
CODE OF CONDUCT

Fundación Universitaria San Pablo-CEU



Revised by: Ethics and Compliance Committee

Revised by: Nominating, Compensation and Corporate Governance
Committee

Approved by the Foundation's Board | 12th June, 2020

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INTRODUCTION

Fundación Universitaria San Pablo-CEU (hereinafter, the Foundation or FUSP, indistinctly) is a Catholic, non-profit, charitable and educational institution that embodies the largest educational group with the longest tradition in the private sector in Spain. FUSP guides its students through all educational stages: from nursery school to University for mature students.

With a long-standing experience of more than 80 years, the Foundation is focused on contributing to the improvement of society through teaching, by offering an educational model that agrees with the Christian principles and the values that the Gospels teach us, as well as acting in the public sphere to defend justice, human rights and the pursuit of the common good.

The foundation seeks to reach its goals by striving for academic and professional excellence, innovating through its educational projects, and teaching the values and virtues of Christian humanism to its students.

This is only made possible thanks to the Foundation's allegiance to its core goals, passed on from Asociación Católica de Propagandistas, the involvement of its employees, the trust from its students, their families and the rest of the community, and, most importantly, through the assistance of the Holy Spirit and the protection of the Virgin Mary, the Apostle Saint Paul, and the Servant of God Ángel Herrera Oria.

"It is not enough to master the moral principles. Juridical, economic and social matters are in need of doctrinal illumination and practical solutions."

CODE OF CONDUCT: SCOPE OF APPLICATION

The purpose of this Code of Conduct is to settle the right behavior for each person in every situation, both during the development of teaching and research activities and/or during the performance of any other related activities.

Thus, the contents of this Code of Conduct will be shared with every person who is related to the Foundation and its compliance will be required by taking into consideration the relationship between the Foundation and each of the groups that will be defined hereunder.

As above, we can differentiate three groups: Members, Students and Partners (hereinafter the Groups) that are defined as follows:

- MEMBERS (OF THE FOUNDATION): Trustees, managers, faculty and researchers (independently of their contractual relation to the Foundation), administrative staff and the rest of its employees.
- STUDENTS: students and their parents or legal guardians (in case of underage or disabled students).
- PARTNERS: Persons or external entities to the Foundation that render any kind of service or collaborate on the basis of a contract or agreement, e.g. suppliers, advisors, external auditors, entities with special agreements, etc.

In respect thereof, the Groups must:

- Know and follow the Code of Conduct.

- Facilitate and collaborate on the implementation of the Code of Conduct to the extent of their possibilities.
- Collaborate with the Foundation, if need be, in case of non-compliance of this Code of Conduct by any of its addressees.

COMPLIANCE APPROACH

This Code of Conduct has been approved by the Foundation's Board, Governing Body of the Foundation, after consulting the National Board of Asociación Católica de Propagandistas. It requires a maximum level of commitment from all the Groups, not only from the Regulatory Compliance point of view, but also by setting a positive example through the acts of the Foundation and the Groups, in the context of their relations with the Foundation.

Thus, the Foundation's Board is responsible for establishing the behavioral guidelines that must be followed by every person in the Foundation, as well as the requirements that must be established in relation to third parties. These guidelines will follow the basic principle of respect to the regulatory body, including policies and principles, as well as the of the obligations imposed by prevailing legislation.

The Foundation will periodically revise the contents of this Code of Conduct and will develop the necessary policies, processes and controls that deems appropriate to address any questions that may arise in this matter.

Additionally, this Code of Conduct complies with the basic requirements of the current legislation regarding Transparency.

ETHICAL PRINCIPLES AND COMPLIANCE

The following principles are generic behavioral premises, applicable to the Foundation and the Groups:

1. Know and comply with the Code of Conduct: it is the obligation of the Groups to know and comply with this Code of Conduct, available at www.ceu.es. The Members must sign Appendix I of this document ("Acceptance Statement and Commitment to Compliance") and, if applicable, Appendix II ("Declaration of Conflict of Interest"). The Members have the obligation to comply with the requirements that the Foundation may require in relation to this Code of Conduct. In case of any doubts or queries about the interpretation of this Code of Conduct or any proceedings regarding its scope of competence, assistance may be requested through the Ethical Channel.
2. Respect: every person will be treated with respect, whether they belong to any of the abovementioned Groups or not. Any actions or verbal or written manifestations of disrespect to targeted individuals or groups of people are not allowed, with independence of their physical presence or absence from the institution. The doctrine of the Catholic Church, bedrock of the moral principles of the Foundation, is especially attentive to the needs of others, the respect towards differences in race and personal circumstances and on fostering respect for the intrinsic value of every individual and the diversity among all.
3. Facilitate traceability in adopted decisions: all Members of the Foundation must ensure compliance is met in the traceability of their decisions. In addition, they must be able to justify and further explain, if required, that they are in compliance with the current legislation as well as with the current regulatory body of the Foundation.
4. Report any infringement: all Members of the Foundation must inform the

Foundation about any reasonable suspicion of breach of this Code of Conduct through the Ethical Channel, created by the Foundation for this purpose. In the cases of Students and Partners, this will be optional but considered as good practice.

In this regard, it is relevant to mention the following:

- Reports made in good faith will be processed with the maximum level of confidentiality and will thus guarantee the due protection of the complainant.
 - Likewise, intentionally false reports will enable the Foundation to pursue all applicable legal actions, as well as any disciplinary measures that may deem appropriate.
5. Exemplarity: all Members of the Foundation, especially those who are team leaders, must set an example as they are key figures for the Foundation. Therefore, they must protect its prestige and avoid any collaboration with third parties that may harm the reputation of the Foundation in front of its stakeholders: students, faculty, staff, suppliers, official entities, partners with signed agreements, etc.
- In these signed agreements, the Foundation may include certain terms and conditions related to this Code of Conduct that must be explicitly accepted by the partner. In case a partner has its own Code of Conduct and manifests its willingness to apply it during the contractual relation with the Foundation, this may be accepted as long as the contents of the partner's Code of Conduct maintain at least the same scope and contents of this Code of Conduct and are in compliance with it.
6. Special attention against harassment: the Foundation is especially aware about this topic. Thus, any form of harassment (professional, sexual, bullying, etc.) is forbidden and will be prosecuted. All the Members of the Foundation must know and apply the Foundation's policies with regard to the prevention and prosecution of any type of harassment. Special attention will be given to the prevention programs against violence and bullying, as well as the due compliance with the harassment prevention protocols already set in place.

CONDUCT COMMITMENTS

This Code of Conduct has been developed on the basis of the regulatory body of the Foundation, consisting of its policies, procedures, regulations, processes and controls. The regulatory body is periodically revised by the Foundation in order to ensure that it is updated and that targets the main risks to the Foundation's activities.

Below is a description of the principles and values that inspire this Institution, as well as the expected behavior from every Member of the Foundation.

a. CHRISTIAN HUMANISTIC CULTURE

All the Foundation's activities will be inspired by the charisma and identity of its founder, Asociación Católica de Propagandistas, whose core mission is the evangelization of public life and to shape the social structures according to the requirements of the Kingdom of God.

As a consequence, besides training competent professionals and promoting a research of excellence, the Foundation's work on teaching and researching aims as its primary mission to promote and maintain among all its Members the understanding and closeness to the figure of Christ, His mission and the teachings of His Church, fostering the development of a community based on mercy and collaboration.

The respect to the Members of the Foundation's legitimate rights to freedom and personal choices will not refrain the Institution from expressing its identity or Christian nature and its support to the mission of the Catholic Church in all its documents and actions, as deemed necessary. This mission shall inspire all the actions of the Foundation and must be respected by all of its stakeholders.

b. ACADEMIC, EDUCATIONAL AND PROFESSIONAL ETHICS

Academic ethics refer to all types of rules and regulations in the educational sphere and the relationship between students and professors. Some of the actions that infringe upon the ethics in academic, teaching, learning and research activities are as follows:

B.1. Plagiarism, acknowledgement and/or inappropriate collaboration

Students and members of the faculty and researchers at the Foundation (hereinafter Faculty) are not allowed to commit plagiarism in their work. Plagiarism can be defined as "to present someone else's work or ideas as one's own". Therefore, Students and Faculty are not allowed to:

- Consider the copy of somebody else's work as their own, including the appropriation of ideas or words, without properly acknowledging the source of the information or quoting the author.
- Claim the authorship of a work or research in case it has not been completed exclusively by themselves. Any collaboration must be acknowledged.
- Present works completed in groups without having contributed to them or present or publish works of other students or Faculty as their own.

B.2. Dishonesty

Students and Faculty are not allowed to present works completed in groups without having contributed to them or present or publish works of students or Faculty of previous academic years and/or educational institutions outside the Foundation as their own.

Communication between students as well as the access to books, papers, guides or notes is not allowed during the exams, unless the Professor indicates otherwise. Students must refrain from using any type of mobile or electronic device, unless expressly authorized, during classes or exams. Furthermore, they are not allowed to falsify the signature of another person in any document, such as attendance sheets or any other official document of the Foundation.

B.3. Truthfulness in academic assessment

Since assessment is an essential and necessary part of the learning process developed by the Foundation, all professionals that take part in it are compelled to ensure that it is a fair and objective process, based on the principle of honesty. Thus, they must take over the responsibility of providing evidence that allows to substantiate their assessments.

B.4. Other Students' obligations

Being a Student of the Foundation entails the following:

- The obligation to respect his/her colleagues, professors and staff.

- To not intentionally block or obstruct the work of his/her colleagues or the development of educational activities.
- Refraining from making manifestations of racial, religious or ethical hatred, or of any other kind that can be considered as discriminatory.
- Avoiding any behavior that could disrupt, disturb or impede academic or pastoral activities.
- Being respectful, careful and make a good use of the facilities by using the equipment and materials properly for the purpose for which they were designed.
- Adhering to the established schedules.

B.5. Diversity, liberty, equality of rights and non-discrimination

All Members and Students of the Foundation must recognize all people as the same, all equally deserving of a respectful and compassionate treatment. They must understand that every person has the same rights due to their human dignity.

In consequence, all the Members of the Foundation, according to the articles 1 and 2 of the Universal Declaration of Human Rights, approved by the United Nations General Assembly of December 10th, 1948, must be accepted without distinction of any kind, such as their origin, age, race, color, sex, language, religion, sexual orientation, disability or any other reason or circumstance legally protected.

Likewise, they must commit to create an adequate climate between people, by accepting diversity as well as personal or professional development of others without marginalizing or scorning them in any way.

The Foundation is firmly committed to its equality policies. Therefore, all the Groups that receive this Code of Conduct must act in consequence, knowing and facilitating these policies.

B.6. Information Systems, E-mail and Internet

All the equipment supplied by the Foundation for the proper performance of its Members and Students' activities, such as computer systems or communication and information management systems, must always be used in accordance with the policies that regulate its use, independently of the activities that they are destined for.

These systems are work tools to facilitate professional activities and thus they must be used in a correct way, avoiding inadequate practices, such as software piracy or illegal downloads of software or using the equipment for private activities or other professional activities unrelated to the Foundation.

B.7. Honesty and integrity

Every activity carried out by the Members of the Foundation should be based on the principles of integrity and personal honesty, keeping objectivity in mind to achieve its goals.

- Responsible conduct in teaching and research: the Foundation commits itself to strive for the highest quality standards in teaching and research. In order to do this, it will conduct all its activities with integrity, objectivity and fairness, in accordance with all the applicable laws and regulations.
- Respect for the name and reputation of the Foundation: in order to protect the Foundation's reputation and to guarantee that its good name is always related

to the excellent work of its professors, Students and other members, all of the aforesaid must respect the good name of the Foundation and behave accordingly.

Due to this, all the Members of the Foundation must commit to keep the Good as the guiding compass in their work as well as to search for authenticity and the Truth, as the main goals of their performance.

B.8. Detect and avoid wrongful conducts

Given that the activities performed by the Members, Students and Partners, within its facilities or in collaboration with other Members, represent the Foundation, all wrongful activities constitute a great risk to the Foundation's reputation as a source of honesty, integrity, wisdom, education, excellence and role model or even result in legal sanctions (including criminal sanctions) for both the Members and the Foundation.

In this regard, it should be noted that, according to the penal reform of March 30th, 2015, all legal entities may be considered criminally responsible for certain crimes committed by its managers or employees during the exercise of their professional activities, as long as the entity receives a benefit from their acts.

For that matter, the Foundation has made available a criminal risk prevention template sheet (hereinafter MPRP) and, as an ongoing process, is implementing the necessary measures in order to mitigate and prove, if need be, that the necessary control on all employees of the Foundation has been exerted, thus exempting the Foundation of any criminal responsibility that may result from any breach of law of any of its Members during the exercise of their professional activities.

For this reason, every Member of the Foundation who detects any possible illicit behavior related to any of the criminal offences included in the MPRP must report it to the Foundation through the Ethical Channel.

Finally, it should be recalled that any illicit behavior from any Member of the Foundation during the exercise of his/her professional activities (especially those included in the MPRP) may give rise to the appropriate sanctions, without prejudice of any other disciplinary sanctions that may be deemed appropriate.

B.9. Admission and selection processes

The admission process of both Students and staff will be governed by the principles of equality, merit and capability, as well as the affinity to the identity and charisma of the Foundation, being the person or board in charge for the decision responsible for ensuring a fair deliberation.

In addition to the aforementioned criteria, in cases of procurement of suppliers of goods and services, the best price-quality criteria must be applied.

B.10. Malpractice in relation to third parties

When collaborating with third parties (people or companies) the Members of the Foundation shall not extend invitations or any offer gifts whose estimated economic value exceeds what may be deemed reasonable and moderate, taking into consideration the context of the matter and the countries involved.

Additionally, it is completely forbidden to offer compensations of benefits of any kind to

a third party in order to obtain more favorable conditions than competitors, during a negotiation or when procuring a product or service.

In the same way, the Members of the Foundation shall decline any gift or invitation whose estimated economic value exceeds what may be deemed reasonable and moderate, taking into consideration the context of the matter and whether it can be considered as a compensation to provide a third party with preferential treatment against its competitors.

Notwithstanding the above, the Members should always decline in a polite manner and explain that the reason is to comply with the Foundation's Code of Conduct.

Additionally, regarding purchases and recruitment, any Member with decision or influence capacity to decide upon these must not show any preferential treatment to third parties that is contrary to the Foundation's legitimate interests.

Every action that can be considered as illicit in the process of purchases and recruitment, such as bribery (i.e. illegal or inappropriate payments, contract awards motivated by non-objective interests, etc.), influence peddling, business corruption or fraud, will be considered as extremely severe and may result in legal penalties (administrative and criminal) for the responsible person, without prejudice of any other disciplinary sanctions that may be deemed appropriate.

The Foundation is committed to the promotion of fair market competition, propelling free competition of third parties. Thus, all purchases and recruitment processes will be held according to the internal regulations for this matter.

8.11. Professional loyalty and cooperation

All Members of the Foundation must develop and dedicate their professional capabilities and personal efforts in order to comply with their professional duties. Hence, their working hours must be used in a legitimate way and should not be dedicated to personal, familiar or to any third parties matters, except for exceptional and justified reasons. The workshops and other training activities that are included in the training plans established by the Foundation will be considered as equally legitimate.

In case of shared tasks or responsibilities, all Members of the Foundation must keep others informed about the progress made and facilitate their contribution.

Withholding information from other Members, providing inadequate or false information or intentionally delay providing it, the lack of cooperation and any obstruction during the performance of professional activities is deemed disloyal and unacceptable.

Likewise, in all their interactions with authorities and public representatives, the Foundation and its Members shall collaborate and act in a respectful manner in order to promote and defend their legitimate interests, according to the applicable laws.

B.12. Conflicts of interest

Whenever a Member of the Foundation must make a decision whose result will affect, simultaneously, the interests of the Foundation and his/her own due to personal (familiar, friendships, etc.) or professional ties (companies, businesses, entities, etc.) will be considered as a conflict of interest.

Therefore, every function performed by the Members of the Foundation must be objective, independent and impartial, since the mere appearance of influence or a

conflict of interest on the part of the Foundation may harm its quality standards as well as the reputation of the Foundation, its Members or other parties involved.

In the event of a conflict of interest, the Members of the Foundation will act according to the following principles:

- **COMMUNICATION:** inform their manager or hierarchical superior. In complex matters, the manager or hierarchical superior may raise the issue to the Ethics and Compliance Committee, which after a careful evaluation will decide whether the person involved shall remain in the process or not. When allowing a Member of the Foundation in a situation of conflict of interest to make a decision on the matter at hand, managers shall take into consideration not only the integrity and objectivity of the Member of the Foundation but also any possible harm to the public image of the Foundation.
- **ABSTENTION:** in case of taking part on a collective decision, the Member of the Foundation shall inform the rest of the people involved in the decision process and abstain from voting as well as from gathering or communicating confidential information that may affect the aforementioned conflict of interest.
- **INDEPENDENCE:** act according to the freedom of opinion, being loyal to the Foundation and its interests, leaving out any personal or third parties interests.

B.13. Resources protection and safety

Safety and the protection of the Foundation's resources is considered a shared responsibility of all the Members of the Foundation. All must perform their professional responsibilities paying due attention to safety, resource maintenance and administration, following all technical and organizational measures included in the Foundation's Safety Policy, available to all Members of the Foundation.

The Foundation makes available bibliographical resources that must be handled with care. Consultation and lending, if applicable, are regulated by the Foundation and must always ensure the good conservation and care of the materials property of the Foundation.

All Groups commit to use the Foundation's resources in a careful and appropriate way, in order to safeguard and preserve the aforementioned resources and its long-term maintenance.

B.14. Privacy and confidentiality

The Foundation and its Groups shall remain subject to compliance with the current regulations in data protection. Likewise, they must comply with the data protection and confidentiality internal policies developed and shared by the General Secretariat of the Foundation.

B.15. People's safety

People's mental and physical safety, both physically within the facilities of the Foundation and during their professional activities, is considered an inherent right, according to the Foundation's principles.

The Foundation and its Members are committed to safeguard the health protection and the safety of its Members and Students, for which both the Occupational Risk Prevention Service and Nursing Services are made available.

B.16. Commitment to human and labor rights

The Foundation commits itself to ensure compliance with both human and labor rights, granted by national and international law, enshrined in documents such as the United Nations' Universal Declaration of Human Rights and the International Labour Organization, including any updates.

All the Groups, including the supply chain, must respect human and labor rights and inform about any case of abuse or infringement of these rights that may take place within the facilities of the Foundation and during their professional activities.

B.17. Personal life, family and work balance

Since its bedrock is the doctrine of the Catholic Church, the Foundation understands the importance of the family as a source of support and strength and thus considers a proper personal life, family and work balance as the basis of a wholesome life that favors the proper performance of the individual's tasks, health and emotional stability. Due to this, the Foundation encourages its Members to maintain a good life-work balance, fulfilling the work schedules and respecting any situation or eventualities that may arise throughout human life.

c. SUSTAINABILITY

C.1. Environmental protection

All the Groups are responsible for complying with the environmental laws and regulations and respecting and supporting the protection of the environment (regardless of the Centre where they perform their professional activities).

Respecting the environment makes part of the Foundation's values and must be unquestionably present in all its processes.

The Foundation shall provide itself with a set of regulations and procedures on environmental management (according to the applicable laws) that may allow to detect and minimize environmental risks. It shall also share with its Members relevant information on environmental protection regulations, in accordance with their activities and level of responsibility.

C.2. Promoting environmental sustainability

All the Groups shall promote sustainable development, supporting economic progress in balance with the environmental care and social development.

C.3. Social service

The goal of the Foundation's training activities is to provide social service and transmit the values and principles of the Social Doctrine of the Catholic Church. All Members of the Foundation in charge of teaching activities must be aware of this goal and accept the responsibility that entails developing that social service, thus transmitting the values and principles of the Social Doctrine of the Catholic Church.

ETHICS AND COMPLIANCE COMMITTEE

The Foundation has set in place a monitoring and control system focused on ensuring the proper compliance with the Code of Conduct.

For this purpose, The Foundation has created the Ethics and Compliance Committee, whose purpose is, among others, the dissemination, orientation, supervision and

control of the Code of Conduct as well as the evaluation and resolution of any compliance breach of the abovementioned Code of Conduct.

Similarly, the Foundation relies on an Ethical Channel, available to all the Groups of the Foundation for reporting any irregularities, breaches of law or compliance breaches of the Code of Conduct.

This Ethical Channel may also be used to make inquiries about compliance with the Code of Conduct.

All the Groups of the Foundation share an obligation to collaborate in preventing illicit behaviors.

APPROVAL AND ENTRY INTO FORCE

This Code of Conduct, approved by the Foundation's Board after consulting the National Board of Asociación Católica de Propagandistas, foresees its own updates through policies, regulations, procedures or controls in order to fulfill supervision obligations that are the responsibility of the Ethics and Compliance Committee.

The Foundation's Board is committed to keeping this Code of Conduct updated in order to guarantee that its contents are adequate to the most relevant issues in this matter, as well as to ensure its effectiveness as a tool within the Ethics and Compliance system of the Foundation.

Hence, all the principles included in this Code of Conduct shall be considered fully in force and binding since the day of its approval by the Foundation's Board and shall produce their effects on all the Groups since the moment of its publication.

FINAL PROVISION

In case of any potential conflict between policies, procedures or regulations already established by the Foundation or any of its centers, this Code of Conduct shall always take precedence.

After its approval, this Code of Conduct shall replace the Ethical Code, approved by the Foundation's Board in its sessions held on 6th, 7th, 8th July 2017.

APPENDIX I: Acceptance Statement and Commitment to Compliance

I, the undersigned, (full name) _____, with Spanish National Identity Card (DNI) _____, do hereby accept that:

- I have received a valid copy of the current Code of Conduct from Fundación Universitaria San Pablo-CEU.
- I have read and understand all the terms and conditions included in this Code of Conduct, that must be followed by every Member of Fundación Universitaria San Pablo-CEU.
- I agree to comply with and be bound by all the terms and conditions and principles included in this Code of Conduct.
- I agree to comply with the law at all times.
- I understand and accept any legal penalties that may be brought against me as a result of any breach of law or compliance breach of the Code of Conduct of Fundación Universitaria San Pablo-CEU, without prejudice of any other disciplinary sanctions that may be deemed appropriate.
- I understand and accept the responsibility and commitment to the social, ethical and moral values and Christian principles that entails to be part of Fundación Universitaria San Pablo-CEU or to have a direct relation with it.

In witness thereof, I sign this document in (place) _____ on (day, month, year) _____

Signature

Fundación Universitaria San Pablo-CEU

APPENDIX II: Declaration of Conflict of Interest

I, the undersigned, (full name) _____, with Spanish National Identity Card (DNI) _____, do hereby declare that I find myself in a situation of conflict of interest with Fundación Universitaria San Pablo-CEU.

The reasons of this conflict of interest are as follows:

Thus, I declare my intention to comply with the Code of Conduct of Fundación Universitaria San Pablo-CEU and I remain at the disposal of the Ethics and Compliance Committee of the Foundation for further instructions.

In witness thereof, I sign this document in (place) _____ on (day, month, year) _____

Signature

Fundación Universitaria San Pablo-CEU