



# CODE OF ETHICS AND RESPONSIBLE PRACTICES



**ADN**  
DATACENTERS



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## CODE OF ETHICS AND RESPONSIBLE PRACTICES

The “Code of Ethics and Responsible Practices” (hereinafter referred to as the “Code”) sets forth action criteria that shall be met by **ADN** Solutions S.R.L. (hereinafter referred to as “**ADN**”, the “Company”) when fulfilling its professional duties. These actions shall be consistent with those of its employees, vendors and clients.

This Code was updated during the first semester of 2017.

### The Code

The purpose of this Code is ensuring a professional, ethical and responsible behavior of **ADN** and its employees when performing their activities anywhere in the world as an essential component of its corporate culture that serves as the foundation of the personal and professional training and development of its employees. Thus, this Code sets the principles and values that shall govern the relationships of **ADN** with its stakeholders (employees, clients, directors, business partners, vendors and any companies in which its business model is being developed).





## MESSAGE FROM THE CEO

Dear colleagues:

Thank you all for taking the time to read our CODE OF ETHICS AND RESPONSIBLE PRACTICES 2017. Over the past year, we have largely striven to develop good relationships focused on enjoying what we do with high levels of commitment, respect and quality to accomplish extraordinary experiences with 100% satisfied clients.

As a company, we are based on continuous improvement, and therefore we have adopted this CODE OF ETHICS AND RESPONSIBLE PRACTICES program as from 2017.



This program will evolve and strengthen over time thanks to the support of all of us. We will also achieve this by going hand-in-hand with our core values, which foster a transparency and employee proximity culture in order to adjust and communicate any issues that may infringe this document.

This document has been created so that employees understand from the very beginning what their right course of action should be, both as persons and as employees of the company.

All of us are responsible for abiding to this Code and for informing in good faith about any ethical issues that may arise.

As CEO of **ADN**, I feel very proud of each of you and thankful for your contributions and feedback as part of the **ADN** family.

Sincerely,



## Guiding values



Proximity

An ongoing and timely communication allows us to build close and long-term relationships with our ecosystem components (employees, clients and community).



Commitment

We are committed to hard, serious and disciplined work, for purposes of having a positive impact on our clients, employees and the community



Creativity

The ability to assess situations and putting ourselves in our clients' shoes allow us to combine capabilities, knowledge and infrastructure to deliver high-impact solutions.



Specialty

Our specialty is achieved by choosing what we are going to do and focusing on mastering and executing such field extraordinarily.



Discipline

We are based on George Washington's definition stating that: "discipline is the soul of an army. It makes small numbers formidable; procures success to the weak, and steem to all". By working with discipline, we will always accomplish outstanding results.



Integrity, honesty and trust are our strong pillars on which we build a healthy and competitive performance of our operations.



Attitude

It is the energy that drives our actions. Positive energy-driven actions will always bring great satisfactions.



Team work

Each of us has unique gifts and strengths, which become highly potent when combined with those of each team member. These are major differentiators in terms of the results of everything we do.

## Enforcement of the Code

This Code enables awareness and application of **ADN's** corporate culture, which is strongly based on the respect of human and social rights and on the effective integration of the entire team of employees into the Company while also upholding their diversity.

It establishes the due-diligence principle for the prevention, detection, and elimination of any irregular behaviors, regardless of their nature, including but not limited to risk analysis, duties definition, staff and Company-related third party training, where applicable, as well as procedure formalization, especially for the notification and immediate elimination of irregular behaviors.

This Code takes into consideration the criminal liability principle of legal entities set forth in the legal framework applicable to **ADN's** operations, and prevents the existence of any behaviors that might determine the liability of the Company amongst its legal representatives, managers, employees or any other person subject to the authority of **ADN's** staff.

## Commitment and scope of application

This Code shall apply to all our staff members, whether working on a permanent, occasional, temporary, full-time, or part-time basis, regardless of the position and duties performed. These individuals shall be hereinafter referred to as the “employees” or “us”.

This document shall be mandatorily read by all current employees as well by those becoming part of the Company from now on. It is possible to expand its scope of application to consultants, third parties, and any other company with which **ADN** may have established a business relationship from time to time.

**ADN** shall make reasonable efforts to communicate any changes to this document on a consistent basis.

This document is not intended to become a compilation of all ethics-related behavioral rules and responsible practices, being understood that there are situations that may not be covered or foreseen in this regard. This Code has been created to support employees in adopting decisions, while applying their good judgment and common sense. In case of any questions, employees may address these issues to their immediate supervisor or to the relevant committee.

Any deviation from these provisions on specific and duly justified situations may only be authorized by the relevant Committee, which shall respond as soon as possible to the interested party.





## Legal compliance

**ADN's** operations shall abide by the Costa Rican Constitution and shall submit to its jurisdiction, as well as by the laws and jurisdiction of any other country in which **ADN** may operate. This is why all of our business activities shall be conducted strictly in accordance with the applicable laws and regulations in jurisdictions covered by our operations. Any illegal behavior is strictly prohibited.

In case that any local laws and regulations allow for any behaviors that are not consistent with our Code, the provisions of our Code shall prevail. In case of disputes or uncertainty regarding the application or interpretation of any laws or regulations, these issues shall be elevated to the relevant committee.

## Code infringements

Any infringements of this Code, its operating policies and procedures may lead to disciplinary actions, including the dismissal, termination or non-extension of the employment contract, reprimands and the like.

In case of a legal infringement contained in this Code, such issue shall be reported to the competent authorities. The employees involved might be subject to civil and criminal penalties and procedures. In addition, **ADN** shall reserve the right to adopt any other measures, including the activation of a judicial proceeding against any persons involved or benefitting from illegal activities or in detriment to our Code, for purposes of recovering any damages caused to **ADN** as well as any amounts paid or received in error.

## Our duties

We are all responsible for the following:

- Complying with the provisions of our Code.
- Being familiar with and abide by the applicable laws and regulations in any jurisdictions in which we operate.
- Making sure that we know and apply these standard operating policies and procedures that are relevant to our individual job duties.
- Requesting immediate help and orientation in case of doubt.
- Informing about any actual or alleged infringements of our Code or its operating policies and procedures.
- Cooperating with internal investigations, where necessary.
- Acting with integrity at all times in order to maintain and foster our reputation throughout all our activities, wherever they may be conducted.





## Mutual Respect at Work

At **ADN**, we always show respect for all stakeholders. Our daily activities require we interact with people from different ethnicities, cultures, religious beliefs, political opinions, ages, genders, disabilities, and sexual orientations.

We all deserve respect to our personal dignity, privacy and rights. According to our values, we respect others and, therefore, we ban any behaviors or actions that might lead to discrimination, harassment or violence situations.



### Discrimination

Discrimination occurs when an individual or group of people is treated differently or negatively due to their personal features, beliefs or any other reason, including but not limited to their nationality or ethnicity, culture, religious belief, political opinion, age, physical or mental disability, gender, and sexual orientation.



## Harassment and bullying

Harassment, whether sexual, psychological or of any other kind, takes place in case of an unpleasant or offensive behavior towards other person, which affects this person's dignity or his/her psychological or physical wellness, thereby creating a harmful work environment.

It may manifest as repeated, hostile or undesired behaviors, comments, actions or gestures, but also as a unique and serious incident which creates an intimidating, hostile, degrading, humiliating or offensive work environment for any given person. The foregoing includes intimidation.



## Violence

Violence is the use of physical strength causing or that might cause physical injuries or any action(s), behavior(s) or comment(s) that might be reasonably perceived as a threat to physical security or integrity of any given person.

Physical aggressions, threats, and other violence-related incidents occurring at work shall be informed to the relevant authorities.

If any person has been a victim of discrimination, harassment or violence at work, or witnesses this kind of situation on any other person, this shall be promptly reported to his/her immediate supervisor and to the relevant committee.



## Health and safety

Staff safety is of the utmost importance during any of our projects. **ADN** is committed to providing safe and healthy work environments throughout our facilities.

**ADN** ensures that any applicable occupational health and safety laws are considered a minimum standard in all areas in which our Company operates.

We are committed to ensuring the protection of health, safety, and physical wellness of our employees as well as those in contact with **ADN**, by means of the identification of unsafe situations, the assessment of occupational risks, and the elimination of occupational hazards.

This in turn will help us create a zero-injuries work environment. All of us must work together to reduce the frequency and severity of occupational incidents and injuries, and to identify, report and eliminate unsafe or hazardous conditions at work. When it comes to occupational health and safety, we are all responsible for it.



## Drugs and alcohol

Employees whose ability to work may be affected by the use of drugs or alcohol are also hampering their own labor performance, the work environment, and the safety of our employees, third parties and the general public.

Employees should not be under the influence of drugs or alcohol while performing their job duties. Also, the use, sale, purchase, or possession of illegal drugs at work is strictly prohibited.

Furthermore, the use, sale, purchase, or offer of alcoholic beverages at **ADN's** facilities is prohibited, except where authorized by any member of the Senior Management and to the extent permitted by any applicable local laws.

Operating policies and procedures on health and safety matters provide for specific guidelines on this topic.



## Protection

**ADN** is committed to protect its employees, assets, and information wherever its operations may take place.

Our goal is to ensure the appropriate detection and mitigation of safety risks in order to provide a safe and protected workplace for all our employees.

All of us must remain alert regarding any potential threats to safety, and shall properly react in accordance with the applicable safety plans, protocols or procedures.

We will not willfully engage in any business activities entailing a safety risk that may not be properly handled nor mitigated.

Neither will we establish business relations with any safety services vendor that fails to abide by our safety and human rights principles.

All of us are responsible for complying with **ADN's** safety policy.



## Personal and private information

**ADN** shall abide by national laws in connection with privacy issues and shall adopt any necessary measures to ensure data accuracy and security.

All of us shall be careful and discrete when it comes to personal information. In general, **ADN** shall ensure that appropriate consent is obtained before disclosing said personal information.

Any personal information disclosed or collected by **ADN** during its business activities shall be exclusively used in such manner and for such purposes for which it was initially disclosed or collected (e.g., **ADN** might disclose its clients any personal information included in the resume of any employee for purposes of submitting a bidding offer or proposal).

Also, other situations may arise in which the law requires or allows **ADN** to disclose personal information to third parties. Such disclosure may be required for purposes of allowing a third party to perform its activities. Information may also be disclosed to third parties over the course of an audit or to local authorities as required by law.



## Conflicts of Interest

Over the course of our activities with **ADN**, we must make sure that our actions are always based on **ADN's** interests.

Therefore, we must avoid any conflict of interests, whether actual, potential or apparent, during the performance of our job duties.

- An actual conflict of interest occurs when the judgment, objectivity or independence of any given person might be affected by a potential conflict between the personal interests of said person and his/her professional or public duties.
- A potential conflict of interest occurs when there is a reasonable likelihood that a conflict of interest may arise in the future.
- An apparent conflict of interest occurs when a person that witnesses any given situation may come to a reasonable conclusion that there is a conflict of interest, even if this may not be an actual conflict.



Any actual, potential or apparent conflict of interest situation shall be reported to the specific email account available for these purposes.

The immediate supervisor shall perform an assessment to decide if the reported situation effectively qualifies as an actual, potential or apparent conflict of interest. Upon confirmation of a conflict of interest situation, the supervisor shall describe the measures to be adopted in order to correct the situation. This information shall be treated as confidential and shall be disclosed only to those persons directly involved in the conflict of interest assessment.

However, we shall always be attentive in order to be able to identify other situations that might lead to conflicts of interests. We should not hesitate to raise our queries in case of minimal doubts about the existence of an actual, potential, or apparent conflict of interests.

The following sections describe some examples of conflicts of interests:

- Incompatible secondary jobs and activities.  
Any actual or expected secondary employment relationship with other company or any position filled in other organizations shall be reported.
- We must avoid carrying out any activities that may be incompatible with our work at **ADN**.





The following situations are some examples of actual, potential or apparent conflicts of interest associated with incompatible or conflicting secondary jobs and activities:

- Performing activities or tasks that may conflict with or may be incompatible with each other during the performance of our job duties at **ADN** (e.g., any persons submitting equipment or service purchase orders while serving as an approver for such orders).
- Engaging in secondary employment relationships that restrict our capacity to fulfill our duties and/or work schedules at **ADN**.
- Having a significant equity interest, whether directly or indirectly, in a third company that has or intends to have a business relationship with **ADN** or is one of its competitors.
- Engaging, either directly or indirectly, in an external business or financial activity that actually or potentially competes with **ADN**.
- Engaging, either directly or indirectly, in an external business transaction for the provision of services or involving a business relationship with **ADN**; this is especially relevant when there is a chance of benefitting from a preferred treatment thanks to our position in **ADN**.
- Conducting business transactions in the name of **ADN** with any of our family relatives or with a business organization with which any of us or any member of our families may be associated, unless such association with said company has been properly disclosed and approved by the Senior Management.
- Love relationships at work; **ADN** does not endorse love relationships between employees, clients and/or vendors or members of affiliate companies.
- Neither does **ADN** endorse the hiring of people of the same family as well as people emotionally involved with another employee of **ADN**. As **ADN** was initially incorporated as a family company, the kinship between its founding members has been duly acknowledged and accepted.





These are some examples of actual, potential or apparent conflicts of interest resulting from inter-employee relationships:

- Working under the direct or indirect supervision of a family member of someone with whom we are emotionally involved.
- Influencing on other person working at **ADN** for the benefit or in detriment of a family member or someone with whom we are emotionally involved.
- Using our position to influence on any family member or someone with whom we are emotionally involved.

No further conflict of interest situations shall be permitted when arising from family or love relationships.

You should raise your concerns to your immediate supervisor in case you have doubts about whether a relationship with another employee of **ADN** might be considered as an actual, potential, or apparent conflict of interests.

When willingly reporting such love relationships, such disclosure shall be subject to the highest degree of discretion and confidentiality.



## Adoption of Appropriate Trade Practices



### Fair Competition Standards

At **ADN**, we are all committed to carry out competitive and fair trade practices in accordance with any applicable laws on this matter.

As a result of these laws, some banned behaviors include:

- Fixing or controlling prices, timeframes, or conditions outside **ADN's** business framework.
- Restricting competition or relationships with vendors and clients.
- Dividing or assigning clients, markets, or territories between **ADN** and or its competitors without the authorization or approval of the Senior Management.
- Influencing on sales prices established by our product and service vendors in a detrimental manner to **ADN**.
- Failing to submit a bidding offer, withdrawing a bidding offer, or submitting a spurious bidding offer to focus the awarding of such bidding in favor of another bidder with which we might be entering into unapproved agreements. However, the formation of a joint venture or project with potential competitors in order to submit a bidding offer for a specific project normally does not qualify as a banned behavior.



## Anti-Bribery and Anti-Corruption Standards

**ADN** shall perform its business activities with integrity, and strictly bans all forms of corruption and bribery.



We shall not accept, request, offer, promise, grant or authorize, either directly or indirectly, any bribes, kick-backs, payments or anything that may be considered as such (gifts, hospitality, employment, contracts or any other type of benefits) in favor of third parties in order to influence their actions or decisions, or to prevent certain actions from being conducted, for purposes of obtaining contracts or an improper benefit, or to obtain an excessive influence on a specific matter.

All of us are responsible for learning on how corruption activities should be detected, and ensuring that we are not involved in this type of situations, either directly or indirectly.



## Relationship with Vendors

**ADN** employees shall engage with its products and service vendors in a lawful, ethical and respectful manner.

Vendors' selection shall be governed by objectivity and transparency criteria, reconciling the company's interests in obtaining the best conditions with the convenience of keeping stable relationships with ethical and responsible vendors.

All vendors working for **ADN** shall commit to respect human and labor rights of all employees, as well as apply and convey these principles to their business partners. In no event shall the infringement of any of these principles be accepted by **ADN**.

Purchase and procurement activities shall be developed in strict compliance with all applicable regulations and procedures of the Company. All decisions adopted on this matter shall be reasoned, in the sense that they shall be justifiable, probable and verifiable in case of a third-party review or under **ADN's** own controlling methods.



**ADN** staff members are required to protect commercially sensitive information regarding any supply chain conditions established by the Company.

**ADN's** employees shall not ask vendors nor accept therefrom any information regarding any conditions established for other **ADN's** competing companies.

No **ADN** employee may offer, deliver, request or accept, either directly or indirectly, any gifts or gratuities, favors or compensation, whether in cash or in kind, regardless of their nature, which might influence the decision-making process in connection with the performance of any duties derived from the employee's position.

Any gifts or gratuities received in violation of this Code shall be immediately returned and reported to the corresponding Committee. In case such return of the gift or gratuity is not reasonably possible, such item will be surrendered to the Finance Department, which is the designated area for this type of gratuities, and after issuing the corresponding receipt such Department shall use this item to meet social interest needs.

## Service Facilitating Payments

These refer to any payments made for the provision of non-official services performed in favor of any person for purposes of ensuring or speeding-up any routine actions or services from any government agency and/or institution to which the paying individual or entity is already entitled.



Service facilitating payments are absolutely prohibited.

However, in case there is no other choice but to make such payment in order to protect ourselves against an imminent and serious threat to our health, safety or integrity, the solicited payment shall not qualify as a facilitating payment but as an extortion payment which will be permitted on grounds that it was made on coercion.

Any payments of such nature conducted in exceptional circumstances shall be reported to ensure that such information is accurately recorded and reported to the competent authorities.

## Gifts and Hospitality

Offering or accepting occasional and unsolicited gifts, meals or hospitality is not prohibited to the extent these are of reasonable value and comply with the law, our Code and its policies, as well as with operating procedures.

However, we shall not offer, accept or exchange any gifts, meals or hospitality to the extent that they:

- Have been offered in cash or cash equivalents, such as loans, shares, expensive or extravagant items.
- Are offensive, gaudy, or otherwise infringe our mutual respect commitment.
- Infringe any laws, regulations or standards, or violate any provisions or policies of the organization to which the beneficiary belongs.
- May be considered as a mechanism to influence an active procurement process or affect a pending business decision.
- May be considered as a bribe or kick-back.
- Are part of an agreement, either formal or implied, to do or receive something in return.
- May be reasonably considered as preferred treatment, whether actual or apparent, or might create an obligation for the beneficiary.
- May influence the beneficiary or the company for which said beneficiary works in connection with any business transaction.
- Occur on a frequent basis.

We shall be careful when offering any kind of hospitality, especially to government officials, as these are subject to more stringent regulations, standards and laws.

We should not use our own funds, including money to cover daily expenses, to offer gifts, meals or hospitality to third parties. Any gifts and hospitality offered to third parties shall be accurately and fully recorded in **ADN's** accounting ledgers and records.



In case of any questions please refer to the operating policies and procedures on Gifts and Hospitality before offering or accepting gifts, meals or hospitality from third parties.

## Third parties

A “third party” is any individual or organization with which an employee may be in contact during the performance of their job duties and business activities.

In general, third parties with which we interact in our business include:

- competitors
- vendors
- clients
- government officials and
- business partners

At **ADN**, we strive to deal with third parties in a transparent and accurate manner. Our expectation is being able to work with other companies or employees that share our values and high integrity principles.

Therefore, we expect for these third parties to adopt and implement trade practices that are consistent with our Code and:

- Comply with any and all applicable laws and regulations
- Refrain from engaging in bribes, kick-backs, and other forms of corruption
- Refrain from engaging in money laundering and terrorist financing activities
- Are held accountable for the health and safety of their employees
- Respect human rights of their employees
- Strive to foster local sustainable development
- Ensure that business activities are conducted in an eco-friendly manner.
- Foster and enforce our commitment with work quality

Our company will suspend any relationship with any third party that is found acting in any manner that is not consistent with our values and practices. Please refer to the relevant committee in order to obtain further information and advice regarding these issues.

## Business Partners

At **ADN** a “business partner” is any third party that depending on the context acts on behalf of **ADN** or is associated with our Company to perform a specific task.

Any actions conducted by other employees in support of our business activities have a direct impact on us. Under the law we are liable for the actions of our business partners



to the same extent as if such actions have been performed by ourselves. Therefore, we must ensure that any employees and organizations acting on behalf of our Company are conducting themselves in the same manner as we do.



It is our duty to ensure that a compliance due-diligence is performed and approved for every business partner with which our employees are dealing.





Our duty begins by carefully selecting our business partners and ensuring that they share the same trade values and practices. We must permanently and properly monitor our business partners during the course of our business relationships to avoid improper behaviors.

## Government Officials

On account of the type of activities we perform we need to deal with government officials on a regular basis, either directly or indirectly.

A “government official” is an officer, employee or person representing or acting on behalf of:

- Any government level (executive, province, state, municipal, or otherwise)
- Political parties, political parties representatives, and persons running for office
- State-owned or controlled entities
- International or inter-government public entities
- Any person serving in a legislative, administrative or judicial office

A “Government entity and State-controlled entities” shall refer to any legal entities created by a government (executive, province, municipal, etc.) which is controlled by the government, normally by their officers and directors. A Government entity and State-controlled entity may be owned by the State, whether in whole or in part.

For referential purposes, some examples of Government entities and State-controlled entities include: [public utility companies](#), [universities](#), [hospitals](#), [national agencies](#), etc.



When contacting government officials we are responsible for being familiar and fully abide by the applicable laws, regulations or standards regarding our interaction with said government officials or government contractors. In any event we must bear in mind the following:

- We shall always deal with government officials in an honest, accurate and transparent manner
- Government officials shall never be offered anything resembling as a personal benefit, unless this is clearly permitted by applicable laws and regulations, and is consistent with the provisions of our Code and operating policies and procedures
- We shall refrain from giving anything of value to any third party if we have reasons to believe that this will be delivered to a government official and
- We shall never engage in potential employment opportunities with a current or former government official or with any of their immediate relatives without previously consulting with the relevant committee

It is possible that any activities that be deemed acceptable when dealing with other private sector companies might be inappropriate or illegal when dealing with government officials. Therefore, we should all have special caution when interacting with government officials.

## Political contributions

Political contributions in favor of candidates, political parties, organizations or any other political entities across all government levels on behalf of **ADN** shall be strictly prohibited.

We are all allowed to engage in political activities in an individual capacity, to the extent that we do not use the name, time, funds, resources, or employee lists of **ADN**, nor ask for political contributions from any of **ADN**'s employees over the performance of its job duties.

## Lobbying

Lobbying is defined as the process intended to achieve a direct or indirect interaction between any person, group, representatives or even government officials and other decision makers or government officials to influence or impact their decisions with basis on particular preferences, interests, or convenience, according to one or different possibilities, and where success in such goal might be beneficial for both parties involved.

Although lobbying is a legitimate mechanism to access legislative, government and/or municipal institutions, many jurisdictions have sanctioned laws and regulations requiring different disclosure levels on lobbying activities.

On account of the nature of **ADN**'s activities, it is possible for the Company to conduct lobbying activities through phone calls, written communications or meetings with



government officials. Therefore, we must be aware of the applicable regulations and ensure full compliance therewith.

Any communications with a government official or legislative representative in some cases might be considered as an “involvement in lobbying activities”. Therefore, it is our duty to ensure that all recording or reporting requirements have been met in these cases and also that the General Manager has been informed about the fact that all relevant requirements have been fulfilled.

## Money laundering

Money laundering is the method by which any funds obtained or resulting from an illegal activity (e.g., drug trafficking, smuggling, copyrights infringement, counterfeiting and corruption) are concealed by placing said amounts in the lawful financial system and business transactions to conceal their real origin.



Money laundering is a global problem with devastating economic and social consequences. We should all comply with anti-money laundering laws and regulations. We are responsible for acting carefully to prevent **ADN** from becoming involved or associated with money laundering or any other criminal activities. Consequently, we shall apply the appropriate due-diligence level before entering into a business relationship with a client or third party. Also, we shall do our best to identify and monitor any potential alerts that might help us detect any atypical and suspicious activities.

We shall promptly inform our immediate supervisor or relevant committee on any suspicious activity that might be somehow related with money laundering activities or other crimes.



## Privileged and/or confidential information trafficking

During our relationship with **ADN** we may have access to “privileged information” in connection with any relevant events or changes that have not yet been publicly disclosed, and if so, might have an impact on the value of **ADN**’s securities and those of our clients, vendors, or joint venture partners.

Privileged information might include private financial information, sales figures, profits, dividend reinvestment plans or new financing transactions, acquisitions, new major contracts or other financial affairs, claims and litigation, etc.

Engaging in shares or securities transactions related with **ADN** or with any of our clients, vendors or joint venture partners (or advising third parties to do so) while in possession of privileged information related with said particular company not only is prohibited by our Code but is also illegal and might constitute a crime with serious consequences.

**ADN**’s Senior Management members are further liable with respect to securities transactions in accordance with the law.

In addition, we are not allowed to buy assets (such as real property) or securities of any company if we are aware that such company is a potential target of an acquisition by **ADN**.

All of us must ensure that privileged information is not disclosed to third parties, including clients, consultants, relatives, friends, financial analysts and journalists.

Said information shall remain within **ADN** and may only be disclosed by any persons specifically authorized to do so.





## Accounting and Financial Practices

Accurate, complete, and reliable records are essential to our Company, as they govern the decision-making process and strategic planning.

All of us shall commit to the following with respect to our books and records, regardless of the purpose of said information:

- Prepare the company's records, expense reports, invoices, supporting documents, payroll, and employees' records and other reports with honesty, due care, and on a timely basis.
- Perform all transactions subject to the specific authority level as required by our operating policies and procedures, and in accordance with the applicable laws, standards and regulations.
- Support all transactions with the appropriate documentation.
- Record any transactions based on solid criteria and accounting principles founded on incentive plans.
- Refrain from concealing any transactions, assets, liabilities, claims on alleged liabilities, potential claims, litigation or any other financial information from the Senior Management, the Finance Department, or the internal and external auditors of **ADN**.
- Carry out all possible efforts to resolve any issues and concerns arising from internal and external audit reports.
- Disclose any inaccuracies, misrepresentations, or omissions informed to the interested parties and correct them immediately through credits, reimbursements, or any other means acceptable to both parties.
- Ensure that, to the best of our knowledge, all documents issued and signed by us are true and accurate.
- Refrain from establishing and keeping secret or unrecorded cash funds or any other assets for any specific purposes.
- Establish limited access to sensitive or confidential information to ensure that it is not disclosed, amended, misused, or destroyed, either accidentally or intentionally.

The use of funds or other assets of **ADN** for any illegal or improper purposes is absolutely prohibited, as well as the recording of false or misleading entries and the opening of unregistered bank accounts for any specific purposes, whether in connection with sales, purchases or any other activities, as well as any improper or unusual financial transactions with third parties, such as overbilling or undercharging. **ADN's** managers and directors as well as those responsible for keeping accounting records shall remain alert not only to enforce this prohibition but also to supervise the appropriate application of **ADN's** assets.



## Corporate Social Responsibility

### Human Rights

At **ADN** we are convinced that all human beings should be treated with dignity, justice and respect.

**ADN** is committed to fight for the protection and safeguarding of human rights in all its transactions anywhere in the world, and ensure that the Company is not an accomplice of human rights violations.

We will not engage in any activities fostering human rights violations or supporting human trafficking, child labor or forced labor. **ADN** shall never engage in business relationships with subcontractors, business partners, vendors or third parties that are known for not adhering to our human rights principles.





## Our Commitment to the Community

- **ADN** is committed to strengthening sustainable benefits for local communities in which we live.
- By paying attention to the community's needs and expectations, and respecting the unique characteristics of each of these communities, we may build solid and sustainable relationships.
- Cooperating with charitable organizations, governments and private sector partners to develop and implement sustainable programs in connection with our projects.
- By providing tools for employees, companies and local communities through training, accompaniment and development of capabilities, we may transfer valuable experience and implement initiatives to improve employment opportunities and the procurement of our projects.

## Donations and Sponsorships

A donation refers to a cash or in-kind contribution made by **ADN** to a charitable or non-profit organization for purposes of benefitting a company or community.

A sponsorship is a commercial agreement under which **ADN** makes a contribution to an organization as consideration for any rights negotiated by the Company to promote its activities (e.g., advertisement, brand visibility, etc.).

**ADN** is committed to exercising its corporate social responsibility by means of sponsorships and donations awarded to carefully selected organizations in specific areas in which we can make a significant difference.

**ADN** prioritizes any donation or sponsorship applications that are consistent with its corporate values and with the good corporate citizen role that the Company intends to play, and reflect **ADN's** commitment to the development of an ethical business environment.

We must perform donations and sponsorships exclusively when these refer to priority and strategic areas within **ADN** and meet without a question the provisions of our Code, its operating policies and procedures. We must take into consideration at all times that donations and sponsorships might entail corruption risks and may be perceived as an attempt to obtain an improper benefit.





## Environment Protection

**ADN** is committed to protecting the environment and to conducting its business activities in a responsible and sustainable manner. Said objectives may be accomplished exclusively through the unconditional support and participation of our employees and the effective leadership of our directors. We should all respect and comply with the laws, standards and practices adopted by **ADN** in connection with the protection of the environment.





## Assets Protection

All of us are personally and legally accountable for protecting the assets of **ADN** and for ensuring that these are not damaged, stolen, squandered, or misused. For these purposes, the term “Assets” shall include any physical and intellectual property, time, exclusive and personal information and data, as well as business opportunities and resources.

The use of **ADN**'s assets for illegal, unethical, or improper purposes or with the intention of pursuing personal benefits or profits or in favor of third parties shall be prohibited. We should always comply with any applicable laws, internal requirements, standard operating policies and procedures in connection with the use of **ADN**'s assets.



## Electronic Resources

**ADN** provides any necessary electronic resources to carry out their business activities. The term “Electronic Resources” shall include but not be limited to email, information systems, and electronic equipment, software, Internet and network access.

All electronic communications regarding labor activities shall be delivered through the corporate email account. The use of non-corporate email accounts to send and receive any work-related communications is strictly prohibited.

Notwithstanding the foregoing, the personal use of **ADN**’s electronic resources is permitted, provided this is moderate and does not interfere with employees’ labor duties; the misuse of this privilege shall qualify as employee misconduct.

Electronic resources provided by **ADN** are the exclusive property of the Company and shall be used in a responsible, appropriate and ethical manner. We shall never use **ADN**’s electronic resources for the following:

- Exchange, store or process any contents that: are prohibited by law (e.g. the unlawful downloading of any materials protected by intellectual property laws)
- The promotion or enticement of harassing behaviors
- Any actions that may be perceived as racist, defamatory, discriminatory, violent, detrimental, sexist or pornographic
- Or might negatively affect **ADN**’s reputation

In any event, when using electronic resources, we should adopt any precautionary measures as necessary to avoid compromising the integrity of **ADN**’s equipment or systems or disclosing proprietary or confidential information.

**ADN** is entitled to exercise its supervision rights in connection with the use of its electronic resources and reserves the right to control and review any contents sent, stored and processed through the Company’s electronic resources, as established by law.

It is understood that over the course of our job duties and business activities with **ADN** and to the extent permitted by law, we are waiving any privacy rights we may have with respect to any information sent, stored or processed through **ADN**’s electronic resources.


We are aware of the fact that this information may be also shared with law enforcement authorities.



## Confidential information

Over the course of our job duties and business activities with **ADN**, we may have access to confidential information.

**ADN's** proprietary confidential information may include but shall not be limited to:

- 
- Any details in connection with our company, clients, prices, markets, equipment, sales, profits, internal report figures, and other matters in connection with our Company
  - R&D-related information
  - Technical information in connection with our products, services and processes
  - Information in connection with our marketing and service strategies
  - Any details in connection with current or possible mergers, acquisitions, or assets purchase and sale transactions
  - Any information regarding our employees and human capital





## Intellectual Property

We must prevent the disclosure or the improper or unauthorized access to said confidential information owned by **ADN** or by any third parties with which our company may be dealing from time to time. Our non-disclosure obligation shall apply during the course of our job duties and business activities with **ADN** and following completion thereof. These obligations shall survive the termination of our employment relationship with **ADN**.

Furthermore, we shall refrain from having access or using confidential information from clients, competitors, business partners and the like for purposes of obtaining an improper benefit.

Copyrights, trademarks, designs, trade names, logos, researches, developments, inventions, improvements, photos, videos, findings and any other form of intellectual property (e.g. protocols, procedures, technical processes, research methods, proposals, etc.) created or modified over the course of our job duties or business activities at **ADN** shall be the exclusive property of the Company.

In addition, any intellectual property items developed outside our relationship with **ADN** shall be the Company's property to the extent that such items have been created as a result of the use of any confidential information obtained during the course of our job duties and business activities at **ADN**.



Our duty is to protect **ADN**'s intellectual property in the same manner as we must respect third-party intellectual property rights. The reproduction, appropriation, or destruction of any intellectual property of **ADN** upon termination of the employment relationship with the Company is illegal. Despite our perception that we have contributed to any specific work over the course of our job duties in the Company, said work shall be the exclusive property of **ADN** and shall not be used for any other purposes or for the benefit of any other employer.

Furthermore, **ADN** has strictly banned the unauthorized use, theft or misappropriation of any intellectual property rights of third parties, including the information we may download from the internet.



## External Communication

Any opinions or information requested to **ADN**'s employees or in connection with their business activities by external groups or organizations should be channeled through the Marketing Department and/or the Senior Management.

The Marketing Department is the official contact for any members of the media aiming to obtain an interview, opinion or any other comments about the Company or any topic that might affect our business activity. Any requests from the media, even if requested as a personal comment or opinion, shall be forwarded to the Marketing Department. Any contact with the media representatives shall be made in a personal capacity, unless the Marketing Department has specifically required or coordinated otherwise.

Any involvement of an employee as a speaker in a lecture, panel or any other communication means, whether on T.V., radio, online, social media, printed media or otherwise on behalf of **ADN**, shall be previously approved by our immediate supervisor and reported to the Marketing Department beforehand, where possible. In case that such involvement occurs without prior planning, this shall be informed to the Marketing Department immediately after the conclusion of the specific event.

Any person expressing his/her opinions to external parties on any issues not related with **ADN** activities shall do this in a conscious manner and make sure that his/her comments are strictly personal and do not compromise, represent or bind **ADN** in any manner whatsoever.

**ADN** encourages its staff to become ambassadors of the Company in social media; however, when using social media and other media we shall refrain from disclosing confidential information that has been entrusted to us and always bearing in mind the provisions of our Code of Ethics and Responsible Practices at all times.



## REPORTING AND INVESTIGATION OF INFRINGEMENTS AND COMPLAINTS

### Obligation to Report

All of us shall ensure that all values and provisions of this CODE OF ETHICS AND RESPONSIBLE PRACTICES are followed

All of us have the duty and responsibility to inform in good faith all actual or apparent infringements of our Code, its operating policies and procedures, as well as any infringements of the applicable laws, standards or regulations, or any situations regarding an improper behavior or pressure compromising the Company's ethical standards. Subject to the provisions of local laws, failure to inform particular issues might result in disciplinary actions, including dismissal.

If we get involved in a situation or become aware of any event constituting or likely to constitute an infringement of our Code or of its implied policies, we shall report this immediately through any of the following channels:



- Our immediate supervisor.
- Our department Manager.
- The relevant Committee.

Any concerns that may arise or any reports to be submitted shall be treated with the strictest confidentiality, and any whistleblowers reporting in good faith about such issue shall be protected against any form of retaliation, discrimination or penalization. **ADN** shall commit to creating a work environment in which all persons subject to our Code are free from reporting any activities or incidents that are likely to infringe our Code or its operating policies and procedures, or from asking if any activities or incidents might constitute a violation thereof.

**ADN** strictly bans any retaliation against any whistleblowers reporting in good faith a violation —whether actual or apparent— of our Code and its standard operating policies and procedures, as well as an infringement of the applicable laws, standards, or regulations.

If we consider that we have been a victim of retaliation, we shall report such situation in the same manner as we would report any other infringement.





## Internal Investigations

**ADN** takes very seriously any improper behavior and assumes that all concerns and reports will be raised and submitted in good faith and that they are legitimate.

The relevant Committee shall be exclusively responsible for conducting any investigations in case of accusations for allegedly illegal or unethical behaviors, and shall apply renowned investigation techniques in accordance with internal protocols and procedures. This will guarantee the quality and integrity of the investigation process. Investigations shall be carried out with the utmost respect, discretion and privacy, and shall be confidential to the extent permitted by law and according to **ADN**'s need to fully investigate such affairs.

We should also keep confidential our conversations with the corresponding Committee. If the Committee finds the commission of any criminal activities or any other kind of improper activity, it is possible that **ADN** is required to report such activities to the government or to the corresponding law enforcement authorities.

It is our duty to fully cooperate in an accurate and honest manner with the Committee, and provide any and all documents and information as requested. We shall not make it difficult, hamper, or delay any internal investigations. Failure to cooperate with the Committee may result in the application of disciplinary actions, including dismissal.

Any person subject to this kind of accusations shall be deemed innocent unless proven otherwise during the course of the investigation.



## HOW CAN WE MAKE THE RIGHT DECISION?

Some decisions are easy to make. However, if we are not sure about a work-related action or decision, we must ask ourselves the following questions:

- Is it legal?
- Is it consistent with **ADN**'s values and with our Code, its operating policies and procedures?
- Is it fair, ethical and morally acceptable? What does my intuition say about this?
- How may this be perceived if it were released on the news or in any other public media?
- Would my reputation or that of **ADN** be negatively affected?
- May someone perceive this situation as a conflict of interest?
- May my action (or omission) put someone else's health, safety or wellness at risk?

If the answer to some of the foregoing questions is not clear or evident, or if we do not feel comfortable with our own response we should ask the corresponding Committee for advice.





In order to ensure compliance with the provisions of this Code, an Ethics Committee was created which shall be integrated by the following principal members:



- Ingrid Mora Rodríguez
- Luis Carlos Rojas Kruse
- Arturo Rojas Aubert
- William Chaves Calderón
- Mauricio Rojas Kruse

Alternate members:

- Luis Meneses Cambrónero
- Edwin Villalobos Pérez

This Committee may act on its own or upon request from any employee of **ADN**, manufacturer, vendor or third party engaged in a direct relationship or legitimate business or professional interest, by means of a complaint made in good faith.

For said purposes, any communications shared under this Code, whether containing noncompliance complaints or any enquiries regarding its interpretation or application, may be delivered to the Company by means of any of the channels defined as Contacts herein below.



## Contacts

If you have any questions or concerns we should start by asking the person that better understands our duties and responsibilities, that is, our immediate supervisor.

We may also contact any of the designated persons within our corporate function or department who serves as members of the relevant Committee. The updated list of contacts may be found in the intranet.

Email: [etica@adndatacenters.com](mailto:etica@adndatacenters.com)

### Basic duties of the Committee:

- Enforcing compliance with and internal disclosure of the Code among all staff members of **ADN**.
- Receiving all kind of reports in connection with the application of this Code and forwarding such reports to the Company's department that is responsible for addressing and resolving such issues, as the case might be.
- Controlling and monitoring the process of cases and their resolution.
- Interpreting any doubts raised regarding the application of the Code.
- Proposing the different Departments of the Company, upon prior report from the Committee, about any clarifications and development of standards required for the application of this Code, and the submission of at least an annual report containing an analysis on its application.
- Monitoring a Complaints Channel and also that its corresponding procedure is being followed

### In exercise of its duties, the Committee shall ensure the following:

- The confidentiality of all data and background information handled and all actions carried out in this connection, except for any information that shall be disclosed as required by law or court order.
- A comprehensive analysis on any data, information or document serving as basis for its actions
- The conduction of the appropriate procedure in accordance with the relevant circumstances, during which the Committee shall always act with independence and abiding by the right to be heard and the presumption of innocence of the relevant party.
- Protecting whistleblowers as a result of the submission of any complaints submitted in good faith to the Committee.
- The Committee shall have any necessary means available to ensure this Code is properly enforced.
- The Committee's decisions shall be binding for **ADN** and its employee.



## Publication of the Code

This Code shall be delivered to all employees and remain published on the official website of **ADN**. This Code shall be subject to any appropriate actions for communication, training and awareness purposes in order to ensure a timely comprehension and application across the entire organization.

ADN's website:



- [https:// www.adndatacenters.com](https://www.adndatacenters.com)

Additional information:



- Queries to the Committee: [etica@ADNdatacenters.com](mailto:etica@ADNdatacenters.com)
- Handouts delivered during training sessions and internal newsletters

