



**REDEXIS GAS GROUP**  
**CODE OF CONDUCT**

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## **BACKGROUND**

The REDEXIS GAS Group of Companies ("**REDEXIS GAS Group**") has established consolidation of "Corporate Social Responsibility" ("**CSR**") within the REDEXIS GAS Group's corporate culture as one of its strategic goals over the next few years. As a result of this and for the purpose of attaining this goal, the Board of Directors has approved this "Code of Conduct" for the REDEXIS GAS Group.

This Code of Conduct sets out the company's commitment to the principles of corporate ethics and transparency in all fields of action, establishing a set of principles and guidelines for conduct aimed at guaranteeing ethical and responsible behaviour by all the professionals at REDEXIS GAS Group while doing their jobs. In addition, it aims to set out the values and good practices that must govern corporate conduct as a whole at REDEXIS GAS Group, and also the conduct of all those persons who are linked, directly or indirectly, to the company in performing their duties and in their professional relationships.

The strategic corporate vision adopted in this Code of Conduct aims to cover the goals of CSR, that is to say, adopting a corporate performance that is framed within behaviour that is ethically, socially, environmentally and financially responsible.

Awareness of the currently existing financial, social and environmental state of affairs therefore strengthens REDEXIS GAS Group's commitment to responsible, efficient and integral management of the business, and provides robustness to corporate values and culture, reinforcing its strategy and reputation.

Furthermore, the Code of Conduct demonstrates REDEXIS GAS Group's commitment to ensuring compliance with current law. From this point of view, REDEXIS GAS Group will not tolerate any conduct by its professionals that turns out to be contrary to the applicable law in each case.

It is REDEXIS GAS Group's intention to attain these aims by working closely with its shareholders, customers and suppliers, reinforcing, at the same time, dialogue with the Government and interest groups.

Finally, this Code of Conduct is by no means an isolated element, but instead is an integral part of the set of measures adopted by REDEXIS GAS Group with the aim of stepping up CSR.

## **PART I. PURPOSE AND SCOPE OF APPLICATION**

### **Article 1.- Purpose**

**1.1** The purpose of this Code is to set out the principles and values that should guide the actions of all REDEXIS GAS Group's professionals with the aim that REDEXIS GAS Group and its professionals develop corporate behaviour that is ethically and socially, environmentally and financially responsible, as well as being in accordance with current law.

**1.2.** The Code of Conduct sets out the vision and values of REDEXIS GAS Group and, at the same time serves as a guide for all professionals who work with REDEXIS GAS.

### **Article 2.- Scope of application**

The Code of Conduct is binding on all REDEXIS GAS Group's professionals, regardless of their hierarchical level or their geographical location, with REDEXIS GAS Group professionals being considered to be its employees, as well as the members of administration, management and directorship of all the companies that form a part of it, whether in Spain or not.

## **PART II. RULES OF CONDUCT**

### **CHAPTER I. General Rules**

#### **Article 3.- Compliance with law**

**3.1.** All REDEXIS GAS Group professionals must comply with current law wherever the place or location where they perform their jobs and provide their services may be.

**3.2.** Furthermore, they will respect the commitments and undertakings given in respect to third parties, at national and international level.

**3.3.** REDEXIS GAS Group directors must be aware of the legislation that affects their areas of responsibility and ensure that the professionals comply with such laws and regulations and that they receive adequate information and training to enable them to understand and comply with such obligations.

**3.4.** REDEXIS GAS Group professionals are under the obligation to attend the training given in this respect and faithfully comply with the instructions given to them for that purpose by their hierarchical superiors.

**3.5.** REDEXIS GAS Group will respect and comply with such court and administrative judgments as may affect it, without prejudice to the right to appeal them at as many levels as are appropriate when it understands that they are not in accordance with the Law or that they are contrary to its interests.

#### **Article 4.- Performance of professional conduct with integrity**

The conduct of REDEXIS GAS Group professionals must be one of professional integrity, acting in a responsible, productive and efficient manner, in accordance with REDEXIS GAS Group's interests and the terms of this Code of Conduct.

## **CHAPTER II. Social Rules**

### **Article 5.- Commitment to human and employment rights**

**5.1.** REDEXIS GAS Group is committed to human and employment rights as recognised under national and international law.

**5.2.** REDEXIS GAS Group respects freedom of association and collective bargaining, as well as rights recognised under law where it provides its services or carries out its activity.

### **Article 6.- Non-discrimination and equal opportunities principle**

**6.1.** REDEXIS GAS Group promotes non-discrimination on grounds of race, colour, nationality, social origin, age, gender, civil status, sexual orientation, ideology, political opinions, religion or any other personal, physical or social condition amongst its professionals, as well as equal opportunities amongst them.

**6.2.** Equal treatment of men and women will be promoted with regard to access to employment, training and promotion of professionals, and in working conditions.

### **Article 7.- Reconciliation of family life with work**

REDEXIS GAS Group respects the personal and family life of its professionals and will promote reconciliation policies that enable a better balance between it and their professional responsibilities.

### **Article 8.- Professionals' right to privacy**

**8.1.** REDEXIS GAS Group respects its professionals' privacy, in particular where this refers to personal, medical or financial data, and will not disclose individual data except with the consent of the party concerned, or in those cases where this is required in compliance with a legal obligation or in compliance with court or administrative judgments.

**8.2.** REDEXIS GAS Group's Management will comply with the requirements provided for in the legislation on personal data protection regarding communications sent to it by employees and professionals linked to REDEXIS GAS Group.

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**Article 9.- Health and safety at work**

**9.1.** REDEXIS GAS Group will have health and safety at work policies, and will adopt such measures as are necessary to avoid accidents and occupational illnesses.

**9.2.** Professionals will pay special attention to the regulations relating to health and safety at work with the aim of preventing and minimising occupational risks.

**9.3.** REDEXIS GAS Group will promote the application of health and safety at work regulations and policies by the contractors that work for it.

**Article 10.- Selection and assessment of REDEXIS GAS Group professionals**

**10.1.** REDEXIS GAS Group will select its professionals based on the principles of merit and ability in relation to the needs of REDEXIS GAS Group.

**10.2.** REDEXIS GAS Group will assess its professionals rigorously and objectively in line with their individual and collective professional performance and their productivity.

**Article 11.- Training policies**

REDEXIS GAS Group will promote continuous training for its professionals, in line with the needs of REDEXIS GAS Group at any time, and will always encourage professional career development and equal opportunities.

**Article 12.- Participation**

REDEXIS GAS Group will promote the support, attendance and active participation of its professionals in any activity that aims to channel sharing of expertise.

**Article 13.- Working environment**

The professionals will foster an environment of co-operation and collaboration that facilitates achievement of REDEXIS GAS Group's goals, creating and encouraging a positive working environment.

**Article 14.- Independence**

Professionals must be impartial and retain independence of judgment within the framework of their work at REDEXIS GAS Group, acting with integrity and objectivity.

In the event that a professional becomes aware of any circumstance that may diminish their impartiality or independence, they should inform the Code of Conduct Committee so that measures can be arbitrated to resolve the possible conflict of interest.

#### **Article 15.- Policy on gifts**

REDEXIS GAS Group professionals will never accept, directly or indirectly, any type of benefit, handout, favour or remuneration of any kind whatsoever that, due to its value, may be interpreted as being other than a mere courtesy. In the case of doubt, the professional should consult the Code of Conduct Committee on any attention that may surpass mere courtesy.

#### **Article 16.- Conflicts of interest**

REDEXIS GAS Group professionals will abstain from taking part in situations or from carrying out activities that involve a conflict of interest with the work they carry out at REDEXIS GAS Group or with the principles and regulations that they must comply with in their position as professionals within it.

### **PART III. Environmental Rules**

#### **Article 17.- Environmental protection**

**17.1.** All REDEXIS GAS Group activities will be carried out respecting the environment, promoting the adoption of preventative measures by all those taking part in such activities.

**17.2.** REDEXIS GAS Group professionals will take care to minimise waste and the effects of contamination, conserve natural resources and promote energy saving.

**17.3.** Obtaining such quality and environmental certificates as REDEXIS GAS Group considers appropriate for the performance of its activities will be encouraged.

**17.4.** REDEXIS GAS Group will provide such collaboration as is required of it from the authorities to develop and promote laws and regulations that protect the environment. Furthermore, use of more advanced and less contaminating technology will be encouraged, protecting the natural environment and procuring collaboration with other companies that show special interest and initiatives in this area.

**17.5.** REDEXIS GAS Group will make this policy known to customers, suppliers and other external professionals that it deals with, and will demand compliance with it at all times.

## **PART IV. Financial Rules**

### **Article 18.- Business activities**

**18.1.** REDEXIS GAS Group will promote the running of its business activities in an efficient and responsible manner with the aim that REDEXIS GAS Group's accounts reflect a true image of company reality and that business growth is solid and sustainable.

**18.2.** For this purpose, socially responsible investments will be made and transparency in business activities will be promoted.

**18.3.** Reports on Corporate Governance will be drawn up periodically, as well as Sustainability Memoranda, with the latter including social and environmental information.

**18.4.** REDEXIS GAS Group will work at improving the quality of its activities, and safety while carrying these out, carrying out internal and external audits that enable continuous improvements to its activity.

### **Article 19.- Good name**

**19.1.** REDEXIS GAS Group will ensure that customers, suppliers and external professionals do not damage or negatively affect the prestige of REDEXIS GAS Group.

**19.2.** Furthermore, it will pay due attention to the use that is made of the REDEXIS GAS Group name by customers, suppliers and external professionals with the aim that this is correct and suitable for the corporate image and identity.

**19.3.** REDEXIS GAS Group will not carry out or take part in activities aimed at prejudicing external professionals or organisations, without prejudice to its right to defend its legitimate interests.

### **Article 20.- Confidentiality**

**20.1.** REDEXIS GAS Group must protect its interests where confidentiality of internal information is concerned. At the same time it must ensure a suitable balance between this confidentiality and

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due internal communication with the aim of promoting integration and unity within the REDEXIS GAS Group.

**20.2.** Utmost precaution must be taken with respect to the use of third party confidential information, ensuring that this is obtained legally and by fully legitimate means, respecting terms of confidentiality.

**20.3.** The duty to confidentiality of information must continue even once the professional ceases to work within REDEXIS GAS Group.

## **PART V. Strategic Communications Rules**

### **Article 21.- Communication and circulation of the Code of Conduct**

**21.1.** The Code of Conduct will be communicated to and circulated amongst REDEXIS GAS Group professionals by placing it on the Intranet. It may also be circulated externally.

**21.2.** Reports on the degree of compliance with this Code of Conduct will be made periodically.

### **Article 22.- Liability in the case of possible non-compliance with this Code**

**22.1.** REDEXIS GAS Group Management will encourage a high level of commitment from the professionals in compliance with this Code of Conduct.

**22.2.** Queries arising on the interpretation or application of this Code should be referred to the Head of Corporate Governance.

**22.3.** Professionals should inform the Head of Corporate Governance of any breach or violation of the conduct included in this Code, without prejudice to the legal or contractual liability that may be incurred.

### **Article 23.- Information policy**

**23.1.** CSR will govern all business activities. In this regard, communication of good governance practices will be ensured, both internally and externally.

**23.2.** Responsible advertising, where necessary, will be placed.

**Article 24.- Code of Conduct approval and amendment**

The approval and amendment of this Code is the responsibility of the Board of Directors of REDEXIS GAS, S.A., the parent company of the REDEXIS GAS Group.

**PART VI. Organisation****Article 25.- Corporate Governance Committee**

**25.1.** A Corporate Governance Committee may exist, under REDEXIS GAS's Board of Directors, which will be in charge of promoting and encouraging corporate responsibility policy at all levels of the Organisation, as well as circulating, awareness of and compliance with this Code.

**25.2.** The Board of Directors will regulate its membership and the way in which it works and adopts resolutions.

**25.3.** The Committee may, if necessary and if it considers it to be appropriate, delegate certain powers or actions to the Head of Corporate Governance who, periodically, must answer to the Committee for the performance of the power or action entrusted.

**Article 26.- The Head of Corporate Governance**

There may exist a Head of Corporate Governance, under the Company Secretary of REDEXIS GAS, S.A. (parent company of the REDEXIS GAS Group), in charge of carrying out and developing corporate responsibility policy and this Code. They may also carry out such functions as, if appropriate, are entrusted to them by the Corporate Governance Committee. If the post should fall vacant, these functions will be carried out by the Company Secretary of REDEXIS GAS, S.A.

**Article 27.- Implementing procedures**

**27.1.** The Managing Director of REDEXIS GAS, S.A. may approve internal procedures for implementing the rules and principles contained in this Code, which will be binding on all REDEXIS GAS Group professionals.

**27.2.** These procedures will be advertised internally, with the aim that all professionals are aware of them.

**27.3.** Periodic audits may be carried out to verify the degree of compliance with such procedures and to propose such plans of action as may be necessary based on their results.

This Code of Conduct was approved by a meeting of the Board of Directors of REDEXIS GAS, S.A. (parent company of the REDEXIS GAS Group) held in Madrid on 19 March 2013.