
	<b>GENERAL GUIDELINES</b>	<b>NG01_Code_of_Ethics_for_Business_Partners.docx</b>	
		<b>Date</b>	<b>20/12/2018</b>
		<b>Version</b>	<b>5.0</b>

**GENERAL GUIDELINES**


**CODE OF ETHICS FOR GLOBALVIA  
BUSINESS PARTNERS**

<b>Redactado por/Written by</b>	<b>Responsabilidad/ Responsibility</b>	<b>Fecha/ Date</b>	<b>Firma / Signature</b>
GLOBALVIA			
<b>Revisado por/Reviewed by</b>	<b>Responsabilidad/ Responsibility</b>	<b>Fecha/ Date</b>	<b>Firma / Signature</b>
Comité de Compliance			
<b>Aprobado por/Approved by</b>	<b>Responsabilidad/ Responsibility</b>	<b>Fecha/ Date</b>	<b>Firma / Signature</b>
Consejo de Administración de Globalvia			

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**REGISTRO DE CAMBIOS / CHANGE RECORD**

<b>Version</b>	<b>Date</b>	<b>Author</b>	<b>Amendments</b>
5.0	20/12/2018	GLOBALVIA	

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## 1. AIM AND SCOPE

GLOBAL VIA INFRAESTRUCTURAS, S.A. and GLOBALVIA INVERSIONES, S.A.U. (hereinafter “GLOBALVIA”) and Group companies <sup>1</sup>(hereinafter “GLOBALVIA Group” or the “Organisation”) have a commitment to the different stakeholders in their activity who have dealings with the Group or its members<sup>2</sup>. It is therefore essential for business partners<sup>3</sup> to comply with standards of conduct that reflect the values and ethical principles of GLOBALVIA Group.

The contents of this Code of Ethics for Business Partners (hereinafter the “Code”) is based on the GLOBALVIA Group Code of Ethics, and must be complied with by all business partners of GLOBALVIA Group, who shall expressly accept its contents, unless business partners can prove the existence of their own Code of Ethics with similar scope to that described herein, and the Organisation accepts it.

## 2. STANDARDS OF CONDUCT

### 2.1. Integrity: ethical action and responsibility

Business partners are responsible for ensuring that all their actions and decisions are fully compliant with the law, regulations, and other applicable requirements. All their actions must be consistent with the values of integrity and ethical conduct.

### 2.2. Management quality

In the infrastructure sector, work and quality management in our projects and infrastructure create trust and a good corporate image in the market. High-quality management is based, among other areas, on protecting the environment.

Business partners must therefore undertake to protect the environment as far as possible when performing their activities, and to minimize any potentially negative impact that it may have.

### 2.3. Respect for basic human and labour rights

Irrespective of the country where they perform their activity, business partners must respect basic and internationally-recognised human and labour rights, in particular:


- The prohibition of all forms of forced or compulsory labour
- The prohibition of child labour

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<sup>1</sup> Understood to mean companies in which GLOBALVIA directly or indirectly holds equity of 50% or more, or the majority of voting rights, or has the power to appoint or dismiss the majority of members of the governing body.

<sup>2</sup> Group members being understood to mean members of governing bodies of Group companies, members of senior and middle management and managers of Group companies, employees of Group companies, temporary employees or workers of Group companies, or subject to partnership agreements with Group companies, volunteers in Group companies and all other individuals reporting to any of the aforementioned.

<sup>3</sup> Business partner being understood to mean any natural or legal person, other than members of the Organisation, with whom the Organisation has or foresees having some type of business relationship. This includes but is not limited to intermediaries such as agents, external advisors, joint ventures, and natural or legal persons contracted by Globalvia Group to supply goods or services.

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- Freedom of association and the right to collective bargaining
- The right to equal opportunities and the elimination of any type of discrimination (based on sex, race, ideology, religion, political opinion, social status, etc.)
- The right to a proper work-life balance
- The right to fair salary, pursuant to applicable labour law

#### **2.4. Respect for employee health and safety**

Ensuring employee health and safety is a primary objective for GLOBALVIA Group. Its business partners must therefore undertake to provide a safe workplace for members of their Organisation, and to ensure the highest standards of employee health and safety, in compliance with applicable OHS legislations.

In this respect, business partners must undertake:

- to ensure that appropriate and safe resources are used by all members of their Organisation.
- to train members of their Organisation in the prevention of occupational hazards, including raising awareness of the importance of prevention and safety in everyday activities.
- to systematically analyse any accidents or incidents that occur, with a view to improving their prevention.
- to undertake audits with a view to verifying the efficacy of safety protocols, and adherence to them by members of their Organisation.


#### **2.5. Competition and conflicts of interest**

The principle of ethical action and integrity requires GLOBALVIA Group business partners to behave accordingly as regards situations in which there may be any direct or indirect competition or conflict of interests, and to take the measures necessary to ensure that decision-making is protected from conflicts of interest.

#### **2.6. Confidential Information**

GLOBALVIA Group performs its business in a sector in which maintaining the confidential nature of the information held is crucial for the successful outcome of the Organisation's business, particularly as regards tenders, bids and strategy guidelines. In this respect, maintaining the confidentiality and secrecy of such information shall be considered a priority matter for GLOBALVIA Group.

GLOBALVIA Group business partners shall therefore comply with their duty to maintain the confidentiality of all the information to which there are party in the course of current or future business dealings with any Group companies, unless they hold express and written permission from a duly authorised person to disclose it, or they are required to disclose it by legal order or regulatory requirement.

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To fulfil this duty, business partners are responsible for implementing the security measures necessary to protect confidential information and to ensure that all members of their Organisation fulfil this duty in the relations maintained with Group companies.

### **2.7. Honesty and Transparency. Protection of competition**

GLOBALVIA Group respects and promotes free, fair and honest competition. Therefore, in their relations with Group companies, business partners may under no circumstances use practices which are contrary to the right to free competition.

A number of practices are prohibited in this respect, including but not limited to:

- Reaching agreements with competitors to fix prices or other commercial terms.
- Reaching market-sharing agreements with competitors.
- Improper use of dominant position (such as imposing unfair prices or other commercial conditions, or making contract execution dependent on accepting services unrelated to the contract, etc.).

### **2.8. Relations with Public Administration and other Third Parties**

Given its corporate purpose and performance of its business, GLOBALVIA Group maintains direct and indirect relations with the Public Administration and with other third parties<sup>4</sup>. For this reason, in their dealings with Group companies, business partners must be rigorous as regards the agreements and contracts signed with the Public Administration and with other third parties, and comply with the following rules:

#### *2.8.1. Bribery and corruption in business*

Money payments and other handouts to third parties made for the purpose of obtaining an illegal or immoral advantage are a criminal activity and can lead to criminal convictions.

It is therefore strictly prohibited to offer, give, request or accept money or favours of any type if this will lead to any kind of advantage for GLOBALVIA Group over its competitors.


Similarly, gifts and handouts may not be given to civil servants and public sector employees, nor may they be offered free services, since such activities could constitute the crime of bribery.

#### *2.8.2. Subsidy fraud*

Obtaining subsidies or aids from any Public Administration by illicit means is strictly prohibited.

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<sup>4</sup> Third party being taken to mean any natural or legal person or body outside the Organisation.

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### 3. COMPLIANCE COMMITTEE AND OMBUDSMAN

GLOBALVIA has set up a Compliance Committee, responsible for ensuring that this Code is complied with by business partners of GLOBALVIA Group companies.

Among its other functions, the main duties of the Committee are:

- a) To review and analyse this Code of Ethics in order to ratify it in its entirety, or to amend the elements deemed necessary.
- b) To inculcate a culture of compliance and ethics among business partners based on the principles and values set out in this Code of Ethics.
- c) To promote the appropriate circulation and awareness of, and compliance with, the principles and values set out in this Code of Ethics, and to develop and approve the training and communication activities that it judges appropriate.
- d) To review this Code of Ethics at regular intervals in order to take into account new regulatory requirements to which the Organisation is subject, and any changes in the risks identified in GLOBALVIA Group's Organisation and Management Model for Crime Prevention and Detection.
- e) To answer any queries and settle doubts regarding the content, application and compliance of the Code of Ethics and, in particular, regarding the implementation of disciplinary measures by the appropriate bodies. The Compliance Committee's interpretations of the Code of Ethics shall be binding.
- f) On an annual basis, to evaluate knowledge of this Code of Ethics among stakeholders.
- g) To assess the adequacy and fitness for purpose of Code of Ethics training programmes.


GLOBALVIA has also created the post of *Ombudsman*. This natural or legal person shall come from outside the Group.

The *Ombudsman* shall be responsible for receiving reports and passing them on to the Compliance Committee as per the whistleblowing channel Procedure.

### 4. WHISTLEBLOWING CHANNEL

GLOBALVIA Group makes available to all Group members, Group company business partners, and all third parties, a whistleblowing channel which may be used to report any conduct by members of the Organisation or business partners which violates the Code of Ethics of GLOBALVIA Group, or the Code herein, and particularly any conduct which may have criminal implications.

Therefore, any member of GLOBALVIA Group, business partners or third parties may report an incident via the GLOBALVIA website, section "**About GLOBALVIA > Vision and Values > whistleblowing channel**" on <http://www.globalvia.com>, selecting the Group company to which the report refers.

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All reports shall be processed in confidence, i.e. the identity of the person reporting the incident shall be kept strictly secret and their data may only be disclosed outside GLOBALVIA Group, if appropriate, to the Public Authority responsible for investigating the incident in question, when this Authority is required by law to be informed of the incident.

GLOBALVIA Group shall also protect from reprisals persons who report incidents in good faith.