
URÍA MENÉNDEZ

Principles underlying the Code of Conduct of
Uría Menéndez Abogados, S.L.P.

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1. Ethical and professional standards at Uría Menéndez

The fundamental ethics of Uría Menéndez S.L.P. (“**Uría Menéndez**” or the “**Firm**”) are honesty, decency, respect for the rules of professional conduct and human rights and in-depth, rigorous analysis of the law to most appropriately defend our clients .

These ethical principles may be summed up in a single sentence: the Firm’s professionals must pursue excellence in their work while complying with the law and the highest ethical standards.

Uría Menéndez fully complies with the rules on professional ethics that govern the legal profession. The rules depend on where the legal services are rendered and are set out in the following legislative texts: the Code of Ethics of the Spanish Legal Profession (*Código Deontológico de la Abogacía Española*), approved in the Plenary Session of the General Council of the Legal Profession in Spain on 6 March 2019; the Code for the Legal Profession in Catalonia (*Código de la Abogacía Catalana*), approved by Ministry of Justice Order 110/2019 and published on 30 January 2019, the General Statute of the Spanish Legal Profession (*Estatuto General de la Abogacía Española*) approved by Royal Decree 658/2001 of 22 June; the Statute of the Portuguese Bar Association (*Estatuto da Ordem dos Advogados*), approved by Law 145/2015 of 9 September, and the CCBE Code of Conduct approved in the Plenary Session of the Council of Bars and Law Societies of Europe (*Conseil des Barreaux de l’Union Européenne CCBE*) on 28 October 1988.

The rules derive from a set of values that are inherent to the legal profession, according to which the following are fundamental principles of legal practice: independence, professional secrecy, honesty, integrity, loyalty, diligence, truthfulness and the duty to act as guarantors of the legal system.

2. Uría Menéndez's Code of Conduct

The Firm has an internal Code of Conduct which contains all the general rules and ethical standards of Uría Menéndez. The rules provided below are especially important.

2.1. HUMAN RIGHTS

Human rights are rights inherent to all human beings regardless of race, colour, sex, language, religion, political or other opinion, national or social origin, property, birth, sexual orientation, gender identity, or other status. All human rights are interrelated, interdependent and indivisible.

The Firm's Human Rights Policy sets out its commitment to respect, protect and the enjoyment of human rights as enshrined in the main international human rights treaties ratified by the countries in which the Firm operates and rejects all forms of discrimination including those based on age, race, sex, religion, disability, political ideology, sexual orientation and gender identity, legal status or social origin.

2.2. PROFESSIONAL ETHICS AND STANDARDS

To uphold the values mentioned in paragraph 1, Uría Menéndez has internal policies that are normally stricter than the basic rules generally applicable to the legal profession. The policies are regularly updated and are mandatory for the Firm's partners, lawyers and support staff, whose work is very important because it is closely tied to that of the lawyers.

2.3. CONFLICTS OF INTEREST

In this area, Uría Menéndez has established robust standards of practice and advanced systems to immediately detect conflicts between the parties for every client request and assignment. The principles of independence and loyalty, which govern the legal profession, prevent the Firm from accepting work or matters that may be contrary to its clients' interests. Uría Menéndez has clear rules to identify and avoid conflicts of interest and ensure that accepting an assignments does or may not affect the principles and interests of the Firm and its clients.

2.4. ACCEPTING NEW CLIENTS AND MATTERS AND PREVENTING MONEY LAUNDERING AND FINANCING OF TERRORISM

To ensure conflict-of-interest rules and the rules on the prevention of money laundering and financing of terrorism are complied with, Uría Menéndez has procedures that it must follow before accepting a new client or a new matter from existing clients, as well as a policy on the prevention of money laundering and financing of terrorism. They have been approved by the Firm's board of directors and compliance is mandatory for all members of the Firm.

The Firm adopts all the necessary due diligence measures set out in the rules on the prevention of money laundering and financing of terrorism as regards

- (i) the identity of the client,
- (ii) knowledge of the potential client's professional or business activity,
- (ii) the identity of the ultimate controlling party,
- (iii) the continuous monitoring of the professional relationship with our clients and updating and validating the client's information, and
- (iv) duty to keep documents for ten years, or seven years in the case of Portugal.

The Firm is obligated to carefully scrutinise any event or transaction, regardless of the amount involved, that could be related to money laundering and financing of terrorism, including attempts. It especially scrutinises any transaction or step that is complex, unusual or apparently not lucrative or licit, or which appears to be a sham or fraud.

2.5. PREVENTION OF CRIMINAL RISKS

Uría Menéndez is committed to complying with its professional, ethical and legal obligations, both civil and criminal. To that end, the Firm's board of directors approved a compliance programme that sets out the principles and procedures to prevent crimes within the Firm. The programme aims to significantly mitigate the risk of crimes being committed, implement crime-prevention measures and facilitate their early detection.

The programme governs all aspects relating to prevention, including the corresponding control framework, evaluation and classification based on the theoretical risk of crimes being committed on the basis of the Firm's activities, and the main internal controls and procedures for prevention.

Both the compliance programme and the procedures and principles they lay out are mandatory for all members of Uría Menéndez.

2.6. CONFIDENTIALITY AND PROFESSIONAL SECRECY

Professional secrecy is one of the pillars of professional ethics in the legal profession. Everyone at Uría Menéndez, whether or not lawyers, must keep client information and any information we become a party to through our work confidential, except as provided for by law.

Secrecy and confidentiality apply both outside and within the Firm. On the one hand, members of Uría Menéndez must not disclose information about their work to persons outside the Firm. On the other hand, the information must not be conveyed to persons in the Firm who are not working on the matter. These areas are regulated in the Firm's confidentiality policy.

2.7. PRIVILEGED INFORMATION

Privileged information is specific information that has not been made public that directly or indirectly relates to one or various issuers or to one or various financial instruments or derivative financial instruments, and which, by being made public, could appreciably influence their prices.

All members of Uría Menéndez, whether lawyers or support staff, with access to privileged information must refrain from the following conduct, whether on their own behalf, or that of another person, or directly or indirectly:

- (i) Preparing, negotiating, ordering, or carrying out any marketable securities or financial instruments, on which material information is known.
- (ii) Revealing such information to third parties, including lawyers and personnel of Uría Menéndez, except when necessary in furtherance of the transaction.
- (iii) Recommending that third parties buy or sell marketable securities or financial instruments, or encouraging others to do so, based on the privileged information.

The Firm has mandatory rules on privileged information that include, among others, prohibitions on buying securities in listed companies.

2.8. ACTING IN LEGAL AND ARBITRAL PROCEEDINGS

Regardless of the court, arbitral seat or role in the hearing (active or passive, bringing an action or acting for the defence), Uría Menéndez respects and shows consideration for procedural good faith and for judges and arbitrators at all levels, as well as the other parties, their lawyers and other persons involved in the proceedings (witnesses, experts, police, etc.).

Without imposing an undue limitation on our right to defend the client's procedural rights, Uría Menéndez will at all times act as a faithful collaborator in courts of justice or arbitration seats.

2.9. COMPUTER SYSTEMS

Unless stated otherwise, all information handled in the Firm, particularly that stored on electronic media, is the property of Uría Menéndez and is confidential. All users of Uría Menéndez's computer system must treat the information confidential, ensuring no unauthorised dissemination. The user password is personal and must not be transferred or communicated to others. Users must ensure the security of their password, and memorise it, rather than noting it down.

The correct use of the computer systems that the Firm makes available to its members is essential. To that end, Uría Menéndez has internal rules and guidelines, in both electronic and paper format, on the use of its IT systems. It also offers training and awareness programmes to all its members.

In addition, the Firm has implemented technical security measures to ensure the confidentiality of the information. This includes security measures for Uría Menéndez's networks and servers, such as firewalls, IPS, gateway antivirus and anti-APTs, among others.

2.10. DATA PROTECTION

Personal data includes any data that refer to an identified and identifiable physical person (name and surname, address, e-mail, tax identification number, telephone number). Data regarding legal persons are not considered personal data, although the data regarding the contact person are.

Uría Menéndez has a personal data protection policy and a data protection officer.

The Firm treats all physical or electronic documents containing personal data with the utmost confidentiality: the information must remain confidential unless the data are necessary to carry out the duties in the Firm.

2.11. ANTI-CORRUPTION POLICY

Uría Menéndez has a mandatory Anti-corruption Policy based on the following principles:

- (i) Any conduct that may affect objectivity in decision-making processes forming part of our work, whether in the public sector (domestic or foreign authorities, civil servants or public-sector employees) or private sector (clients, suppliers, collaborators, other professionals in the legal sector, etc.) is not tolerated.

Therefore, Uría Menéndez has a zero-tolerance policy as regards corruption.

- (ii) Offering or delivering a gift, remuneration, favour or service to a domestic or foreign authority, civil servant or public-sector employee (or a related third party), irrespective of its economic value, explicitly or implicitly conditioned upon the authority, civil servant or public-sector employee making a decision in favour of Uría Menéndez or any of its clients, or omitting or delaying actions in connection with the inherent duties of the position, in favour of Uría Menéndez or any of its clients, is prohibited.
- (iii) Offering or delivering a gift, remuneration, favour or service to a domestic or foreign authority, civil servant or public-sector employee (or a related third party), irrespective of its economic value, that directly or indirectly constitutes remuneration for a previously adopted decision in favour of Uría Menéndez or any of its clients, is prohibited.
- (iv) Offering or delivering a gift, remuneration, favour or service to a domestic or foreign authority, civil servant or public-sector employee (or a related third party), irrespective of its economic value, explicitly or implicitly conditioned upon the authority, civil servant or public-sector employee influencing a government or foreign public company or any authority, civil servant or public-sector employee of that government, to obtain a favourable decision in favour of Uría Menéndez or any of its clients, is prohibited.
- (v) Offering or delivering a gift, remuneration, favour or service to a domestic or foreign authority, civil servant or public-sector employee (or a related third party) that, taking into consideration

its economic value, its exceptional nature, exclusivity or whatever circumstance, falls outside those that are customary, generalised or courteous, is prohibited.

- (vi) Accepting a request by a domestic or foreign authority, civil servant or a public-sector employee to be provided the gifts, remuneration, favours and services mentioned in points (i), (ii), (iii), (iv) and (v) is also prohibited.
- (vii) Influencing a domestic or foreign authority, civil servant or public-sector employee by taking advantage of a prior personal relationship with the purpose of obtaining a more favourable decision for the interests of Uría Menéndez or any of its clients is prohibited; soliciting from any third party, in one's own name or on behalf of Uría Menéndez, any remuneration, payment or compensation of any type or amount in exchange for unduly influencing an authority, civil servant or public-sector employee as described in this point.
- (viii) Treating authorities, civil servants or public-sector employees to gifts or corporate courtesies, or receiving gifts or corporate courtesies from the same, may only be carried out within the scope of customary, generalised or courteous acts in accordance with the standards of practice set out in the Anti-corruption Policy.
- (ix) Promising, offering or granting, on a person's own account or through an intermediary, to a director, manager, employee, public or private business partner, or any professional in the legal sector, gifts, remuneration, favours or services which, in breach of their contracted professional services, favour the Firm over others is prohibited.
- (x) Offering or delivering (or accepting a request for) gifts, remuneration, favours or services to any other professional in the legal sector (e.g. lawyer, court agent, expert) who provides services to a counterparty in order to favour a client of the Firm over their own client is prohibited.
- (xi) Soliciting any unjustified gifts, benefits or advantages of any nature for oneself or for a third party from Uría Menéndez's clients, suppliers or collaborators, as well as from professionals in the legal sector with whom the Firm has a relationship is prohibited.
- (xii) Treating Uría Menéndez's clients, suppliers, collaborators, or any other professionals in the legal sector with whom the Firm has a relationship to gifts or corporate courtesies, or receiving gifts or corporate courtesies from the same, may only be carried out within the scope of

customary, generalised or courteous acts in accordance with the standards of practice set out in the Anti-corruption Policy.

- (xiii) Uría Menéndez, or anyone acting on behalf of Uría Menéndez, is prohibited from making any donation or other type of contribution irrespective of its nature or value, to any political party, federation, coalition or group of voters, as well as any foundations or entities linked or answering to the same.

2.12. INTELLECTUAL AND INDUSTRIAL PROPERTY

Uría Menéndez has the following policy on intellectual and industrial property:

- (i) Third-party intellectual and industrial property must be respected in the course of the Firm's activity.
- (ii) Third-party content on which a member of the Firm bases a scientific or other publication must be properly cited. Third-party sources must not be partially or entirely plagiarised.
- (iii) New members of Uría Menéndez must not bring to the Firm, or use in their professional activity, any business secrets of a company known to them due to their former employment or professional activities.

2.13. DATA STORAGE AND CONSERVATION

The correct data storage and conservation of documents involving the Firm's professional activity and its administration and management are essential.

For that reason, Uría Menéndez has guidelines on the physical and electronic filing of documents and a document retention policy, without prejudice to applicable legal provisions on the matter included in section 2.3 and on the prevention of money laundering and financing of terrorism.

2.14. OCCUPATIONAL HAZARD PREVENTION

To foster a culture of prevention and to achieve the best health and safety standards for all members of the Firm, it is essential to provide up-to-date information on occupational hazards. To that end, the Firm has a prevention of occupational hazards plan and policy that sets out the main objectives concerning

occupational health and safety at Uría Menéndez and establishes duties on the matter for all members of the Firm.

The Firm's intranet provides up-to-date information on occupational hazard prevention, which is relevant and important for the day-to-day work.

2.15. DIVERSITY AND INTERPERSONAL RELATIONSHIPS IN THE WORKPLACE

Interpersonal relationships in the workplace based on respect, trust and collaboration by all members of the Firm are essential for optimum performance.

Uría Menéndez has measures in place to promote equal treatment and opportunities and prevent all forms of discrimination. The measures are based on five cornerstones: (i) culture and leadership; (ii) equal access to employment and recruitment; (iii) work-life balance; (iv) equal opportunities at work: promotion, training and development; and (iv) preventing harassment based on sex, gender, or sexual orientation and psychological harassment.

Uría Menéndez has made a firm commitment to preventing sexual and psychological harassment, or discrimination and harassment based on gender (or sexual orientation) as these situations violate human dignity, are harmful to the working environment and affect a person's health, morale and self-esteem.

This commitment is set out in mandatory guidelines on the prevention of workplace harassment.

2.16. THE WHISTLE-BLOWER CHANNEL

All members of Uría Menéndez must report all incidents that involve a breach of the regulations in force, especially where there is reasonable cause for suspicion of a criminal offence.

Uría Menéndez guarantees that no person who in good faith reports an incident will suffer reprisals or negative consequences.

Uría Menéndez has a whistle-blower channel protocol to help members of the Firm use the system.

2.17. CONSEQUENCES OF NON-COMPLIANCE

Non-compliance with the Code or other rules of Uría Menéndez will give rise to the corresponding disciplinary sanctions or appropriate actions depending on the nature of the individual's relationship with the Firm including, where applicable, disciplinary dismissal.

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