

CODE OF ETHICS AND CONDUCT OF THE COOPERATIVE SOCIETY AGRICOLA CASTELLANA LTD.

I.- SCOPE OF APPLICATION OF THE CODE OF ETHICS

1.- Declaration of Ethical Principles and Scope of the Code of Ethics and/or Conduct

The Code of Ethics and/or Conduct (hereinafter referred as “Code of Ethics”) includes the range of Ethical Principles and Rules of Conduct to govern the performance of the employees of S. COOP AGRICOLA CASTELLANA LTDA (hereinafter referred as THE WINERY).

The scope of action and application of the Code of Ethics may, in addition, be extended to those natural and/or legal persons associated commercially or professionally with THE WINERY.

THE WINERY declares as Fundamental Ethical Principle the rejection of any form of corruption and that it will ensure explicitly responsible and honest behaviour within the company and with external parties, without any discrimination and complying at all times with the established legal precepts, so that there are no doubts of its commitment, with special attention given to those rules and recommendations that are specific of its activity, committing itself to update and review periodically and permanently all their internal processes with the purpose of adapting them to circumstances of the moment.

The nature of this Code of Ethics is to provide a reference framework to measure any activity. In case of doubt about the ethical framework, employees must seek advice, since every individual’s full responsibility is ‘doing the right thing’, and this responsibility cannot be delegated or avoided.

The workers of THE WINERY must always avoid any form of conduct that may damage or endanger THE WINERY or its reputation, and must act legally and honestly.

This obligation applies to all employees whomsoever.

There will be incorporated as annexes to this Code of Ethics and Conduct, forming a part of the whole, all the supporting documents as the Managers’ Declaration of Respect for Legality and Ethical Commitment of themselves and the Shareholders, Employee Sector Operating Manuals, Workplace Safety Plan and Personal Data Protection (LOPD) Rules, the regulation of the Compliance Department, Whistleblowing Channel and other such documents that have been developed.

January 2018

## 2.- Persons Subject to the Code

This Code of Ethics is applicable to all members of the management bodies, cooperative members and all employees of THE WINERY; extending it to all further applicable matters, natural and/or legal persons commercially or professionally linked to THE WINERY (suppliers, customers, external consultants or professionals, etc.)

## 3.- Obligation to comply with the Code of Ethics

All the aforementioned persons have to be acquainted with and comply with the Code of Ethics, as well as cooperate to ease its implementation in THE WINERY, including the communication to the COMPLIANCE BODY for any breach hereof.

They must attend and participate in all officially organized training activities, in order to achieve a good understanding of the Code of Ethics and the rules of internal procedures and conduct of THE WINERY, for its effective implementation.

### I.- CONTROL OF THE APPLICATION OF THE CODE OF ETHICS

The Department of Human Resources and the Compliance Body of THE WINERY shall ensure the proper communication of the Code of Ethics to all employees and people who, for any circumstance, have to adapt their processes and roles to its regulations, clearly stating its binding effect.

The Human Resources Manager shall inform the Compliance Body periodically about the monitoring and enforcement of the regulations on the part of the Winery Members.

The communications provided for in this Code of Ethics, as well as the consultations of the members bound by the same code, shall be forwarded to the Compliance Body unless the referral would be otherwise provided to another specific department.

Suitable bonus policies for the staff will be established, for the successful compliance with the Code of Ethics, as well as sanctions for non-compliance.

## II.- GENERAL ETHICAL PRINCIPLES OF THE WINERY

### 1.- General Aspects

Good corporate governance, accountability, transparency, commitment and excellence, together with dynamism and innovation, are the basic pillars of the Code of Ethics of all people who are part of the Winery.

The acts of these people, as a result of the link with THE WINERY, shall be guided by these values.

### 2.- Equal opportunities and non-discrimination

THE WINERY shall provide equal opportunities in the access to employment and career advancement, ensuring at all times that there is no discrimination based on gender, sexual orientation, race, religion, origin, or marital or social status.

The workers of THE WINERY shall comply at all times, with the principle of equality and shall not discriminate, for any reason, against colleagues, workers, managers of THE WINERY or against people they interact with during the course of their work.

Consequently, parties responsible for the recruitment, selection and/or promotion processes shall act and take decisions objectively.

At all times, they shall promote equal opportunities, and their key objective must be identifying the person who best fits the profile and needs of the position to be filled.

Harassment, abuse, intimidation, discrimination, or any other type of physical or verbal assault, shall not be permitted or tolerated at work.

THE WINERY will ensure non-discrimination of disabled people by rejecting any conduct contrary to this principle.

All parties with employees under their supervision at all the Departments or business areas of THE WINERY should proactively ensure that these situations do not occur. Furthermore, those who perform management and organization functions at THE WINERY shall promote relations based on respect for and the dignity of others, as well as on mutual collaboration, fostering a respectful work environment in order to achieve a positive working atmosphere, regardless of position within THE WINERY, titles, age, or any other reason that would be contrary to the ethical principles of THE WINERY.

January 2018

### 3.- Balancing work and family life

The management of THE WINERY shall promote a work environment consistent with personal development, making possible to balance work needs and private/family life.

### 4.- Occupational hazard prevention

THE WINERY shall comply fully with the applicable legislation in this area, implementing the measures laid down in the Protocols of Operational Hazards and verifying their update.

At all times, the employees of THE WINERY shall respect all related measures implemented in this area, assuming the procedures established by the organisation and complying with the Prevention Plan of THE WINERY.

Furthermore, in compliance with the Article 14 of the Act 31/1995, dated on 8th November, of Occupational Hazard Prevention, the obligation to comply with the zero-alcohol policy.

Alcohol consumption at the workplace is completely forbidden, and it is considered to be a negligent act by the worker. Alcohol consumption may entail severe sanctions, including dismissal.

### 5.- Environmental protection and social and environmental responsibility policies

The workers of the Winery, within the scope of their powers, must commit themselves actively and responsibly to the preservation of the environment, taking the corresponding measures that THE WINERY recommends and adhering to the usual practice methods of the labour and professional policies thereof.

### 6.- Labour and Union Rights

The responsible parties shall respect the legally recognised union trade rights, as well as the activities that the organisation representing workers carry out, in accordance with their legally attributed functions and powers, with whom they will have a relationship based on mutual respect.

Any worker who detects the smallest indication of a situation and/or action that could lead to a labour or union rights violation must report it immediately to the HR and Compliance managers.

### III.- GENERAL CODE OF CONDUCT

#### 1.- Regulation compliance and Ethical Behaviour

The responsible parties shall comply both with the general provisions (laws, regulations, etc.) and the internal regulations of THE WINERY applicable to their activity.

Any subject of the Code of Ethics involved, in any degree, in a criminal judicial proceeding or administrative proceeding due to labour reasons, must report it immediately to HR and the Compliance Body.

The responsible parties shall demonstrate professional and honest conduct in accordance with the ethical principles of THE WINERY.

The entire staff of THE WINERY must ensure the integrity of the relationships with customers and suppliers, ensuring that during the period of the contractual relations, all established requirements are laid down in a clear and transparent way. The information published or disseminated by the staff to customers and suppliers shall be true and clear.

#### 2.- Liability

The responsible parties shall perform their duties according to their professional capacity, carefully following the safety and health standards in the workplace, with the aim of preventing and reducing occupational hazards.

#### 3.- Commitment to THE WINERY

The responsible parties shall always act in the interest of THE WINERY, making proper use of the provided resources and avoiding any actions that could generate any prejudice. They shall refrain from using for personal benefit any business opportunity to be of interest to THE WINERY.

#### IV.- CONFLICT OF INTEREST AND THIRD PARTIES CODE OF CONDUCT

##### 1.- General regulations

Conflict of interest arises when an employee's interests or a third party's interests clash with THE WINERY's interests.

The responsible parties shall always act in such a way that their private interests or the interests of their family or any person related to them do not take precedence over the interests of THE WINERY or its customers. This code of conduct applies both in the relationships of the responsible parties with THE WINERY itself, and in the relationships with their customers, suppliers or any other third party.

The responsible parties shall refrain from participating in any business activity carried out by THE WINERY which concurs with their own interests or any related person's interest.

The responsible parties shall avoid any interference that may affect their impartiality or objectivity in any process of THE WINERY.

The procurement of supplies and external services shall be carried out in accordance with the established internal procedure, avoiding, as much as possible, exclusive relationships.

The responsible parties shall maintain a lawful and ethical relationship with the suppliers, and their procurement shall be governed by criteria of objectivity and transparency, which must be accredited.

In the event of a Conflict of Interests, the employee must report it immediately to his/her superior, HR manager and Compliance manager.

January 2018

## 2.- Application of the Code of Ethics to Suppliers

All suppliers, who work or wish to work with THE WINERY must comply with this Code of Ethics and current legislations: regulatory, labour, tax, hazard prevention, environmental, etc., in addition to committing to uphold human rights.

The Supplier shall inform THE WINERY of any breach or suspected breach of the Code of Ethics, using the email address for this purpose of the Whistleblowing Channel.

Breaching this obligation implies the right of THE WINERY to cancel the concluded contract with that provider.

## 3.- Customer Relations

The responsible parties shall act ensuring the interests and objectives of the different customers of THE WINERY, always respecting the interests of THE WINERY to achieve mutual benefit, respecting the contractual good faith between the parties and maintaining the confidentiality of the relationships.

All customers of THE WINERY will be treated equally, without giving them preferential treatment or privileges.

## 4.- Application of the Code of Ethics to Customers

If a customer experiences, knows or suspects there are activities that may violate this Code of Ethics, he/she must send any information available by email to the indicated address.

## 5.- Gifts or commissions

The request or acceptance of any payment, commission, gift or remuneration for any WINERY services is prohibited, as well as using the position within THE WINERY to gain advantage for personal benefit.

No person subject to the Code of Ethics can request or accept any payment, commission or remuneration related to their professional activity at THE WINERY, coming from customers, suppliers, intermediaries or any other third party.

Excluding, but not limited to:

January 2018

- Advertising objects of low value
- Normal invitations that not exceed the limits considered reasonable in the common uses in business practices in each market place and defined in the Employee Handbook.
- Specific one-off items in exceptional circumstances (such as at Christmas or as wedding presents), provided that they are not in cash and within reasonable limits.

Any invitation, present or service, that on account of their frequency, characteristics or circumstances could be interpreted as an intention to affect the impartiality of the recipient, shall be rejected and brought to the attention of the Compliance Committee.

The HR department and the Department of Regulatory Compliance shall prepare an Entertainment Expenses Handbook to lay down rules and specific allowed amounts.

#### V.- FAMILY AND RELATIVES POLICY

The recruitment of close and direct relatives of members, employees, customers or suppliers is permitted, provided that the internal recruitment processes are respected in the same way as for a worker without any relationship. All documentation from the selection and recruitment process shall be kept, in order to verify the compliance with this obligation and it must demonstrate that it has been done considering qualifications, skills, competence and experience on equal terms with other candidates.

#### VI.- INFORMATION AND CONFIDENTIALITY CONTROL

##### 1.- General duty of non-disclosure

Generally, responsible parties are obliged to maintain professional non-disclosure regarding non-public data or information of their knowledge as a result of their engaging in business activities, either coming from or related to customers, suppliers, THE WINERY, other employees or managers, or any other third party (including relatives and family members of the workers of THE WINERY).

They shall refrain from using the information which they gain access to through their work, for any purpose other than the performance of their work, and shall not be able to keep it or duplicate it.

They shall strictly adhere to instructions given to them by the Management about the processing of information regarding the LOPD (Spanish Data Protection Law)

They shall use these data or information exclusively for the performance of their professional activity at THE WINERY and shall refrain from using them for their own benefit. This obligation of non-disclosure persists even after terminating relations with THE WINERY.



## 2.- Personal data protection

The responsible parties shall respect the privacy of both employees and any other individuals whose data they have access to as a result of the activity of THE WINERY, including personal, medical or economic data, or data of any other nature that might affect the private and personal sphere of the individual in any way.

All personal data will be treated according to the regulation of the LOPD (Spanish Data Protection Law) in THE WINERY.

Notwithstanding the foregoing, it is expressly stipulated that the employees of THE WINERY grant their unambiguous consent to the company to open any envelope, package or shipment, even if it is addressed specifically to the employee, received in the offices of THE WINERY, except in those cases where next to the name of the employee appears the expression CONFIDENTIAL, PERSONAL or similar which infers that it is private mailing of the employee, in which case it shall not be opened.

Furthermore, employees understand and agree that THE WINERY can perform checks or inspections of computer or communications equipment belonging to the company and being used by the employees in order to verify the proper use and prove the non-existence of responsibility or offences by an improper or unlawful use.

## VII.- EXTERNAL RELATIONS AND RELATIONS WITH AUTHORITIES

### 1.- General Aspects

The responsible parties shall refrain from transmitting, on their own initiative or at the request of third parties, any information or news about THE WINERY or on third parties to the media, referring, if at all, to the Department of Communication.

### 2.- Relations with Authorities

The responsible parties shall maintain an attitude of respect and collaboration with representatives of the authorities in the context of their powers.

Association, affiliation or collaboration with political parties, NGO's or any other entities, institutions or associations, as well as contributions or services to them, shall be stated clearly as of personal and private nature.

They shall not carry out professional activities outside of THE WINERY, if they interfere with their normal work or if they are in conflict of interests in any way. In the event of performing any activity of this type, they shall notify it to HR management or the manager of Compliance for their assessment.

## VIII. PROTECTION OF WINERY ASSETS AND ITS INVESTEE COMPANIES

### 1.- General Aspects

The responsible parties shall ensure that the assets of THE WINERY should not be disrupted, including and in addition to tangible assets, financial and accounting records, and confidential information of the society, ensuring, in all cases, that they are used properly to the purpose of the professional functions to which they were delivered.

They shall not perform any provision or encumbrance on the assets of THE WINERY without the appropriate authorisation.

They shall verify that expenditures conform strictly with the needs of the company.

They shall comply with all internal control procedures established by THE WINERY to protect the assets.

They shall not carry out any disposal, transfer, distribution or concealment of any property owned by THE WINERY in order to elude the fulfilment of responsibilities thereof to their creditors.

THE WINERY reserves the right to monitor and inspect the way employees use company assets, including the right to perform surveillance of emails, data and files on the computers of the company. All of the above always respecting the fundamental principles of privacy and strictly according to the provisions of the LOPD (Spanish Data Protection Law) and its Regulations.

## IX- ACCOUNTING OBLIGATIONS AND FINANCIAL INFORMATION

### 1.- General regulations

Financial information of THE WINERY shall be prepared with reliability and rigour, ensuring that:

- The transactions reflected in the financial statements exist and have been registered at the right time.
- The information reflects the totality of the transactions, facts and other events in which the entity is partly affected.

January 2018

- The transactions are recorded, classified, submitted and assessed in accordance with the applicable accounting regulations.
- Financial information reflects, to the corresponding date, the rights and obligations through the corresponding assets and liabilities, in accordance with the applicable accounting and taxation regulation.
- The financial information includes all the accounting and economic information submitted by THE WINERY to the registry of Cooperatives.

## 2.- Internal controls

Everyone shall comply with the internal control procedures established by THE WINERY in order to ensure proper accounting of the transactions and to properly reflect the financial information published by THE WINERY.

When preparing the financial information, every Department of THE WINERY responsible for each activity shall ensure that they have complied with the controls established by THE WINERY and that the information supplied is truthful.

## X. CORRUPT BEHAVIOURS

### 1.- Corruption of Public Officials

It is forbidden the delivery, promise or offer of any payment, commission, present or remuneration to any authorities, public bodies or their employees, either directly or indirectly through individuals or nominee or linked companies, either addressed to the manager, employee of the client or supplier, public official or other person he or she appointed; whether performed directly by any society of THE WINERY or performed indirectly by any member, collaborators, agents, intermediaries, brokers or advisers or any nominee.

Under this provision shall not be included, provided that they comply with the provisions established on the protocol of THE WINERY about this matter:

- Advertising objects of low value.
- Normal invitations that do not exceed considered reasonable limits in the standard, social and courtesy practices.

January 2018

- Specific one-off items in exceptional circumstances (such as Christmas), provided that they are not in cash and within reasonable limits.

The responsible parties shall reject and bring to the attention of the Compliance Committee any third party request such as any payment, commission, present or remuneration other than those referred to in the previous point.

## 2.- Sales representatives, intermediaries and advisers

The use of sales representatives, intermediaries and advisers or commercial contracts is permitted provided that these individuals comply with this Code of Ethics and are of sufficient good business and professional repute; and a supporting clause shall be always included in respect thereof as well as the exoneration of THE WINERY to any action contrary to the Code of Ethics performed of his or her own accord without the knowledge of THE WINERY.

Monitoring mechanisms shall be enforced to become better acquainted with, as far as is reasonable, the intervening individuals and their collaborators, so that the most suitable ones can be selected, making sure that they are trustworthy and they do not carry out thereupon any act that may involve any risk, economic damage or compromise the reputation or image of THE WINERY.

Hired sales representatives, intermediaries or advisers shall be informed of the existence of the Code of Ethics and the prohibitions set forth therein; including the provisions of the concluded contracts with the sales representatives, intermediaries or advisers, that explicitly and exhaustively express the prohibitions.

## 3.- Corruption of individuals

It is forbidden the delivery, promise or offering or any payment, commission, present or remuneration to any employee, director or manager of any other company or entity, whether directly or indirectly, through any person or society linked to them, that favours THE WINERY compared with its competitors, breaching their obligations on the contracting of products or the sale of any real property.

Such deliveries, promises or offerings are forbidden, provided by any entity directly or indirectly related to THE WINERY or by any member, partner, agent, intermediary, broker, adviser or any other intervening person directly or indirectly, provided that, by its frequency, characteristics or circumstances, may be interpreted by an objective observer as expressing the desire to affect the impartiality of the recipient.

January 2018

Under this prohibitions shall not be included:

- Advertising objects of low value.
- Normal invitations that do not exceed considered reasonable limits in the standard, social and courtesy practices.
- Specific one-off items in exceptional circumstances (such as Christmas), provided that they are not in cash and within reasonable limits.

The responsible parties shall reject and bring to the attention of the Compliance Committee any third party request such as any payment, commission, present or remuneration other than those referred to in the previous point.

#### XI.- TAX OBLIGATIONS

##### 1.- General Aspects

The responsible parties shall avoid any practices involving fraudulent alterations of the tax obligations to the detriment of the Spanish Public Finance.

Management shall be informed of the accounting and tax policies applied by THE WINERY and, before preparing the annual accounts and submitting the corporation Income tax, the financial officer shall inform Management of the practices followed during the fiscal year, as well as the possible fiscal exposures that may occur.

#### XIII.- IT SYSTEMS AND INFORMATION TECHNOLOGY

##### 1.- General Aspects

The responsible parties shall strictly comply with the rules established in the Information and Communication Technology Usage policy document.

They shall provide special protection to the IT systems, implementing utmost security measures.

They must comply with the specific rules of email usage, Internet access and other similar means at their disposal, and under no circumstance may they make improper use of them.

January 2018

In no case shall the employees of THE WINERY use neither the computers of the company nor email to take part or engage, etc., in any Social Network, Internet forum or blog, not even with their personal email accounts.

### XIII.- INTELLECTUAL AND INDUSTRIAL PROPERTY RIGHTS

#### 1.- General regulations

The responsible parties shall respect the intellectual property and the right of use of THE WINERY with regard to the received courses, training and works carried out or created by THE WINERY, as a result of its professional activity or third party activities.

In no case shall the responsible parties use the image, name or brands of THE WINERY without the permission of the Compliance Body.

#### 2.- Third-party rights

The responsible parties shall respect the intellectual and industrial property rights of third parties unrelated to THE WINERY. In particular, the responsible parties shall not include, use or utilise in THE WINERY any information or documentation belonging to another company and obtained as a result of holding a previous position or without the due consent.

### XIV.- DOCUMENT RETENTION

#### 1.- General Aspects

The responsible parties shall comply strictly with the internal rules on document filing and retention.

In all cases, the following documents shall be filed or retained during the period established in the internal regulation or in the commercial contract concluded with the supplier or customer of THE WINERY, whether on paper or electronic:

- Documents which constitute support for the accounting entries and reflect the transactions made by THE WINERY.

- Any documents which support and demonstrate the correct performance of the contracted services to THE WINERY by its customers during the legally established period.
- Records of all the training courses on the Compliance Programme.
- Documents relating to the complaints and their investigations.

## XV.- COMPLIANCE BODY

### 1.- General Aspects

The REGULATORY COMPLIANCE BODY will be in charge of the implementation of the compliance policy in THE WINERY.

This body has a collegiate nature, and is formed by the Representative of the Society and PG ASOCIADOS SLU as COMPLIANCE OFFICER.

Those people who, due to the nature of the complaint or file, are required on the basis of their professional experience or qualifications shall be incorporated to this Body on a case-by-case basis.

The Compliance Body shall sign off the Code of Ethics and manuals that may be prepared, it shall interpret them on a general basis and shall take the general decisions for the implementation the elements thereof.

The Compliance Body will resolve the issues which, due to the complexity, Human Resources may raise for interpretation.

Accordingly, the Compliance Body shall have the following functions:

- Promote the dissemination and effect of the implementation of the Code of Ethics and other manuals of THE WINERY.
- Define and monitor the implementation of the training activity on the Compliance Programme.
- Conduct investigations on the possible incidents related to the Code of Ethics.
- Receive and handle complaints from employees or third parties.

January 2018

- Advise on the resolution of any doubts that may arise in the implementation of the Code of Ethics.
- Regularly assess any changes that may be introduced in the Compliance Programme.

## XVI.- MANAGEMENT

### 1.- General Aspects

Management shall pass the general compliance policy of THE WINERY and the Compliance Programme and shall regularly receive information from the Compliance Officer on the implementation of the Compliance Programme.

## XVII.- HUMAN RESOURCES

### 1.- General Aspects

Human Resources shall make available to the responsible parties department or subject-specific manuals; shall organise training to its adequate knowledge; interpret and respond in general consultations that the Code of Ethics responsible parties may raise; as well as the rest of the functions therein, except those that are responsibility of the Compliance Committee.

### 2.- Consequences in case of non-compliance with the Code of Ethics

The breach of the Code of Ethics may result in labour sanctions, without prejudice to the administrative or criminal actions that, as appropriate, may result thereto. Those sanctions shall be laid down in the Employee Handbook or the specific documents.



## XVIII.- WHISTLEBLOWING CHANNELS

### 1.- General Aspects

Any employee or third party who has a business relationship with THE WINERY and knows the existence of an allegedly illegal act or a non-compliance act to this Code of Ethics or any other internal manual shall report it immediately to the Compliance Committee through the Whistleblowing Channel in the form anticipated therein (via email address [compliance@cuatrorayas.es](mailto:compliance@cuatrorayas.es) or in writing to the offices)

The Management of Compliance shall ensure the confidentiality of complaints they receive, and in no case shall take any reprisal or any negative consequence for the fact of having made a complaint.

The COMPLIANCE BODY, in view of the communication of the complaint, shall initiate an investigation procedure in accordance to the rules of the Whistleblowing Channel, where they may adopt the following measures:

- Appointment of an internal or external instructor to THE WINERY and the Compliance Officer shall always be a part thereof, to initiate the investigation and prepare an investigation report.
- Personal interview(s) with any person who may be affected by the irregular behaviour.
- The request for any report or document necessary to the initiation of the process, from any departments of the company.
- The request of expert evidence (i.e. IT evidence) from internal or external experts of the company.
- Specific information from the senior management of the company about the investigation.

All departments of the company must assist in this process.

If the complaint or alleged facts does not constitute a breach of the Code of Ethics, the Compliance Committee may close the file, without initiating any further investigation.

In addition to the investigations arising of a claim of infringement of the Ethical Code of Conduct, the Compliance Committee may act on its own initiative, and decide to initiate any investigation procedure in the context of corporate operation process and/or investigations arising from a serious administrative or criminal charge.

January 2018

The COMPLIANCE BODY shall prepare a findings report containing the decisions, recommendations to be adopted, and/or the proposed penalty if applicable, and in case of no penalty, they shall close and drop the investigations.

The COMPLIANCE BODY shall ensure, at all times, the proper treatment of any provided personal data, ensuring the exercise of the rights of access, rectification, cancellation and opposition.

It is considered that the whistleblower acts in good faith, when he or she acts in accordance with the provisions of this Code of Ethics and Conduct, and his or her claim is based on facts or evidence that reasonably leads to the performance of an irregular, illegal or criminal action and not based on revenge, moral harassment or intent to cause labour harm or to harm the honour of the person reported.

The decisions of the Compliance Committee shall be duly informed, reasoned and justified.