



CODE OF ETHICS



GRUPOamper



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1. Introduction

This **Code of Ethics** was approved by the Board of Directors of Amper, S.A. on 14 February 2020. This Code repeals and invalidates the former code of ethics and values that existed hitherto, unifying in a single document the ethics and values of the **Amper Group** as a whole.

The aim of the Code is to set out the basic ethical principles of mandatory compliance which must guide the actions of the companies in the **Amper Group**, their directors, managers and employees (hereinafter referred to as employees) and any third party who accepts this Code of Ethics, in order to prevent and avoid unlawful acts and to promote good business practices. As regards agents, suppliers, representatives and consultants, the group declares its commitment to make them aware of and request their adherence to this Code of Ethics. Only if the **Amper Group** is committed to the very highest ethical standards in its business can it recruit and retain the most talented employees, be a leader in the sectors in which it operates and build lasting relationships with the best customers, representatives, agents and suppliers.



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Accordingly, it is the responsibility and obligation of all employees to know and to comply with this Code. The **Amper Group** promotes the training of its employees in the importance of complying with the Code and the legislation that applies to their activity. For the purposes of this Code, the “**Amper Group**” and companies of the “**Amper Group**” are understood to be all those companies, firms, branches, consortia, etc. in which Amper, S.A. holds a position of dominance or control in relation to another company because it is in any of the following situations: (i) directly or indirectly holds the majority of the voting rights; (ii) has the power to appoint or dismiss the majority of the members of the governing body; (iii) can dispose of, by virtue of agreements entered into with third parties, the majority of the voting rights, and (iv) has appointed the majority of the members of the governing body using its votes.

The Code does not include or summarise all the laws and internal rules applicable to the Amper Group and its employees. The most recent list of the Amper Group’s internal rules will be made available shortly, and is in any case an extension of the principles set out in this **Code of Ethics**.

This Code must be applied in conjunction with the internal rules of the **Amper Group**. In the event of a discrepancy, the more restrictive provision must take precedence. Furthermore, since local regulations and customs may sometimes imply an adaptation of the principles included in this **Code of Ethics**, local regulations will be applied if they are more rigorous, provided that they do not contravene the general principles of the Group.

The Code and the internal rules are not intended to regulate every issue or situation that may arise, and in any case common sense, good judgement and individual integrity should be relied upon to determine appropriate conduct.

Failure by Members to comply with the Code may result in disciplinary action, termination of their contract with Amper, civil suits or even complaints to the appropriate police authorities, agencies or government bodies.



By the same token, failure to comply with this Code by consultants, agents, representatives and suppliers of the **Amper Group** adhering to it may lead to the termination of the contract between these parties with the ensuing claim for damages by the **Amper Group**.

Employees, representatives, consultants, agents, suppliers and technology partners of the **Amper Group** who have doubts about the application of the Code, about whether a certain activity, action or omission constitutes or could constitute a breach of the Code or wish to make a suggestion should contact the Compliance Department.



2. The responsibilities of the Amper Group to its employees, and employees' responsibilities to the Group

2.1 RESPONSIBILITIES OF THE AMPER GROUP TO ITS EMPLOYEES

The **Amper Group** is guided by the principles of diversity, equal opportunities and treatment in employment.

The **Amper Group** excludes any discrimination against its employees or candidates for employment or occupation on the basis of race, colour, gender, ancestry, nationality, religion, age, political opinion, physical or mental disability, medical condition, sexual orientation, social extraction or origin, language, marital status or any other lawfully-protected condition.

The **Amper Group** excludes any form of harassment, including offensive comments, uninvited physical approaches, requests for sexual favours, jokes or insults related to the above.

In accordance with applicable legislation, the **Amper Group** respects the right of its employees to create and to be members of trade unions and organisations representing their interests. The Amper Group recognises the right of its employees to collective bargaining.

The **Amper Group** will do its best to provide employees (not directors or managers) with information that gives them a true picture of the performance of the Amper Group company where they work and of the Amper Group as a whole.

The **Amper Group** excludes any form of slavery, human trafficking, forced labour or work carried out under coercion. It also excludes any form of child labour.



The **Amper Group** is committed to making the best efforts to adopt the necessary actions to guarantee the occupational health and safety of all its employees. To this end, the collaboration of all employees is also required. The **Amper Group** is firmly committed to compliance with legislation on the prevention of occupational hazards. This commitment is based on the introduction of international standards as management models for risk prevention in our activities and facilities. Any employee should report any occupational health and safety concerns to their direct supervisor when the appropriate procedures are not known or are not followed. Likewise, each company of the Group will establish the necessary action plans to adequately manage and mitigate the risks associated with its activity. These plans will be regularly reviewed and the necessary resources will be provided to maintain and improve them.

As part of the **Amper Group's** commitment to equality, an Equality Plan has been approved in Spain in conjunction with employee representatives. This plan establishes a series of measures to facilitate the balance between the work, personal and family life of the staff, so as to continue promoting an adequate balance between personal and family needs and professional development within the Group, ensuring that the benefits arising from such reconciliation do not have negative consequences on the possibilities of promotion or on access to certain incentives and/or social benefits.

It also promotes the equal use by women and men of the reconciliation measures available in the company.

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Some of the specific measures to facilitate the reconciliation of work, personal and family life, included in the aforementioned Equality Plan, are:

a. Meetings policy: whenever possible, meetings will be held during the working hours established in the Collective Agreement, and they will be called with sufficient notice, so that people can organise their work, personal and family life. The use of collaborative tools will be promoted so that people working remotely can take part in meetings.

b. Working hours: the working hours may be adapted to the needs of reconciling professional, personal and family life, with a criterion of flexibility, which adapts to the timetable of nursery schools and the needs of dependent persons.

c. Breastfeeding/nursing leave, extended leave of absence, maternity or paternity leave, reduced working hours and paid leave: the rights provided for in this section on the reconciliation of work, personal and family life will be accessible to all staff, irrespective of gender or the type of contract that the person has signed with the Company (full-time, temporary, part-time, etc.). The Amper Group in Spain will apply any improved working conditions to which the employee may have been entitled during the periods of suspension of the employment contract, guaranteeing the right to all social benefits, as if the employee were in employment, during the periods of suspension due to risk during pregnancy or breastfeeding/nursing, as well as maternity or paternity leave.

Moreover, the **Amper Group** recognises that it is the obligation of all its managers to develop their team members by identifying their strengths and areas for improvement, making training plans available to them to enable the development of their collaborators, ensuring that the talent is perfectly identified and provides all its value.

2.2 EMPLOYEES' RESPONSABILITIES TO THE GROUP

Each of us must act responsibly, honestly and with integrity in every professional decision we make on a daily basis. It is only these values that will allow us to achieve the Group's goals and enable us to develop professionally. In that regard:

- a. We must always act honestly, ethically and responsibly, pursuant to our contractual relationship with Amper.
- b. We must be aware of and comply with what is described in this Code and, in addition, the other regulations applicable in each case, before acting, being as diligent as possible in this case.
- c. If we identify any non-compliance at colleague level or the level of any other participant, we will report the situation through the whistle-blowing channel, acting as responsibly as possible, both anonymously and otherwise.
- d. We must be fully collaborative with any type of internal investigation that may be conducted as well as with any type of request for help and information that may be required by external collaborators (auditors, consultants). In this regard, employees involved in an audit, consultancy process or other investigation process must not destroy, modify or conceal information; nor will they provide incomplete or questionable information.
- e. In our direct relationship with customers and suppliers, we must put this Code of Ethics into practice as well as identify that both act in accordance with the principles that guide our ethics. If we uncover any unethical behaviour, we will report it through the whistle-blowing channel.



- f. Likewise, given the size of the Group in which we work and the characteristics of our responsibilities, teamwork is our professional identity on a daily basis. In this regard, team leaders must:
- g. Become aware of the need for each person under their responsibility to know about the existence of this Code of Ethics, as well as other regulations that may be applicable in each case.
- h. Be the support and reference point for the whole team, so that each member feels secure and comfortable when passing on any kind of concern or doubt.
- i. The entire Group is committed to fluid and honest internal communication, ensuring at all times the peace of mind and professional security of all its employees. Accordingly, the Group guarantees that the disclosure of any sign of non-compliance will not be subject to any kind of reprisal, at all times protecting the person who reports the situation.
- j. As well as integrity and honesty in our professional life, we must act proactively, encouraging any initiative considered to improve not only the Code of Ethics but, in summary, the day-to-day professional life and therefore the working environment. These initiatives must be notified to the personnel officer, who in turn will pass on the information to the head of Human Resources, after analysing the possible ways of carrying them out and the (non-economic) cost that this would imply.
- k. Employees who fail to comply with this **Code of Ethics** or, by extension, any applicable mandatory regulations, will be subject to the corresponding disciplinary measures, which may range from warnings to contractual termination, depending on the specific case. The determination of the severity and corresponding sanction will be determined by the compliance officer and assessed by the internal auditor, together with the human resources officer.

2.3 CONFLICTO OF INTERESTS

During their contractual relationship with the **Amper Group**, employees may not to work in any way for a competitor of the Amper Group.

If a family member (to the first degree of kinship) or person with a similar personal relationship to an employee of the Amper Group works for a customer, agent, supplier and/or technological partner of the Amper Group in a managerial position or one directly related to the product or service supplied or acquired, Amper must be notified in advance.

Employees will have the same obligation to those persons of public responsibility from those administrations or public entities with which Amper has commercial dealings.

Amper Group employees are obliged to inform the Group in advance if they, a family member (to the first degree of kinship) or person with a similar personal relationship are relevant shareholders, understanding relevant to mean a stake equal to or greater than 5% in the share capital of a company competing with the Group or which is a customer, agent, supplier and/or technological partner of Amper.

Members of the **Amper Group** who have a sentimental or family relationship with other group members may find themselves in a conflict of interest situation depending on whether a hierarchical relationship exists between them. In such cases, this relationship must be disclosed to the direct supervisor and the person in charge of regulatory compliance, who will assess the situation and determine whether the responsibilities of any of the employees should be changed, ensuring that their category and professional performance are maintained at all times. A conflict of interest may arise when an employee takes actions that may make it difficult to perform their job effectively and objectively.

In cases where there is a sentimental or family relationship between employees of the Amper Group, the employees cannot supervise, review or have any influence with the job evaluation, payments or benefits of the other employee.

3. The Amper Group's responsibilities to its customers and suppliers

The Amper Group's relationships with its customers and suppliers are based on integrity and honesty. The priority is to understand their needs by manifesting our culture and ethical conduct. In this regard, we are aware at all times of what we can offer and how we can do it. Furthermore, all our customers and suppliers are aware of our Code of Ethics and comply with the principles set out therein, as evidenced by the fact that they adhere to this Code when signing the contract that links them to the Amper Group.

Our relationships will never be subject to manipulation, abuse, concealment or fraud. The Amper Group will give priority to entering into contracts with those that subscribe to this Code.

Our employees are committed to this principle and will meet the requests and needs of all our customers and suppliers, without perpetrating any unlawful act or contravening our Code of Ethics.

If, in the day-to-day business, an employee identifies a potential customer and, therefore, an opportunity to develop business, that opportunity will belong to the Amper Group.



4. The Amper Group's responsibilities regarding information and asset protection

The **Amper Group** maintains accounting records and publishes complete, accurate, understandable and truthful economic and financial reporting. The Amper Group prohibits any action aimed at concealing from its shareholders and investors economic and financial reporting that must be made public in accordance with the law.

The **Amper Group** will punish acts of fraud such as submitting false expense reports, falsifying or altering means of payment, appropriating or misusing Group property, and deliberately making accounting entries that are not in accordance with accounting standards, with disciplinary action, civil suits, and even complaints to appropriate law enforcement authorities, agencies or government bodies.

The goods and rights of the **Amper Group**, including its industrial and intellectual property, information and files, are essential to its activity and therefore its employees are obliged to protect these, guaranteeing the integrity and the appropriate use of the same.

The communication systems such as computers, mobile phones, etc. that the **Amper Group** makes available to its employees are for professional use only. Employees must not download, distribute, or access with such communication systems any material that is illegal, offensive, and/or may adversely affect Amper's image and reputation. Pursuant to legislation, the **Amper Group** reserves the right to monitor the use of such communication systems, including the Internet, by its employees.

5. The Amper Group's responsibilities to the environment

5.1 HUMAN RIGHTS

The **Amper Group** supports and respects the protection of universally recognised fundamental human rights, within its sphere of influence. This means that the Amper Group must avoid infringing human rights and must redress any negative consequences its actions may have on human rights.

The **Amper Group** watches over the Fundamental Rights set out in the ILO conventions, which include aspects such as social dialogue, respect for the right of workers to be informed and consulted, and respect for trade union rights. The Amper Group recognises the right of its employees to collective bargaining.

The **Amper Group** will not contract or will cease to contract with agents and suppliers who violate human rights, duly reviewing contracts very carefully before they are signed, as well as investigating the environment and reputation of third parties in the performance of its activity.

The **Amper Group's** Code of Ethics also applies in the case of the subsidiaries in Mexico, Costa Rica and Peru. In addition, the Executive Committee holds regular meetings with the management of these subsidiaries to ensure compliance, and the Directors of Human Resources and Finance frequently travel to the subsidiaries to verify on-site compliance with the guidelines set by the Group.

5.2 THE ENVIROMENT

The **Amper Group** is governed by the following principles:

- a. The **Amper Group** maintains a preventive approach that favours the environment.
- b. The **Amper Group** encourages initiatives that promote greater environmental responsibility. In harmony with this principle, the **Amper Group** expects its employees to carry out their duties by ensuring that the Group's environmental performance is improved, inter alia, through supervision, pollution prevention, waste minimisation and efficiency in the use of water and energy. The Group also promotes the efficient use of resources at all stages of the business, from development through to abandonment. All hazardous waste generated is managed in accordance with the law through authorised managers. Moreover, the Amper Group is a member of Ecoembes to ensure the proper recycling of the packaging we use for the end user and of the European Recycling Platform for the management of WEEE and batteries placed on the market.
- c. The **Amper Group** promotes the development and dissemination of environmentally friendly technologies.



5.3 ANTICORRUPTION

The **Amper Group** fights corruption in all its forms, including extortion and bribery. Bribery refers to the giving of money, gifts (other than those listed in the two paragraphs below) or gratuities, unjustified discounts or excessive commissions, unusual or disguised bonuses, expenses or political or charitable contributions, the offering of jobs to customers or their families or friends, and any object of value.

The **Amper Group** implements and adopts internal controls, programmes or measures of an ethical nature for the prevention and detection of corruption, based on the assessment of the risk in view of the individual circumstances of the Amper Group company and paying specific attention to the risks it faces.

Whether the employee gives or accepts gifts, including any form of entertainment (tickets for events, recreational activities, etc.), they (i) must be infrequent and not excessively valuable; (ii) must never be made in cash; (iii) must never be contingent upon the signing of a contract; (iv) must be Amper branded items whenever possible, and (v) must not be given to public officials or persons of public responsibility. If an employee of the Amper Group gives or receives a gift that does not comply with these requirements and its return to the person who gave the gift could damage the business relationship with Amper, the gift will be given to the person responsible for compliance with regulations for subsequent delivery to a Non-Governmental Organisation (NGO).

The **Amper Group** will act taking into consideration the risks of corruption it faces, with due diligence in relation to the contracting of suppliers, consultants, representatives, agents and with appropriate supervision.

The **Amper Group** promotes awareness of and compliance with internal policies and controls, programmes and measures of an ethical nature against corruption, incitement to corruption and extortion through the appropriate dissemination of such policies, programmes or measures and training programmes and disciplinary procedures.

The **Amper Group** refrains from making contributions to candidates for public office or to political parties or other organisations.

The **Amper Group** will maintain a **Group Crime Prevention Manual** establishing specific policies to prevent and mitigate the perpetration of activities contrary to prevailing legislation, the provisions of this Code of Ethics and other internal regulations.

It describes the Internal Control System of the **Amper Group**, which follows the model of the three lines of defence:

- First line: this corresponds to the business' different operating units, who have the tenure, responsibility and obligation to assess, control and mitigate the risks, while maintaining effective internal controls.
- Second line: this includes the internal control functions through the action of the different Group management levels. The aim of these functions is to ensure that the first line of defence is designed and operates effectively.
- Third line: this consists of the Internal Audit/Deputy Secretary of the Board under the supervision of the Amper Group Audit Committee. It reviews application of the Amper Group's set of rules and regulations and compliance with procedures and QA standards, including the ways in which the first and second lines of defence operate.

The same manual also sets out that **Amper Group** employees may consult any doubts about the interpretation of the guidelines of conduct and must report, in good faith and without fear of reprisal, any failure to comply with them in their professional performance, by sending an e-mail to canaldenuncias@grupoamper.com. Communications made in this way will be processed confidentially and in accordance with data protection regulations.

In addition, in line with this section of the **Code of Ethics**, the Amper Group has introduced a disciplinary regime in the Collective Bargaining Agreement. For anything not provided for by the latter, the disciplinary regime provided for in the revised text of the Spanish Workers' Statute Law (Royal Legislative Decree 2/2015, of 23 October) will apply.

5.4 INTERNATIONAL COMMERCIAL TRAFFIC

Given the international nature of the **Amper Group**, we are aware of and respect the import and export regulations of each country where we operate.

Regulatory requirements in this regard are constantly changing and our legal department updates us on any substantial changes that affect our purchases and sales internationally.

5.5 COMPETITION LAW

The **Amper Group** carries out its activities in a manner that is consistent with all applicable competition law regulations, taking into account, in each case, the legislation of all jurisdictions in which the **Amper Group's** activities may have antitrust effects.



6. The Amper Group's responsibilities to information and confidentiality

Amper S.A., as a company whose shares are listed on the Madrid and Barcelona stock exchanges ("Stock Exchange"), is committed to maintaining a fair market in the purchase and sale of its shares or any other listed securities. The Amper Group and the relevant legislation prohibit trading in its shares or any other listed securities using insider information. It is also illegal and/or contrary to this Code to provide such information about the Amper group to others so that they may obtain benefits. By the same token, trading in shares or other listed securities of customers and suppliers using insider information is prohibited.

The Amper Group undertakes to protect and use economic, financial, technological, etc. information that is confidential only for the purposes that have been agreed upon, and to respect the terms and conditions of confidentiality, including its disclosure limited only to those Members of the Amper Group who have a need to know the confidential information.

The Amper Group is fully committed to complying with the legislation on personal data protection for all its employees.

The Amper Group undertakes to keep its books and accounting records, correspondence, documentation and supporting documents concerning its business for the period of time stipulated in the corresponding legislation and in the Amper Group's policies for the storage of archives.

7. Whistle-blowing/ Ethics channel

The **Amper Group** has approved the creation of a multi-disciplinary body responsible for compliance, whose functions include supervising all information or complaints received through the Whistle-blowing/Ethics channel.

All those bound by the Code may directly inform the members of the Body of any action they consider contrary to the laws, internal Amper rules and principles of the Code, through the following means:

- Professional e-mail: canaldenuncias@grupoamper.com
- In person
- Telephone Communication

8. Approval and modification

This Code of Ethics has been approved by a resolution of the Board of Directors.

The Code will be periodically updated in accordance with the proposals of the Compliance Body, and will ultimately be approved by the Board of Directors.

Modifications resulting from a legislative amendment, changes of a personal nature or as positions or addresses of communication and a corporate reorganisation will not require the prior approval of the Board of Directors.



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