



## POLICY REGARDING REGULATORY COMPLIANCE FOR CRIMINAL PREVENTION

Subsequent to review by the competent Committee and at the Committee's recommendation, the Board of Directors of Sacyr, S.A. has approved this *Policy regarding Regulatory Compliance for Criminal Prevention* (the "**Policy**") in the furtherance of its general non-delegable duty to set the SACYR Group's global policies and strategies.

This Policy is a component of the "SACYR Group Regulatory Compliance Model for Criminal Prevention and Competition Defence" (the "**Regulatory Compliance Model**"). The "SACYR Group's Code of Conduct" (the "**Code of Conduct**") is the internal standard that has been taken as the basis for the Regulatory Compliance Model. This Policy adheres to the values of integrity and transparency propounded in that Code of Conduct and elaborates on one of the Code's basic principles (respect for the principle of legality) and one of the Code's expressly prohibited behaviours (criminal conduct).

Accordingly, this Policy is to be read and understood in combination with the Code of Conduct and with the SACYR Group's other policies based on that Code, among others, the *Policy regarding Regulatory Compliance for Competition Defence* and the *Policy regarding Anti-corruption and Relations with Public Officials and Authorities* that are also an expression of the SACYR Group's firm commitment to upholding the laws, in these cases in the field of competition and anti-corruption law respectively.

### 1. Purpose

The objective of this Policy is:

- Formally to set down (i) the SACYR Group's commitment to comply with current legislation, in particular criminal law, implementing a strong corporate culture of regulatory compliance and criminal prevention among its members, and (ii) the SACYR Group's firm commitment of zero tolerance towards any kind of unlawful or criminal act. Accordingly, the perpetration of criminal acts for the benefit of the SACYR Group or to achieve its objectives will not be justifiable under any circumstances.
- To contribute to the SACYR Group's effective fulfilment of its duties of supervision, monitoring and control, laying the foundations for establishing appropriate measures to exercise the due control that is legally required in order to prevent, detect or significantly reduce the risk of crimes within the Group's perimeter.

## 2. Scope of application

This Policy applies to:

- all entities that belong to the SACYR Group, according to the nature of each. For purposes of this document, the SACYR Group is to be understood to be composed of (i) all subsidiary or majority-owned companies in which Sacyr, S.A. directly or indirectly exercises effective control, irrespective of their geographical location, (ii) and the Fundación Sacyr. Therefore, all references to the SACYR Group contained in this *Policy* are to be understood to extend to all the above-mentioned companies and the Foundation.

- all members of management bodies, executives, and employees of the SACYR Group entities referred to above, irrespective of where they are located.

- all third parties, individuals, and/or legal persons related to the SACYR Group in all respects in which this Policy applies to them, and these parties are expected to comport themselves in a manner that conforms to the Policy.

Where the SACYR Group carries out activities outside Spain, this Policy is to be brought into alignment with any more restrictive local legislation that may be applicable.

## 3. The SACYR Group's commitment to regulatory compliance and criminal prevention

As reflected by the principles of the SACYR Group set forth in its Code of Conduct, observance of the law, integrity, honesty, and transparency are the values that are to imbue all actions by the Group's members, which are committed to comporting themselves ethically and without reproach and to avoiding all forms unlawful conduct, in particular with regard to this Policy, any criminal behaviour, because of the particularly harmful effects associated with criminal offences.

As set forth in this Policy at the express direction of the Board of Directors of Sacyr, S.A., the SACYR Group makes this firm commitment for respect free competition and formally confirms its zero tolerance towards any form of criminal conduct and, in particular, against the perpetration of any offence in the in scope of the activities the Group carries out. The SACYR Group therefore firmly eschews all forms of criminal conduct, not permitting, authorising or consenting in any way or under any circumstances that its members participate in any form of criminal behaviour perpetrated within the scope of their employ, in its name or on its behalf, or for its benefit, either directly or indirectly.

The SACYR Group is therefore committed to doing business in full observance of applicable regulations, in particular criminal law, and it requires its employees and related third parties to achieve their objectives and the objectives of their stakeholders solely by lawful, legitimate and ethical means. Deriving economic benefits or commercial advantages in an illicit or criminal manner is thus expressly prohibited.

To fulfil this permanent commitment to proactively combat criminal activity within the SACYR Group, the Group has a Regulatory Compliance Model for Criminal Prevention and Competition Defence, in accordance with the requirements established in the applicable criminal legislation and in the best practices in the field. In the framework of this Model, the SACYR Group is equipped with internal regulatory instruments and appropriate control and management systems for effectively preventing, detecting or mitigating criminal risks, aimed at minimising the possibilities of criminal offences. Chief among these measures are those designed to inform, train, and raise the awareness with regard to regulatory and criminal compliance. All this is intended to maintain within the SACYR Group a strong corporate culture of respecting the law and not engaging in criminal conduct in permanent alignment with the principles set forth in this Policy and the Code of Conduct, which anyone who is interested in working for our Group must obey.

Along with this express commitment against criminal offences, the SACYR Group has also made a specific commitment to comply with, among others, the legislation governing anti-competitive and corrupt behaviour, which it also considers to be particularly unacceptable. These commitments are formally expressed in the Policy regarding Regulatory Compliance for Competition Defence and the Policy regarding Anti-corruption and Relations with Public Officials and Authorities, respectively.

#### **4. General principles**

To put this commitment into practice, the SACYR Group abides by the following guidelines of the Group's Regulatory Compliance Model for Criminal Prevention and Competition Defence:

- a) Act at all times in compliance with applicable legislation and demand the same adherence to the law from the members of the SACYR Group and related third parties.
- b) Make the Advice and Complaints Line available to all members of the SACYR Group and third parties, so that, through that line, they may (i) raise potential doubts in connection with the Regulatory Compliance Model and/or (ii) confidentially and securely report any potential breaches of the Model, expressly including reports of possible criminal conduct. The SACYR Group will appropriately investigate reports of within the applicable scope of the Line, (including anonymous reports, provided they contain sufficient information), ensuring that confidentiality is respected and protection for bona fide whistle-blowers and the rights of the persons involved.
- c) Announce the existence of the disciplinary system applied by the SACYR Group, in accordance with the provisions of the applicable legal and/or regulatory rules, in case of breach of the Model, such as committing criminal offences.
- d) Continue to promote, through the appropriate information, training and awareness-raising programmes, a strong corporate culture of compliance and criminal prevention, that focuses on the importance of each of the members of the SACYR Group acting in accordance

with the law and the Regulatory Compliance Model at all times. The key objectives of these programmes are, among others, to convey:

- their duty to report in good faith and through the Advice and Reporting Line, any unusual conduct of which they are aware or suspect (including possible crimes), informing them how this Line works.

- the existence in the SACYR Group of a disciplinary system under the Regulatory Compliance Model that entails the imposition of penalties in case of breaches of the model.

e) Provide a regulatory and compliance framework with any third-parties with which the SACYR Group maintains business relationships (such as partners, customers or suppliers) to also ensure ethical, transparent and lawful practices with these third parties. The SACYR Group will appropriately exercise its due diligence obligations, prioritising collaborations with those who have an effective compliance model for competition defence that is consistent the SACYR Group's policies, also with regard to criminal prevention.

f) Analyse the different activities carried out by the SACYR Group, assessing the risk that criminal acts may be committed within the scope of each of those activities. This criminal risk map will be updated on a regular basis and whenever changes in the regulations or in the SACYR Group make it necessary.

g) Continue implementing, within the framework of the control matrix associated with the criminal risk map, internal regulatory instruments and appropriate control and management systems for effectively preventing, detecting or mitigating the crime risks specifically identified in each of the SACYR Group's activities.

h) Supply the Model and the constituent bodies of the regulatory compliance structure designed by the SACYR Group, in particular, the Regulatory Compliance Unit, with sufficient financial, material and human resources, as well as the autonomy, authority and independence necessary to exercise their responsibilities within the framework of the Regulatory Compliance Model.

## **5. Monitoring compliance with the Policy. How to handle breaches**

The Audit Committee of the Board of Directors of Sacyr, S.A. is responsible for supervising the operation and proper compliance with this *Policy* by all persons and entities that come under its scope of application, relying on the support of the SACYR Group's Regulatory Compliance Unit to exercise the necessary operational powers to ensure their effectiveness, monitoring implementation, proposing reviews, and promoting the requisite information, training, and awareness-raising measures needed to be able to disseminate the Policy appropriately. Compliance with this Policy will also be subject to review by the Internal Audit Department.

Breaches of this *Policy* will be subject to the disciplinary procedures applied by the SACYR Group according to the corporate governance system, collective bargaining agreements and current legislation. Whoever learns of a possible breach of the Policy must report it to the Regulatory Compliance Unit using the SACYR Group's Advice and Complaints Line without delay. The Unit will also field and address possible questions and enquiries over that same Line.

The Advice and Complaints Line can be accessed by:

- Email address: [codigoconducta@sacyr.com](mailto:codigoconducta@sacyr.com)
- Post: In writing addressed for the attention of the SACYR Group's Regulatory Compliance Unit, Calle Condesa de Venadito, 7, 28027 Madrid.
- Intranet: Using the form available under "Compliance. Advice and Complaints".
- The Group's public website: Using the form available on the [www.sacyr.com](http://www.sacyr.com) website.

This Policy regarding Regulatory Compliance for Criminal Prevention was approved by the Board of Directors of SACYR, S.A. on December,17 2020.

On taking effect this Policy supersedes any other internal policies on this subject that may have been in place up to now. This document will be suitably circulated over the SACYR Group's customary channels of communication.