



26 May 2017

## **Code of Conduct VAV COMPAÑÍA DE PRODUCCIONES, S.L.U.**

### **I. OBJECTIVE SCOPE OF THE CODE OF CONDUCT**

This Code of Conduct, hereinafter the “Code”, is intended as a guide for the expected behaviour of all members of the Company, that is, managers, directors, executives and employees at all levels and in all areas, contractors, suppliers and all other parties with which the Company interacts in its daily operations.

This behaviour must be always guided by ethics and legality. First of all, behaviour is considered ethical when it is consistent or aligned with the set of moral norms that govern a person’s conduct in any area of life. Secondly, behaviour is legal when executed within the framework of duly sanctioned and effective rules, laws and/or provisions.

The purpose of our Code is to determine the type of behaviour or conduct that is appropriate at any given time and reflects our commitment to upholding values, policies, principles and norms in the decision-making process and in the performance of our daily tasks.

If the actions of administrators, directors and employees are consistent with the behaviours defined in this Code, which will subsequently be incorporated into the corresponding policies, everyone can be assured that their conduct is consistent with the values, principles the corporate culture which management is trying to promote.

The standards of professional conduct published in this Code will ensure that we are able to render services of the very highest quality.

The Code sets the guidelines for the behaviour that is expected of administrators, managers, staff and employees, always with reference to commonly accepted values and customs and labour obligations. It is based, inter alia, on the fundamental principles of beneficence, non-maleficence, autonomy, equity, justice and respect for human dignity.

The Code also helps staff to identify more closely with their professional functions and the Company where they work, in addition to helping to prevent

- (i) reprehensible professional conduct,
- (ii) unethical conduct, and
- (iii) the commission of crimes.

### **II. SUBJECTIVE SCOPE**

The Code is intended for the Company’s administrators, directors, employees, customers and suppliers. Therefore, the principles and values it contains must be respected both internally and externally.



The Code outlines the general behavioural guidelines that should be followed by the Company's managers and employees to ensure that their conduct conforms to corporate values and principles and the obligations assumed under the employment relationship that binds them to the Company in order to, in turn, ensure transparency in internal relations and external relations with third parties and society.

The commitment of senior management is a key structural element in promoting a "culture of compliance" within the Company. Therefore, administrators and directors should make every effort to explain and disseminate the corporate values and principles reflected in the Code.

Management and staff must spearhead the effort to be an example for customers, suppliers and other business actors with whom the Company interacts.

Consequently, management and staff must act with integrity and loyalty in the fulfilment of the obligations assumed in their employment contracts and those established in this Code and in other Company policies in order to ensure the exact performance of the required services.

Finally, the Company's management and staff will ensure that the customers and suppliers with whom the Company does business now or in the future assume ethical and behavioural criteria which are equivalent to those described in this Code.

### III. PRINCIPLES AND VALUES EMBODIED IN THIS CODE

#### III.1 PRINCIPLES:

**1. Regulatory compliance:** We believe that the respect for local, provincial, regional, national and international standards is absolutely imperative for social stability and the responsible conduct of our business.

**2. Equity:** Because we believe in equal opportunity, all employees and suppliers have the same opportunities to participate in and collaborate with the Company.

**3.- "Tone from the top":** Company management is committed to leading by example and serving as a model for employees in all matters related to regulatory compliance at all levels.

#### III.2 VALUES

**1. Quality:** We provide our customers with excellent service and are constantly working to improve our facilities and equipment.

**2. Responsibility:** We are committed to our employees' job stability, good work-life balance and the environment.

**3. Teamwork:** We foster a culture based on establishing relationships of mutual trust and respect between the Company and its employees.



**4. Customer orientation:** We strive to discover, understand and satisfy the needs of our customers.

**5. Respect:** We promote respect for public institutions and clear, reasoned and harmonious dialogue, avoiding radical or antisocial expressions or behaviour.

**6. Accessibility and non-discrimination:** The Company encourages anyone who meets the internal and institutional requirements to participate and absolutely prohibits discrimination based on sex, religion or ideology.

#### **IV.- REGULATORY COMPLIANCE. SPECIAL REFERENCE TO CRIME PREVENTION**

##### **IV.1 Introduction**

Following the enactment of the reform implemented in the Penal Code Act number 10/1995 of 23 November and the Circular 1/2016 issued by the Attorney General's Office, this document highlights the criminal behaviours that must be avoided at all costs by members of the Company as they pose a risk to the Company, its administrators and employees.

This should not be construed to mean that the Company will overlook other crimes not listed in the General Attorney's Circular 1/2016 or others regulated in the Penal Code and developing regulations.

This Code will be reviewed by the Company on a regular basis in light of the policies or processes introduced in the future. The Company will take an attentive and proactive stance toward monitoring and reacting to evidence of any violations of national or international laws regulating aspects related to the listed offenses.

In this way, the Company wishes to demonstrate its willingness not only to comply with national and international laws but also with the principles, standards and soft laws related to the corporate social responsibility that affects the Company's business.

##### **IV.2 The Company's position on the crimes described in the General Attorney's Circular 1/2016**

1.- The Company will keep employees' data strictly confidential, taking all necessary measures to prevent cyberattacks that could lead to the unlawful access and fraudulent use of their data.

Likewise, the Company prohibits employees from using the computer equipment for personal business, to access other equipment or to carry out demonstrations that may adversely affect the privacy of third parties.

The Company may use such legal mechanisms as it deems appropriate, without infringing the fundamental right of employees or managers, to control the flow of data on computers owned by the Company.

2.- The Company does not tolerate actions that may result in fraud. To this end, the necessary controls will be applied to prevent any employee or person associated with the



Company from committing fraud, bribery or corruption.

3.- In keeping with the above, the Company has made a formal and explicit commitment to follow all accounting and/or commercial rules in force now or enacted in the future so as to avoid possible penalties or fraud that could have an adverse effect on third parties.

4.- The Company is aware of how important computer equipment is to its business. For this reason, the Company will ensure that the computer equipment is used for the appropriate purposes, preventing it from being used to the detriment of third parties or the Company itself.

5.- The Company will take special care to ensure that no third party intellectual or industrial property rights are violated during its operations. To this end, none of the parties mentioned should inappropriately use any duly protected trademarks, drawings, distinctive signs or works of any kind.

6.- The Company is absolutely against the use of corruption to achieve its goals. Consequently, it prohibits its employees from paying money or making gifts to individuals or officials who are in any way directly or indirectly responsible for making decision that can affect the Company in any way.

7.- The Company is fully committed to society and as such it complies with its fiscal and tax obligations, knowing that the taxes it pays are used to satisfy needs and to build a better society.

To this end, the Company adheres to all tax laws and regulations and even complies with best tax practices, even though it is under no obligation to do so.

8.- Discriminatory treatment based on race or nationality is incompatible with the principle of non-discrimination in the Universal Declaration of Human Rights, the European Convention on Human Rights and the two International Covenants signed by Spain (International Civil Rights Accord and International Accord on Economic, Social and Cultural Rights).

The Company is therefore aligned with the progress made by the European Parliament and the precepts of Directive 2000/43/EC on the application of the principle of equal treatment.

The Company makes every effort to ensure that employees from third countries enjoy the same rights as Spanish or European citizens with regard to wages, dismissal, safety, working conditions and the right to affiliation.

9.- The Company is very sensitive to the environment and as such takes all necessary steps to ensure that its operations do not have a negative effect on surrounding ecosystem.

10.- As mentioned above, the Company does not condone any action that could result in a fraudulent act and is in favour of full compliance with the rules at all levels.

Neither active nor passive bribery is permitted. Therefore, promising or insinuating to a private individual or public servant the possibility of any kind of payment, gift or free service in exchange for stopping or activating an administrative process is strictly prohibited.



11.- Closely related to fraud and bribery is influence peddling. The Company expressly prohibits taking advantage of any relationship with friends or acquaintances to access other public or private persons for the purpose of obtaining services or economic gain.

12.- The Company is against any type of violence and crime and therefore does not allow or collaborate in money laundering or in the financing of terrorism and will immediately denounce any action that is discovered in relation to such criminal activities.

13.- Decisions are taken by the Company transparently, in accordance with the established contracting policies, processes and manuals.

13.1. In line with the above, the Company's suppliers be designated or chosen according to the criteria established in the corresponding procurement manual and there must be a designated individual in charge of follow-up to ensure the fulfilment of the contract.

13.2. No Company employee is allowed to hire friends or family members unless the conditions established in the supplier contracting manual are strictly fulfilled.

In any case, the Compliance Committee must be notified of the existence of such a relationship once it is known.

No employee may be at once a Company supplier.

13.3. Possible conflicts of interest between the employees and the Company should be avoided. If such a conflict arises, the Compliance Committee should be notified immediately.

14.- The Company strives to provide a workplace that guarantees adequate and beneficial working conditions for employees and managers.

The Company will protect workers' rights and will relentlessly pursue any violation of these rights, including discrimination of workers or workplace harassment.

Consequently, the Company is against the expression of ideas that may harm or damage the reputation of other employees or managers, or that may be offensive to the employees or to third parties.

15.- The Company will carefully protect all personal data in its possession in order to prevent unauthorized disclosure and/or fraudulent use.

## **V.- REGULATORY COMPLIANCE COMMITTEE**

A Regulatory Compliance Committee will meet as needed to resolve incidents or doubts regarding the interpretation of this Code or the policies or procedures implemented by the Company and to propose improvements as deemed appropriate.

The Regulatory Compliance Committee will be created and will report to the governing body on a regular basis. Such reporting shall not be understood as subordination, since it is the



Company's intention that the Committee conduct its business with maximum independence and minimal interference in order to have the desired effect.

The main obligations of the Compliance Committee include:

- a. Promoting** awareness and disseminating the Code among managers, employees, customers and suppliers;
- b. Monitoring** the execution and compliance of the Code by managers, employees, customers and suppliers;
- c. Protecting** managers and employees against possible pressures, threats or conflicts of interest;
- d. Handling** the whistle-blower channel;
- e. Proposing** timely updates of the Code;
- f. Monitoring** and updating established policies and processes;
- g. Determining** the scope and number of training courses;
- h. Evaluating** managers' and employees' understanding of the values and principles set forth in this Code, as well as the implemented policies and processes.

The Regulatory Compliance Committee shall issue immediate reports on any actions taken to modify corporate policies and procedures and any violations of the Code or any other rules, reporting directly to the Governing Body on the actions taken.

In all other cases, it shall submit monthly reports to the governing body containing a summary of its activities.

## **VI. COMPLIANCE WITH THE CODE**

All employees must comply with mandatory laws and internal rules and regulations in the workplace and must ensure that their conduct is consistent with the Company's values and this Code.

In particular, the Code must be applied and complied with by the Company's directors, who have a special responsibility to lead by their example.

The failure to comply with the values and principles contained in this Code may lead to disciplinary actions and/or dismissal as established in the collective bargaining agreements and the internal procedure for handling such matters.

## **VII. WHISTLE-BLOWER CHANNEL**

If there is any indication that any Company director or employee is in breach of any of the obligations specified in this document, it may be reported to the Regulatory Compliance Committee through the whistle-blower channel set up for this purpose.

The report may be submitted in writing or in person before the Regulatory Compliance Committee.

It is critical that any behaviours which violate the principles or values set out in this Code



be reported. To this end, the Company strongly encourages that any conduct which violates the law or the contents of this Code be reported as soon as possible in order to eradicate it as quickly as possible.

A completely confidential ad hoc procedure has been established to verify the reported Code violations. The procedure will be developed and duly notified to management and staff. The entire process will be concluded within one month, unless there is just cause for taking longer.

To ensure that the whistle-blower channel is not used in a malicious or fraudulent way or with the intention of harming third parties, filing false reports is strictly forbidden. The Company may take disciplinary measures along with other civil and criminal actions in response to false reports.

“Regulatory Compliance Committee”

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