

**Contents**

<b>1. Identification</b> .....	<b>4</b>
1.1. Object .....	4
1.2. Scope .....	4
1.3. Area of dissemination .....	4
<b>2. Definitions</b> .....	<b>4</b>
<b>3. Development</b> .....	<b>6</b>
3.1. Responsibilities .....	6
3.2. Internal regulations .....	7
3.3. Conduct guidelines .....	7
3.3.1. Relations with the public sector .....	7
3.3.1.1. General criteria .....	7
3.3.1.2. Conduct guidelines .....	8
3.3.1.3. Control measures .....	9
3.3.2. Relations with the private sector .....	9
3.3.2.1. General criteria .....	9
3.3.2.2. Conduct guidelines .....	9
3.3.2.3. Control measures .....	10
3.3.3. Relations with political parties .....	10
3.3.3.1. General criteria .....	10
3.3.3.2. Conduct guidelines .....	10
3.3.4. Financing of commitment and collaboration projects with the community 11	
3.3.4.1. General criteria .....	11
3.3.4.2. Conduct guidelines .....	11
3.3.4.3. Control measures .....	11
3.3.5. Institutional representation activities and commercial and marketing initiatives .....	12
3.3.5.1. General criteria .....	12
3.3.5.2. Conduct guidelines .....	12
3.3.5.3. Control measures .....	12
3.3.6. Mergers, take overs and structural modifications .....	12
3.3.6.1. General criteria .....	12
3.3.6.2. Conduct guidelines .....	13
3.4. Acceptance and fulfilment of the anti-corruption regulation .....	13



3.5. Information channels.....	13
4. Files .....	14
5. Referenced documents.....	14
6. Record of changes.....	14



**MESSAGE FROM THE PRESIDENT OF ABERTIS INFRAESTRUCTURAS**

In accordance with the *Code of Ethics* of the Abertis Group, the Board of Directors of Abertis Infraestructuras has approved a regulation for the prevention of corruption. Said regulation reaffirms our commitment to the fight against corruption.

Given the nature of the services provided by Abertis Group companies, which require permanent contact with the public sector, in addition to the relations we have with the private sector, the sustainability of our organisation requires that all those who work for Abertis Group companies, as well as those who represent it, have at their disposal, are aware of and comply with detailed guiding principles to follow for the prevention of corruption at the Abertis Group. The present regulation provides these guidelines.

We also demand compliance with these guidelines from our suppliers, distributors and external professionals in their relations with Abertis Group companies. This is in addition to the relationships that are established at the Abertis Group with clients and representatives of national and foreign public administrative bodies.

In the majority of jurisdictions in which Abertis Group companies operate, the penal or administrative penalty for committing acts of corruption corresponds to the offending company, the employee who has committed the offence and the parent company of the Abertis Group, in other words Abertis Infraestructuras, S.A.

The damage to the reputation of the Abertis Group can be far-reaching and may have grave consequences for business, even in the small number of cases in which said legal responsibility does not correspond to the Abertis Group, since our brand would be damaged.

**The Abertis Group DOES NOT TOLERATE any form of corruption or conduct** that may constitute a criminal offence. Committing such acts will lead to the automatic imposition of sanctions on the law-breaking employee as well as on stakeholders that come into contact with the different companies of the Abertis Group.

All the departments within the Abertis Group are responsible for the real and effective application of the principles established in the present regulation in their activities. Consequently, we encourage you to develop specific regulations and controls in accordance with the present Abertis Group regulation concerning the issue of corruption.

It is very important that we are all familiar with and understand these guidelines. For this reason, each Abertis Group company has established consultation channels which are available to all. If you have any doubts, use them, they are there for you.



## 1. Identification

### 1.1. Object

The aim of the present regulation is to develop the conduct guidelines to be followed in the fight against corruption.

### 1.2. Scope

The present regulation for the prevention of corruption applies to:

- All employees, including the directors and administrators of the administrative bodies of the Abertis Group and of the foundations linked to the Abertis Group, hereinafter referred to as the People Subject to this regulation.
- The different stakeholders dealt with by each of the Abertis Group companies.

### 1.3. Area of dissemination

The area of dissemination of this regulation includes all the People Subject to the Code of Ethics according to the Abertis Group *Code of Ethics*, who, in turn, will introduce the regulation to the different stakeholders with whom they deal in each of their areas, and to companies that are not part of the Abertis Group but which have a direct or indirect holding in the Abertis Group.

## 2. Definitions

**Money laundering:** according to the definition provided by the Financial Action Task Force (hereinafter, FATF), all actions consisting of:

- a) The conversion or transfer of property, in the knowledge that it originates from a criminal offence, for the purpose of concealing or disguising its illegal origin or assisting any person involved in committing the crime from avoiding the legal consequences of their actions.
- b) Concealing or disguising the real nature, source, location, availability, movement or rights over property or goods in the knowledge that they originate from a criminal offence.
- c) The acquisition, possession or use of goods, in the knowledge that, at the moment they are received, they originate from a criminal offence or from participation in any crime.



The aim of all these practices is, in short, the concealment of the origin of money obtained through unlawful mechanisms in order to subsequently convert them into "legitimate capital".

**Dubious political contributions:** although contributions to a political party and/or candidate may be legitimate, they may also be a means of disguising corrupt practices. It is essential that the decision is made in a transparent manner and with the consent of the management of the Abertis Group.

**Corruption** (according to the definition of the non-governmental organisation Transparency International (hereinafter, TI)): The abuse of power committed for private gain. This is not limited to financial gain, but also to other types of benefits. This definition applies to both the public and the private sector.

**Favouritism:** this occurs when preference is given to someone without taking merit or fairness into consideration.

**Fraud** (according to the practical guidelines for managing risks and implementing mechanisms to fight against corruption and for the promotion of transparency issued by the Spanish Network of the Global Compact): Taking advantage of a situation in order to obtain a personal gain, with a negative impact for other employees, managers or the company itself.

**Facilitation payments:** also known as "facilitating" payments, or "accelerators". These are sums of money handed over in exchange for guaranteeing or speeding up a procedure or required action for which the party responsible for the facilitation payment has a right conferred on it by law.

**Bribery/Extortion** (according to the definition issued by the directives of the OECD for multinationals): bribing is the act of asking or tempting another to commit bribery. Bribery becomes extortion when this demand is accompanied by threats which endanger the personal well-being or lives of the people involved.

**Bribery** (according to the TI definition): the offering or receipt of any gift, loan, fee, reward or other benefit to or from any person, as a means of inducing someone to behave in a dishonest or unlawful manner in the management of a company.

**Priority projects:** within the Abertis Group, the following are considered priority projects:

- Cultural institutions of general interest.
- Socio-economic events.
- Publically-promoted cultural festivals.
- Artistic heritage.
- Environmental expenditure.
- Road safety actions.



**Non-priority projects:** within the Abertis Group, the following are considered non-priority projects:

- Sporting events exclusively aimed at the integration of disabled people.
- Social events related to the activities of the Abertis Group.
- Care associations without institutional programmes.
- Private cultural initiatives.
- Privately-promoted concert seasons.
- Advertising.

**Exceptional projects:** within the Abertis Group, the following are considered exceptional projects:

- Third-party campaigns.
- Other sporting events.
- Donations to associations or foundations linked to political parties that present projects which are aligned with the conduct guidelines of this regulation.

### 3. Development

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#### 3.1. Responsibilities

##### **Board of Directors of Abertis**

The powers of the Board of Directors of Abertis include the approval of the present regulation for the prevention of corruption, and any amendments made hereto.

##### **The General Managers of Abertis Group companies and foundations linked to the Abertis Group**

The general managers of the companies and foundations linked to the Abertis Group may develop and implement specific regulations and controls, adapting them to their activities and to the applicable legislation. In all cases, the principles established in the present regulation for the prevention of corruption must be observed, except where the applicable legislation establishes more rigorous standards or requirements than this regulation, in which case said legislation must be observed.

##### **Abertis Group *Code of Ethics* Corporate Committee and Local Committees**

The Corporate Committee and the Local Committees of the Abertis Group *Code of Ethics* constitute, each within the scope of their respective powers, the advisory body of the corresponding Abertis Group for the resolution of any issue that may arise from the application of this regulation.



Furthermore, as soon as the Local Committees receive notifications of any breach of the present regulation, it must forward them immediately to the Abertis Group Code of Ethics Corporate Committee for the joint resolution thereof.

### **Representatives of companies that are not part of the Abertis Group but have direct or indirect holdings in the Abertis Group**

The representatives of companies that are not part of the Abertis Group undertake, wherever possible, to not carry out the activities prohibited in this regulation. Furthermore, the aforementioned representatives, whenever it is within their powers, shall ensure that said private companies comply with the provisions established in this regulation.

## **3.2. Internal regulations**

Abertis Group companies shall draft internal regulations that regulate the areas set out below, irrespective of whether they draft other internal regulations for other areas which in turn involve more stringent control over the prevention of corruption:

- Purchasing procedures.
- Financing of commitments and collaboration with the community.
- Management of institutional dealings and marketing and commercial actions.
- Selection and approval of suppliers.
- "Due diligence" prior to a merger, take over or joint venture operation.
- Lobbying manual.
- Recruitment of personnel from the public sector.

## **3.3. Conduct guidelines**

### **3.3.1. Relations with the public sector**

#### **3.3.1.1. General criteria**

The Abertis Group bases its relationships with the national and international public sector on the principles of transparency and equal opportunities, and rejects any actions aimed at gaining an advantage over competitors, in the market or in public contracts, when said actions are based on any form of corruption or contrary to the applicable legislation.



**3.3.1.2. Conduct guidelines**

- a) In their relations with public bodies the People Subject to this regulation shall not offer, promise or hand over payments, goods or any advantage, benefit or remuneration in kind, whenever this is contrary to the applicable legislation, or to the provisions established in the Abertis Group *Code of Ethics*, or when said actions are not considered appropriate in accordance with the traditions and customs of the location, to the following people:
  - i. People belonging to the national or international public sector, or international organisations.
  - ii. People who belonged to the sector referred to in point (i) above, in the year preceding the termination of their duties (or within the longest period demanded by the applicable legislation).
  - iii. Relatives of the people referred to in points (i) and (ii) above.
- b) If the People Subject to this regulation have actively participated in campaigns for political elections, they shall not negotiate on behalf of Abertis Group companies with senior officials from the national or international public sector in order to obtain any form of advantage, direct or indirect, for the Abertis Group company.
- c) If the People Subject to this regulation have actively participated in campaigns for political elections, they shall not negotiate on behalf of Abertis Group companies with senior officials from the national or international public sector in order to obtain any form of advantage, direct or indirect, for the Abertis Group company.
- d) The People Subject to this regulation shall not use any confidential information obtained during the term of an existing contract between Abertis Group companies and the national or international public sector for purposes other than the contract itself.
- e) The People Subject to this regulation shall not request or obtain confidential information relating to a person belonging to the public or private sector, or a person who previously belonged to the aforementioned sector, in order to directly or indirectly obtain any form of advantage to the benefit of Abertis Group companies, for purposes other than the contractual relations maintained between Abertis Group companies and the national or international public sector.
- f) The People Subject to this regulation shall not be involved in any business or financial transaction with or have any financial or any private interest in a senior official from the national or international public sector or a relative thereof, directly or indirectly.



- g) The People Subject to this regulation shall not, in their actions, directly or indirectly guide or influence any person belonging to the public sector whereby the employee of the Abertis Group takes advantage of any situation derived from a personal relationship they may have with the person belonging to the public sector in order to obtain a decision that may directly or indirectly result in a financial advantage for them and/or Abertis Group companies.
- h) The People Subject to this regulation shall neither contract or request the collaboration of lobby groups, except in cases where, subject to the evaluation of the corresponding *Code of Ethics* Commission, it is deemed that their activity does not constitute an act of corruption or an act that may be considered unlawful in the corresponding jurisdiction and which is in accordance with the Abertis Group *Code of Ethics* and the regulations of Abertis Group companies.

### **3.3.1.3. Control measures**

Notwithstanding the control measures that may be developed by Abertis Group companies, the signing of the form *Annual Declaration of Compliance* with the Abertis Group *Code of Ethics*, its respective implementing regulations and the present regulation for the prevention of corruption constitute an essential measure to avoid corruption within Abertis Group companies.

## **3.3.2. Relations with the private sector**

### **3.3.2.1. General criteria**

The Abertis Group bases its relationships with the national and international private sector on the principles of transparency and equal opportunities, and rejects any actions aimed at gaining an advantage over competitors in the market, when said actions are based on any form of corruption or contrary to the applicable legislation.

### **3.3.2.2. Conduct guidelines**

- a) The People Subject to this regulation shall not offer, give or promise any unjustified benefit to other employees of other companies, or their relatives, belonging to the private sector, in order to favour the Abertis Group employees or companies, or third parties.
- b) The People Subject to this regulation shall not, either directly or via a third party, accept, receive or request any form of unjustified advantage or benefit in order to favour a person or company belonging to the private sector, which offers an advantage to the detriment of third parties.



### **3.3.2.3. Control measures**

Before proceeding with the contracting of suppliers, they must be approved by the Abertis Group. Among other parameters, the approval must take the following criteria into consideration:

- a) The regulation of the country in which the supplier has its registered address or effective headquarters, in addition to the socio-political situation and the level of corruption that exists in the country.
- b) The origins of the products or services supplied.
- c) The legal and business background of the supplier, its administrators and directors, and its reputation.
- d) The adequacy of its material and human resources for carrying out the activity to be contracted.

Prior to formalising a collaboration agreement, joint venture or temporary joint venture, Abertis Group companies will be required to carry out a review or due diligence. Both the lists of information requests and the reports drafted for said processes of prior review or due diligence shall include a section on corruption.

### **3.3.3. Relations with political parties**

#### **3.3.3.1. General criteria**

Abertis Group companies may maintain relations with political parties, at all times in accordance with the legislation of the countries in which they are operating.

#### **3.3.3.2. Conduct guidelines**

- a) Donations shall not be made to political parties or any organisations, associations or foundations linked thereto. This prohibition shall also apply to the foundations linked to Abertis Group companies. However, if the organisations, associations or foundations linked to political parties present projects aligned with the Social Responsibility Plan of the Abertis Group, Abertis Group companies and the foundations linked to the Abertis Group may participate in said projects, provided that a prior analysis and evaluation on the part of the managers of the Abertis Group and its associated foundations that are involved in said projects is carried out and the result of said analysis and evaluation does not represent any risk of damage or harm to the Abertis Group.
- b) Abertis Group companies and the foundations linked thereto shall not purchase products or services whose profits will go directly or indirectly to a political party.



- c) Abertis Group companies and the foundations linked thereto shall analyse sponsorship and patronage projects in advance, in addition to any social and cultural projects in which they are planning to participate, in order to verify that they are not directly or indirectly related to funding a political party.
- d) Abertis Group companies and the foundations linked thereto shall not participate in lobby groups that are related to political parties or similar or related institutions, except in cases where, subject to the assessment of the competent Code of Ethics Committee, it is deemed that their activity does not constitute an act of corruption or the financing of political parties, and is in accordance with the Abertis Group *Code of Ethics* and other regulations of Abertis Group companies.

### **3.3.4. Financing of commitment and collaboration projects with the community**

#### **3.3.4.1. General criteria**

Abertis Group companies, and the foundations linked thereto, within the guidelines of the Social Responsibility Plan of the Abertis Group, may participate in projects of a cultural, social, environmental and educational nature, and those fostering research, development or technological innovation, and where the transfer thereof to the productive fabric is the driving force.

#### **3.3.4.2. Conduct guidelines**

Abertis Group companies, and the foundations linked thereto, shall place greater value on participating in the projects it considers priority projects, but may also participate in projects considered non-priority projects, and in exceptional cases may participate in projects considered exceptional projects.

#### **3.3.4.3. Control measures**

All Abertis Group companies, and the foundations linked thereto, shall detail the processes and the criteria that must be fulfilled for any request for the financing of commitment and collaboration projects with the community and, in turn, establish control and supervision measures.

Said processes, criteria and measures must have, as their main aim, the control of the destination of the funds provided by the Abertis Group companies and their linked foundations, in order to fulfil the criteria established in this regulation. In addition, all Group companies and their foundations must verify the nature and aims of the organisations that wish to be subsidised by Abertis Group companies.



Any Abertis Group company that decides to collaborate in other types of projects not related to this regulations shall require the signature of the requesting manager. In the case of any doubts regarding the nature of the collaboration to be carried out, the competent *Code of Ethics* Local Committee should be consulted beforehand.

### **3.3.5. Institutional representation activities and commercial and marketing initiatives**

#### **3.3.5.1. General criteria**

The Abertis Group carries out institutional representation activities and commercial and marketing initiatives, taking into consideration the positioning of the Abertis Group with regard to the criteria and business strategies to be applied, the factors relating to the culture of the company, its *Code of Ethics*, the traditions and customs of each region and other intangible assets.

#### **3.3.5.2. Conduct guidelines**

All those subject to this regulation are prohibited from offering and/or receiving from any natural or legal person belonging to the national or international public or private sector, directly or indirectly, any act of representation aimed at compromising the objectivity and transparency of any decision which may directly or indirectly benefit Abertis Group companies.

#### **3.3.5.3. Control measures**

Abertis Infraestructuras shall define the guidelines and other control measures and shall coordinate the procedures for institutional representation activities.

### **3.3.6. Mergers, take overs and structural modifications**

#### **3.3.6.1. General criteria**

All merger and take over operations, and in general any operation of structural modification carried out by Abertis Group companies shall be conducted with maximum due diligence, analysing and evaluating all the legal implications and risks.



### 3.3.6.2. Conduct guidelines

Abertis Group companies must include a section related to corruption both in the lists of information requests and the reports drafted for processes of review or due diligence prior to a merger or take over operation or any other operation of structural modification.

### 3.4. Acceptance and fulfilment of the anti-corruption regulation

All those subject to this regulation must comply with it. Non-compliance on the part of the People Subject to this regulation will be punished in accordance with labour legislation and other applicable regulations, in accordance with the relationship between the People Subject to this regulation and the Abertis Group companies. Said punishment could entail dismissal or the termination of the professional services provided.

The consequences of non-compliance with this regulation and its corresponding implementing regulations will not only affect the perpetrator but also all those People Subject to this regulation who have allowed said non-compliance to occur through an action or omission.

### 3.5. Information channels

All those subject to this regulation or who make up the stakeholders of the Abertis Group may refer any queries concerning the interpretation of this regulation, the legislation or any other applicable internal regulations, to the corresponding Abertis Group *Code of Ethics* Committee.

In cases where any person subject to this regulation is aware of or has reasonable evidence of actions that may constitute an offence or which are contrary to the provisions of this regulation for the prevention of corruption, they may disclose said circumstances. Except in the case of deliberate falsification of the notification made, the submission thereof shall not, under any circumstances, give rise to disciplinary action.

Those who are subject to this regulation may submit queries and notifications using:

- The Ethics Channels established by Abertis Group companies in the respective implementing regulations of regulation GR-DEFPOL-ES-NOR.020 Abertis Group Code of Ethics.
- The Abertis Group intranet (intrAbertis – Ethics Channel).
- E-mail, [canal.etico@abertis.com](mailto:canal.etico@abertis.com).
- Letters sent to the Human Resources Department, Ref. Abertis Ethics Channel, at the registered offices of Abertis Infraestructuras.



If, following receipt of the notification and the investigation of the facts - see the regulatory document of the *Code of Ethics* for each country - it appears likely that an act of corruption has been committed, the facts will be made known to the competent judicial authority. At the same time, whatever measures necessary shall be adopted to prevent the continuance of the allegedly unlawful acts detected.

Any information/document or personal data resulting from the investigation that contains personal data shall be processed in accordance with the confidentiality of information regulations and guidelines.

#### 4. Files

All supporting documents for queries/notifications, the monitoring and investigation of possible acts of corruption and their resolutions, will be filed by the corresponding Abertis Group *Code of Ethics* Committee for the period required by the legislation applicable to the country in which said Abertis Group *Code of Ethics* Committee is located.

They will be filed electronically on an electronic medium which guarantees their integrity, that the data can be properly read, that they are completely protected from manipulation and that they are properly stored and can be located.

#### 5. Referenced documents

- Abertis Group Code of Ethics.
- Annual Declaration of Compliance.
- Code of Ethics regulations for each country.

#### 6. Record of changes

Ver	Date	Changes	Sections affected
1.0	27/05/2015	New draft.	All.

Prevention of the corruption at Abertis Group\_v1

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Approved by: Chief Financial and Corporate Development Officer

