

CORPORATE CODE OF ETHICS AND CONDUCT

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FORWARD FROM THE PRESIDENT



IMAGE

Since the inception of the business in 1991 until the present day, when the entire Group comprises of companies with international reach and diverse profiles, I have always maintained that progress can only be achieved through Staff commitment to the highest professional and ethical standards.

And it is that commitment which appears in the "Corporate Code of Ethics and Conduct", a guide to the values which set us apart, which sustainable success of our business should be based upon and which allows us to work with the best, constitutes value in itself in the eyes of our customers and through which we are able to work with respect for the individual and the community.

It was no easy task to compile this compendium of values and principles, as it applies to a non-uniform group of people, who, even though guided by a common interest constituting professional and business development, represent a wide range of professions and come from many various places.

When it comes to the values, it is paramount to identify with them and apply them on a daily basis. I encourage each one of you to assume a leader's position and undertake individual actions to that end - to become an example to be followed, the person upon whom we, as a business, can stake our global reputation upon.

On behalf of Grupo Rover Alcisa, I would like to thank you for your contribution into implementing the "Corporate Code of Ethics and Conduct", the application of which is a priority and our common pride.

Alfredo Rodríguez Verdugo
President

1 OBJECTIVE

The Corporate Code of Ethics and Conduct (hereinafter the "Code of Ethics" or the "Code") of the Rover Alcisa Group, S.L. and companies part of in the form of affiliated companies in the sense of the regulations (hereinafter the "Group") establishes ethical principles and specifies the procedure for taking actions and decisions within the Group and for it in order to ensure that they are conducted in an ethical and manner strictly consistent with the applicable regulations.

The objective of this Code, constituting a starting point for creating an ethical model compliant with the Group's standards, is:

- Development of models and standards of professional, ethical and responsible conduct which should apply in relations between Employees and clients, suppliers and external partners and in contacts with public institutions and private entities.
- Prevention of offences and prohibited conduct by persons obliged by this Code when performing official duties.
- Creating the necessary monitoring and control mechanisms to ensure compliance with the Code.

This Code also includes the commitments of the Rover Alcisa Group in terms of professional ethics and integrity based on integrity, care for the environment, innovation and respect for human rights and labour law in all the places in which we operate.

2 DUE CARE

For Rover Alcisa Group, due care in terms of ethics and integrity refers to all actions that the organization performs in order to prevent, detect and, if appropriate, eliminate inappropriate conduct not in compliance with applicable internal and external regulations which could arise within the organisation.

The Rover Alcisa Group understands that due care in matters of ethics and integrity consists of several elements.

Highlighting risk areas

The Code contains guidelines on dealing with aspects of ethics and integrity, the importance of which, taking into account the nature of the organization and the work it performs, is specific.

Division of responsibilities

The Management Board of Grupo Rover Alcisa, S.L. bears ultimate responsibility for the supervision of correct application of the Code. Responsibilities related to the organization, familiarization, understanding and application of the Code have been entrusted to the Ethics, Compliance and Response Committee.

Determining commitments

The Group's Code of Ethics summarizes the commitments undertaken by the Rover Group Alcisa and all of its employees in terms of ethics and integrity.

Ensuring that the interested parties know and understand their commitments

The Rover Alcisa Group will take reasonable steps to ensure that the Code, as well as the principles which it is based upon, are known and understood by all Employees.

Control and supervision

The Ethics, Compliance and Response Committee is responsible for ensuring familiarity with, understanding and application of the Code of Ethics and for ensuring that the compliance mechanisms established for this purpose function properly. The Commission's tasks also include supervising compliance with the Code within the organization and periodic reporting within that scope to the Management Board of Grupo Rover Alcisa, S.L.

Ensuring compliance

The Rover Alcisa Group has established an Alert and Query Procedure, supervised by the Ethics, Compliance and Response Committee, allowing Employees acting in good faith, without the risk of repression, to report irregular practices within the scope of matters covered by the Code. All employees are required to report every observed instance of inappropriate conduct. The Ethics, Compliance and Response Committee is obligated to process received reports and queries and, in general, to ensure compliance with the Code.

Correcting bad practices

The Rover Alcisa Group applies the principle of "zero tolerance" to bad practices in matters covered by the Code. Cases of non-compliance with the rules will be analysed and addressed by the Ethics, Compliance and Response

Committee in accordance with internal and external standards and in accordance with established procedures for solving reported cases and queries in criminal and other matters.

Remedial actions

Whenever necessary, the Rover Group Alcisa is committed to developing internal standards, procedures and controls required for the effective implementation of the commitments contained in the Corporate Code of Ethics and Conduct.

3 IMPLEMENTATION SCOPE

The present Code is addressed to all Employees and managers of the companies of the ROVER ALCISA Group, irrespective of their position, the type of contract specifying the relationship with the company or the location where they work. For the purposes of this Corporate Code of Ethics, hereinafter they are referred to as "Employees" or, separately, "Employee".

The Code should be applied in every geopolitical area, always respecting the law as well as the cultural, linguistic, social and economic differences of individual countries in which the Group operates. The regulations, practices or internal procedures applicable to natural and legal persons subject to the Code of Ethics, more stringent than the provisions contained therein shall prevail.

No Employee, irrespective of their place in the hierarchy, job title or position, shall not be entitled to persuade another Employee or third party to act contrary to the provisions of this Code. No Employee can justify inappropriate conduct by referring to an instruction issued by a superior or by claiming ignorance of this Code.

Under the terms set out below, Employees are required to inform their superiors or the Ethics, Compliance and Response Committee of any breach of the Code or non-compliant conduct, if they have direct knowledge or reasonable suspicion of a violation. It is recommended to use the notification reporting channel, referred to as the "Notification Management System" (NMS), as the main way to report irregularities and submit questions to the Ethics, Compliance and Response Committee.

The Group will also encourage suppliers, counterparties and other business partners to adopt guidelines on how to proceed in accordance with the recommendations set out in this Code.

The conduct criteria described in this Code are not intended to describe all possible situations or circumstances which a ROVER ALCISA Employee can find themselves in, its purpose is only to determine general guidelines for conduct useful in the performance of the duties entrusted.

4 PUBLICATION AND ADOPTION

The Group will publish and disseminate to Employees, suppliers, contractors, partners and other third parties involved in the Group's activities the content of this Code by providing its paper or electronic version, or by publishing it on a website, intranet or in other appropriate manner.

All employees joining the company and becoming part of the Rover Alcisa Group must expressly accept the Values and Principles as well as standards of conduct set forth in this Code.

The Group expects a high level of commitment and compliance with the Code of Ethics from the management and Employees. Employees in managerial positions within the Group are required to:

- Take appropriate decisions and make appropriate measures available to ensure that the recommendations set out in this Code are known and followed.
- Within the scope of the entrusted responsibility, ensure correct implementation and proper monitoring of compliance with the recommendations of the Code.

The Group may require its Employees and third parties formally related to it, to periodically confirm the compliance of their actions with the guidelines of the Code by submitting relevant documentation.

For consultants, suppliers, subcontractors and partners of any kind relative to any company part of the Group, consent to comply with the Code will be reflected in the general contractual clauses signed within the scope of the said cooperation. Gross and / or repeated non-compliance with the recommendations of this Code by consultants, suppliers, subcontractors and partners will result in the termination of commercial relations binding the parties.

5 PRINCIPLES OF ETHICAL CONDUCT AND ACTIONS

5.1 Observing ethical regulations and values

The Rover Alcisa Group undertakes to develop its business and professional activities in accordance with the law in force at the place of business, while respecting high ethical standards, ensuring that the spirit and objectives of national and international standards are maintained.

All employees of the Rover Alcisa Group have to comply with the regulations in force in the countries in which the company operates and comply with high ethical standards of conduct in all activities undertaken. They are also

obliged to avoid any conduct which, even without infringement of the law, could harm the image or reputation of the Rover Alcisa Group and negatively affect its interests.

Employees participating in the registration, preparation or review of financial information should know and comply with both the legal requirements and standards affecting the performance of the tasks entrusted to them, thus ensuring the financial reporting credibility.

Employee's actions contrary to the law, issuing instructions or business orders going in this direction do not absolve Employees who follow such instructions or orders. Do not execute instructions contrary to applicable legal standards and the provisions of this Code. Employees are required to report such instructions via the Notification Management System "NMS".

Every person bound by this Code who is subject to criminal proceedings in connection with the performance of professional duties is obliged to inform the Director of the Legal Department immediately in writing.

5.2 Commitment to human rights and employees' rights

The group feels committed to and bound by human and employee rights under national and international law and the principles underlining the Global Pact of the United Nations.

In particular, the Group entirely rejects the possibility of child labour and forced or compulsory labour, undertakes to respect freedom of associations and collective bargaining, rejects discrimination at the recruitment stage and during performance of work and respecting the rights of minorities in the places where they are effective.

With reference to child labour, the Group will not use or incorporate any product or service that results from such activities and will ensure that the provisions of the International Labour Organization (ILO) regarding the work of minors are observed. The Group requires all its Employees and suppliers to strictly adhere to this principle and will not allow any contradictory practices by its contractors or, generally, by companies it works with.

The Group's specialists will be vigilant and will exercise due control to avoid illegal employment of Employees, both at within the Group as well as in the entire chain of suppliers, contractors and other business partners.

5.3 Integrity

Personal integrity and ethics are the very valuable assets of the Rover Alcisa Group.

Therefore, the conduct of all Rover Alcisa Group Employees will be based on integrity understood as actions which are loyal, honourable, undertaken in good faith, objective and in accordance with legal regulations and ethical principles as well as legitimate interests and values of the Group.

5.4 Transparency, reliability of information

The Group's activities and decisions will be implemented in accordance with the principle of transparency, provision of accurate and complete information, correctly describing its activities and business strategy.

Transparency of information is the basic principle that should govern the actions of the Group's Employees. All persons obliged to comply with the Code of Ethics are required to provide the Group with accurate and complete information about activities in their operational area and scope of competence.

The Group's financial data is designed to faithfully reflect its economic, financial and asset value, in accordance with generally accepted accounting principles and international financial standards. The data has to be complete, accurate and true.

No Employee shall conceal or distort information in the Group's accounting records and reports. Provision of unreliable information, both within the Group (between Employees and intended for them from companies, departments, internal bodies ...), and outside the Group (auditors, partners, administration, media ...) is a violation of the Code of Ethics.

Obligations pertaining to information are also subject to the confidentiality clause necessary to protect the assets and rights of the Group, always in accordance with applicable law.

6 RELATIONS WITH AND AMONGST GROUP EMPLOYEES

6.1 The work environment

The Rover Alcisa Group is staunchly committed to creating a work environment that defines trust and respect for human dignity, cooperation between Employees and the effort of team work. Any abuse of power, as well as any other conduct which may lead to the creation of a working environment perceived as intimidating, offensive or hostile is prohibited.

6.2 Respecting others

The Group rejects all manifestations of physical, psychological, moral harassment or abuse of power, as well as any other conduct which could create an intimidating or offensive work environment that is not in accordance with human

rights. The Group promotes working conditions that prevent bullying in all of its manifestations, including all forms of sexual harassment.

Group Employees must commit themselves to action devoid of any discrimination on grounds of nationality, race, sex, age, religion, ideology, sexual orientation, social origin, state of health, disability, language or any other personal or collective circumstance, respecting the rights of minorities.

All Employees are required to treat their colleagues, superiors and subordinates with respect. Similarly, relations between Group employees, officials and business partners should be based on respect and mutual cooperation.

6.3 Actual equality

All employees have equal opportunities to develop their careers in the Group.

This obligation applies to all aspects related to employment (personnel selection, contract signing, training sessions, promotions, transfers, termination of contracts, remuneration and bonuses ...), based on objective criteria, taking into account the strengths of each person, their talents, skills and performance, as well as the particular needs of the business.

The group does not accept any kind of professional discrimination on account of age, gender, race, religion, political views, sexual orientation, social origin or disability.

Recruitment and promotion of employees are based on abilities and the fulfilment of the functions entrusted, as well as on the criteria of merit and skills required by the given position, as well as on the basis of diversity.

6.4 Personal and professional life balance

The Group values the benefits which the balance between professional and personal lives affords to employees and the company and will encourage activities aimed at facilitating the reconciliation of these two areas of life.

6.5 The right to privacy and confidentiality

The Group respects the its Employees privacy right, in particular in terms of personal details, and undertakes to demand and use only data about Employees which is necessary for the effective management of the company's operations or where the law requires these to be updated.

The Group undertakes not to disclose personal or confidential data of its Employees or third parties without the consent of the interested party and except where it might be required by law or in order to comply with court or administrative rulings.

Under no circumstances may personal and confidential data be processed for purposes other than those provided for by the law or as agreed.

Employees who, while performing their duties within the Group, have access to personal data or confidential information about other Employees or third parties are obliged to observe and keep this information confidential in a responsible and lawful manner.

6.6 Professional development and training

The group understands that through training its Employees achieve better results at work and contribute to the success of the company, laying the foundations for the future of the organization.

The Group will support the training of its Employees by facilitating their learning, professional development and promotion in accordance with the expectations of the Employees themselves and the needs of the company.

All employees are obliged to actively participate in training and to take advantage of the training offered by the Group. Employees undertake to update their knowledge and skills necessary to improve their professional skills. In particular, employees are required to participate in training and refresher sessions pertaining to familiarity with the Code and supplementary documentation.

6.7 Group loyalty and conflict of interests

Employees breach loyalty towards the Group by taking actions which violate the principles and provisions set out in the Code and in the supplementary documentation.

Employees and other third parties required to comply with this Code should not participate in proceedings and decisions that may be understood as a conflict between their own interests and the interests of the group. A conflict of interest arises when the employee's personal interests are in direct or indirect contradiction with the Group's interests.

Group Employees are obligated to observe the following principles:

- Always act loyally towards the Group, without placing their own interest above the interest of the Group.
- Do not participate or influence decisions where a conflict of interest is present, do not participate in meetings at which such decisions are made, do not use access to confidential information associated with a conflict of

interest.

- Inform the Group about a conflict of interest in which they are in or suspect that they may be in.

It is considered that the Employee's personal interest exists when a matter pertains to them, a natural person or a legal person associated with them. Persons associated with an Employee shall include:

- A spouse or a person with whom the Employee remains in an analogous sentimental relationship.
- Ancestors, descendants and siblings of the Employee or their spouse (or a person with whom the Employee remains in an analogous sentimental relationship).
- Ancestors, descendants and siblings of the Employee's spouse.
- Businesses or entities in which the employee or persons associated with him directly or indirectly through third parties participate in a manner determined by law or when, directly or indirectly, he or a third party connected with him by way of an economic, personal or professional relationship has a personal interest or performs an administrative or managerial function, or from whom he receives remuneration for any reason or has, directly or indirectly, a significant influence on decisions made by these businesses or entities .

If there are any doubts, the Employee is obliged to report the circumstances to the immediate superior or to the Director of the Legal Department in order to avoid making a decision which might be deemed detrimental for the company's interest.

Before accepting a public position, the Employee should inform the Director of the Legal Department in order to determine whether he or she potentially has a conflict of interest. The Director in turn informs the Ethics, Compliance and Response Committee.

6.8 Using the Group's assets and resources

The Group provides its employees with resources and assets necessary to conduct business, which include, among others, assets and information. These include a wide range of information technology, resources such as access to the Internet, e-mail, Intranet, software, computers, phones, fax machines etc.

Both appropriation and misuse of the Group's assets are classified as abuse.

Group Employees undertake to use these resources and assets responsibly, to prevent their use for illegal, socially unacceptable or unethical purposes, use them only to conduct business activity, not for personal use, except possible situations provided for by the law, to protect them from damage, loss and theft.

The group may exceptionally grant permission to use company resources for personal purposes, if it is legal, sporadic, the case concerns everyday use objects, such as a telephone or personal computer, and the cost of such use is marginal for the company and does not adversely affect Employee productivity. If there are any doubts, the Employee is always able to consult a superior.

The Rover Alcisa group IT policy defines misuse of IT resources.

Use of files or programs from external sources may involve serious threats to the security of the Alcisa Group or constitute an intellectual property infringement. Illegal software and downloads of resources or other activities that involve the risk of introducing a virus or any other threat to Alcisa Group network IT security should be avoided.

With reference to access to and use of information technology, Employees will act in an ethical, legal and professional manner. Under no circumstances will they use these resources to access or distribute intimidating, harassing, threatening, sexually explicit, abusive or inappropriate content, nor will they send false, offensive or malicious messages or messages which might be perceived by the recipients as offensive.

All Group IT resources and the documents, data and correspondence contained therein are subject to verification. Acceptance of this Code of Ethics means that Employees have recognized the right of Alcisa Group to check, supervise, inspect and control electronic correspondence and IT resources made available to them by the Group.

In particular specialists will not use funds or credit cards provided by the organization to cover unjustified personal expenses or expenses unrelated to professional activities conducted for the Employer's business, use them for inappropriate or socially unacceptable practices related to the aforementioned matters or the like.

Finally, please note that the good name of the Rover Alcisa group is a distinctive feature and primary asset of the company. The conduct of the company's Employees should be aimed at preserving and protecting this asset.

6.9 Information processing by the Group

The Rover Alcisa Group believes that information and knowledge are key and necessary resources to manage a business, and therefore must be the subject of a particular protection.

Generally speaking, information (in a broad sense) which employees of the Group have access to for the purpose of performing work, should be considered as confidential and should only be used for official tasks. Employees will share information about the Group with people employed in the company who need them to perform their tasks and

are authorized to receive them. They have no right to disclose any information to third parties until they are made public.

In the event of any doubt as to the nature of the information, employees should consider it confidential, unless otherwise agreed.

The obligation to keep Alcisa Group information confidential will also apply after termination of the Employee's contractual relationship with the Group and will include the obligation to return all materials related to the company and held by the Employee at the time of terminating the relationship with the Group.

Employees will not misuse the information they have been provided with for their own benefit or benefits of third parties.

Whether within the company or outside, Employees are required to provide information which is true, complete and under no circumstances shall they knowingly provide incorrect or inaccurate information which could mislead the recipient.

It is also forbidden to copy, reproduce and use information in a wider scope than is absolutely necessary to carry out the assigned tasks. Also, under no circumstances will they use or access information which they have not been authorized to by the employer, nor will they disclose it to third parties.

At the time of signing the employment contract, newly employed individuals associated with the Group are required to adopt and sign the Group's IT policy. This policy might have to be signed again if it is updated or amended.

The Rover Alcisa Group adheres to applicable data protection laws, protecting personal data entrusted by clients, specialists, candidates in a recruitment processes or other persons. At the same time, it undertakes to collect and process only data necessary for the effective running of the business.

Employees of the Rover Alcisa Group must also comply with applicable data protection laws, including personal data protection laws. Employees who, while performing their professional duties, have access to information pertaining to other Employees are obliged to observe and keep this information confidential in a responsible and professional manner.

The Rover Group undertakes to provide Employees with the information, knowledge and resources necessary to comply with internal and legal regulations in the field of information management and data protection.

Only authorized spokespersons of the Group may publicly comment on the activities or results of the Alcisa Group.

6.10 Extra professional engagement by Group Employees

Engaging in paid or professional activity in their own name or that of a third party, company, public or private entity not part of the Group, as well as conducting academic activity by a Group's Employee requires prior written consent from the Human Resources Management.

If a Group Employee obtains consent to conduct such activities, it shall not be considered by the Group as a conflict of interest.

The Employees of the Group will not participate in creating, managing, directing, administering, consulting or in any other way in units or entities without legal personality, directly or indirectly involved in processes, products, services and / or activities conducted by the Group.

Also, Employees are not authorized to participate in any activity that may have any negative impact on the performance of work or the image, or the public perception or reputation of the Group.

6.11 Protecting the Group's assets

The Group provides its employees with the resources necessary to perform the assigned tasks. All Employees are required to use these resources efficiently and responsibly, they must also protect them against loss, damage, theft, illegal or fraudulent use.

It is forbidden to use the Group's assets for unauthorized personal use, contrary to the Code or in an illegal manner.

7 EXTERNAL RESPONSIBILITIES

7.1 Representation in front of third parties

The Group's and its employees' relations with clients, suppliers, competitors or partners will be based on the principles of honesty, professionalism and transparency.

The Employees representing the Group are obliged to adapt their conduct to the duties entrusted to them and to the rules and principles set out in this Code of Ethics, guaranteeing the interests of the Group.

7.2 Bribery, fraud and corruption prevention

The Rover Alcisa Group is committed to operating honestly, avoiding all forms of corruption and adhering to the applicable anti-corruption and anti-bribery laws.

For the purposes of this Code, "abuse" means any intentional and purposeful action of an Employee or a third party with the aim of obtaining direct or indirect benefits for itself or for the Group by misuse of Group information, assets or resources. The group expressly prohibits all activities associated with "abuse".

7.2.1 Control of financial and accounting information

Falsification, manipulation or intentional use of false information constitutes a fraud.

The Rover Alcisa Group assumes transparency and credibility of financial and accounting information as well as its compliance with applicable laws. Records must reflect the entirety of transactions, events and phenomena occurring within the business.

All transactions have to be recorded in accordance with the accepted accounting principles. It is forbidden to enter false or misleading entries in the company's books and documents. It is forbidden to make payments on behalf of the Group without an appropriate documentation justifying the payment. It is forbidden to make payments made with the intent or with the knowledge that some will be used for other purposes than those described in the documents authorising the payment.

An Employee is required to provide accurate, complete and understandable information. Under no circumstances may he deliberately provide incorrect, inaccurate or imprecise information which could mislead the recipient. Information should clearly and precisely reflect the transactions, facts and events in the company's records. Particular diligence should be paid to the reliability of financial and accounting information entered into the IT systems of subsidiaries, according to schedule and disclosing receivables and liabilities in assets and liabilities accounts, as required by applicable regulations.

In the event of Employees discovering circumstances which, to their best knowledge, imply a breach of the aforementioned rules of conduct in the light of financial reporting internal control, they have to inform the Ethics, Compliance and Response Committee.

The Management of the Alcisa S.L. Group undertakes to ensure regular monitoring of the effectiveness of internal control systems for the preparation of financial and accounting information.

The Rover Alcisa Group undertakes to provide its staff with the training necessary to learn, understand and comply with the company's internal financial control obligations.

7.2.2 Corruption and bribery

Alcisa Group Employees are required to be wary of corruption in all its forms and act in accordance with national and international rules on this matter, including the Spanish Penal Code, the Foreign Corrupt Practices Act or the Organization for Economic Co-operation and Development (OECD) guidelines for multinational companies.

Under no circumstances shall Employees of the Alcisa Group will use unethical or illegal practices to influence the will of third parties in order to obtain benefits for the Alcisa Group or for themselves. Similarly, Alcisa Group Employees must be vigilant to prevent others from applying such practices in their relationship with the company.

The Rover Alcisa Group expressly prohibits making of payments, giving gifts or improper benefits to any person or entity, public or private, in order to obtain or maintain commercial cooperation or other benefits or privileges.

The Group's employees will beware of payments facilitating or smoothing proceedings, both in Spain and abroad, consisting in the provision of money or other valuable items, irrespective of the amount in exchange for ensuring or speeding up proceedings or actions before a judicial authority, public administration or office. Expenses related to the conduct of administrative proceedings are not considered as facilitating payments.

7.2.3 Presents, gifts and favours

As part of the work performed within the Group, Employees of the Alcisa Group will not receive, directly or indirectly, any benefits, gifts or souvenirs of any type.

As part of the work performed within the Group, Employees of the Alcisa Group will not receive, directly or indirectly, any benefits, gifts or souvenirs of any type. They also have no right to offer, directly or indirectly, favours, gifts or presents which, because of their value, characteristics or circumstances, may substantially affect the development of commercial, administrative or professional relationships in which they participate. In this sense, employees must apply a professional assessment of the situation and common sense to determine the boundary between what is acceptable and what is unacceptable, depending on the law and socially acceptable norms in various places of the Group's operations. If in doubt, always consult your immediate superior or use the paths established by the company to ensure compliance with the Code of Ethics.

Thus, gifts and favours should be offered or sent only on the basis of well-understood interests, in accordance with applicable internal and external regulations. Similarly, gifts and favours must be sporadic in order to avoid a situation in which their regular character could raise doubts in an outside observer as to the good faith. In addition, gifts and favours must fall within socially acceptable standards so that public information about their existence does not put the donor and recipient in an awkward position. Gifts and favours cannot impede upon the reputation or good image

of the Group.

Alcisa Group Employees must ensure that gifts and favours for third parties are proportionate, justified, transparent and lawful, and also that they are properly registered by the company.

The policy for granting favours and giving presents from the group should set operating standards and maximum limits on amounts.

7.2.4 Irregular transaction

It is the duty of Alcisa Group Employees to be vigilant in cases where there are signs of dishonesty of persons or entities whom they have entered into business relationships.

In particular, employees are obliged to always avoid payments in cash of an unusual nature, bearer payments or transactions in currencies other than those previously agreed. They should also avoid payments to and from third parties not mentioned in applicable contracts or make payments to accounts other than those normally used in relation to a given entity, organization or person, and especially to carefully check payments not provided for in contracts or agreements.

In general, no payments should be made to individuals, businesses, entities or accounts opened in countries or places classified as tax havens in accordance with applicable Spanish law or to entities whose shareholder, owner or last beneficiary is not known.

Alcisa Group Employees will not under any circumstances mislead or falsify information provided with a view of obtaining grants, other types of assistance or benefits. Alcisa Group Employees are obliged to ensure that public subsidies, grants and other funds, which the Company is a beneficiary of, are intended exclusively and solely for the purpose which they were granted for. In addition, only authorized employees with appropriate permissions will be able to negotiate contracts in both the public and private spheres. Periodically the company reviews data disclosed in accounting and the internal audit information to ensure that no undue payments or payments contrary to the provisions of this Code exist.

Particular attention will be paid to extraordinary payments not provided for in relevant agreements or arrangements.

7.2.5 Preventing money laundering and financing of terrorism

The Rover Alcisa Group will do its utmost to prevent money laundering from criminal or illegal activities and will have internal control policies and procedures to prevent, detect and, where appropriate, eliminate such practices.

It is the Employees' duty to make every effort to prevent money laundering.

All Employees bound by this Code must comply with applicable laws and pay special attention to cases where there are indications of non-integrity of the persons or entities with whom they come into contact with, such as non-standard transactions, payments made to third parties or by third parties not mentioned in the contract, payments to persons or entities resident in tax havens or to bank accounts opened in offices located in tax havens, payments to entities whose shareholder, owner or last beneficiary are not known, extraordinary payments not provided for in the contracts .

Employees have no right to use business relationships or company contacts for their own benefit or undue benefits for third parties, or create business relationships with third parties, without fulfilling the minimum due diligence obligations when requesting information about third parties.

With the exception of special situations supported by explicit authorization and easily traceable documentation, it is prohibited to make payments in cash. Employees are responsible for informing their direct superiors or the Ethics, Compliance and Response Committee if there are any doubts in this matter.

Employees are required to exercise due diligence to avoid cooperation with third parties which could be used as a cover for terrorist or criminal activity, and in any event, it is forbidden to take any action in their favour.

7.2.6 Political organisations

Employees are forbidden to finance on behalf of the Group in a manner other than explicitly permitted by the regulations of the country in which they operate: political parties, political candidates, trade unions and similar entities. In particular, it undertakes to ensure that the company does not receive special treatment in exchange for donations or sponsorship.

All relations between the Group's employees with governments, authorities, institutions and political parties will be based on the principles of legality and political neutrality.

7.3 Fair competition and market conduct

The group is against unfair competition and undertakes to comply with antitrust laws. Our services are offered on the basis of our merits, without seeking independent benefits.

The Group does not allow manipulation or falsification of information in order to obtain an unfair advantage over

competitors.

Employees undertake to always carry out their tasks in an honourable manner and to not participate in activities related to unfair competition, including providing misleading, incorrect or malicious information about competitors. They will also avoid all forms of deceitful or fraudulent conduct to gain unjustified advantage over other customers, suppliers or competitors. In particular, they will make every effort to ensure that the conditions set out in the agreements are met and that the procedures are correctly followed in order to avoid improper treatment of customers, suppliers and subcontractors or failure to comply with the agreed conditions.

7.4 Relationships with customers

The Group builds, works on and puts customer satisfaction first and acts in accordance with the best domestic and international practices.

All Employees of the Rover Alcisa Group have a duty to care for their relationships with clients, acting honestly and striving to achieve the highest level of quality and professionalism in the provision of services and to develop long-term relationships based on trust and mutual respect.

7.5 Relations with consultants, suppliers and subcontractors

The Group believes that consultants, suppliers and subcontractors are necessary to achieve growth, profitability and to improve the quality of services. It is recommended to establish strong relationships based on mutual benefits and trust.

Employees of the Group who select consultants, suppliers or subcontractors are required to act impartially and use objective criteria, mainly suitability, quality and costs of services, and a responsible attitude in the field of occupational safety, environmental protection and social responsibility.

Employees of the Rover Alcisa Group, considering the suitability of entering into a business relationship with third parties, will take into account ethics and integrity issues and verify the professional solvency of natural or legal persons whom they intend to establish business relationships with in order to avoid illegal employment, money laundering, corruption, bribery or other illegal practices.

Employees are also required to comply with the minimum due diligence requirements regarding information about third parties including their ethics and reliability, paying particular attention to any signs of a lack of integrity of persons or companies with whom the Group maintains or will establish contacts and of such are discovered to notify an immediate superior or the Ethics and Compliance Committee without delay.

The Rover Alcisa Group is committed to actively working on transferring the undertaken commitment under this Code to third parties whom it cooperates with. To that end clauses regarding the prevention of irregular or illegal conduct and ensuring adequate social and environmental conduct by a partner will be included in the contracts related to the Code.

7.6 Third party intellectual property and information

With the exception of legal, administrative or judicial obligations, the Group guarantees that its third party personal and confidential information is respected in accordance with the provisions of the Data Protection Act. The Employees of the Group will not use this information in any irregular way.

With respect to information about the market and competitors, Employees of the Group will not use information obtained in an improper or confidential manner without the express consent of their rightful owners.

Disclosure, distribution and transfer to natural or legal persons of information about third parties known for their particular relationship with the natural or legal person is prohibited. It is forbidden to use information about natural or legal persons which could be considered confidential or secret.

It is forbidden to enter any kind of information or physical or electronic documentation belonging to another natural or legal person, obtained without the consent of the person or company concerned into the Group's files and folders.

The Group will respect legitimate obligations of Employees previously employed in other enterprises not to disclose confidential information or properties of these companies or entities.

Rover Alcisa Group Employees must comply strictly with internal and external regulations regarding the protection of intellectual property of third parties. This applies to patent rights, trademarks and service marks, domain names, performance rights (including the right to copy software), design rights, downloading databases or the rights to specialist technical knowledge.

7.7 Social responsibility

The Group will conduct socially responsible activities, respecting the law as well as the existing customs and rules applicable to local societies and communities. The goal of the Group's sponsorship is to build good relations with the community by providing support for social, cultural, sport and educational activities as well as for the most fragile communities.

All activities related to the social involvement of the Group, regardless of the legal form, whether as a cooperation agreement, donation or any other legal relationship, whether directly implemented by the Group or through private individuals, must meet the following requirements:

- Compliance with legal requirements and striving for honest goals.
- Avoidance of anonymity.
- Prepared in writing.
- Awarding to individuals who are sufficiently efficient, who have the appropriate organizational structure to guarantee good management of resources.
- If the assistance is in cash, the operation should be carried out in a way that allows the recipient to be identified. Cash transactions are prohibited.
- Faithfully reflected in the Group's accounting records and books.
- Under no circumstances may a direct or indirect beneficiary be a party, a political or terrorist organization.

The group only will participate in sponsoring or in cooperation after analysing the activities of the beneficiaries, ensuring proper use of funds, in accordance with applicable regulations. Prior to the operation, the management, who include the Employee proposing the transaction, shall conduct an appropriate investigation to ensure its legality and inform the Ethics and Compliance Commission, who may request additional information or propose supplementary controls prior to completion of the transaction. The management approving the transaction must always reserve the right to revoke it without prejudice to other possible legal transactions, if as a result of an investigation it appears that the information provided was false or inaccurate.

7.8 Commitments to health and safety at work.

The Group's goal is to avoid hazards at work.

The Group will strictly adhere to the provisions regarding the prevention of occupational risks, regardless of the type of activity and place of performance, and take preventive measures required by law in this regard.

Employees are required to be fully involved in guaranteeing occupational health and safety, observance and strict adherence to workplace safety standards and the dissemination of knowledge in this area among their colleagues.

The Group requires its employees transfer occupational health and safety obligations to subcontractors and business partners.

7.9 Quality commitment

Our success depends on the success of our customers. Therefore, our mission is to meet their expectations, strive to achieve their goals and even exceed them, strive for excellence in providing services, ensuring the Group's commitment to quality in each case, which should be understood as a priority for any provided or purchased product or service.

All employees are required to provide high-quality work and to inform their superior about any problems noted with the Group's commitment to quality.

7.10 Environmental commitment

The Group undertakes to strictly comply with environmental protection regulations. The employees of the Group are obliged to act in a spirit of respect and promote respect for the natural environment.

Certain activities of the Group are inherently onerous for the environment or require the use of hazardous, polluting or waste materials. The Group plans these activities appropriately and undertakes to use and treat the materials properly, respect the natural environment and take reasonable and necessary measures to minimize the risk of contamination and, possibly, its effects.

If there is a possibility that the Group's activities may have a harmful impact on the environment, and there are no scientifically available data or regulations regarding potential risk, the persons responsible for making the right decision will be guided by the prevention criterion and implement all measures necessary to avoid the event resulting in undesirable impact on the environment.

The company is obliged to always comply with urban planning regulations.

All managers and employees of the Group are required to report via established channels any situation or activity which violates or may violate urban planning or environmental regulations. All complaints received in relation to the environment will be immediately directed to the appropriate persons responsible for their immediate consideration and resolution.

8 ETHICS, COMPLIANCE AND RESPONSE COMMITTEE

The ultimate responsibility for ensuring compliance with internal rules of conduct in the organization rests with the

management of the Alcisa Group, which delegates management of matters related to the knowledge, understanding and compliance with the Code of Ethics to the Ethics, Compliance and Response Committee.

Employees are required to contact the Ethics, Compliance and Response Committee if non-compliance with the Code of Ethics is discovered both in the context of their own work and the performance duties by other individuals.

The tasks of the Ethics, Compliance and Response Committee within the scope of compliance with ethics are:

- Work on the dissemination, familiarisation with and observance of the Code of Ethics and, in general, the model of ethics and compliance adopted by the company among employees of the Alcisa Group.
- Provide communication channels for all Employees, collect or provide information on compliance with the Code of Ethics and manage received reports and queries to coordinate their resolution and appropriate monitoring.
- Submission of periodic reports on received notifications and their status to the Alcisa Group, S.L. Management Board.
- Analysis and submission of proposals from the Alcisa Group, S.L. Management Board, on the possibility of adding, modifying or removing components of the Code of Ethics.
- The function of adviser to the Alcisa Group S.L. Board of the in the process of adopting policies that promote ethical conduct and compliance with the Code of Ethics.
- Ensure proper functioning of the notification and submission procedure aimed at reporting incorrect conduct in cases of an ethical or unlawful nature or other, also significant, resulting from violation of the Code, regardless of their nature.
- Monitor the application of the Code of Ethics through monitoring the risk of abnormal conduct, with particular emphasis on those that may lead to a crime being committed by Employees and legal entities part of the Alcisa Group.
- Verification of initiatives on the dissemination of knowledge and understanding of the Code of Ethics by employees and other third parties.
- Receipt, analysis and processing of reports on violations of the Code of Ethics.
- Submitting regular reports to the management of the Alcisa Group, S.L. about the degree of compliance with the Code of Ethics and proposing recommendations necessary for the Commission's assessment.

The task of the Committee on Ethics, Compliance and Response is to resolve doubts arising from the interpretation of rules of conduct set out in the Code of Ethics. When solving them, it can count on the cooperation of individual departments of the Alcisa Group specializing in specific issues. The resolution of reported irregularities and possible sanctions related to them will be determined in accordance with the specific procedure established for this purpose.

If the Committee on Ethics, Compliance and Response considers that the irregularities reported may constitute "potentially significant irregularities, especially of a criminal, financial and accounting nature", it may decide to transfer them to the Alcisa SL Group Management Board to make a decision on the best way to resolve them.

All notifications received, essentially not anonymous, will be assessed and treated as confidential. The data pertaining to the participating parties can only be sent if the reported event triggered proceedings by administrative or judicial authorities and to the extent that they are required by such bodies, and in accordance with the provisions of the organic act 15/1999 on personal data protection or possibly by persons involved in a subsequent investigation or court proceedings initiated as a result of an investigation.

The Rover Alcisa Group will not tolerate retaliation against anyone reporting abnormal conduct using the procedures established for this purpose.

All Alcisa Group Employees responsible for handling matters related to the Code of Ethics are required to ensure respect for the right to the dignity of the persons concerned.

9 REPORTING CHANNEL, NOTIFICATION MANAGEMENT SYSTEM (NMS)

The Rover Alcisa Group shall establish an appropriate channel for submitting reports of unethical conduct, the "Notification Management System - NMS", via which it will be possible to report any violations or abnormal conduct described in this Code. Employees will report to the Ethics, Compliance and Response Committee on matters described in this Code of Ethics in a confidential manner, in good faith, without fear of retaliation via:

E-mail: canaletico@roveralcisa.com

Notifications and questions should be sent signed, thus facilitating the resolution of the case, which will always be analysed in confidence. In principle, anonymous notices which are only related to financial matters are allowed. The respondents' data will be processed in accordance with the provisions of the Data Protection Act.

10 LIABILITY AND DISCIPLINARY SANCTIONS

Alcisa Group Employees are required to become familiar with, understand, observe and enforce the ethical principles and rules of conduct contained in the Code of Ethics and report conduct in breach thereof.

Group Employees are obligated to:

- To be familiar with, understand and apply the obligations set forth in this Code, as well as the rules and procedures applicable to their position.
- Contribute as much as possible to the dissemination, understanding and observance of the Code.
- If necessary, they may ask for help.
- Report any observed irregular conduct.
- Contribute to the proper functioning of the internal control systems implemented to ensure compliance with the Code of Ethics and other internal rules of conduct of the Group.
- Employees holding administrative or managerial functions have an additional obligation to:
 - i. Work within the scope of the duties entrusted to them associated with dissemination of knowledge, understanding and compliance with the Code and the principles and procedures on which it is based.
 - ii. Work on achieving the right ethical standards in the organization, and to make an effort to ensure such conduct prevail in it.
 - iii. Provide support to persons who, in good faith report irregular conduct specified in the Code, while maintaining confidentiality and protecting them from possible repression.
 - iv. Observe professional conduct and serve as a model and reference point for all Employees of the Alcisa Group. Such individuals have to be role models in terms of their conduct.

Any violation of any of the principles set out in the Code will be analysed in accordance with internal procedures in the light of current regulations and may lead to the application of disciplinary measures.

Inappropriate conduct, subject to legal or disciplinary sanctions, applies not only to the person who violates the Code, but also those who, by acting or failing to act, approve of the said conduct or those who do not try to take any corrective actions or report the conduct through appropriate channels even though they are aware of it.

Gross and / or repeated non-compliance with the recommendations of this Code by consultants, suppliers, subcontractors and partners will result in the termination of commercial relations binding the parties at the given moment.

The Rover Alcisa Group will ensure that those who in good faith report a violation of the Code shall not face inappropriate consequences.

11 APPROVAL, APPLICATION AND UPDATING THE ETHICS CODE

This Code of Ethics has been approved by the Alcisa Group S.L. Management Board and will enter into force on the day of publication and notification to all Employees and shall remain in force until it is invalidated or amended.

The Code will be analysed and updated systematically, taking into account the circumstances arising from the analysis of the Group's internal and external context. For this purpose, suggestions and proposals made by Employees and commitments undertaken by the Rover Alcisa Group in terms of ethics and compliance will be taken into account.

The Alcisa Group S.L. Management Board undertook to ensure the ethical and compliance model adopted by the company is effective and to update its content frequently enough to ensure the applicability of the most significant ethical and compliance principles, as well as compliance with the changing legal regulations in the locations where the individual companies of the Group operate.