CRIMINAL COMPLIANCE AND MANAGEMENT SYSTEM

CRIMINAL COMPLIANCE POLICY.

NOVEMBER 2018 UPDATE

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1. Objective and Scope of the INCATEMA GROUP Criminal Compliance Policy

This *Criminal Compliance Policy*, together with the Code of Conduct of the INCATEMA GROUP, applies to the entire group of companies, and ratifies ***the desire of INCATEMA CONSULTING & ENGINEERING to maintain conduct that respects both the regulations in force and its own ethical values,*** defining for this purpose its framework of ***principles as regards criminal compliance***.

This *Policy* takes into account not only the interests of the *Group*, but also any demands that might be raised by its *Stakeholders*, and its ***determination not to tolerate within the Group any conduct that could constitute a criminal offence***. This Policy requires the utmost commitment on the part of the *Governing Body* and *Senior Management*, in addition to the other *Members of the Organisation*, in order to comply with the terms here set out.

2. Intended Recipients, and Criminal Risk Activities

The intended recipients of the Policy are all employees of the Group, irrespective of the form of contract establishing that relationship, the position they hold, or the geographical scope within which they perform their work, who are bound by the provisions of this Criminal Compliance Policy, which they must accept in accordance with the good faith governing their contractual relationship.
Application affects the entire Group. Observance and application of the Policy shall be binding both on employees and on the executives of the legal entity. It shall likewise apply to any persons or enterprises performing commercial activities for the Group and connected to it by means of commercial ties, to the extent that they are involved in productive processes entailing criminal risks as covered by this Criminal Compliance Policy.
In order to ensure acceptance of and compliance with this Policy on the part of suppliers, contractors, commercial agents, collaborators or entities attached to the Group, they shall in all cases be informed of the contents hereof and their obligation to accept the Policy prior to the formalisation of a supply or service provision agreement, and shall likewise be informed of the possibility of the agreement being repudiated in the event of non-acceptance or a serious breach of the Policy.

All external service providers and collaborators and agents of the Incatema Group must understand and apply this Criminal Compliance Policy in their relationship with the Group, such that the operations that they perform in connection therewith strictly comply with the terms set out in this Policy.

The Group shall be responsible for providing all intended recipients of the Programme with the necessary resources so as to understand and comprehend its contents, to facilitate compliance and to contribute to respect for the operational principles contained therein.

The Group periodically analyses those activities entailing a risk of the commission of criminal offences or unlawful acts or criminal risks, and properly informs stakeholders of this study in order to mitigate said risk.

3. Compliance Function

The compliance function is an essential element, responsible for tasks of prevention, detection and management of compliance risks. This function is performed by the Compliance Officer, who reports directly to the Board of Directors of the company, as an autonomous and independent body.

A specific channel of communication is in place for communication with the Compliance Officer: compliance@incatemaconsulting.es .

4. Mandatory Status and Responsibility for Compliance with the Policy

Compliance with all stipulations, guidelines and rules contained in this Policy is mandatory for each and every one of its intended recipients, and for all third parties that agree to subscribe to it.

For its part, the Incatema Group must concern itself with the implementation and promotion of compliance with this Policy and its values by establishing a Code of Conduct, imposing a demand for ethical behaviour and regulatory compliance, and constituting exemplary conduct.

All intended recipients of this Policy must ensure that their decisions are aligned with it and the values it promotes. They must to this end identify those persons that could be affected by their activities or decisions, and consider their demands.

They must ensure that they act in coordination with the different supervisors, respecting documentation systems, communicating situations of risk, participating in the review of behavioural standards, prevention and mechanisms for the promotion of compliance, and also training, oversight, the Whistleblowing and Improvement Channel or, ultimately, the penalty regime.

Responsibility for compliance with the Policy lies with:

- The Governing Body.
- The Compliance Body.
- Senior Management and directors.
- Middle management and employees.

In those cases in which in the interests of optimal operability the Supervisory Body deems it appropriate or necessary to delegate the functions entrusted to it, it must inform senior management thereof in writing, stating the identity of the person that is to take on said functions.

5. Code of Conduct and Disciplinary System

This Criminal Compliance Policy establishes a Code of Conduct expressing the set of standards and general principles of corporate governance and personal conduct that apply to all members of the Incatema Group.

This Policy likewise establishes a procedure for response in the event of the commission of an offence by its intended recipients. The Whistleblowing and Improvement Channel is likewise established, to be used to communicate all incidents to the Supervisory Body, which shall be responsible for the examination thereof, and also for disciplinary aspects.

6. Training, Monitoring and Communication

In its commitment to **Training**, and in order to ensure that the members of the Incatema Group have the required tools and knowledge to apply this Criminal Compliance Policy in the performance of their functions and professional responsibilities, the Group shall take it upon itself to deliver sessions conducted by legal consultants specialising in the field.

Over the course of said sessions, a series of documents explaining the Criminal Compliance Policy introduced by the Group will be handed out.

Monitoring shall be performed by the Supervisory Body, using methods based on measurement, analysis and evaluation, as applicable, in order to obtain valid data.
The Incatema Group must in this regard implement and update a procedure so as to gather relevant information as to the implementation of compliance with the Criminal Compliance Policy. Said information may be gathered by the Members of the Group, and also the Intended Recipients of this Policy.

The Incatema Group is committed to conducting all **communication** necessary as regards the Criminal Compliance Policy. The contents thereof may concern both any modifications that might have been made to the Criminal Compliance Policy, and any possible new offences attributable to the execution of occupational functions, and changes in risk assessments. Various forms of communication may be added to the above cases if they are seen as necessary in order to comply with a proper culture of Compliance at the Group.

The Supervisory Body of the Company shall be responsible for conducting said communication. The method of communication employed by the Group to address the Members of the Company as a whole shall be by email. Notwithstanding the above, the choice of method may likewise be modified in accordance with the possible impact of the modification.