

# CORPORATE CODE OF ETHICS



## **CONTENTS**

1. Institutional Message
2. Purpose
3. Overarching Principles
4. Scope of Application
5. Compliance
6. Professional and Employee Duties
7. Application of the Code of Ethics to Third Parties
8. Conflicts of Interest
9. Confidentiality and Personal Data Protection
10. Occupational Professionalism
11. Automatic Acceptance

Date of approval: July 2017  
Date of publication: September 2017

## 1. Institutional Message

This Code of Ethics provides the groundwork for the Good Corporate Governance of MOVENTIA, MOVENTIS and MOVENTO (hereinafter, “**Moventia**” or the “**Company**”), which defines the values to be upheld by everyone who works at Moventia at all levels of the company in order to ensure they become oversight and conduct standards followed by all employees and external partners in the performance of their duties.

There was a need to develop a Code of Ethics to govern our relations with internal and external clients, and to express the corporate Mission, Vision and Values.

The Moventia Code of Ethics embodies the Company’s commitment to the principles of ethical business and transparency in all areas of business by defining a set of action principles and guidelines that seek to guarantee ethical and responsible conduct by all Moventia professionals in all business areas as they undertake their endeavours.

In addition, this Code of Ethics has been drafted according to the generally accepted good governance recommendations in domestic and international markets and the principles of social responsibility accepted by Company, therefore constituting a fundamental benchmark for all operations by Moventia.

Furthermore, it responds to the new criminal prevention obligations being imposed in the field of criminal liability for legal entities.

The Code of Ethics forms part of the Company’s corporate governance system and is fully in line with the principles on corporate organisation already in place.

Under no circumstances does the belief that an action is taken in the best interests of the Company justify conduct that breaks these principles.

Therefore, respect for the provisions of this Code of Ethics must be considered as an essential requirement for compliance with contractual obligations by all managers, employees and partners of Moventia.

Yours faithfully,

Miquel Martí Escursell  
Chairman

## 2. Purpose

The Moventia Code of Ethics seeks to enhance public trust in our integrity and strengthen our recognition as a benchmark and socially responsible enterprise.

The Code of Ethics is based on ethics, the law and fairness, and contains the set of principles and values that underpin Moventia to establish guidelines for conduct by the people who make up Moventia in the performance of their duties vis-a-vis our stakeholders.

The principles contained in this Code of Ethics apply to everyone who forms part of Moventia, whether under an employment contract, by forming part of its governing bodies or as an external partner involved in projects undertaken in partnership with Moventia.

The Company's Governing Body has approved the Mission, Vision and Values of Moventia. Far from merely constituting a statement of principles, its content governs the everyday actions of all Moventia companies and steers its strategy and all its activities.

Professional action in line with the principles contained in the Mission, Vision and Values of Moventia, which inspire and are embodied in the corporate Policies, the Code of Ethics and other rules in the corporate governance system, is the best guarantee of the commitment to create value for those areas in which Moventia operates and for the Company shareholders.

An Oversight Committee has been set up to provide an executive governing body with its own separate operating regulations. This committee seeks to foster application of the Code of Ethics and ensure compliance, as well as provide a Reporting Channel via which anyone subject to compliance with this Code of Ethics can report any possible irregularity or failure to comply with regulations and/or this Code of Ethics, and a disciplinary system capable of duly punishing non-compliance with regulations and/or the Moventia Criminal Risk Prevention Model in general.

*Note: The masculine gender has been used in the Code of Ethics to encompass all employees, but this does not denote a lack of respect for existing gender diversity.*

### 3. Overarching Principles

The overarching principles are based on the corporate Mission, Vision and Values to govern the conduct of everyone forming part of Moventia.

#### **Our Mission and Vision:**

To respond to the mobility needs of people and organisations with a comprehensive offer of transport and automotive experiences that anticipate new trends based on innovative and sustainable technologies.

#### **Our Values:**

- **Trust**

Moventia enjoys the trust of its teams to guarantee the best service to its reference environment: partners, customers, authorities and other public entities, etc.

- **Innovation**

Moventia is committed to constantly seeking the best alternatives for sustainable, effective, efficient and safe mobility, providing the necessary resources in a way that offers the best solution to market expectations.

- **Sustainability**

Moventia has a solid and committed management model that fully respects its surroundings and the environment based on certified quality systems to facilitate achievement of the highest levels of excellence.

- **Sp@rk**

Moventia talent is enriched by the charisma, involvement, interest, proactive nature and commitment of all employees to guarantee the best possible levels of customer satisfaction.

- **Honesty**

Honesty as a cornerstone of the Moventia values is understood as a respect for truth vis-a-vis the world, the facts and people, guaranteeing safety and transparency in all its activities in every area where it operates.

- **Commitment**

At Moventia, we are committed to the society around us and attentive to its needs in a responsible and direct manner.

- **Personal integrity**

Moventia endeavours to build a positive working environment, and guarantees the physical and moral integrity of its employees, working conditions that respect individual dignity, the rules of behaviour inherent to good manners, and safe and healthy working environments. Similarly, it acts in such a way as to

ensure that the working environment does not allow for episodes of bullying or harassment.

Moventia will not tolerate any kind of abusive, hostile or offensive conduct, whether verbal or physical. At any event, Moventia will ensure that any kind of abusive conduct is duly punished should it occur.

- **Value of human resources**

Moventia protects and promotes the value of human resources in order to improve and enhance skills and the occupational competitiveness of each Moventia professional and/or employee.

- **Respect for work-life balance**

Moventia will seek a balance between the personal and professional lives of its employees because it recognises the benefits provided by such balance to both employees and the company itself.

- **Occupational risk prevention**

Moventia is committed to providing employees with a safe and stable environment. To do so, it will ensure that all members of the organisation are trained in occupational risk prevention issues.

It is also committed to updating the occupational risk prevention measures and scrupulously respecting applicable regulations in this regard at all locations where it operates.

Furthermore, employees are responsible for strict compliance with the health and safety rules and regulations. They are also required to make responsible use of the equipment assigned to them when undertaking risky activities and must share knowledge with their colleagues in order to foster compliance with risk protection practices.

To that end, this Code of Ethics expressly states that the following is strictly prohibited:

- The possession, consumption, purchase, sale, attempted sale, distribution or manufacture of illegal drugs in the workplace, as well as the consumption of alcohol, illegal drugs and improper use of prescribed medications while undertaking work-related activities.
- The failure to report workplace accidents or very serious incidents, and the falsification of safety records.

## **4. Scope of Application**

The principles and guidelines for conduct contained in the Code of Ethics apply to all Moventia professionals, regardless of their level in the company, geographic location, role or specific company for which they work.

For the purpose of this Code of Ethics, Moventia professionals are considered to be the executives and employees of all the companies and entities that make up Moventia, as well as all those other people whose activity is expressly subject to this Code of Ethics.

Those Moventia professionals who, in the performance of their duties, manage or lead teams of people must also ensure that the professionals directly reporting to them in the hierarchy are aware of and comply with the Code of Ethics, and must lead by example as a benchmark for conduct at Moventia.

The people who make up Moventia are committed to ensuring that the following standards are met for each stakeholder group:

#### 4.1. *For third parties*

- **Non-discrimination**

Moventia promotes equal opportunities by applying objective and transparent criteria to employment-related matters.

- **Respect**

Employee conduct must be guided by honesty and mutual respect. Each member of the organisation and especially those in positions of leadership must accept responsibility for their actions and those of their employees.

- **Professional development**

As employees, we must participate in the ongoing training policy based on the needs of the Company and in search of the greatest degree of development for our skills and attitudes based on a proactive approach and by taking part in forums and debates related to our activity.

- **Confidentiality**

All professionals must ensure compliance with the necessary checks and measures to guarantee that personal privacy and confidentiality are maintained.

- **Responsibility**

As professionals, we have a duty of competence and requisite knowledge, and our actions must be governed by ethical principles. Technologies must be used responsibly and in a manner suited to the activities for which they are created.

- **Legality**

All Moventia employees are required to comply with and abide by current law in the performance of their respective duties and activities, regardless of their level in the company or the scope thereof.

Moventia executives must be especially aware of the legislation affecting their respective fields of activity and must ensure that their employees receive adequate training to allow them to: understand, respect, comply with and enforce this legislation; meet their obligations with integrity; and treat all parties engaged with the companies of the Group professionally, ensuring that they receive fair treatment based on objective and transparent management criteria.

- **Quality**

We must provide a comprehensive and quality service, ensuring compliance with the commitments made to our customers and users, and responding to their needs swiftly and responsibly.

- **Efficiency**

Decisions must always be based on professional and ethical criteria, always seeking the greatest level of efficiency in work and thereby streamlining available resources.

- **Credibility**

We must establish relationships of trust during the performance of our duties, respecting the commitments made and being efficient in our work. We must convey motivation in the performance of our duties, tackling any situations that arise from a positive approach.

- **Communication**

Communication and advice on features and services will be truthful, comprehensive, accurate and committed.

- **Responsible management and rejection of corrupt practices**

We believe that suppliers are an essential part of the Company for achieving effective, quality services. We value those companies with established policies on quality, the environment, compliance with employment law, gender equality and social integration.

Under this Code of Ethics, Moventia highlights its absolute rejection of any practices linked to corruption in the field of its relations with the various public authorities.

- **Conflicts of interest**

We refuse to accept or offer any gifts, favours or services under advantageous terms and conditions beyond those of a standard, social or courteous nature. In the event of any doubt over whether a gift should be accepted or not, such situations must be reported to the Oversight Committee.

Moventia employees must act with integrity and must not participate or include themselves in any negotiations with suppliers that could lead to a conflict of interest. The same individual cannot be both an employee and supplier of Moventia.

In the event that a situation of conflict affecting professional objectivity may arise, this must be reported to a hierarchical superior and, where appropriate, Company management.

#### *4.2. For the Company*

- **Collaboration**

The professional relationships we maintain with other companies and authorities must exist within a climate of the utmost respect and collaboration,

streamlining the resources managed for optimum use and seeking maximum added value for the Company.

- **Corporate Social Responsibility**

We believe that Corporate Social Responsibility is an inherent aspect of the activities we undertake, forming an integral part of corporate strategies and internal policies and procedures.

Our goal is to create economic, social and environmental value for the various stakeholders with which we engage.

The people who form part of Moventia must adopt an environmentally-friendly approach to all work-related actions, decisions and procedures, avoiding unnecessary consumption and attempting to reuse or recycle consumable resources.

Moventia is committed to compliance with regulations governing free competition, avoiding any practices that limit or restrict this.

Moventia and all its employees must ensure they offer truthful information in any actions to promote the Company, and may not offer false information to our customers that could lead to error.

Under this Code of Ethics, the following is strictly prohibited:

- Any kind of false advertising.
- Disclosing, revealing, reporting or communicating Moventia secrets.
- Offering, receiving, soliciting or accepting unjustified benefits or advantages of any nature in commercial relationships.
- Using violence, threats or subterfuge in an attempt to alter prices that may counteract free competition in products and goods.

Moventia is committed to quality in its services and provides its employees with the resources necessary to develop the most appropriate quality management systems.

## **5. Compliance**

### *5.1. Oversight Committee*

Moventia has set up an internal Oversight Committee aimed at fostering application of the Code of Ethics and the Criminal Risk Prevention Manual, promoting knowledge and respect thereof, ensuring compliance therewith and acting as a control body.

Via the reporting channel, the Oversight Committee is the body that all Moventia professionals and employees must contact to report any possible breach of the Code of Ethics, whether it affects them personally or third parties. The Oversight Committee is responsible for coordinating control and supervision activities vis-a-vis the Code of Ethics, the Criminal Risk Prevention Model and the internal policies that develop the same in an objective and independent manner, guaranteeing the utmost confidentiality over all the information to which it gains access.

To perform the tasks assigned to the Oversight Committee, Moventia guarantees that it has: (i) internal operating rules; and (ii) the human, material and operational resources necessary for normal operation. For example, the

power to approve certain policies, suitable telematic resources for achieving the traceability that must steer its action, etc.

It is important to note that, in order to guarantee full effectiveness of the Criminal Risk Prevention Model and in the event that the external company managing the Reporting Channel finds that a person about which a report has been lodged is a member of the Oversight Committee, said company will refrain from reporting to the committee or providing any kind of information from the file on the reported situation so that the internal investigation process can remain unaffected by a conflict of interest. Furthermore, any decision or vote taking place with regard to a case affecting a member of the Oversight Committee must take place with no involvement from said member.

## *5.2. Reporting Channel*

A system is in place for reporting any actions that may constitute a breach of the Code of Ethics with which all Moventia employees and its business units must comply.

It is considered that the individual lodging a report has acted in good faith when the report is lodged in accordance with the provisions of the Code of Ethics and is based on facts that reasonably reflect irregular, unlawful or criminal conduct.

In the event that the individual lodging a report has no material evidence or proof, this will not be considered a lack of good faith when the report is lodged with no intention for revenge, moral abuse, harm to the employment or professional situation, or adverse effect to the honour of the person being reported or a third party.

The Oversight Committee guarantees that it will conduct an exhaustive analysis of any possible breach of the Code of Ethics to verify accuracy. Nonetheless, it should be reminded that any allegations made when knowingly false may lead to disciplinary penalties, criminal or civil liabilities.

The decisions reached by the Oversight Committee must be duly grounded and justified.

The Reporting Channel may be accessed via the Employee Website.

It is guaranteed that the identity of the individual lodging a report will be kept absolutely confidential in accordance with the provisions of Spanish Constitutional Law 15/1999, of 13 November, on Personal Data Protection (“**LOPD**”) and other developing provisions, or the regulations thereof in force at any given time.

## *5.3. Internal investigations*

Receipt of a substantiated report will lead to an internal investigation, which will be conducted in complete respect for the rights and guarantees granted to employees by the Spanish Constitution and the current legal framework.

## *5.4. Breach of the Code of Ethics*

Failure to comply with our Code of Ethics affects us all. Such non-compliance may not only harm Moventia economically but also damage its reputation, which is an intangible asset of great value and built up over many years.

If the result from an internal investigation shows that a breach of the Code of Ethics has indeed taken place, Moventia will directly punish the person or persons responsible in proportion to the seriousness of the case, as well as those who failed to avoid said breach under their duty to prevent non-compliance with the Code of Ethics. Those who, aware of the existence of non-compliance with the Code of Ethics, did not report the situation will also be punished proportionally.

## **6. Professional and Employee Duties**

Generally-speaking and without prejudice to that established in subsequent articles, professionals and employees must:

- Refrain from any conduct contrary to the rules established by this Code of Ethics.
- Swiftly report any knowledge of possible non-compliance with the Code of Ethics to the Oversight Committee via the reporting channel created for said purpose. All professionals and/or employees have a duty to contact the Oversight Committee directly to report any situations or cases contrary to this Code of Ethics. If a professional or employee believes they are being forced by their superior to engage in unethical or unlawful conduct or actions, they must immediately report this to the Oversight Committee.
- All activities undertaken at the Company must be carried out with the utmost diligence and professional judgement.
- Perform their duties according to their skills and the responsibilities assigned to them, protecting the prestige and good name of the Company at all times.
- Each professional and/or employee is responsible for knowing the current regulations governing their duties, recognising the potential risks and requesting advice from the Oversight Committee of the Company whenever deemed necessary.
- All promotions must respond to the principles of merit and ability defined in the job requirements, guaranteeing equal opportunities and fostering a culture based on merit.

## **7. Application of the Code of Ethics to Third Parties**

Based on their skills, all professionals and/or employees of the Company are responsible for:

- Offering adequate information on the obligations imposed by the Code of Ethics;
- Demanding that the obligations related to their activity are met;
- Adopting the internal and/or external initiatives necessary in the event of non-compliance by third parties with the obligations contained in the Code of Ethics;
- Drafting suitable policies and/or procedures for guaranteeing compliance with the Code of Ethics in their relations with third parties.

## **8. Conflicts of Interest**

All operations and activities must take place exclusively in the interest of the Company and in a legal, transparent and fair manner.

Moventia professionals and/or employees must avoid all situations and activities that may lead to a conflict of interest with the Company or interfere with their ability to act and decide impartially.

All professionals and/or employees are required to avoid conflicts of interest between economic, personal and family-related activities.

Any situation that may constitute a conflict of interest must be reported immediately to the Oversight Committee via the channels set up for that purpose.

## **9. Confidentiality and Personal Data Protection**

All professional and/or partner employees, executives and department managers are required to maintain absolute confidentiality with regard to all information relating to Moventia to which they may gain access by virtue of their work. This seeks to avoid the disclosure of confidential information, as well as any other information whose disclosure could harm the Company.

In the performance of their duties, all professionals must report and obtain prior authorisation from their superior regarding any requests they receive to release information about the Company and/or its workers. No response may be given to such requests without first obtaining proper authorisation.

All information, data or documents available to professionals for the performance of their duties, and all confidential information in general, is exclusively owned by Moventia and its business areas or the third parties with which Moventia has signed the corresponding agreements allowing it to use or know said information. It is therefore prohibited to disclose said information without express authorisation from the Company, or use the same for personal gain.

Moventia, its professionals and other external employees and partners undertake to respect the provisions contained in the Spanish Personal Data Protection Act at all times.

Under no circumstances may a breach of this *Code of Ethics* and/or the Spanish Personal Data Protection Act be justified by the creation of commercial advantages or gains for the Company.

## **10. Occupational Professionalism**

The Board of Directors and Senior Management of Moventia must set an example through their actions and set a high level of demand regarding compliance with this Code of Ethics and other ethical and regulatory standards.

Company employees and partners, both internal and external, must also foster correct conduct in both business and relations with the public authorities, regardless of the market or degree of business significance.

## **11. Acceptance**

This Code of Ethics and the rules contained herein apply to all Moventia professionals and employees. All members of Moventia must be informed of the existence of this Code of Ethics, which is available for consultation at any time via the Company website. Moreover, Moventia management will ensure that all employees read and understand the content of this document and expressly commit to compliance herewith.

Furthermore, whenever a new worker joins any company or branch of Moventia, they will be provided with our Code of Ethics, which the new worker will be required to read, understand and accept, signing a document to said effect. This signed document will be included in their employee file.

Any queries regarding the interpretation or application of this Code of Ethics should be addressed to the Oversight Committee.

Nobody, regardless of their position in the company, may ask an employee to contravene the provisions of this Code of Ethics. No employee may justify improper conduct by citing an order from a superior or ignorance of our Code of Ethics.

Furthermore, the Company will put the necessary mechanisms in place to ensure acceptance with the rules contained in this *Code of Ethics* by all professionals and employees, both present and future, as well as the distribution hereof to suppliers, trading partners and third parties.

Moventia guarantees and reserves the right to update the rules contained in this document based on the circumstances, and economic and social situation that may exist at any given time.

## **12. Entry into Force and Validity**

This Code of Ethics enters into force on 1 September 2017.

Hence, this Code of Ethics is applicable from the moment at which it is reliably communicated to all those required to comply herewith.

The specific responsibility for respecting this Code of Ethics and fostering adaptation and revision hereof according to those needs that may arise falls on the Oversight Committee of Moventia. To that end, the Oversight Committee of Moventia must promote all those amendments as may be necessary with the Board of Directors.

\*\*\*