

Barcelona, April 1, 2015

ICTS S.L. Ethical and Professional Conduct Code

1. CEO Message.

The concept "integrity", for ICTS, is an idea that goes beyond simple compliance with the law. It is one of the fundamental values of our organization. That's how we present ourselves, as people and as company, and on this depends the trust and the respect of those with whom we relate.

The current Ethical and Professional Conduct Code is essential and of obligatory observance for all of us and should be extended globally. Both the superior positions and the collaborators of the company will be an unblemished example of it.

The international presence of our business has allowed us to know, recognize and integrate diverse laws and procedures and their application. However, and always in the search to comply with them, the principles of this Code will prevail and will be respected under any circumstance.

Compliance with the decrees of our Code will lead us to the satisfaction of having acted with loyalty both to our company and our employees and customers, in a clear and honest manner.

Therefore, it is the commitment of all of us, individually and as a group, to act with integrity and responsibility in order to achieve and create long-term value.



ICTS SL
Gestionamos tus necesidades...
B-64101579
Av. Diagonal 309, 6º A
08013 Barcelona - España

ICTS Administrator and Chief Executive Officer.

2. About ICTS.

ICTS SL is a Spanish company, based in Barcelona. We are dedicated to the procurement, logistics and commercialization of raw materials, machinery, spare parts and accessories for the Friction, Resins, Metal and Metalworking industries.

We offer a wide range of products of the highest standards and quality, produced mainly in Spain, Germany, the Netherlands, Italy, USA, Canada, China, India, etc.

Very close relationships have been developed with our manufacturers. Our company has full knowledge of their factories and production processes, which keeps us at the forefront in terms of supplying the highest quality technologies.

From the optimization of our services comes the ability to locate any product in any port or airport in the world, being able to organize your shipment by sea, air or land, delivering it to the destination indicated by our customers.

- Our Mission.

The supply chain scope in our organization is global, with ethical and high-performance staff, who integrates knowledge, experience and technology to offer our clients and business partners global solutions that contribute to optimize their operational, commercial and financial growth through the anticipated management of their needs, the reduction of costs and the maximization in time and quality of service.

- Our Vision

Consolidate ourselves as a global service company that anticipates the real needs of its customers through creative and innovative solutions, providing low cost services and high added value so our customers can grow and take hold in their reference markets and to contribute to the prosperity of their communities anywhere in the world.

3. OUR VALUES: Ethical and Professional Conduct Code.

Our Ethical and Professional Conduct Code is based on the highest corporate values. Action guidelines consistent with them are expected from our BOD, employees, collaborators and customers, without distinction.

- With our Customers and Suppliers. Our customers are our allies, so we strive to establish relationships based on trust and mutual benefit. There is no place for corruption, bribery, favoritism or practices contrary to good manners and the values established in this Code. ICTS acts with loyalty and under standards of free market competition. We commit to maintain the maximum availability for any need that may arise.
 - o Treatment. We are committed to execute honest and fair negotiations.
 - o Selection and Development. We grant the highest value to fair competition in the process of selecting the best suppliers, seeking to build lasting and honest relationships, treating the information exchanged confidentially.
 - o Conditions. We establish clear agreements regarding payment conditions, defining stable, simple and transparent processes that do not lend themselves to misinterpretation or bad practices. The commitment with the free
-

- competition and free market standards determine the respect of ICTS for the Anti-Bribery Policies: we do not manipulate bids; we do not fix prices and we do not place limits on the negotiating scope. We promote the legality of the operations; we are careful that our suppliers or clients do not engage in illegal practices and we won't have or maintain any commercial relationship with them if that would be the case. We want our suppliers to help us to offer excellent products, so we seek to work with those who offer us the highest quality standards.
- Anti-Corruption: Our relationships are based on mutual trust and we hope that the commercial experience is satisfactory and free of corruption for all of the parts involved.
 - With our Partners and Shareholders. We seek to establish the best corporate practices to offer the greatest transparency and certainty to our shareholders and partners, reinforcing the creation of long-term value partnerships. Priority is given to commitment, honesty and professional responsibility, always providing accurate and understandable information.
 - Professional Loyalty: Our commercial actions, except when they are performed under lawful agent contracts, mandate commission and agency mediation, imply an obligation with respect to not offering, giving or paying money or other goods, favors or benefits, or direct nor indirectly, to any person related to a public or private entity, if it pursues the obtaining or illegal maintenance of business or advantages.
 - With our Collaborators. We assume the respect to people and their dignity as a fundamental right. We seek for that all of our employees are respected, encouraging their development in both the professional and personal areas of life.
 - Respect for Individuality: We do not allow any type of discrimination based on age, sex, religion, origin, sexual preference, etc., nor for any condition protected by the laws of the Community in which we operate or by the Universal Declaration of Human Rights.
 - Development and Values: We are committed to promote the development of our staff and develop the highest moral values and ethical standards. We trust people and value them according to their merits; we are open to listen and share ideas.
 - Respect for the Team: Teamwork and leadership have a relevant weight in ICTS. That is why we are committed to reject discrimination, any type of harassment or unhealthiness in the work environment, guaranteeing a safe and healthy surrounding under the principle of impartiality.
 - Security: The physical and emotional integrity of our staff has direct impact on the efficiency in business operations and results; therefore, we are committed to providing a safe work environment by adopting the measures established by current legislations and those that may be promoted in the future.
 - Information and Confidentiality: The confidentiality of the information guarantees trust, which is the basis of the relationships that ICTS maintains with its customers, suppliers, staff, partners... When we integrate an employee in ICTS, the member assumes the commitment to give responsible and legitimate use to the information to which has access, keeping it's the confidentiality and security as intellectual property and industrial professional secret of the company. Even when the activity provided for ICTS ceases, this commitment must be maintained to which it is subject by professional ethics and by the laws of the countries in which we operate.
 - Conflict of Interest: No collaborator can or should have any financial interest, work or be a consultant, or in any other way, in a competitive business, supplier or client. All ICTS employees have the responsibility to declare any financial or other interest that may be in conflict with the company.
-

- Integrity and Corruption: In ICTS we do not bribe, we do not receive or accept favors or money or goods to provide benefits to ourselves or to third parties. We maintain a full commitment to national and international regulations for corruption and illicit payments. We do not finance personalities or political parties, officials or Administrations. We welcome the fulfillment of the FOREIGN CORRUPT PRACTICE ACT (USA), THE ANTI-BRIEBERY ACT 2010 (UK), OECD ... As well as the local anti-corruption regulations of the countries we operate in.
- With the Society: We recognize that our *raison d'être* is the society in which we are immersed; it is to whom we owe ourselves, that is why we support the community in which we live and commit ourselves to it.
 - In relation to the Laws and Local Manners: We keep ourselves informed of the laws of each country in which we operate and make the necessary adaptations to avoid any violation. Likewise, we try to participate as much as possible in the development of the corresponding country.
 - Social Commitment and Productivity: We are committed to the economic and social growth of the communities where our companies are located, through the creation of worthy and productive jobs. We assume our responsibility and encourage our employees to participate in community activities to help the most disadvantaged.
 - Climate and Environment: Our commitment is to support total compliance with current environmental regulations. We are aware that, although the impact of our activity is not particularly high, we cannot stop remain vigilant. We opted for alternatives that minimize emissions and contribute to the protection of the ozone layer, among others, as far as possible. We try to protect and optimize the value of the investment, mainly through the prudent and profitable use of resources, ensuring that they comply with the relevant security standards.

4. Purpose and Scope of Application.

This Ethical Code aims to combine ICTS's commitment with an effective business development, plus the rules, principles and ethical action criteria, guiding the staff to make the appropriate decision at all times. We will pay attention to honesty, good faith, common sense and sensibility.

The observance of this Code is strictly obligatory for all levels of the organization, being subject to it both the Administrators and the Executives as well as the employees, interns, trainees and, in short, any person who provides specific services or not for ICTS

The scope of the Code must go beyond the internal extension, extrapolating its basic principles to clients, suppliers and shareholders, seeking the purposes of reciprocity, understanding and integration of our own values.

In a global company as ICTS it is inevitable that situations not contemplated in this Code might arise. In any situation of uncertainty in the interpretation of a confusing situation, employees should request information from the General Management.

ICTS collaborators will always have the freedom to consult the General Management, or through the whistleblower channel, about confusing situations, in order to obtain support, advice, guidance and even, if necessary, definition of action.

Failure to comply with the Ethical Code will result in disciplinary action, which may result in the termination of the employment relationship, and / or legal action.



Av. Diagonal 309
Planta 6A, 08013
Barcelona,

info@icts-spain.com
+34 93277 6646
www.icts-spain.com

ICTS Management will inform, disseminate and communicate the content of this Code among all those people who are part of the organization in order to achieve a broad implementation of it at all levels of the organization.

A training in which the entire ICTS staff will participate, having the matter of Compliance as a central element, will be taking place annually.

5. Reporting.

The management of each and every one of the aspects related to this Code is the responsibility of the Compliance Committee and the General Management.

All administrators, managers, employees, interns, trainees, as well as any person who works or provides their services in / to ICTS has the obligation to notify or report any act suspected of illegality or lack of ethics that could affect the organization.

Reports will be sent in a non-anonymous way, and will be managed by the Compliance Committee and the General Management; investigation will be initiated if the case was to occur.

Confidentiality of the identity of the reporter will be assured, and no coercive measure or sanction will be taken against those persons who notify, denounce or report any violation of this Code, provided that such notifications are made in good faith.

The collaboration upon any investigation and / or external or internal Audit is obligatory for any of the members of ICTS. If any executive or employee is being investigated, this will be communicated to the General Management, and if the Administrator of the Company was, the BOD will be informed, except that the investigation was under summary secrecy, protected by the Law or the Authorities.

Reporting shall be directed to:

E- mail: ethicalchannel@icts-spain.com
Phone Number: (0034) 932 776 646
Ref.: Ethical Channel

This Ethical and Professional Conduct Code takes effect on the same day of its publication, date above, of this document, and will remain effective until it is subsequently updated.

