



Practical guide
for members and
employees, customers,
suppliers and other
stakeholders

ULMA SERVICIOS DE MANUTENCIÓN

TERMINOLOGICAL CLARIFICATION

In order to improve the reader's understanding, it is necessary to specify that, throughout this guide, when we refer to "**ULMA**" or to the "**ULMA Group**", we are referring, in general, to the cooperative group made up of Grupo ULMA, S. Coop., ULMA Inversiones, S. Coop., their member cooperatives and their affiliates and subsidiaries. Each of these member cooperatives and their affiliated subsidiaries are collectively referred to as a "**Business**".

In this respect, when we refer to "**ULMA Servicios de Manutención**", we are referring to the Business formed by ULMA Servicios de Manutención, S. Coop. and its affiliates and subsidiaries.

When we speak of "**ULMA Servicios de Manutención people**", we refer interchangeably to directors, officers, partners or employees of any company belonging to the ULMA Servicios de Manutención Business.

When we talk about "**Compliance**", we are referring to the ULMA Group's Compliance System.

These definitions are intended to aid reading comprehension only and are provided solely for the purposes of this guide.





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In general terms, compliance means complying with a standard, whether this be a specification, an internal policy or a law.

In the real of business, compliance means the set of good practices and preventive controls to ensure regulatory compliance.

In this respect, regulatory compliance has been an integral part of ULMA's culture and values for 60 years. In particular, as part of the "doing things right" culture that our customers and suppliers have valued so highly since our inception.

Compliance at ULMA is, therefore, to continue this tradition and establish the necessary controls to ensure regulatory compliance in our increasingly large and complex organisations.

Compliance is also essential for making cooperatives more sustainable and achieving our goal of bequeathing to future generations a better ULMA Group than the one generously bequeathed to us by the people who came before us.

The directors and management of the ULMA Group and of ULMA Servicios de Manutención are unequivocally committed to this objective. We have therefore adopted a common Compliance System for all the ULMA Group companies.

As is appropriate for organisations of a significant size and an international organisational structure, this is a Compliance System with a degree of technical complexity.

In this regard, without prejudice to the fact that the people directly involved in the management of the Compliance System receive specific documentation and training, we wanted to draw up a guide for members and employees, suppliers, customers and other stakeholders.

The aim of the guide is to provide these groups with a practical approach so that they can know and comply with the basic rules when doing business in and/or with ULMA.

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1

COMPLIANCE

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1.1

THE ORGANISATION OF COMPLIANCE

In view of the legal and management independence of the ULMA Group's Businesses, Compliance has been designed based on a common architecture that each Business is responsible for applying and monitoring.

- In this respect, ULMA Servicios de Manutención has its own **Compliance Committee**, which is the body in charge of managing and supervising adherence to the Compliance System. The Compliance Committee is composed of managers who have no conflict of interest in this role. The Compliance Committee will report to the Governing Board (the cooperative's management body) and/or the Manager of ULMA Servicios de Manutención on the progress and results of the Compliance System.
- In order to provide the Compliance Committee with a reinforced degree of independence and to ensure a harmonious development of Compliance in the ULMA Group, there is a **Compliance Officer** at the ULMA Group level. The Compliance Officer participates in the ULMA Servicios de Manutención Compliance Committee meetings and contributes its knowledge and technical criteria.

Compliance Officer

A corporate official whose job is to ensure that a company is complying with regulations, and that its employees are complying with internal policies and procedures.

1.2

COMPLIANCE OBJECTIVES

ULMA's Compliance System is a set of obligatory common internal rules, with the aim of guaranteeing that ULMA Group entities and their employees act in accordance with current legislation and best business ethics practices.

This objective is defined as follows:

1. To provide all ULMA people with an action framework to be followed in the performance of their activities based on the highest standards of integrity, transparency and respect for legality;
2. To prevent or immediately detect unlawful or unethical conduct;
3. To establish a due diligence process that includes the appropriate mechanisms for identifying and assessing risks, preventing non-compliance and, where appropriate, detecting, reacting to and mitigating damage, thus safeguarding the liability of ULMA Group companies, as well as that of the ULMA people;
4. To reinforce the image, reputation and brand of the ULMA Group companies, making them a benchmark for Compliance in their sector of activity; and
5. To guarantee compliance by ULMA Group companies with the commitments made to their stakeholders or those that may be required by them in the future.



1.3

HOW DOES COMPLIANCE AFFECT ME?

For the **members and employees**¹ of ULMA Servicios de Manutención, in general, Compliance means acting in accordance with the internal procedures and controls established on the basis of the policies of the Compliance Systems and which are integrated into the existing business processes. (e.g. procurement procedure, quality procedure, etc.).

ULMA Servicios de Manutención partners and employees must, in addition to respecting the above procedures, internalise ULMA's culture of compliance and respect the policies and apply them (in accordance with their managers instructions). In particular ULMA Servicios de Manutención members and employees must respect and comply with the Code of Ethics.

For the **customers and suppliers** of ULMA Servicios de Manutención and other stakeholders, ULMA's Compliance System may imply carrying out certain verifications and controls aimed at guaranteeing that the appropriate relationship is conducted in accordance with the Code of Ethics and the rest of policies that make up the Compliance System.

¹ Without prejudice to the responsibilities that directors, managers and certain line managers may have under the Compliance System and which are covered by specific training.



1.4

SUMMARY OF COMPLIANCE POLICIES

ULMA's Compliance System is governed by a **Framework Document and General Compliance Policy**, which serves as the basis for ULMA's entire compliance model. There are also **Compliance Body Regulations** which set out the roles and obligations of the people involved in compliance management.

The most general policy area is the **Code of Ethics**, which aims to define the values and principles that should govern and guide our daily work both internally and with regard to customers, suppliers, competitors, public administrations and third parties in general. The Code of Ethics is obligatory for ULMA Servicios de Manutención people.

Of particular relevance is the **Crime Prevention and Anti-Fraud, Bribery and Corruption Policy**, which serves as a basis for the identification, assessment and prevention of the risk of crime and for the implementation of crime prevention programmes (CPP). It also establishes the basic principles for acting in the fight against fraud, bribery and corruption that the ULMA Servicios de Manutención people and its stakeholders must know and comply with.



There are also a number of other policies which, although they may be of general application, are aimed at the managers and directors of ULMA Servicios de Manutención.

Thus, there is a **Governance Policy**, which sets out, inter alia, the general principles under which corporate governance must be conducted.

There is also a **Legal and Contractual Policy**, which sets out, among other things, the general principle of regulatory compliance, the criteria for legal risk management and the general principles to be followed in contracts.

Lastly, there is also a **Policy Related to International Trade Sanctions and Embargoes**, which is intended to establish a procedure to prevent ULMA Servicios de Manutención from entering into business transactions with jurisdictions and/or persons that are subject to trade sanctions and/or embargoes imposed by the European Union, the United States of America and/or the United Nations, to the extent that the respective transaction falls within the scope of such sanction programmes and/or the entering into of the relevant transaction would violate the sanction programmes.



In addition, there is also a **Complaints Handling and Ethics Channel Regulations Manual** which, among other matters, establishes a process for receiving and resolving complaints submitted in relation to the Compliance System.

In this practical, public guide, we have chosen to set out the documents and policies that are of general application:

- A simplified version of the Code of Ethics to make it easier to understand and use;
- A summary of the basic anti-fraud, anti-bribery and anti-corruption principles; and
- General aspects of the Ethics Channel.

A blue book with the word 'ETHICS' printed in white on its spine. The book is lying flat on a light blue surface. A red bookmark is visible at the bottom of the pages. The background features abstract, overlapping curved shapes in shades of blue and green.

ETHICS



CODE OF ETHICS



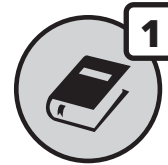
The Code of Ethics outlines the **values and principles that should govern and guide the daily work at ULMA Servicios de Manutención**, both internally and in relation to customers, suppliers, competitors, public administrations and third parties in general. It is of an obligatory nature for ULMA Servicios de Manutención' people.

Basic principles for action:

All the activities of the people of ULMA Servicios de Manutención, within the framework of their work, shall be governed by:

- **Professionalism**, which is to act diligently, responsibly, efficiently and with a focus on excellence, quality and innovation.
- **Integrity**, which is to act loyally, honestly, in good faith, transparently, objectively and in line with ULMA's interests and with its principles and values as set out in the Code of Ethics.
- **Self-monitoring**, which means that any action they take must be based on three basic premises: (i) that the activity is ethically acceptable; (ii) that it is legally valid; and (iii) that it is desirable for ULMA.

RULES OF CONDUCT



1 **Regulatory compliance**

The people of ULMA Servicios de Manutención will comply with the law in force in the place where they carry out their activity, and will observe the provisions of this Code of Ethics, the rules of the Compliance System, the applicable external and internal regulations and the procedures and rules that regulate the activity of ULMA Servicios de Manutención.



2 **Non-discrimination and equal opportunities**

ULMA Servicios de Manutención promotes non-discrimination on the grounds of race, colour, nationality, social origin, age, sex, marital status, sexual orientation, ideology, political opinions, religion or any other personal, physical or social condition of its members and employees, as well as equality of opportunity among them.



3 **Internal relations**

ULMA Servicios de Manutención considers the people who make up its organisation to be a key factor and, as such, promotes and defends compliance with the human and labour rights of people, committing itself to the application of regulations and good practices in terms of employment conditions, health and safety in the workplace, as well as promoting measures to achieve a work-life balance.

4 Third-party relations



Customers

ULMA Servicios de Manutención, offering a quality of services and products equal to or higher than the legally established requirements and quality standards, to compete in the market and to carry out marketing and sales activities based on the merits of its products and services, always applying rules of transparency, information and protection.



Suppliers

ULMA Servicios de Manutención' relationship with suppliers of goods and services must always be lawful, respectful, transparent and ethically acceptable.



The decision to select suppliers will be based on quality and cost criteria, avoiding favouritism or interests unrelated to those of the ULMA Group or ULMA Servicios de Manutención.



Competitors

ULMA Servicios de Manutención undertakes to compete fairly in the markets and shall not engage in misleading or deceptive advertising or denigration of its competitors or third parties, nor shall it engage in any conduct that may constitute unfair competition. Also, ULMA Servicios de Manutención, will promote free competition.



Public Administrations

ULMA Servicios de Manutención people will interact with public authorities and institutions in a lawful, ethical, respectful and compliant manner in line with the legal provisions for the prevention of corruption and bribery.



5 Media, social networks and public outreach events

The ULMA Servicios de Manutención people may not publish any information or make any public appearances on behalf of ULMA Servicios de Manutención without the prior approval of the ULMA Servicios de Manutención Manager. Exceptions to this ban are communications and/or interventions made in the ordinary course of business or with an exclusively technical or commercial content.

The use of social media by ULMA Servicios de Manutención people must respect the rules contained in the Code of Ethics and be governed by the principles of prudence and institutional loyalty.

ULMA Servicios de Manutención people will take special care in any participation at professional conferences, seminars or any other event with public dissemination and in which they will take part as members of ULMA Servicios de Manutención, checking in advance that their message is aligned with that of ULMA Servicios de Manutención.



6 Presents and gifts

ULMA Servicios de Manutención people may not give or accept gifts, presents or hospitality (such as business meals, cultural invitations, sporting events, etc.) in the course of their professional activity, except where the following circumstances occur simultaneously:

- They do not unduly affect the independent decision-making of ULMA Servicios de Manutención or of third parties;
- They are not prohibited by law;
- They do not compromise the reputation of ULMA Servicios de Manutención or of third parties;
- They are in accordance with generally accepted business practices; and
- They are of a reasonable cost.

Where there is doubt as to what is acceptable, the offer should not be made or should be declined or, where appropriate, referred to the Compliance Committee. Also, if gifts, presents or hospitality are received or given, they must be reported to the Compliance Committee.





7 Preventing corruption

ULMA Servicios de Manutención people may not, directly or through any intermediary, offer or grant or solicit or accept unjustified benefits intended to gain an advantage, present or future, for the ULMA Group, ULMA Servicios de Manutención, for themselves or for a third party. Acts of bribery, which are expressly prohibited, include the offer or promise, directly or indirectly, of any kind of improper advantage, any instrument of concealment, as well as trading in influence.



8 Conflicts of interest

Professional decisions shall be based on the best interests of ULMA Servicios de Manutención and shall not be influenced by the private interests of the ULMA Servicios de Manutención people.

In connection with potential conflicts of interest, the ULMA Servicios de Manutención people shall observe the following general principles of conduct:

- Act at all times with professionalism, with loyalty to the ULMA Group and ULMA Servicios de Manutención and independently of own or third party interests.
- Refrain from intervening in or influencing decisions that may affect ULMA Servicios de Manutención where there is a conflict of interest.
- Inform their hierarchical superior of any conflicts of interest in which they are involved, prior to carrying out the business transaction.



9 Business opportunities

The ULMA Servicios de Manutención people may not take advantage of business opportunities that have been offered to the ULMA Group or ULMA Servicios de Manutención for their own benefit or for the benefit of a person related to them unless:

- The ULMA Group or ULMA Servicios de Manutención have declined to exploit the opportunity without the influence of the professional; or
- The ULMA Group or ULMA Servicios de Manutención, where appropriate authorise in writing in advance the use of the business opportunity by the professional.

ULMA Servicios de Manutención people may not use the name of the ULMA Group or ULMA Servicios de Manutención nor rely on their status as a member thereof, to carry out transactions on their own behalf or on behalf of any person related to them.



10 Use of resources

No person may use the computer equipment made available to them to install or download programmes, applications or content, the use of which is illegal, which contravenes ULMA Servicios de Manutención' rules or which may damage its reputation or the security of its systems.

**11 Legal and contractual policy**

In their relations with third parties, ULMA Servicios de Manutención people shall act in full compliance with the Legal and Contractual Policy in force at any given time, in accordance with the instructions of their line managers.

**12 Health and safety at work**

ULMA Servicios de Manutención promotes an occupational health and safety programme and has adopted the preventive measures established in this regard under current legislation and will adopt any others that may be established in the future. ULMA Servicios de Manutención people will comply strictly with occupational health and safety regulations, with the aim of preventing and minimising occupational hazards.

**13 Protection of intellectual and industrial property**

ULMA Servicios de Manutención is committed to the protection of its own and others' intellectual and industrial property. ULMA Servicios de Manutención people shall adopt the necessary measures to protect ULMA's intellectual and industrial property and shall refrain from any action that may affect it for their own benefit or for the benefit of others.



14 The Environment

ULMA Servicios de Manutención carries out its activities in an environmentally responsible manner, meeting or exceeding the standards established in the relevant environmental regulations and minimising the impact of its activities on the environment. ULMA Servicios de Manutención people adopt behavioural guidelines such as minimising waste and pollution, conserving natural resources and promoting the saving of energy.



15 Personal data

ULMA Servicios de Manutención respects the privacy and intimacy of the people whose personal information it holds, and undertakes to process it in compliance with the various legal, technical and organisational requirements that may be applicable. ULMA Servicios de Manutención people are prohibited from processing personal data without proper right.



16 Confidentiality

Non-public information that is the property of ULMA Servicios de Manutención shall, in general, be considered as information for internal and confidential use and shall in all cases be subject to professional secrecy, and its content may not be disclosed to third parties, except in the normal course of their work, profession or duties and provided that such third parties are subject, legally or contractually, to an obligation of confidentiality.

A large, black, stylized number '3' is enclosed within a circular graphic composed of three overlapping, slightly offset circles.

BASIC PRINCIPLES OF ACTION AGAINST FRAUD, BRIBERY AND CORRUPTION



The principle of “**zero tolerance**” towards criminal acts is absolute and takes precedence over any financial gain for ULMA Servicios de Manutención or its members.

In particular, **the following conducts are prohibited:**

- The use of improper and inappropriate practices to obtain any economic benefit and/or unlawful or irregular commercial advantage, not even in the event that it may be considered to be acting for the benefit of the ULMA Group and ULMA Servicios de Manutención or for the personal benefit of its members and/or third parties with whom they have dealings;
- Carrying out or participating in actions that violate the principle of legality and knowingly collaborating with third parties in the violation of any law.

To prevent such conduct, ULMA Servicios de Manutención has adopted internal controls.

Without prejudice to any internal controls, the guidelines for preventive action in the fight against fraud, bribery and corruption, whatever the area of business activity, are as follows:



1 Duty to consult in advance

If there is any doubt as to whether an action of a person at ULMA Servicios de Manutención could constitute fraud or corruption, the people concerned must first consult the Compliance Committee in writing. The Compliance Committee may seek the opinion of the General of ULMA Servicios de Manutención as well as the Group Compliance Officer.



2 Duty to report

ULMA Servicios de Manutención people have a duty to report any action or omission that could be construed as fraud or corruption, or any other offence, of which they are aware, in accordance with the terms set out in the Manual for the Management of Complaints and Ethics Channel Regulations.

According to the Manual for the Management of Complaints and Ethics Channel Regulations, ULMA Servicios de Manutención people who report any incident in good faith will not be subjected to any retaliation and/or harassment, disciplinary or moral, for and as a consequence of having reported the possible commission of illegal or illicit acts, but rather it will be valued as an act of collaboration and assistance.

A large, abstract graphic composed of overlapping curved bands in shades of blue and green, with a background of fine, concentric white lines, arching across the top of the page.

4

ETHICS CHANNEL



The **Ethics Channel** is a conduit that is made available to all ULMA Servicios de Manutención people to allow:

- The submission of queries about the interpretation or operation of the Compliance System.
- The reporting of internal complaints about conduct that could reasonably constitute a material breach of the Compliance System by ULMA people.

The Ethics Channel is managed by the ULMA Servicios de Manutención Compliance Committee which acts independently and autonomously.

ULMA Servicios de Manutención people who have knowledge or reasonable suspicion of the commission of a Compliance System violation by persons at ULMA Servicios de Manutención **must file a complaint**, provided that such facts affect the relationship of the person reported with ULMA Servicios de Manutención or the business activity of ULMA Servicios de Manutención.

Complaints should be sent to the ULMA Servicios de Manutención Compliance Committee in writing or by e-mail to the following addresses:

- ULMA Servicios de Manutención, S. Coop.
Otadui, 8. 20560 Oñati (Gipuzkoa)
- compliance@manutencion.ulma.es



The complainant shall be entitled to the following rights, guarantees and protections:

1. **Continuous support.** The Compliance Committee and the Compliance Officer shall provide ongoing support and assistance to the complainant during the handling of the case and, if necessary, after its resolution.
2. **No reprisals.** A good faith complaint shall not give rise to any reprisals against the complainant.
3. **Confidentiality.** The identity of the complainant shall remain confidential.
4. **Personal data protection.** The management and, where appropriate, transfer of personal data to which access is obtained in connection with a complaint shall be conducted in accordance with the legislation in force on the protection of personal data.

By default, the Compliance Committee will be the body in charge of investigating and managing any complaints submitted.

The above rights and guarantees are subject to compliance by the complainant with the following obligations:

1. **Good faith.** Refrain from making bad faith, false or malicious complaints, from deliberately or knowingly communicating incorrect or misleading information, from concealing or omitting information or documentation relating to the complaint or alleged infringement and, in general, from acting in good faith throughout the complaint process.
2. **Formalities.** First file an internal complaint with the appropriate Compliance Committee and refrain from making any public disclosures.
3. **Cooperation.** Provide any documentation or information that is required in the course of the proceedings.
4. **Confidentiality.** Without prejudice to the rights that the complainant has in accordance with the law, the complainant shall maintain confidentiality with regard to the handling of the case and the alleged issues.



KEY CONTACTS

Compliance Officer

Virginia Valls

complianceofficer@ulma.com

ULMA Servicios de Manutención Compliance Committee



Otadui, 8. 20560 Oñati (Gipuzkoa)



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Legal notice:

This guide is a practical summary of the Compliance System approved by Grupo ULMA, S. Coop. and is for information purposes only. Any persons who have responsibilities or obligations under the Compliance System shall fulfil them in accordance with the original documents provided to them. ULMA Servicios de Manutención, S. Coop. has adopted the ULMA Group's Compliance System model, which it has made its own through the appropriate resolutions passed by its governing body, without prejudice to its legal independence and management autonomy in accordance with the provisions of current legislation and its Articles of Association.