



Anti-corruption Policy

Approved by the Board of Directors on 18 December 2014

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1. General standards of practice in UM

Professional ethics and transparency govern and guide professional conduct in Uría Menéndez (“UM” or the “Firm”).

The Firm’s standards of practice are entirely incompatible with any conduct that could potentially compromise the objectivity required in the decision-making process of those we interact with in carrying out our professional activities, both in the public sector (domestic and foreign civil servants) and the private sector (e.g. clients, suppliers, other professionals in the legal sector).

To that end, UM enforces a zero-tolerance policy on corruption. The policy is based both on the Firm’s Code of Conduct (*Código de Conducta*) and the following rules and guidelines.

2. Essential considerations

The Spanish Criminal Code prohibits and sanctions corruption in both the public and private sector.

In the public sector, offering or delivering a “gift or handout” (*dádiva*) to a domestic or foreign civil servant or a third party linked to a civil servant (e.g. family, friends, business partners) or accepting the solicitation of the civil servant or third party could constitute criminal bribery under the Criminal Code. A “gift” can be anything of value: remuneration, favours and economic benefits of any type, gifts, services provided under favourable conditions, contracts, invitations, etc.

These actions can be criminal if the gift or object of value is offered or delivered either at the person’s initiative or if the person merely accepts solicitation from a civil servant. The conduct can also be criminal if the gift or object of value is connected to an illegal act by the civil servant or a legal act, or if the offer, delivery or acceptance is made as consideration in the context of the civil servant’s general duties, irrespective of any specific act by the civil servant.

The conduct can also be criminal if the purpose of the gift or object of value is to compensate the civil servant for a prior act, whether or not legal.

The scope of the concept of “civil servant” under the Criminal Code is broader than the application of the concept under administrative law. As such, for the purposes of UM’s Anti-corruption Policy, “civil servant” refers to any person involved in carrying out public functions¹. Specifically, “civil servant” includes administrators, directors and employees in public sector companies.

¹ For illustrative, non-exhaustive purposes only, the following are considered civil servants: mayors; city councillors; municipal technicians; elected members to municipal plenary sessions; presidents and councillors of the autonomous regions; elected members of the parliament of an autonomous region; staff of local, regional and central administrations; directors, managers and employees of municipal, regional and central undertakings; municipal, regional and central advisors, as well as analogous posts irrespective of official title; judges, magistrates, public prosecutors and legal secretaries; registrars; civil servants assigned to European Union institutions; and civil servants of other Member States of the European Union assigned to Spain.

The Criminal Code also criminalises influence peddling. Influencing a civil servant, exploiting a prior personal relationship with the individual, or with another civil servant, to procure a more favourable outcome for the legal or natural person exercising the influence or for a third party is a criminal act under the Criminal Code. It is also a crime to solicit or accept any type of remuneration or compensation in exchange for exercising “undue influence” over a civil servant.

In the private sector, the Criminal Code sanctions private-to-private corruption, which involves a person, on his or her own account or through an intermediary, promising, offering or granting any type of unjustified benefits or advantages to managers, directors, employees or collaborating businesses or other organisational partners of any type seeking the favour, offer, or grant of benefits or advantages to the original person or a third party, failing to satisfy the corresponding obligations in the acquisition or sale of goods or the contracting of professional services. The conduct is criminal whether the gift or benefit is offered or delivered at the person’s own initiative or if offered or delivered in response to a request by the director, manager, business partner or employee of a third party.

This conduct is subject to severe punishment both for natural persons (up to six years’ imprisonment, in addition to fines) and the entity or legal person in whose name the natural person acts (e.g. fines, suspension of activities, prohibition of public contracting).

The only activities to fall outside the scope of the above prohibitions are courtesies, gifts, favours and services that are customary, generalised or courteous in the private and public sector and are not intended to alter or modify the decision-making process of the person to whom they are given or provided.

Lastly, since the amendments made by Basic Law 1/2015 of 30 March, the Spanish Criminal Code also criminalises the illegal financing of political parties and prohibits, among other actions, making donations or other contributions to a political party, coalition or group of voters when those donations or contributions, irrespective of the amount, are made by a legal person.

In addition to domestic law, Spain has ratified international treaties and conventions (of the UN, OECD, European Council, etc.) that prohibit and sanction corruption in the private and public sectors (including both domestic and foreign civil servants). The anticorruption legislation of the United States (the Foreign Corrupt Practices Act) and of the United Kingdom (Bribery Act 2010) are also potentially applicable as part of UM’s activities are carried out in those countries. These international treaties and conventions from the US and UK are also instrumental reference documents in the fight against corruption.

UM's commitment to complying with these laws, treaties and international conventions is unconditional and forms an essential part of carrying out our activities pursuant to transparency and ethical principles.

The Anti-corruption Policy and its standards of practice are mandatory for all members of UM, including partners, lawyers² and support staff, both in Spain and in the Firm's offices outside of Spain.

Non-compliance with the Anti-corruption Policy or any of its standards of practice will imply disciplinary measures or other actions depending on the type of relationship that the infringing party has with UM, including the termination of the relationship with UM, irrespective of its nature.

The Crime Prevention Unit ("CPU"), which is part of the Professional Ethics, Risks and Compliance Department, will address and resolve any questions, doubts or uncertainties regarding the application of the Anti-corruption Policy in each case.

² Exclusively for the purposes of the Compliance Programme (*Programa de Cumplimiento*), this category includes not only professionals who are legally qualified to practice law, but also those who hold a law degree but are not currently qualified to practice law, such as *graduados* and *estagiários*.

3. Standards of practice in dealings with domestic and foreign civil servants

3.1. It is prohibited to offer or deliver to a civil servant or a domestic or foreign public sector employee, directly or through intermediaries or related parties:

- (i) a gift, remuneration, favour or service, irrespective of its economic value, explicitly or implicitly conditioned upon the recipient making a decision in favour of UM or any of its clients
- (ii) a gift, remuneration, favour or service, irrespective of its economic value, that directly or indirectly constitutes remuneration for a previously adopted decision in favour of UM or any of its clients, or
- (iii) a gift, remuneration, favour or service that, taking into consideration its economic value, its exceptional nature, exclusivity or whatever circumstance, falls outside those that are customary, generalised or courteous.³

3.2. It is also prohibited to accept a request by a civil servant or a public sector employee of the gifts, remuneration, favours and services mentioned in points (i) and (ii) above.

It is prohibited to influence a civil servant or a public sector employee:

- (i) taking advantage of a prior personal relationship (by kinship, friendship, mutual business, etc.) with that specific civil servant or public sector employee or with any other civil servant or public sector employee,

³ For the purposes of this, and for purely illustrative, non-exhaustive purposes, acts that fall outside the scope of customary, generalised or courteous acts include (i) the delivery of cash; (ii) the delivery of monetary amounts cash-equivalent payment methods; (iii) invitations to meals, trips, or stays in high luxury hotels; (iv) individual invitations to sporting events or others of significant economic value (e.g. luxury boxes); and (v) invitations that are sexual by nature or content.

- (ii) With the purpose of obtaining a more favourable decision for the interests of UM or any of its clients.

3.3. It is prohibited to solicit from any third party, in one's own name or on behalf of UM, any remuneration, payment or compensation of any type or amount in exchange for unduly influencing a civil servant or public sector employee as described in the previous paragraph.

3.4. Gifts and corporate courtesies in favour of a civil servant or public sector employee that are customary, generalised or courteous must be made according to the following standards of practice:

- (i) Prior authorisation must be requested (by e-mail) in writing from the CPU for the delivery in the name of UM of a gift or corporate courtesy, indicating the type of gift and the recipient's identity.
- (ii) It will not be necessary to request authorisation when the value of the corporate courtesy is limited or insignificant (e.g. corporate pens, notebooks of the firm, informational brochures).

3.5. Invitations to a civil servant for institutional, professional, or business meals falling within the scope of customary, generalised or courteous acts must comply with the following standards of practice:

- (i) Prior authorisation must be requested (by e-mail) from the CPU for the invitation in the name of UM to an institutional, professional or promotional meal, indicating the identity of the invitee or invitees and the expected cost of the meal.
- (ii) If, given the circumstances, it is not possible to request prior authorisation, the CPU must be notified of the invitation as soon as possible.
- (iii) It will not be necessary to request authorisation when the value of the meal is limited or insignificant.

3.6. Invitations made to civil servants to attend professional meetings, promotional events, legal seminars, etc. that imply travel and accommodation costs, and which fall within the scope of customary, generalised or courteous acts, must comply with the following standards of practice:

- (i) Prior authorisation from the CPU must be requested (by e-mail) for the invitation in the name of UM to a professional meeting, promotional events, legal seminars, etc. that imply the Firm assuming travel and accommodation expenses, indicating the identity of the invitee or invitees.

- (ii) UM will directly pay the travel and accommodation costs to the corresponding travel and hospitality companies providing the services or, as the case may be, by the public authorities (national, regional or local) or the public company for which the civil servant or employee works, in the event the costs were assumed in advance by a public authority or public company.

3.7. Prior authorisation must be obtained when remunerating civil servants and public sector employees acting as speakers in seminars, seminars, conventions, etc. organised by UM, insofar as it falls within the scope of customary, generalised or courteous acts. To that end, prior authorisation from the CPU must be requested (by e-mail) to assume, in the name of UM, remuneration for a presentation given by a civil servant, indicating the name of the speaker, the amount of the remuneration proposed, the title and topic of the presentation and a description of the conference, seminar, etc.

4. Standards of practice in dealings with the private sector (clients, suppliers, other professionals in the legal sector, etc.)

4.1. It is prohibited to promise, offer or grant, 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 that, in breach of their contracted professional services, favours the Firm over others.

4.2. It is prohibited to offer or deliver (or accept a request) 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.

4.3. It is prohibited to offer or deliver gifts to UM's clients or suppliers, or any other professional of the legal sector, when the gifts consist of cash or cash equivalents (e.g. cheques, bank transfers). Remuneration of participants in conferences, seminars or working groups organised by UM will not be considered gifts, given their nature as services provided.

4.4. The offer of any gift or corporate courtesy to UM's clients or suppliers, or any other professionals in the legal sector with which the Firm has a relationship, must be made in writing (by e-mail) to the CPU.

It will not be necessary to notify the CPU if the gift or courtesy that is offered has limited or insignificant value (e.g. corporate pens, notebooks and agenda, guides provided by the firm).

The CPU will respond in writing (by e-mail) to the person submitting the request, either authorising or rejecting the same.

4.5. It is prohibited to solicit any unjustified gifts, benefits or advantages of any nature for oneself or for a third party from UM's clients or suppliers, as well as from professionals in the legal sector with whom the Firm has a relationship.

4.6. It is prohibited to accept gifts from UM's clients or suppliers and other professionals in the legal sector with whom the Firm has a relationship when the gifts consist of cash or cash equivalents (e.g. cheques, bank transfers, gift cards).

4.7. The receipt of any gift or courtesy made pursuant to customary, generalised or courteous acts from a client or provider of UM, or any other professional in the legal sector with whom the Firm has a relationship, must be communicated (by e-mail) to the CPU, identifying the persons or entity that sent the gift.

It will not be necessary to request authorisation when the value of the corporate courtesy is limited or insignificant (e.g. corporate pens, notebooks of the firm, commemorative tombstones).

The CPU will respond (by e-mail) to the person submitting the request, either authorising or rejecting receipt of the gift. If authorisation is rejected, the individual who requested authorisation must refuse the gift.

5. Standard of practice in relation to political parties.

- 5.1.** UM abstains from any prohibited activity in relation to financing political parties.
- 5.2.** In particular and in compliance with current law, it is prohibited for UM to make any type of donation or contribution, irrespective of the amount or form, to a political party, federation, coalition or group of voters.
- 5.3.** It is also prohibited for any member of UM to make donations or contributions in the name of the firm or within the scope of his or her functions as a member of the Firm.
- 5.4.** These prohibitions also apply to donations or contributions made to foundations or entities linked or answering to political parties pursuant to additional provision seven of Basic Law 8/2007 of 4 July on the financing of political parties.

6. Notification of non-compliance

Any person employed by UM who is aware of an act that violates the Anti-corruption Policy or that constitutes non-compliance with any of the standards of practice is obligated to officially notify that circumstance through the Whistle-blower Channel.

All notifications of non-compliance with the Anti-corruption Policy or its standards of practice will be examined and investigated appropriately.

7. Professional training on the Anti-corruption Policy

The Anti-corruption Policy will be communicated to all members of UM.

The Anti-corruption Policy is also available on the Intranet (*Política Anticorrupción*), to facilitate easy access by all members of the Firm.

8. Approval, entry into force and review of the Anti-corruption Policy

The Board of Directors approved the Anti-corruption Policy at its meeting of 18 December 2014, having been subsequently amended and updated in the Board of Directors' meeting held on 18 February 2016. The amendments entered into effect on the day of their publication on the Firm's intranet.

The Anti-corruption Policy will be subject to review and amendments, if any, on an annual basis.

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