

**PLAN TO FIGHT
CORRUPTION AND
BRIBING**

INTECSA INDUSTRIAL

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DOCUMENT

Review approved by INTECOSA's Board of Directors on 20 September 2019

REVIEW	DATE	RESPONSIBLE	DESCRIPTION OF CHANGES
02	20-07-2019	ANTONIO ALZOLA	GENERAL REVIEW.

1. GENERAL DECLARATION

INTECSA is a company committed to abide by its Code of Ethics. For this reason, it requires not only its employees, but also its external collaborators, to act pursuant to the tenth principle of the United Nations Global Compact, according to which “Companies undertake to Fight corruption in all its forms, including extortion and bribery”, and due to this, INTECSA intends to Fight Corruption by applying the Criteria of transparency established in the United Nations Convention to Fight Corruption approved in Resolution 58/4 by the General Assembly, on 31th October 2003.

Thus:

- INTECSA rejects all kinds of corruption, both direct as well as indirect.
- INTECSA shall promote and strengthen the measures to more efficiently prevent and Fight corruption
- INTECSA has a program to Fight corruption called "Plan to Fight Corruption" (PFC).

2. PLAN TO FIGHT CORRUPTION AND BRIBING: COMMITMENTS

Based on the activities performed by INTECSA, more exposed to the risk of corruption and following the terms set forth in its Code of Conduct, INTECSA commits its corporate activity according to the following criteria and guidelines:

2.1 Favourable treatment

In the course of their responsibilities INTECSA’s employees will always act fairly, impartially and professionally. Any personal relation will not impair the unbiased fulfilment of their duties. INTECSA’s employees will avoid any situation that may appear similar to a lack of impartiality in the normal course of business.

In the event of favourable treatment being promised, offered or requested, the INTECSA’s employees must inform their direct report and the Compliance Officer through the ethical channel which has been provided to receive such warnings and reports.

2.2 Donations to political parties

INTECSA will not finance political parties or their representatives or candidates, neither in Spain nor abroad. If any third party requests a donation or financial support to any of INTECSA’s representatives, employees or external collaborators, they must communicate this request to the Compliance Officer immediately.

2.3 Donations to charitable and sponsorship organisations

As a general rule, donations are strictly forbidden. If any of INTECOSA's employees, representatives or external collaborators should receive such request for a donation from a third party, either as a personal request or in representation of any Organization, they should immediately report it to INTECOSA's Compliance Officer.

2.4 Bribes

INTECOSA prohibits practice of all kinds of illicit payment, with monetary or other kinds of means, in order to obtain any advantage in relations with its contractual counterparties. In this sense "advantage" must be defined as a favourable treatment or a guarantee to obtain services that are otherwise legally due to the company or the employee. Following this prohibition, "facilitation payments" are hereby excluded. These payments have been defied by a specific policy that must be observed by all the Company's employees and collaborators.

For instance, the following payments are strictly forbidden: payments to public officers to facilitate the approval of passports at borders, or to have a preferential access at boarding gates, or to allow the access of a vehicle at the port or the processing of an import at customs, or any other made to speed up the issuance of a document or the delivery of a work or construction permit, among others.

This prohibition is applicable to employees, and to all those who, pursuant to the terms set forth in Article 31, BIS, 1,b) of the Spanish Criminal Code, are subject to INTECOSA on the basis of contractual relations that, by virtue of their functions and the activities performed at or for INTECOSA, aim to accept and/or offer bribes to obtain benefits for themselves, relatives, partners or acquaintances.

In the event of these promising, offering or soliciting bribes, INTECOSA's employees and collaborators must inform the Compliance Officer through the ethical channel provided to receive warnings and reports.

2.5 Gifts, offerings and favours

As a general rule accepting or giving gifts of any kind is not allowed. Nevertheless, business gifts may be allowed when they accommodate to the rules established in the policies that develop INETCSA's Code of Conduct. It is particularly forbidden to give or accept gifts to obtain a favourable treatment in any activity linked to INTECOSA. Under no circumstances a gift to a public officer will be allowed.

This interdiction does not allow any exceptions, not even in those countries where there is the custom of offering valuable gifts to clients or partners, and should be applied to gifts received, offered or promised. A gift can be defined as any kind of benefit for the receiver (i.e. the promise of a job offer, tickets for shows, etc...)

Gifts from INTECSA are characterised because they are intended to promote the brand image of INTECSA. Gifts offered – except those with a modest value – must be managed and authorised according to the corporate protocols and must be adequately documented. The employees or collaborators of INTECSA who receive unauthorised gifts or favours in the cases foreseen must notify the Compliance Officer at INTECSA.

3. APPLICATION OF THIS PLAN.

3.1 Organisation and responsibilities

After the INTECSA Plan to Fight Corruption is authorised and approved by the Governing Body, it is attached to the Crime Prevention Plan of INTECSA, for control by the Compliance Officer,

3.2 Relations with third parties

3.2.1 Owned, associated and subsidiary companies

During the phase of acquisition, or during definition of partnership relations with third companies, INTECSA shall check that the minimum conditions necessary to fulfil the INTECSA Plan to Fight Corruption are fulfilled. The Governing Bodies of the companies owned by INTECSA are requested to adopt the Code of Conduct and the INTECSA Plan to Fight Corruption by means of the relevant resolution.

INTECSA proposes that associated and subsidiary companies that do not have codes of ethics or programmes to Fight corruption adopt its Code of Ethics and this PFC or, alternatively, prepare similar documents.

3.2.2 Agents, consultants and intermediaries

All persons acting on behalf of INTECSA are bound to sign a declaration by means of which they commit themselves to abide by the provisions of the Code of Ethics and the INTECSA Plan to Fight Corruption.

The fees agreed must have adequate justification according to the task performed and the market practices in force from time to time.

The aim is to guarantee traceability in contractual relations, and to that end the relevant documentation shall be filed to ensure transparency and the ability to monitor same.

In the event of conduct by agents, consultants and intermediaries being detected that infringe the INTECSA Plan to Fight Corruption, within legally established limits, INTECSA shall apply the measures it considers appropriate, including termination of the contract.

3.2.3 Procurement and sale procedures

INTECSA carries out its purchase and sale procedures in a correct, transparent way.

The internal procedures include adequate controls to guarantee the transparency and correction of the provider selection process, and management and application of the relevant contract.

During the selection process of the potential providers, INTECSA shall evaluate their commitment to act according to the principles of the Code of Conduct and the Plan to Fight Corruption.

In the event of detecting conduct by the contractual counterparties that infringe this Plan to Fight Corruption, INTECSA, within the legally established limits, shall apply the measures it considers appropriate, including termination of the contract.

3.3 Human resources

INTECSA will use the due diligence to ensure that all its hiring processes respect the principle included in its Code of Conduct and the PFC and that new hires commit to the Code of Conduct.

Nobody shall be disciplined for complying with the PFC. In the event of breach these obligations, INTECSA will apply the penalties foreseen in the corporate disciplinary code to offending employees, including those in executive posts, pursuant to the collective agreements and procedures and laws in force in the countries where INTECSA has a presence.

3.4 Training

The INTECSA Plan to Fight Corruption and Bribing must be duly distributed among the company staff and training activities for all the staff shall be conducted to ensure it is correctly understood.

In fulfilment of the principles, commitments and procedures of this Plan, the contractual parties and external collaborators shall be provided the necessary material and experience to prepare their own plan to fight corruption.

3.5 Notifications

The employees, officers and executives of INTECSA are required to notify, using the Ethical Channel, all information or suspicion of infringement of the INTECSA Plan to Fight Corruption and Bribing and, in more general terms, of the Code of Conduct, to the Compliance Officer at INTECSA, in charge of analysing that notification.

The notifications must be submitted using the ethical mailbox at INTECSA, which is

canaletico@intecsaindustrial.com

The rest of the external collaborators or contractual counterparts are also invited to send their notifications regarding infringements or suspected infringements to this same electronic mail address.

In all cases, INTECSA guarantees the confidentiality of the identity of the person reporting, without prejudice to the legal obligations foreseen and defence of the rights of the company or the persons involved in the testimonial.

After breaches of the Plan to Fight Corruption are analysed by the Compliance Officer, in the most significant cases, these shall be reported to the Governing Body of INTECSA S.A., informing it of such infringements and of the penalties arising therefrom.

3.6 Information on the existence of the Plan to Fight Corruption

The staff is informed of the existence of the INTECSA Plan to Fight Corruption and Bribing through the internal communication tools.

All employees receive a copy of the INTECSA's PFC, and it is available to all the employees on the corporate Intranet.

Contracts subscribed by INTECSA include an informative note on adopting the INTECSA Plan to Fight Corruption and Bribing.

3.7 Evaluation and review of the Plan.

All the resources of INTECSA are committed to fighting corruption and bribing.

The Compliance Officer at INTECSA shall provide binding opinions regarding review of the most relevant internal policies and procedures to guarantee their coherence with the INTECSA Plan to Fight Corruption and shall evaluate possible changes or extensions to the Plan, based on the checking carried out.