

CODE OF CONDUCT



Message from the CEO

ALUDIUM was created in 2015 by experienced, honest and committed professionals. As a company, we assume a commitment to the future and to our values and principles. At Aludium, we believe that people come first, and that their safety and working in a respectful environment can never put ahead of other criteria.

Acting with integrity and honesty among ourselves and in our collaboration with companies and entities gives our customers and suppliers a sense of commitment to and confidence in our organization.

This code of conduct provides guidelines and basic instructions to ensure that we undertake our corporate activity in an ethical and lawful manner and that we will continue to do so. This defines our responsibilities as Aludium employees. The key is to obtain good results using the highest standards of quality, safety or honesty, and that begins with each one of us. We do not allow actions or behavior that might affect our reputation or endanger our commitment to our values or that are against the law.

We must all familiarize ourselves with this code of conduct and with our policies, as they help us to take the right course of action in our day-to-day dealings.

With your help and commitment, we are sure that Aludium will uphold the confidence that our customers, suppliers, legislators and corporate community place in our company. Your positive actions will reinforce our reputation of integrity. Thank you for taking part in this important task and for making Aludium a great place to work.

Best wishes,

Aludium CEO

Mission, vision and values



Mission

Aludium is a leading supplier of aluminium solutions to the distribution and industrial markets in Europe.

We create coils, shates and sheets for building and construction, industrial applications, brights and decoration, closures and cosmetics.

Aludium's customers can rely on our short lead times, reliable quality, state-of-the-art supply chain and outstanding logistic capabilities.



Vision

Our aim is to become the supplier of reference to our customers worldwide.



Values

- People First
- Personal Integrity
- Performance Excellence
- Passion



Strategy

Growing selectively with selected customers who are winning in their marketplace

Drive improved sustainability by increasing the scrap recycling capacity and reducing the purchase of raw material

Optimize the sales portfolio towards clients that bring greater added value

Look for Bolt-on acquisitions

Values definition



People First

Create a diverse and inclusive work culture where 100% of associates are engaged, committed and delivering his/her best 100% of the time — no force in business is more powerful (if properly aligned and led)

Safety is the foundation of what we do

Entrepreneurial self-determination



Performance Excellence

Results matter

We expect our business to sustainably outperform their peers

CIP is a key driver of our performance

Clear measurements, open communication and financial participation are critical building blocks

Urgency is a key trait - do it now!

Don't wait to do tomorrow what you can do today

Don't wait for someone else to solve the problem



Personal Integrity

Integrity that can never be compromised

Moral judgment has a place in business

The Golden Rule

Win without cutting corners



Passion

We protect our environment

We engage with our communities

For our customers

For what we do

We do what we say we'll do



Introduction

ALUDIUM which includes all the legal entities is committed to conducting its business in accordance with the strictest ethical standards and in full compliance with the law. The company maintains a strong commitment to a series of central values related to the economic, social and environmental aspects of its activities. Our corporate code of conduct (hereinafter “code of conduct”) reflects these standards and provides each of us with the necessary information to achieve excellence in our products, services and relations.

Hence, this code of conduct is one of the tools required to prevent, avoid and, when applicable, detect illegal activities in the corporate realm (corporate compliance), pursuant to Spanish Organic Laws 5/2010, of June 22, and 1/2015, of March 30, on criminal liability of legal persons as well as all the anti bribery and anti corruption laws including the U.S. Foreign Corrupt Practices Act (FCPA).

This code has been prepared in accordance with:

- The International Organization for Standardization (ISO 19.600:2014). Compliance Management Systems-Guidelines.
- International Organization for Standardization (ISO 37001:2016)
- UNE-ISO 19.600:2015. Sistemas de Gestión de Compliance Directrices.
- UNE PNE 19.601. Sistemas de Compliance penal. Requisitos con orientación para su uso.
- UNE PNE ISO 37.001: Sistemas de gestión antisoborno. Requisitos con orientación para su uso.
- European Securities and markets authority –ESMA.
- Ministry of Justice (Great Britain). The Bribery Act 2010. Guidance about procedures which relevant commercial organisations can put into place to pre-vent persons associated with them from bribing (Section 9 of the Bribery Act 2010). March 2011.

As a result of this, this code of conduct has been adapted and updated to reflect the new regulation of the Criminal Code.

This code of conduct should not be considered a mere preparation of a “statement of good intentions” or a list of general principles, but rather is intended to establish general guidelines of conduct and a series of specific rules that must be observed by all those who work at ALUDIUM, under the provisions of article 20 of the Workers Statute and article 31 Bis of the Criminal Code. This includes employees, entities, agents and all others who act on our behalf (and are subject to our employment and supervision).

Obviously, this updated code of conduct cannot cover all possible situations, although it does include guidelines to be followed that are of a general nature. Furthermore, certain areas and jobs have and will continue to have their particular protocols and specific instructions, which are to be duly explained and communicated in writing.

Your first responsibility as part of the ALUDIUM team is to comply with this code and other applicable protocols and instructions.

All ALUDIUM employees are expected to report any failure to comply with this code. ALUDIUM has created for this purpose the position of Compliance Body (this body may take the form of a single Compliance Officer or a Compliance Committee composed of several members, at the discretion of the ATP Board of Directors) whose powers are defined in specific bylaws and whose responsibilities are to:

- i) Answer any questions that may arise regarding the application of this code in day-to-day dealings.
- ii) Receive and process any reported complaints (as a general rule, through the e-mail account specifically created for this purpose) involving conduct that violates this code, specific protocols/instructions and applicable legality, chiefly in relation to Corporate Compliance.

Once this Code of Conduct is communicated, explained and distributed, failure to comply with the provisions and rules contained in it and other applicable protocols and instructions may result in disciplinary procedures and penalties, as established in labor law.

ALUDIUM is committed to the distribution of this code of conduct, to its updating and to the providing of necessary resources and tools for its effective application and development.

1. Scope

This code of conduct contains a series of ethical rules and behavioral guidelines that must be observed in the day-to-day conduct of all those who work for ALUDIUM, whether they are management, department heads, middle management or employees. It is also applicable to external employees or freelance workers hired by ALUDIUM, who must also act in observance of the code when: i) they engage in activities in ALUDIUM facilities (under its authority, guidelines and supervision) and ii) they are considered intermediaries or dependent commission agents who are contracted in the market and operate exclusively or mainly for ALUDIUM.

Hereinafter, the aforementioned group of individuals who have been informed of the content of this code of conduct and who are subject to its rules and guidelines are to be referred to as the “addressees.”

Along with the code of conduct, and in the development of our culture of compliance and model of Corporate Compliance, our actions are governed and will continue to be governed by certain protocols and specific instructions that must be followed either by all addressees or specific areas, jobs and/or activities. In all of these cases, the protocols are based on the provisions and the purpose of this code (or have been developed on the basis of some of the provisions) and are to be duly notified in written form to all applicable individuals.

The following is a definition of the main compulsory rules and guidelines the main purpose of which is the governing of the general conduct of all addressees of this code.

2. Basic Principle: Integrity

2.1 Acting with Integrity

Integrity means doing the right thing. When we act with integrity, we positively reflect the values and reputation of ALUDIUM, wherever we may work.

We all want to do what is right for ourselves and for ALUDIUM. The rules and guidelines defined throughout this code of conduct detail the commitments and responsibilities (to ALUDIUM, among colleagues and to our customers, suppliers, consumers and government) that all addressees have assumed.

We must all comply with the law, act with integrity and honesty in all matters and take responsibility for our actions.

ALUDIUM employees must adhere to the rules and internal regulations that apply in each situation. The internal regulations are specific to ALUDIUM and may go beyond legal requirements.

How to handle an ethical dilemma

If you ever have doubts as to whether a measure should be taken, ask yourself:

- Is it compatible with the code of conduct?
- Is it ethical?
- Is it legal?
- Will it accurately reflect who I am and what ALUDIUM is?
- Would I want to read about it in the newspaper?

If you answer “no” to any of these questions, the measure should not be taken, and you should refer the situation to the Compliance Body. If you remain unsure, do ask for advice.



2.2 Management based on integrity

Management have the additional responsibilities of supervising and applying the code of conduct and directing and teaching with integrity and by way of example. If you are a manager, remember that you must set a good example and help your employees to understand this code. Encourage them to ask for help in relation to any question or concerns they may have.

Working with integrity is the responsibility of all employees at all levels of business. Nobody is authorized to violate this code or to influence others to do so. If you ever feel pressured to do something that you know is wrong, get help and advice immediately.

You can seek help from any of these people:

- Your supervisor
- Compliance Body
employee.channel@aludium.com
- Data Protection Officer
(for data protection issues):
dpo@aludium.com

2.3 Prohibiting of reprisals

ALUDIUM values the help provided by its employees in the identification of potential problems that must be studied. Any retaliation against an employee who has reported a problem in good faith may constitute a violation of the company's own Code, the Internal Information System Policy, and the Whistle Blower Protection Act (Law 2/2023, February 20th).

An employee's reporting in good faith of a problem or participation in an investigation may not be used as the basis of any adverse labor action, including separation, degradation, suspension, loss of benefits, threats, harassment or discrimination, in accordance with the provisions of the Internal Information System Policy and the Whistle Blower Protection Act (Law 2/2023, February 20th).

If you work with someone who has pointed out a problem or has provided information in an investigation, you must continue to treat this person with courtesy and respect. If you think someone has taken reprisal against you, report the matter to the Compliance Body, your supervisor, Human Resources or the Legal Department.

3. Ethical conduct

3.1 Safety and Health

We adhere to proven standards and practices of health and safety in the operation of our facilities in order to safeguard the well-being of our employees, visitors, contractors and general public. At ALUDIUM, labor safety is our top priority and, to this end, we have adopted policies and systems to promote a positive culture of safety. These policies and systems are regularly reviewed and improved, in keeping with best practices, our day-to-day experience and the development of regulation.

ALUDIUM believes that each work-related accident should have been avoidable. The company provides each employee with the resources and the means necessary to safely perform their tasks. Examples of this are our workers' use of modern protective garments, courses and ongoing training and compulsory and voluntary medical examinations.

The main purpose of all of this is to manufacture and transform aluminum in a safe and sustainable manner: aluminum manufactured by professionally satisfied workers in a safe work environment.

To this end, ALUDIUM uses an environment, health and safety (EHS) management handbook to define and establish its system of EHS management based on ISO 14001:2015 and ISO 45001:2018 standards.

The company carries out internal processes for the management of health and labor safety issues and regularly audits them, leading to actions designed to modernize and toughen safety measures.

Some examples of ALUDIUM's awareness of on-the-job safety and health issues are the certificates it has been awarded:

- i) Certificate of compliance of system of management of work-related safety and health issues. ALUDIUM is in compliance with standard ISO 45001:2018 .
- ii) Certification of voluntary auditing of ALUDIUM's occupational-hazard prevention plan.
- iii) Certificate number OHS 538687 and operates an Occupational Health and Safety Management System which complies with the requirements of ISO 45001:2018 for manufacture and sales of bright finished high purity aluminum coils, rolls, sheets, and circles for lighting application (offices, industries), cosmetic packaging and decoration markets.

It is expected that, when working, employees will follow all safety policies, that they will use the corresponding safety systems and, on an ongoing basis, they will search for ways to improve processes in order to ensure their own health and safety and that of their colleagues. At ALUDIUM, we believe that safe work environments are highly productive and that keeping our workplace free of accidents is a responsibility shared by all. Employees are responsible for their own safety and for that of their colleagues.

Make a habit of taking into consideration every day these six basic safety guidelines:

1. Follow safe work practices and try to improve them proactively.
2. Make sure that you and your colleagues are working in safe, reliable and controlled conditions.
3. Before starting to work, make sure that all forms of protection have been established.
4. Strictly adhere to all work design plans, permits and operational safety limits.
5. Keep our workplace clean, neat and safe.
6. When you identify a situation of risk, stop working, prevent others from doing so and get help.

Considering that investigation and reporting of incidents is a necessary first step in the acquiring of best practices, addressees are required to: i) inform the person responsible for safety and health issues (or Human Resources in cases of psychosocial risk) of serious risks to safety detected in any machinery or equipment and ii) inform the head of Safety and Health or of Human Resources of any serious failure to comply with provisions on safety and health.

Substance abuse (including medication, consumption beyond prescribed dosage, alcohol and illicit or illegal drugs) adversely affects on-the-job performance, creates safety hazards, and jeopardizes you, your colleagues and others. We promote a working environment that is free of addictive substances in all of our facilities. In the workplace, the abuse of medication or psychotropic substances is prohibited (i.e., consumption of unprescribed medication or consumption beyond prescribed dosage), as is the consumption of alcohol and the use of illicit or illegal drugs.



3.2 Diverse Workforce

ALUDIUM benefits from its employees' wide range of skills, abilities, training, experience and perspectives. We prohibit discrimination, harassment, intimidation and other abusive practices. We hire, employ and train staff without consideration of race, color, gender, sexual orientation, age, religion, nationality, disability or any other legally protected status in the countries in which ALUDIUM operates.

When hiring management or department heads (and when promoting employees to these positions), ALUDIUM will place particular importance on the merits, experience and specific professional qualities of candidates, in addition to their conduct and ethical-professional track record (for this purpose, a clear reference will be the absence of failure to observe the rules of this code or other rules of compliance in this company and in others in which the candidate has worked) and will reject candidates who lack these ideal qualities as a result of antecedents.

ALUDIUM is committed to the establishment and development of policies of gender equality, without direct or indirect gender-based discrimination, and to the taking and promoting of measures to achieve real equality in our organization by establishing equal opportunities for men and women as a principle of our human resources policy.

ALUDIUM is preparing an equality plan that will allow it to continue to make progress in the attainment of gender equality in the workplace and, by extension, in our society.

Notwithstanding the above, an equal-opportunity committee is going to be created for each work center for the promotion and supervision of equal opportunities in ALUDIUM work centers. The committee establishes the bases for a new culture in the organization of work that favors effective gender equality.

3.3 Harassment: Zero Tolerance

Any kind of harassment is to be considered an unacceptable, hostile or offensive action that not only harms the directly affected person or persons but is also a discredit to the entire company.

We have to make an effort to prevent harassment from happening and, if it does happen, it must be detected, reported and corrected.

Although a specific protocol on this matter will be established and distributed, this code of conduct expressly establishes the following instructions:

The following forms of harassment are to be disciplined: (i) sexual harassment, (ii) gender harassment, (iii) moral harassment, and (iv) discriminatory harassment.

- i. Sexual harassment is defined as any verbal or physical conduct of a sexual nature that is intended to infringe on the dignity of another person, especially when it creates a context of intimidation, degradation or offensiveness. The following are some examples of sexual harassment (provided that the situations or conduct are neither accepted nor consented):
 - Conditioning a right or an acquired right to acceptance of a situation.
 - Joking about the appearance or sexual condition of any addressees.
 - Distributing or using images, photographs or drawings of an explicitly sexual nature that refer to any addressees.
 - Communications with offensive sexual content.
 - Deliberate and unsolicited physical contact.
 - Invitations or requests to engage in sex that are directly or indirectly related to one's career or to improvement of employment conditions or to the preservation of employment.

ii. Gender harassment is defined as any conduct in relation to the gender of a person when the conduct is intended to infringe on the dignity of that person and to create a context of intimidation, degradation or offense. For example, the following are examples of gender harassment:

- Consciously and continuously undervaluing or disparaging the work of a person due to their gender.
- Leaving a person's functions entirely or significantly undefined merely because the person has assumed personal responsibilities. However, it is not considered gender harassment when the functions assigned to a person are modified for reasons that are duly and professionally justified, even if the modification takes place during a period of reduction of hours worked due to guardianship.

iii. Moral harassment is defined as any prolonged practice that takes place in personal relationships and involves disrespectful and contemptuous treatment of a person for the purpose of provoking mental anguish. The following practices or conducts are some examples of moral harassment (provided that they take place systematically and repeatedly):

- Excluding or ignoring a person.
- Evaluating work with prejudice or irregular criteria or disparagingly criticizing the work.
- Leaving a person without an effective occupation or assigning a person absurd, impossible or senseless task, or occupying them with tasks involving requirements that are significantly below a level corresponding to the person's professional ability or skills.

- Making offensive remarks or insulting a person or shouting at them.
- Humiliating, mocking, disparaging or underestimating a person in relation to other colleagues or before third parties for the purpose of ridiculing the person as an individual or as a professional.

iv. Any conduct carried out on the grounds of birth, racial or ethnic origin, sex, religion, belief, age, disability, sexual orientation or identity, gender expression, illness or health condition, serological status, and/or genetic predisposition to suffer from pathologies and disorders, language, socio-economic status, or any other personal or social condition or circumstance, with the aim or consequence of undermining the dignity of an individual or group within it, and creating an intimidating, hostile, degrading, humiliating, and offensive environment, shall be considered discriminatory harassment.

For example, the following situations will be considered instances of discriminatory harassment towards an individual:

- Behaviors, actions, or organizational measures that, motivated by racial or ethnic origin, religion or beliefs, illness, disability, age, sexual orientation, or any other discriminatory cause, have effects on employment or working conditions such as exclusion, isolation, unfair job evaluation, assigning degrading or senseless tasks, or tasks below professional capacity, etc.
- Ridiculing workers because the tasks they assume do not conform to culturally or socially imposed roles or stereotypes.
- Jokes or mockery that ridicule nationality, racial or ethnic origin, religion or beliefs, disability, age, sexual orientation, or any other personal or social condition or circumstance of an individual.
- Underestimating the work and intellectual capacity of individuals due to any discriminatory cause.
- Criticizing nationality, racial or ethnic origin, political or religious attitudes and beliefs, sexual orientation, or any other discriminatory cause.



- Harassment based on beliefs directed at a union or political representative within the Company.

REMEMBER: ALUDIUM has a specific protocol to combat harassment, which establishes a specific procedure for its reporting, investigation, and resolution.

Any employee who is aware (whether as a victim or not) of any of the types of harassment mentioned above may report it in writing or verbally to the Internal Information System Manager, as outlined in the GIR Procedure (Section 2.3) and in the Internal System Policy (Section 5). ALUDIUM will ensure the anonymity of the informant (if they choose not to identify themselves at the time of reporting), as well as the privacy and dignity of the affected individuals, adhering to the principles of promptness, objectivity, independence, impartiality, and contradiction in the process.

Excluded from the aforementioned cases are situations that, despite causing some instability in personal relationships, result from the usual dynamics of work relationships, such as: (a) the existence of antipathies or personal or professional conflicts; (b) disagreement on work-related aspects (salary, evaluation, promotion, assigned tasks, etc.), or (c) the demand for improvements in capacity or productivity.

More specifically, the following behaviors are examples of the latter:

- The exercise of the powers of organization and distribution of work that correspond to any managerial or directive role.
- The legal and necessary exercise of hierarchy or decision-making power or the establishment of goals for the organization by a superior in relation to ALUDIUM employees."
- The exercise of disciplinary correction power towards an employee by a higher-ranking supervisor, verbal warnings for poor or inadequate professional performance, nor the justified assignment of increased work or tasks to an employee due to an increase in demand or higher qualifications shall be considered examples.
- Substantial changes in working conditions without cause and without following the legally established procedure.

- Pressures to increase working hours or perform specific tasks.
- Despotic behaviors indiscriminately directed at several employees.
- Conflicts during strikes, protests, etc.
- Admonitions without disparagement for not performing the job well.
- Personal and union conflicts.
- Specific and successive offenses directed by various individuals without coordination between them.

Without prejudice, if they have a certain entity or gravity, they can be appropriately resolved through the conflict resolution procedure developed by the Company (Annex [*]).

It is also essential to differentiate between workplace harassment, work-related stress, and burnout syndrome since, in the latter two, there is no external agent consciously exerting psychological pressure on the employee, consistently over time, as in workplace harassment. These are often more related to situations of exhaustion and disillusionment in the workplace, which tends to lead to little or no involvement in the job and vocational loss.

4. Doing Business with Integrity

4.1 Anti-bribery and anti-corruption policies

We compete on the basis of the merits of our products and services, and we tolerate no forms of bribery or corruption.

ALUDIUM has a zero-tolerance policy regarding bribery and corruption. We comply with all anti-bribery and anti-corruption legislation, including the Foreign Corrupt Practices Act (FCPA) of the USA whose main aspects are included in ANNEX I and all other laws that prohibit undue payment to obtain a commercial advantage. We apply this policy to all business activities the world over, whether they involve state-level public officials or are wholly commercial activities, not only because we are legally bound to do so, but because it backs our commitments to honest and ethical business practices.

It is expressly forbidden to make or receive payments or gifts or undue tokens of appreciation with customers, suppliers, civil servants or any other third parties with the intention of exercising undue influence on commercial, professional or administrative relationships or for the purpose of obtaining any benefit for oneself or for the company or any unfair advantage.

These examples are considered acts of corruption and are prohibited under the provisions of this code.

Employees must not:

- Offer, promise or provide financial or any other type of advantages that may be considered bribery to another person or organization for the purpose of encouraging them to provide an undue commercial advantage or to favor ALUDIUM.
- Agree to accept or receive financial or any other type of advantages in exchange for commercial advantages or favor to another person or organization (e.g., offering contracts or employment).
- Allow anyone to work on behalf of ALUDIUM (including consultants, commission agents, intermediaries, suppliers or other third parties) to give or receive bribes.

Anti-bribery legislation is particularly strict in cases in which national or foreign public authorities or public officials are offered bribes. Failure to comply with this legislation may put you and ALUDIUM at risk of imposition of serious penalties.

REMEMBER: In case of doubt, contact the Compliance Body or Legal Department. Reporting and transparency almost always prevent future problems.

Bribery implies offering, giving or receiving anything of certain value in order to unduly influence a business-related decision and to create an unfair commercial advantage. This may include:

- Cash, gift cards and gift certificates
- Gifts, leisure activities and hospitality
- Payment of travel expenses, especially when the trip has no clear commercial purpose
- Personal services, such as car service or a personal chef
- Loans
- Contributions to political movements
- Favors, such as “putting in a good word” in relation to an application for a child’s entry in a private school
- Job offers



4.2 Gifts and Hospitality

Giving and receiving payments, gifts or undue tokens of appreciation is expressly prohibited in relationships with customers, suppliers, civil servants, authorities or any other third parties.

Do not accept gifts, meals, leisure activities or any other favors from customers or suppliers if doing so may jeopardize or seem to jeopardize your ability to make objective commercial decisions in the interest of ALUDIUM. In case of doubt, report the circumstances to the Compliance Body or Human Resources.

REMEMBER: Reporting and transparency almost always prevent future problems.

Exceptions to this rule are promotional items of little value (less than €100) that would not be considered inappropriate (as long as they are not directly or indirectly related to a commitment or to the expectation of an action being taken or ceasing to be taken).

The Compliance Body must be consulted before engaging in corporate hospitality or sponsorship.

Travel and premium events

If a customer or a supplier invites you to an event that involves travel outside of your city, an overnight stay or attendance at a premium event, you must check first with your director and/or with the Compliance Body to determine whether or not there is a commercial reason for your attendance. If there is, ALUDIUM should pay for your travel and attendance.

Reject gifts, meals or leisure activities

If you are offered a gift, meal or leisure activity worth more than €100 or an equal amount in another currency, politely refuse and explain ALUDIUM's internal rules regarding gifts. If returning a gift may upset your host, or if the circumstances in which the gift was given prevent the return of the gift, you may accept the gift, but you must inform the Compliance Body, who will work with you to donate the gift to charity or to share or raffle the gift among a group of employees. In any case, it is expressly prohibited to reveal your home address or any other address other than that of ALUDIUM facilities to suppliers in order to receive gifts.

4.3 Conflicts of interest

We are loyal to ALUDIUM and act in its best interest. A conflict may arise if you (or members of your immediate family) undertake business or financial activities with suppliers, clients, or competitors which might interfere - or seem to interfere - with your decision making as an ALUDIUM employee.

You are responsible for understanding and avoiding the kinds of scenario that might give rise to conflicts of interest. Even though all the scenarios in which a conflict of interest might arise cannot be listed, there are certain areas in which conflicts usually arise:

- **Financial interests** A conflict may arise if you are responsible for making purchase or selection decisions regarding one of our clients or suppliers and you (or a member of your immediate family) have a financial or personal interest in that client or supplier or one of their competitors.
- **Interest in property** A conflict may also arise if you (or a member of your immediate family) hold a stake in real estate property, leases, patents, or any other property in which ALUDIUM has (or there are reasons to believe might have) an interest.
- **Third-Party Interests** Acting as an agent for a third party (e.g. a client, supplier, or advisor) in transactions involving ALUDIUM also gives rise to a conflict.



- **Family ties** Working with a family member may also give rise to real or apparent conflicts, particularly if the decisions which you make or the division of duties interferes with objective decision making.
- **External activities** A conflict may also arise when you accept to perform the duties of a Manager or any other key role in a company that is or is trying to become one of our clients, suppliers, or competitors.

In any potential conflict of interest, ask yourself:

- Could my personal interests interfere with ALUDIUM?
- Could other people, either in or outside ALUDIUM, feel that this is the case?

All ALUDIUM employees must complete the questionnaire on conflicts of interest that is attached as Annex II to this Code of Conduct.

In addition, if you are considering participating in an activity or transaction that might give rise to a conflict of interest, you should report the potential conflict of interest and obtain approval in writing from the Compliance Body.

REMEMBER: when in doubt, always check with the Compliance Body or the Legal Department. Communication and transparency almost always prevent potential future problems.

4.4 Commitment to third parties

4.4.1 Loyalty in relations with suppliers

The selection of the company's suppliers must be based on the criteria of impartiality, objectivity, and good faith, always in benefit of ALUDIUM. Relations with suppliers will be based on respect, trust, and loyalty, in order to create a framework for cooperation under the principles and values established in this Code.

4.4.2 Relations with competitors

Our policy is to fully comply with all aspects of competition and anti-trust laws locally, nationally, and internationally (including the Foreign Corrupt Practices Act (FCPA)) wherever we try to do business. We want a fair and open global market and acknowledge that our competitive advantage is achieved through the delivery of excellent products and services, never through unethical or illegal commercial practices.

We rely on you to treat our clients in a fair and honest way in the negotiations on terms and conditions of sale. We must never follow misleading and unfair practices (including false or misleading advertising, false invoicing, disregard for competitors, or industrial espionage).

Moreover, you should treat our competitors in a fair and honest way. Please compile competitive information ethically, from the public sources available, and avoid any improper behavior. Never engage in conversations or reach agreements with competitors to:

- Fix prices or terms regarding product or service pricing.
- Share marketing plans (including production levels, stock levels, production processes, and use of raw materials).
- Allocate clients, markets, or territories or restrict the availability of products or services.

Anti-trust or competition laws are complex and breaches of these laws are serious. If you have any questions or concerns, please seek guidance from your local managers or contact the Compliance Body.

4.5 Commercial requirements

Import and export laws regulate where and with whom we can do business. We recognize that our ability to export our products is a privilege, not a right, and breaches can have a significant impact on our operations.

If you are involved in cross-border movement of products or services, you are responsible for being familiar and complying with all the applicable laws, regulations, and restrictions on export/import, in the country (or countries) in which you work. Export and import controls can be complex. If you have any questions, please seek guidance from the ALUDIUM Legal Department.

4.6 Fight against money laundering and the financing of terrorism

Prohibition of donations to political entities

ALUDIUM and all the addressees of this Code should pay special attention to fulfillment of the obligations set out in the applicable legislation on the Prevention of Money Laundering and on the financing of terrorism.

Money laundering takes place when companies or individuals try to conceal or hide the earnings from unlawful activities by changing their location, so that their origin is concealed and they seem to be legitimate. All our operations should be protected against the use of these funds to pay for ALUDIUM goods and services.

Always follow the ALUDIUM financial procedures when making payments or accepting funds from third parties.

Be alert to situations that seem suspicious or might indicate that someone is using or is trying to use their transactions with ALUDIUM to launder money. For example:

- Requests for payments in cash or cash equivalents.
- Payments made by a third party to a client.
- Unusual bank transfers from or to countries unrelated to the transaction.
- Clients that are not open and transparent about their property or seem anxious to avoid our record keeping requirements.

ALUDIUM employees must be familiar with or identify any third party that wishes to conduct transactions with ALUDIUM (both purchases and sales, as well as any other commercial transaction), following the internal protocols for action, refraining from conducting transactions with third parties that have not been duly identified, and with those whose professional activity arouses the suspicion of unlawfulness.

More specifically, the concealment of illegal funds, their apparent conversion into legitimate money, or their use to support terrorist crimes is forbidden. To this end, suppliers/clients must prove their ownership of the relevant bank account in any data recording or changes.

Moreover, ALUDIUM will not make, directly or indirectly, any donations to political parties, coalitions, federations, electoral groups, or similar entities.

Please contact the ALUDIUM Legal Department if you suspect any improper activity.

4.7 Cooperating with government requests and investigations

ALUDIUM fully cooperates with government requests and investigations.

- Please contact the ALUDIUM Legal Department to discuss suitable handling of government investigations and visits, as well as all government requests for ALUDIUM records (other than the routine requests that are usually part of your job).
- Always provide accurate and true information when answering government requests.



5. Commitment to quality and service

5.1 Offering quality

The quality of the products and services which we provide to our clients is crucial for our ongoing success and our profitable and sustainable growth.

Focusing on quality means:

- Meeting our clients' needs and offering products and services with the suitable quality levels, within the time frame and at the cost agreed.
- Expecting from our suppliers the same behavior that our clients expect from us.
- Complying with all the quality control standards, client requirements, and product test procedures.
- Reporting actual or potential product safety or quality problems as soon as we are aware of them.

In this regard, Aludium holds:

- i) certificate number FM 94140 and operates a Quality Management System which fulfills the ISO 9001:2015 requirements for the production of aluminum and aluminum alloy laminates (reels and sheets).
- ii) certificate number IATF 16949:2016 and operates a Quality Management System which fulfills the IATF 16949:2016 requirements for the activities specified for the following scope: Production of aluminum and aluminum alloy laminates (coils, reels, and sheets).
- iii) Certificate number FS 91680 and operates a Quality Management System that meets the requirements of ISO 9001:2015 for the manufacture and sales of bright finished high purity aluminum coils, rolls, sheets, and circles for lighting application (offices, industries), cosmetic packaging and decoration markets.

iv) ALUDIUM has implemented, operates, and maintains a Quality Guarantee System in accordance with the Directive on Pressure Equipment 2014/68 EU, as a material manufacturer.

Moreover, our CINDAL R+D center is internationally accredited to ensure the quality of aluminum and aluminum alloys. Cindal R+D holds an ISO 17025 certificate for objective chemical analyses of any aluminum materials and serves as a reference laboratory.

Regular audits of ALUDIUM installations are conducted to ensure, among other things, i) the quality of the metal analysis; ii) the control of toxic elements for the alloys.

5.2 Fair treatment / relations with clients and suppliers

ALUDIUM values its relations with clients, suppliers, and consumers. Always treat clients and suppliers fairly, taking an honest and respectful attitude toward them:

- Do not engage in abusive, unfair, or misleading practices.
- Always present ALUDIUM products honestly and frankly.
- Do not offer, promise, or provide anything to a client or supplier in exchange for an inappropriate advantage for ALUDIUM.
- Listen to our clients and always take their views into account when making decisions.
- Try to anticipate, meet, and fulfill or exceed our clients' expectations.
- Obtain competitive bids and negotiate in good faith, with no conflicts of interest, when selecting new suppliers.
- Keep suppliers' pricing confidential and do not share it with other suppliers for any reason.



6. Protection of information and adequate use of assets

6.1 Confidentiality of information

We are committed to protecting the confidentiality of the information on ALUDIUM, our employees, and the companies with which we work. Confidential information can take the form of: research, specifications or price quotes for new products; marketing or advertising strategies; non-public financial information; client lists or files; or data on employment, remuneration, or personnel. To summarize, any information which has not been published by the company that discloses data of any nature regarding the Firm's internal operations or third parties related to ALUDIUM is regarded as confidential information of the company.

Protect the confidential information as you would protect your personal information. Do not disclose it to anyone who is not authorized to know it, in or outside the workplace, unless required by law or a court order.

Before sharing confidential information (verbally, electronically, or in writing), please ensure that:

- You are authorized to disclose the information.
- You are disclosing it to someone who is authorized to disclose it.
- You restrict the amount of information to what is required to achieve the commercial purpose set and in accordance with data protection regulation.
- You obtain a confidentiality or privacy agreement (if required) when disclosing the information to someone outside ALUDIUM, prior communication and review by Legal Department.
- You notify the recipient that the information is confidential and make sure that they understand the restrictions associated with its use or distribution.

The addressees of this Code will not be able to use the information in their own benefit. Making copies of this information is expressly forbidden. ALUDIUM reserves the possibility of establishing computer control mechanisms to prevent information leaks.

The duty of secrecy and not to use the confidential information is not extinguished by the end of the employment relationship between the worker and ALUDIUM. The addressees of this Code are obliged to comply with it even once they are no longer professionally associated with ALUDIUM.

This obligation also includes any confidential information obtained by a worker by any means in relation to any other company. ALUDIUM does not wish to access any information or documents concerning the businesses, finance, industrial secrets, commercial contacts, clients, or any other confidential or sensitive data affecting the companies or entities in which an employee has worked before joining the company, whether this information was included or not in their employment contract. Thus, ALUDIUM and its senior management, department heads, and middle management will reject the use of this information even if it might be beneficial for the Firm.

REMEMBER: when in doubt, check with the Compliance Body or the Legal Department. Communication and transparency almost always prevent potential future problems.

6.2 Insider trading

As an employee, you may have access to non-public ("privileged") substantial information on ALUDIUM or other companies with which we do business (e.g. suppliers or current or potential clients), which, if known, might influence someone's decision to buy, sell, or retain shares in a company.

Examples of privileged information include: expected future earnings or losses; organizational changes, expected mergers or acquisitions, significant claims or settlements, or potential new projects.



Insider trading is illegal. You are responsible for protecting privileged information. Never buy or sell shares on the basis of this information, or “warn” other people so that they can do so. If you have any doubts on what is regarded as insider trading, please speak with your supervisor or with the ALUDIUM Legal Department.

6.3 Transactions and accurate record keeping

Accurate records are essential to make good commercial decisions. Investors and the public in general rely on ALUDIUM to use and provide accurate information so that they can make informed decisions.

Our books, records, and accounts must correctly reflect all the transactions and activities and must comply with the applicable laws, regulations, and standards, and comply with the ALUDIUM financial procedures. For example:

- Ensuring that all the information and commercial records which you prepare, process, or approve are accurate and complete and comply with all the applicable laws, standards, and procedures.
- Never falsifying a record, or trying to conceal the real nature of a transaction.
- Not trying to avoid internal controls and procedures, even if you think it would be harmless or save time.
- Never conceal or destroy records to prevent their disclosure in legal or governmental proceedings. Please familiarize yourself with our retention schedules and record management policies that apply to records and information in any format, including electronic and printed copies.
- Follow the instructions of the ALUDIUM Legal Department to preserve documents in ongoing or expected lawsuits and governmental investigations or audits.

What is a commercial record?

The information and documents which you create or use in your work are commercial records. ALUDIUM’s financial books are a type of commercial record, but so are:

- Manufacturing reports and test results.
- Safety records.
- Expense reports.
- Invoices.
- Time records.
- Emails and voice mails.

Some rules on the supply of information

Please proceed to share information when you are certain that:

- The information is not confidential or sensitive.
- Your colleagues need the information to do their work.
- Your supervisor has authorized you to share the information and the confidentiality agreements required are in force.

Wait for the information to be sent and ask your superior for advice or the Compliance Body when: not sure if the information is confidential or sensitive; or when the information is labeled as confidential or classified.

6.4 Personal Data Protection

We are committed to protecting our employees', clients', providers' and external employees' or freelance workers' personal data, which ALUDIUM is responsible for. In accordance with data protection regulation, it will be considered as "personal data" "any information relating to an identified or identifiable natural person" (or "data subject"), understanding as "identifiable natural person" "one who can be identified, directly or indirectly, in particular by reference to an identifier such as a name, an identification number, location data, an online identifier or to one or more factors specific to the physical, physiological, genetic, mental, economic, cultural or social identity of that natural person".

The addressees must protect the personal data to which they have access in their job and prevent from any unauthorized access or disclosure of personal data, in and outside the working hours and the workplace, unless required by law or a court order.

Before accessing documentation containing personal data, regardless of its support (verbal, electronic or in writing), the addressees must consider the following:

- They must only access personal data if it is absolutely adequate, relevant and necessary to fulfil a given purpose. All the purposes must be determined, explicit and legitimate.
- If possible, the information must be kept in a way that allows the identification of the data subjects not longer than the required time in relation to the purposes of processing. As soon as it is possible, measures such as anonymization, pseudonymisation or encryption must be adopted in accordance with the internal policy or protocol in data protection.

The addressees must guarantee the confidentiality, integrity, availability and permanent resilience of the systems and processing services they use containing personal data.

Before sharing personal data or documents containing personal data, regardless of its support (verbal, electronic, or in writing), the addressees must consider certain rules:

- The addressee is authorized to disclose the documentation or personal data.
- The personal data is disclosed only to an authorized person.
- The personal data is disclosed to fulfil the purpose for which the personal data was collected.
- The personal data disclosed must comply with the data minimization principle. The addressees can only process and disclose personal data when it is adequate, relevant and limited to what is necessary in relation to the purposes for which it was collected.
- If it is necessary, the addressees must sign a confidentiality or privacy agreement and, if necessary, a data processor agreement, in accordance with the data protection regulation, prior communication and review of the agreements by Legal Department.

The addressees of this Code cannot use the personal data in their own benefit. Making copies of this information is expressly forbidden.

The addressees must comply with the appropriate technical and organizational measures previously implemented by ALUDIUM to guarantee the protection of personal data. The addressees of this Code will receive the instructions, protocols and documentation required with regard to the personal data protection.

If there is a security breach of the personal data that could cause the accidental or unlawful destruction, loss, alteration or unauthorized disclosure of personal data, the addressee who becomes aware of this security breach must inform the Legal Department and the data protection officer, as soon as the addressee has knowledge of it and, in any case, within a maximum time frame of 24 hours, in accordance with the protocol on personal data protection.



The duty of confidentiality and protection of personal data is not extinguished by the end of the employment relationship between the worker and ALUDIUM. The addressees of this Code are obliged to comply with it even once they are no longer professionally associated with ALUDIUM.

REMEMBER: when in doubt, check with the Legal Department, the Data Protection Officer or the specific protocols in data protection. Transparency and communication almost always prevent potential future problems.

6.5 Adequate use of the assets

Please protect the assets (intellectual, physical and financial assets) that ALUDIUM makes available for you to perform your activities and use them responsibly.

This first implies the full assumption that these (intellectual, physical, and financial) assets are the exclusive property of the Firm, and second that they must be used responsibly to benefit the company, applying maximum diligence to prevent potential damage, loss, or theft.

The assets defined in this section are not limited to material assets, but also comprise information and intellectual property, including such computer means as the Internet and email.

ALUDIUM has

- i) a Protocol specifying the policy for use of technological resources and devices (both hardware - computers, telephones, etc. - and software - computer programs and other applications), which regulates their acquisition and installation, as well as their use, establishing the suitable security measures;
- ii) mobile communication devices,
- iii) password policy, and
- iv) user account policy.

These policies are communicated to every ALUDIUM professional.

Do not use ALUDIUM assets for your personal benefit or to benefit any party other than ALUDIUM:

- Please use common sense. For example, making an occasional personal telephone call or sending an occasional personal email from the workplace is acceptable. Too many personal calls or emails constitute a misuse of assets.
- Always check the relevant ALUDIUM policies to ensure that you are using the ALUDIUM assets as expected.

Theft of company assets

A physical theft, an unauthorized appropriation of an ALUDIUM product, device, or information, or theft through misuse of funds or intentional misreporting of time or expenses can all give rise to the termination of the agreement and initiate criminal proceedings. ALUDIUM regards workplace theft of assets belonging to other employees in the same way as it would regard theft of company assets.

6.6 Public communications

We want to ensure that the information shared with the public about ALUDIUM is accurate and consistent. Unless you are specifically authorized to do so, you should never speak on behalf of your company or of ALUDIUM. If the media contact you to obtain information, copies of documents, or your views, please refer them to your supervisor. If the matter is significant or likely to arouse widespread interest in the media, please contact the Communication Department: employee.channel@aludium.com.

7. Relations with our communities

7.1 Social responsibility

Our business activities have significant impact on the people, communities, and environments among which we operate. We must continually earn the right to act, proving our respect for the well-being of our communities, the environment, and human rights. We understand the importance of holding a transparent, open dialog with the stakeholders in our communities, and we work to build a culture of trust.

Some measures which you can take:

- Respect the local standards and customs of the communities in which we act.
- Fight to improve quality of life and care for the environment in all exchanges with the community.
- When interacting with local stakeholders, please ensure that:
 - We understand all problems and concerns.
 - We provide them with relevant information.
 - We align our commercial practices and NGOs with community priorities.

Aludium shall not contribute to armed conflict or Human Rights abuses in Conflict-Affected and High-Risk Areas.

7.2 Preserving the environment

We are committed to the protection of the human and natural environment through efficient use of resources and actions. We do not compromise environmental values for profit or production purposes.

We expect our employees to be respectful of the natural environment wherever they act, and to ensure that their activities are not damaging or harmful. You are responsible for complying with all the laws, policies, permits, and regulations pertaining to environmental legislation and to seek the continuous improvement of ALUDIUM's environmental action, energy efficiency, and resources in every aspect of your work.

All the addressees of this Code are obliged to report any risk to environmental safety detected in the facilities or in any machine or piece of equipment to the HR Department.

As proof of our commitment to protecting the environment, the environmental management systems in the ALUDIUM plants are ISO 14001 certified. We have efficient environmental management programs for all our activities.

ALUDIUM has a Manual at draft 0 dated September 2015 on EHS Management, whose purpose is to describe and establish the Environmental Health and Safety (EHS) management system, based on the ISO 14001:2015 and ISO 45001:2018 standards.

The environmental policy of May 2015 approved by Management, attached as an annex to this Code of Conduct, meets ISO 14001 requirements. It is defined in the Management Manual and is notified to employees through bulletin boards and by mail. It is revised on a yearly basis by the management.

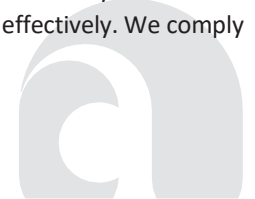
Likewise, the Environmental Health and Safety Policy is available on the ALUDIUM website. It provides the vision and values in this regard that must be complied with by all the addressees of this Code. It should always be borne in mind that ALUDIUM's policy is to "work safely and responsibly, respecting the environment and the health of our employees, our clients, and the Community".

ALUDIUM has various environmental certificates.

- i. Certificate of environmental management system registration (ISO 14001:2015)
- ii. Certificate number EMS 88295 and maintains an Environmental System that complies with the requirements of ISO 14001:2015 for the manufacture and sale of high purity bands, rollers, sheets and discs of high purity aluminum for the lighting, cosmetic packaging and decoration markets.

ALUDIUM carries out self-assessments and audits by which it verifies that all the EHS Management System activities are conducted in accordance with the documents established and checks the effectiveness of the System, identifying any breaches and establishing the corrective actions required to remove them.

We exhaustively manage the emissions and waste that we generate, and continually seek innovative ways to remove them at their origin and control them effectively. We comply with all the applicable laws.



7.3 ALUDIUM's recycling commitment

ALUDIUM believes that recycling is crucial for sustainable development as it makes it possible to protect natural resources and reduce use of raw materials. We actively promote the minimization of the waste sent to landfills. As an alternative, we promote recovery, recycling, or reuse.

For this reason, a percentage of each new aluminum product manufactured is produced using recycled scrap aluminum. This process makes it possible to preserve natural resources, reduces the waste whose final destination is the landfill, and generates much less greenhouse gas emissions than the manufacturing of primary aluminum.

Exceptional results can only be achieved if all the addressees of this Code are committed at all times to sustainable performance of their activities, the preservation of natural resources, and environmental biodiversity. This commitment is crucial to drive continuous improvement.

7.4 Energy policy

ALUDIUM plants have an energy policy and efficient energy management systems to ensure the sustainability of our activities (including, as an example, the fusion of scrap to favor energy consumption).

ALUDIUM believes that energy efficiency contributes to reduce greenhouse gas emissions and increases the competitiveness of our plants. For this reason, energy efficiency has been incorporated to our decision making process and we constantly measure our performance as part of a continuous improvement process, promoting the use of cleaner energies in our processes.

ALUDIUM is ISO 50001:2018 certified for Energy Management.

7.5 Social citizenship

ALUDIUM maintains the highest standards of respect for the human rights of all stakeholders. We make our employees and suppliers responsible for complying with these standards. Our policies establish that we will not tolerate forced or mandatory work, child labor, or discrimination of any kind in our global operations. We respect all the people who work with or for ALUDIUM.

This means that:

- We never use child labor or forced labor in our business activities.
- We respect the freedom of each of our employees to join or not join legally authorized associations or organizations.
- We condemn forced labor, physical abuse, and any other form of abusive behavior toward employees or those individuals with whom we do business.

7.6 Political activity

ALUDIUM respects the rights of our employees and other individuals to engage in political activities and encourages civic commitment.

Personal political activity

- ALUDIUM will not compensate employees for their personal political activity.
- Their work must not be affected by their personal political views or their decision to make political contributions.

Do not use ALUDIUM's reputation or assets, including your working hours, to promote your own political activities or interests.

8. Acceptance and compliance

All the addressees of this Code of Conduct must receive it, read it, and comply with it. It should be borne in mind that this Code of Conduct is part of the Corporate Compliance system implemented by ALUDIUM, whose goal is the fight against and prevention of potential criminal actions in the workplace and in business, with serious consequences potentially arising from its breach, both for the Company and consequently for all its employees and dependent personnel (understood in the sense specified in Section 1).

The individuals responsible for each department or section must make every effort to behave as role models and help their teams to understand and apply the standards set out in this Code, as well as the specific protocols or instructions which correspond to their department or section under the Corporate Compliance system (exclusively or together with other protocols or instructions).

Everyone's full involvement is important for the entire organization, starting with the management and heads of department, in order to implement an effective culture of compliance.

In this regard, anyone who suspects or has knowledge of possible infractions must report it to the Internal Information System Manager, as determined in the specific protocol (GIR Procedure), through a procedure that ensures confidentiality and the absence of reprisals against the good-faith informant.

As mentioned earlier, the standard vehicle for such communications is the Internal Information System, meaning that communications should generally be made through the internal channels provided by ALUDIUM: in writing through the platform specified in the Internal System Policy (Section 5) and the GIR Procedure (Section 2.3), directly to the System Manager verbally, or by requesting an in-person meeting, following the terms established in the GIR Procedure.

9. The Compliance Officer and the Code of Conduct

To facilitate correct application of the standards established in this Code, its addressees are obliged to immediately report any potential breaches, as well as potential signs of fraud. In case of doubt, addressees should always check with the Compliance Body, whose goal is to ensure effective implementation of the ALUDIUM Code of Conduct.

Any information reported on irregularities, as well as the identity of the reporter, will always be kept strictly confidential. ALUDIUM is committed to protecting the rights of whistle blowers in good faith, and will take no reprisals against any addressee of this Code who reports what they regard as a breach of the Code. Please request guidance on a specific practice, action, or decision, and cooperate with the investigation of any potential infringement.

Any reprisals against an employee who reports in good faith an action by this means constitutes a breach of this Code, so reprisals can themselves be reported.

The Compliance Body has been selected as the way for addressees to report potential breaches. Thus, a channel will be available to report any conducts contrary to the Code that might be observed.

In addition to serving as a communication channel, the Compliance Body is assigned the following duties:

- i) Spreading knowledge of this Code within the organization and among third-party ALUDIUM partners.
- ii) Promoting compliance with this Code, ensuring its effective implementation and application.
- iii) Ensuring correct operation of the communication channel and reporting within the Firm.
- iv) Answering any queries concerning the Code made by any of its addressees.
- v) Periodically reporting to the Board of Directors on compliance with the ALUDIUM Code of Conduct, and proposing measures for its improvement, if applicable.



10. Validity

After its approval by the Board of Directors, the ALUDIUM Code of Conduct (both its Spanish, French and English versions) has become part of the internal regulations of the group to which ALUDIUM belongs, and it will remain in force until its cancellation or updating is not approved. In case of discrepancy, the Spanish version will prevail.

The recommendations and proposals made by the Compliance Body will be taken particularly into account for the approval of any updates to the Code.

11. Help chain resources

11.1 Resources

To obtain more information on the Code or our expectations, please contact any of the following:

- Your supervisors.
- The Compliance Body.
employee.channel@aludium.com
- Data Protection Officer
(for data protection issues):
dpo@aludium.com

----- APPROVAL AND SIGNATURE -----



ANNEX I: Highlights of the Foreign Corrupt Practices Act of 1977 (FCPA)

1. Introduction

In the US business sector, it was revealed that bribes were a common practice and that is why the need to create a solid regulation that imposes anti-corruption obligations on companies was necessary. In 1977, the Law Against Foreign Corrupt Practices Act (FCPA) was approved, consisting of two parts:

- i) A part related to accounting transparency obligations, Accounting Registries / Internal Control that apply to Securities Issuers in the US.

It requires US and non-US companies listed in the US. (issuers) comply with the accounting provisions. These provisions, which were designed to operate in conjunction with the anti-bribery provisions of the FCPA, require issuers to keep their books and have detailed records that reflect the company's transactions accurately and reasonably, and to develop and maintain an adequate system of internal accounting controls. In practice, accounting provisions have been widely interpreted to include false accounting or accounting records for any unlawful act, including commercial bribes paid both inside and outside the US.

- ii) And another one that contains Anti-corruption provisions that apply to US Persons.

International bribery is punished, imposing important sanctions in case of non-compliance. The FCPA states that it is illegal for individuals and companies in the US to pay bribes to foreign government officials (outside the US), in order to obtain and retain business opportunities or to obtain any undue advantage. This law prohibits direct and indirect bribes through intermediaries. Failure to comply can result in severe penalties ranging from economic fines, to be placed under judicial supervision or the liquidation order.

2. Who is the FCPA for?

The FCPA is intended for issuers of securities, US national companies and others who are not issuers and companies of that country:

- 2.1 An issuer is any company that has securities that are traded on a US stock market, as well as a company that trades its securities through what is called the counter market (OTC or over the counter).

It is important to clarify that within this category of persons may be included companies that are not necessarily incorporated in the United States, but if they have listed securities in a stock exchange located in that jurisdiction they are subject to comply with the FCPA.

2.2 The second group of persons obliged to comply with the FCPA, as mentioned, is formed by what the law calls national companies. Any type of company, association, trust or sole proprietorships that are incorporated under the laws of the United States or their States or that have their principal domicile in that country are part of this category.

2.3 Within the third group of persons who are subjects of the FCPA are foreign persons who, within the territory of the United States, carry out a bribe under the terms of said law, either directly or through a third party.

According to the FCPA Application Guide published by the Department of Justice and the United States Securities Commission (SEC), a foreigner who attends the US. A meeting where a scheme of bribery is being promoted abroad can be sanctioned under this law.

2.4 Finally, the provisions of the law include any official, director, employee, agent of the issuer or of the national company and the shareholders of the persons indicated above.

3. Main aspects

3.1 Anti-corruption provisions

3.1.1 Prohibited foreign trade practices

It shall be unlawful:

*Who: for any issuer which has a class of securities registered or which is required to file reports/ for any domestic concern¹, other than an issuer/ for any person² other than an issuer or a domestic concern/or for any officer, director, employee, or agent of such domestic concern or any stockholder;

*Behavior: thereof acting on behalf of such domestic concern, to make use of the mails or any means or instrumentality of interstate commerce corruptly in furtherance of an offer, payment, promise to pay, or authorization of the payment of any money, or offer, gift, promise to give, or authorization of the giving of anything of value to

(1) any foreign official³ for purposes of—

- (A) (i) influencing any act or decision of such foreign official in his official capacity, (ii) inducing such foreign official to do or omit to do any act in violation of the lawful duty of such official, or (iii) securing any improper advantage; or

1 (A) any individual who is a citizen, national, or resident of the United States; and (B) any corporation, partnership, association, joint-stock company, business trust, unincorporated organization, or sole proprietorship which has its principal place of business in the United States, or which is organized under the laws of a State of the United States or a territory, possession, or commonwealth of the United States.

2 The term “person,” when referring to an offender, means any natural person other than a. national of the United States (as defined in 8 U.S.C. § 1101) or any corporation, partnership, association, joint-stock company, business trust, unincorporated organization, or sole proprietorship organized under the law of a foreign nation or a political subdivision thereof.

3 A) The term “foreign official” means any officer or employee of a foreign government or any department, agency, or instrumentality thereof, or of a public international organization, or any person acting in an official capacity for or on behalf of any such government or department, agency, or instrumentality, or for or on behalf of any such public international organization.

- (B) inducing such foreign official to use his influence with a foreign government or instrumentality thereof to affect or influence any act or decision of such government or instrumentality, in order to assist such domestic concern in obtaining or retaining business for or with, or directing business to, any person;
- (2) any foreign political party or official thereof or any candidate for foreign political office for purposes of—
- (A) (i) influencing any act or decision of such party, official, or candidate in its or his official capacity, (ii) inducing such party, official, or candidate to do or omit to do an act in violation of the lawful duty of such party, official, or candidate, or (iii) securing any improper advantage; or
 - (B) inducing such party, official, or candidate to use its or his influence with a foreign government or instrumentality thereof to affect or influence any act or decision of such government or instrumentality, in order to assist such domestic concern in obtaining or retaining business for or with, or directing business to, any person;
- (3) any person, while knowing that all or a portion of such money or thing of value will be offered, given, or promised, directly or indirectly, to any foreign official, to any foreign political party or official thereof, or to any candidate for foreign political office, for purposes of—
- (A) (i) influencing any act or decision of such foreign official, political party, party official, or candidate in his or its official capacity, (ii) inducing such foreign official, political party, party official, or candidate to do or omit to do any act in violation of the lawful duty of such foreign official, political party, party official, or candidate, or (iii) securing any improper advantage; or
 - (B) inducing such foreign official, political party, party official, or candidate to use his or its influence with a foreign government or instrumentality thereof to affect or influence any act or decision of such government or instrumentality, in order to assist such domestic concern in obtaining or retaining business for or with, or directing business to, any person.

4. About the penalties

The FCPA has been designed to prevent and deter individuals and companies from committing acts of corruption, ergo, the catalog of penalties that it holds is severe. The sanctions are applied under different regimes depending on the subject on which the pecuniary consequences fall.



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