



CODE OF CONDUCT FOR BUSINESS PARTNERS

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1. PURPOSE

The purpose of this *Code of Conduct for Business Partners* (the "**Code**") is to set the parameters of behaviour expected of *Business Partners*, through guiding principles, regardless of whether they must also observe other existing or future Regulations of *FUNDACIÓN ACS* (the "**Organisation**") that may apply to them, whether existing or approved in the future.

If *Business Partners* subcontract part of the activities they carry out for *FUNDACIÓN ACS*, they must in turn ensure that the subcontractors comply with this document, as well as with the other *FUNDACIÓN ACS* regulations that may apply to them.

2. SCOPE

Business Partners must expressly accept the content of this *Code* by means of the statement of compliance included in the Appendix to this document.

In addition, they must also declare their compliance with the *Criminal and Anti-Bribery Compliance Policy*¹.

However, in the event that the *Business Partners* prove, and this is accepted by the *Organisation*, the existence of a Code of Conduct or other internal rules with similar content to those required above, they are exempt from the statement of compliance.

3. GUIDING PRINCIPLES

Business Partners must ensure that all their actions are aligned with the values upheld by *FUNDACIÓN ACS* in its *Code of Conduct* and, in particular, with the guiding principles set out in this *Code of Conduct for Business Partners*.

Where differences or conflicts exist between this *Code* and the local regulations applicable to the *Business Partner*, the more restrictive rule prevails.

In any case, *Business Partners* must perform their activity in accordance with the highest standards of business ethics, transmitting the behaviour and the Principles established in this *Code* and the other regulations of *FUNDACIÓN ACS* that apply to them throughout their supply chain and establishing mechanisms to communicate and verify it. *Business Partners* must also have a procurement policy with sustainable criteria for their supply chain or have criteria for action with respect to it that are similar to those defined in this *Code*. They must also inform *FUNDACIÓN ACS* if requested by the *Organisation*.

¹ The *Criminal and Anti-Bribery Compliance Policy* is available for all *FUNDACIÓN ACS Business Partners* to read and consult, regardless of the obligation to sign and accept it, on the corporate website www.fundacionacs.com

3.1. Integrity and respect for the law

Business Partners are responsible for ensuring that all their decisions and actions are taken in full compliance with the applicable regulations in each of the jurisdictions in which they operate. To this end, they must have oversight and control mechanisms in place to enable them to cover this commitment and must inform *FUNDACIÓN ACS* of this, if required by the *Organisation*.

3.2. Competing and conflict of interest

As a result of the principle of ethical conduct and zero tolerance towards any act of corruption, *FUNDACIÓN ACS Business Partners* are required to behave in accordance with these principles in matters where there may be any type of competing or conflict of interest, whether direct or indirect, which may undermine their independence of action or proper compliance with the applicable regulations, in which case they must take the necessary measures to avoid making decisions affected by a possible conflict of interest.

A conflict of interest is a situation where business, financial, economic, family or personal interests could interfere with the judgement of an individual or legal entity in the performance of their duties towards the organisation for which they work or provide services.

3.3. Prohibition on bribery² and money laundering

FUNDACIÓN ACS prohibits any form of corruption, especially bribery in both the public sector³ and the private sector⁴. In this regard, *Business Partners* must comply with both the national and international regulations applicable to them in this area. In particular, *Business Partners* are prohibited from giving or receiving,

² *Business Partners* are expected to have organisational and management models aligned with international best practices and standards that enable them to comply with the principles of this *Code*, such as ISO 37001 on anti-bribery management systems.

³ Bribery in the public sector: offering, paying, promising, giving, accepting or soliciting from a public official an unjustified benefit of any value (of a financial or non-financial nature), directly or indirectly, and regardless of geographical location, in contravention of the applicable regulations, as an incentive or reward for acting or refraining from acting in relation to the performance of their duties.

⁴ Bribery in the private sector: this occurs when any member of an organisation, either personally or through an intermediary, receives, solicits, offers or accepts an unjustified benefit or advantage of any nature, for themselves or for a third party, as consideration for improperly favouring another in the purchase or sale of goods, or in the procurement of services or in business relationships.

with respect to both public officials⁵ and third parties, undue payments of any kind, gifts, handouts, gratuitous advantages or favours that are outside the legal uses of the market or that, due to their value, characteristics or circumstances, could reasonably be expected to alter the development of commercial, administrative or professional relations. They must take appropriate measures to avoid those practices and inform *FUNDACIÓN ACS* about them, if requested by the *Organisation*.

In compliance with the relevant national and international provisions, the *Organisation* is fully committed to the prevention of money laundering and the fight against terrorist financing. Consequently, *Business Partners* must pay special attention to ensuring that they reject any activity or relationship that involves a risk of this nature, establishing the necessary measures to avoid such risks and reporting them to *FUNDACIÓN ACS*, if requested by the *Organisation*.

3.4. Defence of competition

FUNDACIÓN ACS respects and encourages free, fair and honest competition. Therefore, within the framework of the relations they maintain with *FUNDACIÓN ACS*, under no circumstances may the *Business Partners* carry out practices contrary to the right to defend free competition. In this context, for example and without limitation, *Business Partners* must avoid:

- Collusive behaviour with competitors.
- Provisions excluding persons or groups of persons.
- Use of their companies' market power to exert unfair pressure on competitors and contractors.
- Fraudulent or misleading conduct directed at competitors.

Business Partners must take measures to avoid infringing national and international competition regulations and must inform *FUNDACIÓN ACS* of those measures, if requested by the *Organisation*.

⁵ Public official: any person holding a legislative, administrative or judicial office, whether appointed by succession or elected, or any person exercising a public function, including for a public body or a public enterprise, or any official or agent of a national or international organisation or any candidate for public office. The concept of public official includes: (i) a government employee, local government employee, official or any other person performing functions on behalf of a country or territory; (ii) a person exercising administrative, legislative or judicial functions, by appointment, election or succession, in a particular country or territory; (iii) an individual from a political party; (iv) a candidate for political office; (v) a person performing any other official function, whether at governmental or local level, within the government or any of its departments; (vi) an employee or representative of a governmental or publicly funded organisation; and/or (vii) an official or agent of an international public-law organisation.

3.5. Fiscal responsibility

Business Partners must guarantee compliance with the tax regulations in force in each country or territory where they operate, avoiding concealment of relevant information, the illegal tax avoidance, obtainment of undue tax benefits or obstruction of the administrations' audit powers. Likewise, *Business Partners* must collaborate with the Tax Authorities to provide the required tax information under the law in force.

3.6. Confidentiality⁶

FUNDACIÓN ACS's activity is part of a sector in which maintaining the confidentiality of the information it works with is fundamental to the success of the *Organisation's* activity. Accordingly, maintaining the secrecy and confidentiality of this information is considered a priority for *FUNDACIÓN ACS*.

Therefore, *FUNDACIÓN ACS*'s *Business Partners* must comply with their duty of confidentiality with regard to all information they become aware of as a result of their present or future business relationship with *FUNDACIÓN ACS*, and the disclosure or transfer of confidential or non-public information is strictly prohibited, except with the express, written authorisation of the person with authority to grant it within the *Organisation* or to comply with a court order or regulatory requirement.

To fulfil this duty, it is the responsibility of the *Business Partners* to comply with national and international regulations on the protection of industrial and intellectual property rights, trade secrets and the protection of personal data. In this regard, they must guarantee the adoption of sufficient security and cybersecurity measures to protect this information and ensure that all their members, within the framework of their relations with *FUNDACIÓN ACS*, comply with this duty. They must also inform *FUNDACIÓN ACS* of the measures taken for all the above purposes, if requested by the *Organisation*.

3.7. Respect for human and employment rights

FUNDACIÓN ACS assumes the commitment to act at all times in accordance with the *United Nations Global Compact*, to which it has been signed up since its inception and the objective of which is the adoption of universal principles, including those relating to the protection of human rights.

It is imperative that *Business Partners*, regardless of the country in which they operate, act diligently and responsibly to prevent, detect or mitigate situations that

⁶ *Business Partners* are expected to have organisational and management models aligned with international best practices and standards that enable them to comply with the principles of this Code, such as ISO 27001 on information security management systems.

may compromise nationally or internationally recognised human and employment rights.

Business Partners are also expected to comply with the *United Nations Universal Declaration of Human Rights* and the *ILO Declaration on Fundamental Principles and Rights at Work*. They are also expected to demonstrate behaviours aligned with the *UN Global Compact* guidelines, the *Guiding Principles on Business and Human Rights*, the *OECD Guidelines for Multinational Enterprises* and the *International Labour Organization Resolutions*.

In particular, *Business Partners* must maintain mechanisms that enable them to ensure the effectiveness of their commitment to:

- ✓ The establishment of precise measures for the correct identification, prevention and mitigation of risks related to human rights violations in their value chain.
- ✓ Establishment of fair pay and decent working conditions.
- ✓ Guarantee of non-discrimination, direct or indirect, based on sex, age, race, religion, sexual orientation, work style or talent, among others.
- ✓ Prevention of any kind of harassment.
- ✓ Guarantees on occupational health and safety, as well as respect for workers' rights, in strict compliance with the labour regulations applicable in the jurisdictions where they operate.
- ✓ Promotion of equality through equal opportunities.
- ✓ Eradication of both child labour and forced labour.
- ✓ Rejection any activity linked to human trafficking or any kind of slavery.
- ✓ Freedom of association and guarantee of the right to collective bargaining.

They must inform *FUNDACIÓN ACS* of the measures taken for all the above purposes, if requested by the *Organisation*.

3.8. Professionalism

FUNDACIÓN ACS Business Partners must be characterised by their high professionalism based on ethical action focused on excellence in service provision.

3.9. Customer orientation

FUNDACIÓN ACS strives for excellence in the provision of services to its clients,

striving to meet their expectations as a key factor for the continuity of its operations.

All *FUNDACIÓN ACS Business Partners* must offer their fullest collaboration, professionalism and service mentality in pursuit of the highest customer satisfaction. They must also strive to better meet the expectations of their customers and develop a proactive approach to understanding their needs. However, the achievement of those objectives cannot justify, under any circumstances, *FUNDACIÓN ACS's* failure to comply with the law and the *Culture of Compliance*.

3.10. Training

Business Partners agree to maintain a training policy for the learning and personal and professional development of their members to achieve the highest performance, quality and satisfaction in the performance of their duties, as well as the observance of this *Code*. In particular, *Business Partners* agree to train their members in the values and the respect for the law set out in this *Code*.

3.11. Respect for the health and safety of individuals⁷

Respect for the health and safety of individuals is a primary objective for *FUNDACIÓN ACS*. Therefore, its *Business Partners* must be committed to complying with the applicable regulations in this area, ensuring a safe and healthy working environment for their members, as well as the utmost respect for occupational health and safety regulations, strictly complying with the applicable occupational risk regulations.

Business Partners must have procedures in place to identify and assess health and safety risks in the context of their activities, as well as for their prevention, detection and mitigation. They must inform *FUNDACIÓN ACS* of the measures taken for these purposes, if requested by the *Organisation*.

3.12. Transparency

In all their communications, regardless of the form in which they are made, *Business Partners* must provide truthful, necessary, complete and timely information about the progress of activities related to their performance, both to the *Organisation* and to third parties entitled to request it. They must also maintain the confidentiality of information that they are required to keep secret.

⁷ *Business Partners* are expected to have organisational and management models aligned with international best practices and standards that enable them to comply with the principles of this *Code*, such as ISO 45001 on occupational health and safety management systems.

3.13. **Quality management and respect for the environment**⁸

The work and quality management of our projects generates confidence and an appropriate corporate image in the market. Quality management must be based, among other things, on respect for the environment and for people.

FUNDACIÓN ACS promotes the application of best practices in the conservation of natural resources, protection of the environment and the fight against climate change, as well as respect for biodiversity and an anti-deforestation commitment, focusing particularly on the protection of sites of ecological, scenic, scientific or cultural interest and committing to strict compliance with the applicable environmental regulations.

Therefore, *Business Partners* must guarantee compliance with the environmental regulations applicable to their activities, assuming the commitment to ensure the greatest respect for the environment, to fight against climate change in carrying out their activities and to minimise potential adverse social or environmental impacts.

In particular, *Business Partners* must maintain mechanisms that enable them to ensure the effectiveness of their commitment to:

- Establishment of the necessary measures for the correct identification, prevention and mitigation of the environmental risks and impacts associated with their activity.
- The fight against climate change, avoiding or minimising energy consumption and the emission of greenhouse gases generated by their activities.
- Promotion of the circular economy in their activities.
- Efficient and responsible use of water resources.
- Extension of good practices in sustainability and environmental conservation to their supply chain.
- Development of their activities with respect for the cultural and social environment, as well as for the stakeholders affected by that activity.

They must inform *FUNDACIÓN ACS* of the measures taken for all the above purposes, if requested by the *Organisation*.

⁸ *Business Partners* are expected to have organisational and management models aligned with international best practices and standards that enable them to comply with the principles of this Code, such as ISO 9001 on quality management systems, as well as ISO 14001 on environmental management systems.

4. WHISTLEBLOWER CHANNEL

FUNDACIÓN ACS provides all *Members of the Organisation*, its *Business Partners* and other third parties with a communication and whistleblower channel through which all conduct by *Members of the Organisation* or *Business Partners* that is not in line with *FUNDACIÓN ACS*'s Code of Conduct, or with this *Code* and the Regulations mentioned in it, and especially those that may have criminal implications, those relating to human rights, as well as those related to the environment, must be reported.

FUNDACIÓN ACS expects *Business Partners* to use and collaborate effectively in the dissemination and use of this channel for reporting breaches. In any case, the *Organisation* guarantees confidentiality and protection of the whistleblower.

- Access by post:

Attn: Canal Ético FUNDACIÓN ACS

Avda. Pío XII 102, 28036 Madrid, Spain.

- Online access:

Online channels accessible via the website and the 24/7 phone line, which are listed on the website www.grupoacs.com

Similarly, to facilitate the identification of possible breaches and to effectively address, prevent and remedy any breach that may occur in relation to the business relationship between the parties, *Business Partners* must make available to both their members and third parties (particularly to members of their value chain) channels for reporting possible breaches of the rules as well as irregularities of an ethical nature, both related to the guiding Principles set out in this *Code*.

5. RESPONSE TO BREACHES

Failure to comply with this *Code of Conduct for Business Partners* puts *FUNDACIÓN ACS* at risk and may be subject to legal action.

In this regard, it is expressly established that *Business Partners* are required to immediately inform *FUNDACIÓN ACS* of any evidence of a breach or infringement of the principles of this *Code* of which they are aware.

If this *Code* is infringed, *FUNDACIÓN ACS* will respond immediately in accordance with the framework permitted under the applicable legislation, taking the legal measures available to it. The response will be proportionate to the seriousness of the facts and may lead to corrective action or, if necessary, suspension or termination of the contractual relationship, a report to the authorities and a request for damages.

APPENDIX

Statement of Compliance

FUNDACIÓN ACS expects strict legal compliance from all Business Partners with which it enters a commercial relationship and the highest ethical standards in the performance of their activity. To this end, they must comply with the Code of Conduct for Business Partners (the “Code”).

In particular, the signatory agrees to establish measures to guarantee the above and also to take responsibility for overseeing all other entities located in their supply chain. It must provide FUNDACIÓN ACS with any information or documentation requested and agrees to undergo any review or audit processes conducted by that organisation or by any third parties it appoints for this purpose.

The signatory also agrees to have a communication channel in place to report possible irregularities, accessible to both its own members and third parties (especially members of its value chain). It must also notify FUNDACIÓN ACS immediately of any indications that the principles of this Code or the International Sanctions Compliance Policy have been breached or infringed. The notification sent by the signatory must contain: a description of the breach and the circumstances surrounding it; the specific provisions of FUNDACIÓN ACS that have been infringed; whether the facts have been investigated, the measures adopted to prevent them from recurring, and coverage of the damage caused; and a commitment that the investigation and reparations have been or will be effective, adequate, and proportionate to the breach.

Likewise, in accordance with FUNDACIÓN ACS's International Sanctions Compliance Policy, the signatory represents and warrants that:

- (i) Neither it nor its subsidiaries, directors, executives, agents, employees, affiliates and/or representatives are owned, controlled, related, located, or organised by any entity, person, country or territory that are subject to any general sanctions on exports, imports, finance, investment embargoes, or freezing of assets administered or applied by the US Treasury Department's Office for Foreign Asset Control (‘OFAC’), the United Nations Security Council, the European Union, HM Revenue and Customs (United Kingdom) or other relevant sanctioning authorities of the OFAC and the Blocked Persons List, the OFAC's list of foreign sanctions evaders or other similar applicable legislation or regulations (‘Sanctions’).
- (ii) Neither it nor its subsidiaries, directors, executives, agents, employees, members and/or representatives purchase, obtain, acquire, invest in, sell, trade, hold, exchange or perform any activity, directly or indirectly in or involving any country or territory subject to Sanctions.
- (iii) Neither it nor its subsidiaries, directors, executives, agents, employees,

members and/or representatives are involved in or will perform transactions in relation to financial resources, assets, goods, capital or derivative securities, arising from, possessed, held or owned by any entity or person subject to Sanctions.

The undersigned acknowledges that any breach of the Code may give rise to legal action that includes, without limitation, the suspension or termination of the contractual relationship without the right to any compensation, reporting to the authorities, or claiming the damages caused by this breach.