



Criminal and Anti-Bribery Compliance Policy

Translation originally issued in Spanish and prepared in accordance with the regulatory applicable to the Group.

In the event of a discrepancy, the Spanish-language version prevails.



Important information about this document	
Identification of the policy	Criminal and Anti-Bribery Compliance Policy
Scope of Application	National and International
Section of the Code of Conduct to be expounded	Section 1 "Basic action principles" of the Code of Conduct of ACS, ACTIVIDADES DE CONSTRUCCIÓN Y SERVICIOS, S.A.
Section of other policies to be expounded	None
Regulations to be replaced	Criminal Compliance Policy
Rules to be repealed	-
Related rules	Other documents that comprise the Corporate Compliance Programme
Business unit or function that it affect	COBRA GESTIÓN DE INFRAESTRUCTURAS, S.A.U. and subsidiaries (hereinafter, COBRA)
Personnel subject thereto	All COBRA members and business partners, as appropriate
Main responsible for the monitoring	Corporate Compliance Officer

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1. Definitions

The definitions of those concepts that shall be used frequently in this document are listed below:

- **COBRA / organization:** COBRA GESTIÓN DE INFRAESTRUCTURAS, S.A.U. and its subsidiaries.
 - **Board of Directors:** the COBRA management body, to the extent that it has been assigned the responsibility and fundamental authority of the activities, the governance and the policies and to which the senior management reports and is held accountable.
 - **Senior management:** members of the COBRA steering committee.
 - **Corporate Compliance Officer (CCO):** it is the internal body of COBRA, with autonomous powers for initiative and control, which is entrusted, among other missions, with the responsibility of supervising the functioning and observance of the Corporate Compliance Programme of the body.
 - **Members of the organisation:** the members of the governing the body, executives, employees, workers or temporary employees or personnel subject to a collaboration agreement, and volunteers of an organisation and the rest of the persons subject to a hierarchical subordination of any of the above, of COBRA.
 - **Business partners:** any legal or natural person, except the members of the organisation, with whom the organisation has or plans to establish some sort of business relationship. It can be included, but not limited to, external consultants, joint-ventures or natural or legal persons hired by COBRA for the delivery of goods or provision of services.
 - **Subjects affected by this document:** all the members of the organisation as well as certain business partners established when it is advisable or necessary to transfer all or part of its contents of this document.
 - **Third-party:** natural or legal person or independent body of the organisation.
 - **Stakeholders:** natural or legal persons who, not being business partners or members of the organisation, may be affected or perceived as being affected by a decision or activity of the organisation. In the case of COBRA, the interested parties are mainly shareholders, courts and public administrations.
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- **Personnel holding especially exposed positions:** members of the organisation whose positions involve their exposure to a greater criminal risk according to the criminal risk assessment.
- **Criminal and Anti-Bribery Compliance Policy:** set of provisions included in this document, hereinafter also referred to as the "Policy".
- **Crime Prevention Plan (CPP):** document that is covered by this policy and includes the current organisational standards and documents within COBRA regarding Regulatory Compliance and that include measures taken to evaluate, prevent, detect and manage early criminal risks.
- **Corporate Compliance Programme (CCP):** organisation and management system for crime prevention, the purpose of which is the prevention, detection and management of criminal risks by means of their integration into business processes, as well as measurement for continuous improvement; its essential basis is represented in the Criminal and Anti-Bribery Compliance Policy and in the CPP. Hereinafter, the "Programme".
- **Criminal risk:** a risk related to behaviours that could constitute an offence attributable to COBRA, according to the criminal liability regime for legal persons established in the Spanish Penal Code.
- **Requirement:** expected and mandatory need. The requirements may arise from criminal laws and complementary regulations or be set by COBRA by means of the Criminal and Anti-Bribery Compliance Policy or any of the CCP documents supporting it.

2. Purpose of Criminal and Anti-Bribery Compliance Policy

The Criminal and Anti-Bribery Compliance Policy sets forth the provisions of the Code of Conduct of ACS, ACTIVIDADES DE CONSTRUCCIÓN Y SERVICIOS, S.A. applicable to the organisation and, consequently, is linked to its ethical values, ratifying the will of COBRA GESTIÓN DE INFRAESTRUCTURAS, S.A.U. and its subsidiaries on maintaining a respectful behaviour both with the standards and its ethical values, defining for this purpose a framework of principles of compliance in criminal matters.

This Policy is in line with the culture based on integrity and respect for COBRA regulations and, in particular, with anti-bribery and corruption law that may be applicable to its structure, considering not only the interests of the organisation but also the demands that may come from its stakeholders. In this regard, it is a text in line with the strategic purposes of COBRA and, consequently, with aim not to tolerate any conduct that may be a crime, expressly prohibiting any act of bribery or corruption. Therefore, the maximum commitment of the governing body and senior management, as well as the rest of the members of the organisation, is required to comply with its provisions.

Based on this compliance commitment, the parameters of conduct that are expected of the persons affected by this document are established, requiring a commitment to them and describing the measures taken to monitor this mandate and the consequences in the event of non-compliance.

3. Entities, people and activities affected

3.1 Entities and people affected

This Policy is mandatory and shall be applied globally to the organisation. The members of the organisation must comply with its content, regardless of the position they hold and the territory in which they are located, unless the legislation applicable in the jurisdiction in which they work establishes more severe provisions, which shall prevail over this Policy.

Due to the foregoing, although this Policy is applicable to the members of the organization, it may also be extended, in whole or in part, to business partners, provided that the specific circumstances of the case so advise, thus complying with the due diligence processes of the organization in its selection of third parties to ensure compliance with the criminal law, and specifically with the provisions of the ACS SCE Code of Business Partner Conduct anti-bribery and corruption legislation, which establishes the obligation of monitor the conduct carried out by those who, being subject to the authority of the legal representatives and de facto or legal administrators of the legal entity, have been able to commit criminal conduct for having seriously breached the duties of supervision, surveillance and control over them, given the specific circumstances of the case, regardless of whether they are members of the organisation or business partners.

3.2 Affected activities

In addition to this Policy, there is a Catalogue of Forbidden Conducts and Expected Behaviours that summarises different criminal charges that, pursuant to the provisions of article 31 bis of the Spanish Penal Code, legal persons can be investigated in Spain for crimes¹ committed in the name or on the behalf thereof, and for their direct or indirect benefit, (i) by their legal representatives and *de facto* or *de jure* directors, or (ii) by the persons subject to their authority, when the commission of the crime, in this second case, is the result of an absence of due control, given the specific circumstances of the case.

Based on the analysis of the context of the organisation, the main activities that could entail criminal risks have been identified, so that their recipients are aware with regard to situations that could expose them to said risks in the exercise of their activities. COBRA expects that the persons affected by this document shall act with due diligence, ensuring at all times the development of the activities developed under the highest standards of integrity and responsibility, aimed at preventing the commission of any kind of public and/or private bribe that may occur.

4. Organisational measures

4.1 Corporate Compliance Officer

4.1.1 Composition

COBRA has a CCO that has been granted criminal prevention functions and shall be responsible for providing this Policy with effectiveness by means of the implementation of the different measures set forth in the CCP that supports it. The CCO is a single-person body.

The governing body of COBRA has appointed the CCO, who has received autonomous powers for initiative and control, as well as the maximum possible independence to perform the corresponding tasks, so that the CCO is free of any business condition that could impair the performance of its tasks.

¹ The Spanish Penal Code sets forth the criminal liability of legal persons for the commission of a closed list of crimes (*numerus clausus*), which shall be described in subsequent sections of this Policy or in documents resulting therefrom, notwithstanding the personal criminal responsibility that the members of the organization or business partners who have committed the crime or who have cooperated or participated in them may hold.

By virtue of the terms set forth in the Policy, the CCO has full support from the governing body of COBRA, to which this person has direct access. Likewise, the CCO is entrusted with the responsibility of monitoring the operation and enforcement of the CCP. In this regard, the CCO is entitled to freely access both the documents and the members of the organisation required for the performance of the corresponding tasks. The members of the organisation are obliged to immediately provide the documents and information requested.

The CCO performs its tasks autonomously, without specifying particular mandates therefor, by virtue of the provisions of this Policy and the provisions of the CPP.

The independence of the CCO guarantees neutrality in decision-making. This independence is supported by the functional relationship and the direct access to the governing body and, therefore, to the distance from the management team and middle managers in charge of operational management. In addition, the assessment of the performance of the CCO corresponds ultimately to the governing body.

4.1.2 Main duties

The main duties of the CCO are grouped in a structured way:

- (i) Promoting and monitoring the implementation of the CCP of the organisation, ensuring that all persons affected by this document can access to the standards of the organisation for crime prevention.
- (ii) Identifying the obligations on Criminal and Anti-Bribery Compliance Policy, keeping them updated and disseminating them to the members of the organisation.
- (iii) Identifying and managing criminal risks, analysing and assessing them, in order to prioritise the actions and allocate resources for their prevention, detection and management.
- (iv) Raising awareness and training cycles that enable those persons affected by this document to obtain the knowledge and skills required to assume their responsibilities with regard to prevention, detection and management of criminal risks, defining the global standards necessary to prevent bribery.
- (v) Advising not only the governing body and senior management, but also any other member of the organisation that needs assistance from the CCO, and preparing reports to the governing body and senior management on the results arising from the execution of the CCP and its performance.

- (vi) Reporting and management of the Ethic Channel.
- (vii) Properly identifying (for example, by means of the title, date, author, reference number, etc.), and in the appropriate format, not only the information of the CCP pillars, but also the documents resulting from its execution, making them available (except that which, for confidentiality reasons, can be only accessed by certain areas of the organisation), being suitable for use and enabling the traceability of their access and the preservation of their readability.
- (viii) Measuring the performance CCP of the organisation through indicators, ensuring that all its elements operate properly, also promoting their review and continuous improvement.

4.2 Obligations of the members of the organisation

To the extent that compliance with the law and the proper development of the CCP is the responsibility of all members of the organisation, all of them are expected to, regardless of the position held in the organisation, (i) ensure compliance with the provisions of this document, maintaining at all times an ethical conduct and contrary to the commission of criminal offences or any act of corruption or bribery that may occur in the performance of their duties. Likewise, they also show at all times their commitment to comply with the requirements established in this Policy and (ii) they immediately follow the instructions they may receive from the CCO in the performance of the aforementioned duties.

4.2.1 The governing body and senior management

The governing body and senior management not only support the CCO in the performance of the corresponding duties, but actively promote the culture of compliance within the organisation by tacitly prohibiting any conduct or act tending to corruption and/or acceptance/execution of bribery (outgoing or inbound). They also ensure that appropriate resources are always available to effectively execute the CCP and encourage the use of procedures and channels enabled for the communication of potentially criminal behaviours that may affect the organisation and its activities, among other issues.

The leadership exercised by the governing body and senior management leads them to have assigned, in addition to the obligations that all members of the organisation have (see section 4.2.2. of this Policy), the following outstanding obligations.

(i) Obligations of the governing body

The governing body is responsible for formally approving this Policy -as well as the updates it may require- and for promoting the appointment and implementation of a CCO suitable for the organisation, appropriate for preventing, detecting and managing the criminal risks that threaten the organisation.

Pursuant to the provisions of the Spanish Penal Code, COBRA has assigned the supervision of the operation of and compliance with the prevention model by implementing a body with autonomous initiative and control powers, being the governing body responsible for appointing it and formally approve the creation of this body, granting it the necessary powers and control as well as appropriate and sufficient financial, material and human resources so that it can effectively perform its duties.

As responsible for the adoption of the CCP, it is responsible for periodically assessing its effectiveness, modifying it, if required, when it is aware, by any means, of the existence of serious breaches or when relevant changes occur in the circumstances that concern the organisation, in the evaluation of its criminal risks or in the purposes of criminal compliance set by the organisation.

Similarly, according to the terms provided in the CCP regarding criminal compliance reports, the governing body receives reviews and subscribes to the reports provided by the CCO, taking the actions eventually suggested by the CCO or promoting those deemed most appropriate for the suitable management of the criminal risks identified. The governing body also ensures that training procedures approved by COBRA are established in the organisation, which must reduce the likelihood of criminal risks and have a higher valuation. The governing body must review, at the request of the CCO or senior management, the procedures and controls related to the delegation of powers for decision-making in areas where criminal risk occurs, when such delegations exist.

(ii) Obligations of the Senior Management

The senior management of COBRA collaborates with the governing body in the performance of its responsibilities, especially with regard to the transmission of the organisation's compliance culture and its zero tolerance for any act of bribery or corruption, as well as of the conduct that may involve the commission of crimes.

Due to its proximity to the strategic and operational purposes of COBRA and its hierarchical position, the senior management team is responsible for leading and supporting all members of the organisation in the performance of their compliance obligations, ensuring that all of them include them in their daily activities in the organisation. In this regard, in the exercise of its executive duties, the senior management team ensures that the requirements arising from the programme are incorporated into all the processes and procedures of the organisation, leading and supporting the members of the organisation while observing the requirements and the effectiveness of the CCP.

It must also ensure the availability of appropriate and sufficient resources for the effective execution of the programme, communicating internally the importance of such execution in a way consistent with the provisions of this Criminal and Anti-Bribery Compliance Policy.

The senior management team must also identify and act to manage potential or actual conflicts of interest when some cases in which the responsibility or authority for decision-making is delegated appear, in areas with criminal risk.

The senior management team participates in the procedures of identification, analysis and evaluation of criminal risks when required to do so, in addition to promoting the use of channels authorised to these and third parties among the members of the organisation for reporting potentially criminal behaviours that may affect the organisation and its activities.

Regarding the communications of the members of the organization about activities related to criminal risks, the senior management team ensures the absence of reprisals, discrimination or sanctions for those communications made in good faith or for those actions tending to avoid participating in criminal proceedings.

4.2.2 All members of the organisation

All members of the organisation are responsible for understanding, observing and applying the provisions of this Criminal and Anti-Bribery Compliance Policy, collaborating with the CCO, the governing body and senior management when required.

Likewise, all of them must immediately notify the CCO of any action in order to prevent or remedy the eventual commission of a crime or potential crime that they are aware of and/or that is being managed without the apparent intervention of the CCO.

In addition, all members of the organisation are expected to agree with this Criminal and Anti-Bribery Compliance Policy, attend training sessions that, regarding compliance issues, are established by their duties or position in the organisation, and immediately provide the information and documents requested by the CCO.

5. Knowledge and declaration of conformity

This Policy is published and is available to all organisation members:

- It is available at work centres for those members of the organisation who do not have any email address. These members of the organisation must sign a declaration of conformity in order to prove their acknowledgement and acceptance.
- In the intranet or in a similar internal computer application, so that the members of the organisation can access at any times the most up-to-date version of the Criminal and Anti-Bribery Compliance Policy through the corresponding intranet or internal computer application.
- The corporate website or, otherwise, any similar means for the purpose of informing both potential clients and business partners and third parties of the existence of a Criminal and Anti-Bribery Compliance Policy.

For members of the organisation who hold positions especially exposed to a criminal risk, their annual statement shall be requested pursuant to this Criminal and Anti-Bribery Compliance Policy. Equally, for business partners who show a higher criminal risk, their compliance with the values of this document shall be requested.

6. Behaviour communication

All members of the organisation are required to report on individual, collective behaviours or activities that take place within the framework of their activities in the organisation and that may be a breach of the content of this document or the rest of the CCP documents, regardless of whether such behaviours have been ordered or requested by a superior.

For the purposes of this Policy having an effective application, the organisation has provided itself with several internal reporting and communication procedures. Therefore, possible queries, remarks and complaints of the members of the organisation on criminal prevention may be managed by means of different channels of the organisation, ranging from a simple report to the hierarchical superior, who must refer it to the CCO, as well as through the COBRA reporting channel.

In particular, and notwithstanding other existing ways in the organisation to consult or report activities contrary to COBRA's internal values or regulations, the following e-mail address for this purpose is available:

canaletico@grupocobra.com

As well as the following address:

A/A COBRA GESTIÓN DE INFRAESTRUCTURAS, S.A.U.

Corporate Compliance Officer

Cardenal Marcelo Spínola, 10, 28016, Madrid

Any query, remark or complaint regarding criminal prevention must end up being managed by the CCO according to the terms set forth in this Policy and in the CPP. Confidential processing of all communications shall be guaranteed, as well as the absence of any reprisals against complainants in good faith.

Upon the detection of materially significant complaints or communications and/or complaints or communications that may seriously compromise the organisation or its stakeholders, the CCO shall immediately report it to the governing body and senior management for the purpose to manage them as quickly and urgently as may apply.

7. Consequences of non-compliance

Pursuant to the provisions of the Code of Conduct of ACS, ACTIVIDADES DE CONSTRUCCIÓN Y SERVICIOS, S.A., as well as in the COBRA CPP, all the persons affected by this document, regardless of their hierarchical level and geographical or functional location, are obliged to comply with the principles and procedures established in said texts, as soon as they are applicable. Likewise, for the purpose of ensuring the proper development of the CCP, they are urged to report any breach thereof, pursuant to the provisions set forth in section 6 (“communication of conduct”) of this Policy.

When the person responsible for the reporting channel investigates and confirms the transgression of the provisions of these texts, this person shall propose to the senior management team or, otherwise, to the governing body, the measures to be taken, including disciplinary measures (in the workplace) or contractual measures (in business relationships with third parties) that may be considered proportional with regard to the risk or damage caused.

These measures shall not only be applied to the persons whose behaviours have caused the risk or damage, but also to any employee who has not followed the procedures established by COBRA for its prevention and response, a circumstance that is considered in itself a breach of the values and ethical principles with which COBRA has been committed.

The measures adopted from a labour perspective shall respect the applicable regulations, without thereby losing impact or proportionality towards the seriousness of the facts considered, informing if it is appropriate to the legal representatives of the workers.

In the event that it is confirmed that the action of any member of the organisation could be a criminal offence attributable to a legal person, such circumstance shall be reported to the relevant public authorities for their knowledge and prosecution. Such report shall be accompanied by evidence that may have been collected in this regard.