



CRIMINAL AND ANTI-BRIBERY COMPLIANCE POLICY

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.



Criminal and Anti-bribery Compliance Policy

Approved by the Board of Directors on December 13, 2018

Important information about this document	
Identification of the Policy	<i>Criminal and Anti-bribery Compliance Policy</i>
Territorial scope of application of the Policy	Spain
Section of the Code of Conduct that it covers	Section 1 “Basic principles for action” under the Code of Conduct are as follows:
Section of other Policies that it covers	None
Rules that it replaces	None
Rules that it repeals	None
Related rules	Other documents that comprise the <i>Criminal and Anti-bribery Compliance Management System of ACS</i>
Business unit or function that it affects	All ACS business units and functions.
Staff affected	All the ACS <i>Associates and business partners</i> where appropriate.
Main staff responsible for its surveillance	<i>Compliance Committee</i>
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1. Purpose of ACS' Criminal and Anti-bribery Compliance Policy

This *Criminal and Anti-bribery Compliance Policy* elaborates on the provisions of the ACS Code of Conduct applicable to the *Organization* and, therefore, corresponds to its ethical values, ratifying **ACS' desire to maintain a level of behavior that complies both with the standards and with its ethical values**, while defining its framework for the **principles of compliance in criminal matters**.

This *Policy* is aligned with the culture of integrity and respect for ACS' rules and takes into consideration not only the *Organization's* interests but also any requirements that may come from its *Stakeholders*. In this sense, it is a text aligned with ACS' strategic objectives and, consequently, with its **determination not to tolerate in its context, any conduct that could constitute a crime**. Therefore, the maximum commitment of the *Company's Governing Body* and *Senior Management* is required as well as that of the rest of the *Organization's Associates*, in order to comply with its provisions.

Based on this commitment to compliance, the parameters are established for the conduct that is expected from the *Subjects affected by this document*, while requiring a commitment to them and describing the measures adopted to monitor this mandate and the consequences in the event of non-compliance.

The terms defined in this document are included in **Annex I** of this Policy.

2. Entities, people and activities affected

2.1 Entities and people affected

This *Policy* is mandatory and globally applicable to the *Organization*. The *Organization's Associates* must comply with its content, regardless of the position they occupy and the territory in which they are located, unless the applicable laws in the jurisdiction in which they operate establishes more stringent provisions, which shall prevail over this *Policy*.

Due to the foregoing, although this *Policy* is applicable to the *Organization's Associates*, it may also be extended, in whole or in part, to *Business Partners*, provided that the specific circumstances of the case so advises, thus imposing the compliance with the *due diligence* processes of the *Organization* in its selection of *Third Parties* to ensure compliance with the criminal rules, which establishes ACS' obligation to monitor the conduct carried out *by those who, being subject to the authority of legal representatives and officers or by law of the legal entity, may have incurred criminal conduct for having seriously breached the duties of supervision, monitoring and control over them, in respect to the specific circumstances of the case*, regardless of whether they are *Associates of the Organization* or *Business Partners*.

2.2 Affected activities

In addition to this *Policy* there is a Catalog of Criminal Risks and Expected Behaviors , approved by the Compliance Committee where the respective classification of criminal acts are summarized, in accordance with the provisions of Article 31 *bis* of the Spanish Penal Code, which stipulates that legal entities can be investigated in Spain for crimes¹ committed in its name or on its behalf, and when for its direct or indirect benefit, (i) by their legal representatives and officers , or (ii) by the persons subject to their authority , when the commissioning of the crime, in this second case, is the result of an absence of the proper controls, given the specific circumstances of the case.

¹ The Spanish Penal Code provides for the criminal liability of legal entities for the commissioning of a closed list of crimes (*numerus clausus*), which will be described in later sections of this *Policy*, without prejudice to the personal criminal liability of the *Associates of the Organization* or *Business Partners* who have committed the crime or who have cooperated with or been participants in them.

The content of the *Catalog of Criminal Risks and Expected Behaviors* not only summarizes the different crimes but also describes, for each one of them, the main activities that could involve *criminal risks* or situations of bribery, all in order to ensure that the respective recipients remain alert to situations that could expose them to such risks in the exercise of their activities. Likewise, it makes reference to the parameters regarding the conduct that ACS expects from the *Subjects affected by this document*, which may include referrals to other internal regulations or procedures in this regard.

3. List of crimes and parameters for conduct

In the *Catalog of Criminal Risks and Expected Behavior*, the criminal figures of which **any juridical person** can be criminally liable under the terms established in the current Spanish Penal Code are summarized, and this document is neither detailed nor closed, **therefore, together with the modalities provided therein, there may be other ways of perpetrating the types of criminal acts discussed.**

It is the **obligation of each person to be duly informed of the Laws and the respective compliance.** It must be borne in mind that the benefit obtained by an illicit activity can be direct as well as indirect, and extreme caution must be exercised over any conduct that, being illicit, could result in a benefit to the Organization in the broad sense. Likewise, legal entities will not only respond for actions or omissions that occurred in Spain, but **also, if certain circumstances are met, for what happened in any other country**, which obligates all the *Organization's Associates* to remain alert to potentially criminal behavior according to the Spanish regulations that concurrently applicable abroad.

In this sense, if you have any questions regarding the content of this section, or if you would like more information, you can refer to the *ACS Compliance Committee* and/or consult the criminal law texts in the current Spanish Penal Code (www.boe.es)

4. Organizational Measures

4.1. The Compliance Committee

4.1.1 Composition

ACS has a *Compliance Committee* that has been assigned ***criminal prevention duties*** and will be in charge of making this *Policy* effective through the implementation of the respective measures provided for in the *Criminal and Anti-bribery Compliance Management System* that supports it. The *Compliance Committee* is structured as a governing body, and will be composed of the *Organization's Associates* that occupy the following positions:

- Head of Compliance
- Director of Administration and Management Control
- Director of Internal Auditing
- Director of Taxation
- External consultant specialized in Criminal Law

ACS' *Governing Body* has appointed the *Compliance Committee*, giving it autonomous powers of initiative and control as well as the maximum possible independence to carry out its tasks, so that it is free of any business condition that could harm the performance of that which it has committed to.

Under the terms established in the *Policy*, the *Compliance Committee* enjoys the full support of ACS' *Governing Body*, to which it has direct access and is entrusted with the responsibility of supervising the operation and observance of the *Criminal and Anti-bribery Compliance Management System*. In this regard, it is entitled to freely access the documents of both the *Organization* and the *Organization's Associates* that it needs, in order to carry out its tasks. The *Organization's Associates* have the obligation to immediately provide the documents and information requested.

The *Compliance Committee* performs its tasks autonomously, without needing specific mandates to act, under the provisions of this *Policy* and the provisions of the *Reference document of the Compliance Management System*.

The independence of the *Compliance Committee* ensures the neutrality in the decision-making process. This independence is supported by its functional relationship and direct access to the *Governing body* and, therefore, distance from the management team and middle management in charge of managing the operations. In addition, the performance evaluation of the Compliance Committee is ultimately the responsibility of the Governing Body.

4.1.2 Main Tasks

The main tasks of the *Compliance Committee* in matters involving criminal prevention are grouped together in a structured manner, as follows:

1. Promote and supervise the implementation of the Organization's Criminal and Anti-bribery Compliance Management System, while ensuring that all the Subjects affected by this document have access to the Organization's rules for the prevention of crimes.
2. Identify the **obligations of Criminal and Anti-bribery Compliance**, while keeping them updated and disseminating them to the *Organization's Associates*.
3. Identify and manage **criminal and bribery risks**, while analyzing and assessing them, in order to prioritize the actions and allocation of resources for their prevention, detection and management.
4. Promote **awareness and training** cycles that allow the *Subjects affected by this document* to obtain the **knowledge and skills** necessary to assume their responsibilities regarding the prevention, detection and management of *criminal and bribery Risks*.
5. Advise not only the *Governing Body* and *Senior Management*, but also any other member of the *Organization* that requires assistance from *the Compliance Committee* and **report** to the *Governing Body* and *Senior Management* on the results derived from the execution of *the Criminal and Anti-bribery Compliance Management System* and its performance.
6. Maintain a two-way communication with the Follow-up Committee of the Code of Conduct, as that this body is in charge of monitoring and managing the ACS Ethics Channel

7. Properly identify (through, for example, title, date, author, reference number ...) and in the appropriate format not only the information of the pillars of the *Criminal and anti-bribery Compliance Management System* but also the **documentation** derived from its **execution**, making it available (except for one that, for reasons of confidentiality, is only accessible to certain areas of the *Organization*), ensuring that it is suitable for its use and provides the traceability of its access, while preserving its legibility.
8. **Measure the performance** of the *Organization's Criminal and Anti-bribery Compliance Management System* through indicators, while ensuring that all its elements operate correctly and also promoting its **review** and **continuous improvement**.

4.2 All the Organization's Associates

To the extent that compliance with the Law and the proper execution of the *Criminal and Anti-bribery Compliance Management System* is the responsibility of all the *Organization's Associates*, regardless of their position in the *Organization* the latter are expected to: (i) ensure compliance with the provisions of this document, while practicing ethical conduct at all times and abstaining from committing criminal acts, and (ii) immediately respond to any indications that may be received from the *Compliance Committee* in the exercise of the functions described above.

4.2.1 The Governing Body and Senior Management

ACS' *governing body* and *senior management* not only support the *Compliance Committee* in exercising its duties, but actively promote the culture of *Compliance* in the *Organization*, while ensuring that it has adequate resources to effectively implement the *Criminal and Anti-bribery Compliance Management System* while promoting the use of procedures and channels enabled by the communication of potentially criminal behaviors that may affect the *Organization* and its activities, among other issues.

The leadership exercised in ACS by its *governing body* and its *senior management* are assigned the particular obligations that are detailed below, in addition to the obligations incumbent on all the *Organization's Associates* (see section 4.2.2 of this *Policy*).

(i) Obligations of the *Governing Body*

The *Governing Body* is responsible for formally approving this *Policy* - as well as the updates it may require - and to promote the adoption and implementation of a *Criminal and Anti-bribery Compliance Management System* appropriate for the *Organization*, which is capable of preventing, detecting and managing the *Criminal and bribery risks* that threaten the *Organization*.

In compliance with the provisions of the Spanish Criminal Code, ACS has assigned *the supervision of the operation and compliance with the prevention model implemented to a body of the legal entity with autonomous powers of initiative and control*, with the *governing body* entrusting the appointment of its members and formally approving the creation of this body, while granting it the necessary autonomous powers of initiative and control as well as adequate and sufficient financial, material and human resources in order for it to be able to effectively perform its work.

Being responsible for the adoption of the *System*, its mandate includes evaluating the respective effectiveness periodically, while modifying, if necessary, when it is aware, by way of any channel, of the existence of serious breaches or when there are significant changes in the circumstances that concern the *Organization*, in the assessment of the respective *Criminal Risks* or in terms of the *Criminal Compliance* objectives established by the *Organization*.

Likewise, under the terms established in the *Criminal Compliance and Anti-Bribery Management System* regarding the *Criminal Compliance Reports*, the *Governing Body* receives, reviews and endorses the reports provided by the *Compliance Committee*, while adopting the actions eventually suggested by the *Compliance Committee* or promotes those that it deems most appropriate for the proper management of the *criminal and bribery risks* identified. The *Governing body* also ensures that training processes representing ACS' requirements are established in the *organization*, which serve to reduce the likelihood of the materialization of any *criminal and bribery risks* that have received a risk classification greater than "low." The *governing body* must review, at the request of the *Compliance Committee* or *Senior Management*, the procedures and controls associated with the delegation of authority for decision-making in areas where there is *criminal or bribery risk*, when such delegations exist.

(ii) Obligations of Senior Management

ACS' *Senior Management* collaborates with the *Governing Body* in carrying out its responsibilities, especially with regard to the transmission of the *Organization's Compliance* culture and its **zero tolerance regarding conduct that may entail committing crimes**.

Because of its proximity to ACS' strategic and operational objectives and its hierarchical position, *Senior Management* is responsible for directing and supporting all the *Organization's Associates* in the exercise of their obligations in matters of *Compliance*, while ensuring that all of them integrate them in the development of their daily activities in the *Organization*. In this regard, in the exercise of its executive functions, *Senior Management* ensures that the requirements arising from the *System* are incorporated into all the *Organization's* processes and procedures, while directing and supporting the *Organization's Associates* in the observance of the *Requirements* and the effectiveness of the *System*.

It must also ensure the availability of adequate and sufficient resources for the effective execution of the *System*, by internally communicating the importance of the respective execution in a manner consistent with that which is established in this *Criminal and Anti-bribery Compliance Policy*.

Senior management must also identify and act to manage potential or real conflicts of interest, when there are situations in which the responsibility or authority for decision-making is delegated, in contexts where there is criminal or bribery *Risk*.

Senior management participates in the processes of identification, analysis and evaluation of *criminal risks* when required to do so, in addition to promoting among the *Organization's Associates* the use of channels made available to such individuals and *Third parties* for the communication of potential criminal behavior that may affect the organization and its activities.

Regarding the communications of the *Organization's Associates* regarding activities related to criminal and bribery risks, *Senior Management* guarantees the absence of

reprisals, discrimination or sanctions for those communications made in good faith or for those actions designed to deter the participation in criminal activities.

4.2.2 All the Organization's Associates

All *the Organization's Associates* are responsible for understanding, observing and applying the provisions of this *Criminal and Anti-bribery Compliance Policy*, while collaborating with the *Compliance Committee*, the *Governing Body* and *Senior Management* when necessary, and in particular practicing the behaviors expected of them with respect to the *Catalog of prohibited conduct and parameters for expected behavior*, mentioned above.

Likewise, all of them must communicate immediately to the *Compliance Committee* any action to avoid or remedy the eventual committing of a crime or potential crime of which they are aware and / or that is being managed without the apparent intervention of the *Compliance Committee*.

In addition, it is expected that all *the Organization's Associates* adhere to this *Criminal and Anti-bribery Compliance Policy*, attend training sessions that, in terms of criminal *compliance*, are determined due to their role or position in the *Organization*, and immediately provide the information and documentation requested by the *Compliance Committee*.

5. Acknowledgment and statement of conformity

This *Policy* is delivered and is available to all *the Organization's Associates on Intranet Corporate*.

Also, ACS will make this *Policy* available to its *Business Partners* through its website www.grupoacs.com.

For the *Organization's Associates* that occupy positions that are especially exposed to a *Criminal Risk*, their annual statement will be requested in accordance with this *Criminal and Anti-bribery Compliance Policy*. Analogously, for *Business Partners* that present a *Criminal Risk* greater than "low," their compliance with the values of this document will be requested.

6. Communication of conduct

All the *Organization's Associates* **have an obligation to report on individual, collective or activity behaviors** that take place in the context of their activities in the *Organization* and that may **contravene the content of this document or that of the other documents of the Criminal and Anti-bribery Compliance Management System**, regardless of whether such behavior has been ordered or requested by a superior.

In order for this *Policy* to have an effective application, the *Organization* has equipped itself with various reporting and internal communication mechanisms. For this reason, possible consultations, observations and complaints from employees regarding criminal prevention can be made through these **respective channels of the Organization**, ranging from the simple report to the hierarchical superior, who must inform the *Monitoring Committee of the Code of Conduct*, or directly to the *ACS Compliance Committee*, as well as through the *Organization's Ethical Channel*.

In particular, there is the following email address for such purposes:

canaletico@grupoacs.com

or the following mailing address:

Ethical Channel

Grupo ACS

Avda. Pío XII 102, 28036 Madrid, Spain

Any denunciation regarding in matters of 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 Code of Conduct, for the Committee to assess the opening of an investigation file. Confidential treatment of all communications will be guaranteed, as well as the absence of reprisals of any kind against complainants acting in good faith.

In the event of the detection of materially significant complaints or communications and/or those that could seriously jeopardize the *Organization* or its *Stakeholders*, the *Code of Conduct Monitoring Committee* will immediately inform the *Governing Body* and the *Senior Management* in order to be able to deal with them with the corresponding speed and urgency.

7. Consequences of breach

In accordance with the provisions of the ACS Code of Conduct as well as the *Reference Document of the Compliance Management System*, all the *Subjects affected by this document*, regardless of their hierarchical level and geographical location or functional position, have the obligation to comply with the principles and procedures established in the said texts, as far as they are applicable. Likewise, in order to ensure the correct development of the *Criminal and Anti-bribery Compliance Management System*, they are urged to report any matter that contradicts it, by following the terms set forth in section 7 ("*Communication of conduct*") of this *Policy*.

When the *Monitoring Committee of the Code of Conduct* investigates and confirms the violation of what is indicated by these texts, it will propose to the *Governing Body* the measures to be adopted, including disciplinary actions (in the labor sphere) or contractual (in commercial relations with third parties), that it considers to be proportional to the risk or damages caused. The said measures shall not only be applied to the subjects whose behaviors have caused the risk or damage, but also on any employee who has not followed the procedures established by ACS for its prevention and response, a circumstance that is considered in itself a violation of the values and ethical principles to which ACS has committed to.

The measures adopted from a labor perspective will be respectful of the applicable regulations, without losing force or proportionality in regards to the seriousness of the events that gave cause to it, while informing if appropriate, the Legal Representatives of the Workers.

In the event that it is confirmed that the performance of an *Associate of the Organization* may constitute a criminal offense attributable to the legal entity, this circumstance will be revealed to the competent Public Authorities for their knowledge and prosecution. Such communication will be accompanied by the evidences and / or indications that may have been collected in this regard.

Annex I

Definitions

Definitions

The definitions of those concepts that will be used frequently in this document (cited in *italics*) are listed below:

- **ACS/Organization:** ACS, ACTIVIDADES DE CONSTRUCCIÓN Y SERVICIOS, S.A.
- **Governing body:** ACS Management Body, to the extent that it is assigned the responsibility and fundamental authority for the activities, governance and policies and to which ACS' *Senior Management* reports and is held accountable.
- **Senior Management:** *Members of the Management Committee of the Grupo ACS that belong to the parent company, ACS, Actividades de Construcción y Servicios, S.A.*
- **Compliance Committee:** an ACS internal body endowed with autonomous powers of initiative and control, which is entrusted, among other tasks, with the responsibility of supervising the operation and observance of the *Organization's Criminal and Anti-bribery Compliance Management System*. The existence of the *Compliance Committee* complies with the requirements established in the Spanish Penal Code (Article 31 bis of the Spanish Penal Code) with regard to the supervision of the *Criminal and Anti-bribery Compliance Management System*.
- **The Organization's Associates:** the members of the *Governing Body*, managers, employees, temporary workers or employees or those under a public-private partnership, and volunteers of one organization and the rest of the people under the hierarchical subordination of any of the above.
- **Business Partners:** any legal or natural person, except the *Organization's Associates*, with whom the *Organization* maintains or plans to establish some type of business relationship. For example, but not limited to, intermediaries as agents or commission agents, external advisers, *joint-ventures* or natural or legal persons hired by ACS for the delivery of goods or services, are included.
- **Subjects affected by this document:** all the *Organization's Associates* as well as the *Business Partners* that are determined, when it is advisable or necessary to transfer all or part of the contents of this document.
- **Third-party:** natural or legal person or organization independent of the *Organization*.

- **Stakeholders:** the natural or legal persons who, not being *Business Partners* or *Associates of the Organization* , may be affected or perceived as being affected by a decision or activity of the *Organization*.
 - **Staff that occupy positions that are especially exposed:** any *Associate of the Organization* whose position involves exposure to a certain criminal risk that is greater than "low" according to the *Criminal Risks* evaluation.
 - **Criminal and Anti-bribery Compliance Policy:** set of provisions contained in this document, hereinafter also referred to as the "**Policy.**"
 - **Catalog of prohibited conduct and parameters for expected behavior:** document that reflects the list of crimes applicable to the legal entities under the terms provided for by Spanish Penal Code, as well as a brief description (not literal) of each one of them and the behaviors that are expected from the respective constituents for the respective early prevention, detection or management.
 - **Reference document of the Compliance Management System:** document that is supported by this *Policy* and summarizes the standards and existing organizational documents within ACS in terms of *criminal Compliance*, while also including the measures designed to assess, prevent, detect and manage the criminal risks early on.
 - **Criminal and Anti-bribery Compliance Management System:** system of organization and management for the prevention of crimes, which has as its objective the prevention, detection and management of *criminal risks* through its integration in the business processes, as well as the measurement for its continuous improvement, with its essential basis being represented in the *Criminal and Anti-bribery Compliance Policy* and in the *Reference Document of the Compliance System*. Hereinafter, also referred to as the "**System**".
 - **Criminal risk:** risk related to the development of conducts that could constitute a crime attributable to ACS, according to the regime of criminal liability of legal persons established in the Spanish Penal Code.
 - **Requirement:** a demand that is provided for and mandatory by nature. The *requirements* may come from criminal laws and complementary regulations or be established by ACS through the *Criminal and Anti-bribery Compliance Policy* or any of the documents of the *Criminal and Anti-bribery Compliance Management System* that support it.
-