

EN

Compliance

Code of ethics



DIGITAL BUSINESS
& TRANSFORMATION

CODE OF ETHICS

1.1. What is the Code of Ethics?

O2O's Code of Ethics ("Code of Ethics") sets down a series of principles and guidelines on conduct, aimed at guaranteeing ethical and responsible behaviour on the part of all employees, professionals and collaborators of O2O when performing their respective duties.

The specific provisions set out in this Code of Ethics and the principles and values sustaining it are key pillars supporting the way in which O2O works, and strict compliance thereof is crucial.

1.2. Who is required to comply with this Code of Ethics?

All personnel at O2O are required to comply with this Code of Ethics, including employees, executives and members of the management body, as well as the company's providers, professionals and external collaborators (all deemed equally "Covered Persons").

All Covered Persons have the inescapable duty of knowing, complying with and applying the Code of Ethics and the legal rules and regulations applicable to their activity, responsibility and place of work and, as a consequence, must respect the values, principles and rules and regulations contained in this Code of Ethics, in the exercise of their professional functions and responsibilities in relation to the company and in their professional relations with other Covered Persons, customers of O2O, rival companies, governments and public bodies and society as a whole.

O2O will place at the disposal of all Covered Persons the necessary means to familiarise themselves with this Code of Ethics so that they can comply with the same and help enforce the principles on conduct contained thereunder.

CODE OF ETHICS

1.3. Where is it applicable?

This Code of Ethics is applied anywhere we conduct our business activities.

1.4. What are the consequences of noncompliance?

Noncompliance with the Code of Ethics or with any other company rule or regulation, policy or internal process by a Covered Person could lead to legal action being brought against the same. Any Covered Person in breach of the Code of Ethics will be required to remedy any damages caused to O2O, to other Covered Persons or to third parties and, where appropriate, it could result in the termination of the contractual relationship with O2O.

In the case of a working relationship between the Covered Person and O2O, the corresponding disciplinary measures may be adopted, depending on the seriousness of noncompliance, which could range from a caution to the termination of the work contract due to dismissal.

The following, among others, will be deemed noncompliance of this Code of Ethics:

- Failure to comply with the obligations, duties and prohibitions stipulated in this Code of Ethics or any other rule or regulation, policy or internal process of O2O.
- Inducing other Covered Persons to noncompliance of this Code of Ethics or any other rule or regulation, policy or internal process of O2O.
- Concealing other Covered Persons that may have breached, been breaching or be about to breach in the future this Code of Ethics or any other rule or regulation, policy or internal process of O2O.
- Obstructing and/or failing to cooperate with any investigation initiated by O2O, either directly or indirectly through a law firm or other external professionals used by the latter, as well as any investigation initiated by government or public bodies, the public prosecutor's office, State law enforcement agencies or by a court of law.
- Retaliating against any Covered Person who, in good faith, has reported or disclosed information about noncompliance of the law and/or Code of Ethics or any other rule or regulation, policy or internal process of O2O.

THE COMPANY

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THE COMPANY

2.1. General ethical principles

O2O's core values are:

- Respect towards all persons, with full recognition of the dignity inherent thereto, regardless of their status or individual circumstances; respect for the law, for customs and for the rights of others; respect for diversity and different cultures; and respect for the environment.
- Professional excellence positions us at the cutting edge of everything we do and requires the efforts of qualified personnel, confident of their abilities, with proven experience and knowledge, and with a great capacity for team work, in order to deliver only the best results to our customers.
- Honesty means that we always meet our commitments, ensuring that we give priority to keeping our word.
- Integrity requires us to be firm in our convictions and reject any form of deception with courage.
- Responsibility makes us highly disciplined and consistent in our conduct.
- Transparency is the way in which we honour the truth and generate trust in our company.

2.2. Our human capital

At O2O we are aware that our main asset is our employees, our professionals and our external collaborators. For this reason, we are firmly committed to establishing procedures, protocols and programmes that aim to motivate the people who work with us; contributing to their personal growth and promoting their professional development.

Covered Persons involved in selection, recruitment or professional promotion processes shall always act in an objective and impartial way; always guaranteeing equal opportunities.

All employees, professionals and external collaborators from O2O will be treated with respect and assessed solely on their talents, skills and professional performance.

O2O expressly prohibits harassment, abuse and discrimination on the basis of sex, race, colour, nationality, age, religion, political opinion, affiliation, gender identity, sexual orientation, physical condition (in particular, pregnancy), social and family status, disability or any other personal or social circumstance or condition.



THE COMPANY

2.3. Health and safety

O2O will protect its employees, professionals and collaborators from health and safety hazards in the workplace.

Health and safety are key values at O2O and constitute, apart from a right, a duty for all Covered Persons and, therefore, compliance of Health and Safety Policies, constitutes one of the objectives of this Code of Ethics.

2.4. Resources

The resources at O2O include but are not limited to: time at work, work product; industrial and intellectual property, including brand names, patents, registered trademarks and copyright; financial assets, such as cash, company credit cards, funds and accounts; equipment, tools and supplies; offices, facilities, communication systems; information and ideas; computers and IT programmes; source codes; mobile phones and tablets; technology; etc.

All Covered Persons have the duty of protecting and diligently looking after all the resources belonging to O2O, which can only be used within the confines of the company and to the exclusive benefit of the latter.

Theft, carelessness, fraud, undue expenditure and any acts analogous acts cause an imbalance in the allocation and distribution of company resources and have a negative impact on profitability and, as such, apart from being totally prohibited, will be prosecuted legally by O2O.

In particular, Covered Persons must comply with the Policy on Use of IT Resources, Telecommunications and Internet; the Rules and Regulations of Office Use and Workplace Conduct; and the Policy on Giving and Receiving Gifts, Benefits or Advantages, as well as any other rule or regulation, directive, instruction, policy or internal protocol that O2O may apply with regard to company resources.



2.5. Information

Discretion and confidentiality of information

All non-public information that is the property of O2O, its customers or third parties, will be deemed “Confidential Information”, and subject to complete discretion and professional secret, and the content thereof cannot be facilitated to third parties, without express authorisation from the Management of O2O or unless there is court injunction or other such requirement from the competent administrative authority.

Confidential information is understood to be any data or information that is not in the public domain, including but not restricted to the following: information subject to copyright, patents, techniques, models, inventions, know-how, processes, codes, source codes, algorithms, programmes, executable files, research, designs, design details, financial and tax information, prices, salaries, fees and any other form of remuneration, in cash or in kind, list of customers, data on investors, data on employees, business and contractual relations, business forecasts and marketing plans.

As an exception from the aforementioned definition of Confidential Information, individual experience and professional training acquired,

developed and/or supplemented by employees, professionals and external collaborators of O2O in the performance of their duties for the company are expressly excluded therefrom.

Covered Persons must adopt the appropriate security measures and apply any procedures established to protect Confidential Information from any internal or external risks of unauthorised access, manipulation or destruction, both intentional and accidental; and it is not permitted to make or save a copy of Confidential Information on files or supports other than those of O2O or, where appropriate, those of third parties when the latter provide their services; nor to use Confidential Information for private purposes.

In the event of termination of the contractual relationship with O2O, the Covered Person shall return to the former all Confidential Information, including the documents and media or storage devices, as well as destroy any copies of Confidential Information they may have stored on their own telephone and computer devices, and with the full subsistence of the duty of confidentiality of the employee, collaborator or professional.

THE COMPANY

2.5. Information

Contractual and accounting documentation

Covered Persons must be especially diligent in treating contractual and accounting documentation from O2O and, in all cases, must abstain from destroying, altering, concealing and/or manipulating any contractual or accounting document with the aim of impeding, obstructing or preventing any investigation that could be carried out by the company itself, or where appropriate, by judges, prosecutors, State law enforcement agencies and/or the competent regulatory bodies.

The filing, custody, conservation and destruction of contracts and any other contractual documentation will be carried out following the orders and instructions of the Management of O2O or the person to whom the company delegates said responsibility. The filing, custody and conservation of financial and accounting information will be carried out in an analogous manner following the orders and instructions of the Management of O2O or the person to whom the company delegates said responsibility.

Public communication

Any information that O2O publishes must be exact, accurate and honest, especially the financial and accounting information.

Any information published, either through press releases, meetings with analysts, public presentations, or any other form must be reviewed previously and expressly approved by the Management of O2O.

Protection of personal data

O2O will safeguard the privacy of persons and the respect for the fundamental right to protect personal data in all data handling carried out at the company and recognises the right of all persons to have access to, decide and be informed about the use given to their personal data.

For this reason, Covered Persons must respect at all times legislation on personal data protection when handling personal data from customers, providers, shareholders or employees and O2O will adopt training policies and distribute informative material to facilitate understanding and avoid any failure to comply with the application thereof.

2.6. Industrial property and intellectual property

O2O establishes the maximum protection for intellectual and industrial property, both belonging to the company and to others. This includes copyright, patents, brands and brand names, domain names, copyrights and exploitation rights.

O2O vouches for the originality of its own developments and designs. Covered Persons shall adopt the necessary measures to protect intellectual and industrial property, aiming to ensure full traceability of the processes followed in each development. Any intellectual and industrial property that is the fruit of the work of employees, professionals, collaborators of O2O, and related to service provision for O2O, shall be the sole property of the latter.

CUSTOMERS, PROVIDERS AND GOVERNMENTS AND PUBLIC BODIES

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CUSTOMERS, PROVIDERS AND GOVERNMENTS AND PUBLIC BODIES

3.1. Quality, excellence and professionalism

The quality of the products and services we deliver to our customers differentiates us from our competitors and positions us a leading company in the sector.

For this reason, everybody at O2O is obliged to comply with and enforce compliance of, as far as possible, this objective.

3.2. Customers

O2O places customers at the centre of its business and undertakes to maintain a high level of commitment to honesty and professional responsibility.

O2O's policy on customers is straightforward: customer satisfaction, as regards quality, deadlines and pricing of products and services.

3.3. Providers

Employees of O2O will conduct relations with providers of goods and services in a lawful, ethical and respectful manner.

The selection of providers shall be governed by criteria of objectivity and transparency, balancing the interests of the company with obtaining the best conditions; maintaining stable relations with ethical and responsible providers is deemed advisable.

All providers that work with O2O must undertake to respect the human and labour rights of all hired employees, as well as extending and transmitting these principles to business partners. The violation any of these principles will not be tolerated under any circumstances by O2O.

Employees of O2O will not solicit from providers or accept information relating to the conditions set from other companies that compete against O2O.

CUSTOMERS, PROVIDERS AND GOVERNMENTS AND PUBLIC BODIES

3.4. Governments and public bodies

Employees of O2O will conduct relations with the authorities and public institutions in a lawful, ethical, respectful way and aligned to the international provisions on the prevention of corruption and bribery.

Before any Covered Person establishes any form of relationship with representatives from governments or public bodies on behalf of O2O they must be expressly authorised to do so by the company. Personnel who have relations with governments or public bodies must document any decisions taken and accredit compliance of the applicable internal and external rules and regulations, with the aim of ensuring that third parties and the company's management bodies can review regulatory compliance in this field.

It is the responsibility of each Covered Person to be familiar with and assess appropriately local practices, taking into account the interests and good reputation of the company. If in doubt, Covered Persons should consult the Ethical Committee.

Covered Persons will make sure that any grants applied for or received from governments or public bodies, receive appropriate use and that the application made is transparent, avoiding falsification of the conditions in order to obtain said grant or unauthorised use of funds.

3.5. Conflicts of interest

Conflicts of interest refer to situations in which there is a real or potential clash, either directly or indirectly between the personal interests of Covered Persons and the interests of O2O.

Personal interest will be deemed to exist when an issue affects the Covered Person personally or a natural or legal person linked to the same, even when said link is indirect.

Professional decisions must be based on the best defence of the interests of O2O, so that they are not influenced by personal or family relations or any other private interests of employees, professionals and collaborators.

As regards potential conflicts of interest, Covered Persons will observe the following general principles of action:

Independence They should act at all times with professionalism, loyalty to O2O and independently of potential private or third-party interests.

Abstention They should abstain from intervening or influencing decision making when there is a conflict of interest with O2O.

Communication They should inform the Ethical Committee of O2O at their earliest convenience of any actual conflicts of interest.

CUSTOMERS, PROVIDERS AND GOVERNMENTS AND PUBLIC BODIES

3.6. Policy on giving and receiving gifts, benefits or advantages

O2O's policy on giving and receiving gifts, benefits or advantages (hereinafter, "Gifts Policy") aims to promote good practices as regards promising, offering, giving and/or granting gifts or benefits by any Covered Person, as well as the acceptance and/or reception by the same of gifts, benefits or advantages from customers or providers, either actual or potential.

Giving gifts and conferring benefits or advantages

In general, it is expressly prohibited, outside their strictly private circle, for Covered Persons to give presents or confer benefits or advantages to third parties, including other Covered Persons.

The only exceptions to the above prohibition are the following circumstances:

- Gifts, benefits or advantages that are encompassed within programmes and promotional activities that have been approved by the management of O2O.
- Any benefits or advantages that can be established for customers according to commercial policies approved by the management of O2O.

Acceptance and/or reception of gift, advantages or benefits

Generally speaking, outside their strictly private circle, it is prohibited for Covered Persons to accept and/or received gifts, advantages or benefits from customers and persons who provide services or supply products to O2O, either actual or potential. Without detriment to the above, the management of O2O can set exceptions to the prohibition regulated in this section when there are exceptional circumstances that warrant the same, always providing it is strictly lawful and within what can rationally be considered an acceptable practice.

Notwithstanding, Covered Persons are authorised to accept occasional invitations to attend corporate events organised by customers or by providers of O2O, as well as to attend institutional, sporting or cultural events, providing that, with strict exception rules, such events are outside the working hours of the Covered Person and, in all cases, with the inescapable requirement of the Covered Person notifying the management of O2O in advance and the latter authorising said Covered Person to attend the act or event in question.

CUSTOMERS, PROVIDERS AND GOVERNMENTS AND PUBLIC BODIES

3.7. Corruption

Corruption and influence peddling

It is completely prohibited for Covered Persons to offer or grant gifts, favours, presents or remuneration within their role or function to authorities, juries, referees, mediators, experts, administrators or auditors appointed by the courts, bankruptcy administrators or any other persons that exercise a public role, not even if the intention is to reward an act relating to their role or function and not even when the intention is not to gain favourable treatment.

Moreover, Covered Persons should never exert their personal influence directly or indirectly on authorities and civil servants with the aim of obtaining financial gain for themselves, for O2O or for a third party.

Corruption of private individuals

It is completely prohibited for Covered Persons to promise, offer or grant benefits or advantages of any nature that are not justified, in person or through an intermediary, with the aim of obtaining favourable treatment at a personal level, for O2O or for a third party over others.

SOCIETY AND THE ENVIRONMENT

Compliance

SOCIETY AND THE ENVIRONMENT

4.1. Compliance with laws and rules and regulations

O2O and all Covered Persons under this Code of Ethics must comply with the applicable laws and rules and regulations.

4.2. Defence of competition

O2O and the Covered Persons undertake to:

- Promote free competition.
- Compete in the markets in a loyal manner and not carry out misleading or denigrating advertising of third parties.
- Obtain information from third parties maintaining scrupulous respect for the laws in force, especially when it concerns information from the competition.
- Comply with the rules and regulations on the defence of competition, avoiding any conduct that constitutes or may constitute collusion, abuse or restriction of competition.

4.3. Protection of natural resources and the environment

O2O undertakes to:

- Safeguard the environment, reducing to a minimum any negative impacts on the environment and takes on the commitment to use company resources efficiently (energy, water, paper...) in their facilities and activities.

Promote recycling, reusing and recycling telecommunications devices and other waste. O2O will seek innovative solutions and that improve the environmental performance of their products and services, always offering their clients the most sustainable options.
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ETHICAL CHANNEL

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ETHICAL CHANNEL

O2O has set up a tool for Covered Persons so that the latter can make any queries they wish regarding the Code of Ethics and, where appropriate, also make any internal disclosures.

All Covered Persons have the inescapable duty and legal obligation of disclosing internally any conduct they are aware of that contravenes the Code of Ethics and/or the Law that has been committed in relation to O2O, either to the benefit or detriment of the latter.

The ethical channel can be accessed via the following link:

<http://canal-etico.net/mo2o/>



ETHICAL COMMITTEE

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ETHICAL COMMITTEE

Role and composition

The Ethical Committee is a consultative body, of an internal and permanent nature that aims to manage vigilance and compliance of the Code of Ethics.

It comprises the managing director, technical director and financial director of O2O.

Functions

The Ethical Committee of O2O is responsible for the following functions, among others:

- 1 Promoting knowledge of the Code of Ethics among all Covered Persons.
- 2 Assessing the interpretation and application of the Code of Ethics L.
- 3 Proposing actions and control mechanisms that promote, oversee and, where appropriate, help compliance thereof.
- 4 Ensuring that all employees at O2O and third parties can notify them of potential violations of the Code of Ethics, in a confidential manner.
- 5 Resolving or proposing the resolution, where appropriate, of any communications of pertinent infringements detected, communicating them, where appropriate, to the General Management so that appropriate measures can be adopted.
- 6 Ensuring that no retaliation is taken against any employees or third parties who communicate, in good faith, alleged noncompliance of the Code of Ethics.
- 7 Raising recommendations, as deemed appropriate, to governing bodies of the company, regarding issues relating to the safeguarding, development and compliance of the Code of Ethics.
- 8 Proposing any amendments to the Code of Ethics that may be deemed opportune.

ENTRY IN FORCE

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ENTRY IN FORCE

This Code of Ethics has been approved by O2O through the Decision of its Sole Director on 26 January 2018, and comes into force on the same date.





O2O

Avda. De Burgos 8, Pl. 16 - Edif. Bronce. Madrid 28036

910 609 514 - 609 242 417