

**CODE:** NPDC 104**TITLE:** ANTICORRUPTION POLICY**PUBLICATION DATE:** 13/9/2016**DISTRIBUTION:** GENERAL**REVISED ON:** 30/10/2018**SUPERSEDES:** N/A**AUTHORISED BY:** Board of Directors**DEPARTMENT IN CHARGE:** Compliance Department

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## 1. Purpose

The values of Ferrovial, reflected in the Code of Business Ethics, imply commitment to the highest standards of integrity, transparency, respect for the law and for human rights. Thus, Ferrovial requires its business to be conducted according to such principles and with the utmost respect for any applicable laws, whether national or international.

The Anticorruption Policy of Ferrovial ("the Policy") shall govern the behaviour of all directors, executives and employees of Ferrovial, and their collaborators in the conduct of business, bearing in mind that Ferrovial has implemented a policy of "zero tolerance" of any practice that may be classified as corruption or the giving or receipt of bribes. The Policy will govern the interactions between Ferrovial and any person and it shall not be limited to those between Ferrovial and Government Officials.

## 2. Definitions

**Applicable Anticorruption Laws.** Applicable laws that prohibit bribery or any other form of corruption. In particular, the Spanish Criminal Code, the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act or other anticorruption legislation that may be applicable.

**Anything of Value.** Among other things, cash or equivalents; gifts; meals; entertainment, including tickets for events; travel expenses; donations; favourable loan terms; third-party services; equipment, supplies or amenities; scholarships; marketing or promotional expenses; training courses; offers of employment or other benefit to a family member. It need not have a tangible or economic value as long as it has value to the recipient.

**Ferrovial.** Both the company Ferrovial, S.A. and the consolidated group headed by such company, which includes all companies that are directly or indirectly controlled by Ferrovial, S.A. For this purpose, "control" is deemed to exist when the majority of voting rights are held on the governing body.

**Government Official.** Any officer or employee of a government, department, agency, legislature, judiciary, public international body or organisation; any person who exercises a public function or acts in an official capacity for a government or public international organisation; and any political party, party official or candidate. A government body includes a company that is controlled by a government. Examples of Government Officials include (i) federal, state, regional and municipal employees; (ii)

employees of public international organisations (e.g., World Bank, United Nations); (iii) candidates for political office; (iv) members of a royal family or employees of a sovereign wealth fund; and (v) employees of any company directly or indirectly controlled by a state or state agency.

**Related Party:** Person who has a family relationship up to the second degree of consanguinity or affinity with the Government Official, as well as their spouse or person with an equivalent relationship.

**Group.** Ferrovial.

### Scope of application

This Policy shall apply to:

- Ferrovial, S.A. and the companies that comprise the Group, whatever their area of business, geographical location or activities;
- Members of the governing bodies of Ferrovial, S.A. or other companies of the Group (including supervisory boards or equivalent bodies);
- Employees and executives of any of the companies that comprise the Group.

Ferrovial will ensure that the principles established in this Policy are observed by all the companies of its Group.

In companies in which the Company has a stake and to which this Policy does not apply, Ferrovial will promote, via the decision-making bodies of the respective companies, the application of the principles included in the Code of Business Ethics and in all the policies related to the prevention of corruption and fraud.

The Spanish version of this Policy will prevail in Spanish speaking countries. In all other countries, the English version shall prevail, unless (i) otherwise stated; or (ii) the Compliance Department of Ferrovial has authorised a translation into the official language of such country.

This Policy cannot anticipate all situations or matters. It is the responsibility of all directors, executives and employees to request information and guidance when addressing new or unusual situations. In the event of doubt, the director, executives or employee should consult the Compliance Department of Ferrovial before acting.

### 3. Applicable Regulations

Ferrovial is an international group that operates in different countries and in various geographical zones. Each country may have specific anticorruption legislation. This means that Ferrovial is subject to compliance with very varied regulations, including:

- The Spanish Criminal Code
- The U.S. Foreign Corrupt Practices Act
- The U.K. Bribery Act
- The United Nations Convention against Corruption

- The OECD Anti-Bribery Convention

These rules prohibit the corruption of Government Officials, as well as the offering or acceptance of corruption in business between private parties. Any current or future Anticorruption Laws or internal (Group) rules and procedures that are stricter than this Policy shall prevail.

The Policy mandates compliance with Anti-Corruption Laws around the world, especially laws that prohibit the giving or receiving of bribes and corruption between individuals.

#### Relationship between the anticorruption regulations and this Policy:

The anticorruption regulations of each country may impose specific requirements that are not included in this Policy. In addition, Ferrovial may have approved specific anticorruption policies for some territories.

As a general rule, in the event of any discrepancy between this Policy and the local regulations of the country the stricter rule should be applied. However, in the event of conflict between this policy and the local regulation previous consultation is required with the Compliance Department of Ferrovial. In any case, approval by the Compliance Department of Ferrovial will be required prior to the passing of any internal rule or procedure on this matter.

#### **4. Reporting violations**

If you know or reasonably suspect that there has been a violation of this Policy you should promptly alert your superior, the Compliance Department of Ferrovial, or communicate your concern via the Ethic Channel or any other similar communication channel that may be available.

Ferrovial will not discriminate or retaliate against any employee who, acting in good faith, (i) reports any violation of this Policy, (ii) provides evidence, or (iii) participates in an investigation. Furthermore, confidentiality and anonymity will be guaranteed, should the informant so require.

#### **5. Prohibited conducts**

Any failure to comply with Anticorruption Laws is a violation of this Policy and, in particular:

- To give, offer, promise, contract or authorise the handing over of Anything of Value, directly or indirectly, (a) to a Government Official, to unlawfully influence an official act or decision; (b) to a corporate person or similar entity in which the Government Official or a Related Party is a shareholder, director, member or holds managerial control or a position of influence therein, to illegally influence an official act or decision of the Government Official (c) to any person, to induce him/her to unlawfully influence an official act or decision; (d)

as a reward for an official act or decision. An act includes an omission to act or a delay in the act that the Government Official should perform. No actual exchange needs to occur to violate this Policy: an offer or promise is sufficient.

- To solicit, receive or accept Anything of Value that may influence you to perform your work duties disloyally or otherwise improperly, or to offer, give or authorise the handing over of Anything of Value in order to influence another person to perform his/her work duties disloyally or otherwise improperly.
- To sign false contracts, in violation of this Policy.
- To fail to maintain accurate books and records, to hide or misallocate funds, or to disguise or attempt to disguise the sources of funds.

Ferrovial is required to have in place: i) adequate internal controls and procedures that help prevent bribes or any other form of corruption and detect illegal transactions and (ii) accounting practices that help to ensure the accuracy of its books and records. Hidden or badly accounted assets and liabilities are prohibited. All payments, expenditures and transactions must be classified adequately pursuant to the applicable accounting regulations, without any hidden payments that conceal the true nature of any arrangement, and they must have the appropriate authorisations as set out in the procedures for payments, expenditures and transactions.

## 6. Permitted conducts

In general terms, Ferrovial understands that the usual gifts in business relationships or any other legal form of expenditure or entertainment are an important part of the relationships with our customers and suppliers. However, it is important to determine the type of gifts and entertainments that may take place with our customers and suppliers, in order to ensure that they do not conceal possible bribes or cases of corruption.

This Policy does not prohibit expenses that may be considered normal or appropriate within a professional business relationship maintained in good faith, provided that the following criteria are met:

- a) They are given or received (i) on behalf of Ferrovial, and (ii) openly, not secretly;
- b) They do not include cash or cash equivalents;
- c) They do not include funding of the costs of leisure activities, travel expenses and similar of companions or guests at company meetings;
- d) They do not include gifts that are not in good taste or which involve attendance at locations inappropriate for the furtherance of professional relationships;
- e) They are made at an appropriate time; that is, at times when relevant decisions are not being taken with regard to aspects that may have an impact on the relationship of Ferrovial with the Agent or third party;
- f) Their purpose is not to influence the person for whom they are intended.

The person who hands over or makes available the gift or entertainment must ask himself/herself whether it may compromise the independence, integrity and/or honesty of the recipient when adopting a corporate or business decision and must, in all cases,

comply with the current edition of the Gifts and Hospitality Expenses Procedure. In the event of doubt, consult your superior and the Compliance Department of Ferrovial.

## **7. Receipt of gifts or Anything of Value by Ferrovial employees**

Should any employee receive a gift or Anything of Value from a customer or supplier, or in general from any third party with which Ferrovial has any type of commercial, corporate or business relationship or with which it may come to have such relationship, that which is established in the current edition of the Entertainment Expenses Procedure shall apply. In any case, the following criteria shall be taken into account:

Pursuant to this Policy the following are strictly prohibited:

- To accept a gift or Anything of Value when it is known or suspected that its purpose is to influence a decision that the employee must take or to reward the employee for a decision taken previously.
- To request any type of gift or Anything of Value from a third party.
- To accept gifts or Anything of Value during periods in which relevant decisions need to be taken with regard to the person who offers the gift or Anything of Value.
- Acceptance of cash or cash equivalents is prohibited in all cases.

Directors, executives and employees of Ferrovial may accept gifts or Anything of Value from third parties under the following circumstances:

- The gift must comply with the following qualities: it is reasonable with regard to the amount or frequency, it is given at an appropriate time, the reason for which it is offered is appropriate and it is not known or suspected that the third party hopes to obtain an advantage in exchange for it in the commercial or professional relationship.
- Acceptance of the gift or Anything of Value must be permitted pursuant to the local regulations in force at the time.
- It may in no case consist of cash or a cash equivalent.

In any case the person who receives the gift or Anything of Value must ask himself/herself whether it may compromise his/her independence, integrity and/or honesty when adopting a corporate or business decision, paying special attention during negotiation processes and after the signing of the agreement. In the event of doubt, consult your superior and the Compliance Department of Ferrovial.

## **8. Dissemination and training**

It is fundamental that the directors, executives and employees of Ferrovial know and respect this Policy, since its compliance is obligatory and inexcusable for all.

In order to ensure compliance with this Policy, Ferrovial (i) will disseminate it as widely as possible among its directors, executives and employees and, (ii) must include this

Policy in the contents of the obligatory training for all its directors, executives and employees.

## **9. Disciplinary measures**

Breach of this Policy or of the applicable Anticorruption Laws may lead to the criminal liability of Ferroviaal or of its subsidiaries as well as very serious personal liabilities – for offences committed for or on behalf thereof, and in direct or indirect benefit thereof, by its legal representatives and by de facto or de jure directors as well as by any other person subject to the authority of the directors, executives and employees of Ferroviaal, including prison terms as well as large fines, legal fees and damage to the brands and reputation of Ferroviaal. Any director, executives or employee who breaches this Policy shall face disciplinary actions.

Breaches of this Policy shall be sanctioned pursuant to the applicable internal procedures, collective bargaining agreements and legal regulations. Likewise, the laws applicable in the different jurisdictions in which Ferroviaal performs its activity shall be taken into account.

In the case of directors, that set forth in the mercantile law shall apply.

## **10. Validity**

The amendment of the Anticorruption Policy has been approved by the Board of Directors of Ferroviaal and will be applicable as from the date of its publication on the Ferroviaal Intranet.