

# **OME**

## **Odelga Med Engineering GmbH**

# **CODE OF CONDUCT FOR BUSINESS PARTNERS**

Professionalism based on integrity and excellence

## **PREAMBLE**

Odelga Med Engineering GmbH (referred to as “OME”) is a subsidiary of Makiber S.A. which is part of the ACS Group.

OME adheres to and adopts as its own the contents of the CODE OF CONDUCT FOR BUSINESS PARTNERS, approved by the Board of Directors of ACS on 26 June 2019.

It is therefore essential that OME's business partners comply with minimum standards of behaviour in line with the culture of compliance and the ethical principles that guide the behaviour of ACS Group and form part of its organisational culture.

These standards of behaviour and ethical principles are defined in this document, the acceptance and commitment to compliance with which is required when business partners sign contracts and orders with OME.

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## **1. Purpose**

OME is a company that is active worldwide in the health, education and agro industrial sectors. We are aware that working internationally in these fields, implies a great responsibility towards our employees, society and environment. Responsible management of our projects is therefore extremely important to us. That's why we committed ourselves to conduct our global business in compliance with all applicable laws and regulations, with respect towards our partners and sensitivity in environmental matters.

In order to be able to implement this, we need business partners who are just as committed as we are to these high ethical and compliance standards. The present Code defines the general guidelines consistent with the standards, to which OME is committed. And in case that business partners subcontract any part of the activities to be performed for OME the business partner shall ensure that such contracts comply with the provisions of this document, as well as any other standards of OME, which may be applicable, given the case.

## **2. Scope of Application**

OME's Code of Conduct for Business Partners (hereinafter, the "Code") applies for all business partners of OME, regardless of jurisdiction.

The business partners must expressly accept (through their signature and commitment to compliance) the contents of this Code and, if the circumstances so require, OME's Policy<sup>1</sup> and/or the Catalogue of Professional Conducts and Behaviours.

However, in the event that business partners prove the existence of a Code of Conduct or other internal regulations, in which the respective content is analogous to that which is required by the aforementioned Standards and the organization accepts it, the respective business partner shall be exempted from signing this Code.

## **3. Basic principles of Conduct**

The business partners of OME must, always and in any case, act with integrity, professionalism and respect for the rule of law.

### **3.1 Integrity and respect for the rule of law**

The business partners are responsible for all their decisions and actions being carried out with full respect for the applicable regulations in each of the jurisdictions in which they operate. Likewise, all its actions must be consistent with the principles of conduct and ethical principles

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<sup>1</sup> OME's Policy is available for reference and consultation under the Compliance section on the website of OME.

contained in the OME's Code of Conduct as well as in any other standards mentioned in this Code.

### **3.2 Professionalism**

OME's business partners must be characterized by a high level of professionalism, based on performing their respective activities with integrity, and focused on excellence.

In this sense, their behaviour must be based on the following principles of conduct:

#### **3.2.1 Management quality and respect for the environment<sup>2</sup>**

The work and quality management of our projects generates confidence and an adequate corporate image in the market. Managing with quality is based on, among other aspects, respect for the environment and people.

Therefore, business partners must commit to strive for the greatest respect for the environment in the conduct of their business, while minimizing the potential negative effects that the said operations may eventually cause.

#### **3.2.2 Customer focus**

All the business partners of OME shall give their best in terms of collaboration, professionalism and a service-oriented mentality in order to achieve the highest level of customer satisfaction. Likewise, they shall seek to improve their client's expectations and strive to anticipate their needs. However, achieving the said objectives will never justifies non-compliance with laws and regulations and with OME's Compliance culture.

#### **3.2.3 Transparency**

All the business partners must provide accurate, necessary, complete and timely information on the progress of activities related to their performance in all communications, regardless of form. They will also maintain the confidentiality of information relating to items to be kept secret.

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<sup>2</sup> The business partners are expected to have management and organizational models aligned to good practice and international standards that allow with the principles of this code, as ISO 9001 on Quality Management Systems and ISO 14001 on Environmental Management Systems.

### **3.3 Prohibition of any act of bribery<sup>3</sup>**

OME prohibits any form of corruption, especially bribery, in both in the public<sup>4</sup> and private<sup>5</sup> sectors. In this sense, business partners are prohibited from giving or receiving undue payments of any kind, such as gifts, kickbacks or favours which are contrary to the legal customs of the market or which, because of their value, their characteristics or their circumstances, could reasonably be expected to alter the development of commercial, administrative or professional relations.

Likewise, the delivery of gifts and kickbacks in favour of government officials and public employees are prohibited<sup>6</sup>, as well as performing services for free in their favour.

### **3.4 Competition and conflict of interest**

As a consequence of the ethical principles and the policy of zero tolerance regarding any act of corruption, business partners are obliged to behave in a manner consistent with said principles in matters where a certain type of competition or direct or indirect conflict of interest may exist, while taking the necessary measures to try to avoid decisions influenced by a possible conflict of interest.

A conflict of interest is considered to be a situation where business, financial, economic, family or personal interests could interfere with a person's judgment of value in the performance of their obligations before the organization for which they work or provide their services.

### **3.5 Respect**

OME's business partners are committed to act responsibly and diligently to identify, prevent, mitigate and respond to the negative consequences that their activities may produce.

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<sup>3</sup> Business partners are expected to have management and organizational models aligned to good practice and international standards that conform to the principles of this code, as ISO 37001 on Anti-Bribery Management Systems.

<sup>4</sup> Bribery in the public sector consists of: offering, paying, promising, giving, accepting or soliciting an unjustified benefit to a public employee, regardless of its value (and of whether it is financial or non-financial), directly or indirectly, and regardless of the geographical location, in violation of the principles established in the applicable regulations, as an incentive or reward for an act or omission relating to the performance of its functions.

<sup>5</sup> Bribery in the private sector occurs when: members of an organization, either themselves or through a third party, receive, solicit, offer or accept, an unjustified benefit or advantage of any kind for themselves or a third party in return for unduly favouring another in the sale or acquisition of goods, the procurement of services or in commercial transactions.

<sup>6</sup> Government official: any person who holds a legislative, administrative or judicial office, whether appointed by succession or elected, or any person who exercises a public function, including a public body or a public company, or any official or agent of a public authority, national or international organization or any candidate for public office. The concept of "government official" includes: (i) An official local government employee or any other person who performs functions in favor of a country or territory, (ii) A person who exercises administrative, legislative or judicial duties, by appointment, election or succession, in a country or determined territory, (iii) An individual belonging to a political party, (iv) A candidate for political office, (v) A person who performs any other type of official functions, both at the governmental and local level, within the government or at any of its branch offices, (vi) An employee or representative of a governmental organization or financed with public money, and / or (vii) An official or agent of an international organization of Public Law.

### **3.5.1 Respect for fundamental human and labour rights**

It is imperative that the business partners, regardless of the country in which they operate, respect fundamental, internationally recognised human and labour rights.

The business partners are expected to comply with the principles of the Universal Declaration of Human Rights of the United Nations and the ILO Declaration on Fundamental Principles and Rights at Work.

### **3.5.2 Respect to health and safety of persons<sup>7</sup>**

Respect for the health and safety of persons is a priority objective of OME. For this reason, its business partners must commit to providing a safe and healthy labour environment for its members, as well as ensuring the highest level of respect for health and safety in the workplace, complying with the applicable health and safety prevention regulations.

### **3.6 Training**

The business partners undertake to implement/maintain a training policy for learning and personal and professional development of their members, for the purposes of achieving the highest performance, quality and satisfaction in the performance of their functions and compliance with the provisions of this Code. Particularly, business partners undertake to train their members in the ethical principles and compliance to the law included in this Code.

### **3.7 Confidentiality<sup>8</sup>**

OME's activities are located in a sector where maintaining confidentiality of information used to work is fundamental for the good development of the organisation's purposes, particularly in relation to public bids, tender procedures and strategic directives. In this sense, keeping the secrecy and confidentiality of such information is considered a priority for OME.

For this reason, OME's business partner is required to keep confidential all information that comes to its knowledge as a result of its current or future business relationship with OME, unless it has the express written permission of the person with the relevant authority within the organization or in compliance with a court order or a regulation or standard.

In order to fulfil this duty, it is the responsibility of the business partners to adopt sufficient security measures to protect confidential information and to ensure that all its employees and associates, within the scope of their relations with OME, comply with this duty.

### **3.8 Antitrust**

OME encourages free, loyal and honest competition. Therefore, in the context of the relationship they have with OME, business partners must in no case engage in practices that violate antitrust law. In this context, the conducts that business partners should avoid include, but are not limited to:

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<sup>7</sup> The business partners are expected to have management and organizational models aligned to good practice and international standards that to comply with the principles of this code, as ISO 45001 on Health & Safety Management Systems.

<sup>8</sup> Business partners are expected to have management and organizational models aligned to good practice and international standards that allow to comply with the principles of this code, as ISO 27001 on Information Security Management Systems.

- Conduct involving collusion with competitors.
- Provisions that exclude certain persons or groups of persons.
- Use of the market power of their competitors to exert unfair pressure on competitors and contractors.
- Fraudulent or misleading conduct towards competitors.

### **3.9 Tax liability**

The business partners undertake to comply with the applicable tax regulations in each country or territory where they are present, avoiding to hide any relevant information, illegal tax evasion, obtaining undue tax advantages and obstructing administrative investigation or verification measures of . In the same way, business partners shall collaborate with tax administrations to provide the required tax information pursuant current legislation.

## **4. Ethical Channel**

OME provides all organization members, business partners and third parties with a communication and reporting channel, to report any actions by organization members or business partners that are not in compliance with the OME Code of Conduct and the activities referred to therein or other internal standards, in particular those that may be subject to criminal prosecution.

For this reason, OME has available, among others, the following communication mechanisms:

E-mail:           ethics-channel@omeprojects.com  
                      canaletico@makiber.com  
                      canaletico@grupoacs.com

Postal address: OME Compliance Officer  
                      Frankgasse 4/20  
                      1090 Vienna

Voicemail:       +34 91 820 52 29

All communications in this sense will be treated confidentially, that is, the identity of the whistleblower will be kept secret. The identity may only be disclosed outside OME to the competent public authority in charge of investigating, in the event that these facts must be communicated to an authority in accordance with the applicable standards.