose of evaluating the nature of the risk of corruption in a way appropriate for their business. And plan checks for existing and potential business relationships with third parties.
- e. Put **requirements in place for periodically reporting** on the implementation and effectiveness of these policies for the appropriate leadership or governing body.

4. GENERAL GUIDELINES FOR BEHAVIOUR IN SPECIFIC SITUATIONS

1. Notwithstanding the **corporate or specific regulatory or procedural developments** that ensure correct implementation, monitoring and supervision, the following behaviour guidelines are established in regards to the following topics:

4.1. Gift, invitation and hospitality policy

1. Circumstances may arise in commercial or business relationships with third parties (associated companies, suppliers, clients or collaborators) where giving gifts and commercial or entertainment invitations are justified.
2. In accordance with the Code of Ethics, **it is not allowed to offer gifts or services to either private individuals and entities or civil servants** in advantageous conditions besides habitual courtesies and unless the gift or service is not conditioned by obtaining something in return.
3. Any gift or invitation of that nature that is offered or accepted by people at **VICINAY must be for legal purposes and adhere to the following conditions:**
 - a. The intention or purpose pursued with the gift or invitation must adhere to **normal standards of courtesy and standard business practices** and there may never be an expectation of a reimbursement or unjustified commercial advantage. If those gifts, considered as a whole, exceed the amount set as the individual limit at any given time the procedures established for that purpose will be applied.
 - b. The gifts must be **discreet and proportional.** Gifts will be considered discreet and proportional when they are socially accepted and they do not have the risk that giving them may give rise to any kind of social rebuke (promotional gifts of little value or courtesy details, invitations to seminars, training sessions or other similar events or invitations that do not exceed the limits seen as socially reasonable) and when their frequency does not increase the impact of the favours.
 - c. **Gifts must always comply with the laws and regulations in force** in the country of both the person who makes the gift or invitation and the one who receives it.

- d. Expenses must be **properly entered into the accounting books in accordance with their nature** and it must be possible to trace, record and document them and they must be subject to verification.
4. Any other kind of gift received by a person from VICINAY in their name **must be made available to the Human Resources Manager or the Chief Compliance Officer**, who will evaluate the situation and determine the final destination of the gift and the possibility of having a drawing for the gift among the employees of the company.
 5. Beyond the limits described above, the following **behaviour is also forbidden**:
 - a. Giving or promising a gift or invitation that implies an excessive economic value that exceeds normal uses and practices or that has the purpose of receiving a reimbursement for an unjustified or illicit advantage or benefit.
 - b. Delivering or promising money in cash** or, as may apply, a cash equivalent, for example, cheques, loans, coupons, vouchers, stocks or stock options, gift cards or similar.
 - c. Giving or accepting gifts that are **offensive, in bad taste** or otherwise infringe upon the commitment to mutual respect or that break any law, regulation or rule or violate any rule or policy of the organisation of the person who receives it.
 - d. Accepting** gifts, invitations or money with the purpose of creating favour in commercial relationships in the name of **VICINAY**.

4.2. Meal and travel expenses

1. In the course of carrying out our professional duties, expenses for sustenance and potential work related travel are common. Those expenses include inviting third parties to meals or events, which will be limited depending on the scope of the activities.
2. Any expense of that nature can **only be justified for essentially work related reasons according to the specific circumstances of every situation**. Nevertheless, at VICINAY, we must always adhere to the **criteria of austerity and proportionality** that govern the behaviour of our organisation.
3. Handling expenses derived from sustenance and work related travel will at all times be **dictated by the expenses procedures of VICINAY**.
4. In any event, the following **behaviour is forbidden**:
 - a. Any kind of offer, promise, payment or authorisation for meals or invitations that **exceeds the limits set forth in the travel expenses procedures** in force at any given time, for both individuals and groups, is prohibited.
 - b. Likewise, **expenses for meals or invitations that are not properly justified**, or whose justification does not coincide with essentially work related reasons, will not be approved.
5. **Accepting, offering or exchanging** favours such as gifts, meals or entertainment that **exceed the amount limit** periodically communicated **must be justified and approved in writing by the Chief Compliance Officer**. And the gifts must be properly recorded for the purpose of supervising their appropriateness over time.

4.3. Charity contributions, sponsorship, patronage and their similar activities

1. In terms of preventing fraudulent and corrupt practices, people at **VICINAY** must follow the behaviour guidelines below: Contributions in the name of the company to charity organisations, sponsorship or patronage must:
 - a. Be approved by Management or a competent body within the company** based on policies and commitments to transparency, in addition to the activity being recorded in the company's accounting ledger.
 - b. Be carried out with complete **transparency, which requires that they be formalised in writing and properly recorded in the accounting ledger and they must appear clearly in the VICINAY financial statements**.
 - c. Patronage or sponsorship **must not be linked to any kind of behaviour of its beneficiary or any act that may be interpreted as an act of promoting a particular political group or party**.
 - d. In the event a foundation or organisation is subsidised, **it must be previously analysed and confirmed that they do not have any kind of link with any civil servants, government authority or political party**. Likewise, the **honesty and solvency of the subsidised entity must be demonstrated** and, especially, whether they have a transparent and trustworthy management system that can ensure the donation will be used appropriately and for the purposes foreseen.



4.4. Political contribution

1. **VICINAY does not affiliate itself with any political options and it forbids making any kind of contribution** to a political party or its representatives or candidates, organisations, foundations, associations or any other entity of a political nature or linked to them in any way, at all levels of government, in the name or on behalf of the company that has or may have political implications and it forbids any act of that type made in its name.
2. Persons who wish to participate in political or public activities **must do so exclusively in their own name and outside of working hours**. And they must never use time, funds, property, resources or assets belonging to the company or solicit political contributions from other workers or administrators in the course of performing their work duties unless they have express authorisation from the Chief Compliance Officer.

4.5. Relationships with civil servants and government authorities

1. Relationships with civil servants and government authorities must be founded on the **principles of institutional respect, legality, cooperation, transparency, integrity, objectivity and impartiality**.
2. In any event, in our dealings with civil servants and government authorities we must observe the international, national and local rules for preventing corruption and bribery, in addition to the following general guidelines for behaviour:
 - a. Comply with the values, principles and rules for behaviour in the **VICINAY** Code of Ethics.
 - b. Refrain from behaving or dealing with civil servants or government authorities in the event of a conflict of interest.
 - c. Supervise and verify the truthfulness and integrity of information provided to the government.
 - d. The express authorisation of the competent administrative bodies to have dealings with representatives of government bodies when, because of their role, influence or family or friendship relationship they are identified as a potential risk relationship.
 - e. All documentation exchanged with government bodies must be appropriately conserved and safeguarded by the person assigned to that task.
3. **It is totally prohibited** for any person who is part of VICINAY, in their dealings with civil servants or government officials or related third parties to:
 - a. Offer, promise or accept the request from a civil servant or government official of a gift, remuneration, favour or service with the purpose of exercising influence or making any kind of decision in benefit of VICINAY.
 - b. That prohibition likewise extends to situations in which the gift is solely in consideration of a role and goes beyond courtesy in relation with uses and customs normally within the sphere of activity of VICINAY.

4.6. Facilitation payments

1. **As a general rule**, facilitation payments to civil servants and government officials **are forbidden**.
2. Nevertheless, taking into account that in certain jurisdictions, facilitation payments may be seen as being legitimate depending on the specific country where they are made. And, exceptionally, in the event circumstances arise that present a threat to the health, safety or well-being of the workers, the payment will not be considered to be an infraction under this policy. Nevertheless, the **Chief Compliance Officer should be consulted before potentially making any payments**.

4.7. Commercial partner companies and third parties that may act on behalf of Vicinay

1. The day to day operations of **VICINAY** involves **commercial business relations with third parties**, whether partner companies, clients, suppliers, subcontractors, contractors, agents, collaborators or others. At **VICINAY**, we **require that all third parties and commercial partners with whom commercial relationships are established adhere to the policy herein**.
2. In particular, **third parties that act, or may act or be intermediaries in the name or benefit of VICINAY, must apply the corresponding due diligence procedures**, depending on concurrent circumstances, to thus minimise potential risks derived from improper or illicit behaviour on their part.
3. In any event, the due diligence procedures must be applied in the case of agents, clients, business partners and any third party with whom an agreement of intentions is carried out to do a project or any kind of commercial activity.
4. In the event there are indicators that a third party is susceptible to producing a potential risk of infraction of the principles of this Policy, or the applicable anti-corruption laws, **VICINAY will refrain from hiring or doing business with that party**.

4.8. Hiring suppliers

1. Hiring goods and services is done under the principles of independence, objectivity and impartiality and following the **procedures for purchasing in force at all times**. And the most relevant suppliers will always be considered from a quantitative and qualitative point of view for the company.
 - a. Whenever the market allows and the transaction exceeds the limits set at all times, at least three different offers will be requested and the economic and quality criteria of the product or service will be used.
 - b. In the event of similarity between those aspects, the criteria of sustainability, legal compliance and commitment against corruption will be taken into account.
2. The supply chain to the original manufacturer will always be verified when acquiring products to **avoid using counterfeit, fraudulent or suspect materials** in the course of work.

3. Payments to suppliers will always be made **by bank transaction**, except for small cash payments whose amount does not exceed the amounts established at any given time and that are always less than €400 (or the equivalent in foreign currency). Those transactions must be justified with a corresponding receipt and always within the products or services set forth in the corresponding contracts.

4.9. Hiring with clients

1. When the company negotiates a contract with a client, the workers **must refrain from offering or receiving payments or other direct or indirect benefits or any other form of pressure** with the purpose of obtaining an illicit advantage or influencing the final decision of the client.

4.10. Hiring employees

1. The Human Resources Department must follow an **objective and impartial procedure in selection and recruiting processes for the company**.
 - a. Job offers will be made public on the entity's website or on specialised job search websites. The characteristics of the position and, especially, the background of the candidate will be specified in the offers and, in every event, equal opportunity and not discriminating between candidates will be guaranteed.
 - b. Due diligence procedures will be done to verify information provided by new candidates and evaluate the candidate's suitability for the role in the case of internal promotions. These measures will be especially enforced when hiring for highly important roles or roles exposed to risks of compliance or corruption.
 - c. In any event, the regulations in force must be complied with in regards to protecting personal information.

4.11. Accounting ledgers

1. For **VICINAY**, transparency is a fundamental principle within our corporate strategy. Thereby,
 - a. **an appropriate internal accounting monitoring system will be maintained** that includes and reflects all the transactions made in the name and on behalf of **VICINAY**.
 - b. The VICINAY accounting books and ledgers must be exact, accurate, detailed and truthful. It is **absolutely forbidden to enter false or misleading operational statements**.
 - c. Along those lines, **accurate and appropriate documentation must be kept with an appropriate level of detail** to cover all transactions made and safeguarded in accordance with the internal policies for handling information.
2. In any event, and notwithstanding other concurrent circumstances, **the following behaviour is absolutely forbidden**:
 - a. Setting up unregistered accounts.
 - b. Making transactions with the purpose of not entering them into the books or entering them in an inadequate way.
 - c. Recording non-existent expenses.

- d. Entries for expenses in the accounting ledgers where their nature is indicated incorrectly.
- e. Using fake documents.
- f. Deliberately destroying accounting documents before the legally established date.

4.12. Conflict of interest situations

1. **A conflict of interest will be seen to exist** in the following situations, among others:
 - a. Situations of **hierarchical dependence** or any other circumstance where the affected people are in a position to exercise direct or indirect influence on a related person.
 - b. Situations in which the affected people **have stocks, stakes or interests with client or supplier companies** that have a commercial or contractual relationship with **VICINAY**.
 - c. Situations in which the affected people have a kinship **family relationship** up to the second degree, either through blood or affinity, with people who hold positions in client or supplier companies that have a commercial or contractual relationship with **VICINAY**.
 - d. **External activities with remuneration** carried out by people affected in entities that collide with the social interest of **VICINAY**.
 - e. Any other situation in which the affected people may be **involved in a commercial operation or transaction** where their personal interests are placed before company interests or when their personal interests influence, or may influence, the exercise of the commercial relationship in an improper way.
2. Notwithstanding the internal procedures implemented in every case for the issue, everybody at **VICINAY will perform their duties with diligence and loyalty at all times with the interests of the organisation before their own**.
3. **As a general guideline for behaviour**, people who find themselves in that situation (real, potential or apparent) **must**:
 - a. **Put the interests of the company** before their own personal interests, which means doing what is necessary so that the decisions they participate in are free of any conflicts of interest.
 - b. **Avoid situations in which conflicts of interest may arise** between their duties and responsibilities as workers at the company and their personal relationships.
 - c. **Recognise when they have, could have or may think they have a conflict of interest but when**, despite that, the conflict occurs.
 - d. **They must notify** the hierarchical superior and the Chief Compliance Office so they can make a decision about the conflict and, as may apply, adopt any control measures deemed appropriate and
4. If a possible presence of a conflict of interest is observed, be it either your own interests or those of another person or either real or potential, it **should immediately be made known and communicated to the Chief Compliance Officer** in accordance with the channels of communication and internal procedures established by **VICINAY**.

5. SUPERVISION STRUCTURE: RESPONSIBILITIES AND CHANNELS OF COMMUNICATION

5.1. The Board of Directors or Management

1. The administrators of every company or business unit of VICINAY, S.A. are **responsible for furthering the creation, implementation, development, supervision, reporting and periodic updating of the Specific Policies and Procedures** needed, following the basic principles for behaviour set forth in this document.
2. **Those Specific Policies and Procedures must define the supervision structure of the Anti-Corruption Policy. They must define a manager** who will set its goals and indicators who must also periodically inform their corresponding Director or Administrative Body.
3. The administrators of every company or business unit of VICINAY, S.A. **will foster and advance the implementation of compliance management systems that include issues like anti-corruption** and they will evaluate the advisability of obtaining certification and its suitability and effectiveness through verification by independent entities of acknowledged prestige.
4. **The administrators of every company or business unit of VICINAY GROUP will consolidate the information about risk management in terms of corruption** using the progress information periodically generated about the goals, indicators and main activities or strategic deviations that occur.

5.2. The Directors

1. The **Directors** of every company and business unit of VICINAY, S.A. **will strive to ensure that business activities are effectively governed by the basic principles for behaviour** set forth in this Policy and guarantee that the management system is implemented adequately and effectively to achieve the goals within each respective sphere of activity.
2. Among their **main related responsibilities** are the following:
 - i. **To lead the organisation by example** and make public their commitment to the strategy, values and risk management systems regarding corruption adopted by the organisation, which they must know and make known within it.

- ii. **To develop the strategic business goals within** the framework created by this Policy and **show commitment to information, coordination and training activities derived from its application, in addition the consequences of not complying with it.**
- iii. **To ensure the integration of the Compliance Management System and the controls for preventing corruption in the business model to fulfil the business strategy and meet the goals in their areas of responsibility.** To those ends, they will carry out appropriate monitoring of the quality goals and adopt preventive, detection or corrective measures that are required in every case and they will periodically review the company project, business model and main strategic challenges.
- iv. **They will make proposals for improving the internal organisational model needed** at all times for effectively developing the management strategy and systems to ensure the values of excellence and client orientation are brought into action in every company and business unit.
- v. **To ensure that every area and role has the resources they need** and the access to business information and processes they need to fulfil their duties, as well as to debate and decision making forums where issues that fall within their responsibilities are handled.
- vi. **To create the spaces needed to address all doubts and concerns** about this issue raised by any person involved with the organisation and **give them due course** according to the established procedures.

5.3. Compliance functions

1. The **function of Compliance is an internal function of the organisation** which, within the organisation has been attributed the **internal functions of advising, coordinating, developing, implementing and ensuring effectiveness and suitability** in terms of quality and the management systems for it. It is entrusted to a **Chief Compliance Officer** and the rest of the organisation according to the Corporate Integrity and Compliance Policy.
2. Every individual company and business unit (among which is VICINAY S.A. and its subsidiary companies) **must designate a head for managing**, developing, implementing and ensuring the effectiveness of this policy and the associated procedures **who will work alongside the Chief Compliance Office and under their leadership** towards ensuring the requirements for preventing corruption that coincide with the compliance management system of **VICINAY Group** and sit on the Compliance Committee when thus established.





5.4. Question resolution and communications

1. All people subject to this policy are **obligated to inform or issue a query**, through the mechanisms implemented for that purpose, regarding any act or event **that may constitute a non-compliance or infraction** that they may be aware of or suspect, in addition to any queries that may be made.
2. To those ends, VICINAY has an ethical channel for receiving queries and notifications related with irregular behaviour or activities that allows people who are part of VICINAY to send any query about those or other issues related with the Code of Ethics or about any possible violations or non-compliance of it or any conduct or behaviour that is against the law and may lead to criminal liability for legal persons with complete confidentiality.
3. The operation of the ethical channel is supported by **activity procedures for analysing the queries and complaints received** and communicating them to the Chief Compliance Office.

5.5. Policy non-compliance

1. Non-compliance with the principles of this Policy will imply the **adoption of the appropriate measures, in accordance with the labour laws in force**, as stated in the Code of Ethics, the Corporate Integrity and Compliance Policy and the procedures for investigating illicit behaviour that have been developed for that purpose.

6. CONCEPTS AND DEFINITIONS

1. Even though there is no universal definition of the concept of corruption, there are two ways of understanding corruption. One way is more general and is understood as abusing a position of trust to obtain a dishonest benefit. Another more specific way is as the action and effect of giving or receiving something of value so that someone does or stops doing something which flouts formal or implicit rules about what should be done in benefit to the one who gives the item of value or to a third party. There is a series of commonalities that may lead to corruption, which are defined below:
 - a. **Exchange:** Corruption is based in the interaction between two or more people where one party initiates or induces a corrupt act and another party accepts it. It is a benefit / payback exchange that usually happens voluntarily and with mutual agreement.
 - b. **Abuse of power:** Using a position of power or conferred authority to obtain private gain, which may be not just economic or financial, but any kind of advantage. This act may be exercised over either the public or private sector without it losing its corrupt nature as a result.

- c. **Object of Value:** Any item with tangible or intangible value in the broadest sense and of any form, including but not limited to: cash, cash equivalents (like gift cards or product discounts), loans, gifts, invitations, goods, services, employment for family members, trips, lodging, entertainment, meals, reimbursement of expenses, favours, business opportunities or employment, fulfilment of a request to deliver something of value to a third party, contributions to charities or other non-profit organisations and promotional sponsorships.
- d. **Civil servant or Government Employee:** Means a: (i) Any civil servant or elected official, agent, employee (regardless of rank) or person who acts in the name of a national, provincial or local government department, agency, body, state controlled or owned company, international governmental organisation, political party or entity financed in majority with public funds, an entity generally perceived as carrying out government duties or that has key executives or directors named by a government. And (ii) any political party, political candidate for a position or any person who acts in the name of a political party or candidate for political office. For example, it includes: Issuers of government permits, approvals or licenses (either internationally, nationally, regionally or municipally, etc.), airport authorities, employees and directors of state owned companies, customs, immigration or tax agents and ministers or representative of foreign or domestic governments.
- e. **Commercial Partner:** A third party acting in the name or on behalf of the Company or any entity that is the property of or controlled by the Company that may interact with external agents. Especially when they are civil servants or government employees or any alliance in which the Company has economic interests in which intervene, among others, for example: Agents, brokers, intermediaries, advisers, consultants, representatives, joint venture partners, co-investors, franchisees, authorised suppliers, travel agencies, authorised haulers or customs agents, lawyers or barristers or lobbyists acting in the name or on behalf of the Company.
- f. **Conflict of Interests:** A conflict of interest is understood to be any situation in which a body of the Company in which an effected person is represented must know, argue, analyse or decide upon an operation that entails a collision of the interests of the Company with either the direct or indirect interests of the person affected or, with their knowledge, any person linked to them. As an indication, to judge whether there is a conflict of interest the relationship of the affected person or the people linked to them as partner, creditor, debtor or guarantor with third parties who participate in the corresponding operation and whether that relationship is significant will be examined, to the extent that the decision to be made by the Company has a significant impact on the affected person or the people linked to them.
- g. **Linked Person:** Any person who is a spouse or partner or family member (or a person with an analogous personal relationship) up to the third degree of partners, management companies, funds, administrators or directors and workers of i) VICINAY , ii) any of the partners of VICINAY, directly

or through entities controlled by or belonging to the same group that they belong to and any entity that belongs to the same group the partners of the Company belong to and the Company of any person from VICINAY.

2. Among the primary forms of corruption, the following can be highlighted:

- a. Fraud:** An action that is dishonest or against the law that causes damage to the person against whom it is committed and that is in one's own interest.
- b. Bribery:** Corrupting a third party with money, favours or gifts to obtain something in exchange from that person.
- c. Extortion:** Obligating a person, through the use of violence or intimidation, to commit or not commit an act for profit and with the intention of causing damage to the passive subject.
- d. Diversion of resources:** When expenses are personal but they are apportioned as company expenses or using company assets for one's own benefit or the benefit of related parties.
- e. Conflict of interest:** This is a situation in which it is impossible or very difficult to make the most suitable action for the company compatible with the most suitable action on a personal level, because they both constitute or lead to a contrary outcome.
- f. Favouritism:** When the importance of blood or friendship relationships takes precedence over the worth and integrity of a person.
- g. Manipulating Information:** Misrepresentations in records that the organisation provides to third parties.



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