



Policy and Procedure for Relations with Public Officials and Equivalent

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1	13 December 2018	Board of Trustees	Compliance Committee	
2	12 December 2019	Board of Trustees	Compliance Committee	Adaptation to the UNE 19601 and ISO 37001 standards
3	16 December 2021	Board of Trustees	Compliance Committee	Changes to the ACS Group's Whistleblower Channel. Adaptation to Directive (EU) 2019/1937 of 23 October 2019 on the protection of persons who report breaches of Union law.

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DEFINITIONS

The definitions of the concepts that are used frequently in this document are listed below (indicated in italics):

FUNDACIÓN ACS/Organisation: FUNDACIÓN ACS

Board of Trustees: FUNDACIÓN ACS's governing body, insofar as it is assigned the fundamental responsibility and authority for activities, governance and policies, and to which FUNDACIÓN ACS's Senior Management reports and is accountable.

Senior Management: General Manager of FUNDACIÓN ACS.

Compliance Committee: FUNDACIÓN ACS's internal body, with autonomous powers of initiative and control, which is entrusted with the responsibility, among other duties, for overseeing the operation of and compliance with the Organisation's Criminal Compliance Management System. The formation of the Compliance Committee complies with the requirements established in Spanish criminal law (section 31 bis of the Spanish Criminal Code [*Código Penal*]) regarding supervision of the Criminal Compliance Management System.

Members of the Organisation: the members of the Board of Trustees, executives, employees, workers or temporary employees or those under a collaboration agreement, volunteers of an organisation and all other persons reporting hierarchically to any of the above.

Business Partners: any individual or legal entity, other than Members of the Organisation, who receives donations made by the Organisation or with whom the Organisation has or intends to establish any kind of business relationship. This includes, without limitation, intermediaries such as agents or commission agents, external advisers, joint ventures or individuals or legal entities contracted by FUNDACIÓN ACS to deliver goods or provide services.

Parties Subject to this Document: all the Members of the Organisation as well as the Business Partners determined, when it is advisable or necessary to transfer all or part of the content of this document.

Third party: an individual or legal entity or body independent from the Organisation.

Stakeholders: Individuals or legal entities that are not *Business Partners* or *Members of the Organisation* but may be affected by a decision or activity of the Organisation. In the case of Fundación ACS, the Stakeholders are mainly the shareholders and institutional investors of the

listed company, parent company of the ACS Group, ACS, Actividades de Construcción y Servicios, S.A., the Foundations Commission (attached to the Ministry of Education, Culture and Vocational Training) and the Directorate General of Registries and Notaries (attached to the Ministry of Justice).

Personnel in Particularly Exposed Positions: Members of the Organisation whose position involves exposure to a criminal risk higher than low in accordance with the Criminal Risks assessment.

Criminal Compliance and Anti-Bribery Policy: set of provisions defining the Organisation's criminal compliance and anti-bribery framework.

Gifts and Hospitality Policy: together with the Donations and Sponsorships Policy, it establishes the basic compliance framework in anti-bribery in accordance with the ISO-UNE 37001 international standard on anti-bribery management systems.

Policy on Relations with Public Officials and Equivalent: set of provisions which, together with the Donations and Sponsorships Policy and the Gifts and Hospitality Policy, establish a basic compliance framework in anti-bribery in accordance with the ISO-UNE 37001 international standard on anti-bribery management systems.

Integrity Policies: Term used by Fundación ACS to refer jointly to the Gifts and Hospitality Policy and the Policy on Relations with Public Officials and Equivalent.

Catalogue of Prohibited Conduct and Expected Parameters of Behaviour: a document that includes the list of offences applicable to legal persons in accordance with Spanish criminal law, as well as a brief description (not literal) of each of them and the conduct expected of the recipients for prevention, detection or early management.

Governing Document of the Criminal Compliance Management System: a document that is covered by the Criminal Compliance and Anti-Bribery Policy and sets out the regulations and organisational documents existing within FUNDACIÓN ACS with regard to criminal Compliance, including the measures designed to assess, prevent, detect and manage criminal risks at an early stage.

Criminal Compliance Management System: an organisational and management system for the prevention of offences, the aim of which is the prevention, detection and management of *Criminal Risks* through their integration into business processes, as well as their measurement for continuous improvement, the essential basis of which is represented in the *Criminal*

Compliance Policy and in the *Governing Document of the Criminal Compliance Management System*. It also referred to as the "System".

Recipients and Projects Protocol: Regulation in the FUNDACIÓN ACS's *Criminal Compliance Management System*, which establishes the procedure for the selection of candidates and projects for donations, sponsorships or social actions

Criminal Risk: risk related to behaviours that could constitute an offence attributable to FUNDACIÓN ACS, in accordance with the criminal liability of legal persons established in the Criminal Code.

Requirement: an envisaged and mandatory requirement. The Requirements may come from criminal laws and supplementary regulations or be established by FUNDACIÓN ACS through the Criminal Compliance and Anti-Bribery Policy or any of the documents of the Criminal Compliance Management System that support it.

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.

Bribery in the Private Sector: this occurs when any *Member of the 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.

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.

For the purposes of this *Policy*, the concept of ***Public Official*** includes:

- A government employee, local government employee, official or any other person performing functions on behalf of a country or territory.
- A person exercising administrative, legislative or judicial functions, by appointment, election or succession, in a given country or territory.

- An individual from a political party.
- A candidate for political office.
- A person who performs any other official duties, whether at governmental or local level, within the government or any of its departments.
- An employee or representative of a governmental or publicly funded organisation.
- An official or agent of an international public-law organisation.

Facilitation Payments: small payments of value to a public official or a person who has been assigned a similar processing or certification function, to secure or speed up the performance of a routine action (e.g. obtaining a visa, connection of supplies such as water, electricity, telephone, etc.), and which do not involve a discretionary act on their part.

Extortion Payments: a payment made to a third party under threat, extortion or any other circumstance that could jeopardise the integrity or life of those who must make it.

1. Purpose

This *Procedure and Policy on Relations with Public Officials and Equivalent*, approved by the FUNDACIÓN ACS Board of Trustees, develops the content of the *Criminal Compliance and Anti-Bribery Policy* and is linked to FUNDACIÓN ACS's ethical values, ratifying its firm intention to conduct itself in a way that respects both regulations and ethical standards, and defines its framework of compliance principles.

Within the parameters of action established in the *Code of Conduct* and the *Code of Conduct for Business Partners*, the Organisation has adopted a set of Policies, jointly called “**Integrity Policies**” (comprising this Policy, together with the Gifts and Hospitality Policy), thus reinforcing FUNDACIÓN ACS's commitment to good practices in each of these areas.

This *Policy* is aligned with FUNDACIÓN ACS's culture of integrity and respect for regulations and takes into consideration not only the interests of the *Organisation* but also the needs and expectations of its *Members* as well as its *Business Partners* and *Third Parties*.

FUNDACIÓN ACS strongly condemns any corrupt practice which, in addition to contravening any applicable legal provisions, is contrary to its ethical principles and values, as reflected in the above texts, which are key to achieving its objectives for society.

This *Policy* establishes the basic compliance framework in anti-bribery in accordance with the ISO-UNE 37001 international standard on anti-bribery management systems.

2. Scope

This *Policy* is mandatory and applies as a whole and directly for FUNDACIÓN ACS and is binding on all the *Members of the Organisation*, regardless of the position and function they hold.

FUNDACIÓN ACS's *Integrity Policies* are also mandatory for the *Business Partners* connecting with it, in the points applicable to them, and they must assume the commitment to comply with them in writing.

Therefore, this *Policy* is available to all *Members of the Organisation* and will be made available to *Business Partners* and *Third Parties* who require it in accordance with their specific circumstances and who must assume the commitment to comply with it.

3. Content of the *Policy*

Through this *Policy*, FUNDACIÓN ACS seeks to ensure that all its *Members*, as well as the *Business Partners* and *Third Parties* with which it maintains business relationships, comply with the provisions of the main anti-bribery regulations existing in the markets in which it is present, establishing a basic framework of compliance aligned with the provisions of the ISO 37001 international standard on anti-bribery management systems.

The *Compliance Committee*, assigned sufficient independence and autonomy to carry out its duties, is responsible for ensuring proper compliance with this *Policy*. However, the responsibility for complying with ethical rules and standards and observing FUNDACIÓN ACS's *Integrity Policies* lies with the entire *Organisation*, and, therefore all its *Members* without exception.

3.1 Procedure when faced with *bribery*

FUNDACIÓN ACS rejects any practice related to *bribery in the public and private sectors*. It must take the same stance regarding *facilitation payments* and *extortion payments*, both as defined in the *Definitions* section of this *Policy*.

In any case, the persons who, in performing their activity, are affected by or involved in this type of situation must contact the *Compliance Committee* as soon as possible to analyse it together.

All Members of Fundación ACS are expected to act with integrity at all times and to refrain from engaging in these types of activities or any other activities that may damage the image of FUNDACIÓN ACS.

3.2 Due diligence in the selection of *Third Parties*

Due Diligence processes refer to the selection processes and the maintenance of relations with *Third Parties* that are linked to FUNDACIÓN ACS, such that their behaviour is aligned at all times with the values and standards of the *Organisation*, the regulations applicable in the markets and existing good practices.

The persons at FUNDACIÓN ACS who, due to their position, have been assigned powers for the selection of *Third Parties* must verify whether they have implemented controls that help to detect, prevent and adequately manage the risks of *bribery* in transactions, projects or activities under the commercial or contractual relationship with FUNDACIÓN ACS. Specifically, the procedure established in the *Recipients and Projects Protocol*, the

regulation in FUNDACIÓN ACS's *Criminal Compliance Management System* that establishes the procedure for the selection of suitable candidates and projects for donations, sponsorships or social actions, must be followed.

The *Recipients and Projects Protocol* is aligned with the main international standards on transparency and good practices for non-profit organisations, as well as with the basic compliance framework in anti-bribery in accordance with the ISO-UNE 37001 international standard on anti-bribery management systems.

3.3 Reporting breaches

If you detect a breach of this *Policy* or have doubts as to whether any practice may constitute an act of *bribery* in both the public and private sectors, you must contact FUNDACIÓN ACS's *Compliance Committee* immediately through any of the following channels:

a) **Ordinary** Channels:

1. Director of FUNDACIÓN ACS;
2. Member of the *Compliance Committee*;
3. The Regulatory Compliance Department.
4. By post to:

Canal Ético FUNDACIÓN ACS

Avda. Pío XII 102, 28036 Madrid, Spain

b) **Alternative** Channels: The following are “**Alternative Channels**”:

The online channel accessible via the corporate website

<https://www.fundacionacs.com/compliance.html>

or directly via the following link:

<https://www.fundacionacs.com/compliance/canal-etico>

The *Compliance Committee* may act on its own initiative or at the request of an FUNDACIÓN ACS *Member*, a *Business Partner* or a *Third Party* with a direct relationship and legitimate commercial or professional interest, by means of a report made in good faith. In any case, the information transmitted through this channel is confidential, as is the identity of whistleblowers acting in good faith, against whom FUNDACIÓN ACS will not take reprisals.

3.4 Investigation of breaches

In this regard, the *Compliance Committee* must investigate, where appropriate, the allegations or reports submitted regarding possible criminal conduct or acts of *bribery* involving FUNDACIÓN ACS, or which are in any way connected with the *Organisation*, leaving a documentary record of all of this.

As a result of those investigations, FUNDACIÓN ACS must determine the actions to be taken, including possible disciplinary actions against *Members of the Organisation*, the termination of business relationships with *Business Partners* and/or *Third Parties*.

The *Compliance Committee* must report the results of these investigations to the Board of Trustees, also reporting on the implementation and continuous improvement of this *Policy*.

3.5 Policy monitoring and review

The *Compliance Committee* is responsible for ensuring that the implementation of and compliance with this *Policy* is reviewed periodically. Monitoring the *Policy* includes (i) procedures for reporting irregular activities, (ii) periodic reviews of the effectiveness of employee training on these issues, (iii) reports and records of incidents related to this *Policy*, and (iv) review of the adaptation of FUNDACIÓN ACS's *Integrity Policies* to current law.

4. Declaration of compliance

Since compliance with ethical rules and standards is a commitment of the *Organisation* and a strategic objective for it, all *Members of the Organisation* are expected to be aware of and respect the content of this *Policy*. Also, and with respect to the *Third Parties* with which FUNDACIÓN ACS maintains or intends to maintain business relations, they are expected to display behaviours aligned with it.

FUNDACIÓN ACS will react immediately to possible breaches of the provisions of this *Policy*, within the parameters established in current law.

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