



## **Annex VIII**

# **Code of Conduct for Business Partners**

**Approved by the Board of Directors of ACS Servicios,  
Comunicaciones y Energía, S.A. on 16 December 2020**

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.

# Contents

<b>1. Definitions</b>	<b>1</b>
<b>2. Subject Matter</b>	<b>2</b>
<b>3. Scope of application</b>	<b>2</b>
<b>4. Basic Principles of Conduct</b>	<b>3</b>
<b>4.1 Integrity and respect for legality</b>	<b>3</b>
<b>4.2 Professionalism</b>	<b>3</b>
4.2.1 Management quality and respect for the environment	3
4.2.2 Client-oriented mentality	4
4.2.3 Transparency	4
<b>4.3 Prohibition of acts of bribery</b>	<b>4</b>
<b>4.4 Concurrence and conflicts of interest</b>	<b>5</b>
<b>4.5 Antitrust</b>	<b>5</b>
<b>4.6 Respect</b>	<b>6</b>
4.6.1 Respect to Fundamental Human and Labour Rights	6
4.6.2 Respect to health and safety of persons	7
<b>4.7 Training</b>	<b>7</b>
<b>4.8 Confidentiality</b>	<b>7</b>
<b>4.9 Tax Liability</b>	<b>8</b>
<b>5. Ethical Channel</b>	<b>8</b>
<b>6. Contract clauses</b>	<b>9</b>

**MODIFICATION CONTROL**

VERSION	DATE	APPROVAL BODY	AUTHOR	SUMMARY OF CHANGES
0	26 June 2019	Board of Directors	Committee for Prevention of Criminal Activities	Initial Edition
1	16 December 2020	Board of Directors	Committee for Prevention of Criminal Activities	Content Review
2	17 March 2021	Committee for Prevention of Criminal Activities	Corporate Compliance Officer	Section 6. Contract clauses

**1. Definitions**

- **ACS:** ACS, ACTIVIDADES DE CONSTRUCCIÓN Y SERVICIOS, S.A., partner company of the ACS Group.
- **ACS SCE:** ACS SERVICIOS, COMUNICACIONES Y ENERGÍA, S.A., parent company of ACS Industrial Group.
- **ACS Industrial or the organisation:** ACS Industrial Group. It includes the parent company, ACS SCE, and the several divisions<sup>1</sup> thereof, as well as their respective subsidiaries and temporary joint ventures where the Group companies are involved.
- **Business Partners:** any legal or natural person, except for organisation members, with whom the organisation keeps or envisages establishing some kind of business relation. By way of an example, without limitation, this shall include external advisors, joint ventures or natural or legal persons hired by the organisation for the delivery of goods or the provision of services.

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<sup>1</sup> COBRA GESTIÓN DE INFRAESTRUCTURAS, S.A.U. ("**COBRA**"); CONTROL Y MONTAJES INDUSTRIALES CYMI, S.A. ("**CYMI**"); CYMI BRASIL, S.L.U. ("**CYMI BRASIL**"); DRAGADOS OFFSHORE, S.A. ("**DRAGADOS OFFSHORE**"); ELECTRICIDAD ELEIA, S.L.U. ("**ELEIA**"); ENCLAVAMIENTOS Y SEÑALIZACIÓN FERROVIARIA, S.A.U. ("**ENYSE**"); ELECTRONIC TRAFFIC, S.A. ("**ETRA**"); IMESAPI, S.A. ("**IMESAPI**"); INITEC ENERGÍA, S.A. ("**INITEC**"); INTECSA INGENIERÍA INDUSTRIAL, S.A. ("**INTECSA**"); MAETEL INSTALACIONES Y SERVICIOS, S.A ("**MAETEL**"); MAKIBER, S.A. ("**MAKIBER**"); MANTENIMIENTO Y MONTAJES INDUSTRIALES, S.A. ("**MASA**"); SOCIEDAD ESPAÑOLA DE MONTAJES INDUSTRIALES, S.A. ("**SEMI**"); and SICE TECNOLOGÍAS Y SISTEMAS, S.A. ("**SICE**").

- **Organisation Members:** members of the board of directors, executives, employees, or temporary workers or employees or under a cooperation agreement, as well as voluntary members of an organisation and other persons under the hierarchical subordination of any of the above, of each specific company within the ACS Industrial Group.
- **Culture of Compliance:** organisational culture based on the fulfilment of current legality in the different jurisdictions where it operates, as well as the ethical principles that guide ACS Industrial's Group behaviour.

## 2. Subject Matter

ACS SCE and its divisions have maintained throughout their history a strong corporate commitment with the business partners that interact with ACS Industrial, as well as with the members of the organisation. This commitment is based on the culture of compliance that guides ACS Industrial.

Thus, it is key for business partners to comply with minimum behavioural standards in line with the compliance culture in ACS Industrial. In case the business partners subcontract part of the activities developed for ACS Industrial, they shall ensure, at the same time, that such subcontractors meet all provisions herein, as well as other regulations within the organisation that may be applicable to them, as the case may be.

## 3. Scope of application

The content of this Code of Conduct for Business Partners derives from the ACS Code of Conduct and is mandatory for all business partners of ACS Industrial in any jurisdiction.

The business partners shall expressly accept (through their signature and commitment of compliance) the content herein and, if so requested by the circumstances, the Criminal, Anti-Bribery Compliance and Behaviours Against to the Defence of the Competition Policy<sup>2</sup> and/or the Catalogue of Forbidden Acts and Expected Behaviour.

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<sup>2</sup> The Criminal, Anti-Bribery Compliance and Behaviours Against to the Defence of the Competition Policy is available for all business partners of ACS SCE so that it can be read and consulted, regardless of the mandatory nature of the execution and acceptance thereof, in the Compliance section made available for such purposes on the webpage of the relevant ACS Industrial division.

Notwithstanding, in the event that the business partners credit the existence of a Code of Conduct or other internal regulations with analogous contents to those requested by the regulations stated above, and this is accepted by the organisation, they shall be exempted from executing this Code of Conduct.

## **4. Basic Principles of Conduct**

The business partners of ACS SCE must, always and in any case, act with integrity, professionalism and respect for the rule of law.

### **4.1 Integrity and respect for legality**

Business members have the responsibility of ensuring that all their decisions and performance being carried out with full respect of the applicable standards in each jurisdiction in which they operate. Besides, all actions must be consistent with the conduct and ethical principles stated in the ACS Code of Conduct as well as in any other standards mentioned herein.

### **4.2 Professionalism**

The ACS Industrial business partners shall have a high professionalism based on a comprehensive action focused on excellence in the provision of services.

In this sense, their behaviour must be based on the following principles of conduct:

#### **4.2.1 Management quality and respect for the environment<sup>3</sup>**

The work and the quality management in our projects generates trust and a suitable corporate identity in the market. The way to manage with quality shall be based, among other aspects, on the respect to the environment and the people.

Therefore, business partners must undertake the commitment to seek the greatest respect for the environment while performing their business operations, while minimizing the potential negative effects that, the said operations may eventually cause.

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<sup>3</sup> It is expected for business partners to have organisation and management models in line with the best practices and international standards that allow for the fulfilment of the principles herein, such as with the ISO 9001 on Quality Management Systems, as well as the ISO 14001 on Environmental Management Systems.

#### **4.2.2 Client-oriented mentality**

All business partners of ACS Industrial shall provide their greatest cooperation, professionalism and service mentality in order to procure the highest level of satisfaction from clients. Likewise, they shall seek to improve their client's expectations and shall make an effort to anticipate their needs. However, achieving the said objectives will never justify non-compliance with the law and the regulations and with ACS SCE Group's Compliance culture.

#### **4.2.3 Transparency**

All business partners shall provide in their communications and regardless of the manner in which these are performed, information that is true, necessary, complete and timely on the progress of the activities related to their performance. They shall likewise keep confidential all information that needs to remain secret.

#### **4.3 Prohibition of acts of bribery<sup>4</sup>**

ACS Industrial forbids all form of corruption, especially briberies in both the public<sup>5</sup> and private sector<sup>6</sup>. In this regard, business partners shall be banned from making or receiving undue payments of any nature, presents, gifts, or favours that fall outside the legal uses of the market or may reasonably entail an alteration of the course of the trade, administrative or professional relations by their value, their features or their circumstances.

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<sup>4</sup> It is expected for business partners to have organisation and management models in line with the best practices and international standards that allow for the fulfilment of the principles herein, such as with the ISO 37001 on Anti-Bribery Management Systems.

<sup>5</sup> Bribery in the public sector: offering, paying, promising, giving, accepting, or requesting from a civil servant an unjustified benefit of any value (either financial or non-financial), directly or indirectly, and regardless of their geographical location, in breach of the provisions under the applicable regulations, as an incentive or a reward for acting or refraining from acting with regard to the tasks assigned to them.

<sup>6</sup> Bribery in the private sector occurs when: any organization members, either by themselves or through a third party, receives, solicits, offers or accepts, an unjustified benefit or advantage for any nature, for themselves or for a third party, as a compensation in order to unduly favor another in a process of sale or acquisition of goods, in the procurement of services or in trade commercials.

Likewise, the presentation of presents and gifts in favour of civil servants<sup>7</sup> and public employees is forbidden, as well as the performance of provisions free-of-charge in their favour.

#### **4.4 Concurrence and conflicts of interest**

As a consequence of the principle of ethical behaviour and zero tolerance to any act of bribery, ACS Industrial's business partners have the obligation to behave in a manner that is consistent with said principles in those matters where there may be a certain type of competition or direct or indirect conflict of interest, while taking the necessary measures to attempt to avoid making decisions affected by a possible conflict of interest.

A conflict of interest is considered to be a situation where business, financial, economic, family or personal interests could interfere with a person's judgment of value in the performance of their obligations before the organization for which they work or provide their services.

#### **4.5 Antitrust**

ACS Industrial respects and encourages free, loyal, and honest competition, showing their absolute commitment with the competition regulations in all jurisdictions.

As established in the ACS Industrial General Protocol for Compliance with Competition Standards, the members of the organisation of each of the ACS Industrial companies shall refrain from being involved in or encouraging any practice that may be considered inconsistent with antitrust regulations.

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<sup>7</sup> Civil servant: any person who holds a legislative, administrative or judicial position, appointed either by succession or by vote, or any person exercising a public function, even for a public body or a public company, or any civil servant or agent of a national or international organisation or any candidate application for a public position. The definition of civil servant includes: (i) a government employee, a local employee an official or any other person that carries out functions in favour of a country or a territory, (ii) a person exercising administrative, legislative or judicial functions, either appointed by election or by succession, within a certain country or territory, (iii) a member of a political party, (iv) a candidate for a political position, (v) a person who performs any type of official tasks, either at a governmental level and at a local level, within the government or in any of the secretary's offices, (vi) an employee or a representative of a governmental organisation or an organisation financed with public money, and/or (vii) a civil servant or agent of an international organisation ruled by Public Law.

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This commitment shall inspire ACS Industrial's behaviour in the selection and hiring stages of their business partners, as well as during the commercial or contract relation, to which end knowledge on and adherence to the principles herein shall be sought.

In the event that an ACS Industrial business partner is sanctioned for a serious or a very serious breach under Antitrust legislation, either through a decision by an authority whose competence is final within a court procedure, ACS Industrial reserves the right to modify the contract relation and, as the case may be, to terminate the contract relation for the purposes of complying with ACS Industrial's strong commitment to comply with Competition Standards.

Pursuant to the above, ACS Industrial shall ensure that a clause is included in the documents that regulate their relations with their business partners allowing to terminate the relation when the business partner is sanctioned for a serious or very serious breach of Antitrust law by a final judgement issued by a court or tribunal.

#### **4.6 Respect**

The business partners of ACS Industrial undertake the commitment of acting in a responsible and diligent manner, for the purpose of identifying, preventing, mitigating and answering for the negative consequences that their activities may entail.

##### **4.6.1 Respect to Fundamental Human and Labour Rights**

It is fundamental for business partners, regardless of the country where they carry out their business activity, to respect fundamental human and labour rights recognised internationally.

It is expected for business partners to comply with the guidelines of the Universal Declaration of Human Rights of the United Nations and the Declaration by the International Labour Organisation on Fundamental Principles and Rights at Work.

#### **4.6.2 Respect to health and safety of persons<sup>8</sup>**

The respect for security and the health of individuals is ACS Industrial's primary goal. For this reason, ACS Industrial's business partners must undertake the commitment of providing a safe and healthy labour background for their members, as well as the greatest respect for regulations in terms of occupational health and safety, and complying with the applicable regulations on occupational risk prevention.

#### **4.7 Training**

The business partners undertake to keep a training policy for the learning and personal and professional development of their members for the purposes of reaching the greatest performance, quality and satisfaction in the performance of their tasks, as well as the compliance with the provisions herein. More precisely, the business partners undertake to train their members in the ethical values and respect values included herein, with special reference to the knowledge and respect of the regulations on antitrust law.

#### **4.8 Confidentiality<sup>9</sup>**

The activity of ACS Industrial is framed within a sector where keeping confidentiality on the information used as part of the work is key to the good functioning of the activities within the organisation, namely regarding tenders, bids, and strategical guidelines. In this regard, keeping secrecy and confidentiality on such information is considered a priority for ACS Industrial.

Thus, ACS Industrial's business partners shall keep their confidentiality duty with regard to all information known by them by reason of their business relation, either present or future, held with ACS Industrial, except when expressly authorised in written by a person with the relevant authority within the organisation, or as part of the fulfilment of a court order or a regulatory provision.

For the fulfilment of this duty, it is the business partners' responsibility to adopt the security measures necessary to protect the confidential information and ensure that all their members, within the frame of the relations maintained with ACS Industrial, comply with such duty.

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<sup>8</sup> It is expected for business partners to have organisation and management models in line with the best practices and international standards that allow for the fulfilment of the principles herein, such as with the ISO 45001 on Occupational Health and Safety Management Systems.

<sup>9</sup> It is expected for business partners to have organisation and management models in line with the best practices and international standards that allow for the fulfilment of the principles herein, such as with the ISO 27001 on Information Security Management Systems.

#### 4.9 Tax Liability

The business partners undertake to comply with current tax legislation in each country or territory where they are present, avoiding the concealment of important information, the illegal avoidance of tax payment, the achievement of undue tax benefits or the obstruction of an action of verification by administrative bodies. Likewise, the business partners shall cooperate with the tax administrations to promote the requested tax information pursuant to current legislation.

### 5. Ethical Channel

ACS SCE provide for all members of the organisation, their business partners, and any third party, different channels for communications and reporting through which all actions shall be communicated committed by members of the organisation or business partners that are inconsistent with the ACS Code of Conduct, with the provisions herein and with the regulations contained therein or in the remaining internal regulations and, more precisely, those that may have a criminal transcendence.

For this reason, ACS SCE has the following communication mechanisms, inter alia:

- E-mail address:

[canaletico@acsindustria.com](mailto:canaletico@acsindustria.com)

- Mailing address:

Legal Compliance Body - ACS SCE

Calle Cardenal Marcelo Spínola, 10, 28016, Madrid

- Voice Mail:

+34 91 820 52 95

All communications in this sense must be confidential, that is, keeping the identity of the whistleblower secret. Such identity may only be disclosed outside ACS SCE, when appropriate, to the competent public authority in charge of investigating the fact, in the event that such fact must be notified to the aforementioned authority in accordance to the applicable standards.

Besides, ACS SCE guarantees indemnity in the event of reprisals against persons who make complaints in good faith.

## 6. Contract clauses

Both in the general purchase conditions and in the subhire contracts the following clauses need to be included, except for justified reasons that must be expressly approved by the Corporate Compliance Officer of the corresponding division of ACS SCE:

[Corporate name of the Business Partner] declares that they have received and understood the integrity of the content of the ACS Industrial Code of Conduct for Business Partners for the purposes of adhering thereto and fulfilling the provisions therein”.

[Corporate name of the Business Partner] declares that they promote the defence of the free market and performs a compliance culture in terms of Legal and Competition Compliance and, specifically, declares zero tolerance to the breach of Competition regulations with regard to their employees, executive members and representatives. Subject to the duty of secrecy applicable to sanctioning procedures in competition matters [Corporate name of the Business Partner] declares:

- (i) That they have not been subjected to an inspection or are not currently involved in a preliminary investigation or procedure before a competent authority for the commission of an infringement of Competition law.
- (ii) Not having been sanctioned for the commission of a serious or very serious infraction of Competition Law in the last 10 years.
- (iii) That they have received and understood the integrity of the ACS Industrial Protocol for Compliance with Competition Standards for the purposes of adhering there to and complying with the provisions therein.

Additionally, and during the business relation, the award of a final judgement confirming the commission of a very serious breach under antitrust legislation shall give rise to the early termination of the contract. If [Corporate name of the Business Partner] was sanctioned during the business relation, they undertake to convey such circumstance after being awarded an adverse final judgement as soon as possible and, in any event, within the period of 5 days”.