

# Compliance Policy

## 1. Object of the Globalvia Group Compliance Policy

This Compliance Policy develops the Globalvia Group's Code of Conduct (NG01) applicable to the Organisation. It ties in with the Organisation's ethical values, thereby ratifying the **Globalvia Group's will to maintain a conduct respectful both of the rules and its ethical values** by defining its framework of **compliance principles**.

This *Policy* is aligned with the culture of integrity and respect for rules in place at the *Globalvia Group* and takes into account both the interests of the *Organisation* and the demands of its *Stakeholders*. In this regard, the text is aligned with the strategic objectives of the *Globalvia Group* and, consequently, with its **attitude of zero-tolerance towards any conduct that could constitute a non-conformity or Breach of Compliance**. Consequently, the *Board of Directors*, its delegated bodies and *Senior Management* must afford it their total commitment, and the other *Members of the Organisation* must commit to compliance with its provisions.

The *Policy* sets out the basic guidelines for *Compliance* in the *Globalvia Group*, seeking reasonable compliance with the commitments and obligations arising out of the main sources of *Compliance* obligations identified by the *Organisation* and detailed in *Annex III* to this document. The principal sources of *Compliance* obligations identified may also be extended to new sources of obligations, where the interests of the *Organisation* so dictate.

## 2. Bodies, persons and activities concerned

### 2.1. Bodies and persons concerned

Compliance with this *Policy* is mandatory and it applies to the whole *Organisation*. The *Members of the Organisation* must adhere to its contents irrespective of their position and the geographical location of their workplace, unless the applicable laws of the jurisdiction in which they operate lay down more stringent provisions, in which case they shall prevail over this *Policy*.

Consequently, although this *Policy* applies to the *Members of the Organisation*, it may also be extended, in full or in part, to *Business Partners*, where the specific circumstances of the case so advise.

## 2.2. Activities concerned

The activities covered by this *Policy* are listed in article 4 of the Articles of Association of Globalvia Inversiones, S.A.U. and are essentially the management, promotion, development and operation of public infrastructures, both foreign and national, obtained from different Public Administrations and international bodies and institutions under a concession agreement or any other legal form with characteristics similar to those of a concession contract that such Public Administrations, national or foreign bodies and institutions may use, now or in the future.

Also covered under this Policy are activities performed by companies of the Globalvia Group connected with providing mobility services through digital platforms or mobile applications, and core or ancillary services related to transport infrastructure and mobility data.

## 3. Organisational measures

### 3.1. The Compliance Committee

#### 3.1.1. Composition

The *Compliance Committee* of Globalvia has been assigned the ***duties of oversight and surveillance of the Compliance Management System***, which consists of programmes for compliance with rules, contracts and policies, procedures and internal controls of the Globalvia Group intended, among other aims, to ensure its implementation, compliance, and to prevent unlawful conduct.

The *Compliance Committee* is a collegiate, cross-cutting body comprised of *Members of the Organisation* who hold the following positions:

As members:

- Secretary General, Board of Directors
- Financial Director
- Director of Human Resources
- Director of Construction and Operations

As observers:

- Director of Innovation and Systems
- Internal Audit Director

The *Compliance Committee* is appointed by the *Board of Directors* of Globalvia, which has given it independent powers of initiative and control and the greatest possible independence for performing its duties, to release it from any business constraints that could prove detrimental to the performance of its tasks.

Under the terms of the *Policy*, the *Compliance Committee* has the full support of the *Board of Directors* and its delegated bodies of *Globalvia*, to which it has direct access. In this regard, it has the powers to freely consult *Organisation* documents and *Members of the Organisation* as required to fulfil its duties. The *Members of the Organisation* must supply the documents and information it requests of them immediately.

The *Compliance Committee* performs its tasks autonomously without requiring specific mandates to do so, under the terms of this *Policy* and the *Structuring document for the Compliance Management System*.

The independence of the *Compliance Committee* ensures decision-making neutrality. This independence is validated by its functional relationship and direct access to the *Board of Directors* through the *Audit and Risk Commission* (as a delegated body of the *Board of Directors*) and, hence, its distancing from the management team and middle management in charge of running operations. The *Board of Directors* is ultimately responsible, through the *Audit and Risk Commission*, for evaluating the performance of the *Compliance Committee*.

### 3.1.2. Main duties

The main duties of the *Compliance Committee* with regard to the *Compliance Management System* are grouped and structured below:

1. Driving and monitoring the **implementation** of the *Organisation's Compliance Management System*, ensuring that all *Subjects affected by this document* have access to the *Organisation's* rules for the prevention of *Compliance Risks*.
2. Identifying **Compliance obligations**, keeping them updated and circulating them among the *Members of the Organisation*.
3. Identifying and managing **Compliance Risks**, analysing and assessing them with a view to prioritising actions and allocating resources for their prevention, detection and management.
4. Promoting **awareness-raising and training** activities that equip the *Subjects affected by this document* with the **knowledge and skills** to fulfil their responsibilities in the prevention, detection and management of *Compliance Risks*.
5. Advising the *Board of Directors* and its delegated bodies and *Senior Management*, as well as any other *Member of the Organisation* who requires assistance from the *Compliance Committee*, and submitting **reports** to the *Audit and Risk Commission*, as the delegated body of the *Board of Directors* and *Senior Management*, on the results of the implementation of the *Compliance Management System* and its performance.

6. Operating the *Whistleblowing Channel* as the mechanism for obtaining information on potentially unlawful conduct or improprieties. Should a different area of the *Organisation* or a *Third Party* (the *Ombudsman*) be charged with this task, communication with the *Compliance Committee* shall be seamless.
7. Identifying correctly (citing, for example, the title, date, author, reference number, etc.) and in the appropriate format **information** on the pillars of the *Compliance Management System* and the **documentation** produced by its implementation, and ensuring that this is available for consultation (with the exception of confidential information that is only accessible by certain areas of the *Organisation*), fit for purpose, that access thereto is traceable, and that it is correctly filed.
8. **Measuring the performance** of the *Organisation's Compliance Management System* with indicators, ensuring that all elements function correctly and ensuring their **review** and **continuous improvement**.

## 3.2. Obligations of the Members of the Organisation

Since legal compliance and the correct implementation of the *Compliance Management System* is the responsibility of all *Members of the Organisation*, each of these, regardless of their position in the *Organisation*, is expected to (i) ensure that the provisions of this document are met, behaving ethically at all times to prevent unlawful acts or *Compliance Risks*, and (ii) act immediately upon instructions received from the *Compliance Committee* in the exercise of its functions, as described above.

### 3.2.1. The Board of Directors and Senior Management

The *Board of Directors* and its delegated bodies and the *Senior Management* of *Globalvia* not only support the *Compliance Committee* in the performance of its duties, but also actively promote the culture of *Compliance* in the *Organisation*, ensuring adequate resources for the effective implementation of the *Compliance Management System* and encouraging the use of procedures and channels put in place for reporting potentially unlawful conduct that could affect the *Organisation* and its activities, among other matters.

Their position as highest authority in *Globalvia* means that, in addition to the obligations of all *Members of the Organisation* (see section 4.2.2 of this *Policy*), its *Board of Directors*, delegated bodies and *Senior Management* have the additional, specific obligations described below.

### (i) Obligations of the Board of Directors

The *Board of Directors* is ultimately responsible for the formal approval of this *Policy* – along with any necessary updates – and driving the adoption and implementation of a *Compliance Management System* appropriate to the *Organisation* suited to preventing, detecting and managing the *Compliance Risks* facing the *Organisation*.

The *Board of Directors* is also responsible for formally approving Policies developed by the *Globalvia Group* to cover the main sources of *Compliance* obligations identified by the *Organisation*, as listed in **Annex III** to this *Policy*.

*Globalvia* has assigned the supervision of the operation and fulfilment of the *Compliance Management System* to a body of the legal entity with independent powers of initiative and control, the *Compliance Committee*, and the *Board of Directors* is responsible for appointing its members and formally approving the creation of this body, granting it the necessary independent powers of initiative and control and sufficient and appropriate financial, material and human resources to allow it to carry out its tasks effectively.

As the body responsible for the adoption of the *Compliance Management System*, it regularly evaluates the effectiveness of the system, modifying it where necessary, when it becomes aware, by any means, of the existence of serious breaches or when significant changes take place in the circumstances affecting the *Organisation*, in the assessment of its *Compliance Risks* or in the *Compliance* objectives set by the *Organisation*.

Likewise, under the terms of the *Structuring Document for the Compliance Management System* relating to *Compliance Reports*, the *Audit and Risk Commission*, as the delegated body of the *Board of Directors*, receives, reviews and signs the reports produced by the *Compliance Committee*, adopting any actions proposed by the *Compliance Committee* or driving those that it considers most appropriate for proper management of the identified *Compliance Risks*. The *Board of Directors* is also apprised of the contents of the *Compliance Reports* and the actions and/or measures implemented in this regard through the periodical report of the *Audit and Risk Commission* for the *Board of Directors* as the delegated body. Further, the *Board of Directors* ensures that processes for the formation of the will of *Globalvia* are implemented in the *Organisation* in order to reduce the likelihood of the appearance of *Compliance Risks* rated above low. At the proposal of the *Compliance Committee* or *Senior Management*, the *Board of Directors* must review, either directly or through its delegated body the *Audit and Risk Commission*, the procedures and controls associated with the delegation of decision-making powers in areas with *Compliance Risks*, where such delegations exist.

### (ii) Obligations of the Audit and Risk Commission

The main tasks of the *Audit and Risk Commission* in relation to the *System* are:



1. Overseeing the correct functioning and effectiveness of the System by reviewing the reports submitted by the *Compliance Committee* and proposing the appropriate decisions to Globalvia's *Board of Directors*, all in the framework of its risk management policy in the *Globalvia Group*.
2. Proposing to Globalvia's *Board of Directors* the appropriate modifications to the *System*, including those that may affect this *Policy* and any documents related to the *Compliance Management System*.

### (iii) Obligations of Senior Management

The *Senior Management* of *Globalvia* works with the Board of Directors in the exercise of its responsibilities, particularly in conveying the *Compliance* culture of the *Organisation* and its **zero-tolerance of any conduct that may involve the commission of unlawful acts**.

Given its close proximity to *Globalvia's* strategic and operational objectives and its hierarchical position, *Senior Management* is responsible for providing guidance and support to all *Members of the Organisation* to fulfil their *Compliance* obligations, and for ensuring that they all include these obligations in the performance of their daily activities at the *Organisation*. In this respect, in the exercise of its executive functions, *Senior Management* ensures that the requirements of the *Compliance Management System* are included in all of the *Organisation's* processes and procedures, providing guidance and support to all *Members of the Organisation* in their fulfilment of the *Requirements* and effectiveness of the *System*.

It should also ensure that sufficient and appropriate resources are available for the *System* to operate effectively and convey the importance of its implementation in a manner consistent with the provisions of this *Policy*.

*Senior Management* must also identify and take appropriate action to manage any potential or real conflicts of interest in cases of delegated decision-making responsibility or power, where *Compliance Risks* exist.

When required, *Senior Management* participates in processes to identify, analyse and evaluate *Compliance Risks* and encourages *Members of the Organisation* to use the available channels and *Third Parties* to report potentially unlawful conducts that could affect the *Organisation* and its activities.

With regard to reports on activities relating to *Compliance Risks* made by *Members of the Organisation*, *Senior Management* guarantees that there will be no reprisals, discrimination or penalties for reports submitted in good faith, or for actions intended to prevent participation in unlawful acts.

### 3.2.2. All Members of the Organisation

All *Members of the Organisation* have the responsibility to understand, observe and apply the terms of this *Policy*, working, where necessary, with the *Compliance Committee*, the *Board of Directors* and its delegated bodies and *Senior Management*, and observing in particular the behavioural parameters set out in the various policies cited in *Annex III* to this *Policy* and developing their content in the main sources of Compliance obligations identified by the Organisation.

All members shall immediately report to the *Compliance Committee* any action to prevent or correct any unlawful or potentially unlawful act of which they become aware and/or which is being managed without the clear involvement of the *Compliance Committee*.

In addition, all *Members of the Organisation* are expected to commit to compliance with this *Policy*, attend *Compliance* training sessions organised by reason of their role or position in the *Organisation*, and promptly provide the information and documentation requested by the *Compliance Committee*.

## 4. Knowledge and declaration of acceptance

This *Policy*, together with those mentioned in section 2.2, are delivered and made available to all *Members of the Organisation* at: Workspace: Repositorio > 00\_SIG-IMS > 00.Libro\_de\_Policas

*Globalvia* will also make this *Policy* and those mentioned in section 2.2 available to its *Business Partners* on its website.

For *Members of the Organisation* who hold positions particularly exposed to *Compliance Risks*, an annual declaration of compliance with the policies cited in *Annex III* applicable to them will be requested through the form attached as *Annex IV*. Similarly, *Business Partners* with a *Compliance Risk* above low will be asked to express their agreement with *Globalvia's* Code of Conduct for Business Partners (NG01) by signing a document to that effect or by including a contractual clause, in line with the attached *Annex V*.

## 5. Reporting conduct

All *Members of the Organisation* are required to report on individual or group behaviours or activities taking place in the context of their activity at the *Organisation* that may constitute *breach of the contents of this document or other documents forming the Compliance Management System*, regardless of whether such behaviours were instructed or requested by a supervisor.

For the effective application of this Policy, the *Organisation* has set up diverse internal reporting and communication mechanisms. As a result, queries, observations or complaints made by *Members of the Organisation* with regard to Compliance may be submitted through the **various channels of the Organisation**, which include basic reporting to a line manager, who must, in turn, report it to the *Compliance Committee of Globalvia*, and the *Whistleblowing Channel* of the *Organisation*.

The Whistleblowing Channel is available to all Members of the Organisation and Third Parties via the Globalvia website: [www.globalvia.com](http://www.globalvia.com).

All queries, observations and complaints relating to Compliance **must ultimately be** managed by the **Compliance Committee** under the terms of this *Policy* and as set out in the *PCM02 Structuring Document for the Compliance Management System*. The confidentiality of all information provided shall be guaranteed and persons reporting dubious conduct in good faith shall not face reprisals.g

If it detects materially relevant complaints or communications and/or any that could seriously compromise the *Organisation* or its *Stakeholders*, the *Compliance Committee* must immediately report them to the *Board of Directors* and *Senior Management* to ensure that they are managed with the appropriate speed and urgency.

## 6. Consequences of breach

In accordance with the provisions of the *Globalvia Group Code of Conduct* and the *Structuring Document for the Compliance Management System*, all Subjects affected by this document, regardless of rank, geographical location or function, are required to comply with the principles and procedures laid down in the aforementioned documents to the extent applicable to them. Equally, for the purpose of ensuring correct implementation of the *Compliance Management System*, they are urged to report any contravention of these principles and procedures, under the terms set out in section 7 ("Reporting conduct") of *this Policy*.

Once the *Compliance Committee* has investigated and confirmed a contravention of the provisions laid down in these texts, it shall suggest to the *Board of Directors* the adoption of measures proportional to the risk or damage caused, including disciplinary measures (for employees) or contractual measures (in business relations with *Business Partners*). These measures shall apply not only to the persons whose conduct has led to the risk or damage, but also to any *Member of the Organisation* who has not followed the procedures laid down by *Globalvia* for preventing and reacting to the same. Such conduct is in itself considered a breach of the ethical values and principles to which *Globalvia* is committed.

The measures adopted from the employment perspective shall be in accordance with the applicable regulations, but shall nevertheless carry due force and be in proportion to the seriousness of the incidents that gave rise to them, and the legal representatives of workers shall be informed, if necessary.



If it is confirmed that the activity of a *Member of the Organisation* could constitute an unlawful act, this shall be made known to the relevant Public Authorities so that it can be prosecuted accordingly. The supporting evidence obtained shall be submitted with the report.



## Annex I

### Definitions

The definitions of the terms frequently used in this document (shown in *italics*) are set out below:

- ***Globalvia/Organisation:*** includes Global Vía Infraestructuras, S.A., Globalvia Inversiones, S.A.U.
- ***Globalvia Group:*** includes Global Vía Infraestructuras, S.A., Globalvia Inversiones, S.A.U. and all the companies that it controls under article 42 of the Commercial Code. The companies that adhere to the ***Compliance Policy*** of the *Globalvia Group* are listed in *Annex II* of this *Policy*.
- ***Board of Directors:*** the Board of Directors of *Globalvia*, as the body ultimately responsible for authorising the activities, governance and policies of *Globalvia*, and to which *Globalvia* senior management reports and is accountable.
- ***Audit and Risk Commission:*** delegated body of the *Board of Directors* of *Globalvia* with powers in Compliance and other areas.
- ***Senior management:*** Management Committee of *Globalvia*.
- ***Compliance Committee:*** collegiate body with independent powers of initiative and control, charged with the responsibility of overseeing the operation and enforcement of the *Compliance Management System*.
- ***Members of the Organisation:*** members of the *Board of Directors* of *Globalvia* and the companies making up the *Globalvia Group*, managers, employees, temporary workers or employees or those under a partnership agreement, volunteers of an organisation and all persons reporting to any of the aforementioned.
- ***Business Partners:*** any natural or legal person, other than *Members of the Organisation*, with whom the *Organisation* has or foresees having a business relationship of any nature. They include but are not limited to intermediaries such as agents, external advisors, joint ventures, and natural or legal persons contracted by the *Globalvia Group* to supply goods or services.

- **Subjects affected by this document:** all *Members of the Organisation* and specified *Business Partners*, when it is advisable or necessary to extend all or part of the contents of this *Document* to them.
- **Third Party:** a natural or legal person or body outside the *Organisation*.
- **Stakeholders:** natural or legal persons who, although not *Business Partners* or *Members of the Organisation*, may be affected or perceive themselves as being affected by a decision or activity of the *Organisation*.
- **Staff holding particularly exposed positions:** *Member of the Organisation* whose position carries a *Compliance Risk* ranked above low in the *Compliance Risks* assessment.
- **Compliance Policy:** set of provisions contained in this document, hereinafter also referred to as the "**Policy**".
- **Structuring Document for the Compliance Management System:** sets out the rules and organisational documents in place at *Globalvia* with regard to *Compliance* and includes measures designed to assess, prevent, detect and manage *Compliance Risks* at an early stage.
- **Compliance Management System:** organisational and management system for the prevention of breaches that seeks to prevent, detect and manage *Compliance Risks* by integrating them into business processes and conducting measurements for its continuous improvement. Its essential basis is represented in the *Compliance Policy* and the *Structuring Document for the Compliance Management System*. Hereinafter, also referred to as the "**System**".
- **Compliance Risk:** risk relating to the uncertainty surrounding non-compliance and/or non-conformity with *Compliance Requirements*. *Compliance Risk* includes criminal risks and tax risks, among other types.
- **Requirement:** a specified and mandatory requirement. *Requirements* may arise from criminal laws and complementary regulations or be laid down by *Globalvia* in its *Compliance Policy* or any of the supporting documents of the *Compliance Management System*.
- **Non-conformity:** non-compliance with a *Requirement*.
- **Breach:** behaviour, whether active or through omission, constituting a breach of the regulations applicable to the *Globalvia Group*. Depending on gravity, a breach can range from mere formal non-compliance with a requirement contained in an

internal rule to committing acts that constitute an offence potentially attributable to the *Organisation*.



## Annex II

### Entities that have subscribed to the *Compliance Policy*

Company name	Competent body for agreement adoption and date
Metro de Sevilla, Sociedad Concesionaria de la Junta de Andalucía, S.A.	Board of Directors
Tranvía de Parla, S.A.	Board of Directors
Ruta de los Pantanos, S.A.U.	Board of Directors
Concesiones de Madrid, S.A.U.	Board of Directors
Autopista Central Gallega, C.E.S.A (ACEGA)	Board of Directors
Metro de Barajas Sociedad Concesionaria, S.A.	Board of Directors
Autopistas del Sol, S.A.	Shareholders meeting
P.I. Promotora de Infraestructuras, S.A.	Shareholders meeting
Auto-Extradas XXI-Subconcesionaria Transmontana, S.A.	Board of Directors
GVIA Inversiones Portugal, Unipessoal LDA	Management
Operestradas XXI, S.A.	Board of Directors
Petrotrans- Gasolineira de Lames, Unipessoal LDA	Management
Exproestradas XXI-AE Transmontana, S.A.	Board of Directors
Scutvias-Autoestradas Da Beira Interior, S.A.	Board of Directors
MRN-Manutenção de Rodovias Nacionais, S.A.	Board of Directors
Portvias-Portagem de Vias, S.A.	Board of Directors
Intevias-Serviços de Gestao, S.A	Board of Directors
Partvint, S.A.	Board of Directors
Viainterior, S.A.	Board of Directors
Openmobi Portugal, Unipessoal Lda	Management
Sociedad Concesionaria Costa Arauco, S.A.	Directors
Sociedad Concesionaria Autopista del Itata, S.A.	Directors
Sociedad Concesionaria Autopista del Aconcagua, S.A.	Directors
Global Vía Infraestructuras Chile, S.A.	Directors
Chilena de Global Vía, S.A.	Directors
Globalvía Licitaciones e Infraestructuras Chile Spa	Directors
Inversiones Globa Vía Chile, S.A.	Directors
Globalvía Chile Spa	Directors



## Annex III

### Main sources of Compliance obligations

Main sources of <i>Compliance</i> obligations	Compliance Officer	Management systems related to the subject area	Development Policy/Catalogue
<b>Criminal and anti-bribery</b>	Compliance Committee	UNE 19601 ISO 37001	Catalogue of Criminal Risks and parameters of expected conduct  Gifts and Hospitality Policy  Policy on relations with civil servants and equivalents  Donations and sponsorships policy
<b>Tax</b>	Compliance Committee	UNE 19602	Catalogue of Tax Risks and parameters of expected conduct

## Annex IV

### Formal declaration of acceptance

Staff holding particularly exposed positions:

Globalvia

#### Declaration of conformity

With this declaration, the signee acknowledges having received, read and accepted the contents of the following documents:

- *NG01 - Code of Conduct of the Globalvia Group* [[link](#)]
- *LP 14 - Compliance Policy* [[link](#)]
- *NG11 - Catalogue of Criminal Risks and parameters of expected conduct* [[link](#)]
- *[For staff particularly exposed to corruption risks: Integrity policies (Policy on relations with public servants and equivalent; Policy on gifts and hospitality; Policy on donations and sponsorships).]* [[link](#)]
- *[Other] (please specify)*

The undersigned therefore declares that he/she is committed to the contents therein and undertakes to carry out the types of conduct therein specified.

These documents regulate affairs of the utmost importance for *Globalvia* and breach of their provisions may, therefore, lead to the most serious employment-related consequences.

Name:

Signature:

Date of declaration:

## Annex V

### Formal declaration of conformity (as "letter" and "contractual clause")

Business partners of *Globalvia* presenting a Compliance Risk above low.

Globalvia

[Third-party Company]

[Management of third-party Company]

RE: Declaration of conformity

Dear Sirs,

We hereby inform you that we have seen and read your organisation's documents, as listed below:

- *NG01 - Code of Conduct for Business Partners* [www.globalvia.com]
- *NG11 - Catalogue of Criminal Risks and parameters of expected conduct* [[link](#)]
- *Integrity policies (Policy on relations with public servants and equivalent; Policy on gifts and hospitality; Policy on donations and sponsorships)* [[link](#)]
- [Other] [website locations]

In this regard and having read their contents, we state that we accept the principles therein and undertake to conduct ourselves in accordance therewith.

Moreover, we agree to your visiting our premises for the purpose of inspections and to undergo the inspection procedures you indicate.

We understand that these documents regulate affairs of the utmost importance to Globalvia and that our failure to comply with their contents shall be grounds for the termination of our business relationship with you.

Name of representative of [Third-party Company]:

Signature:

Position:

Date of declaration:

Clause [No]. Declaration of conformity

[Third-party Company] declares that it has seen and read the following Globalvia documents:

- *NG01 - Code of Conduct for Business Partners* [www.globalvia.com]
- *NG11 - Catalogue of Criminal Risks and parameters of expected conduct* [[link](#)]
- *Integrity policies (Policy on relations with public servants and equivalent; Policy on gifts and hospitality; Policy on donations and sponsorships)* [[link](#)]
- [Other] [website locations]

In this regard, [Third-party Company] states that it accepts the principles therein and undertakes to conduct itself in accordance therewith.

Moreover, [Third-party Company] agrees to Globalvia's visiting its premises for the purpose of inspections and to undergo the inspection procedures indicated.

These documents regulate affairs of the utmost importance to Globalvia. Therefore, substantial breach of their contents by [Third-party Company] shall be grounds for the termination of this contractual relationship.