



## **Code of Ethics**

### Corporate Social Responsibility

Nivaria Innova

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## 01. Introduction

Nivaria is a company that designs and creates efficient solutions to solve information management problems for our customers.

We seek to add value at every stage of the process, for each profile involved in project development and during collaboration between Nivaria and third parties.

Nivaria is aware that constant compliance with standards of ethical behaviour in business is one way to create value and a prerequisite for achieving a strong culture of shared values. It is also necessary to preserve the image of the company in any situation and in relation to customers, partners, employees, third parties and other institutions.

The Nivaria Code of Ethics defines and develops the fundamentals of ethical behaviour which are meant to be applied to all business activities and actions to ensure that integrity is manifested in any relations established with partners, employees, suppliers, institutions and others.

Any questions about the interpretation of the contents of the Code of Ethics or any reference to situations not particularly described therein should be clarified with management.

When there is a breach of any of the criteria or guidelines contained in the Code of Ethics, the appropriate legal framework will be used to find the correct approach or solution.

The management of Nivaria and their delegations throughout the world should actively promote the distribution of the Code of Ethics in the company and assure that it is respected on a permanent basis.

Compliance with applicable laws and compliance with the Code of Ethics must be addressed on a regular basis throughout the company and its delegations. This should be done in accordance with the procedures and laws of each country.

## 02. Basic Requirements of Ethical Behaviour

### 02.1. Scope

The Code of Ethics will apply within Nivaria and includes all employees of the company without exception. It is the task of management to set an example of its implementation.

To achieve this purpose the Code of Ethics will be available to all employees and, via the Web, to any person who is, has been or will be related to Nivaria.

The scope of the Code of Ethics may be extended to any other person connected with Nivaria when, by the nature of that connection, their actions may affect to some extent the reputation of Nivaria.

The contents of the Code of Ethics must comply with the provisions of the laws.

### 02.2. Behaviour within the Legal Framework

The subjection to the law and the legal system is a fundamental principle in our company. All employees must obey the laws and regulations of the legal system within which they operate.

Any employee guilty of violating the rules shall conform to the disciplinary consequences arising from the failure to perform his or her duties as an employee and regardless of the penalties provided by law.

Along with the laws and regulations, in every country there are a number of conventions and regulations from international agencies. These are directed primarily to Member States and not directly to businesses. However, they constitute an important guide of conduct for multinationals and their employees.

Nivaria therefore emphasizes the importance of alignment with these standards. Nivaria expects its suppliers and business partners to also respect these global standards.

Here we mention the most important conventions in this regard:

- Universal Declaration of Human Rights, UN 1948, European Convention for the Protection of Human Rights and Fundamental Freedoms.

- International Labour Organization (ILO), Tripartite Declaration of Principles concerning Multinational Enterprises and Social Policy, 1997 and ILO Declaration on Fundamental Principles and Rights at Work, 1998 (especially devoted to the following areas: eradication of child labour, abolition of forced labour, prohibition of discrimination, freedom of association and right of collective agreements).
- OECD (Organisation for Economic Co-operation and Development) Guidelines for Multinational Enterprises.
- "Agenda 2001" in sustainable development (final document of the UN Conference on Environment and Development, Rio de Janeiro 1992).

### 02.3. Accountability for the Image of Nivaria

Our brands are an important tool to differentiate our products and maintain the quality and reputation of our business. The Nivaria brands and the trademarks of our products must be enforced strictly to maintain their legal validity and inherent value, and to protect users in the market. Accordingly, the use of our brands, including the name Nivaria and our logo is subject to our "Brand Policy", indicating what can be done with them and what needs our express authorization.

The image of Nivaria is determined in a substantial degree by the actions and the way in which each employee behaves and presents him or herself.

Employees should always bear in mind that every decision they make and everything they do, particularly in their professional actions, may have an effect on the company's reputation.

Nivaria is a company with a presence in several countries; each employee should focus their efforts on maintaining respect for the company and the reputation that Nivaria has in the country and its surroundings, looking for synergies and respecting differences.

### 02.4. Mutual Respect, Honesty and Integrity

Employees must comply with the contents of the Code of Ethics, both within and outside the company; these ethical values are the key to the culture of Nivaria:

- The equality of persons and appreciation for diversity, without distinction of race, sex, religion, culture, or any other differentiating characteristic, while respecting their dignity and ensuring compliance with all inherent rights.
- Professional objectivity, which requires decisions and actions to be taken without the influence of conflicts of interest or other

circumstances that could question the integrity of Nivaria or its employees.

Ensuring compliance with this commitment to ethical actions requires responsible behaviour, which in turn requires a commitment, both institutional and individual, to strictly conforming to the principles and criteria of the Code of Ethics, and a consistent attitude by employees in the identification, instant communication and resolution of any ethically questionable actions.

Along the lines described, the code of ethics will be built around integrity in two key areas:

- Integrity in relationships: serves as the base for commitments and characterizes how to govern relations between Nivaria and partners, employees and suppliers.
- Integrity of people: establishes guidelines aimed at ensuring the objectivity of employees and managers and fostering a respectful work environment that is transparent and committed to the business objectives of Nivaria while serving customers and society.

## 02.5. Management and Accountability

Our organization works to achieve a common objective. The organization's purpose is to understand the needs of the market and of our customers and turn them into products and services in an efficient and a constantly improving process.

Customer service orients our actions and the pursuit of customer satisfaction is constant, both with external and internal clients.

We have a vision of what a company is and what it should be and we work towards that goal. This will benefit our customers, suppliers, partners, employees and the communities where they belong.

Our main priorities are quality, productivity, efficiency, lifelong learning, innovation, mutual cooperation to achieve the goal and managing and sharing knowledge.

Each job role fulfils certain processes that add value to the customer.

- The improvement of each process is the responsibility of each worker, as well as the direction; this is achieved as the degree of reliability increases and time and costs are reduced.
- Compliance with legal requirements and regulations that affect the various processes and activities is required.

- A process can be improved when the resulting work provides greater value for the customer, organization or products.
- The improvements in processes and products must be documented and evaluated on an ongoing basis.
- We seek to foster an attitude of teamwork and multidisciplinary capabilities. We do not hide behind the phrase "that is not my responsibility." We seek solutions that add value to our customers.

Results and objectives are achieved when each person performs his or her tasks within the process. Improving the competitiveness of the company involves simplifying and ensuring the quality of the performances in each process.

We are organized such that the task creates the organization. The work and tasks to be done determine the structures and mechanisms used. To do so, we have created a matrix-based organizational structure with horizontal structures that consist of customer- supplier chains, project structures and other structures based on consistent leadership and shared responsibility.

Constant improvement is not a vague desire; it is the subject of an attitude of systematic review of the quantitative results obtained. It also proceeds from the search for new systems and processes that will improve the indicators and objectives of the organization.

We encourage decisions to be made at the closest level possible to the customer, always relying on as much information as possible.

We maintain open communication among all levels of the organization and this is done in a natural, respectful and efficient manner.

Our remuneration system is designed to be consistent with the work done and the value added. We look to support personal development and performance is measured based on the objectives achieved.

We recognize creative and innovative people and we are highly tolerant of cultural differences and different styles of thought.

We seek a balance between life and work. Nivaria makes personal and professional development of all its employees a business goal. It promotes working from home when appropriate.

Nivaria also promotes and supports environmental protection and social activities.

The organization is aimed at learning and lifelong learning is a commitment by all to all.

The role of facilitator is shared among team members according to the task. Work is organized so that the task creates the organization while creating customer - supplier chains. The task at hand determines the purpose of the structures and the mechanisms used. Responsibility is not delegated.

## 02.6. Corporate Ethics

All internal obligations have been integrated into the Code of Ethics of Nivaria.

Nivaria has established a committee for the management of corporate ethics which is responsible for the following functions:

- To write, publish and update the Code of Ethics.
- To disseminate and facilitate understanding and appropriate interpretation of the content of the Code of Ethics among all employees and partners, as well as those third parties where appropriate.
- To monitor and exercise effective control over compliance with the criteria and guidelines contained in the Code of Ethics.
- To address questions, concerns and conflicts that may arise.
- To manage in an efficient manner the resolution of ethical conflicts that may arise and take appropriate action when necessary.

## 02.7. Environment

Environmental protection and conservation is an important topic at Nivaria. The management of the environment is a global issue that affects all and is affected by individual responsibilities. Proper environmental management should ensure compliance with international laws and set high standards for action.

Nivaria supports the efforts of employees in promoting environmental initiatives and provides the means and support necessary to be carried out within certain margins of viability and sustainability.

We are committed to safety, health and environmental standards in our workplaces and our surroundings. All staff must set an example of sustainable environmental policies.

## 02.8. Health and Safety at Work

Nivaria is committed to conducting all activities so as to avoid damage to both the health of their employees as to any other person. We also promote in an appropriate manner, the personal health of all employees.

At Nivaria we work under the principle that all injuries or problems can be prevented and we actively promote, among all those involved, the high levels of awareness and discipline that this principle requires.

It is the joint responsibility of all employees to enact the best accident prevention measures possible. The working environment must be in accordance with the requirements of standard accident prevention.

Each employee should pay attention at all times to safety in the workplace.

## 02.9. Donations

As a responsible citizen, Nivaria gives grants aimed at health, education, sustainable development and science. It promotes and supports certain activities of a social nature.

To avoid fraud or mismanagement of company funds designated for that purpose, the following rules shall apply to the granting of donations:

- Donations should be made in a transparent manner. Both the recipient of the donation as well as the purpose of the donation should be documented. In this way, any donation can be justified, knowing why it was granted and who will use it.
- Requests for donations made by individuals will be rejected in principle.
- Payments to private accounts are inadmissible.
- Under no circumstances should donations be given to individuals or organizations which could harm our reputation.

Quasi-donations are banned for violating the principle of transparency. Quasi-donations are donations or concessions that appear to be compensation for an individual performance. However, compensation is substantially greater than the value of performance.

## 03. Relations with Employees

### 03.1. General

Nivaria looks to attract and retain talented individuals and considers the diversity of its employees as a major source of success for its business.

The employee selection process at Nivaria will be open, so that as many people as possible, with the applicable profile to fill the job, can apply. The selection process will be developed according to objective methods of valuation to take into consideration the occupational skill and ability of the candidates.

Those people involved with the selection or recruiting staff, either directly or indirectly, should guide their decisions and actions without admitting the influence of factors that could affect the objectivity of their judgement in accordance with the criteria laid down by Nivaria.

Nivaria promotes teamwork as a way to generate value, promoting a climate of trust based on open relationships, respect and mutual support and fluid communication as critical elements in integrating all employees, while encouraging individual creativity, making responsible decisions and assuming the possibility of error.

Nivaria makes personal and professional development of all its employees a business goal.

The promotion of staff at Nivaria will depend on equal opportunity and the recognition of the merit and capabilities of the individual, being measured through an assessment of their skills and performance.

Any employee at Nivaria is entitled to show their dissatisfaction with the person with whom he works and seek a valid solution for everyone.

Nivaria feels that the goal of preserving a healthy work environment as well as the creation of professional environments with high productivity is incompatible with the consumption of psychotropic substances or alcohol abuse. Being under its effects will entail sanctions.

It is the responsibility of all employees to work in order to ensure that all actions of Nivaria, within the framework of their businesses and activities, meet the criteria and standards of conduct contained in the Code of Ethics.

### **03.2. Personal Conflicts of Interest**

The inability to identify and respond to each of the personal conflicts of interest which in practice could arise, means that the contents of this Code of Ethics is geared to establishing criteria and guidelines for action that, while respecting the private decisions of employees, ensures professional objectivity.

Employees must identify any situation that might affect their professional objectivity and make it known to his superior before any actions could be affected by the situation.

Employees are not allowed personal benefits or compensation from any customer, supplier or partner, nor any person or entity which is in position to do or has done business with Nivaria. Professional meals will not be taken into account.

No employee should use their work to demand, accept, obtain or receive advantages. The acceptance of gifts is limited to occasional circumstances where the gift has a non-significant value, an invitation to lunch or dinner is the limit, any other should be rejected or returned.

Nivaria will not work on projects which include actions on the limits of legality, or with contracts or agreements giving unfair privileges to either party. Nor will we accept advantageous terms or premiums outside the terms of the business project.

Employees will refrain from offering or giving gifts to others which may be intended to sway, in an inappropriate way, or obtain a profit or benefit for Nivaria. In this regard a gift can only be offered or delivered under the rules of Nivaria, according to the procedures and requirements of authorization which may be applicable.

### **03.3. Respect for Human Dignity**

The labour, professional or contractual relations established between employees of Nivaria and others, cannot be used to promote situations of harassment, intimidation or any other that would infringe upon their personal dignity or involves discrimination.

### **03.4. Political Activity**

The right of employees to participate in political activities, legally recognized, should be exercised so that these activities can not be

construed in any way as attributable to Nivaria or may compromise the political neutrality of the company.

Employees who engage in political activity must conduct their activities outside of working hours, company facilities and without using the corporate email or any other of the company resources.

### **03.5. Development of Other Professional Activities**

The development of any professional activity outside Nivaria must be formally communicated.

If the employee's job allows, this activity should not interfere with carrying out assigned tasks, fulfilling working hours, and under no circumstances may involve the provision of services to competitors or employees of these.

Some of the professional activities approved, could be those related to:

- Charitable work or social services provided they do not involve any remuneration.
- Affairs and family businesses provided they are sporadic in nature and do not pose any conflict of interest with Nivaria.
- Activities related to research or educational content development targeted to the transmission of knowledge, provided they do not involve violation of professional secrecy.
- Other types of activities that Nivaria could choose to promote for reasons of social interest.

### **03.6. Non-Competition**

It is forbidden to collaborate with a company that competes in whole or in part with Nivaria, outside the working hours of Nivaria.

The commitment to Nivaria will last two years after completion of any contractual relationship, according to the confidentiality agreements signed by each employee.

### **03.7. Treatment of Company Resources**

Employees have an obligation to use company resources in an efficient and appropriate manner.

Except internally approved cases, it is not permitted to use resources owned by Nivaria outside the premises or facilities for personal uses.

Under no circumstances should any employee recover or transmit information that incites racial hatred, advocacy of violence or any criminal act.

Except when directly due to company operations, Nivaria will not allow any employee to make recordings of records, databases, video, audio or any other type of reproduction without the consent of the company.

### **03.8. Attitude of Responsible Communication**

Nivaria requires a commitment by employees to communicate those situations, although not related to their activities or area of responsibility, which they consider ethically questionable according to content of the Code of Ethics.

### **03.9. Termination of the Relationship with Nivaria**

Any person who ceases relationship with Nivaria may not use information obtained during its relationship with Nivaria and assumes that the work done for Nivaria, whether or not the consideration of intellectual property belongs exclusively and in its entirety to Nivaria.

Employees are committed to returning those materials owned by Nivaria in their possession at the time they finish their relationship with Nivaria.

### **03.10. Collaboration with Supervisors and Official Agencies**

Employees are obliged to cooperate with any monitoring and control to be exercised in Nivaria, with external auditors and government agencies acting in the exercise of their functions, as well as any third party who has been appointed by Nivaria for any specific purposes that would require or involve such collaboration.

Failure to comply with this obligation, falsification of information or the mere concealment of information may lead to disciplinary action, as well as other actions of civil or criminal nature in which Nivaria or the employee may be involved.

### **03.11. Regulation of Insider Trading**

Those who have inside information regarding Nivaria or any other company are not permitted to negotiate with company shares, whether or not they

are listed on a stock exchange. Internal information means any information that has not been made public and can be used to influence the decision to investors on acquisitions, sales and maintenance of shares.

To avoid even the appearance of a violation of the rules of internal trade, members of the highest level of management should not make any transaction in relation to the company shares in the period from two weeks prior to the completion of a quarter until two days after the publication of quarterly results, and in the period two weeks preceding the end of the fiscal year until two days after the publication of the results of the recently closed fiscal year. This also applies to employees whose activities or functions with Nivaria allow access to unpublished economic performance information.

Any internal information should not be transmitted without permission from Nivaria to outsiders such as journalists, financial analysts, clients, consultants, family or friends. Even within Nivaria such information can be transmitted only if the applicant is required to do so by his or her work. We must always ensure that relevant internal information is highly secured and maintained that way, and that unauthorized persons cannot access it.

All those who have access to internal information are not allowed to give investment advice to third parties.

Additionally, it should be taken into account that each employee will be personally liable for damages if they violated any internal rules.

## 03.12. Information Management

### Documents and reports

Effective cooperation requires accurate and truthful reports. This applies to relations with investors, employees, customers and business partners, as well as public administration and government offices.

All records and reports produced and distributed internally to external parties should be appropriate, accurate and truthful. To ensure compliance with generally accepted accounting principles (GAAP), all data and information must be complete, accurate and appropriate. The truthful reporting requirement applies to calculating costs and any other activities that are carried out.

Regardless of the responsibilities assigned to certain areas in terms of integrity and availability of information, employees are responsible for the reliability, accuracy, integrity and updating of data that incorporate different types of records (physical or logical) that are used and information

developed in the development of their duties. The management of such data should be governed by the basic rules of confidentiality and existing legislation.

### **Confidentiality**

All Nivaria employees must maintain confidentiality with regard to internal corporate matters that have not been made public. As an example, this would include details concerning the organisation and equipment of the company, as well as trade matters, manufacturing, research and development, as well as the formation of internal reports. The confidentiality agreement is signed by all; employees, customers, suppliers and partners.

## **03.13. Security and Data Protection**

Access to Internet and Intranet, to all information, dialogues and exchange of international electronic commerce is a crucial requirement for the effectiveness of the work of each of us and for the success of business as a whole. However, the benefits of electronic communication include certain risks in terms of protecting personal privacy and data protection. The effective anticipation of such risks constitutes an important component of IT infrastructure management. General management and each individual also have the responsibility to contribute to this security.

Personal data will only be retrieved, processed or used whenever necessary for clear, legitimate and predetermined objectives. This will ensure a system that will protect data quality and preventing unauthorized access. Data processing should be transparent and the rights of the users must be protected when it comes to information and correction and to the objection, blockade and suppression of their information.

All employees as well as entities that work with Nivaria are obliged to adapt to the laws in force in the country where the database is managed and administered.

## **03.14. Complaints and Comments**

Each employee must report any personal complaint to management and indicate the circumstances that constitute a violation of the Ethical Code of Nivaria. The issue will be investigated in an effective and thorough manner. If deemed necessary, appropriate action will be taken. All documentation included in the complaint shall be confidential. Retaliation of any kind will not be tolerated. Employees must exhaust all possibilities for internal mediation before going to external sources.

## 04. Relations with Partners and Third Parties

Nivaria's behaviour towards their customers, partners, suppliers, shareholders and the general public is guided by integrity and the search for win-win relationships.

This affirmation of basic corporate principles constitutes the foundation of our principles of business conduct. Therefore, strategic considerations as well as everyday business decisions should always be based on high ethical and legal standards.

To a significant degree, the public image of Nivaria is determined by the actions of each person and how every one of them behaves.

All employees share the responsibility to make sure the company complies with corporate responsibility worldwide.

Similarly, we will share with our partners and third parties the Code of Ethics as part of any working relationship and at any times when they face legal and ethical challenges in their daily work.

### 04.1. In General

Nivaria establishes business relationships based on equity, fair transactions and mutual benefit with partners.

Nivaria maintains the confidentiality of information that is not publicly available on its partners.

Nivaria expects all partners to conform to this professional Code of Ethics which aims to establish and maintain the high reputation of the Nivaria Community of Partners by committing to:

- Maintaining fair competition between them, within established rules of respect, courtesy and professionalism, avoiding all kinds of behaviours that may harm other partners or Nivaria.
- Keeping all actions within the rights of other partners and in accordance with the contents of this Code of Ethics.
- Trying to resolve potential conflicts through mediation and dialogue, looking for approaches focused on the common good.
- Respecting the lawful rights of third parties on industrial and intellectual property and the exploitation of products, brands and services.

## 04.2. Nivaria Partner Program: A System of Quality Assurance

The Nivaria Partner Program has a very specific objective: to create a community based on quality, while providing value to all projects developed with the Nivaria platform. To achieve this, Nivaria will:

- Share their knowledge and experiences with the rest of partners, while trying to promote each partners progress and make quality a basic principle of the company.
- Add value through professional advice and innovation, supplying a product with qualities adapted to the needs of the partners.
- Not explicitly or implicitly promise products and services that are outside their skills or experience, without letting partners know.
- Commit to continuous review of its organizational processes to improve care and service to its partners, focusing time and committed to provide transparent information and the training required.
- Apply stringent criteria for quality of the projects developed within the network of partners.
- Raise the professionalism of the partner network, being proactive and working with all activities being organized in this regard.
- Refrain from practices that harm the reputation of the network of partners and from behaviour that could cause moral harm or damage to property.
- Inform the actions of partners or other companies who could damage the professional image of the sector or who are violating ethical principles expressed in this Code of Ethics.

## 04.3. Pricing Policy

Nivaria has established prices for partners to license the use of its platform within one of the levels of the Nivaria Partner Program.

These rates are the same for all partners, and those who have their headquarters in a VIP country will benefit from additional discounts. There are also discounts by volume or by joining the Partner Program.

## 04.4. VIP Partner Countries (Via Internet Protocol)

Nivaria wishes to contribute to bridging the digital divide between countries. Therefore, the pricing policy seeks to ensure affordable prices for all those who build projects and applications on the Internet.

The philosophy of collaboration in the development of markets has led Nivaria to give benefits and special conditions to those partners who are located in developing countries. The updated list of countries that form the VIP list is found at the following site:

<http://go.worldbank.org/D7SN0B8YU0>

We have therefore decided to allocate a 50% discount to those partners from countries that are:

- Low-income economies
- Lower-middle-income economies
- Upper-middle-income economies

The reference country is the country of where Nivaria sends the invoice for the partner, the country of its registered office.

In any case, the updated list will be published by the World Bank. According to this list, a country may enter or leave, but the partner status will be considered each year.

## 04.5. Supplier Relationships

Nivaria believes that the effective articulation of the processes of acquiring goods and services is an important source of value creation. In many occasions a supplier is or may become a partner. For that reason, we refer to relations between equals.

In Nivaria the procurement of goods and services will be according to the following principles:

- Promote, wherever possible, to have a plurality of suppliers of goods and services whose characteristics and conditions comply at all times with the needs and requirements of Nivaria.
- Ensure that the procurement of goods and services is done by reconciling the search for the most suitable situation for Nivaria in each transaction.

Guarantee the objectivity and transparency of the decision making processes, avoiding situations that might affect the objectivity of the decision makers.



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