



## Compliance Committee Regulations

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## Control of Changes

Version	Date	Approval body	Author	Summary of changes
1	29 November 2019	Compliance Committee	Compliance Committee	
2	6 October 2021	Compliance Committee	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.

# COMPLIANCE COMMITTEE REGULATIONS

## 1. 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 Board of Trustees, 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:** Currently, the 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 and Anti-Bribery Management System*. The formation of the **Compliance Committee** seeks to comply with the requirements established in Spanish criminal law (section 31 bis of the Spanish Criminal Code [*Código Penal*]) regarding supervision of the *Criminal Compliance and Anti-Bribery 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.
- **Third party:** an individual or legal entity or body independent from the *Organisation* and its *Members*.
- **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, after their analysis by the Compliance Committee.
- **Stakeholders:** *Third Parties* 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:** a document that states the commitment to compliance of *FUNDACIÓN ACS's Board of Trustees and Senior Management* and lays out the *Organisation's* strategic objectives in this area, including its zero-tolerance policy towards any conduct that could constitute a criminal offence.
- **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:** series of provisions contained in this document, also referred to as the "**Document**".
- **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 laws and supplementary regulations or be established by

FUNDACIÓN ACS through the *Criminal Compliance Policy* or any of the documents of the *Criminal Compliance Management System* that support it.

- ***Criminal Risks and Controls Matrix***: a document that lists the measures for prevention, detection and management of Criminal Risks affecting the *Organisation*.
- ***Non-Compliance***: a breach of a *Requirement*.

## 2. FUNDACIÓN ACS's *Compliance Committee*

### 2.1. **Composition and oversight**

Fundación ACS *Board of Trustees* has assigned *Criminal Compliance and Anti-Bribery* functions to a collegiate body referred to as the *Compliance Committee*.

The *Compliance Committee* reports hierarchically and functionally to the Board of Trustees, to which it directly reports its activities.

The *Compliance Committee* also maintains communication with the Compliance Committee of the ACS Group's parent company, the body in charge of monitoring and managing the ACS Group's Whistleblower Channel, which any interested party may use to contact FUNDACIÓN ACS's *Compliance Committee*.

Fundación ACS's *Compliance Committee* is conceived as a collegiate body, and comprises the following members:

- The ***Compliance Officer*** of ACS, ACTIVIDADES DE CONSTRUCCIÓN Y SERVICIOS, S.A., who will act as chair, and
- An ***external consultant specialising in criminal law***, who will act as secretary.

### 2.2. **Autonomy and independence**

The Board of Trustees has given the Compliance Committee autonomous powers of initiative and control as well as the greatest possible independence to carry out its duties, such that it is free from any conditioning factors that might hinder the performance of them.

Under the terms described in the Criminal Compliance and Anti-Bribery Policy, the *Compliance Committee* receives the full support of the Board of Trustees.

The Compliance Committee is assigned autonomous powers of initiative and control; it is entrusted with the responsibility for overseeing the operation of and compliance with the System, including, therefore, the prevention of crime and bribery. In this regard, it is entitled to have free access to both the documents of the Organisation and to the Members of the Organisation that it requires for the performance of its duties. The

Members of the Organisation are obliged to immediately provide any documents and information requested.

The Compliance Committee performs its functions autonomously, without requiring specific mandates, in accordance with the *Criminal Compliance and Anti-Bribery Policy* and this Document. The Board of Trustees offers it material and human resources and access to external advice.

The independence of the Compliance Committee ensures neutrality of its members in decision-making. This independence is supported by its functional relationship and direct access to the *Board of Trustees* and, therefore, to detachment from the management team and middle management in charge of operational management. In addition, the assessment of the *Compliance Committee's* performance is ultimately the responsibility of the *Board of Trustees*.

## 2.3 Tasks

The *Compliance Committee* is the body with competence to operate the *Criminal Compliance and Anti-Bribery Management System*, establishing indicators to assess its performance and reporting the results to the *Board of Trustees* and *Senior Management* of FUNDACIÓN ACS.

The main tasks of the *Compliance Committee* on prevention of crime and bribery are grouped below in structured form:

1. *Promote and supervise* the implementation of the *Organisation's Criminal Compliance and Anti-Bribery Management System*, ensuring that all the *Members of the Organisation* and *Business Partners*, as appropriate, have access to the *Organisation's* rules for the prevention of crimes.
2. Identify *Criminal Compliance and Anti-Bribery* obligations, keeping them up to date and disseminating them to the *Members of the Organisation*.
3. Identify and manage *Criminal and Bribery Risks*, analysing and assessing them to prioritise actions and allocate resources for their prevention, detection and management. Within this area of responsibility, the Compliance Committee must review and update the Criminal Risks and Controls Matrix once a year or whenever the circumstances require (legislative changes, risk impacts, identification of new risks, implementation of new controls, etc.).
4. Monitor the correct implementation and effectiveness of the financial and non-financial controls included in the Criminal Risks and Controls Matrix, which must be applied by the Members of the Organisation, with a special focus on the correct application of the Recipients and Projects Protocol. To this end, a Controls and

Inspections Plan may be drawn up.

5. Promote awareness and training sessions that allow the *Members of the Organisation* and *Business Partners*, as appropriate, to have the knowledge and skills necessary to assume their responsibilities in terms of the prevention, detection and management of *Criminal and Bribery Risks*.
6. Advise not only the *Board of Trustees and senior executives*, but also any other *Member of the Organisation* that requires assistance from the *Compliance Committee* and report to the *Board of Trustees and Senior Management* on the results arising from the execution of the *Criminal Compliance and Anti-Bribery Management System* and on its performance.
7. Maintain communication with the Compliance Committee of the ACS Group's parent company, the body in charge of monitoring and managing the ACS Group's Whistleblower Channel, which any interested party may use to contact FUNDACIÓN ACS's *Compliance Committee*.
8. Duly identify, in the appropriate format not only the information of the pillars of the *Criminal Compliance and Anti-Bribery Management System* but also the documentation derived from its execution, ensuring that it is available (except that which, for confidentiality reasons, is only accessible to certain areas of the *Organisation*), suitable for use and allows the traceability of its access and preservation its legibility. Keep the documented information derived from the implementation and execution of the *System*.
9. Measure and assess the performance of the *Organisation's Criminal Compliance and Anti-Bribery Management System* through indicators, ensuring that all its components work properly and promoting its review and continuous improvement.
10. Prepare *Compliance* operational reports on a half-yearly basis and submit them to the *Board of Trustees and Senior Management* to enable preventive, corrective and remedial actions to be taken. Consolidate in an annual report the information gathered in the Compliance operational reports, which will be sent to the *Board of Trustees and Senior Management* of ACS.
11. Immediately inform the ACS *Board of Trustees and Senior Management* in the event of relevant *Non-Compliances* detected in the *Organisation*, as well as serious or rapidly evolving *Non-Compliances*.
12. Promote the modifications required by the *System*, after detecting a *Non-Compliance* or breach, proposing the improvements to be adopted to the *Board of Trustees* and

*Senior Management* of ACS.

13. Promote and manage the Whistleblower Channel and investigations

The Compliance Committee is responsible for fostering a culture of strict compliance with the basic principles of responsible behaviour by all professionals linked to Fundación ACS. It also promotes the use of the whistleblower channels and guarantees that there will be no reprisals against the whistleblower.

The Compliance Committee entitled to have free access to both the documents of the Organisation and to the Members of the Organisation that it requires for the performance of its duties. It is also a fundamental body in the development of the investigation opened as a result of a report. The Members of the Organisation are obliged to immediately provide any documents and information requested.

For the specific performance of the different functions attributed to the *Compliance Committee*, it may seek the assistance of third parties or other ACS Group departments that, in view of the specific circumstances of the case, make this advisable, as necessary, guaranteeing in all cases the confidentiality of any whistleblower acting in good faith.

Upon receipt of the reports, the Compliance Committee is responsible for managing the communications received confidentially, immediately processing those regarding which, after the appropriate verifications, there are reasonable indications that they involve a Compliance Risk within the *Organisation*.

## 2.4 Resources

The *Compliance Committee* must have the necessary resources at all times to properly operate the *System*, as well as to meet the strategic and operational objectives set annually regarding *Compliance*.

In this respect, the annual budget allocation explicitly addresses the operational objectives of the *Organisation*, so that allocations can be made to each of them with the aim of achieving them in a reasonable manner.

The *Board of Trustees* will agree on the annual allocation of resources (human and material, including financial resources and access to external advice) to the *Compliance Committee*, necessary for the reasonable performance of its duties and the achievement of its objectives, and FUNDACIÓN ACS's *Senior Management* is required to provide those resources when requested by the *Compliance Committee*.

In addition, the *Senior Management* of FUNDACIÓN ACS must allocate economic resources to the *Compliance Committee* at any time during the financial year to cover

unforeseen, urgent and relevant needs not envisaged or not fully covered by the annual budget allocation.

The *Compliance Committee* must apply that allocation to the performance of the tasks specified in it.

## **2.5 Operating rules**

The *Compliance Committee* is quorate when its two members are present.

Meetings of the *Compliance Committee* may be held both in person and by digital means, and may be convened urgently to be held within the same day and, in any case, at least every six months.

The *Compliance Committee* meetings are conducted by the chair and their development and the resolutions passed must be documented in minutes drawn up by the secretary, which must be approved by all members and signed by the chairman and secretary. The secretary must keep a Minutes Book.

Resolutions of the *Compliance Committee* must be passed by an absolute majority of votes of the members present or represented at the meeting. In the event of a tie, the chair has the casting vote.

The *Compliance Committee*, through the chair, is obliged to report on the resolutions passed within it to the Board of Trustees. This communication must be made at least every six months and when a situation arises the seriousness of which requires it to be escalated.

The development of the Compliance Committee's activity is reflected in the Compliance Committee's Work Plan, which must be drawn up and presented to the Board of Trustees on an annual basis.