ManagementSolutions
Making things happen

Code of Conduct for Service Providers

Contents

LETTER FROM THE PRESIDENT **4**

PURPOSE AND SCOPE **5**

OBLIGATION TO KNOW AND COMPLY WITH THE CODE OF CONDUCT **6**

ETHICAL PRINCIPLES **6**

RULES OF CONDUCT **9**

NON-COMPLIANCE MANAGEMENT **12**

Letter from the President

A corporate culture based on effort, commitment, continued search for excellence, orientation towards results and strict ethical principles is the essential foundation for a profitable business model that is also sustainable in the long term. At Management Solutions we do business while observing these principles, passing them on and ensuring their implementation is one of our goals.

Our ethical principles are the base our Firm is founded on. Effort, commitment, dedication to service, integrity, generosity, critical thinking, solidarity and the constant pursuit of excellence, all these are the essential values that are part of our corporate culture.

We are very aware of the importance of conveying this culture throughout the Organization to make it easily identified and value-generating for all our clients, professionals, collaborators and society as a whole. Our Code of Conduct for Service Providers is a declaration of our ethical principles. Thus, we require every professional to embody these principles when performing their activities, which will enable us to guarantee our business model through their compliance.

Alfonso Serrano-Suñer

Chairman and CEO of Management Solutions

Purpose and scope

This Code of Conduct for Service Providers aims to establish the ethical principles and rules of conduct that shall govern the actions of all service providers with whom we may enter into a contractual relationship. By disseminating these principles and rules of conduct we aim to promote our firm commitment to a strong corporate culture, based on values that make the difference.

Obligation to know and comply with the code of conduct

All Management Solutions' suppliers must know the Code of Conduct for Service Providers and act according to its ethical principles and set behavior, and must name a Person who will also be responsible for informing the supplier's own teams about the Code's content, address any doubts or concerns their teams might raise and establish procedures to ensure compliance with the Code.

Any identified breach needs to be reported promptly as specified in the last section..

Ethical principles

Integrity and honesty

Act with integrity and honesty at all times, consistently applying the highest ethical standards. Integrity and honesty are the values underlying our trust-based relationship with our clients, and must equally be observed by all the suppliers we collaborate with.

Therefore, you should base your actions on ethical behavior and aim to build long-term relationships based on honesty, trust and mutual respect.

Dedication to excellence

A Always fully commit to our clients, members of our Firm and society as a whole, and keep up the level of excellence in all aspects of your professional performance.

Give your best effort in client management and relations as well as in the service provided in order to deliver high quality projects..

Commitment

Consider our goals and those of our clients as if they were your own. Our work is based on a strong culture of commitment and this commitment is evident in our approach to management, relations and customer service.

Meet the highest demands, exceeding expectations in an environment of constant trust and close cooperation.

Professionalism

Exemplify outstanding professionalism. Aim to get results in the best way possible by cooperating with other areas or employees, while seeing to your own training and that of your collaborators.

Make an effort to convey an unrivalled image of correctness and professionalism in all situations. Take the professional standards and rules for each case as your guide.

Emphasis on the human factor

Beyond what is required for an acceptable working relationship, take into account that both employees and clients are people and therefore deserve to be treated as such. This involves respect for human rights in all your actions and also requires that you encourage a work environment that promotes growth, development and personal success, fostering a climate of continuous collaboration and teamwork.

MS, in its quest to uphold respect for human rights and compliance with the highest standards of integrity, and as set forth in its "Slavery and Human Trafficking Stament" available on its website, requires its suppliers to commit to full compliance with current legislation on the banning of modern slavery and human trafficking, as, for instance, the Modern Slavery Act UK 2015.

Confidentiality

Protect the confidentiality of the information to which you have access, never sharing confidential information with third parties, and treating all information with great responsibility, control and protection, without using it for personal gain or for that of third parties.

All our information, as well as all customer and employee data you might access as a result of your professional activity are considered confidentia

Rules of conduct

Compliance with the law

The services we provide are subject to the laws of different countries, therefore it is imperative that you comply with all of them (laws, rules and regulations applicable in each case) and do not carry out any actions that may be considered a criminal offense, for instance:

- Fully respect the confidentiality of clients, competitors or any other firm,
- Do not damage, alter or delete third-party documents or programs
- Respects the intellectual property and knowledge of others, etc.

Confidentiality

The need to respect confidentiality cannot be emphasized enough. Always handle Confidential Information to which you may have access (whether it belongs to Management Solutions, its clients or competitors or any other firm) with utmost diligence, establishing all appropriate mechanisms to avoid its disclosure to third parties, and use it only for professional purposes, never for personal purposes. This professional secret shall be kept even after your company's relationship with MS has come to an end.

For illustrative purposes, below is a description of the main overall measures you must observe in the treatment of any confidential information to which you may have access::

Discretion

Avoid discussing issues related to the project in public to prevent unauthorized people (outside the project team) from listening.

Carefully select the areas where you will talk about or discuss the project; in particular, do not discuss important issues about the project in public spaces such as elevators, taxis, airplanes, restaurants, etc.

Do not share with anybody outside the project team any documents or details about it without express authorization from your Supervisor (who in turn must be authorized by MS).

Do not share with

Third parties without the express consent of your Supervisor (who in turn must be authorized by MS).

Physical and digital custody:

When leaving your desk, check that you do not have any papers on the table and lock up the documentation, regardless of the workplace you are in.

Always lock your computer when leaving your desk to avoid unauthorized access, and keep it padlocked (or under lock and key) to prevent theft when left unattended.

Make sure that any shared folders containing confidential information are only accessible for authorized personnel.

Temporary files or work copies

Do not store confidential information on devices that can be easily carried, played and/or recorded, such as USB memory sticks, external hard drives, CD's or DVD's, etc.

Photocopying reports and books or scanning internal documents of MS or its clients is not allowed unless expressly authorized.

Always act with honesty and integrity, and do not record any meetings, conversations, courses or speeches without due authorization.

Should your work relationship with your company end, you must return any materials, documents, projects and information that may be in your possession as a result of your involvement in the provision of services to MS.

Elimination of confidential documents

E If your Supervisor so requests (at the request of MS), be sure to delete all digital files or destroy any physical copies using specific secure containers or, failing that, paper shredders.

Commercial references

You are not allowed to mention any collaboration with MS, nor to mention any of its clients, without being expressly authorized to do so by MS (e.g. for commercial purposes, describing your professional experience in any format/medium, etc.)

Relationship with MS employees

Your relationship with MS employees must be based on respect, honesty and professionalism. In this regard and with the aim of encouraging a spirit of collaboration that fosters a positive work environment, you must:

- Respect everyone and avoid any aggressive behavior (whether physical or verbal) or any act against personal dignity.
- Always be respectful, polite and calm in your relationship with others.
- Avoid any discrimination or harassment for any reason, as this is an attack on people's dignity. No harassment will be tolerated, nor any related verbal, visual or physical conduct (of a sexual nature, bullying, etc.).

General rules of conduct

We do not allow discrimination of any kind or for any reason (race, gender, sexual identity, sexual orientation, age, religion or belief, disability, civil status pregnancy or maternity, or any other characteristic covered by the law).

You should respect all applicable preventive measures with regards to Health and Safety at work that might be communicated by MS (Occupational Risk Prevention).

You should at all times carry an ID card that identifies you as external personnel.

Working under the influence of alcohol or drugs is not allowed.

Tobacco consumption will be regulated in accordance with each country's specific regulations.

Personal Data Processing

Fully comply with all guidelines on the processing of personal information in order to ensure the protection of all information you may have access to as part of a project.

Conflict of interest

Through your Manager, let the MS Supervisor, Manager or Partner know about any relevant financial interest a project stakeholder may have which may affect project results.

Also let us know about a personal relationship with someone influential in the MS team or client..

Good environmental practices

Computer and electronic equipment: turn off the computer, printer, and other electronic devices at the end of the work day; turn off the computer screen when not in use and unplug chargers when not in use.

Air conditioning and heating: use these devices only when necessary, shut down or minimize use in unoccupied rooms, make sure windows and doors are closed to ensure maximum energy saving.

Lighting: make the most of natural light, and make sure the lights are off in all areas when not in use.

Paper: reduce paper consumption, try to work from your computer as far as possible, avoid printing unnecessary documents, try to use double sided and black and white printing, and, where applicable, optimize the number of copies.

Water: report any issues with taps and cisterns, and close the taps when you apply soap or brush your teeth.

Waste disposal: use the differentiated waste bins, use cups and bottles made of glass instead of plastic, avoiding throwaway items as far as possible, collect batteries, hard drives and chargers and take them to be recycled separately from garbage.

Non-compliance management

Any instance of non-compliance you may witness (whether by Service Provider or MS professionals) must be immediately reported using the External Suppliers Reporting Channel (compliance@managementsolutions.com), which will be managed directly by the MS's Global QA Head. In managing doubts and non-compliance, the principles of independence and confidentiality will be rigorously applied, ensuring anonymity and therefore the absence of potential retaliation against whistleblowers acting in good faith.

More specifically, the following illustrative examples will be considered instances of non-compliance to be dealt with through this channel:

- Personal offenses that entail discrimination or harassment.
- Breach of the duty of confidentiality regarding non-public information of MS, its clients, suppliers or third parties.
- Conflicts of interest that may condition the proper execution of the professional duties of employees and suppliers.
- Non-compliance with the procedures related to the selection of and negotiation with suppliers.
- Non-compliance with internal guidelines regarding gifts.
- Inadequate use of IT resources.
- Non-compliance with money laundering prevention regulations.
- Non-compliance with industrial property regulations.

In order to initiate proceedings, communications must include at least a basic description of the situation being reported as well as the elements on which the suspicion of non-compliance is based.

Management Solutions, Professional Consulting Services

Management Solutions is an international consulting firm whose core mission is to deliver business, risk, financial, organisation, technology and process-related advisory services.

For further information please visit **www.managementsolutions.com**

Follow us at:

© Management Solutions. 2020
All rights reserved

www.managementsolutions.com

All rights reserved. Cannot be reproduced, distributed, publicly disclosed, converted, totally or partially, freely or with a charge, in any way or procedure, without the express written authorization of Management Solutions.

The information contained in this publication is merely to be used as a guideline. Management Solutions shall not be held responsible for the use which could be made of this information by third parties. Nobody is entitled to use this material except by express authorization of Management Solutions.

Madrid Barcelona Bilbao La Coruña London Frankfurt Paris Amsterdam Copenhagen Oslo Warszawa Zürich Milano Roma Lisboa Beijing New York Boston Atlanta Birmingham Houston SJ de Puerto Rico San José Ciudad de México Medellín Bogotá Quito São Paulo Lima Santiago de Chile Buenos Aires