



SUPPLIER CODE OF ETHICS AND CONDUCT

COMPañÍA ESPAÑOLA
DE PETRÓLEOS AND
SUBSIDIARIES
(CONSOLIDATED GROUP)





**SUPPLIER CODE
OF ETHICS AND
CONDUCT**



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COMMITMENTS AND
GUIDING PRINCIPLES

01 COMMITMENTS AND GUIDING PRINCIPLES FOR SUPPLIERS



> 1 COMMITMENTS AND GUIDING PRINCIPLES FOR SUPPLIERS

Consistent with its commitment to business ethics, integrity and good corporate governance, Cepsa became a signatory of the United Nations Global Compact in 2005, publicly affirming its pledge to endorse the Ten Universal Principles in the areas of Anti-Corruption, Human Rights, Labor and the Environment and to keep Cepsa's stakeholders informed of the progress and strides made in supporting and implementing such Principles. Accordingly, Cepsa strongly encourages its suppliers to participate in this initiative: www.unglobalcompact.org

1.1 LEGAL AND REGULATORY COMPLIANCE

Cepsa carries out its activities in a responsible manner and in strict adherence to all applicable laws and regulations in the countries and jurisdictions where we operate. We do not tolerate, under any circumstances, practices or conduct that violate basic ethical principles or are contrary to the law.

We have established internationally-accepted guidelines for business conduct and we expect our employees and managers to act with honesty and integrity and always in compliance with the law. Our business partners are likewise expected to abide by all relevant laws and regulations.



1.2 HUMAN RIGHTS AND LABOR PRACTICES

- Cepsa expects its Suppliers to share its commitment to Human and Labor Rights, in accordance with internationally recognized laws, principles and practices such as:
 - i) The protection of the rights and values enshrined in the Universal Declaration of Human Rights.
 - ii) The ten principles set out in the United Nations Global Compact and the United Nations Guiding Principles on Business and Human Rights.
 - iii) The Guidelines for Multinational Enterprises of the Organization for Economic Cooperation and Development (OECD).
 - iv) The International Labour Organisation (ILO) Declaration on Fundamental Principles and Rights at Work.



SUPPLIERS ARE EXPECTED TO:

Conduct their businesses and activities in a manner that upholds the following:

- **Internationally recognized human rights.** Suppliers shall respect and promote internationally proclaimed human rights and ensure that they are not complicit in human rights abuses. Likewise, suppliers shall respect the human rights of local and indigenous communities in the areas where they carry out their activities.
- **Labor laws.** Suppliers shall comply with all applicable labor and employment laws, regulations and standards and respect all workers' rights afforded under the local labor laws of the relevant country, specifically undertaking not to employ persons under the age of 16, not to engage in or condone any kind of labor exploitation, and to preserve working conditions, such as working time and fair wage.
- **Fair and respectful treatment, equal opportunity and non-discrimination.** Suppliers shall treat their employees with dignity and respect, protect and uphold their rights to privacy and any other workers' rights and freedoms and reject all offensive, intimidating or abusive behavior. In keeping with this principle, suppliers shall prohibit any type of discriminatory practices based on race, age, gender, marital status, sexual orientation, nationality, social or ethnic origin, ideology or political affiliation, religion, disability, health condition, pregnancy or any other personal, physical or social condition, and shall be committed to promoting equal opportunity in the workplace.
- **Employing persons with disabilities.** Suppliers shall respect laws on mandatory hiring quotas for disabled persons, where applicable, and adopt policies to support the inclusion of such persons in their workforce.
- **Child labor.** Suppliers shall avoid and prohibit any form of child labor and shall always respect the minimum employment age as set out in applicable legislation, ensuring that all workers are over 16 years of age (the minimum legal age to be able to work in Spain) or over the applicable statutory minimum age for workers in

the relevant country, if higher; likewise, they shall take all reasonable steps to ensure that workers under the age of 16 are not assigned strenuous or dangerous tasks that may interfere with their education, or be detrimental to their health or physical, mental, moral, or social development.

- **Forced labor.** Suppliers shall ensure that no type of forced or compulsory labor exists within their organization, meaning that no one shall work under duress or any threat of penalty, punishment or retaliation.

- **Harassment.** Suppliers are expected to create and maintain a work environment that is free from all threats of violence, physical, sexual, psychological or verbal harassment, sexual exploitation, intimidation, bullying, coercion, abuse of authority or any other abusive conduct.

- **Freedom of Association.** Suppliers shall recognize the right of workers to organize, carry out trade union activities and conduct collective negotiations, always respecting the applicable laws in each case.

1.3 WORKPLACE HEALTH AND SAFETY

- Cepsa is committed to providing a safe, secure and healthy workplace for all our employees and any other persons working at or visiting our facilities.



SUPPLIERS ARE EXPECTED TO:

Implement and enforce workplace health and safety standards, policies and practices that ensure:

- Safe, secure and healthy working conditions, in an alcohol and drug-free environment, that strictly comply with all legal requirements on occupational risk prevention pursuant to international labor laws, the applicable laws of the country of operation and the standards and regulations of the Cepsa Group.
- Preventive measures to avoid workplace accidents and illnesses, implementing effective emergency plans, drills and response procedures.
- Efficient and sustainable management systems through the proper planning of review, testing, corrective or continuous improvement activities, aligned with the company's circumstances and strategy.
- Training and awareness programs for employees to enable them to properly address health and safety issues that may arise in the performance of their work.

1.4 PRODUCT SAFETY AND QUALITY

- Cepsa is committed to guaranteeing the highest level of satisfaction amongst its clients and customers and expects its suppliers to provide the same levels of quality in its products and services.
- Cepsa has systems in place to initially verify and monitor compliance with the quality standards of each product and service engaged and expects its suppliers to cooperate in the implementation of such quality assurance systems.



SUPPLIERS ARE EXPECTED TO:

- Consistently ensure that any products delivered or services provided meet or exceed the quality standards set forth in applicable laws and regulations as well as Cepsa's contractual requirements.
- Monitor product safety, making sure that all products comply with the applicable laws and regulations of the country where the product is delivered. Products shall be properly packaged and labeled, in accordance with local laws and regulations and international agreements on the transportation of hazardous materials. Chemical product suppliers shall provide Material Safety Data Sheets as well as any other information enabling the Cepsa Group to fulfill its product stewardship commitments and obligations.





1.5 ENVIRONMENT

- Cepsa is committed to protecting and preserving the environment and rigorously complies with all applicable environmental laws, regulations and standards, demonstrating continual improvement in its environmental performance, and implementing leading industry practices.
- Cepsa works with its suppliers and business partners to ensure that they have the appropriate preventive and corrective measures in place that promote environmental responsibility and sustainability, and that they are equipped with efficient and effective systems intended to identify, mitigate and address any environmental impacts from activities.



SUPPLIERS ARE EXPECTED TO:

- Conduct their business in an environmentally sound and responsible manner and abide by all applicable laws and regulations in the countries where they operate, making every effort to minimize their environmental footprint and to promote measures aimed at reducing GHG emissions, tackling climate change and protecting biodiversity and land conservation.
- Adopt the necessary precautions whenever their operations may have a detrimental impact on the environment, making sure that all the required measures are taken to prevent or mitigate such impacts.
- Implement measures that promote the sustainability of the ecosystem, applying the same environmental commitments undertaken by Cepsa.
- Use efficiently energy, water and other resources, prevent pollution, minimize and manage any resulting waste, and recycling wherever feasible.

1.6 BUSINESS INTEGRITY

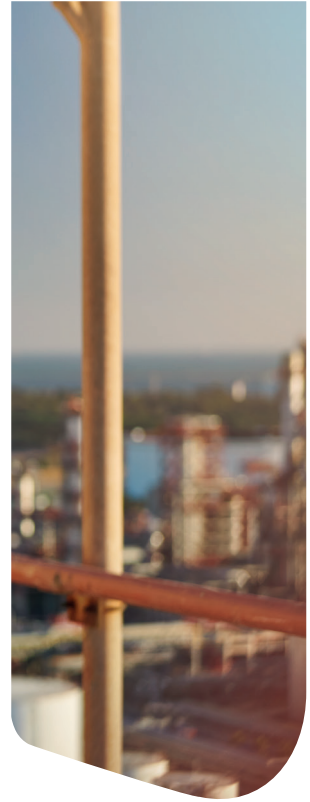
ANTI-BRIBERY AND CORRUPTION AND CONFLICTS OF INTEREST

- Cepsa will not tolerate any form of corruption or fraudulent behavior or practices that are contrary to its Code of Ethics and Conduct and in particular, any unlawful or unethical conduct related to gifts, courtesies, invitations to events or anything of value, that do not strictly comply with Cepsa's Anti-Bribery and Corruption and Conflicts of Interest Policy.



SUPPLIERS ARE EXPECTED TO:

- Comply with and obey all applicable anti-bribery and corruption laws and regulations in the countries where they operate, including Organic Law 10/1995 of November 23rd of the Spanish Criminal Code, the United States Foreign Corrupt Practices Act ("FCPA"), the UK Bribery Act 2010 ("UKBA") and in the broadest terms, all relevant international laws and regulations that have been enacted in the countries and jurisdictions where they operate in order to fulfill the principles and commitments contained in the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions ("OECD Convention").
- Always act in an ethical manner so as to forge trusting, transparent and cooperative relationships with their business partners, clients and subcontractors. In furtherance of this goal, they shall establish the appropriate mechanisms to detect and combat bribery and corruption in all of its forms and shall abide by the following guidelines and restrictions:
 - Never directly or indirectly offer, give or promise to give cash payments or their equivalent or any other favors to any individuals, regardless of whether they are government officials or representatives of a private company, with the purpose of:
 - Inappropriately influencing a business decision or obtaining preferential treatment.
 - Persuading such individuals or entities to use their power or influence to unlawfully obtain business or benefits.
 - Never directly or indirectly offer facilitation payments to government employees with the purpose of expediting or guaranteeing the performance of a routine duty or action. In most countries, such payments are viewed as corrupt and are considered illegal; in Cepsa, they are prohibited and will only be tolerated as long as they are legal in the countries where we operate and are accurately accounted for.
 - Never offer gifts, favors, meals, entertainment, travel, or any other business courtesies to Cepsa employees during an ongoing tendering process.
 - Suppliers may, on occasion, offer Cepsa employees modest business courtesies, including meals, invitations or entertainment, or gifts of nominal value, as long as a tendering process or contract negotiation is not underway, the monetary value of such meal invitations does not exceed 75 euros and that of any gifts or courtesies, 150 euros (or the equivalent in local currency) and they are not delivered to an employee's home address. In any case, suppliers must ensure that such gifts or hospitality are respectful of human rights and are appropriate and reasonable to the circumstances.
 - Avoid any actions or conditions that could result in an actual conflict of interest or give the impression of influencing a supplier's ability to act in the best, objective interests of Cepsa.
 - Maintain and ensure complete independence and objectivity in their business dealings with Cepsa and in the event of an actual or potential conflict, be mindful of the following duties:
 - Duty to abstain from taking part in any decision-making processes and accessing any confidential information.
 - Duty to be transparent and proactively notify any conflicts of interest to the Ethics & Compliance Office through the designated channel (cepsa.ethicspoint.com).



ANTITRUST AND FAIR COMPETITION

- Free and unfettered competition is one of the basic cornerstones of a market economy and its proper functioning whereby we undertake to respect and uphold fair competition and antitrust principles and practices.



SUPPLIERS ARE EXPECTED TO:

- Manage their business respecting the principle of fair competition as well as any applicable regulations, and conduct themselves in an ethical manner vis-à-vis their competitors.
- Never enter into any agreements or understandings (whether express or implied) or engage in any actions that illegally or improperly restrict trade or competition or that violate antitrust and competition laws.

INTERNATIONAL TRADE SANCTIONS AND RESTRICTIONS

- Cepsa honors international sanctions lawfully imposed by countries or international organizations that are compatible with EU laws and for that reason, we do not operate in countries or jurisdictions, third parties or markets that are subject to such sanctions.



SUPPLIERS ARE EXPECTED TO:

- Carefully and thoroughly scrutinize, select and monitor the third parties they use and who will act for or on behalf of Cepsa.
- Perform appropriate screening and background checks on their counterparties in order to guarantee the integrity of their supply chain, taking into account the activity, origin and government interaction of such third parties.
- Make every effort to avoid taking part, directly or indirectly, in any transactions or dealings with individuals, entities, or countries subject to sanctions under applicable international trade restrictions or sanctions program.

INFORMATION MANAGEMENT AND CONTROL

- Cepsa takes all the necessary security measures against any internal or external risk of unauthorized access, tampering or destruction, whether intentional or accidental and we undertake to apply the appropriate procedures to safeguard information.
- We are committed to guaranteeing the protection of privacy rights and the appropriate use of personal data, whether belonging to our employees or other stakeholders, and we abide by all applicable data protection and privacy laws in the countries where we operate.



SUPPLIERS ARE EXPECTED TO:

- Abide by all relevant data protection and privacy laws and regulations and carry out data processing within the framework of their contractual relationship with Cepsa.
- Implement the required security measures for information to ensure that any information stored in digital or hard copies is appropriately protected based on its classification.
- Take all the necessary steps to safeguard the confidentiality of any information to which they have access to as a result of their relationship with Cepsa and in the performance of their work.
- Dispose of any information that is no longer needed in accordance with applicable data protection and privacy laws.

USE OF ARTIFICIAL INTELLIGENCE TECHNOLOGY

- Cepsa endeavors to use artificial Intelligence ethically, responsibly and in a lawful manner, being fully aware of the benefits it provides as a tool for innovation and progress.
- We undertake to use new technologies with the utmost care, safety and transparency, and in a way that can help us in our decision-making processes while remaining consistent with our values and ethical principles.



SUPPLIERS ARE EXPECTED TO:

- Act responsibly when using new technologies, such as artificial intelligence, for any work processes, products and services related to Cepsa's activities.
- Make sure that considerations such as ethics, reliability and trustworthiness guide how artificial intelligence is used, avoiding biases or criteria for its use that may violate our principles of conduct.

CORPORATE IMAGE AND REPUTATION

- Suppliers shall undertake to exercise utmost care and diligence in preserving and protecting Cepsa's image and reputation in their business activities, ensuring that their employees and subcontractors act accordingly.



1.7 TRANSPARENCY

- Cepsa is committed to transparency in our business operations, complying with applicable laws and regulations in the countries and jurisdictions where we conduct our activities.



SUPPLIERS ARE EXPECTED TO:

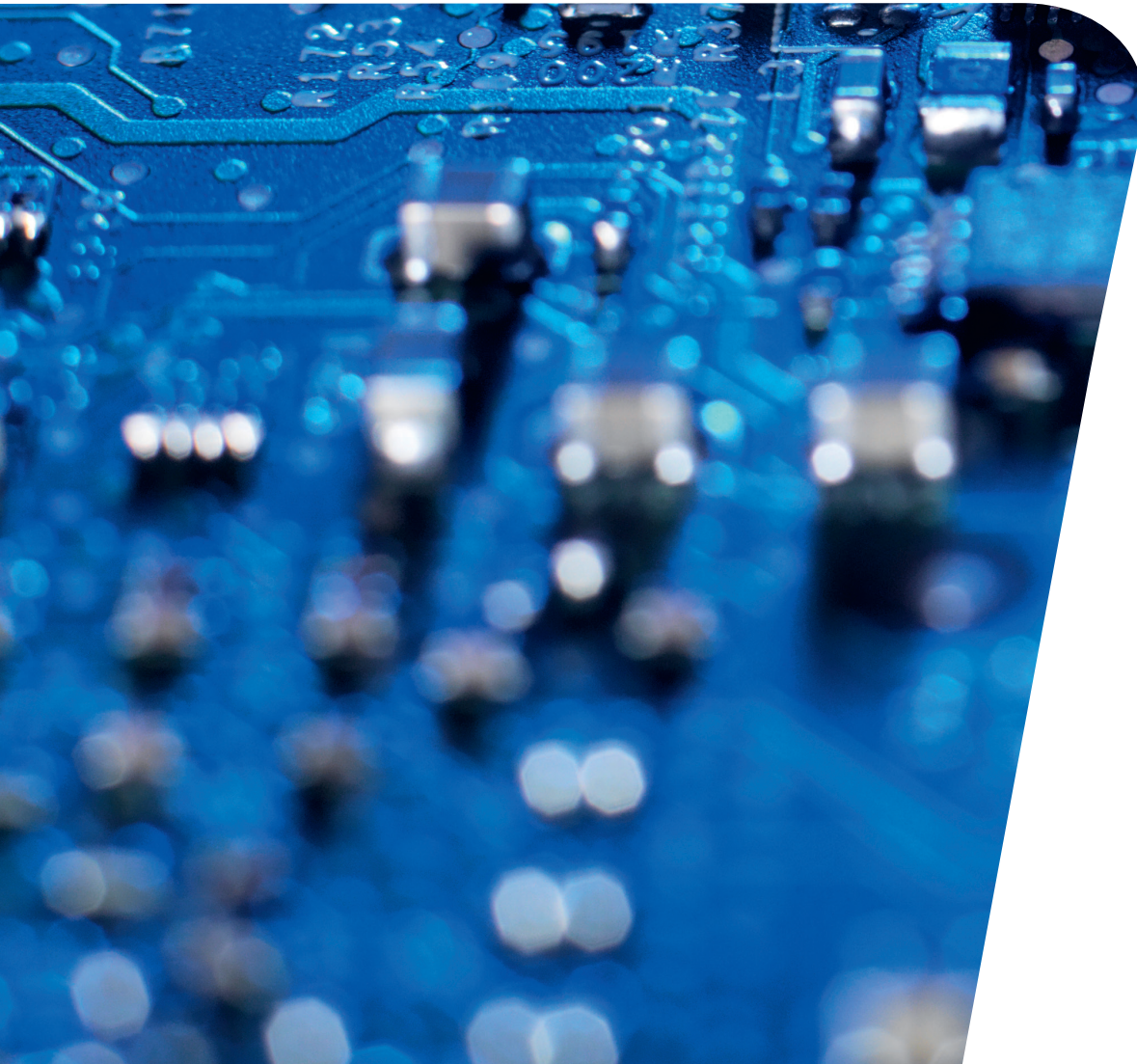
- Keep transparent, accurate and up-to-date books and business records at all times, in accordance with all applicable laws and regulations.
- Immediately notify Cepsa if they identify any irregular or questionable payments, suspicious transactions or suspected money laundering that may potentially involve Cepsa.
- Provide their fullest cooperation, as required, in any inspections or audits conducted by Cepsa and shall report to Cepsa's Internal Audit, Compliance and Risk Division on any investigation, audit, evaluation or unusual request related to Cepsa or to work performed on behalf of Cepsa. The Internal Audit, Compliance and Risk Division reserves the right to carry out, either on its own or through authorized third-parties, on-site inspections and audits of the governance system, books, records and facilities of a supplier, and to carry out/coordinate operational audits, as may be requested.





RESPONSIBILITIES

02. SUPPLIER RESPONSIBILITIES



> SUPPLIER RESPONSIBILITIES

Your responsibilities as a Cepsa Supplier with regard to this Code are to:

- Respect and comply with the Code as long as you are a Cepsa Supplier.
- Be aware of and follow all laws and regulations and Cepsa rules and policies that apply to your professional activities.
- Avoid any type of activity that could be unethical, illegal or damaging to Cepsa's reputation.
- Provide your fullest cooperation with investigations and audits by volunteering any reliable information you may have.
- Endeavor to implement the appropriate control mechanisms recommended by Cepsa wherever necessary or desirable to guarantee the supply chain.
- Report, in good faith, any concerns or suspected violations of this Code or any information you consider relevant to the standards and requirements contained in this Code to the Integrity Channel (cepsa.ethicspoint.com).
- Take steps to ensure that your contractors and third parties have their own policies that are consistent with the contents of this Code and that they respect and uphold the same values and principles set out herein, as a means of guaranteeing supply chain integrity.



> MANAGING VIOLATIONS OF THE CODE

Failure to abide by the standards of this Supplier Code may negatively affect a supplier's current relationship with Cepsa and may impact the decision on whether such a relationship will be continued in the future.

Non-compliances, depending on the gravity of the circumstances, shall have consequences ranging from a simple admonishment to termination of existing contracts

and removal of a supplier from consideration for future business opportunities, as well as any other legal or administrative actions that may be deemed appropriate.

For enquiries on the requirements of the Supplier Code, or to report a suspected violation of this Code, please contact the Ethics & Compliance Office through the Integrity Channel at: cepsa.ethicspoint.com.

> AMENDMENT, ACCEPTANCE AND APPROVAL

This Code was approved by the Board of Directors at its meeting held on November 3, 2021 and shall become effective as of the date of its approval.

The contents of this Code shall be revised from time to time and amended and updated accordingly, following the same procedures used for their preparation, to reflect the inevitable process of change in society in general and in Cepsa in particular. The most recent version of this Code will be available on Cepsa's website at: www.cepsa.com.

We rely on you to comply with and encourage others to comply with all the rules and principles set out in this Code.





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