DIRECTIVES OF THE CODE OF ETHICS AND CONDUCT
### Ethical Directives

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Ethical Directives

COMPLIANCE, EVALUATION AND SUPERVISION

All Persons Subject to the Code of Ethics and Conduct of Cepsa\(^1\) must comply with these Directives and any breaches or violations shall be immediately reported to the Ethics Committee. For the purpose of ensuring compliance with these Directives, Cepsa has a procedure in place to report incidents and irregularities on its website. (www.cepsa.com).

These Directives are consistent with the contents of the Code of Ethics and Conduct of Cepsa and therefore, any other internal regulations of Cepsa must be aligned with these Directives.

Any negligence or wilful misconduct by Persons Subject to this Code that violate the regulations of Cepsa to any of these directives commitments may be subject to disciplinary action or legal proceedings as determined by the Organisation, where applicable.

These Directives are based on the aforementioned commitment and the Ethics Committee of Cepsa is the body in charge of submitting corporate directives and policies to the Audit Committee for approval.

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\(^1\) The Code of Ethics and Conduct of Cepsa defines “Persons Subject to the Code” as directors, managers and employees of Cepsa, in addition to other persons whose activities fall within the scope of the Code of Ethics and Conduct.
1 COMMITMENT TO HUMAN RIGHTS

The first Rule of Conduct contained in the Code of Ethics and Conduct of Cepsa highlights the Cepsa’s commitment to the protection and advancement of human rights.
1.1 PURPOSE AND SCOPE OF APPLICATION

The purpose of this Directive is to set out the basic guidelines for all Persons Subject to the Code of Ethics and Conduct of Cepsa with regard to the observance of human rights, and Cepsa’s relationships with its stakeholders.

Cepsa regards respect for the inherent dignity of people and their inalienable rights as a fundamental part of its Corporate Responsibility, and as an essential requirement for conducting its business activities in any country or social environment.

Therefore, in addition to complying with the laws in force in each country where it operates, and consistent with its Code of Ethics and Conduct, Cepsa has formalized this “Directive on Commitment to Human Rights” in accordance with international laws and practices such as the Universal Human Rights Declaration of the United Nations, the Declaration of Fundamental Principles and Rights at Work of the International Labour Organisation (ILO), and the Guidelines of the OECD for Multinational Companies. Likewise, it adheres to the Ten Principles of the United Nations Global Compact, the Declaration on the Rights of Indigenous Peoples of the General Assembly of the United Nations and ILO Convention 169 on Indigenous and Tribal Peoples.
1.2 PRINCIPLES

Below is a description of the guiding principles of Cepsa on human rights, with regard to the various collectives concerned:

PROFESSIONALS

Cepsa is committed to respecting the human rights of all of its professionals, and more specifically:

• **Providing a working environment that promotes utmost respect for the dignity of persons**, and demonstrating at all times its intolerance of:
  - Discriminatory behaviour on the basis of gender, ethnic background, creed, religion, age, disability, political ideas, sexual orientation, nationality, citizenship, marital status, socio-economic status or any other circumstances.
  - Harassment, intimidation or violence of any kind.

• **Supporting decent employment**, scrupulously upholding and defending the right of people not to be victims of forced labour and rejecting any form of labour exploitation, in particular child labour. In this vein, it undertakes to carefully review its hiring and induction procedures to ensure that all such employees are over the minimum age limit for employment.
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• Respecting freedom of association and the right to collective bargaining, including the right to engage in trade union activities and recognised protection to employee representatives, in accordance with the labour laws of each country.

• Safeguarding workplace health and safety, offering safe and healthy working conditions at all of its facilities, strictly complying with all legal requirements and adopting rules and procedures on occupational health and risk prevention.

• Fostering training and awareness actions that encourage a culture of respect for human rights among its professionals.

SUPPLIERS

Cepsa expects its suppliers and contractors to respect internationally-recognised human rights.

Moreover, Cepsa promotes compliance with human rights throughout the supply chain, consistent with the contents of this Directive. Therefore, Cepsa undertakes to:

• Give preference, in its vetting and selection processes, to suppliers and contractors having their own human rights policies or, failing this, those that support the principles of the Code of Ethics and Conduct of Cepsa.

• Require its supply chain to adhere to the "Ethics Code of Cepsa Suppliers", or adopt the United Nations Global Compact.
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• Create communication channels to suppliers and contractors having their own human rights policies or, failing this, those that support the principles of the Code of Ethics and Conduct of Cepsa.

• Demand respect for international principles and rules on the use of force, in particular the International Code of Conduct for Private Security Service Providers, considering that some activities of Cepsa are conducted in risky and challenging environments that require the hiring of public or private security companies.

CUSTOMERS

Cepsa expects its customers to uphold standards of behaviour and manage their business activities in a way that not only complies with applicable laws but also, demonstrates respect for internationally-recognised human rights.

Cepsa likewise respects the human rights of its customers and undertakes to:

• Provide products and services which, depending on their nature, are safe and respectful with the environment, as well as offer truthful and accurate information on the above.

• Guarantee, at all times, the right to privacy, protecting and making appropriate use of the personal data provided by customers.

LOCAL AND INDIGENOUS COMMUNITIES

Cepsa respects the human rights of people belonging to the local communities where the Company operates.

Given the nature of the activities of Cepsa, it is firmly committed to protecting the human rights of indigenous communities, in compliance with ILO Convention 169 on Indigenous and Tribal Peoples and the Declaration on the Rights of Indigenous Peoples of the General Assembly of the United Nations.

Based on the above, as provided in its “Community Engagement Policy” and its “Policy for Engaging with Indigenous Communities”, Cepsa undertakes to:

• Identify and assess the local environment and address the needs, concerns and aspirations of local and indigenous communities affected by the operations of the Company.

• Analyse, prevent or minimise the impacts of its operations on the socio-economic, cultural and environmental surroundings. For this purpose, it shall assess and conduct a follow-up of its environmental and social impact.

• Guarantee physical safety and security by establishing the necessary measures to ensure that its facilities and assets do not pose any risks to the communities or to the physical safety of third parties.

• Offer compensation for the loss of property or assets (sources of income or means of subsistence) whenever the relocation of an indigenous community, under exceptional circumstances, is required to carry out a project.
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• Foster the involvement of the communities affected by a project through mechanisms such as consultations, effective communication, negotiation in good faith and response to complaints.

• Promote stakeholder compliance with all the provisions set forth by the Company concerning Community Engagement.

• Encourage an organisational culture that promotes employee awareness of the importance of dialogue and engagement with the communities where Cepsa operates, fostering respect for and conservation of their culture, values, traditions and customs.

• Participate in partnerships and collaborative projects that support local education and culture, the creation of employment and the development of skills, the promotion of occupational health and safety, the protection of the environment, wealth creation and social investment.
1.3 MANAGEMENT

The Institutional Relations and Corporate Responsibility Unit of Cepsa shall oversee and manage this “Directive on Commitment to Human Rights”, and accordingly, shall address and clarify any doubts that may arise as to its application, as well as review its contents at the appropriate intervals, as determined, and update them, as required.
The second Rule of Conduct contained in the Code of Ethics and Conduct of Cepsa, sets out the need to rigorously comply with regulations, both internal and external, concerning occupational safety and environmental protection, with the purpose of preventing and minimising risks and/or occupational injuries and accidents.
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2.1 PURPOSE AND SCOPE OF APPLICATION

Cepsa has established the safety of people and facilities, respect for the environment and the conservation of biodiversity as core strategic objectives, ensuring safe and healthy working conditions for its professionals, partners and society as a whole while preventing and minimising the impact and potential risks arising from its activities.

This Directive must be complied with by all Cepsa employees, contractors, partners as well as any other persons taking part in the Company’s activities, who shall be mindful of their own safety and act in a safe and environmentally responsible manner at all times, abiding by current regulations in force and internal rules of the organisation, in order to prevent and minimise hazards, occupational accidents and environmental impacts. Cepsa advocates zero tolerance of actions or behaviour that may result in weaknesses or violations of safety and environmental mandates.

Cepsa seeks excellence in Health, Safety, Environmental Protection and Quality (hereinafter, HSEQ) performance. This commitment, which relies on people, prevention and continuous improvement, is required from all areas of activity and processes, and provides consistency and a strategy that is integrated with the mission, vision and values of the Company.
Cepsa is an integrated energy group that is present in all stages of the oil value chain. Throughout the value chain, we strive to be frontrunners and leaders, conducting our business at all times with honesty, respect and responsibility. To meet these goals, we adhere to the following principles:

- **Satisfying the needs and demands** of our customers, the market and society as a whole, within the scope of our activities.

- **Fulfilling specifications**, applicable legal requirements and the requirements established by Cepsa with regard to safety and environmental matters, for our products, services and activities.

- **Complying with applicable regulations**, both external and internal, concerning HSEQ and its observance in processes, establishing the resources required to promote familiarity with and awareness of these regulations, with the purpose of delivering the desired quality standards, and contributing to value creation through its products and services.

- Creating and implementing **efficient management systems**, with a focus on processes that seek to advance and achieve more effective control over such systems.
· Considering **continuous improvement** as a value of Cepsa, a permanent objective of the organisation and a basis of the system. Part of our chain of continuous improvement is the follow-up, review, and auditing of HSEQ regulations, standards and guidelines to adopt the required actions and allocate the needed resources.

· Fostering the **professional development of our workforce** to ensure they have the right skills and expertise through ongoing training and information, tailored to the changes required in our continuous improvement processes.

· Pursuing **new ideas and opportunities**, innovating at all levels of the company and seeking efficiency and reliability in the management of our processes, aimed at achieving continuous improvement in HSEQ management systems.

· Establishing the actions and resources required to **prevent** incidents. In the case where such incidents occur, Cepsa shall take immediate action to remedy the situation, putting the appropriate measures in place to avoid their repetition.

· **Setting ambitious goals**, reviewed periodically at various levels of the organisation, with the purpose of improving management and the satisfaction of our stakeholders.

· **Maintaining constructive relationships based on dialogue and transparency** with the communities where we operate, in addition to other stakeholders, by providing and receiving information via the designated channels on the potential impacts of our activity and their management and cooperating actively with the competent authorities.
2.3 MANAGEMENT

The HSEQ Unit of Cepsa shall oversee and manage of this “Directive on Safety and Environmental Protection” and accordingly, shall address and clarify any doubts that may arise as to its application, as well as review its contents, at the appropriate intervals, as determined, and update them, as required.

This Directive adheres to the strategic lines, principles and values of Cepsa; is appropriate for the nature, size and environmental impacts of its activities, products and services; is notified to employees and stakeholders; and is reviewed periodically to update its contents. At the same time, the commitments with external institutions are upheld, making an effort to fulfil its commitments with the purpose of obtaining and maintaining certifications for health and safety (OHSAS 18001), environmental management (ISO 14001) and quality (ISO 9001, PECAL 2120, ISO TS-16949 and ISO 22000).
3

EQUAL OPPORTUNITIES AND NON-DISCRIMINATION

The third Rule of Conduct contained in the Code of Ethics and Conduct of Cepsa reflects the Cepsa’s firm commitment to non-discrimination on the basis of race, nationality, age, gender, marital status, sexual orientation, ideology, religion or any other personal, physical or social conditions, as well as equal opportunities as a tool for implementing responsible directives in the management of the organisation and its relationship with its stakeholders and, in particular, its professionals.
3.1 PURPOSE AND SCOPE OF APPLICATION

The purpose of this Directive is to foster the absence and elimination of any type of discriminatory behaviour by Persons Subject to the Code of Ethics and Conduct of Cepsa on grounds of any diversity factors (gender, age, race, etc.), by combating and rejecting any actions that undermine human dignity, ensuring absolute respect for universal human rights, and putting in place the appropriate measures to support and strengthen ethical behaviour in an environment of equality.
3.2 PRINCIPLES

• Compliance with applicable legislation and adherence to international initiatives:

  Compliance with applicable legislation concerning equal opportunities, rejecting any form of discrimination on the basis of race, nationality, age, gender, marital status, sexual orientation, ideology, religion or any other personal, physical or social conditions.

  Compliance with the commitments arising out of the adherence of Cepsa to the principles of the United Nations (UN) Global Compact, as articulated in the Universal Declaration of Human Rights and the Declaration of the International Labour Organisation (ILO) concerning fundamental principles and rights at work.

• Guarantee of effective equality of opportunities and non-discrimination:

  Fostering the principle of equality, via the development of respect for diversity and the promotion of non-discrimination. Cepsa shall endeavour to ensure equal treatment for men and women as regards, recruitment, hiring, training, professional development, compensation and merit-based promotion, encouraging fluent and transparent communication.
Creating the mechanisms to ensure ongoing monitoring of indicators that measure the implementation of effective equality policies and procedures, keeping in mind the nature of the different business and companies of the company.

Promoting workforce training and education geared towards raising awareness of equality, respect for diversity and the development of a culture that is open to the changes that may arise as a result of the implementation of equality directives in our society.

**Implementation of flexibility and work-life balance measures** that help employees achieve a better balance between their private lives and shared family responsibilities and their careers.

**Fostering and maintaining certifications and awards** that value and distinguish the commitment and progress made by the company regarding the principles of equal opportunities, non-discrimination and respect for diversity.

**Exemplary behaviour of all professionals of Cepsa**, whose actions support equal opportunities and foster and respect diversity, promoting an environment of trust which serves to enhance people's quality of life and work.

**Extension of equality principles to the value chain**, providing information to suppliers and contractors on the commitment undertaken by Cepsa to equal opportunities and protection against harassment.
3.3 MANAGEMENT

The Human Resources and Organisation Unit of Cepsa shall oversee and manage this “Directive on Equal Opportunities and Non-Discrimination” and accordingly, shall address and clarify any doubts that may arise as to its application, as well as review its contents at the appropriate intervals, as determined, and update them, as required.
The fourth Rule of Conduct contained in the Code of Ethics and Conduct of Cepsa sets forth the need to establish guidelines on the use and protection of the assets that are made available for the performance of Cepsa’s business activities.
4.1 PURPOSE AND SCOPE OF APPLICATION

The purpose of this Directive is to encourage Persons Subject to the Code of Ethics and Conduct of Cepsa to make diligent and proper use of the corporate assets provided to them for the performance of their professional activity and to comply with all of the guarantees set forth in Cepsa’s internal regulations and any other applicable standards.

Corporate assets are understood to be resources of a tangible, intangible or financial nature or of any other kind that provide value for Cepsa and are assigned to support its business activities, regardless of the legal system by which they are held.
4.2 Principles

The “Directive on the Use and Protection of Corporate Assets” advocates the following principles:

• The duty to make proper, responsible and efficient use of Cepsa’s resources. It is strictly prohibited to engage in, encourage or permit any actions or situations, involving the robbery, theft, improper use, fraud, destruction, loan, sale or disposal of assets in an unauthorised manner. It is understood that such resources shall only be used by authorised and skilled personnel.

• Cepsa shall provide its employees and contractors the necessary resources for the performance of their professional activities.

• The search for excellence in the management of information technologies and information security for the purpose of ensuring the proper use of corporate resources.

• The person or body in charge of safeguarding assets must always be explicitly stated and appointed.

• Responsibly keeping and safeguarding Cepsa’s assets entails managing risks and opportunities so as to maximise the value of such assets.

• Persons Subject to this Code shall be required to keep corporate assets in good condition, observe proper maintenance practices and apply occupational risk prevention programmes with a view to avoiding accidents and extending the useful life of such assets.
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• The duty to return the corporate assets owned and made available by Cepsa for the performance of an activity upon its completion.

• Any additions, enhancements or upgrading made to a Cepsa asset shall be the property of Cepsa.

• The regulations developing this directive shall give special consideration to the protection of intellectual property.
4.3 MANAGEMENT

The Management Committee of Cepsa shall oversee and manage this “Directive on the Use and Protection of Corporate Assets” and accordingly, shall address and clarify any doubts that may arise as to its application, as well as review its contents at the appropriate intervals, as determined, and update them, as required.
5

CONFLICT OF INTERESTS

The fifth Rule of Conduct contained in the Code of Ethics and Conduct of Cepsa, addresses the need to provide standards and guidelines with regard to potential conflict of interests that may occur in the course of any activities carried out by Cepsa.
5.1 PURPOSE AND SCOPE OF APPLICATION

The purpose of this Directive is to prevent Persons Subject to the Code of Ethics and Conduct of Cepsa from using their status directly or indirectly for their own benefit or for the benefit of related parties.

A conflict of interests shall be understood to include any situations in which the personal interests of Persons Subject to the Code may directly or indirectly interfere with those of any of the companies of Cepsa.

Related Parties shall, for purposes of this Directive, be the following:

· Spouse or spousal equivalent.

· Ascendants, descendants, and siblings of Persons Subject to the Code or of the spouse (or spousal equivalent) of such Persons.

· Spouses of the ascendants, descendants and siblings of Persons Subject to the Code.

· Any entity in which the aforementioned Persons, or their related parties, have a position on the governing bodies and/or where their shareholding in such entity represents a significant amount of their personal wealth.
Additionally, this Directive seeks to establish the mechanisms required to prevent situations involving conflicts of interest from occurring in the first place or, in cases where such a situation may arise, provide the means to avoid any consequences.

As examples, situations that could give rise to a conflict of interests include the following:

- Negotiation or formalization of contracts of any kind, on behalf of any of the companies of Cepsa, with individuals who are related parties of employees or legal entities in which the employee or a related party of the employee has a management role, is a relevant shareholder or a member of the board of directors.

- Establishment of, or intent to establish, relations on behalf of any of the companies of Cepsa, with charitable, non-profit or civic organisations in which the employee or a related party has a management role, is a relevant shareholder or a member of the board of directors.

- Financial dealings or transactions with managers, partners or directors of any type of business, suppliers, competitors or customers of Cepsa, whether directly or through a related party.
5.2 PRINCIPLES

This “Directive on Conflict of Interests” upholds the following principles:

- **INDEPENDENCE**
  
  Persons Subject to the Code of Ethics and Conduct shall at all times act in a professional manner, with freedom of judgment, loyalty to the companies of Cepsa and its shareholders, irrespective of own or third-party criteria, avoiding situations that may give rise to an actual or potential conflict between their personal interests (whether financial or not) and those of Cepsa.

- **ABSTENTION**
  
  Persons Subject to the Code of Ethics and Conduct shall abstain from intervening in or influencing decision-making which could involve a conflict of interests and shall not take part in meetings where such decisions may be discussed or access confidential information concerning such conflict.
**NOTIFICATION**

Persons Subject to the Code of Ethics and Conduct shall immediately provide written notification regarding any potential conflict of interests that may concern them to:

- The Management of the respective Business Unit or Area to which they are assigned.
- The Internal Control Unit, through the Ethics Channel provided by Cepsa, specifying:
  - Whether they are directly involved in the conflict of interests, or indirectly through a related party.
  - The circumstances that led to the conflict of interests, providing a detailed description thereof.
  - The estimated financial amount involved, wherever possible.
  - The business unit or area of Cepsa with which the relevant contacts were made.
5.3 MANAGEMENT

The Internal Control and Compliance Unit of Cepsa shall oversee and manage this “Directive on Conflict of Interests” and accordingly, shall address and clarify any doubts that may arise as to its application, as well as review its contents at the appropriate intervals, as determined, and update them, as required.

Human Resources Management shall be in charge of drafting and maintaining a database collecting information on the aforementioned conflicts of interest. With regard to recently-hired persons in a Cepsa company, notification shall be provided at the time they are hired. Human Resources Management shall be responsible for making decisions aimed at limiting or eliminating Conflict of Interest.
PROFESSIONAL ACTIVITIES OUTSIDE CEPSA

The sixth Rule of Conduct contained in the Code of Ethics and Conduct of Cepsa sets forth the need to establish control over the activities that Persons Subject to the Code of Ethics and Conduct carry out with other companies or institutions other than Cepsa, whenever such activities may involve unfair competition.
6.1 PURPOSE AND SCOPE OF APPLICATION

The purpose of this Directive is to prevent situations in which the performance of the aforesaid activities by Persons Subject to the Code of Ethics and Conduct may lead to cases of unfair competition.

In this sense, unfair competition is understood to be any professional activity carried out by Persons Subject to this Code in another competing company or entity, with the same or similar type of business as any company of Cepsa.

In order for unfair competition to exist, there is no need for actual damage or financial loss to have occurred in any company of Cepsa; rather, the existence of a risk or potential damage shall suffice.

The prohibition on unfair competition shall be enforced not only while the Person Subject to the Code of Ethics and Conduct is actively working, but also during periods of suspension of employment or inactivity, including but not limited to:

- Suspension from employment and salary due to disciplinary action.
- Extended leave of absence.
- Holidays and paid/unpaid leave.
- Temporary disability.
As examples, unfair competition may arise in situations such as the following:

- Working for or providing professional services, either on a self-employed basis or as an employee, in companies whose business is the same or similar to that of Cepsa’s companies, such as manufacturing or selling similar products or rendering similar services.

- Setting up or incorporating companies or businesses that compete with those of Cepsa.

- Participating in companies that compete with Cepsa’s companies, even if the new company has not yet started up or begun operating.
The “Directive on Professional Activities outside Cepsa” advocates the following principles:

- Persons Subject to the Code of Ethics and Conduct shall at all times act in a manner that is professional and loyal to Cepsa’s companies and shall avoid performing any activities outside Cepsa that may give rise to situations of unfair competition or conflict of interests with Cepsa’s businesses.

- All Persons Subject to the Code of Ethics and Conduct will be required to inform their supervisor of their involvement in any professional activity outside Cepsa that may be considered unfair competition. For newly-hired persons at any of Cepsa’s companies, such notification must be made at the time they are hired. This disclosure shall be made in writing to the Human Resources Department, which will keep a database to this effect, stating:

  - The company name.
  - The type of activity or duties they perform.
  - The industrial sector or branch involved.
Cepsa respects the performance of social and public activities by Persons Subject to the Code of Ethics and Conduct. However, when such persons belong to or are affiliated or collaborate with political parties or other organisations, institutions or associations for public purposes, they must clearly state that they do so on a personal basis, thus avoiding any connection or identification with Cepsa.

All Persons Subject to the Code of Ethics and Conduct of Cepsa, shall be required to maintain a standard of professional performance that is in line with their responsibilities, regardless of any professional activities they may carry out outside Cepsa.
6.3 MANAGEMENT

The Human Resources Division of Cepsa shall oversee and manage this “Directive on Professional Activities outside Cepsa” and accordingly, shall address and clarify any doubts that may arise as to its application, as well as review its contents at the appropriate intervals, as determined, and update them, as required.
7

RELATIONSHIPS WITH GOVERNMENTS AND AUTHORITIES

The seventh Rule of Conduct contained in the Code of Ethics and Conduct of Cepsa sets forth that Persons Subject to the Code of Ethics and Conduct shall strictly abide by the laws in those countries where Cepsa operates and shall not engage in conduct which, although not illegal, may damage the image or reputation of the Organization before the federal, regional or local governments, authorities or public agencies of the country in question.
7.1 PURPOSE AND SCOPE OF APPLICATION

The purpose of this Directive is to lay down guidelines regarding relationships and transactions with Governments and Authorities, which all Persons Subject to the Code of Ethics and Conduct must abide by.
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7.2 PRINCIPLES

Below is a description of Cepsa’s principles on relationships with Governments and Authorities. In this regard, the following must be observed and complied with:

Compliance with Laws and Regulations

Cepsa carries out global business operations and is therefore subject to many different legal systems. Cepsa must abide by all of the laws and regulations in the countries where it conducts its business:

- Cepsa’s professionals shall, at all times, comply with all applicable laws and regulations, uphold the highest standards and observe best practices, regardless of what other competitors or market players may do.

- Cepsa’s professionals must strictly abide by anti-corruption, extortion and bribery laws in their relationships with Governments and Authorities. To this end, the rules of conduct established by Cepsa as regards “Anti-Bribery and Corruption Measures” and as regards “Gifts and Gratuities” must be strictly and specifically observed.

- Cepsa is part of the Global Compact initiative sponsored by the United Nations (UN). The 10th principle established in said Global Compact obliges the signatories not only to refrain from engaging in bribery, extortion and other forms of corruption, but also to develop and implement specific anti-corruption policies and programmes.
As regards the Cepsa’s relationships with Governments and Authorities

- Cepsa shall conduct its relationships with Authorities, Regulatory Bodies and Public Administrations in accordance with the principles of cooperation and transparency.

- Cepsa shall engage in constructive dialogue with Governments and companies in the industry in order to jointly seek better solutions to any problems that may arise when marketing its products in the countries where it operates and where said products are offered.

- Cepsa hereby declares that it is not affiliated with, nor does it support, any political party, cause or movement.

As regards Persons Subject to Cepsa Code of Ethics and Conduct in their relationships with Governments and Authorities

- Cepsa acknowledges the right of its professionals to exercise freedom of expression, to share their political beliefs and, especially, to engage in political activities, as long as this does not interfere with the performance of their professional responsibilities or lead outsiders to associate or identify Cepsa with a specific political cause or ideology.

- Cepsa’s professionals that seek or accept any type of public office shall duly inform their immediate supervisor, and Human Resources and Organisation, in order to determine whether any potential conflict of interests exists.
As regards the honesty and integrity of Persons Subject to the Code of Ethics and Conduct of Cepsa in their relationships with Governments and Authorities

- Persons Subject to the Code of Ethics and Conduct of Cepsa shall act with honesty and integrity when engaging in any type of contact or transaction with the Authorities, Government officials or civil servants, and shall ensure that all of the information provided and any statements made are truthful, accurate, straightforward and complete.

- Furthermore, Persons Subject to the Code of Ethics and Conduct of Cepsa shall respond to any requests for information made by public officials and shall provide their fullest cooperation so as to assist said officials in carrying out their legitimate duties, provided such requests fall within the scope of and abide by applicable regulations.

In particular, Persons Subject to the Code of Ethics and Conduct of Cepsa shall specifically comply with any administrative or legal decisions that affect Cepsa and are of an executive nature, unless their enforcement is suspended.
7.3 MANAGEMENT

The Institutional Relations and Corporate Responsibility Unit of Cepsa shall oversee and manage this “Directive on Relationships with Governments and Authorities” and accordingly, shall address and clarify any doubts that may arise as to its application, as well as review its contents at the appropriate intervals, as determined, and update them, as required.
8

GIFTS AND GRATUITIES

The eighth Rule of Conduct contained in the Code of Ethics and Conduct of Cepsa sets forth the need to establish guidelines with regard to accepting and offering gifts and/or gratuities while performing any type of business for or on behalf of Cepsa.
8.1 PURPOSE AND SCOPE OF APPLICATION

The purpose of this Directive is to set down the basic rules of conduct that are to define the behaviour of all Persons Subject to the Code of Ethics and Conduct of Cepsa in order to ensure they make the right decisions in accordance with Cepsa's ethical position when it comes to offering or accepting gifts and gratuities while carrying out their professional activity.

Cepsa understands gifts and gratuities to mean any item, service, favour or invitation that is received or provided by Persons Subject to this Code and/or their related parties.

Accordingly, related parties of Persons Subject to this Code are understood to be:

- Their spouse or spousal equivalent.
- Ascendants, descendants and siblings of Persons Subject to this Code or of their spouse (or spousal equivalent).
- The spouses of said Person's ascendants, descendants and siblings.
- Any entity in which such Persons or their related parties serve on its governing bodies and/or have a significant holding in its share capital.
Ethical Directives

8.2 PRINCIPLES

The “Directive on Gifts and Gratuities” advocates the following principles:

• Persons Subject to the Code of Ethics and Conduct must not accept or offer gifts and/or gratuities either directly or by means of an intermediary.

• Under exceptional circumstances, Persons Subject to the Code may accept or offer gifts and/or gratuities provided that all of the following conditions are met.

  ■ The value of the gift and/or gratuities and the circumstances in which they are accepted or offered are within reasonable limits, based on local customs and practices.
  ■ They are delivered or received in a transparent manner and on an occasional basis.
  ■ They do not involve money or items that can be readily converted into cash.
  ■ They are considered customary or acceptable gratuities in the sector.
  ■ They abide by the law, customs and/or generally accepted business practices in the local context in which the gift and/or gratuity is offered.
  ■ They do not violate Cepsa’s ethical values and principles.
Ethical Directives

• Whenever any doubts arise as to whether a gift and/or gratuity should be accepted, it must be refused or returned.

• Accepting or offering gifts and/or gratuities must never directly or indirectly influence or appear to influence decisions involving Cepsa, including corporate transactions, the purchase or sale of goods, equipment or services, and/or the issuance of reports, concessions or authorisations.

• Under exceptional circumstances, if Persons Subject to the Code feel obliged to accept gifts, donations, favours, offers or invitations that exceed the limits established above, they must adhere to the "Directive on Conflict of Interests" of Cepsa and in particular to the principles of independence, abstention and notification.

• For the purpose of ensuring the independence of Persons Subject to the Code, any gifts and/or gratuities that have been accepted by them or by their related parties and that fail to comply with the conditions and limits set forth above must be raffled or donated to charity.

• Any gifts or gratuities that a Person Subject to the Code may offer shall be for the exclusive purpose of promoting the image of Cepsa.

• All gifts and hospitality for Affected Persons must be procured in the Corporate Boutique and, should the required item not be available, the Events Unit shall be responsible for purchasing the item from approved suppliers with the appropriate charges apportioned to the petitioner’s cost center.

• Gifts or courtesy services made to third parties must be notified to the Head of the Events Unit in the Department of Communication and Institutional Relations, who will maintain an inventory at Cepsa.
• All invitations to events by the Cepsa shall be managed by the Sponsorship Unit, which will centralize the purchase of tickets, management of the invitations and shall keep a record of attendance by staff, guests and the reason for the invitation. The supervisor must authorize the request to purchase the tickets for the events before it is sent to the Sponsorship Unit. Acceptance or furnishing of invitations to events by Persons Affected by the Code of Ethics must comply with the general rules for gifts and entertainment previously established.

• Any exceptions to the two foregoing points must immediately be brought to the attention of the appropriate line manager of the petitioner and the Events Unit or Sponsorship Unit, explaining the reasons for not following the guidelines and requiring prior authorization of the expense, which must be paid, in any case, using a corporate card. Any clarifications regarding the approval of those exceptions must be transferred to the Internal Control and Compliance Unit through the Consultations Channel provided for this purpose.

• Persons Subject to the Code shall not, under any circumstances, offer gifts or gratuities to any government or public officials or persons working on behalf of any governmental body or authority that go beyond the usual social customs or courtesies.

• It is strictly forbidden for Persons Subject to the Code to engage in any form of bribery. Any act of bribery will additionally be subject to the provisions of the Cepsa’s “Directive on Anti-Bribery and Corruption Measures”.

• Any Person Subject to the Code who is aware of an attempted or actual act of bribery that could affect Cepsa shall report such a circumstance via the Ethics Helpline on the website. (http://www.cepsa.com/Quienes_somos/Gobierno_Corporativo/Codigo_de_Etica_y_Conducta/)
8.3 MANAGEMENT

The Institutional Relations and Corporate Responsibility Unit of Cepsa shall oversee and manage this “Directive on Gifts and Gratuities” and accordingly, shall address and clarify any doubts that may arise as to its application, as well as review its contents at the appropriate intervals, as determined, and update them, as required.
The ninth Rule of Conduct contained in the Code of Ethics and Conduct of Cepsa sets forth the commitment to transparency of information undertaken by Cepsa.

In this regard, transparency shall be understood to mean the disclosure of truthful, accurate, straightforward and complete information to any person or body that is entitled to access such information, so as to enable them to make their decisions confidently and reliably.
9.1 PURPOSE AND SCOPE OF APPLICATION

The purpose of this Code is to lay down the basic guidelines that define the behaviour of all Persons Subject to the Code of Ethics and Conduct of Cepsa in relation to information transparency, in order to build and promote relationships based on trust and good faith, both internally (relations between Business Areas or Units) and externally (relations with government bodies and major stakeholders).

Cepsa advocates the principle of transparency of information, which means complying with applicable regulations on the matter, both in financial and non-financial terms, and adapting its contents to the specific circumstances in each case and to the country in question.
Cepsa has established the “Directive on Transparency of Information” to ensure that all communications abide by the following principles: i) Truthfulness; ii) Clarity; iii) Completeness; and iv) Accessibility.

Cepsa seeks transparency in all of the information it provides to the people and bodies that are entitled to have access to it. More specifically, Cepsa applies the principle of transparency by publishing documents and news releases regarding financial and non-financial matters, which includes legally-required information and other information that may be provided so as to fulfil the objective of disclosing the company’s financial position and business activities.
To this end, special mention should be made, among others, of the commitment to transparency undertaken in the following areas:

- **Transparency of financial information**
  Cepsa shall provide financial information aimed at reporting and disclosing its financial statements and position, so as to keep regulatory bodies and stakeholders apprised of the Company’s financial developments and allow them to make informed decisions.

- **Transparency in Corporate Responsibility**
  Cepsa undertakes to disclose information on labour and human rights protection policies and developments and in particular:
  - Any changes in the organizational or shareholding structure of the Company.
  - The composition of the Board of Directors and the Management Committee (average age, gender distribution, educational and professional background, etc.) and their compensation.
  - Employee health and safety performance, working conditions and trends in the accident frequency rate in consecutive years.

- **Commercial transparency: advertising and marketing**
  Cepsa undertakes to be transparent when disclosing the features, risks and benefits of its products, and never to use false, misleading or derogatory advertising. It also undertakes to strictly abide by the Unfair Competition Act in the best interests of its consumers and users.
Ethical Directives

○ **Transparency in corporate communication**
  Cepsa shall uphold the principle of transparency in all of its corporate communications, and shall endeavor to maintain the best possible relationship with the news media, as a means of access to Cepsa’s information by any third party who may be interested.

○ **Transparency in environmental issues**
  Cepsa considers transparency in environmental information to be paramount in order to demonstrate its commitment to sustainability in its operations and activities. As a result, Cepsa discloses information regarding the environmental impacts and risks of Cepsa’s activities, as well as the measures and initiatives it carries out to lessen said impact or improve environmental quality, and in particular:
  • Atmospheric emissions.
  • The volume of waste produced by its activities and accidental spillage.
  • Resource consumption: the energy and raw materials consumed and information on the crude oil reserves belonging to Cepsa.
  • Environmental expenditure and investment in environmental risk prevention systems.
9.3 MANAGEMENT

The Institutional Relations and Corporate Responsibility Unit of Cepsa shall oversee and manage this “Directive on Transparency of Information” and accordingly, shall address and clarify any doubts that may arise as to its application, as well as review its contents at the appropriate intervals, as determined, and update them, as required.
10 PERSONAL DATA PROTECTION

The tenth Rule of Conduct contained in the Code of Ethics and Conduct of Cepsa, describes the need to set out guidelines for the use and protection of personal data handled by Cepsa.
10.1 PURPOSE AND SCOPE OF APPLICATION

The purpose of this Directive is to guarantee the right to privacy, protecting the personal data entrusted by all Persons Subject to the Code of Ethics and Conduct, as well as data provided by the Cepsa’s stakeholders (customers, partners, suppliers, collaborating companies, contractors, etc.); thus fulfilling all the guarantees contained in the internal regulations of the Cepsa and any others that may apply.

This Directive is based on Organic Law 15/1999 on Personal Data Protection (hereinafter, LOPD), its implementation regulations and national and international regulations that may apply. For the purposes of this Code:

- “Personal data” shall mean any information relating to an identified or identifiable natural person.
- “Processing of personal data” means any technical process or transaction, either automated or otherwise, involving the collection, recording, storage, creation, amendment, blocking and cancellation of personal data, and transmission of such data resulting from communications, enquiries, interconnections and transfers.
Ethical Directives

10.2 PRINCIPLES

The “The Directive on Personal Data Protection” advocates the following principles:

- Cepsa is committed to protecting and safeguarding the personal data processed in its information systems and ensures compliance with applicable regulations, in particular the LOPD and Royal Decree 1720/2007 of 21 December, which approves the regulation by which it is implemented (hereinafter RLOPD).

- Cepsa complies with all instructions, recommendations and legal reports issued by the Spanish Data Protection Agency.

- When a Cepsa operates outside the scope of application of European legislation, it complies with applicable legislation of the country concerned and, as a minimum requirement, the provisions in the LOPD and the RLOPD.

- In the event of any changes in regulations, an action plan will be prepared to ensure that the deadlines for implementing the new regulatory provisions are met.

- Any processing carried out by Cepsa's companies must fulfil the data protection principles contained in the LOPD, thus ensuring that the data is appropriately processed.
Ethical Directives

- The data security contained in Cepsa’s systems is appropriate for the type of processed data, having the level of security required by the RLOPD. Nevertheless, whenever possible, the measures applied shall be reinforced in order to improve data security.

- All Persons Subject to the Code of Ethics and Conduct of Cepsa who process or use files containing personal data must comply with the LOPD and the regulation by which it is implemented (RLOPD), as well as the applicable internal rules of Cepsa. They must keep all processed data confidential, undertaking not to disclose them through any means and acting diligently. Likewise, all external suppliers of Cepsa that may have access to the information contained in Cepsa’s systems are under obligation to fulfil the LOPD and the regulation by which it is implemented and follow all instructions required by Cepsa; therefore, under no circumstances shall the level of security be lower than the level implemented in the organisation.

- When data under the responsibility of the organisation are processed in third party systems, the third parties must ensure fulfilment of all the security measures set forth in the RLOPD relating to the type of data processed and they must provide proof of fulfilment of the provisions set forth in the regulations relating to personal data protection, upon request by Cepsa.
• Access to data by a third party shall require the execution of the necessary processing commissioning agreements containing the provisions included in Article 12 of the LOPD and the RLOPD.

• All users who work with Cepsa personal data files must report, through the appropriate channel, any incident that may occur in the data processing systems, whether automated or manual.

• Cepsa has adopted and implemented continuous improvement systems, enabling it to adapt its data processing to the needs of the organisation and ensuring that it remains at the forefront of developments in the areas of security in information processing.
Ethical Directives

10.3 MANAGEMENT

The Legal Affairs Department of Cepsa shall oversee and manage this “The Directive on Personal Data Protection” and accordingly, shall address and clarify any doubts that may arise as to its application, as well as review its contents at the appropriate intervals, as determined, and update them, as required.
The eleventh Rule of Conduct contained in the Code of Ethics and Conduct of Cepsa, sets out the need to provide guidelines for the use and protection of privileged and confidential information within Cepsa.
11.1

PURPOSE AND SCOPE OF APPLICATION

The purpose of this Directive is to ensure the use and protection of the privileged and confidential information Cepsa may have; thus fulfilling all the guarantees contained in the internal regulations of Cepsa and any others that may apply.
Cepsa organises information according to the level of confidentiality, establishing four classification levels: (i) public, (ii) for internal use, (iii) confidential and (iv) classified. Non-public information owned by or entrusted to Cepsa shall be subject to professional secrecy and its content may not be provided to third parties, unless expressly authorised by the competent body of Cepsa or unless required by law or by a judicial or administrative authority. The “Directive on Classified and Confidential Information” advocates the following principles:

- Cepsa and the Persons Subject to the Code of Ethics and Conduct must put in place sufficient security measures and apply the established procedures to protect information intended for internal use and of a confidential and privileged nature that is stored on paper or electronically, against any internal or external risk of unauthorised access, tampering or destruction, whether intended or accidental.

- Cepsa undertakes to implement all necessary measures to preserve the confidentiality of the personal data handled, pursuant to the “The Directive on Personal Data Protection”.

- Cepsa undertakes to maintain the confidentiality of third party data, unless it is under legal, administrative or judicial obligation to provide it to entities or persons or to disclose them publicly. Furthermore, Cepsa guarantees the right of third parties concerned to access or request the modification or rectification of the data pursuant to current legislation.
Ethical Directives

- Persons Subject to the Code who owing to the performance of their professional activity have access to information on other employees or third parties shall respect and ensure the confidentiality of this information and use it in a responsible and professional manner. Furthermore, the use of third party privileged information that may infringe business secrecy is strictly forbidden.

- Cepsa shall apply a protocol for accessing privileged information to guarantee the control and proper use of the information.

- Upon termination of the employment or professional relationship, the internal, confidential and privileged information shall be returned by the professional to Cepsa, including all documents and storage means or devices and also the information stored on his/her computer. The professional's duty to non-disclosure shall remain for a period of time to be specified in the employment or business contract.

- In general, Persons Subject to the Code must keep the professional secrecy of non-public data and information revealed to them as a result of their activity, whether from or related to customers, suppliers, Cepsa, its employees, managers or any third party.

Likewise, Persons Subject to the Code must keep due custody of all personal passwords to Cepsa systems which give access to non-public data and information.
11.3 MANAGEMENT

The Information Technology Unit of Cepsa shall oversee and manage this “Directive on Classified and Confidential Information” and accordingly, shall address and clarify any doubts that may arise as to its application, as well as review its contents at the appropriate intervals, as determined, and update them, as required.
12. CUSTOMER RELATIONS

The twelfth Rule of Conduct contained in the Code of Ethics and Conduct of Cepsa, sets out that Persons Subject to this Code of Ethics and Conduct shall establish long-standing business relationships with customers based on the mutual interests of both parties and displaying at all times an attitude of service, maintaining a high standard of commitment to honesty, professional responsibility and a job well done, and building relationships based on mutual trust and respect.
12.1 PURPOSE AND SCOPE OF APPLICATION

The purpose of this Policy is to establish appropriate guidelines for dealing with Cepsa’s customers and is binding on all Persons Subject to the Code of Ethics and Conduct.

Cepsa is firmly committed to total quality, providing the necessary resources to achieve excellence in customer relations and establishing measures to ensure that the Cepsa’s quality Policy and ethical principles are implemented by all Persons Subject to the Code.
12.2 PRINCIPLES

The ethical principles governing customer relations, to be complied with by all Persons Subject to the Code of Ethics and Conduct, are as follows:

- **Compliance with laws and regulations**

  Cepsa undertakes to offer a level of quality in its products and services that meets the legally-established quality standards in the countries where it operates.

  The business activity of Cepsa shall comply with the practices in the strictest legality required by free competition. For this purpose, it shall compete in the market based on the merits of its products and services. The Company’s marketing and sales activities must always rely on the superior quality or differentiation of its products and services. Cepsa shall not engage in false or misleading advertising to market its products and services.
**Service and product quality**

Cepsa shall strive to continuously adapt the quality of its products and services to meet the actual needs of its customers.

In general, customer surveys will be conducted on an ongoing basis to adapt product offerings to satisfy their needs, ensuring at all times that the product delivered or the service rendered meets the quality standards set forth by law and as directly specified contractually between Cepsa and the customer.

Cepsa shall promptly inform and educate customers on health, safety and environmental regulations.

**Communication with customers**

Cepsa shall keep customers up-to-date on new products, or improvements made to existing ones that may offer more attractive features and benefits, thereby ensuring that customer needs are consistently satisfied.

Pre-contractual or contractual relations with customers shall be governed by the principle of transparency and Cepsa shall clearly disclose complete information regarding available services, products, rates and conditions. In any case, Cepsa shall promptly notify any possible modification in a contract or in the economic and technical conditions of the service and/or of the supply of products.
Cepsa shall take all necessary measures to correct any deficiencies in the performance of the contract by Cepsa. Accordingly, all incidents or non-compliances shall be continuously monitored and followed up to provide a satisfactory solution and appropriate measures shall be adopted to continuously improve non-conformities.

Furthermore, Cepsa shall have appropriate communication channels, such as customer service centres, electronic mail addresses, etc. to receive customer suggestions and complaints. Cepsa shall confirm receipt of such communications to its customers, establishing appropriate response times, which should be provided as promptly as possible.

Cepsa undertakes to periodically conduct customer satisfaction surveys to gauge their opinion on the quality of service offered.

**Transparency and ethics in customer relations**

Contracts between Cepsa and its customers shall be worded in a simple and straightforward manner for customers to understand them. The principle of transparency shall prevail at all times prior to signing any contract, and in particular, information on the range of available products, rates, services and other conditions shall be properly provided.
Cepsa shall act pursuant to applicable national or international laws and regulations. Cepsa shall
never resort to or tolerate bribery from or towards third parties. Thus, it shall strictly comply with

Cepsa’s professionals shall avoid interfering with or influencing customers or third parties involved,
which may alter his/her professional impartiality and objectivity, an obligation that must be
particularly observed by professionals who make decisions on awarding contracts for supply and
services and who decide on the financial terms and conditions of transactions with customers.

Persons Subject to the Code of Ethics and Conduct may not receive any payments from customers
or accept any outside compensation for services related to Cepsa’s activities.

Confidentiality in dealings with customers

Cepsa shall ensure the privacy of communications and shall protect the data of its customers from
any use that does not comply with current legislation.

In dealing with customers, the principles of transparency, information and protection, as well as the
rights acknowledged to customers, by personal data protection laws, information society services
laws and other applicable provisions, shall always apply.
Ethical Directives

Cepsa shall guarantee the confidentiality of its customers' data and undertakes not to disclose them to third parties, unless the customer has consented thereto or unless Cepsa is under legal obligation to do so or to comply with judicial or administrative decisions.

Persons Subject to Cepsa Code of Ethics and Conduct who, owing to their activity, have access to customer data, shall keep the confidentiality thereof and comply with applicable personal data protection laws.
The Customer Experience Management Unit in Cepsa’s Marketing Division shall oversee and manage this “Directive on Customer Relations” and accordingly, shall address and clarify any doubts that may arise as to its application, as well as review its contents at the appropriate intervals, as determined, and update them, as required.
SUPPLIERS RELATIONS

The twelfth Rule of Conduct contained in the Code of Ethics and Conduct of Cepsa describes the need to set forth a framework of ethical conduct for governing relations with suppliers and contractors.
13.1 PURPOSE AND SCOPE OF APPLICATION

Cepsa is committed to establishing a framework of trust and collaboration with its suppliers of goods and services; therefore, this “Supplier Code of Conduct” should faithfully reflect this framework for maintaining stable and long-lasting business relations in order to attain continuous improvement and excellence in procurement and purchasing processes.

Cepsa expects all suppliers to share the basic principles contained in this “Supplier Code of Conduct” and respect Cepsa’s good governance commitment by applying this Code to their activity and the activity of their parent and subsidiary companies, as well as their stakeholders, meeting internationally accepted standards on these matters. Cepsa expects suppliers and contractors to also have their own policies which uphold the principles contained in this Code and to ensure that their own suppliers and subcontractors also respect principles similar to those contained in this Code of Conduct.

Cepsa may audit providers to check for compliance with the content of this code.
Cepsa, as part of its ethical and good governance development, adhered to the United Nations Global Compact in 2005, thus publicly reaffirming its commitment to respect and fulfil its Ten Principles regarding Anti-Corruption, Human and Labour Rights and the Environment, and keep its stakeholders informed of strides made by the company in this process. Therefore, Cepsa recommends that its suppliers likewise adhere to this initiative: www.unglobalcompact.org.

**Ethical conduct and fight against corruption**

Cepsa’s suppliers shall always carry out their business and professional activities ethically and with integrity, taking into consideration the principles of:

- **Compliance with the law**: suppliers shall respect the laws, rules and regulations of the countries where they carry out their activity, without resorting to practices or behaviour that may jeopardize observance of the law or fundamental ethical principles.

- **Transparency**: suppliers shall provide truthful, accurate and complete information in their financial, business or commercial reports, disclosures and publications.

- **Fair competition**: suppliers shall manage their companies respecting the principle of fair competition as well as any regulations to be fulfilled, conducting themselves in an ethical manner vis-à-vis their competitors.
• **Conflict of interests:** suppliers must identify and resolve any situation of conflict of interests, whether real or potential, that its employees may be involved in. In the face of a potential conflict of interest, the supplier must meet the following requirements:

  - **Independence:** the people assigned by the supplier to provide the service must avoid situations that could lead to an actual or potential conflict between their interests.

  - **Abstention:** persons assigned by the supplier to provide the service must refrain from intervening or influencing decision-making in matters where there may be a conflict of interest.

  - **Communication:** persons assigned by the supplier to provide the service must notify immediately the existence of potential conflicts of interest to their company and the management of the respective Cepsa business unit or department.

In particular, if any supplier has financial, economic or any other connections, either directly or indirectly through a related person to People Affected by the Code of Ethics of Cepsa, they must immediately inform in writing their own company and the management of the Cepsa specific business unit in charge of the relationship with the supplier.

For this purpose, persons associated with the Affected Persons shall be understood to be those identified in the published Directive of the Code of Ethics and Conduct of the Cepsa concerning conflict of interest.

The Ethics Committee may adopt any measures necessary to sufficiently guarantee their corporate interests.
Ethical Directives

- **Notification of irregularities or alleged misconduct**: suppliers shall enable their employees to confidentially report any irregularities or alleged misconduct, and shall take the proper steps to investigate the allegation, if warranted.

- **Privileged, confidential, internal and personal information**: Cepsa’s non-public information owned by or in the custody of the supplier shall be considered privileged and confidential information and/or strictly for internal use and the supplier shall put in place the necessary measures to protect such information. It shall neither use nor share the information received as privileged, confidential and/or for internal use during the business relationship, unless expressly authorised by Cepsa. In any case, it shall guarantee the privacy of the personal data it has access to in performing its activity.

- **Anti-corruption**: Cepsa makes every effort to stress to its suppliers the need to display zero tolerance to all forms of corruption, including extortion and bribery, all of which are strictly prohibited. In this respect, no supplier may directly or indirectly offer or make payments in cash, in kind or any other kind of benefit, to any individual or legal entity with the intention of:
  - Unlawfully obtaining or maintaining any business or advantage, and/or
  - Forcing such individual or legal entity to use its real or apparent influence to illegally obtain any business or advantage.
Human and labour rights

Cepsa endeavours to ensure that its suppliers and contractors adhere to its commitment in this regard, pursuant to internationally recognised laws and practices, such as safeguarding the values upheld in the Universal Declaration of Human Rights, the Principles of the United Nations Global Compact, the guidelines of the Organisation for Economic Cooperation and Development, as well as their employees' labour rights, under the resolutions of the International Labour Organisation, the Declaration on the Rights of the Indigenous Peoples of the United Nations General Assembly and the ILO Convention No 169 on Indigenous and Tribal Peoples:

- **Human rights**: suppliers shall support and respect the protection of universally proclaimed human rights and shall ensure that they do not unwittingly or wilfully cause such rights to be infringed.

  Likewise, Cepsa suppliers shall respect the human rights of local and indigenous communities in the areas where they carry out their activities.

- **Labour legislation**: suppliers shall comply with labour laws and regulations relating to salary and working conditions, respecting all workers’ rights pursuant to the legislation of the country where they carry out the activity (minimum wage, overtime pay, rest periods and holidays).

- **Dignity of people**: suppliers shall respect the dignity, privacy and other rights of workers, avoiding any behaviour that may intimidate or offend people’s rights.
Ethical Directives

• **Child labour:** suppliers shall not hire minors to perform any type of work and shall always respect the minimum employment age as set out in applicable legislation and support the eradication of child labour; likewise, they shall make sure that young people are not assigned to do the most dangerous jobs or jobs that may interfere with their education or physical, mental, moral and social development.

• **Forced labour and harassment:** suppliers shall ensure that no type of forced labour, such as work performed involuntarily or under duress, exists within its organization, rejecting all forms of violence, sexual exploitation or sexual, physical, psychological, moral harassment, abuse of authority or other forms of abuse.

• **Equal opportunities and non-discrimination:** suppliers shall reject any form of discrimination in employment, on grounds of race, age, gender, marital status, sexual orientation, nationality, social or ethnic origin, ideology or public opinion, religion, physical capacity, health condition, pregnancy or any other personal, physical or social condition of its employees, promoting equal opportunities among them.

• **Employing persons with disabilities:** suppliers undertake to respect laws that reserve certain jobs for persons with disabilities, pursuant to the legislation of each country, supporting the labour integration of this collective.

• **Right to free association:** suppliers shall guarantee the rights of association, affiliation or collective bargaining of their employees, always complying with the rules applicable in each case.
Ethical Directives

- **Occupational health and safety**: Cepsa’s suppliers shall also promote the enforcement of occupational health and safety rules and policies to ensure:
  - A safe and healthy work environment that meets the requirements on occupational risk prevention pursuant to international laws.
  - Work premises that guarantee good industrial hygiene conditions, sufficient lighting and ventilation, sanitation and access to drinking water, of providing the suitable fire-fighting and protective equipment for each activity.
  - Preventive measures to avoid occupational accidents and illnesses, with effective workplace emergency response systems.
  - Responsibility by employers for their employee safety and health.
  - Training in safety and health-related matters for employees to ensure their safety and the safety of other people in their vicinity that could be affected during the performance of the activity.

- **Environment and quality**
  Cepsa’s suppliers and contractors shall carry out their activities responsibly, minimising the impact of their activities on the environment and promoting measures to tackle climate change and respect biodiversity, taking into account these principles:
  - **Environmental legislation**: suppliers shall fulfil legally applicable environmental obligations and current regulations on environmental protection in the countries where they conduct their activities.
Ethical Directives

• Policies, preventive and corrective measures: suppliers shall have policies that set out preventive measures and promote environmental responsibility and sustainability, with efficient systems to identify, control and address the environmental impact of their activities. If damage has been caused to the environment, they shall take all necessary measures to remedy the situation.

• Waste, emissions and dumping: suppliers shall have systems to guarantee safety in the handling, transfer, storage and recycling of waste generated by their activity. Furthermore, they shall have a system to manage atmospheric emissions and discharges of waste water to fulfil applicable regulations.

• Preservation of natural resources: suppliers shall make rational use of the natural resources available to them, minimising or eliminating at source the impact generated by their activity, designing production processes that support the efficient use of these resources and promoting the development of technologies that respect the environment.

• Product and service quality: suppliers shall guarantee at all times that the product delivered or the service rendered meets the quality standards established in applicable laws and those specifically set out in the contract signed with Cepsa.
13.3
MANAGEMENT

To achieve compliance with this “Providers’ Ethics Code”, Cepsa has a procedure for communicating information regarding incidents and reporting irregularities on its website (www.cepsa.com). There, providers can report any behavior contrary to the ethics code that may arise in the course of their business relationship with Cepsa.

The Procurement Unit of Cepsa shall oversee and manage this “Supplier Code of Conduct” and accordingly, shall address and clarify any doubts that may arise as to its application, as well as review its contents at the appropriate intervals, as determined, and update them, as required.
14

FAIR COMPETITION AND DEFENCE OF COMPETITION

The thirteenth Rule of Conduct contained in the Code of Ethics and Conduct of Cepsa lays down the Company’s commitment to compete fairly in markets, to refrain from misleading or derogatory advertising and to scrupulously observe antitrust and competition regulations for the benefit of consumers and users.
14.1

PURPOSE AND SCOPE OF APPLICATION

The purpose of this Directive is to enforce zero tolerance by Persons Subject to the Code of Ethics and Conduct of Cepsa to any type of infringement of fair competition and antitrust laws and principles.

Cepsa understands unfair competition to consist of any act that infringes on the legitimate interests of any market player. Moreover, it considers the defence of competition as a means of ensuring that the market operates competitively, helping to improve this operation and doing its best to make its benefits reach society as a whole.

Cepsa observes all unfair competition, advertising and antitrust laws and regulations in those countries where it does business or in which it may do so in the future.

Since 2004, Cepsa has pursued a clear and specific Directive with regard to free competition, contained in the guide titled, “The Right to Competition in Cepsa Daily Activity”, which is not only disseminated in training sessions given in the different business areas, but is also available on the Cepsa’s intranet. This guide follows the criteria published by the European Commission in its communication of November 2011, “Compliance Matters: What companies can do better to respect EU competition rules”. 
14.2 PRINCIPLES

Cepsa’s “Directive on Fair Competition and Defence of Competition” advocates the following principles and standards of action:

- Prohibition of any unlawful conduct in matters involving unfair competition, misleading advertising or antitrust.

- Scrupulous observance of national standards on unfair competition and advertising.

- Scrupulous observance of national, EU and international antitrust standards.

- Maintenance and development of prevention and supervision policies to combat possible risks of infringing competition standards.

- Maintenance and development of training and awareness programmes for Cepsa professionals in antitrust and competition matters.

- Maximum cooperation with national, EU and international competition authorities.
Cepsa's relations with competition authorities

- Cepsa shall maintain relations of close cooperation and maximum transparency with national, EU and international competition authorities.

- Cepsa shall actively cooperate with the aforementioned authorities in investigations aimed at determining the possible existence of prohibited practices. This collaboration philosophy is specified in the guidelines contained in the “Manual on inspections of premises by competition authorities”, distributed by Company management to its related professionals in July 2013.

- Moreover, Cepsa shall cooperate with the competition authorities of foreign countries by notifying those business operations (company mergers or takeovers, joint venture establishments, asset acquisitions, etc.) that are subject to a control system over transactions involving economic or market concentration.

Persons Subject to the Code of Ethics and Conduct of Cepsa in their relations with the competition authorities, industry associations and competitors.

- Persons Subject to the Code of Ethics and Conduct of Cepsa shall cooperate with the competition authorities when required to do so, whether within the framework of an information request, hypothetical inspections of business premises or a control procedure on economic concentrations. Persons Subject to the Code of Ethics and Conduct shall meet any requests for information made by public authorities in the legitimate exercise of their powers, as long as these are in keeping with applicable laws.
Ethical Directives

• Persons Subject to the Code of Ethics and Conduct that take part in industry associations in representation of Cepsa shall inform their immediate supervisors or line managers accordingly and make sure that all matters dealt with are in full compliance with the law. Whenever any doubt arises, they must consult the Company’s Legal Counsel.

• Persons Subject to the Code of Ethics and Conduct must refrain from any unlawful contact with competitors, and further refrain not only from taking part in any price fixing or collusive agreements with customers, but also from exchanging any type of competitively or strategically sensitive information. If in doubt, the Company’s Legal Counsel should be consulted.

Persons Subject to the Code of Ethics and Conduct must strictly comply with enforceable administrative and judicial decisions that affect Cepsa, unless such enforcement has been legally suspended.
14.3 MANAGEMENT

The European Community, Regulatory and Competition Unit within the Legal Department of Cepsa shall oversee and manage this "Directive on Fair Competition and Defence of Competition" and accordingly, shall address and clarify any doubts that may arise as to its application, as well as review its contents at the appropriate intervals, as determined, and update them, as required.
The fourteenth Rule of Conduct contained in the Code of Ethics and Conduct of Cepsa lays down the need to establish a “Directive on Anti-Bribery and Corruption Measures”.
15.1 PURPOSE AND SCOPE OF APPLICATION

The purpose of the “Directive on Anti-Bribery and Corruption Measures” is to convey both internally (for Persons Subject to the Code of Ethics and Conduct), as well as externally (for third parties regardless of their relationship to the Company), an attitude of zero tolerance with respect to any unlawful act or conduct that is contrary to honest, responsible and legal behaviour, thus reflecting the permanent commitment of the Company to guarding against and punishing any such actions.

In fulfilment of the aforementioned commitment, Cepsa will put in place a specific programme to prevent offences within the framework of the obligations laid down in universally acknowledged international agreements, as well as any other regulations in force wherever Cepsa conducts its business. Accordingly, it is the responsibility of Cepsa to ensure the legally required due diligence and control, not only of its subsidiaries, but also of any other dependent third party.

The required applicable control shall be exercised through proper oversight and monitoring of situations that take place involving actions that could lead to potential offences, infringements and/or irregularities; as well as through the firm commitment of Cepsa, both present and future, to combat fraud however this may manifest itself.
Part of Cepsa’s position against all unlawful acts is to prevent, guard against, investigate and punish any fraudulent act (including corruption and bribery), administrative offense and serious irregularity.

This Directive shall apply to Persons Subject to the Code of Ethics and Conduct of Cepsa regardless of where they pursue their activities. Likewise, those acting as representatives of Cepsa in companies over which no effective control is exercised must observe the principles contained herein in the discharge of their duties and responsibilities.

Cepsa must be particularly diligent in applying this Directive in conducting its business activities.
15.2

PRINCIPLES

The “Directive on Anti-Bribery and Corruption Measures” advocates the following principles:

- Zero tolerance against any unlawful act or behaviour that is contrary to ethical conduct.

- Observance of applicable laws and the framework established by the Code of Ethics and Conduct of Cepsa.

- Drafting and development of action procedures involving the prevention, oversight, investigation and punishment of any fraud, administrative offense or serious irregularity.

- Establishment of an environment of transparency that favours the maintenance of universally accessible, confidential channels of communication to report unethical conduct observed both internally, as well as externally, always bearing in mind the rights of the persons under investigation.

- Implementation of a control model to ensure the segregation of duties between the management and investigative units, conducting whenever deemed necessary the appropriate audits.

- Reinforcement of fraud prevention and detection activities as opposed to investigation and punishment, on the understanding that the more proactive the position against fraud, the less need to be reactive.
• Focus on the investigation of alleged criminal actions in themselves, regardless of the sums involved.

• Establishment of specific fines or penalties that are fair, non-discriminatory and proportional.

• Delivery of training programmes for Cepsa’s professionals to ensure understanding of the Company’s position on fraud. The Persons Subject to this Code will receive training in the Code of Ethics, as well as in the legal obligations that apply to their particular duties and responsibilities.
Cepsa’s Internal Control and Compliance Unit shall oversee and manage this “Directive on anti-bribery and corruption measures” and accordingly, shall address and clarify any doubts that may arise as to its application, as well as review its contents at the appropriate intervals, as determined, and update them, as required.
The fifteenth Rule of Conduct contained in the Code of Ethics and Conduct of Cepsa lays down the commitment to the training of its employees as a means of encouraging equal opportunities and developing professional careers and of contributing to meeting the goals and targets of Cepsa.
16.1

PURPOSE AND SCOPE OF APPLICATION

Cepsa considers people as one of its most important assets. Accordingly, it seeks as an ongoing goal that all Persons Subject to the Code of Ethics and Conduct of Cepsa have the appropriate skills and abilities to confidently and assuredly address the continuous challenges faced in their jobs as a result of changing technologies and a rapidly-evolving environment.

Cepsa understands training as an ongoing process aimed at keeping its employees well-qualified to handle their current and future responsibilities and obligations within the framework of Company values. Workforce training and development is a key success factor in ensuring that the skills and abilities of employees are tailored to organisational requirements in order to achieve its strategic objectives.

The purpose of Cepsa Training process is to make sure that each job is done by a professional who is constantly kept up-to-date on industry, process, technology and quality requirements, paying the greatest heed to safety and respect for the environment, providing him or her with the necessary resources and methodologies.
16.2 PRINCIPLES

Cepsa is aware that the success of any organisation is based on the work, dedication and the commitment of its employees. Accordingly, it organises its training plans to cover individual needs in such a way that each employee and the teams of which he/she is a member can maximise their skills profiles to undertake their duties and responsibilities.

Training is considered critical by the Company in order to:

- Update skills and knowledge required as a result of technological changes and developments.
- Ensure that all Cepsa employees have the know-how, skills and expertise to meet their professional duties and responsibilities.
- Provide a means of professional development that serves as a motivational factor.
Cepsa understands training as an ongoing, permanent, specific and planned process, the purpose of which is to enable its participants to acquire the skills and know-how to do their jobs properly.

The General Objectives of training shall be those that are stipulated by Cepsa Management, taking the following into account as guidelines:

- Improve safety at work and encourage respect for the environment.
- Increase efficiency and productivity.
- Meet the training requirements for the different management systems (Quality, Occupational Health and Safety and the Environment).
- Share and showcase critical know-how in the performance of functions.
Each employee is ultimately responsible for his/her own development and training. Cepsa recognises the importance of all the different methods, whether formal or informal, involved in the personnel training and development process. Consequently, it will tailor training initiatives to meet the requirements of the Company at any given time, covering both on-the-job training, interpersonal skills training and any other type of training or methods that may be suitable, with a view to ensuring that employees have the skills and know-how to meet the needs of their particular duties and responsibilities.

The purpose of this Directive is to ensure that the training activities undertaken at Cepsa’s companies and/or work centres:

- Are standardised and systematised, seeking efficiency and synergy.
- Are decided on following the same training needs assessment process, maximising their timeliness and suitability.
- Are presented in an Annual Training Plan model that streamlines the processes.
- Use pre-set control variables that define common indicators to enable the analysis, comparison and drawing of conclusions to improve the process.
Training should be proactive, anticipating employee needs whenever possible. Cepsa Management and the different companies and/or work centres will take this need for pro-activeness, coordination and efficiency when planning human resources management into account: new additions to staff, job changes, staff reorganisation, etc.

Moreover, training provided by the Company, intended to enable each employee to successfully meet his/her job requirements, must be conducted in accordance with cost-effectiveness criteria, suitably selecting suppliers and methods, making the best use of resources and properly managing training grants and funding.

Training and its development must be regarded as an investment to improve productivity and increase company value; training activities involve costs but provide benefits.
Key factors to be highlighted in this Directive are:

- The importance of the needs assessment process.
- The importance of ensuring that the solution design and management process is always conducted under the oversight of professionals from the Talent Management Area.
- The involvement of employees in their own training to guarantee the targeted results.
- The return on training investments for Cepsa.
- The necessary involvement of the line of command.
- The critical nature of the development conditions of training actions and programmes so that its participants can reap the most benefits.
- The structuring of training based on total quality criteria.
16.3 MANAGEMENT

The Training Department of Cepsa shall oversee and manage this “Directive on Training” and accordingly, shall address and clarify any doubts that may arise as to its application, as well as review its contents at the appropriate intervals, as determined, and update them, as required.
The sixteenth Standard of Conduct contained in the Code of Ethics and Conduct of Cepsa establishes the commitment to avoid any collaboration with individuals and/or entities that could be aimed at money laundering or terrorist financing.
17.1 PRINCIPLES AND SCOPE

The purpose of this Directive is to establish the principles of action to prevent the Persons Affected by the Code of Ethics and Conduct of Cepsa in their daily operations, from introducing funds into the economic system whose origin is suspected to come from illicit or criminal activities and prevent Cepsa from participating in the collection, distribution and supply of funds for the direct or indirect financing of terrorist acts and/or organizations.

Money laundering is understood to be any activity that seeks to hide resources arising from criminal activity or the use of legitimate resources to support criminal actions, as well as impairing, obstructing or concealing information in the context of an investigation related to the activities described above.

Terrorist financing is considered to be the supply, storage, distribution or collection of funds or assets, by any means, whether directly or indirectly, with the intention of using them or with the knowledge that they will be used, in full or in part, for any terrorist crimes established in international law.

Additionally, people who hold positions representing Cepsa within companies or entities that do not belong to it must observe the principles of this Directive, pledging to promote the application thereof in such companies.
In order to prevent money laundering and terrorist financing, the Affected Persons must comply with the following principles:

• Not to make any payments or accept any extraordinary charges not specified in the relevant contract, lying beyond its scope, or to any bank accounts not contained therein.

• To check any payment methods that appear to be unusual given the nature of the transaction, particularly cash receipts or payments of a significant amount or using a cashier’s check.

• Not to make or accept any payments when the origin or destination of the funds is not known, or has not clearly been identified to the final recipient thereof.

• Not to perform the following activities on behalf of any parties other than Cepsa companies:
  ■ Management of funds, securities or other assets, opening or managing of bank accounts, savings accounts or securities accounts.
  ■ Organization of contributions necessary for the creation, operation or management of companies.
  ■ Creation, operation or management of trusts, companies or similar structures.
  ■ Taking part in any financial or real estate transaction.
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• Check those transactions where the settlement methods are unusual or which involve people or entities different from those normally involved.

• Pay special attention to the receipt or payment from or directed to tax havens.

• Pay particular attention to payments aimed at people who hold or have held important public functions ("Politically Exposed Persons").

• Check the instructions for all collections and payments to third parties are in order, and in particular that all the above checks have been carried out.

Additionally, all Affected Persons must inform their immediate superior or the Ethics Committee through the established channels, of any fact they suspect may be related to money laundering, terrorist financing or breaches of any of the above principles.
17.3 MANAGEMENT

Management of this ‘Directive to Prevent Money Laundering and Terrorist Financing’ corresponds to the Cepsa’s Communication and Institutional Relations Department, which must therefore interpret any questions that may arise during the document’s application and review it when necessary to update its content or to meet the established review deadlines.