

CODE OF ETHICS / CODE OF BUSINESS CONDUCT

1. Definition and objective of the Code of Ethics and Responsible Practices

The Ideas y Proyectos Promocionales (IPP from now on) Code of Ethics and Responsible Practices establish the criteria which has to be met by IPP (the company, firm or society from now on) in the performance of their professional responsibilities

The goal of this present Code is to obtain a professional behaviour, ethic and responsible from IPP and all his employees, in the development of his activities in any part of the world, as a basic element of his company culture in which relies the education and personal and professional development of the employees. For this purpose, IPP defines principles and values that will rule the relations of the company with their interest groups (employees, clients, suppliers and those societies in which the firm develops his business model)

To this effect, the Code:

- Facilitates the knowledge and the application of the IPP business culture, firmly established in the execution of the human and social rights and in the effective integration in the company of the employees, respecting their diversity
- Establish the principle of due diligence to prevention, detection and eradication of irregular conducts, whatever their nature, understanding the risk analysis, the responsibilities definitions , employees education and, in their case, third persons related directly to the firm, and the procedure formalizations, in special, for the notification and immediate elimination of irregular behaviours
- It takes into account the criminal responsibilities from legal entities, gatherer in the legal system from diverse jurisdictions where IPP operates and prevents and ban the existence of behaviours that could determine the responsibility of the company between his legal representatives, administrators, employees or by any other person which is subject to the company's authority

2. Jurisdiction range

- The Code is applied and linked to all the IPP staff, independently from the position and function that he performs
- The Code range, total or partial, could make extensive to any physical or legal entity related with IPP, whenever it is convenient to the fulfilment of his purpose and is possible for the nature of the relationship
- The Code will be notified personally to any person which represents, whenever is required by the nature of his relationship. Therefore, the obligation of his fulfilment will be express directly in the employees' labour contracts, which they will be handed a copy with their entry to the company
- The exoneration of the fulfilment, for specific and justified cases, will only be authorized by the Ethics Committee, which will inform the Audit and Control Committee as soon as possible

3. General Principles

The Code of Ethics is defined as an ethical commitment that includes basic principles and standards to the proper development of the relationships between IPP and their main interest groups whenever the firm develops his business activities

The Code is based on the following principles:

- All IPP operations will be developed under an ethical and responsible point of view
- The fulfilment of the current legislation in each country
- The behaviour of the IPP staff will adjust to the spirit of this Code of Ethics and Responsible Practices
- Every person, legal or physical, that maintains a direct or indirect relationship with IPP, whenever is labour or economical or social, will receive a fair and dignifying treat.
- All IPP activities will be realized in the most respectful way regarding to the environment, favouring the conservation of the nature and the sustainable management of the natural resources

Employees

- IPP doesn't employ anybody who has not reach 16 years old
- No person employed in IPP will suffer discrimination due to race, physically disabled, illness, religion, sexual orientation, political beliefs, age, nationality or gender
- IPP forbids harassment or bullying in any way, physical, sexual, psychological or verbal abuse, as well as any other behaviour which could generate an intimidating, hostile working environment
- IPP employees have the recognized right to syndicate, liberty of association and collective negotiations.
- The weekly working schedule and the extraordinary hours won't exceed the legal limit established by the legislation in each country. Extraordinary hours will always be voluntary and paid according to the law
- The salary that IPP employees receive is in accordance with the function performed, always respecting agreements in each country
- All the IPP employees develops their job in safe and clean places

Customers

IPP makes sure to offer each of his customers high standards on excellence, quality, health and safety on his products, and to communicate with them in a clear, see-through way. This products will be manufactured in an ethical, responsible way

Suppliers

The manufacturers of the products sold by IPP are forced to obey the Code of Ethics by Manufacturers and Suppliers and the present Code, in whatever applies to them. The rest of the IPP's suppliers of goods and services will have to obey both Codes in whatever applies to them.

Additionally, they must allow any review by IPP or third parts involved authorized to check their performance

Society

IPP agrees to cooperate with local communities, national or international in which the company develops his business

4. Ethics and Responsible Practices Agreements

4.1. Execution of the Applicable Legislation and the Internal Regulation

The regulations' fulfilment is required in the present Code.

All the IPP employees must obey the current legislation from the country in which they develop their production, distribution and marketing activities. The application of the Code in any case could suppose the infringement of the current legal dispositions.

Any other Codes of Ethics which might exist will have to adapt to the criteria established in the present Code, which will prevail among any other internal regulations, unless this is more demanding. Such local Codes and the tools to their application must be previously approved by the Audit and Control Committee in IPP.

4.2 Employees' Relationship

IPP considers the people as a key business factor, defends and promotes the fulfilment of human and labour right and is committed to the application of the regulation and good practices in issues as job conditions, health and safety in the workplace.

The company staff will cooperate in the strict fulfilment of the labour regulate that might be applied and in the prevention, detection and eradication of any possible irregularity in this subject. All the employees are forced to act ,in their labour relationships with other Co-workers, in agreement in terms of respect, dignity and justice, taking into account the different cultural sensibility of each person and not allowing any kind of violence, harass or bullying at the work place, or discrimination based of race, religion, age, nationality, gender or any other social or personal condition unconnected with his capacities and achievements, with special consideration to labour integration to people with handicaps.

All the employees are responsible to obey firmly health and safety regulations, and to take care of themselves and the people affected by their activities. It is forbidden the consumption of substances which might affect to the performance in the professional obligations.

4.3 Customers' Relationship

All the employees are urged to act, in their contacts with the customers, according to the criteria of consideration, respect and dignity, taking into account the different cultural sensibility of each person and not allowing discriminations in the treat because of the race, religion, age, nationality, gender or any other personal or social condition forbidden by law, with special consideration to the people with handicaps.

IPP protects his clients establishing and introducing mandatory standards to all the suppliers in products' health and safety issues, guaranteeing that all the articles sold doesn't cause any harm to the health in his use.

IPP workers will ensure that all the previous standards are being followed, as long as the rest of the regulations and established procedures.

Promotional activities from the company will be done in a clear way, with the goal of not giving any false or misleading information, which might lead to error to clients or third parts.

All the workers are compelled to check for the security of the chosen payment methods to guarantee the adequate functioning and the trace leave by the billing and payment, customer data protection and fraud prevention.

4.4 Market practices

IPP competes in the market in an honest way and does not admit misleading conducts, fraudulent or malicious.

The search for commercial or marketing information by the IPP employees will develop always without infringement of the regulation who might protect it. Employees will reject any information from competitors obtained in an inappropriate way or violating the confidentiality of their legitimate owners. With special attention in not violating companies' secrets in cases of new incorporations to IPP from professionals coming from other sector companies.

Company employees will also avoid spread false information about possible competitors of the firm.

Payments must adjust to the politics defined by the Financial Management Department. Also, they will be subject to special control and supervision the unexpected payments made to third parts not included in the signed contracts, those made in unusual accounts from an organization or person, payments made to people, companies, entities or accounts in tax havens and those made to organizations in which is not possible to identify the owner.

Employees will demand the obeisance of the regulations related to register or product origin declarations, supervising the rules and processes established by the company in this field

4.5 Suppliers' relationship

IPP workers will be in contact with their good and services suppliers in an ethical, legal and respectful manner.

Suppliers' selection will be ruled by objectivity and transparency criteria, converging the company interest in the obtaining of the best possible conditions with the convenience of maintaining stable relationships with honest and responsible suppliers.

All the suppliers working with IPP will have to commit in the respect of the Human rights and the working conditions of all the hired employees, as well as involve and transmit these principles to their business partners. The infringement of any of these principles will not be accepted at any point by IPP.

IPP workers have the obligation to protect the information commercially sensitive relative to the conditions established by the company in relation to their supplying chain.

No worker from IPP will offer, concede, ask for or accept, both direct or indirectly, any gift, favours, or compensations, in cash or specie, whatever their nature is, which might influence in the decision-making process related with the performance in their job.

Any gift or present received violating the present Code, will be immediately returned and informed to the Ethics Committee. In case of not being possible the return of the gift, it will be handled to the Corporate Social Responsibility department, which will send it to social interest actions.

4.6 Interest Conflicts

IPP employees must avoid situations that might become a conflict between their personal interests and the company interests. Also they will have to abstain from representing it and intervening or influence in the decision making in which, direct or indirectly, themselves or a third part linked to them, might have a personal interest. They can't take advantage of their position in the company to obtain some personal gains or business opportunities.

IPP respects the private life of his workers and therefore their private decisions. In this respect policy, employees are urged to, in case of personal conflicts that might affect the objectivity or performance of their work in IPP, get in touch with the Ethics Committee to, respecting confidentiality and intimacy of the people involved, proceed to the adoption of the necessary measures benefiting both society and affected people.

4.7 Information confidentiality and data protection

IPP workers have the obligation to Project all the information and knowledge generated within the organization, his property or what it guards, staying under the regime of the Organic Law 15/1999 article 13 referring to Data Protection.

4.8 Intellectual and Industrial Property Protection

IPP is committed with the protection of intellectual and industrial property, no matter if it's of his own or external. This includes, among others, copyrights, trademarks, domain names, design patents, data extraction and rights over specialized technical knowledge.

IPP takes responsibility of his own designs and will make sure that their suppliers guarantee the originality of the designs disposed by the company.

IPP workers have strictly forbidden the use of creations, works or distinctive signs with the permissions of the owners of the intellectual and industrial property rights.

Intellectual and industrial property coming from the work of IPP employees during their term in the firm, and which is related with present and future IPP's business, will belong to the company.

Just the brands, images and texts properly authorized by the client will be used in marketing and advertising.

4.9 Transactions Register

All the transactions with economic relevance performed by the society will be represented with clarity and accuracy in the proper accountant books which will reflect the nature of the realized transactions and will be at the disposal of internal and external auditors.

IPP workers will enter the financial information in the company system in a complete, accurate way, in such a way that they reflect, at the corresponding date their rights and acceptance obligations with the applied regulations. Additionally, they will watch over the rigour and integrity of the financial information that, according to the law, have to be communicated to the market. IPP will make sure to implement and maintain a proper internal control system on the financial information elaboration, guaranteeing the monitoring of its efficiency. Accountant records will always be at the disposal of internal and external audits.

With this purpose, IPP is committed to put at the disposal of its employees the education required for them to know, understand and fulfil the established agreements in regards to internal control of the financial information.

5. Code obedience and Ethics Committee

In order to guarantee the obedience to the present Code, there is an Ethics Committee compound by:

- Chief Director and Regulations Obedience Director
- Internal Audits Director
- Corporate Social Responsibility Director
- Human Resources Director

Ethics Committee will be able to act on his own or in the name of any IPP employee, manufacturer, supplier or a third part involved with direct relation and a legitimate professional interest, through a well intended report.

With this goal, communications done under the support of the present Code, whether they contain reports or consults relative to his interpretation or application, can be addressed to the company through any of the following means:

- Ordinary mail to the address
- Email to: administracion@ideasyproyectos.com
- Fax to : +34 91 810 48 53

The Ethics Committee has the following **Basic functions**:

- A) The monitoring of the obedience and internal spread of the Code between the IPP staff.
- B) The reception of any kind of notes, related with the application of the Code and their reference, in needed cases, to the organ or company department to whom corresponds their processing and resolution.
- C) The control and supervision of the file processing and their resolution.
- D) The interpretation of possible doubts that the Code application might cause.
- E) The monitoring of the reports channel and the obedience to the procedure.

In the exercise of their functions, the Ethics Committee **will guarantee**:

- A) The confidentiality of all the data and history used and the taken actions, unless that by law or judicial requirement, the dispatch of information is required.
- B) The exhaustive analysis of any data, information or document that might require them to act.
- C) An investigation adapted to the circumstances of each case, in which the Committee will always act with independence and full respect to the audience rights and the presumption of innocence of any people affected.
- D) The immunity of any accuser as a consequence of the presentation of reports to the Committee.

The Ethics Committee will have the necessary means to guarantee the application of the present Code. The decisions taken by the Ethics Committee will have binding character for both the company and the employee.

6. Code Advertising

The code must be handed to the employees in their own language and will go through the adequate communication, education and awareness actions to their correct understanding and set in motion in the organization.

Attachment 1: Terms

In the present Code, it will be understood for:

Ideas y Proyectos Promocionales, S.L. (IPP): Society addressed in Pol. Ind. La Estación - C/ Francia, 3 – Nave 4 – 28971 Griñón (Madrid - Spain), registered in the Registro Mercantil from Madrid, Tome 17200 , Book 0, Sheet 178, Section 8, Paper M – 294719 with C.I.F B 83159772.

Workers or employees.- All the executives, advisers and the rest of IPP employees, whatever their contractual form is, whenever they act as such, that is, in the name of IPP, and whether they do it directly or indirectly, by themselves or through a designated person or through any society or any other kind of entity.

Linked Person.- Any people found in some of the next situations with IPP staff:

Husband or wife or person with similar affectivity relation
Ancestor, descendent or brother
Ancestor, descendent or brother in law

Suppliers.- Good and services suppliers that maintain direct business relationships with IPP



Miguel Ángel García Elvira
Manager
January, 2020