

# Code of Ethics of the Grupo Tragsa





**Contents**

PRESIDENT'S STATEMENT.....	5
TITLE I. PURPOSE AND SCOPE OF APPLICATION.....	7
TITLE II. CODE OF CONDUCT .....	9
Chapter I. General Rules.....	9
Chapter II. Corporate Regulations.....	10
Chapter III. Work Regulations.....	12
Chapter IV. Environmental Rules .....	16
Chapter V. Economic Rules .....	17
Chapter VI. Strategic Communication Standards.....	19
Chapter VII. Committee on Government, Corporate Responsibility and Prevention of Criminal Risks.....	21



## **PRESIDENT'S STATEMENT**

The Grupo Tragsa, within its continued commitment to transparency, good corporate governance, business ethics and the culture of compliance with regulations, has been developing in recent years, as an institutionalised in-house provider for public administrations, a business model based on compliance with the law, high-quality public service, integrity, professionalism and zero tolerance policy with the commission of offences in the business sector that have brought it to the forefront of the public sector in this regard.

Within its Corporate Social Responsibility Policies, prevention of criminal risks has been the main rule of conduct, adopting at all times its model of prevention of existing legislative and organisational changes. For this reason, in 2012, the first Code of Ethics was approved; it was modified in 2015 and is now being amended again in order to comply with the new realities and regulatory changes within the organisation, which require all the documents that make up the criminal risk prevention model to be adapted. This update, in essence, implies an improvement in the Group's Corporate Governance, distinguishing between the activities of its own business management, which are carried out by the Senior Management, and the legality control that must be under the responsibility of the Board of Directors or bodies appointed thereby and opportunely delegated without direct relation with the daily activities of the Group.

As a result of the aforementioned, this Code establishes a set of principles and guidelines for conduct aimed at guaranteeing the ethical and responsible behaviour of all Group professionals in the performance of their activities. Likewise, it aims to establish the values and good practices that must govern the conduct of the business Group as a whole, particularly TRAGSA and its subsidiaries, as well as the conduct of all those linked to this company, both directly and indirectly, in compliance with their duties and in their professional relationships. All of the aforementioned must comply with the CSR, and fully rejecting any conduct or behaviour that is not ethically responsible, or that breaches the current regulations by committing any unlawful act.

The business strategic vision adopted in the code aims to address the CSR goals: to adopt a more solidary approach at all levels within the environment of the company –ethical, social, environmental, and economic solidarity– and to integrate strategies with regard to other goals that are not merely of economic nature. Likewise, it also aims to raise awareness among all Group employees and stakeholders about the importance of showing a conduct that not only strictly respects the current law, but also contributes to the development of a more

transparent and complete company, establishing action procedures before irregularities or inappropriate behaviours that may be detected.

In this regard, the quality of the Grupo Tragsa companies cannot be ignored as institutionalised in-house provider and technical services provider for the General Administration of the State, the Autonomous Regions, the Autonomous Cities of Ceuta and Melilla, the Island Councils and Boards, the Provincial Councils of the Basque Country, the Regional Councils and the public sector entities dependent on any of them that have the status of contracting authorities, provided that the requirements established in item 2 of letter d) of the section 2 of article 32, and in letters a) and b) of section 4 of the same article. Therefore, as a member of the Spanish public sector, its purpose is to keep developing its activity, with the same quality and vocation of service, with which it has been acting since its incorporation more than forty years ago and, at the same time, to become a benchmark for ethical action, not only at the national level, but also at the international level.

The Grupo Tragsa, as a result of its scope of action, has achieved a deep understanding of the current environmental and social problems, both within and outside our borders, providing a new vision of how the company should be managed, by means of a more comprehensive and complete way, bringing creativity and innovation, solidity to the business values and culture, reinforcing its strategy and reputation, and guaranteeing corporate responsible behaviour.

In short, the purpose of the Grupo Tragsa is to achieve CSR by using a tool called the "Code of Ethics", which facilitates to adopt all those actions aimed at improving the quality of life, reinforcing dialogue with the Management, and to develop a rational management of resources, adopting sustainable production processes, tending to ensure the environment and the preservation of nature.

## **TITLE I. PURPOSE AND SCOPE OF APPLICATION**

### **Article 1. Purpose**

The purpose of this Code is to integrate social, ethical and environmental concerns into company policies, therefore improving the application of current social and environmental regulations, closely linked to the company's activities, for the sake of greater efficiency and business quality.

This Code of Ethics establishes the Group's purpose, vision and values, serving as a guide for all those professionals who have a relationship with the Group, within a complex and variable business environment.

The Code of Ethics includes the Group's commitment to the principles of business ethics and transparency in all areas of action, establishing a set of principles and guidelines for conduct aimed at guaranteeing the ethical and responsible behaviour of all Group professionals in the performance of their activities.

The Grupo Tragsa applies the principle of due diligence for the prevention, detection and resolution of irregular conduct related to criminal offenses or of any other nature, undertaking, among others, to regularly analyse the risks in this area, to ensure that employees are aware of the existing risks, to define responsibilities regarding compliance with the Code and to establish a channel that enables communication and fast resolutions of irregularities committed within the company. The company has implemented the appropriate procedures that enable it to respond to possible irregularities.

This Code of Ethics is mandatory. All Grupo Tragsa employees are obliged to know and comply with the Code of Ethics and to communicate, by means of the channel that the company makes available to them, practices that are contrary to the Code and to any regulations that may be observed. For this purpose, the company has established a procedure that enables its employees to communicate, in a confidential manner, irregularities or bad practices observed within the business environment. Likewise, it will be mandatory for commissioning bodies, suppliers, and collaborators, who must adhere thereto in order to provide their services.

## **Article 2. Grupo Tragsa acting as institutionalised in-house provider and technical service provider**

The Grupo Tragsa, pursuant to the purposes established in its incorporation and defined in its legal regime, executes the actions that are entrusted thereto by the entities of which it is in-house provider, with the utmost professionalism to achieve the highest levels of quality and satisfaction of public interest.

Likewise, the main rule of conduct of the member companies of the Group to meet the needs of the entities of which it is in-house provider with efficiency and quality, has been transmitted to all its workers, who are required to carry out their professional duties in terms that enable them to be excellent in performing any activity.

For this purpose, the Grupo Tragsa makes a special effort to update the technical knowledge of its employees that, ultimately, allow them to anticipate the interests and needs of entities that work for the Tragsa Group in their condition of in-house provider for public administrations and public sector entities dependent on any of them that have the status of contracting authorities and a benchmark in the areas in which it operates.

## **Article 3. Scope**

The Code of Ethics obliges all the professionals of the Group, regardless of their hierarchical level and geographical location, considering as professionals of the Group employees and members of management, administration and direction bodies of all the entities that are part thereof, whether they are in national territory or abroad.

Employees of the entire Group involved must accept and comply with it, in addition to other Codes of conduct if they are located in other countries. Exclusively, insofar as such internal regulations and standards establish more rigorous obligations than those included in this Code of Ethics, they will be of preferential application to those provided herein.

## **Article 4. Effects**

This Code of Ethics is intended to provide all recipients with knowledge of the standards of conduct that must be considered or respected. Likewise, their managers and directors must disseminate the business ethics culture intended with this code, in order to foster a way of working in which ethically reprehensible behaviours do not occur. However, if they do occur, tools must be available and known to communicate them to the bodies in charge of their investigation and thus eradicate any behaviour contrary to the values stated herein.



## **TITLE II. CODE OF CONDUCT**

### **Chapter I. General Rules**

#### **Article 5. Regulatory compliance**

All Grupo Tragsa employees must comply with current legislation regardless of the place or location in which their activity are performed and their services are provided, always respecting traditions and customs, both nationally and internationally.

Likewise, the Group will respect the commitments and obligations acquired in its relations with third parties, nationally and internationally.

All Group executives must know the legislation that affects their work areas of activity and services, and ensure that their employees comply with laws and regulations, and that they receive appropriate information and training that allows them to understand and comply with those obligations.

The performance of the Tragsa Group starts from the premise of rejection of any conduct that may be contrary to current legislation, which may include internal procedures and mechanisms aimed at minimising risks, including the risk of committing offences.

The Group will respect and comply with any judicial and/or administrative resolutions issued, but reserves the right to appeal, before as many bodies as appropriate, such decisions or resolutions when deemed not in accordance with Law and contravenes its interests.

The Grupo Tragsa is committed to the application of internal policies and measures that comply with the principles of data protection from a design perspective and by default, from information security as a principle, processing the personal data of employees, customers, suppliers and others interested parties, in a way that guarantees the availability, integrity, appropriate confidentiality as well as traceability and authenticity, including protection against unauthorised or illegal processing and against its loss, destruction or accidental damage, through the application of technical or appropriate organisational measures.

#### **Article 6. Compliance with ethical professional conduct**

The conduct of Group employees must be professionally upright, acting in a responsible, productive, efficient, loyal and honest manner, and subject to the principle of confidentiality. All this, according the interests of the Group and the terms of this Code, so that any action they take is based on four basic premises: (i) that the performance is ethically acceptable; (ii) it is

legally valid; (iii) it is the will of the Company and the Group; and (iv) that it is willing to take responsibility for it.

### **Article 7. Protection by workers of the material resources made available by the company**

The Grupo Tragsa makes available to its employees the necessary resources for the performance of their professional activity.

Workers must protect and use well in a responsible manner the Group's resources, and must protect them from any loss, damage, theft or inappropriate use that could result in damage to the interests of the Group.

The Group's assets must be used by workers for the performance of their duties, and may not be used for their own benefit or that of third parties outside the Group.

The criteria for using digital devices will be established by the Group, respecting in any case the standards of protection of their privacy and data protection, according to social usage and constitutionally and legally recognised rights. The applicable digital rights will be guaranteed.

In particular, in relation to computer systems, workers will not use the company's equipment to install any software or applications the use of which is illegal or could damage the Group's image or the reputation. Neither will they use the aforementioned equipment to access, download or disseminate content that may be offensive or illegal, or that could cause any type of damage or harm to data from other computer software or electronic documents, or hinder or interrupt the operation of any third-party system.

## **Chapter II. Corporate Regulations**

### **Article 8. Good credit from the Grupo Tragsa**

The Group will ensure that the entities that carry out assignments to the Grupo Tragsa, in their capacity as the in-house provider for public administrations and public sector entities dependent on any of them that have the status of contracting authorities, as well as their suppliers and external professionals related parties may not harm or negatively affect the Group's standing.

Likewise, attention must be paid to the use of the name of the Grupo Tragsa by entities conducting orders for the Grupo Tragsa in their capacity as the in-house provider for public

administrations and public sector entities dependent on any of them that have the status of contracting authorities, as well as external providers and professionals, in order to make it proper and appropriate to the corporate image and identity.

The Group will not participate in negative comments or activities aimed at harming external professionals or organisations, notwithstanding the defence of the legitimate interests that correspond to it.

### **Article 9. Commitment to human and labour rights**

The Group is committed to the human and labour rights recognised in national and international legislation.

The Group respects the freedom of association and collective bargaining, and the national rights of countries where it provides its services or carries out its activity, undertaking to value the differences in each of the areas in which it operates, as a contributor of its activity and society.

### **Article 10. Principle of non-discrimination and equal opportunities**

The Group promotes non-discrimination based on race, nationality, social origin, age, sex, marital status, sexual orientation, ideology, political opinions, religion or any other personal, physical or social condition of its professionals, as well as equality of opportunities between them.

The Group will promote equal treatment between women and men in terms of access to employment, training and the promotion of professionals, and working conditions.

The Group expressly prohibits abuse of authority and any type of harassment, whether physical, psychological or moral, as well as any other conduct leading to intimidating, offensive or hostile work environment for people. In the event of experiencing a situation of harassment, or knowing that it has occurred, it must be immediately reported to the Governance, Corporate Responsibility and Prevention of Criminal Risks Commission, by means of the complaints channel ([buzonetico@tragsa.es](mailto:buzonetico@tragsa.es)) according to the terms established in Chapter VII of this document and in the protocols prepared for this purpose,

### **Article 11. Confidentiality of information**

The Group must protect its interests regarding the confidentiality of internal information, with full respect for the right to protection of personal data from the design and by default. At

the same time, it must ensure the appropriate balance between such confidentiality and proper internal communication, for the purpose of promoting integration and unity within the Group.

Cautions will be taken regarding the use of other people's confidential information, ensuring that it is obtained legally and by fully legitimate means, respecting the conditions of confidentiality.

The duty of confidentiality with regard to information must be maintained even once the professional terminates his/her duties within the Group.

### **Chapter III. Work Regulations**

#### **Article 12. Reconciliation of family life with work activity**

The Group respects the personal and family life of its employees, and will promote reconciliation policies to balance between family life and their work responsibilities.

#### **Article 13. Right to privacy and protection of personal data of employees**

The Group respects the right to privacy of its employees, especially with regard to personal, medical and economic data, using them pursuant to the principles of legality, loyalty, transparency and minimisation, using their processing of according to the established legitimate purposes. No personal data may be processed or transferred to third parties, except with the express consent or clear affirmative action of the interested parties, or in those cases where it is required to comply with a contractual, legal obligation, or the fulfilment of judicial or administrative resolutions or if there is another legal basis that supports it.

The Group's Management will comply with the requirements set forth in the personal data protection legislation regarding communications sent to it by workers and professionals related to the company, as well as by another interested parties.

With regard to personal data, the exercise of the rights of access, rectification, cancellation, opposition, portability, as well as the limitation to individualised decisions, as well as filing any relevant claim before the Data Protection Officer and/or the Control Authority will be guaranteed.

#### **Article 14. Health and Safety at Work**

The Group will have occupational health and safety policies, adopting any necessary and preventive measures to reduce accidents and occupational diseases.

Employees will pay special attention to the rules regarding occupational health and safety, for the purposes of preventing and minimising workplace hazards.

The Group will promote the application of rules and policies on occupational safety and health by the contractors with which it operates. On the other hand, regulations in relation to the obligations of the contractors on health and safety at work will be included as an essential condition for the execution of contracts in the specifications approved by the contracting bodies of the Grupo Tragsa.

#### **Article 15. Selection and assessment of Group employees**

The Group, in selecting its employees, will act with full respect for the principles applicable to the protection of personal data. During the relevant procedures, it will take into account only academic, personal and professional data in relation to the needs of the Group, always being objective in the election, considering the principles of publicity, equality, merit and capacity in the selection processes.

The Group will assess its professionals rigorously and objectively, taking into account their individual, collective professional performance and their productivity.

#### **Article 16. Training policies**

The Group will promote the on-going training of its employees, objectively and attending to the needs of the company at all times, always fostering professional careers and equal opportunities.

#### **Article 17. Participation**

The Group will promote the support, assistance and active participation of its employees in any activity that seeks to channel the exchange of knowledge.

#### **Article 18. Work environment**

Employees will foster an atmosphere of cooperation and collaboration that help the company achieve its goals, creating and fostering a positive work environment.

#### **Article 19. Independent**

Employees must be impartial and maintain independent criteria in the context of their activity in the Group, acting with integrity and objectivity.

In the event that employees are aware of any circumstance that could impair this impartiality or independence, they must inform the Government, Corporate Responsibility and Criminal Risk Prevention Commission, through the Compliance Officer, in order to allow arbitration of measures to solve the possible conflict of interests.

### **Article 20. Conflicts of interest**

A conflict of interest shall occur in those situations in which the personal interest of the professionals or of a person related to him/her, and the interest of any of the Group companies collide, directly or indirectly.

Professional decisions must be based on the best defence of the Group's interests, so that they are not influenced by personal or family relationships or by any other particular interests of the Group's professionals.

The professional who has knowledge, based on his/her professional performance in the company, will not be able to take advantage of business opportunities for his/her own benefit or that of a person related to him/her, when the investment or operation has been offered to the Group or it is of interest.

In relation to possible conflicts of interest, the professionals of the Group will be governed by the provisions of the Conflicts of Interest Policy, according to the general principles of independence, abstention from intervention and communication to the person responsible, or the Commission on Governance, Corporate Responsibility and Prevention of Criminal Risks, through the Compliance Officer.

### **Article 21. Gift and invitation policy**

In no case will the Group's employees accept, directly or indirectly, any type of benefit that, due to its value, could have an interpretation other than the mere courtesy detail. In case of doubt, the professional should consult with the Commission on Governance, Corporate Responsibility and Prevention of Criminal Risks, through the Compliance Officer, about any attention that may go beyond mere courtesy. For this purpose, the Group develops a Gift and

Invitation Policy where the corresponding registration and authorisation systems are established. The aforementioned policy will be duly disclosed and mandatory for all Group personnel.

## **Article 22. Corruption and bribery**

Group professionals may not, directly or through an intermediary, offer or grant, or request or accept unjustified advantages or benefits that have the immediate purpose of obtaining a benefit, of present or future nature, for the Group, for themselves or for any third party. In particular, they may not give or receive any form of bribe or commission, originating from, or carried out by any other party involved, such as public officials, Spanish or foreigners, personnel from other companies, political parties, authorities, public administrations, suppliers and shareholders.

In acts of bribery, expressly prohibited, it also includes the offer or promise, direct or indirect, of any type of improper advantage or any instrument, as well as influence peddling. Neither will it be possible to receive, in a personal capacity, money from public administrations, their contracting powers, entrusting bodies or suppliers, not even in the form of a loan or advance, all this independently of the loans or credits granted to the professionals of the Group by financial entities. that are entrusting bodies or suppliers of the Group and that are not involved in the activities previously expressed.

The Grupo Tragsa understands corruption as the use of unethical practices to obtain any benefit. Corruption is one of the categories of fraud. In no case will the people of the Grupo Tragsa resort to unethical practices to influence the will of people outside the company with the aim of obtaining any benefit for the Group, or for themselves. They will also be aware so that there are no cases in which other people or organisations use these practices in their relationship with the company. For this purpose, the Group will prepare a specific Compliance and Anti-Bribery Policy to thoroughly regulate all these issues.

In its relations with authorities and public institutions, the employees of the Grupo Tragsa will behave in a lawful manner and in line with international provisions for the prevention of corruption and bribery.

The Grupo Tragsa expressly prohibits non-contractual or illegal payments to any person or entity, whether public or private, for the purpose of obtaining or having business or other benefits or advantages, as well as benefiting from personal relationships with public officials to obtain undue advantages.

### **Article 23. Rules against disqualifications**

With regard to exercising public or private activities by company employees, the law on incompatibilities must be taken into account. In particular, the employees of the company may carry out other activities in the terms provided in Law 53/1984, of 26 December, on Incompatibilities of Personnel at the Service of Public Administrations, and in Law 3/2015 of 30 March, regulating the exercise of High Office of the General State Administration, requesting, when necessary, the statement of the corresponding compatibility.

## **Chapter IV. Environmental Rules**

### **Article 24. Protection of the environment**

All the activities of the Grupo Tragsa will be carried out in the most respectful way with the environment, promoting preventive measures to be taken by all the agents that participate in its actions, and minimising the negative effects that its activities could eventually cause.

Group companies will ensure that waste and the effects of pollution are minimised, natural resources are preserved, energy savings are promoted, and research and development projects that foster environmental protection are carried out and sponsored. The Group will work to preserve, care for and protect the environment, natural resources and biodiversity, offering answers to what society and the environment needs, seeking the development of the rural and marine environment, with constant improvement in our parameters of quality and minimisation of environmental impacts, avoiding the spillage, or the emission or introduction into the air, soil or water of materials or substances that could endanger life, integrity, health or property of people.

The Grupo Tragsa will execute actions guaranteeing the preservation of natural resources, avoiding any unauthorised intervention in soils addressed for roads, green areas, public domain assets or places that have legally or administratively recognised its landscape, ecological, artistic, historical or cultural value, or that for the same reasons have been considered of special protection.

The Group will collaborate with the authorities to develop and promote laws and regulations that protect the environment. Likewise, the Group will promote the use of the most advanced and least polluting technology, protecting the natural environment, seeking collaboration with other companies that present special interest and initiatives in these matters.



The Group will disclose this policy to commissioning entities, suppliers and other external professionals with which it is related, demanding compliance at all times. In this regard, Grupo Tragsa is committed to the provisions of Order PCI/86/2019, of 31 January, which publishes the Resolution of the Council of Ministers of 7 December 2018, which approves the Plan of Ecological Public Procurement of the General State Administration, its autonomous bodies and the entities managing Social Security (2018-2025).

## **Chapter V. Economic Rules**

### **Article 25. Development of the activity**

The Grupo Tragsa will promote the development of its activity in an efficient and competitive way, optimising the resources it has, being able to grow and be profitable under the principle of responsible management.

The Group's ethical commitment, which includes basic principles and standards for the proper development of relations between the company and its main stakeholders (employees, administrations, contracting authorities, suppliers, subcontractors, collaborators and shareholders), will take into account the following goals, by way of example:

- a) The socially responsible investing and the economic profitability of the company pursuant to goals set forth in this document.
- b) Transparency in business activities
- c) Reports on the social responsibility policy, with the inclusion of social and environmental information in the annual reports, and the publication of the Group's sustainability report.
- d) The incorporation of a solid model of regulatory compliance and prevention of criminal risks that can prevent the incursion of the company in criminal proceedings that may entail economic, financial or reputation damages.

The Grupo Tragsa, in light of its previous experience, will strive to improve the quality of its actions and the safety of its execution, carrying out internal and external audits that enable continuous improvement of activities.

The Grupo Tragsa undertakes that the income arising from its activity be collected pursuant to the regulations applicable, rejecting any deceptive or fraudulent practice that enables it to get aids or subsidies, or to use public, national or foreign funds, to the prejudice of a third party, or for purposes other than those for which they were created.

#### **Article 26. Truthfulness of financial economic information**

The Grupo Tragsa guarantees the truthfulness of its accounts, expressly opposing their management, acting in the belief that the accounts must transmit reliable and truthful information about the Group's economic situation, using all means at its disposal to prevent that the information arising from interpreting accounts may generate errors while somebody is analysing them.

For this purposes, the employees of the Grupo Tragsa, holding responsibility in this area, will clearly and accurately show transactions, paying special attention in entering data into the company's computer systems to ensure the reliability of financial and economic information.

Likewise, the Grupo Tragsa has the necessary internal control procedures to prevent the improper performance of its employees from giving rise to any alteration in the Group's economic situation, or the view that third parties may have thereof, which may entail acts of disposition, or situations of economic crisis or insolvency, to the detriment of public entities in charge, suppliers, creditors or other workers.

Likewise, and in compliance with the current legislation applicable for this purpose, the truthfulness of the non-financial information provided will be guaranteed.

#### **Article 27. Compliance with accounting, tax and Social Security obligations**

In line with the Grupo Tragsa's concern to adjust all its activities to strict compliance with the provisions of current legislation, and to ensure the truthfulness of economic and financial information, and the contribution of the Group companies to the common interest pursuant to the provisions of tax and Social Security legislation, the Group complies with its accounting, tax and Social Security obligations, timely and strictly, having established the necessary internal procedures to guarantee avoiding deviations in internal operations that may affect compliance with the obligations in this regard

#### **Article 28. Money laundering and irregularities in payments**

Grupo Group personnel must pay special attention to those cases in which there may be indications of lack of integrity of the persons or entities with which the company maintains relationships.

In particular, they will pay special attention to cash payments that are unusual depending on the nature of the operation, those made by bearer checks or those made in currencies other than the one previously agreed, communicating through the channels and procedures established in this Code of Ethics those that may be understood to be irregular.

They must also be on the alert to payments made to or by third parties not mentioned in the corresponding contracts, as well as those made to accounts that are not the usual ones in relations with a specific entity, company or person.

Likewise, they must also pay attention to payments made to individuals, companies, entities or accounts opened in tax havens and to those payments made to entities in which it is not possible to identify the partner, holder or final recipient.

#### **Article 29. Protection of intellectual and industrial property**

Grupo Tragsa personnel is committed to protecting intellectual and industrial property, group companies and third parties, scrupulously complying with the rules that govern this issue in order to prevent breaching rights or causing damage to the Group or to third parties.

## **Chapter VI. Strategic Communication Standards**

#### **Article 30. Communication and dissemination of the Code of Ethics**

The Code of Ethics will be communicated and disseminated among Group employees and personnel by posting it on the intranet.

The external dissemination of the Code of Ethics is under the responsibility of the Directorate for Coordination and Institutional Actions, being published on the Group's website. However, all Directorates, within the scope of their powers, will contribute to increasing the aforementioned dissemination.

On an annual basis, reports will be made by the Compliance Officer on the degree of compliance with this Code. These reports will be incorporated into the Grupo Tragsa's annual sustainability report.

#### **Article 31. Responsibility for compliance with this Code**

The Group will promote a high level of commitment of employees and personnel in compliance with this Code of Ethics.

The Grupo Tragsa will provide employees and personnel with the necessary means to disseminate and enforce the principles of action included in this Code of Ethics.

Possible breaches of the Code of Ethics will be resolved pursuant to the applicable regulations. Group employees and third parties will communicate, confidentially and in good faith, any actions contrary to the Code of Ethics that they may find. For this purpose, communication channel established by the company will be used. This allows its personnel, employees and third parties, in a confidential manner, to answer questions and report irregular criminal behaviours or otherwise, related to the Code of Ethics.

The Grupo Tragsa formally establishes that it will not allow retaliation against people who use the procedures established for the communication of irregular behaviour related to the Code of Ethics. The Government, Corporate Responsibility and Criminal Risk Prevention Commission, as well as the Group's management or other corresponding management bodies, will comply with the requirements set forth in the personal data protection legislation regarding communications sent to them by professionals, pursuant to the provisions of the Code of Ethics. This commitment, in particular, will be part of the obligations inherent in management positions and unrestricted appointment of the Grupo Tragsa.

Any doubts that may arise to the employee regarding the interpretation or application of this Code should be referred to the Compliance Officer, as a dependent body and empowered for that purpose by the Committee on Governance, Corporate Responsibility and Prevention of Criminal Risks. Likewise, such Commission must inform its immediate superior or through the whistleblowing channel, of any breach of or non-compliance with the behaviours included in this document that, if applicable, if they are involve labour misconduct, will be sanctioned pursuant to the current labour regulations, notwithstanding other liabilities that may arise.

### **Article 32. Information policies**

The Grupo Tragsa considers the Corporate Social Responsibility Policy as a differentiating element, a more comprehensive and complete way of managing the company, and reinforcement to its ability to carry out a communication strategy and an effort to make its reputational image visible. In order to make this new global strategic vision public, it will ensure that good governance practices are communicated, both internally and externally, within the framework of the aforementioned Corporate Social Responsibility Policy.

In order to carry out communication management, particularly that related to the Grupo Tragsa's own personnel, specific planning will be drawn up and, in addition, responsible advertising will be published, also seeking to maintain the current quality and environmental certificates.

### **Article 33. Approval and amendment of the Code of Ethics**

The approval and amendment of this Code corresponds to the Board of Directors of the Company.

## **Chapter VII. Committee on Government, Corporate Responsibility and Prevention of Criminal Risks**

### **Article 34. Committee on Government, Corporate Responsibility and Prevention of Criminal Risks**

The purpose of the Committee on Government, Corporate Responsibility and Prevention of Criminal Risks includes, but is not limited to, and without prejudice to the provisions of the Internal Regulations of the Board of Directors and in its Internal Regulations:

- a) Promote disseminating, making known and complying with the Code of Ethics.
- b) Interpret it and guide decisions in case of doubt, as well as arbitrate between the parties when there are conflicting interpretations of its contents.
- c) Arrange a communication channel between Managers, full-time employees and the rest of the employees, to gather information about their compliance and acceptance.
- d) Prepare reports on the level of compliance with the Code of Ethics, with the appropriate recommendations and proposals for improvement that make its application easier.
- e) Manage the ethical inbox.

All the functions described above will be conducted along with the Compliance Officer of Grupo Tragsa.

### **Article 35. Compliance Officer in Grupo Tragsa**

The Committee on Governance, Corporate Responsibility and Prevention of Criminal Risks will operate along with Compliance Officer, whose position will functionally depend on it, while organisationally, this person will be directly attached to the Presidency of the Tragsa Group, through the Internal Audit Department. This party will be autonomous and independent for executing the relevant functions that will be conducted under in his/her own governing regulations. For the investigation of complaints, the Compliance Officer of Grupo Tragsa may count on the collaboration of a Support Unit, created for this purpose each time, which will be made up of three people from the organisation with recognised capacity, expertise, honourability and prestige in the area to be managed.

### **Article 36. Obligations of Grupo Tragsa workers regarding breaches of the Code of Ethics**

All Grupo Tragsa employees and personnel will be obliged to notify the Committee on Government, Corporate Responsibility and Prevention of Criminal Risks, through the ethical inbox managed by the Compliance Officer ([buzonetico@tragsa.es](mailto:buzonetico@tragsa.es)), of detected breaches in this Code of Ethics.

In this regard:

- a) Employees will be obliged to inform the Committee on Government, Corporate Responsibility and Prevention of Criminal Risks of any news regarding the commission or the reasonable possibility of committing any irregularity, as well as any breach of conduct included in the Group's Code of Ethics.
- b) People who file a complaint in good faith will be protected against any type of business retaliation.
- c) In any case, the strict confidentiality, and even anonymity, regarding the identity of the person who notifies will be ensured, notwithstanding legal obligations and the protection of the rights corresponding to companies and people charged unfairly or by means of an act of bad faith.

- d) In the event that an employee does not comply with the relevant obligations to notify the Committee on Government, Corporate Responsibility and Prevention of Criminal Risks, it will assess the importance of the risk arising from such breach, for the purposes of determining whether the person in charge must be informed thereof in order to determine the consequences of such breach.

### **Article 37. Ethical inbox management**

The Committee on Government, Corporate Responsibility and Prevention of Criminal Risks, through the Compliance Officer, will be the body in charge of managing the ethical inbox, as well as coordinating the internal investigations that, where appropriate, are initiated, and to take those measures that it considers necessary in each case based on the conclusions of the investigation. The company will prepare a protocol for action and decision against possible illicit acts in the Grupo Tragsa as a procedure for the admission, transfer, investigation and resolution of the complaints made through the ethical inbox.

In any case, the validity of the evidence obtained through the complaints channel, or the eventual actions of the Committee on Government, Corporate Responsibility and Prevention of Criminal Risks, will follow the constitutional principles and rights included in Spanish law, such as the right to effective judicial protection, the principle of presumption of innocence, the right to a fair trial, and the right to protection of personal data.

This amendment to the Grupo Tragsa Code of Ethics was approved by the Boards of Directors of Tragsa and Tragsatec held in Madrid on 28 January 2020.