



# INTEGRITY PLAN

**BTU**

Argentina.  
March 2019<sup>(\*)</sup>

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# INTEGRITY PLAN

## Law 27.401

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President  
CPA Osvaldo César RABINI

Compliance Director  
Mrs. María Esperanza NOGUEIRA

<sup>(\*)</sup> Executive version for distribution, approved by the Board of  
Directors on March 11, 2019

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IMPORTANT NOTE: This version is for distribution purposes only and has been edited and shortened in order to make the reading more agile and direct. For an in-depth review of each component, you may request an original approved copy to the Compliance Director.





# 01

Corporate  
Governance  
Commitment and  
Management Team





# Message from BTU S.A.'s President

In my capacity as President of BTU S.A. and on behalf of its Board of Directors, I express our determination to comply with all applicable regulations, amendments and rules, through the principles and guidelines established in this Plan, adjusting in an ongoing effort to adapt the internal procedures to the laws and regulations that are in force as it may be necessary.

The enactment of the Corporate Criminal Liability Law, Law No. 27.401 at the end of 2017, which establishes criminal liability for "private legal persons," as defined in the Argentine Civil Code, including companies incorporated under any legal form (LLCs, PLCs, partnerships, etc.), represents a fundamental change for our company's legal framework, creating a new regulatory obligation, at the same time that it represents an opportunity to improve the way we do our work.

The law establishes that companies are responsible for those crimes provided for in Article 1 -namely economic crimes- that may have been committed, directly or indirectly, with the entity intervention or when someone acted in his name, interest or benefit for said purpose. At the same time, the Law establishes the creation and implementation of an "Integrity Plan" that may minimally

contain the components stated therein (which consists in a set of actions, mechanisms and internal procedures that promote integrity, supervision and control, aimed at preventing, detecting and correcting irregularities and wrongful acts indicated in the Law) as a mandatory condition to contract with the State under certain circumstances. Such plan further allows for the retracing of responsibilities in the event of a legal claim in which the Company is not responsible or in which the Company were used by third parties as the means to commit illegal actions.

BTU S.A. strictly prohibits all forms of corruption, active or passive, during the execution of its business operations. Should an act of corruption be detected, the legal person behind such actions shall be duly reported to the competent authorities, regardless of the labor or corporate sanctions that may apply.



CPA Osvaldo César RABINI  
BTU S.A. President

All BTU S.A. members must comply with, collaborate and fully understand these fundamental policies, providing their support in the application, implementation and improvement of this Plan. The ethics and corporate integrity standards detailed below constitute mandatory compliance guidelines for all personnel and officers of the Company, including directors, shareholders and auditors, and are accessory to all third parties involved when operating with BTU S.A.

In order to lead the implementation of this Integrity Plan, we have appointed Mrs. María Esperanza Nogueira as Director of Compliance, to whom we may refer any questions or concerns regarding the different aspects related to its application. I hope all of us at BTU S.A. may leverage it so that we can continue to grow in our business, professional and personal life. ◀

# Vision and Mission

Since 1982, BTU S.A. has been involved in engineering, construction, and industrial assemblies projects, with an extensive experience in the oil and gas industry. Throughout these years, it has built gas pipelines, railway tracks, gas grids, surface gas facilities, gas compression plants, liquefied petroleum (LPG) plants, fuel and gas storage plants, among other processing plants.



## What is our Vision and Mission?



**VISION:** To be a leading company, committed to prioritizing the needs and expectations of our Clients through the construction of Turnkey Projects, and the supply of Equipment and Services, maintaining a high level of flexibility to adapt to changes through the development of our human resources.



**MISSION:** BTU S.A.'s fundamental premise is to be an economically profitable company through the execution of works and the provision of high quality services as required by our clients, without neglecting our responsibility towards community members, their heritage and the environment.





# Values and Principles

All BTU S.A.'s members and representatives shall always behave in line with the values and principles listed below.



## Honesty

Working and acting with honor in any environment regarding any issue that may be addressed, disregarding any option that may contradict such notion.

## Integrity

Acting with rectitude, always choosing to honor those decisions that respect the law, whenever problems or conflicts of interest that could offer alternative paths to the correct one may arise.

## Diligence

Always acting diligently in the face of issues to be resolved but without neglecting the results and integrity processes.

## Truthfulness

Making decisions based on real, verifiable and measurable data, accurately measuring and reporting all actions that may be followed.

## Sustainability

Developing activities in a sustainable way, in respect of the environment and the best sustainability practices.

## Ethics

Always acting and making decisions in accordance with the ethical criteria defined in this Plan and those that may guide the fair, proper and legal actions of people.

## Responsibility

Assuming the responsibility for each role, both as regards the administrative, commercial and operational tasks that each involved person may have, as well as in relation to those proposed by this Plan.

## Loyalty

Every person reached by this policy must be loyal to BTU S.A. and avoid any type of assistance to any competitor or third party in matters contrary to the interests of the company.

## Transparency

Always acting with clarity and lucidity, enabling constant audits of the tasks that may be carried out to achieve the proposed objectives.

## Fair Competition

Competing at all times with high enthusiasm, but doing so in a fair manner, in respect of the laws and principles that regulate the supply and demand market for goods and services in which our company participates.

## Suitability

Acting according to suitability guidelines. If certain issues are not known, delegating such matters to the right person in charge or getting the necessary training until such issue can be addressed.



### Rights

Always respecting human, work, gender, and environmental rights, and other similar rights that provide for good coexistence and the equitable development of each person's opportunities and potential in their personal and professional growth.

### Safety

Providing optimal working conditions in consideration of health and security issues, demanding high safety level during the execution of processes, onsite works, at every facility and the provision of services, paying special consideration to the protection of personnel, contractors, clients and the local environment, and communicating this principle of action to the entire company.



## Which are the Integrity Plan Objectives?

01

Establish general behavior guidelines for all BTU S.A.'s members, regardless of their role or hierarchy and for other third parties acting on their behalf or who may jointly participate in works or be part of their value chain.

02

Undertake the commitment to unrestricted compliance with Law 27.401, its complementary regulations and the best national and international practices in the matter.

03

Ensure the protection of the legitimate business and corporate interests of the Company, and defend it from potential risks and illegitimate uses by third parties, whether they are members of BTU S.A. or not.



# 02

## Code Of Ethics



Regulations Set  
Forth In Act 27  
**LAW 27.401**



This Code of Ethics constitutes a guide for the application of legal and ethical practices to ensure the integrity, reputation and business objectives of BTU S.A. in compliance with the obligations in matters of business transparency, integrity and ethics, mainly regulated by Law 27.401 and other complementary and accessory regulations aimed at ensuring fair competition, transparency of information and transactions, tax compliance, and the prevention of money laundering, among others.



## Why include a Code of Ethics?

The implementation of the Code of Ethics aims to establish a reference framework that may contribute to streamline our internal conduct criteria - and that of those that may be reached by such code - aimed at the prevention, control and detection of behaviors contrary to the law, allowing for the optimization of daily practices, reducing all biases as regards personal interpretations of the moral, ethical and legal principles to be applied.



## What is expected from BTU's staff and all other parties to whom this Code of Ethics may apply?

01

That they learn about and comply with the laws, regulations, and policies and procedures that may apply to their job.

02

That they seek advice and guidance in due time in the case of doubt about the direction to take and guide others to follow the same behavior.

03

That they have a proactive attitude towards potential violations, acting on their own initiative when incidents of breaches to the Code of Ethics are detected.

04

That they never judge or retaliate in any way against a person who raises an issue, reports a violation, or participates in an investigation.

05

That they be alert and report any issues or potential violations of this Code to their direct Managers or contact the Transparency Hotline.

**Transparency  
Hotline:**

**(+5411) 4321-4900**









## How do I know if my actions are in line with the provisions set forth in the Code of Ethics?

The following key questions should be considered before making any work and business-related decision.

01

Does the proposed action comply with BTU S.A.'s applicable legislation, internal policies and procedures?

STOP! ◀ YES NO ▶

02

Does the proposed action comply with BTU S.A.'s Code of Ethics and values?

NO YES ▶ STOP!

04

Is the decision subjected to any personal conflicts or opposing interests?

STOP! ◀ YES NO ▶

03

Could another type of decision be considered as the most appropriate course of action?

NO YES ▶ STOP!

In the case of doubts ▶ ASK







## Which are the Code of Ethics's principles and scope of application?



### Scope of Application<sup>1</sup>

This code is applicable -without exception- to all BTU S.A. personnel, its shareholders and business partners who may not have their own Integrity Plan.



### Report of Violations to the Code of Ethics

The responsibility of the persons stated herein is not limited to their own conduct. It also includes reporting any violation of the Code of Ethics of which they may become aware.

In view of the applicable legislation, BTU S.A. has set up a Transparency Line to receive inquiries, requests for guidance, and report any situation or behavior that may be contrary to the principles of this Code of Ethics<sup>2</sup>.



### Conflict of Interest and Duty of Fidelity

There is always a real or potential conflict of interest when, in one or more specific matters, the party involved has an interest contrary to that of BTU S.A., in such a way that it could affect the rights or interests of the Company. Any conflict of interest must be communicated in writing to the immediate upper management and Human Resources.



### Confidential Information

In view that the Company's information is one of the main assets of the Company and is essential for the management of its activities, its confidentiality must be preserved in every case, unless its disclosure is legally required.



### Use of Privileged Information

The Company's policy prohibits any disclosure or use of any confidential or proprietary information outside of the Company or for personal benefit purposes, either during or after employment. Unauthorized disclosure may be detrimental to the Company or a client and, in turn, it may be beneficial to a competitor.

<sup>1</sup> Parties subject to the law.

<sup>2</sup> Transparency Line: [\(+5411\) 4321-4900](tel:+541143214900)



### Anti-Money Laundering Laws and Regulations

BTU S.A. shares business structures with those liable parties subject to Law 25.246 -Money Laundering Prevention- and amendments thereof, and even though it has no obligation under such standard as a reporting party to the FIU (Financial Intelligence Unit), it shall apply all necessary recommendations to prevent, detect, and report possible suspicious operations related to money laundering and financing of terrorism through the channels it may deem appropriate.



### Accurate Records and Reports

Every person, in his/her respective role, is responsible for the creation and maintenance of unaltered and accurate records. All transactions, income and expenses must be accurately accounted for, recorded and documented, without omitting, hiding or altering any data or information in such a way that the accounting and transaction records faithfully reflect the actual status of the company and may be verified by the control areas and auditors.



### Employment and Work Environment

It is forbidden to carry out acts that go against morality, good customs, and discriminate against people. The Company hires personnel based strictly on their training and professional experience, and their work references. No employee or job applicant shall be subject to discrimination based on race, skin color, religion, sex, gender, religious beliefs, age, nationality, regular citizenship status, marital status, sexual orientation, or different physical abilities.





### Use of Corporate Assets

All BTU S.A.'s devices and equipment located in BTU S.A.'s offices, facilities and workplaces, such as telephones, photocopiers, computers, software, machines and tools, including e-mail systems may only be used in a responsible manner for all corporate related purposes and not for personal use.



### Transparent Management

The information that may be supplied or generated internally within the framework of decision-making processes must be accurate and decisions must be transparent. Those parties involved must take the necessary measures to ensure transparent handling of information and decision-making.



### Relations with Suppliers

A harmonious, respectful and courteous treatment shall be maintained with suppliers at all times. Consequently, under no circumstances, no one may be disrespectful to them.



### Relations with the Public Sector

BTU S.A. is committed to complying with the applicable anti-corruption legislation, including Law 27.401, which establishes criminal liability on companies for corrupt practices undertaken by their employees or representatives for "private companies".



### Penalties

Failure to comply with this Code and the rest of the components of the Integrity Plan will give rise to internal adjustable sanctions, independently of the civil and criminal penalties that may be applicable by The Judiciary.





# 03

## Corporate Integrity Policies and Procedures



### Corporate Gift Policy

The promise, delivery and acceptance of gifts and/or business courtesies are limited. Giving and accepting gifts, meals, and entertainment can be part of building a business relationship. However, no BTU S.A. employee, nor any person who provides services or on their behalf, shall offer, promise, give, request, agree, receive or accept excessive or inappropriate invitations, gifts, meals or entertainment that could create or imply improper influence or generate an obligation to any of its recipients<sup>3</sup>.

<sup>3</sup> For more details, please consult with the Compliance Director



### Organizations and Political Parties Contributions Policy

BTU S.A. prohibits contributions of money or kind in its name or through third parties to politicians, political parties or political organizations.



### Competition Defense Policy

During the development of its activities, BTU S.A. shall ensure at all times that fair, honest and transparent competition prevails



### Procurement and Contracting Policy

During all procurement transactions, the following principles and standards must be met:

All business relationships shall be conducted in such a way as to create equal opportunities for all approved suppliers.

The Company shall only accept cost estimates in procurement bidding processes from those suppliers that may provide clear and complete information.

The Company shall protect the confidentiality of prices offered by suppliers and all related information provided by suppliers in relation to their costs estimates, paying special attention to the use and filing of cost estimates to prevent unauthorized persons from accessing said information.







### Subcontractors and Vendors Policy

The Company contractors' behavior is as important to it as that of its own employees. The Company contractors' selection and contracting shall be based on commercial, technical, financial, quality and safety criteria, as well as their ethical procedures, and the compliance with all applicable legal standards.



### Zero Tolerance Policy for Bribery

Should it be proved through documented means that a person acted illegally with a supplier or client to obtain a personal benefit, such person's contract will be immediately terminated with just cause and, if applicable, criminal proceedings may be started.



### Policy of Cooperation with Competent Authorities

In the event that any State body, whether it be the Executive, Legislative or Judicial Power, makes a request for information or cooperation, it shall be immediately communicated to the Director of Compliance so that she can follow the necessary proceedings.



### Joint Ventures Policy

Joint Ventures with companies that do not sign their agreement with BTU S.A.'s Integrity Plan will not be carried out unless such companies have their own Plan with the same standards of compliance or higher.





### Bidding Policy

Any act of collusion or agreements with competitors or future competitors with respect to the presentation of bids or participating in competitive bidding processes, or subsequent contract awards, shall be prohibited.

During the offer preparation phase, the existence of dual controls through the intervention of more than one person will be encouraged in order to prevent any involuntary, much less voluntary, impact on the rules of this Integrity Plan.

This policy shall be governed according to the parameters established in the SAP system that encourages the participation of more than one liable person, with the same organizational hierarchy and from different areas, during the authorization process.

The documentation and offer to be submitted during the competitive bidding process shall be formally approved and signed by a hierarchical representative of the Company who knows and is committed to this Integrity Plan.





### Financial, Accounting, Corporate and Data Records

It shall be required that all parties involved in the disclosure of the Company's information, know and comply with the controls and procedures for the disclosure of relevant information of the Company and internal controls for the disclosure of economic-financial, production, information management, and of all other data that the Company may own or may have received from third parties.



### SAP Internal Management Policy

The Company performs all its internal management processes through the SAP Software, which is the highest standard in the market in administration, finance, logistics, production, marketing and other internal management areas. All parties involved with users enabled to use the system shall keep their terminals and knowledge in the application of the tools provided by SAP up to date.



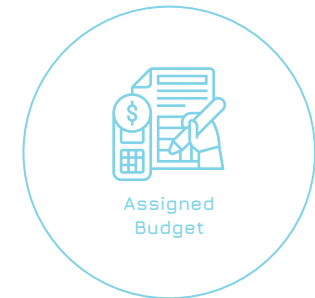
### Greatest Rigor Principle

Contractors and suppliers are expected to know and apply these policies, and the Company's Code of Ethics in their work and commercial relationships with BTU S.A., which in turn will carry out control procedures when deemed necessary to ensure compliance with these objectives.



# 04

## Other Integrity Policies









### Affidavit of Conflicts of Interest

BTU S.A. files its Affidavit of Conflicts of Interest before the regulatory entities on an annual basis as established by national regulations, and also asks all its management and board of directors to file an annual Affidavit of Conflicts of Interest that is sent directly to the Compliance Director for her information and involvement if necessary.

### Ethics Complaints Line

BTU S.A. has put into place an ethics complaints line (+54 11-4321-4900), which is managed by the Compliance Officer respecting the principles of anonymity and protection of the complainant in good faith, management of the complaint by suitable and independent persons, and resolution of the case applying the internal and external sanctions that may correspond.



Ethics Complaints Line

**(+5411) 4321-4900**

### Complementary Due Diligence System

BTU S.A. has developed a complementary due diligence system for suppliers and clients based on their risks, reinforcing the files with implemented procedures, based on the Risk Matrix report on each of them.

At the same time, it has also implemented a special due diligence system for joint ventures, mergers, and other interaction mechanisms with other companies for the development of projects, ensuring in every case that the highest standards of integrity and the corresponding national and international regulations are met.

### Integrity Plan Training and Communication

BTU S.A. provides annual training and communication for its Integrity Plan so that all the parties involved may have an in-depth knowledge of their obligations and rights, especially of their responsibilities under the Plan. To that end, BTU S.A. conducts regular internal trainings, hires external experts, and participates in trainings at renowned national and international educational institutions.







### Risk Assessment, Risk Matrix and Early Alerts

BTU S.A. operates a Risk Matrix and a Set of Early Alerts. This Matrix is built on the basis of a probability/impact system that enables the graduation of each measured unit according to its real risk based on known data. In addition, the Set of Early Alerts informs in which cases more exhaustive inquiries must be carried out to solve potential risks within the daily business management.

With all this basic information, BTU S.A. also runs an Annual Risk Self-Assessment that allows it to establish the prima facie inherent risks and residual risks in its business lines once the mitigating procedures have been applied. The risk factors involved in its operations are:



Operational Risks



Business Opportunity Risks



Business Partner Risks



Geographical Areas Risks

### Assigned Budget

Every year, BTU S.A. assigns a specific budget for the fulfillment of its Integrity Plan in consideration of the following components, among others:



Consulting



Training



Audits



Ethics Line



Management

### Records and Audits

BTU S.A. has high-level, inviolable and secure information records, documentation and management systems, based on the SAP platform, which constitute the essential data with which it manages the different procedures created by this Integrity Plan.

Every year, BTU S.A. also hires the professional services of a Law Firm that specializes in Criminal Compliance to carry out an Independent External Audit of its entire Integrity Plan.

# Additional Information

## Certifications



ISO 9001 Quality Management System, issued by TÜV Rheinland (since 2012)



ISO 14001 Environmental Management System, issued by TÜV Rheinland (since 2012)



ISO 45001 Occupational Health and Safety Management Systems, issued by TÜV Rheinland (since 2021), previously OHSAS 18001, from 2012 until 2021.



SICLAR – Record No. 195960, since 2016.



Certificate of Technical and Safety Aptitude. Manufacturer, importer and periodic testing workshop for LPG pressure vessels since 2005.



Certificate of Technical and Safety Aptitude. Periodic testing workshop for LPG pressure vessels since 2005.



Certificate of Technical and Safety Aptitude. Importers for LPG pressure vessels since 2005.



Certification of the National Registry of Public Works Builders.

## Management System



SAP Management System since 2011





# **BTU**

[www.btu-sa.com](http://www.btu-sa.com)

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