



# **RULES OF PROCEDURE MONITORING COMMITTEE CODE OF CONDUCT**

Approved by the Board of Directors on 13 December 2018

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.

## 1. General Code of Conduct Monitoring Committee of the ACS Group

This ACS Group Code of Conduct establishes the principles and commitments of corporate ethics that the ACS Group and its employees must respect and comply with when carrying out their activities.

In order to ensure compliance with and understanding of the Code of Conduct, resolve any incidents or doubts regarding its interpretation, and ensure that it is applied fairly in the event of complaints, the Monitoring Committee has been created, whose members are appointed upon proposal by the Appointment and Remuneration Committee, and the Board of Directors of the Group's parent company, who appoint a Chairperson and a Secretary from among them.

The Monitoring Committee has been assigned the following functions:

- Collaborate with the Compliance Committee in promoting the dissemination, knowledge of and compliance with the code in each and every Group company.
- Establishing the appropriate communications channels to ensure that any employee can seek or provide information regarding compliance with this code, ensuring the confidentiality of complaints processed at all times.
- Interpreting the regulations derived from the Code and supervising their implementation.
- Ensuring the accuracy and fairness of any proceedings commenced, as well as the rights of persons allegedly involved in possible breaches.
- Gathering data on levels of compliance with the Code and disclosing the specific related indicators.
- Maintain a two-way communication with the Compliance Committee, especially in relation to inquiries or complaints received through the Ethics Channel. In particular, any complaint regarding criminal prevention received by the Compliance Committee, which translates into the existence of indications of actions that may violate the basic principles of action of the Code of Conduct of the ACS Group, should will be transferred to the Monitoring Committee of the ACS Group. Code of Conduct, so that said Committee may value the opening of an investigation file.
- Preparing an annual report on its actions, making the recommendations it deems appropriate to the Board of Directors through the Auditing Committee.

If any of the members of the Code of Conduct Monitoring Committee has a conflict of interest in dealing with a specific matter, said member must be removed from all formalities related to the matter in question.

## 2. Ethical Channel

2.1. The main tool serving the Monitoring Committee is the Ethical Channel. It is used to report on any irregular conduct in any of the companies which form part of the ACS Group or any breaches of the standards set out in the Code of Conduct, using the following email address: [canaletico@grupoacs.com](mailto:canaletico@grupoacs.com). Or also by writing by post to: Canal Ético, Grupo ACS, Avda. Pío XII 102, 28036 Madrid, España.

The Ethical Channel is both a means for reporting breaches of the rules in the ACS Group's Code of Conduct and a means for resolving doubts which may be raised on applying said code.

The employees and managers of the ACS Group must be expressly informed of both the Code of Conduct and the existence and functioning of the Ethics Channel, with said circumstances specified in their contractual relationships.

The Company's intranet shall include the current texts of both the Code of Conduct and these regulations, with the understanding that access to the Company's systems network entails familiarity with same.

2.2. Handling of complaints related exclusively to the Hochtief Group.

Although the Hochtief Group is fully consolidated in the ACS Group, both the Hochtief Group's parent company, Hochtief AG, and the parent company of its Cimic subgroup, Cimic Group Limited, are companies listed on the German and Sydney stock exchanges, respectively, hence they are subject to their own regulatory bodies' rules and have both their own Codes of Conduct and their own internal whistle blowing and control channels, under similar terms to those of the ACS Group. For this reason, the ACS Group's General Code of Conduct does not directly apply to investee companies belonging to the Hochtief Group and the Cimic Group.

If the parent company of the ACS Group receives complaints related to actions by the companies in the Hochtief Group or its Cimic subgroup, then the Monitoring Committee shall notify the claimant of the corresponding internal complaint mechanisms so that they might be directed to the respective channel in each case. The Monitoring Committee shall report the existence of the complaint to the responsible body in each of these subgroups, so that they may properly track the matter until it is ultimately resolved.

## 3. Subject matter and scope

The purpose of these procedural regulations is to set forth the basic principles of the internal system for managing, investigating, and responding to communications of questions and complaints sent to the Code of Conduct Monitoring Committee via the Ethics Channel of the ACS Group.

The Monitoring Committee shall be responsible for managing the internal procedures regulated in these regulations, and it must therefore interpret any doubts that may arise in applying same, and revise them whenever necessary to update their content.

From a subjective point of view, the scope of application of these regulations includes all of the companies in the ACS Group (with the proviso specified in the previous article regarding Hochtief and Cimic), and their employees and managers.

From an objective point of view, complaints shall refer to both actions by employees and managers that infringe upon the basic principles of action of the Code of Conduct of the ACS Group, and to any actions that may result in criminal liabilities for the accused or the company, based on the rules stipulating criminal liability for legal entities.

#### 4. Initiation of actions

Questions or complaints may be communicated through two different channels:

- In the Ethics Channel of the ACS Group.
- By internally transferring any complaints or questions that may be received by the various Business Units or Areas of the ACS Group.

The head of the respective Business Unit that has been notified must immediately provide the information that has been received to the Monitoring Committee.

Moreover, the Monitoring Committee may request that the heads of the Business Units or Areas of the ACS Group that it deems pertinent provide access to any channels of communication where it deems complaints or questions may be feasibly communicated.

These communications of complaints or questions must always be established in accordance with the criteria of accuracy and clarity, and they must never be used for achieving objectives other than those specified in the Code of Conduct of the ACS Group.

In the case of complaints, the complainant must be clearly identified. In the case of anonymous complaints and in order to achieve the greatest effectiveness of the Ethical Channel, the reporting party will be referred to so that it is identified to the extent that this is possible. Manifestly false allegations will not be admitted, i.e., when the facts alleged lack total, absolute plausibility. In other cases, the Monitoring Committee of the Code of Conduct will be responsible for evaluating their admission for processing.

Claimants and accused parties who use the Ethics Channel must be employees or managers of the ACS Group, although as an exception, the Monitoring Committee shall evaluate whether complaints lodged by shareholders or third parties substantiating a legitimate interest may be admitted for processing.

If the events in the complaint are under judgment, the Monitoring Committee shall not be competent for ordering an investigation of them, and it must notify the claimant of this circumstance, and of his or her right to recur to the Monitoring Committee again once the proceedings have been completed in the corresponding jurisdictional channel.

Both claimants and the accused shall be required to collaborate in the investigation process where requested by the Monitoring Committee.

The claimant shall be responsible for submitting any available proof or evidence.

Accusations of deeds that the claimant knows to be false or in reckless disregard of the truth may result in criminal or civil liabilities as specified in the legislation in force, and if applicable, in the corresponding disciplinary measures.

## **5. Protection of personal information**

Use of the Ethics Channel entails an obligation for the ACS Group to ensure the confidentiality and protection of its users' personal information.

The ACS Group ensures that it is committed to keeping claimants' personal information absolutely confidential, and that there shall be a total absence of reprisals.

Anyone who must know the content of complaints but not the authorship thereof, shall be subject to a confidentiality commitment.

The procedure shall guarantee that the identity of the whistle blower remains confidential throughout all the stages of processing of personal information, making it impossible for it to be revealed to the accused party, and the whistle blower must be informed of the following circumstances:

- His or her identity will be kept confidential throughout all the stages of the process.
- His or her identity will not be disclosed to third parties, nor the accused person, nor the employee's managers, except if its disclosure to the relevant people involved is necessary in any subsequent investigation or legal proceedings initiated as a result of the investigation carried out by the ACS Group.

Users of the Ethics Channel shall be informed of the right to request that the party responsible for processing the information provide access to the personal information related to the interested party, and to have it rectified or deleted, or to have its handling limited, or to object to it being handled, and of the right to portability of the information.

The information in the Ethics Channel shall be deleted once the analysis and use of it has been completed, provided that the handling thereof does result in administrative or judicial proceedings.

The ACS Group shall also retain such information insofar as actions by the claimants or actions by the ACS Group may result in liabilities.

A deadline of two months after the end of the investigations is established if the facts have not been proven. Otherwise, the data will be kept as long as it is necessary for the processing of both the internal audit measures and the administrative or judicial procedures that may be derived from the investigation conducted.

The corresponding processing of personal data will be included in the Data Processing Activities Log in accordance with the provisions of the applicable laws.

The security measures that are necessary, in each case, will also be implemented, depending on the risk that the processing of their data may involve for the parties concerned in this context, and in accordance with the provisions of the personal data protection regulations.

## 6. Information for the accused

6.1. The accused party shall be notified, as soon as possible, of the following circumstances:

- Of what he or she is accused.
- The departments and services that may be informed in the Group.

Nevertheless, in cases where said communication would entail a risk of the evidence necessary for the investigation being handled or eliminated by the accused, endangering the Monitoring Committee's ability to investigate it, said communication may be delayed for up to three months from the receipt of the complaint.

6.2. The Monitoring Committee shall likewise provide the accused with all of the information required under the legislation in force in order to ensure the information is handled faithfully and transparently, and specifically:

- a) the identity and contact information of the party responsible for handling the information
- b) the purposes for which the personal information is handled
- c) the timeframe during which the personal information shall be held
- d) the existence of the right to request that the party responsible for processing the information provide access to the personal information related to the interested party, and to have it rectified or deleted, or to have its handling limited, or to object to it being handled, and of the right to portability of the information
- e) the source of the personal information, and if it comes from publicly accessible sources

Unless there is a legal exception to the contrary or the exception referred to in the last paragraph of section 1 of this article applies, the data controller shall provide all the information indicated in the previous sections within a reasonable time-frame, once the personal data has been obtained, and within no more than one month, while taking into account the specific circumstances in which the said data are processed.

## **7. Receipt of communications and preliminary analysis**

After receiving any communications from the channels established in these regulations, the secretary of the Monitoring Committee shall send an acknowledgement of receipt to the sender, once the identification requirements set forth in Article 4 herein have been verified to have been satisfied.

If the Monitoring Committee determines that the information that has been submitted is not clear, relevant or complete, then it shall ask the sender to submit a detailed expansion or clarification referring to specific aspects.

At this point, exhaustive information on the facts in the claim or question shall not be necessary, rather what is strictly essential for the preliminary analysis.

Once the preliminary analysis is complete, the secretary of the Monitoring Committee shall, after consulting internally with the other members of the committee and receiving a majority decision from them, proceed to:

- Answer the questions that were received
- Notify the claimant that an investigation has been opened, or
- Notify the claimant that the actions have been put on file if the information that was submitted does not fall under the scope of competencies of the Monitoring Committee.

## **8. Investigation Case**

### **8.1. Initiation of investigation**

If the results of the preliminary analysis show the existence of signs of actions that might have violated the basic principles of action of the Code of Conduct of the ACS Group, then the secretary of the Monitoring Committee shall proceed to open an investigation, notifying the claimant of this fact.

The purpose of the investigation shall be to clarify the facts that were reported and to identify who was responsible for them.

The Monitoring Committee shall recuse any of its members from the investigation who may have a conflict of interest.

Gathering information is the first stage of the investigation process. It must be done objectively and exhaustively, with the goal of identifying and discarding any possible biased or malicious complaints.

The Monitoring Committee shall assess which units or bodies in the Group should assist in the investigation procedure, and in this regard it may request assistance from any employee or manager in the Group.

The persons or departments who will be asked for assistance shall be duly selected in this phase. Discretion, impartiality, familiarity with the topic and effectiveness must prevail in this selection. If necessary, persons should be recused who, due to being directly affected by the events in the complaint, may have their objectivity compromised or that of the investigation.

## **8.2. Execution of the procedure**

The investigation file shall include a detailed indication of all of the actions alleged to have taken place, and any documents that may have been gathered, in order to obtain sufficient, adequate evidence.

All of the information, statements and background histories shall be compared. A proper process verifying this information should determine not only whether the evidence under analysis is true, but also the risk that is being faced.

The investigator in the proceeding may take any actions he or she deems appropriate in this regard, coordinating such actions with the other members of the Monitoring Committee.

Any communications or questions between the members of the committee throughout the proceeding must be recorded in both analogue and digital format.

The ACS Group shall ensure the integrity of the evidence that is obtained, and that it is not manipulated.

## **8.3. Report on conclusions and recommendations**

Once all of the due diligence of the investigation has been completed, the Monitoring Committee shall prepare a report with conclusions and recommendations, which shall include the following aspects:

- a) The place, time and nature of the facts in the complaint.
- b) The identification of the claimants and the accused, and the units they belong to in the Group.
- c) A description of the actions that were taken, the people who took part in them, and the evidence obtained in the investigation process.
- d) An assessment of the proven facts, if applicable being able to propose:
  - i. To archive the investigation, if the Monitoring Committee rules that the facts do not constitute a violation of the Code of Conduct.

- ii. To continue the proceeding, if the due diligence that was performed is ruled to have sufficiently proven that the accused has committed a violation of the basic principles for action in the Code of Conduct of the ACS Group, and ordering the management of the Business Unit or the Area of the ACS Group to apply disciplinary measures.
- e) A recommendation for the organisational and preventive measures and controls that it deems appropriate for preventing the violation in question from occurring again, including in any case, recommendations on training for the employees and managers of the Group.

The Committee may likewise require that the Auditing Committee develop and implement these measures and controls.

- f) A recommendation for compensation for any person, entity or interest group that may have been harmed by the deeds.

The Monitoring Committee shall communicate the facts internally, both in any body or unit of the ACS Group and in general to the employees and managers of the Group as a whole, if it deems this would be an effective tool for preventing similar incidents or irregularities in the future, in due compliance with the legislation on personal data protection, and safeguarding the required confidentiality and reservations.

If the facts proven over the course of the proceeding might result in criminal liability for any of the legal entities in the ACS Group, the committee shall immediately notify the company's Board of Directors through the Auditing Committee.

#### **8.4. Finalisation of the procedure**

The Monitoring Committee's conclusions and recommendations report shall be immediately communicated to the corresponding management in the Business Unit or Area of the ACS Group to which the company in which the claimant serves, and that of the accused party.

#### **8.5. Monitoring**

The recommendations that have been made shall be tracked together with their effects, which shall be reflected in the Annual Report of the Monitoring Committee of the Code of Conduct.

The conclusions that are drawn shall be included in the periodic reviews of the various prevention manuals, internal regulations and codes of conduct of the ACS Group.