






	<p><b>Business Partner Code of Conduct</b></p>	<p>13/04/2020</p> <p>Version: 00</p>
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# CODE OF CONDUCT

## BUSINESS PARTNERS

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## 1. INTRODUCTION

The purpose of this **CAPSA CODE OF BUSINESS CONDUCT** (hereinafter, the **CODE**) is to reflect and preserve the high standards of conduct that have been, and are, part of CAPSA's culture and way of doing business.

Acting in the Spanish and international markets, especially when business is carried out in different cultural environments, requires transparent patterns and compliance with the provisions of various laws, guaranteeing competitiveness and *fair play* in the market.



CAPSA is highly concerned about its reputation and credibility and with the ethical principles that guide its actions. CAPSA therefore works to maintain its image as a solid, ethical and trustworthy entity, undertaking to fully comply with the laws and regulations that affect its organisation and its operational practices.

Understanding that it must share its values and principles and guide business partners on matters of compliance, ethics and transparency, CAPSA has defined this **CODE** and shares it with them, expecting that they act in accordance with rigid compliance with internal and external regulations that affect them, especially in contractual relationships maintained with CAPSA.

The ethical standards in this **CODE** are closely linked to CAPSA's vision, strategy and corporate values and aim to provide guidance to all suppliers, customers, collaborators, agents, contractors, subcontractors, representatives, investors and other business partners who act on behalf of CAPSA or are linked with the organisation.

When analysing this **CODE**, the following aspects must be taken into account:

- ***This CODE reflects CAPSA's values.*** CAPSA's **Board of Directors** and **General Management** have approved this document. CAPSA takes compliance very seriously and is firmly committed to ensuring the implementation of the **CODE** in all of its operations. Any waiver of the provisions of this **CODE** must be in writing.
- ***This CODE may be modified.*** CAPSA is committed to regularly reviewing and updating its policies and procedures. In such case, it will immediately communicate the changes to business partners.
- ***Compliance with this CODE is expected.*** CAPSA's business partners are expected to comply with all applicable laws, regardless of whether or not they are expressly mentioned herein.
- ***Questions are encouraged.*** Please don't hesitate to contact the CAPSA Compliance Committee if you have any questions or issues related to compliance with laws or internal regulations. Contact details appear at the end of this document.
- ***Actual or potential infringements must be reported.*** If you suspect or believe that this **CODE** has been infringed, is being infringed or may be

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infringed, you must immediately contact the CAPSA Compliance Committee or use its Whistleblowing Channel (access to which also appears at end of this document).

- ***Retaliation will not be tolerated.*** CAPSA does not tolerate any member of its business partner organisations retaliating, discriminating or undertaking other harmful employment measures for reporting actual or potential infringements of the provisions of this **CODE** in good faith.

CAPSA always works in a manner consistent with its reputation as an honest and trusted business partner. It therefore ensure that obligations to its partners are clear, adequately documented and understandable by all stakeholders.

CAPSA demands cordiality, trust, respect, dignity and honesty in relationships among its members and business partners, regardless of any hierarchical position, role or responsibility.

CAPSA employees who work with third parties also ensure that these groups agree to comply with the relevant aspects of this **CODE**.

CAPSA's Board of Directors has approved and maintains a COMPLIANCE Policy that establishes the values defined in this **CODE** and that expresses the organisation's intention and commitment to develop compliance plans and systems in its activities.



This Policy is available to all business partners and third parties that require it, on its website: [www.capsafood.com](http://www.capsafood.com)

On behalf of CAPSA's Board of Directors and General Management, thank you for the time and attention dedicated to this important matter and for your continuous support to the commitment to ethics and compliance.

## 2. WHO IS AFFECTED BY THIS CODE?

CAPSA's suppliers, contractors, subcontractors, agents, intermediaries, brokers, customers, advisers, distributors, representatives, investors, business alliance partners, consortium members and other business partners are expected to read and understand this **CODE** and agree to abide by it with the minimum standards set forth herein.

It is also business partners' responsibility to disclose the existence of this **CODE** and its provisions, disseminating the values contained therein to their own executives, shareholders, members and respective suppliers and/or partners and ensuring that the ethical principles mentioned herein are effectively practiced by the entire company.

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### 3. COMPLIANCE WITH THE LAW

CAPSA undertakes to comply with the laws and regulations that affect the company and its operational practices, and it expects business partners to do the same, especially regarding contractual relationships maintained with CAPSA.

It also respects the highest ethical standards pursuant to international standards and encourages those who act on its behalf or that maintain a relationship with it to behave in the same way.

#### 3.1. Business integrity and corruption prevention

Everyone must respect the rights of customers, suppliers and competitors and relate with them fairly. In this sense, CAPSA believes that business partners must ensure meritocracy and fair competition in the markets, adopting, in the exercise of their activities (especially in relation to contractual relations with CAPSA), honest conduct, strict observance of applicable laws, respect for human rights, the environment and the ethical standards of society.

They must also comply with all laws and other applicable regulations in each country or region in which they operate, observing the highest standards of honesty and integrity, avoiding situations that may appear suspicious.

Specifically, CAPSA does not admit any practice related to corruption. Business partners are prohibited from promising, offering, authorising or giving, directly or indirectly, any undue payment or advantage to agents or public officials and/or to persons in the private sector or to third parties related to the above, in order to influence any act or decision to promote its own or CAPSA's interests.

The responsibility indicated in this **CODE** also applies to adopting the appropriate measures when there is knowledge of irregularities practiced by third parties that may compromise CAPSA's name or interests.








Business partners are responsible for the damages generated by the practices and acts of their business partners and that affect or may affect CAPSA. CAPSA's business partners must therefore also ensure the correct selection of their business partners.

#### 3.2. Bribery prevention. Hospitality, donation and similar benefits policy

This policy constitutes a minimum compliance standard applicable to all CAPSA business partners.

CAPSA has zero tolerance for bribery and is committed to acting professionally, impartially and with integrity in all of its activities, wherever it operates.



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For the purposes of this **CODE**, “gift” means any type of attention, favour or compensation, either monetary or in kind, made or received by an employee or manager of CAPSA or business partners.

Giving or accepting invitations, promotional expenses, gifts, etc. are not generally considered acceptable.

Giving or accepting gifts, courtesies or other benefits must always be in accordance with local law and business practices.

In general, gifts, courtesies or other benefits must not be requested in the name of CAPSA or in respect to any activity or contractual relationship maintained with CAPSA.



CAPSA also expressly prohibits giving or receiving gifts, courtesies or other benefits to public or government officials, authorities, political parties and the like.

Specifically, CAPSA's business partners must:

- Be sure to read, understand and comply with this policy and any additional information issued in connection with it.
- Not use gifts and/or any kind of benefit with respect to any third party to influence the commercial relationships in which CAPSA is involved, including business expectations. Such influence refers to the creation of any advantage or treatment difference by the third party.
- Avoid any activity that could suggest or lead to infringement of this policy. In this sense, preventing, detecting and reporting bribes and/or any other crimes is the responsibility of all those who work with or on behalf of CAPSA.
- Give or accept gifts and/or other benefits that are contrary to any legislation, regulation and/or rule, whether external and general or internal and proprietary to CAPSA.
- Adhere to the following prohibitions:
  - It is expressly forbidden to accept personal financial aid of any kind from a third party with respect to the contractual relationship with CAPSA, except that which comes from a financial institution acting in its ordinary activity and with non-exceptional or singular criteria.
  - Acceptance of cash is prohibited.
  - It is prohibited to accept leisure trips or entertainment of any kind for the members of business partners and/or any family member who are paid by third parties with direct or indirect economic relations with CAPSA.
- Report, through the CAPSA Whistleblower Channel, any irregularity that is detected or suspected as soon as possible, if it is considered that an infringement of this CODE has occurred or that it may occur in the future. *For example, if a customer indicates the need for a gift or payment to secure business in which CAPSA intervenes or is/will be a part of.*

### 3.3. Environmental matters

The products and operations of business partners must comply with environmental laws, regulations and permits related to atmospheric emissions, discharges in all forms and

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the management, treatment and disposal of chemical substances, including hazardous waste.

It also encourages them to minimise or eliminate the adverse environmental impact of their products and operations, contributing to environmentally sustainable development, and to implement programmes to ensure that the activities carried out meet or exceed legal requirements.

CAPSA is therefore committed to fully complying with all applicable environmental laws and regulations and expects that business partners will be an example of such behaviour. Employees' work practices must respect said regulations, as well as the corresponding policies and procedures established for this purpose.

## 4. EMPLOYMENT PRACTICES

CAPSA respects and promotes human rights in its activities and in business and employment relationships. CAPSA only allows business relationships to be established with business partners who respect human rights and observe labour legislation and the principles and values listed throughout this section.

It also demands that business partners strictly comply with the labour laws in the locations where they operate and that they observe the prevailing collective agreements and conventions.

Specifically, CAPSA does not tolerate, allow or agree, in any process related to its activities, with forced labour, with degrading or conditions analogous to slave labour and/or child labour, sexual exploitation of children or adolescents, or human trafficking. CAPSA therefore does not sign or maintain commercial relationships with those who use irregular and/or illegal practices that involve this type of crime.


### 4.1. Health and safety

Business partners must make a fundamental commitment to protecting the health and safety of employees and the communities in which they operate and to take all necessary measures to prevent workplace-related injuries and illnesses.

Therefore, the workplaces in which they operate must comply with all pertinent health and safety standards and must be exempt from recognised risks that could cause injury, illness or death of people who carry out their duties in said areas.

CAPSA's business partners must provide their members with decent working conditions also with regard to the hourly load and remuneration, which must be fair, decent and based on objective evaluation criteria, providing the legally determined benefits.

Employees have the responsibility to carry out their tasks safely and efficiently and pay attention to conditions or practices in the workplace that could create undue risks for other people or the environment.

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To eliminate possible risks, and in relation to activities or operations carried out jointly with CAPSA, business partners must immediately inform CAPSA about unsafe conditions and correct any dangerous actions that are observed or performed as soon as possible.

#### 4.2. Equal employment opportunities and prohibition of discrimination

CAPSA demands non-tolerance of discrimination based on colour, ethnicity, religion or belief, age, gender, disability, sexual orientation, nationality, social class, physical characteristics, marital status, political conviction, union affiliation or any other condition protected by applicable laws.

All employees have the right to work and participate in employer-sponsored activities in an environment free from harassment, victimisation, hostility and intimidation.

CAPSA demands respect for the individual right of people with regard to political and union participation. Business partners must therefore recognise and respect the freedom of association of their own members.

#### 4.3. Threats and violence

People's safety is of utmost importance to CAPSA.

Its members may not carry out acts of violence or other intentional acts that may harm other people or property in the company's facilities, a prohibition that is extended to the members of business partners.


Similarly, these individuals may not, in the workplace, make intimidating or threatening remarks or behave in a manner that poses a threat to the personal safety or property of another person.

Harassment, violence or threats of violence must be reported immediately, pursuant to the guidelines in this **CODE**.

Whenever legally enforceable, CAPSA prohibits, on the organisation's premises, on the properties that it rents and/or that it owns and on any other in which its members carry out their activity: possession, concealment, use or transfer of firearms or knives of any other type, as well as explosives or other devices that are primarily used to cause harm.

## 5. MONEY LAUNDERING AND TERRORISM FINANCING



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CAPSA complies with legal provisions to prevent money laundering and terrorism financing and audits its activity in this area, undertaking not to establish relationships with people or entities that do not comply with said legislation or that do not provide adequate information in relation to its compliance.

It therefore demands full compliance by business partners of the applicable regulations on the prevention of money laundering and terrorism financing, implementing the corresponding measures on this matter to avoid possible non-compliance.

## 6. CONFIDENTIALITY

All matters related to CAPSA must be addressed by business partners with secrecy, confidentiality and protection of intellectual property rights.

Protecting confidential information is essential to the success of CAPSA and the business relationships it maintains with business partners, including confidential information about them, about its members and about customers.








Access to CAPSA information must be limited to that strictly necessary, and its use must be limited to the specific purpose of supplying goods or providing the service.

Information assets regarding which this duty of confidentiality must be maintained may include, although are not limited to, for example:

- Customer data and their product needs.
- Patents, trademarks, licences and other types of intellectual property.
- Financial data not available to the public.
- Information on acquisitions and pending joint ventures.
- Strategies for presenting offers, pricing and sales.
- The terms of the agreements undertaken with CAPSA.
- Operational strategies.

CAPSA's confidentiality policy is based on these core aspects:

- ***CAPSA entrusts confidential business information to its members and partners so that they can carry out their work successfully.*** This confidential information is the property of CAPSA and is only used for corporate purposes. Maintaining the confidentiality of registered business information and trade secrets is essential for success and growth, as well as for maintaining the company's reputation and relationships with customers, vendors, suppliers and other business partners. Because theft and negligence directly impact CAPSA's profitability and image and may violate laws, business partners are expected to ensure that CAPSA's assets that they manage during the contractual relationship are used only for legitimate business purposes. Upon termination of the relationship with CAPSA, all records and equipment that have been provided for such purpose must be returned pursuant to contractual terms and applicable laws.

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- **CAPSA is committed to protecting confidential information in any format.** Confidential information may be presented or stored in various formats, including, for example, printed documents, cloud storage services, emails, information on hard drives and other electronic storage devices. Whatever the storage method, business partners must respect the data contained therein.
- **The obligation to preserve confidential information continues even after the contractual relationship with CAPSA ends.** If, for any reason, the relationship between CAPSA and the business partner ceases, the latter may not disclose the confidential information obtained during it to third parties.

Business partners' members are prohibited from using CAPSA's assets or information to obtain undue personal benefits, or to use, for illegal purposes, CAPSA's assets that are made available to them during the contractual relationship.

## 7. COMPETITION AND FAIR TRADE

No one, in the course of their business or commercial relationship with CAPSA, may unfairly benefit from other persons or organisations through manipulation, concealment, abuse of confidential information, misrepresentation of relevant facts or other intentional unfair practices.

In general, antitrust and competition laws prohibit agreements or deals between actual or potential competitors to set or control prices, manipulate bids, boycott specific suppliers or customers, limit production and sales of product lines, or assign markets and/or customers. Other laws prohibit controlling the reseller price of distributors and merchants, discrediting a competitor, making false statements about company products, stealing trade secrets or offering or paying bribes or gifts.








Compliance with these laws is strongly enforced and failure to comply could lead to significant fines for CAPSA and for business partners, as well as imprisonment of members of both organisations.

Through this **CODE**, it is prohibited to steal registered information, obtain trade secrets without the owner's consent or induce disclosure of registered information by past or current employees of other companies. Also, in general, these actions are illegal.

## 8. PREVENTION AND ACTION

Within its Compliance and Prevention Management System, CAPSA establishes due diligence measures to demand application of the minimum criteria established in this **CODE** to all business partners, as well as those necessary to detect possible breaches.

CAPSA will act with the utmost forcefulness when breach of the **CODE** by a business partner is detected, arbitrating all possible means to end any type of commercial or business relationship without prejudice to communication to the competent authorities.

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## 9. QUESTIONS AND QUERIES

If you have any query, dilemma or question regarding this **CODE** or its application or interpretation, CAPSA's COMPLIANCE COMMITTEE will be happy to assist you via the following email address:

### COMPLIANCE COMMITTEE

[canaletico@capsafood.com](mailto:canaletico@capsafood.com)

## 10. ACTION IN CASE OF QUERIES OR COMPLAINTS

If you become aware of possible infringements of this **CODE** or CAPSA's policies and/or the commission of any crime in the course of your relationship with CAPSA, you must immediately inform CAPSA.

A Whistleblowing Channel has thus been established that allows confidential submission of concerns and complaints in good faith.

### WHISTLE-BLOWING CHANNEL

[www.capsafood.com](http://www.capsafood.com)

[https://capsafood.intedyacloud.com/canal\\_denuncias/](https://capsafood.intedyacloud.com/canal_denuncias/)