

**SUPPLIER CODE
OF CONDUCT**

Ingeteam

01 STATEMENT FROM THE BOARD OF DIRECTORS OF INGETEAM GROUP

January 2019

The Ingeteam Group is committed to the values of integrity, honesty and trust in all its business relations, dealings, and activities, a commitment which it also expects from its suppliers and all third parties with which the Group is connected, such as subcontractors, sales agents, business partners, associated persons, consultants and similar, generically referred to as “Suppliers”.

The services and products supplied by the Ingeteam Group’s Suppliers are an essential part of the value chain provided to customers. Therefore, suppliers are also required to be committed to strict compliance with the law, with the same ethical principles for the defence of human rights, integrity, the prevention of bribery, the protection of intellectual, health, safety and the environment, and minerals in conflict areas.

The Board of Directors expects all Ingeteam suppliers must achieve the highest ethical standards, behave with professionalism and integrity, observe the provisions of the Ingeteam Code of Conduct (available at www.ingeteam.com), and raise to the Whistleblower Channel (conducta.corporacion@ingeteam.com) any case, concern or suspicion of breach of both Codes of Conduct or any related law.

In the event that the Supplier or any person employed by or acting on behalf of the Supplier breach of the Code of Conduct or Supplier Code of Conduct in the issues of Fraud, Corruption, Conflict of Interest with Ingeteam Employees, Human Rights, Intellectual Property, HSE (Health Safety Environment) or Conflict Minerals, Ingeteam Group shall have the right to cancel or terminate the Purchase Order or Contract without any liability or obligation, and to recover from Supplier any additional costs incurred by Ingeteam as a result of such early termination.

The Supplier agrees to fully comply with all related laws with these issues as may be applicable, including those of the jurisdiction in which it is registered and those of the jurisdiction where the relevant Order is to be fulfilled. Failure by the Supplier to comply with the applicable laws or with the Code of Conduct shall be considered a serious breach of the agreement, which entitles Ingeteam Group to terminate it. In such case, the Supplier shall waive any claim for payment under the agreement, including payments for supplies or services already performed. Ingeteam Group shall not be liable for any claim, loss or damage arising from or associated with the failure by the Supplier to comply with any laws or associated with the termination of the agreement under this clause, and the Supplier shall keep Ingeteam Group harmless and indemnified for any claim, loss or damage of such nature.

02 SUPPLIER REQUIREMENTS

The supplier conduct integrity requirements in the business relationship with Ingeteam Group as follows:

COMPLIANCE WITH ANY LAW

The Suppliers must comply at all times with the applicable legislation both at the local or jurisdictional level, and at the extraterritorial level if applicable.

HUMAN RIGHTS AND FAIR WORKING CONDITIONS

The Suppliers must comply with “Internationally Recognized Human Rights”, as well as the elementary labour principles included in the Global Labour Agreements of the International Labour Organization. Suppliers must design and execute policies and procedures for compliance, especially in the following areas:

- Rejection of child labour and prohibition of acquisition of any product manufactured with child employment in line with local legislation and the International Labour Organization.
- Rejection and prohibition of forced or compulsory labour, in subhuman conditions, against their will or under threat of punishment.
- Provide their employees with the right and freedom of association and collective bargaining.
- Guarantee equal opportunities for all employees and non-discrimination: Reject any discriminatory behaviours for any reason (sex, race, ideology, religion, origin, etc.), as well as labour and sexual harassment.
- Arrange fair recruitment conditions and compensation policy that appropriate with professional performance, as well as facilitate conciliation as much as possible.

BUSINESS ETHICS AND ETHICAL RELATIONSHIP

The Suppliers must ensure a compliance management system with sufficient surveillance and control measures to prevent, detect and investigate incidents due to lack of integrity, especially in the area of Fraud, Corruption, Antitrust and Conflict of Interest with Ingeteam Group Employees, as well as comply with all requirements by any law, legislation or regulations especially in the following areas:

- Compliance with local anticorruption regulations as well as the effects of their extraterritoriality, especially the United Kingdom Bribery Act (2010) and the United States Foreign Corrupt Practices Act (1977) and the regulatory developments to implement the OECD Anti-Bribery Convention.

- Policies and Procedures to guarantee the prohibition of the Supplier to offer and/or give, directly or indirectly, any kind of gift or contribution to any employee or agent of Ingeteam Group, related third parties, politicians or public officials, as an inducement or reward in connection with their behaviour in relation to an Order, Ingeteam Group shall have the right to cancel or terminate such Order without any liability or obligation, and to recover from Supplier any additional costs incurred by Ingeteam Group as a result of such early termination.
- Provide a policy of gifts and hospitality where it is regulated that they must be of reasonable and proportionate value, and not relevant or influential to the business relationship.
- Obligations to register and keep all documentary support related to the business relationship for a period of five years, and have the availability to provide any additional information that Ingeteam Group may be required during the duration of the business relationship and the subsequent five years.
- Do not engage in anti-competitive activities, unfair competition or non-compliance with antitrust laws, price fixing agreements, distribution of markets or customers, manipulation of bids or any other conduct that influences free competition.
- Avoid and raise business relationship related to Conflicts of Interest or Independence that the Supplier may have with any Ingeteam Group employee.

RESPECT FOR INTELLECTUAL PROPERTY, INFORMATION SECURITY AND PROTECTION OF PERSONAL DATA

The Suppliers should commit to compliance and protect of the Intellectual Property of the Ingeteam Group and of other companies with which it has business relationships. The Supplier is obliged to communicate the misuse of the Intellectual Property on its part, or by a third party of which it has knowledge.

All information and documentation owned by Ingeteam Group will be treated as reserved and confidential, and may not be distributed to third parties except with written authorization by an authorized person of Ingeteam Group.

The Supplier will have the appropriate IT architecture, security and cybersecurity systems to protect the information and documentation of Ingeteam Group.

COMPLIANCE WITH HEALTH, SAFETY AND ENVIRONMENT REGULATIONS

The Suppliers should commit to compliance with any Health, Safety and Environment Regulations especially in the following areas:

- The Suppliers should have Policies and Procedures to ensure compliance with any law, healthy work environment, employee protection and prevention of occupational hazards, as well as action protocols to realize risks and train employees in these matters.
- The Suppliers should develop plans for emergency and crisis situations, and guarantee employee safety.
- The Suppliers should have an Environmental Management System to prevent environmental risks, with the implementation of an effective environmental policy that comply with all legislation and regulations, especially in the field of waste, discharges and toxic emissions.

NON-USE OF MINERALS FROM CONFLICT ZONES

The Ingeteam Group Policy establishes that manufactured products must not contain minerals or raw materials from a conflict zone and that forced or child labor has not been used in their extraction:

- Establish policies and procedures to ensure that the extraction of minerals and their sources are verified and out of conflict.
- Register and document the supply chain of minerals that may be required from the Supplier.

03 ACCOUNTABILITY OF THE SUPPLIERS

Suppliers of the Ingeteam Group must accept and strictly comply with the provisions of this Supplier Code of Conduct, and as far as possible attach to the contracts signed with the Ingeteam Group or the link where it is hosted on the Ingeteam website (www.ingeteam.com). Specifically, they commit to:

- Accept and comply in accordance with this Code.
- Participate and facilitate the verification and audit activities.
- Implement the corrective and remediation actions proposed by the Ingeteam Group.
- Communicate any breach of any aspect included in this Code by the Supplier or by a third party.

RESPONSIBILITY OF THE SUPPLIER WITH YOUR SUPPLY CHAIN

The Ingeteam Group expects that suppliers include in their procurement policies and in evaluation of their subcontractors and suppliers some important issues such as environmental, social, respect for human rights, minerals in conflict zones and corruption. The Ingeteam Group suppliers must demand to their subcontractors and suppliers have measures to prevent and detect unethical behaviour and misconduct in these issues.

04 INGETEAM GROUP WHISTLEBLOWER CHANNEL

The communications or reports are raised through the Whistleblowing Channel by email that will arrive directly to the Ethics and Compliance Committee:

conducta.corporacion@ingetteam.com

There is also the option of using the postal service, for those wishing to do so.

Ingeteam Group Whistleblowing Channel
Ethics and Compliance Committee
Parque Tecnológico de Bizkaia, Edificio 106.
CP 48170, Zamudio, España - Spain.

The disclosure or communication must be made in writing, although there is no established template to do so, it must contain the following details:

- Full identification of the whistleblower and his/her relationship with the Ingeteam Group, in addition to contact details, should any clarification be necessary and to make a follow-up of the concern raised.
- Detailed explanation of the disclosure, concern or wrongdoing identified, in addition to all the supporting documentation or evidence available.
- Where applicable, identification of those responsible or the persons affected.

As a general rule, the company shall not accept anonymous disclosures or allegations, or when the whistleblower's identification is incomplete. However, the Ethics and Compliance Committee may consider this, after assessing the circumstances and facts of the whistleblowing disclosure.

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