

1. Objective and Scope

This Code of Ethics and Transparency (hereinafter referred to as “the Code”) is aimed at establishing the main rules of behavior and standards of conduct to be followed by Cartellone’s Companies Group.

The sustainability and long-term success of Cartellone’s Companies Group depend largely on the proper behavior of all and each of the directors, managers, collaborators, suppliers, contractors, consultants, service providers, partners, and any other person they may related to upon performance of their business.

The Code shall be applicable to José Cartellone Construcciones Civiles S.A., their business units, subsidiaries, and any companies in which they have a majority stake (hereinafter referred to as “the Company”, “Group” or “Cartellone’s Companies Group”), and shall govern their relations with the directors, managers, and collaborators (hereinafter and for the purposes of this Code jointly referred to as “the Employees”) and any other person acting for or in representation of Group, as well as any individuals of interest that may related to (suppliers, contractors, consultants representatives, service providers, partners, etc.), and also their performance in markets where business is being developed.

Furthermore, Group undertakes to promote application of the essential principles and values in this Code to both the activities of the companies where Group has a non-controlling share as well as any associative agreements in which it may be engaged.

Group also undertakes to require that all individuals of interest and third parties that would be hired by Group (including contractors, suppliers, consultants, representatives, service providers, partners, etc.), as a condition prior to recruitment, undertake to reliably act at any time in full compliance both with highest integrity and honesty standards and with the principles and values referred in this Code.

This Code of Ethics and Transparency is not intended to cover all potential situations that may arise. The aim is to provide a framework of reference before which any activity could be measured.

2. Values

The values held by Group since its conception, which must be respected and considered by the Employees, by the individuals of interest, and any others acting on behalf of Group, as applied to each of their actions in their workplaces, are the following:

- Ethics
- Honesty
- Seriousness
- Integrity
- Commitment
- Austerity
- Professionalism
- Quality management
- Respect

3. Types, Scope, and Limitations

3.1. Basic Behavior Principles

Group is committed to develop their activities based on any applicable rules. Those who are part of Group need to avoid any conduct that, even upon no breach of law, may harm the reputation of Group and/or have a negative impact in their interests.

The Employees must be always guided by the following basic principles:

- Act according to the law and corporate values, performing their tasks with honesty, diligence, professionalism, impartiality, and integrity.
- Prioritize the interests of the Company (or Group) over any personal interests.
- Avoid any conduct that may harm or jeopardize the Company, its assets, or its reputation.
- Promote and support high ethical behavior standards.
- Promote the institutional ethical culture as a tool to prevent and identify potential fraudulent acts.

3.2. United Nations Global Compact Principles

Group adheres to the ten principles of the United Nations Global Compact, and their policies reflect commitment therewith:

1. Support and respect the protection of internationally proclaimed human rights.
2. Make sure that they are no complicity in human rights abuses.
3. Uphold the free association principles and the effective recognition of the collective bargaining rights.
4. Support the elimination of all forms of forced and compulsory labor.
5. Support the effective abolition of child labor.
6. Support the elimination of discrimination in order to employment and occupation.
7. Maintain a precautionary approach to environmental challenges.
8. Undertake promotions to improve a greater environmental responsibility.
9. Encourage the development and diffusion of environmentally friendly technologies.
10. Work against corruption in all of its forms, including extortion and bribery.

3.3. Group Commitment

3.3.1. Conflict of Interests

The Employees have a conflict of interests when their integrity and judgement in the performance of their roles may be influenced by the possibility of having to choose among the interest of the Company, their own interest, or the interest of others.

While performing their duties, the Employees must always act in defense of the Company's interests and avoid involving into any situation that may imply a conflict of interests, following the guidelines of the relevant procedure.

The Employees may not interact with the Company as customers or suppliers, neither on their own benefit nor on others' benefits.

The situations involving conflicts of interests may not be clear or easy to solve always. That's why, the Employees are required to follow the guidelines of the relevant procedure for situations involving a conflict of interests, as

soon as they realized and before making any decisions, in order to solve the situation in a fair and transparent manner.

3.3.2. Gifts and Gratuities

The Employees must not accept from any person or organization any gifts, contributions, invitations or other benefits that may influence their business decisions taken behalf of the Company.

The Employees may receive corporate gifts, providing that they are of little amount; or in case of receptions or celebrations, and only could be received in Company's Address Offices. Likewise, the Company could send corporate gifts following the same guidelines i.e. to a party, a reception or similar, and always to the Company's managerial office of the individual to whom the gift wanted to be delivered. All of this, related as set forth in the procedure on gifts, gratuities and corporate hospitality.

3.3.3. Health and Safety at the Workplace

Group undertakes to ensure health and safety of individuals performing their professional activities in all of their projects. Group intends to avoid work accidents.

The Employees are required to share this aim, achieve those objectives, be aware of and adhere to any health and safety standards at Workplace, and protect their own safety as well as the others, customers, suppliers, collaborators, and in general all those who might be affected by their activities.

3.3.4. Confidential Information

The information must remain strictly confidential, except when disclosure thereof has been duly approved by the General Management or it is demanded by a legal requirement.

To Release, disclosure, and use restricted information for private or unauthorized purposes shall be construed as disloyalty against the Company.

All Employees must protect any information considered to be confidential and/or exclusive for Group. This includes databases, offer studies, business plans, marketing, drawings, engineering and manufacturing calculations, financial information, cost reports, payment information, and any other information defined by the General Management. In addition, all employees must protect and maintain confidential business processes, contractual processes, business relations, biddings, and stock market operations, among others.

The Employees must also protect any confidential information received from third parties, such as partners in Joint Ventures, as well as partners in corporations and suppliers, customers, etc.

This obligation must persist even though the work relationship has finished.

3.3.5. Fraud, Bribery, and Corruption

Group is committed to a zero-tolerance policy in case of fraud and corruption, for which promotes a culture against such conduct, and maintains the highest level of professional and ethical standards while conducting operations and business.

The Employees, either on their own or by means of others, are not authorized to offer or promise any personal or money favors, nor any other benefit, directly nor indirectly, to anyone who works for a public or private organization, or a political party or a to a public office candidate, in order to get or maintain business or other advantages illegally.

Furthermore, they must not suffer any form of pressure (political, social, etc.) or any form of corruption, including extortion and bribery jeopardizing the integrity and reputation of the Company.

They are also not authorized to accept any kind of benefit, neither in money nor in other way, in return for special treatment from others. The inappropriate benefits could include any valuable objects, and the special treatment could be refer to goods purchasing, work or service contracts, even consultancy services for any related parties.

The whole time, the Employees need to follow the Anticorruption rules and Crime Prevention Procedure for tender contests or when they interact with the Public Sector.

3.3.6. Assets Protection

Every Employee is responsible for the development of and adherence to any procedure aimed at preventing the risk of using resources and services for a different purpose to which they have been assigned, particularly in relation to asset laundering, financing terrorism, or any other crime.

The Employees must never be engaged in fraud or dishonest conduct involving the Company's assets.

The Employees are required to protect the Company's assets and using them properly and effectively, avoiding waste, and protecting them against loss, damage, wrong use, theft, fraud, misappropriation, and/or destruction. This obligation applies both to tangible and intangible assets, including trademarks and patents, the know-how, and IT systems.

To the extent that would be allowed by any applicable laws, the Company reserves the right to control and revise the way how Employees use their assets, including the possibility to examine institutional e-mails, data, and files kept in the Company's network. That is in order to consider that e-mail service and any other IT tool available to the Employee need to be used just for work purposes, and the Employee should not expect any privacy upon the use thereof, considering that the Company reserves the right to access to it whenever it is deemed appropriate and legally allowed.

3.3.7. Respect for Individuals

Group is committed to the protection of human rights and condemns any form of physical, psychological or moral harassment, or abuse of authority, as well as any other behavior that may create an intimidating or offensive environment as well as Human Rights violation environment.

The Employees must treat their workplace members –regardless of their position- in a respectful way, promoting a pleasant, healthy and safe environment. They also, must treat with the same quote of respect and consideration to customers, contractors, suppliers, consultants, and any others with whom they have a labor or professional relationship.

3.3.8. Equal Opportunities. Discrimination, Harassment, and Gender Violence

Group undertakes to fully abide and respect the principle of equal opportunities regardless of sex, race or religion. Everyone will be given the same treatment and opportunities throughout the process of recruitment, internal promotion and work conditions.

Group respects the dignity, privacy and personal rights of their Employees, and undertakes to maintain a comfortable and healthy work environment free of offensive, discriminatory or harassing behavior. As a result, it is not allowed to discriminate in order to nationality, religion, race, sex, age, or sexual orientation, also it must not exist any kind of verbal or physical harassment, abuse of authority, threat, pressure or any other form of aggression leading to intimidation.

Furthermore, and as a main objective, is posted to be aware of and advocate to good gender practices, as well as to avoid sexual discrimination, eradicate gender violence, and fight against any form of discrimination or harassment.

3.3.9. Interaction with Relatives and Friends

The Employees' partners, spouses and immediate family members up to the third degree of ascending or descending kinship, as well as any close friends, may be hired as Employees, consultants or suppliers, provided that:

- They are appointed based on the need to fill a position, and on the qualifications, knowledge, skills, experience, etc. of the relative, and treating them like any other.
- There exists no direct employment relationship between the employee and their relative or close friend.

These recruitment principles shall be applicable to all aspects of employment, including payments, assessments, bonus, promotions, transfers and labor untying.

At the time of admission, every employee is required to sign and submit a sworn statement on kinship to the HR Department.

The same principles shall be applicable when kinship would be subsequent to admission.

It is inappropriate for any Employee to perform direct supervision of a relative or close friend. It is also not appropriate to hold a position that allows contracting, assessing, signing agreements or having any other commercial relationship with a relative or close friend or with a company or organization where the Employees or their families may have a significant interest.

3.3.10. Out-Of-Work Professional Activities

The Employees perform their duties under an exclusivity of employment agreement during labor hours. Notwithstanding this, the Heads of the different Departments could approve conduction of research and teaching activities, as long as they are related to the function performed by the Employees.

3.3.11. Free Competition

Group undertakes to prioritize fair, honest and transparent competition upon performance of their activities, thus preserving free competition.

Group is to strictly adhere to competition laws and avoid any type of illegal conduct. The Employees must not engage in any anti-competitive conduct.

3.3.12. Relationship with the Community

The Employees are not allowed to provide public support to political parties on behalf of Group, or take part in political campaigns, or be involved in religious, ethnic, political or social conflicts.

The Employees must adhere to the laws and regulations governing relationships with government officers.

Group has a commitment to the community where they operate, and their objective must always tend to provide further comfort for the community and the citizens.

3.3.13. Protection of the Environment

Group expects to achieve continuous improvements concerning to the environment and focusing their efforts on operating sites.

Group is committed to reducing the environmental impact of their operations through the effective use of resources, planned transportation, reduction of waste and discharge, and careful handling of dangerous materials.

3.3.14. Reports on Violations to the Code of Ethics and Transparency

During daily work, there could appear situations that involve the employees directly and may cause uncertainty about how to act. Therefore, it is possible in first instance to ask for the advice of an immediate superior or the Department Manager and report the situation as soon as possible to the Compliance Officer. Likewise, if there is no answer from the immediate superior or the Department Manager, or if the answer is not deemed to be suitable, the Employees must resort directly to the Compliance Officer. They could also resort directly to the Compliance Officer and have no need to report to the immediate superior and the Department Manager based on their preference or convenience. They must behave in the same manner when reporting any acts of fraud and corruption, or any other form of violation to this Code.

3.4. Interpretation and Compliance

The present Code is supplemented with the provisions inserted in applicable work agreements, rules, legal and political regulations, and/or internal procedures.

The Employees are required to agree to the values, principles and rules in this Code. Group shall provide all necessary means to disclose and monitor compliance with the rules contained in the present Code. All Employees will be responsible for awareness and application of the Code. Any questions or queries, together with awareness or grounded suspicion of non-compliance herewith, must be informed to the immediate superior or the Department Manager and Compliance Officer, as described in this Code.

The violation to this Code of Ethics and Transparency will implicate the application of disciplinary actions in order to the situation, which may even involve the extinction of labor relationship or work contract, according to the case, and lead to any relevant legal action.

Regardless of its tasks or position in the organization, no individual could justify an improper conduct in violation of this Code relying on an instruction from an immediate superior or lack of awareness thereof.

4. Annexes

Not applicable.

History of Changes

Rev.	Date	Comments	Developed by	Reviewed by	Approved by
00	07.02.18	Issued for implementation	M. Barbieri	J. M. Rubio M. Sostres	C. Ruiz

Key Words

ethics, transparency, fraud, bribery, corruption, relative, friend, discrimination, harassment, violence, compliance, policy, Group, corporative