

I.- INTRODUCTION

The purpose of this code of ethics (hereinafter, the "Code of Ethics") is to identify the principles and values which both the Consorcio Red Alastria (Alastria Consortium Network) (hereinafter, the "Association" or "Alastria") Association members¹ as well as its Obligated Subjects must respect in order to join and belong to the Association and/or participate in its governing bodies, in its working groups or in the training, informative and social activities in which the associates interact with one another.

The substitution of current legislation or regulations applicable to the Association and its associates or its Obligated Subjects is not subject to this Code of Ethics, nor does it purport to be. However, it does relate to internal regulations which must be complied with, and, although its purpose is to be a Code of Ethics, it is not "ethical" in the sense of being a guide to voluntary compliance or a mere declaration of principles. This Code of Ethics is understood to be an extra-statutory complement to the Association's regime, and its principles are consistent with those reported in its current approved and registered bylaws and annexes.

The initiative to prepare this document as a code of principles and ethical values arises from the conviction that the establishment of this common base will contribute to clarifying the expectations of the associates with the aim of aligning all their efforts in the same direction, building relationships based on trust, and establishing clear ground rules for internal operations.

Unethical conduct compromises the relationship of trust between the Association, its associates and third parties. In this regard, and without prejudice to the fiduciary duties of the association managers, it is unethical to conduct oneself in such a way that results in actions or omissions being carried out through which any of the Obligated Subjects takes or attempts to take (either for themselves or for a third party) any advantages or benefits derived from their membership of the Association without its consent or that of its bodies, thereby causing harm to its assets or reputation.

II.- SCOPE OF APPLICATION

The principles and provisions of this Code of Ethics are addressed to the members of Alastria's Board of Directors, its various Committees and Commissions, internal working groups (whatever they may be called), as well as to its managers, employees, suppliers and collaborators who are linked to Alastria in any way.

¹ Within the Association there will be the following types of members:

- a) Promoters / founders, who will participate in the constitution of the Association or who joined the Association no later than 18 October 2017. Their relationship with the Association is set forth in Annex I of these Bylaws.
- b) Full members, who will be those who have joined the Association since 18 October 2017.
- c) Honorary members, who, due to their prestige or for having contributed in a relevant way to the dignification and development of the Association, are deserving of such a distinction. The appointment of honorary members shall be the responsibility of the Board of Directors.

Likewise, without having the status of associates, and therefore having the right to vote and participate in the Association's Social Bodies, the Board of Directors may approve the signing of collaboration agreements with public and/or private non-profit-making entities which, due to their nature, authority and any other relevant powers which are related to the Association's scope of action and its purposes. In the event that the said entities wish to attain the status of members of the Association, they must apply for their admission in accordance with the provisions of Article 7.1 and, if they are admitted, they shall have the same rights and obligations as full members. The Board of Directors may also approve applications made by individuals who wish to have the status of "experts" which will enable them to participate in the Association's activities with the same rights and obligations as honorary members, with the exception that they may participate in the various Committees, Commissions and working groups organised by the Association (Art. 6 of Alastria's Bylaws).

Moreover, it is also addressed to all the members of Alastria and its delegations in Spain or abroad, as well as to the organisations linked to the Consortium through collaboration agreements or contracts.

The entities and people referred to in this section, point II (Scope of Application) of this Code of Ethics shall be identified hereinafter as "Obligated Subjects".

III.- IMPLEMENTATION AND REVIEW

This Code of Ethics is configured as a living and evolving document; therefore, its content and application may be subject to constant analysis and evaluation.

This Code of Ethics has been approved by the Board of Directors and ratified by the associates at the Annual General Meeting and will be published on the Association's website for the general knowledge of all of its associates.

Thus, the Association will disseminate it among its associates, who commit to basing their relationships with other members of the Association and the other related entities, according to the principles mentioned in this document.

Without prejudice to the application of its statutory policies, any evidence of conduct contrary to the principles and values defended by this Code of Ethics, may cause the initiation and monitoring of the corresponding disciplinary inquiry and even expulsion from the Association.

The Board of Directors may, at the initiative of half the total number of its members plus one, or alternatively at the initiative of a group of associates representing at least 20% of the total number, request any amendment to be made to this document. The said amendment will have to be approved by the Board of Directors and must be ratified at the Annual General Meeting by a majority of the associates.

IV.- GENERAL UNIVERSAL PRINCIPLES

- Commitment to fundamental rights. Through its governing bodies, the Association and its Obligated Subjects are committed to respecting the human and fundamental rights of the person and as part of their commitment, guarantee that its activities are carried out in an environment of respect for personal beliefs, freedom of expression and respect for people's privacy.
- Information transparency. Through its governing bodies, the Association and its Obligated Subjects, shall act with full transparency with regard to their associative activities at all times.
- The Association's social responsibility. The Obligated Subjects will act in accordance with the principles of internal social responsibility (in employment and environmental issues) and external responsibility towards society as a whole as recommended in the Green Paper "Promoting a European framework for Corporate Social Responsibility" (COM/2001/0366 final version). In particular, they will promote the interest of local communities (cf. GP, 11) protecting suppliers and consumers (GP, 12), human rights (GP, 13) and addressing ecological and global issues (GP, 15). Managers will integrate social responsibility into associative management, and where possible seek specific audits and promote work quality (GP, 16-18), social labelling and responsible investment (GP, 19 and 20).
- Proactive loyalty to the Association and the Law. Without prejudice to the fiduciary duties of their managers, Obligated Subjects shall promote loyalty to the Association, cooperating

proactively with the Association and taking responsibility for satisfying the common interests of the associates. Through its governing bodies, the Association considers it essential to respect and faithfully comply with current legislation in all areas in which its activity and that of its associates is carried out.

V.- THE ASSOCIATION'S VALUES

The Obligated Subjects undertake to respect certain values, expressed through the above-mentioned universal principles. Values, whose monitoring is specified in actions or omissions of a general nature is listed below:

INTEGRITY, consisting of the defence of the correctness of all its actions.

- The Obligated Subjects will participate in the achievement of the Association's objectives by voluntarily providing their help and free and selfless collaboration without expecting or accepting any type of material compensation for the said provision.
- The Obligated Subjects shall not use any information they gain through the Association for their personal interest, except for networking or private social relations and the possible associated benefits, whilst respecting the Association's Bylaws and annexes and in the context that these are allowed for by the Board of Directors and the Association's General Meeting at any given time.
- The Obligated Subjects shall not use, without the express written permission of the Association's Board of Directors, Alastria's logo or name for purposes other than those advocated by the Association.
- Associates who hold responsibilities or perform certain roles in the management of the Association shall carry them out whilst showing loyalty, being respectful, fair, honest and transparent with both the other associates and with third parties, even after having finished their representation work, maintaining the confidentiality of the matters that they were entrusted with for the management task.

RESPONSIBILITY, consistent, by way of illustration and not limited to:

- Not permitting any discriminatory gesture internally or, as far as it transcends publicly, towards third parties, on the grounds of age, race, sex, gender orientation, ideology or religion.
- Communicating expressly and in writing to the Board of Directors their resignation to continue being a member of the Association, providing sufficient notice to avoid causing any harm. The period that is considered reasonable for these purposes is that of one month.

INTERNAL AND EXTERNAL TRANSPARENCY, making known the Association's strategy and its actions both within it and to society:

- When the previous Financial Year's profit and Loss results, as well as a summary of the activities carried out during the period are presented at the Annual General Meeting and the projects and objectives for the following financial year are revealed, the response to the questions that associates may ask about the proposed Agenda will be fully transparent, where necessary, in writing.

- All Obligated Subjects agree to inform the Board of Directors of any accusations or procedural implications held against them that could result in the possibility of their being held accountable in a criminal judicial proceeding. A situation such as this will result in the loss of the status of associate if the Board of Directors deems it necessary, and in any case, if the facts show non-compliance with any point contained in this Code of Ethics or with the Association's bylaws. The Board of Directors will meet with the Obligated Subject to gather information and verify whether the said non-compliance has indeed occurred, ensuring confidentiality is maintained. If there are signs of non-compliance, the Board of Directors may initiate the corresponding disciplinary proceeding.
- All Directors and employees are obliged to inform the Board of their own initiative of any potential conflicts of interest or of people linked to the Association, without prejudice to the provisions set forth in the Association's policies on transparency and responsibility.

INDEPENDENCE. Alastria is an apolitical and non-denominational association. In this regard, it will not be linked to any political party, union or employer association with political affiliation. Obligated Subjects may belong to any political, social or religious affiliation in a private capacity, respecting the values and principles of this Code of Ethics at all times.

PROFESSIONALISM, consistent, by way of illustration and not limited to:

- Obligated Subjects must commit themselves in a thoughtful, free and responsible way, fulfilling the acquired commitments and seriously carrying out the tasks that they freely decide to assume and have been entrusted to them within the Association.
- Obligated Subjects must act with the necessary efficacy to achieve their goals and with efficiency, for the optimisation of the Association's resources.
- Obligated Subjects will collaborate with the Association at all times to ensure the fulfilment of its purposes.

IMPARTIALITY, which must be observed when making decisions such as: the choice of personnel, suppliers, associates, personnel management or work organisation, relations with civil society and institutions; in which Alastria, through its governing bodies and all of its Obligated Subjects must avoid any type of discrimination by age, sex, sexuality, state of health, nationality, political opinions and religious beliefs towards its interlocutors.

HONESTY. Within the scope of their professional activity, Obligated Subjects shall diligently respect the laws in force, the Association's Bylaws and Annexes, this Code of Ethics and any other rules, policies, recommendations, guidelines or regulations that may be adopted internally. Under no circumstances can the pursuit of individual or associative interests justify dishonest conduct.

CONFIDENTIALITY. Both the Association, through its governing bodies, and the Obligated Subjects guarantee the confidentiality of the information they hold at all times, not being able to use any reserved information for purposes not related to Alastria's mission.

GIFTS AND FAVOURS. Gifts or favours which may be considered to exceed normal commercial or courtesy practices, made for the purpose of receiving specific favourable treatment in the performance of any activity which may be linked to Alastria or the Obligated Subjects in relation to their relationship with Alastria, should not be accepted.

PREVENTION OF CONFLICTS OF INTEREST. Obligated Subjects shall adopt preventive measures for situations that generate or may generate conflicts of interest, without prejudice to the provisions of the Transparency and Management of Conflicts of Interest Policy - Annex V of the Association's Bylaws [https://alastria.io/wp-content/uploads/2019/08/ Política-de-Conflictos-de-interés.pdf](https://alastria.io/wp-content/uploads/2019/08/Política-de-Conflictos-de-interés.pdf). When carrying out any activity, they may be advised by any other Obligated Subject that they are, or appear to be, in a conflicting situation, between their own interests or those of related people, and those of the Association or other Obligated Parties. In all matters not provided for in this document, the provisions of Annex V of the Association's Bylaws shall apply.

PROTECTION OF THE ENVIRONMENT. The environment is an asset that both Alastria and the Obligated Subjects are committed to protecting. Alastria's mission is always oriented towards finding a balance between economic initiatives and essential environmental needs, taking into account the best practices on the subject.

VI.- INFORMATION PROCESSING

Through its governing bodies and its various working committees and commissions, Alastria processes information with utmost respect for the confidentiality and privacy of associates, collaborators, suppliers and third parties. For this purpose, specific internal policies and procedures for the protection of information are implemented and constantly updated. In particular, Alastria has established a structure that guarantees an adequate separation of roles and responsibilities, classifies information by level of criticality, and takes the appropriate measures in each case, requiring its collaborators and suppliers to sign the appropriate confidentiality agreements.

VII.- TECHNOLOGICAL INSTRUCTIONS

Associates agree to faithfully adhere to the Policies, Guidelines, Recommendations and Instructions of a technological nature issued by the Association and published on the Alastria website.

Unless the Board of Directors issues other provisions for the entry into force of the rule in question, the rules referred to above shall be published one month before their entry into force to ensure that associates have had time to become familiar with them.

VIII.- ENTRY INTO FORCE

This Code of Ethics will enter into force the day after its ratification at the General Meeting, at which time it will be posted on the Association's website.