

# CODE OF ETHICS



**In Uharte-Arakil, on 12 June 2019**

## **Modification and revision history**

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## **Approval**

Governing body	Date	Signature
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## TABLE OF CONTENTS

1. INTRODUCTION.....	4
2. SUBJECTIVE SCOPE OF APPLICATION.....	4
3. GENERAL PRINCIPLES OF EXTRUSA AND DARNEL FILM.....	4
4. PRINCIPLES OF ACTION ADDRESSED TO EMPLOYEES OF EXTRUSA AND DARNEL FILM.....	7
5. PRINCIPLES OF ACTION WITH SUPPLIERS, PARTNERS AND SUBCONTRACTORS.....	11
6. PRINCIPLES OF ACTION WITH CLIENTS.....	11
7. COMPLIANCE ASSURANCE.....	12
8. APPROVAL AND VALIDITY.....	13
ANNEX I. FORMAL DECLARATION OF CONFORMITY: EXTRUSA INTERNAL STAFF.....	14
ANNEX II. FORMAL DECLARATION OF CONFORMITY: DARNEL FILM ESPAÑA, SLU INTERNAL STAFF.....	15

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## 1. INTRODUCTION

This Code of Ethics includes the principles, values and behaviour instructions that should guide the actions of the Companies "Extru SAU" and "DARNEL FILM ESPAÑA, SLU" (hereinafter, "**Extrusa**", "**Darnel Film**" or, jointly, "**the Companies**"), its administrators, executives, employees, as well as suppliers, subcontractors, partners and clients that have relations with the Companies, in order to consolidate a corporate behaviour that conforms to the principles of ethical business conduct.

That is why, through this Code, the Companies reflect their commitment to and engagement in business ethics, taking on the duty to act in accordance with values that guarantee responsible behaviour and with absolute respect for the law, in all relationships with its employees, clients, suppliers, Public Administrations, partners and third parties, in general, thereby undertaking to maintain ethical, upright and honest behaviour through good corporate governance and transparency.

## 2. SUBJECTIVE SCOPE OF APPLICATION

All employees, managers and members of the governing bodies of the Companies are subject to this Code of Ethics, whatever the contractual modality that determines their relationship with or hierarchical or functional position in the Companies. All of them must know and accept its content and undertake to comply with it.

The partners, suppliers, subcontractors and any third parties who maintain legal relations with the Companies will also be bound by the principles of this Code whenever applicable, and will be able to access the content itself on the website: [www.extrusa.net](http://www.extrusa.net)

The content of the Code of Ethics will prevail over those internal regulations that may contradict it, unless they set out more demanding conduct requirements.

The application of the contents of this Code may not, under any circumstances, result in the violation of applicable legal provisions. Should such circumstances arise, the contents of the Code of Ethics shall have to comply with the provisions of the said legal provisions.

## 3. GENERAL PRINCIPLES OF EXTRUSA AND DARNEL FILM

The principles and values that guide the behaviour of the Companies are as follows:

- **Respect for the law**, complying with the laws, regulations and other legal rules that apply to the business in all countries where its business is carried out, as well as absolute respect for and compliance with the commitments and obligations taken on by the Companies in their contractual relationships with third parties.
- **Maintaining the economic solvency and effective management of resources**, pillars of our economic project and guarantee of its continuity.
- **Commitment to maximum corporate responsibility**, carrying out the best corporate governance practices, according to the principles of business ethics in all of the Companies' business areas, assuming responsibilities and acting in accordance with them.
- All natural and legal persons who directly or indirectly maintain any employment, economic, social and/or commercial relationship with the Companies will be treated with **fairness and dignity and without discrimination**.
- A commitment to **compete in markets loyally, complying with antitrust regulations**. Consequently, all forms of unfair competition are rejected, it understood as agreements between competitors or the abuse of a dominant position in the market.
- Trade, labour and professional relations with clients, partners, suppliers, competitors and shareholders, as well as with other market agents, should be based on the principles of **integrity, professionalism and transparency**, as well as all other guidelines for action contained in this Code of Ethics.
- **Explicit rejection of any kind of bribery or corruption**. Consequently, employees and persons associated with the the Companies must refrain from:
  - Accepting valuable gifts, advantageous conditions, salaries, travel, or any other form of compensation from clients, suppliers, or other natural or legal persons who conduct or attempt to conduct business with the Companies.
  - Offering or giving gifts or donations to third parties conceivably for the purposes of improperly influencing the attainment of a benefit or favours for the Companies. In this sense, only purely courtesy gifts of low economic value

as foreseen in the the Companies' standards may be offered or made, in accordance with the procedures and requirements for authorisation and control that result from application.

In case of any doubt in this regard, the relevant authorisation is to be requested from the Company's *Compliance Officer*.

- **Scrupulous respect for Human Rights and Public Liberties.**
- Commitment to disseminate **suitable, accurate, verifiable and faithful information about its management**, as well as **clear communication channels**, both internally and externally.
- The business and professional activities of the Companies and the conduct of its employees will be based on the value of **integrity** and they will be developed in accordance with the principles of **honesty**, avoidance of all forms of corruption and respect for the circumstances and particular needs of all the individuals involved in them.
- **Protection and proper use of the Company's assets and resources** so that, in the performance of business, these will be used solely and exclusively for their own purposes and utilities.
- **Dealing with conflicts of interest.** In this sense, 'conflict of interest' means any situation in which the interests of the individuals associated with the Companies, as well as of those linked to them in the sense provided for in the the Extrusa and Darnel Film *Governing Body Legal Charter* are opposed to the interests of the Companies.
- Promoting the **faithful compliance with data protection regulations**, adopting all legal, technical or organisational measures as are necessary or appropriate in order to comply with the principles of legality, loyalty, transparency, minimisation, accuracy, availability, integrity and confidentiality of personal data set out in data protection regulations.
- **Respect for intellectual and industrial property rights**, as well as rights over third-party trademarks and patents, entering into such covenants, agreements or legal measures as, where appropriate, may be necessary or appropriate for the protection of such rights.



- **Promoting the provision or reception of information about any illegal or unethical behaviour.**
- **Respect for the environment**, fostering sustainable management of natural resources. In this sense, the Companies will always work with the goal of minimising their impact on the environment, both in production processes and in the actual products, complying with all legally required standards.
- Creating a **work environment where dignified, respectful, impartial, non-discriminatory treatment is fostered**, without any prejudices and in which equal opportunities among employees is promoted, eliminating any discrimination regardless their origin or cause. In this sense, any manifestation of harassment, abuse of authority or any behaviour that may result in a hostile, humiliating, threatening or intimidating work environment is prohibited. A safe and pleasant work environment is encouraged instead.

#### **4. PRINCIPLES OF ACTION ADDRESSED TO EMPLOYEES OF EXTRUSA AND DARNEL FILM**

##### ***4.1. PRINCIPLES OF ACTION***

Extrusa and Darnel Film foster a corporate culture that promotes the following principles and values among employees:

- ***Equal opportunity and non-discrimination***: creating a work environment where all employees are treated with impartiality, respect and dignity, paying particular

attention to promoting equal opportunity and treating people fairly and without prejudice, eliminating any type of discrimination, whatever be its cause or origin. In this sense, **any manifestation of harassment, abuse of authority or any behaviour that may result in a hostile, humiliating, threatening or intimidating work environment is rejected**. A safe and pleasant work environment is encouraged instead.

- ***Occupational health and safety***: protecting the integrity and health of the Companies employees through a Prevention Plan and a Health Surveillance Procedure, based on strict compliance with all regulations, training and preventive management of occupational risks.
- ***Provision of the necessary material and immaterial resources***: Providing our employees with all the necessary material and immaterial resources for the safe performance of their duties, as well as the employees' commitment to strictly comply with health and safety regulations at work and using equipment responsibly, ensuring their own safety and that of such people who might be affected by their actions and/or activities.
- ***Compliance with regulations on the minimum age for hiring staff***: the Companies shall ensure that, at all times, such specific information, training and monitoring as may be necessary in the case employees aged between 16 and 17 is provided.
- ***Merit and professional ability***: The internal promotion of employees at Extrusa and Darnel Film will always be based on the principles of **ability, competence and professional merits**. All decisions must be taken in accordance with clear, objective and transparent criteria.

#### ***4.2. DUTIES AND OBLIGATIONS OF EMPLOYEES***

- All employees will ensure **strict compliance with the Law** where they carry out their activities and respect the commitments and obligations assumed by the Companies in their contractual relations with third parties and of a different nature, as well as all principles and values contained in this Code of Ethics.
- All employees, from the Governing Body to each employee in particular, must **avoid any situation of conflict of interest** between themselves or individuals linked to them



and the Companies. In the event that they incur in such a situation or foresee that it may occur, they must immediately report to the company Compliance Officer.

- All people working at the Companies are committed to making **responsible use of all financial resources and material and immaterial means** that either one of the Companies puts at their disposal for the proper performance of their jobs.
- All employees undertake to **allocate computer and communications resources**, and particularly, electronic mail and Internet, solely to the **performance of their professional functions**, understanding that its use may be monitored or audited at any time.
- In the performance of the functions of their positions, the Companies employees may not request or receive, by themselves, or through an intermediary, any gift or any present whose purpose is to influence their decisions, and must report to company Compliance Officer about any proposal received in this regard.
- Any kind of **information** about the Companies, whether technical, financial, commercial or of any other nature, that affects the organisation or any exchange of information with other entities, professionals or individuals will be **confidential, reserved and subject to professional secrecy**, and its contents may not be provided to clients, suppliers, competitors and other third parties, unless express authorisation is given or if it is under a judicial or administrative requirement pursuant to applicable legal provisions. In this sense, employees may not take advantage, for their own benefit or that of a third party, of any information of the Companies to which they have had access in the course of their work, nor disclose it to third parties by illegal or dishonest means. In this sense, the Companies may require those employees who, because of their position, have access to particularly sensitive information, to sign specific confidentiality commitments as an annex to their employment contract.
- All employees of the Companies are committed to complying with the action guidelines and established procedures on the destruction of documents that assure the correct use of personal and/or sensitive data and their confidentiality. In this sense, they are obliged to use the bins installed for this purpose at the workplace to dispose of all documents that contain personal data or sensitive information of a different nature.



- The employees of the Companies **may not engage in other professional or business activities**, on their own or for others, that may turn out to be **incompatible** with the obligations deriving from their working relationship with the Companies.
- All the employees of the Companies will undertake to achieve **professional excellence** in the performance of their work or professional functions, to achieve optimal performance in it, to develop teamwork when necessary, and to attain their own professional growth.

## 5. PRINCIPLES OF ACTION WITH SUPPLIERS, PARTNERS AND SUBCONTRACTORS

- Suppliers, partners and subcontractors will be selected in accordance with criteria of **transparency, objectivity and free competition**, ensuring, at all times, the quality of the acquired property or the service provided, as well as the best financial conditions.
- Particular value is attached to the **technical and financial solvency of suppliers, partners and subcontractors**, as well as their **strict compliance with legal obligations** and, where appropriate, prior experience with them. In this sense, the Companies will carry out a process of supplier approval and monitoring.
- **Commitment and guarantee of full compliance with the contracts signed** with all suppliers, partners and subcontractors, as well as acting with maximum transparency and responsibility in the execution of their contractual obligations. Similarly, the Companies will guarantee the confidentiality of all protected information that they may access as a result of their relationship with suppliers, partners and subcontractors.

## 6. PRINCIPLES OF ACTION WITH CLIENTS

- Guaranteeing **total respect and compliance with contracts** with clients.
- Commitment to offer all clients a **high standard of excellence and quality** in all the products and services offered, to establish and use communication channels with them in a clear, transparent and efficient manner that allows for the improvement of the service and quality of the product or service offered.
- Ensuring the **transparency, accuracy and sufficiency of the information** provided to clients, providing professional and diligent advice, as well as an efficient provision of services and products in tune with the needs of clients in each specific case. In this sense, the Companies undertake to provide their clients **timely, accurate, clear, truthful and understandable information** on:
  - The fundamental characteristics of the products and services that are offered (technical conditions, prices, discounts, coverage and other conditions).

- The procedures set out by the Companies to channel and adequately, transparently and immediately resolve the claims and incidents raised by the clients.
- Finally, any non-public **information about clients and their operations**, will be treated as **confidential and reserved**. Consequently, the Companies will implement rules and procedures to:
  - Guarantee the security of access to its computer systems and the physical files in which contractual and transactional documents of our clients is stored.
  - Comply with legal requirements regarding the protection of personal data, so that relevant legal obligations are met and all such technical and organisational measures are adopted as are necessary to comply with the principles of legality, loyalty, transparency, minimisation, accuracy, availability, integrity and confidentiality of personal data in accordance with the provisions of data protection laws.

## 7. COMPLIANCE ASSURANCE

It is the responsibility of all the members of the business organization and associated individuals, from the Governing Body to each particular employee, as well as from the supplier to the client, to undertake a commitment to fully comply with the principles and values set out herein.

It is the responsibility of every member of the Companies to ensure compliance with this Code of Ethics. The Companies will therefore communicate and disseminate the Code of Ethics among all their employees. That is why all employees who join or become part of the Company must expressly accept the values, principles and rules of action set out in this Code, by completing and signing the document called "Declaration of Conformity" (**Annex I and II**) attached to their work contracts.

Finally, all those bound by this Code of Ethics must inform their company Compliance Officer through such communication channels as the Companies may set up for this purpose, on any conduct they may consider constitutes a violation of the Law or of this



Code of Ethics. The Compliance Officer may, where appropriate, proceed to adopt such measures as are deemed necessary in this regard.

## **8. APPROVAL AND VALIDITY**

This Code of Ethics was approved by the Governing Bodies of Extrusa and Darnel Film on 11 June 2019.

The said Code of Ethics will be subject to review and updating as often as determined by the Governing Body.