



# CODE OF BEHAVIOUR

Autopista del Guadalmedina, Concesionaria Española, S.A.

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## 1. INTRODUCTION

**Autopista del Guadalmedina**, Concesionaria Española Sociedad Anónima, hereinafter GUADALCESA, has among its objectives set in this new stage, that of **servicing as a model of good behaviour** and making the people and third parties linked to it, respond to the requirements of current legislation with the added value of the ethical principles and social responsibility of general acceptance.

This document sets out GUADALCESA's commitments to the principles of business ethics and sets out the guidelines for behaviour and professional and personal performance that are considered necessary to guarantee the **ethical, upright and responsible behaviour** of the Company and related to it, providing the added value on which GUADALCESA fixes its special interest and effort for its customers, shareholders and other stakeholders.

This document also establishes the communication channels for reporting complaints or queries and the sanctions regime derived from non-compliance

## 2. SCOPE

This document and the precepts contained herein shall be applicable to all GUADALCESA staff, including all management staff, as well as to third parties linked to GUADALCESA.

## 3. ENTRY INTO FORCE AND VALIDITY

The Code of Behaviour will enter into force on the day following its approval by the Board of Directors of GUADALCESA, once it has been duly spread through all the channels available to the Company.

Any regulatory and legislative changes that may occur during the term of this Code of Behaviour will be faithfully reflected in the periodic reviews of this Code of Behaviour and will be mandatory even if they have not been included in the eventual revision, provided that they have been properly diffused through the Company's usual channels.

## 4. OBJECTIVES

The objectives that GUADALCESA pursues with the elaboration, dissemination and enhancement of the precepts contained in this Code of Conduct are the following:

- To serve as a benchmark for the sector in which the Company is framed, betting on and promoting commitment to the environment.
- Support, reinforce and promote the professional and personal development of all the Company's staff.
- To carry out the activity that is the object of the Company with the highest levels of **excellence, loyalty, collaboration and creativity**.
- Promote commitment to **environmental, social and governance ethics**.
- Comply with and enforce the basic principles of **respect for legality, integrity, responsibility and security** in the tasks related to the Company at all levels.

## 5. INTERNAL BEHAVIOR GUIDELINES "IN GUIDELINES"

### 5.1. EQUALITY

GUADALCESA respects, will respect and ensure respect for the **right to equality and non-discrimination on the grounds of race, sex, ideology, nationality, language, religion, sexual orientation, age, disability, political or trade union affiliation or any other personal or social condition of the staff**; effectively respecting and recognising the rights to freedom of association and collective negotiation in the workplace.

GUADALCESA has a **strong commitment to diversity** in all its areas: gender, functional, cultural, social and generational, actively promoting an inclusive work environment, in which individual differences are respected and valued, which ensures that all people feel integrated and accepted, thus fostering creativity and innovation.

GUADALCESA encourages, will encourage and make encourage **the professional growth of its direct and indirect staff**, intimately linked to the integral development of the person, promoting and encouraging promoting the talent of its direct and indirect staff and offering opportunities for the development of personal and professional skills in the field of its activity, offering training to enhance their skills, bringing value to them as well as to society in general.

All staff must be treated fairly and with respect, regardless of the charge or position they occupy, promoting a work environment in which all professionals have the responsibility to treat others with the highest respect, so that labour relations are achieved free of any offensive conduct or that involves any type of discrimination or harassment.

GUADALCESA staff shall not engage in sexual, workplace or gender-based harassment, abuse of authority at work, offense or any other form of aggressiveness and hostility that leads to a climate of intimidation.

GUADALCESA, with the implementation of its Procedure for the prevention and action in cases of harassment and discriminatory acts, undertakes to prevent and act against this type of behaviour, expressing its zero tolerance towards them and its commitment to maintaining work environments where the dignity, freedom and equal treatment of all people who work in the Company are respected.

Any person, regardless of whether they are a direct, indirect or unrelated member of the Company who suffers a situation of harassment or discrimination within the scope of the Company, or is aware of the existence of the same, must report it as soon as possible through the Consultation and Complaint Line ([codigoconducta@guadalcesa.com](mailto:codigoconducta@guadalcesa.com)) or through the Complaint Line Against Harassment ([acoso@guadalcesa.com](mailto:acoso@guadalcesa.com)), created specifically for this subject and which, like the Consultation and Complaint Hotline, can be found on the Company's website.

Both the carrying out of harassing or discriminatory behaviour, as well as the concealment of them, have disciplinary effects in accordance with current regulations.

The commitments made by GUADALCESA in this section also extend to its value chain.

### 5.2. CONCILIATION

GUADALCESA promotes and enhances a work system based on targets and results supported by the confidence and productivity of the staff, which allows, as far as possible, to manage their working time, making it compatible with the necessary reconciliation of work, family and personal life; achieving quality work, the result of the happiness of the people who are part of the Society.

Likewise, GUADALCESA encourages activities outside the work environment, among the staff who are part of the Company, allowing and strengthening the personal relationship between all the workers who are part of GUADALCESA.

### **5.3. ABOLITION OF CHILD LABOUR**

GUADALCESA will not incorporate any product or service from it into its business activity, ensuring compliance throughout its supply chain with the provisions of the International Labour Organization (ILO) in relation to the work of minors.

### **5.4. ERADICATION OF FORCED LABOUR**

GUADALCESA will not resort to forced labour or labour carried out under duress, avoiding hiring suppliers, contractors or external collaborators with the risk of developing such practices.

### **5.5. OCCUPATIONAL HEALTH AND SAFETY**

GUADALCESA will provide its staff with a safe and stable environment, undertaking to permanently update occupational risk prevention measures, as well as to scrupulously respect the applicable regulations in this area in all the places where it carries out its activities, training and informing all staff, suppliers, contractors and collaborating companies with which it operates.

All staff are responsible for strictly complying with health and safety regulations in order to protect themselves and other staff members or third parties, and must report possible violations or non-compliance with these measures that affect health and safety at work through the Consultation and Complaint Line.

Likewise, they must make responsible use of the equipment assigned to them when carrying out risky activities and will diffuse among their colleagues and subordinates the preventive culture acquired in this area, promoting compliance with risk protection practices.

### **5.6. CONFIDENTIALITY**

GUADALCESA is aware that information is one of its main assets, essential for the management of its activities.

All information owned or held by GUADALCESA, of a non-public nature, is considered reserved and confidential. Therefore, any person with direct or indirect links with the Company is obliged to maintain the strictest confidentiality regarding the information they access as a result of the performance of their professional activity. This duty of confidentiality will continue indefinitely, even if the relationship (employment or otherwise) with the Company has ended.

Relations with other staff members, shareholders, customers, suppliers and competitors shall be conducted with the utmost discretion, without disclosing confidential information of the Company or of its staff and customers, or engaging in any anti-competitive behaviour or behaviour that could constitute unlawful or unfair competition.

### **5.7. ASSET USE AND PROTECTION**

GUADALCESA provides staff with the necessary resources for the performance of their professional activity and undertakes to provide the necessary means for their protection and safeguarding.

In order to ensure the operation and correct functioning of the information systems, and in order to avoid any type of abuse or fraudulent use of the same, GUADALCESA reserves the right to periodically monitor and analyze all the equipment and systems made available to its staff, within the framework of the provisions of the regulations in force at all times on the protection of individual rights of individuals.

Likewise, the staff of GUADALCESA will not steal or allow a third party to steal such resources, nor the goods, effects and assets of any kind that have been entrusted to them by reason of their functions.

### **5.8. CONFLICTS OF INTEREST**

The staff of GUADALCESA must always act, in the fulfilment of their responsibilities, with loyalty and in defense of the interests of the Company to which they belong.

GUADALCESA admits the development by its staff of activities other than those they carry out for the Company, provided that they are carried out with full respect for their contractual obligations, with prior knowledge of the same and do not enter into competition, conflict or collision with their functions and responsibilities as GUADALCESA's staff.

## **6. EXTERNAL BEHAVIOR GUIDELINES "OUT GUIDELINES"**

### **6.1. FINANCIAL RECORDS**

The operations of GUADALCESA must be clearly and accurately reflected in the archives and books of the Society.

GUADALCESA's staff who participate in the registration, preparation, review or reporting of financial information shall be aware of and comply with the applicable legal regulations, and shall be prohibited from:

- a. The recording of transactions in off-the-books not recorded in official ledgers;
- b. Failure to record transactions carried out or the improper recording of such transactions;
- c. The recording of non-existent expenses, income, assets or liabilities;
- d. The recording of entries in the accounting books with incorrect indication of their purpose;
- e. The use of false documents; and
- f. The deliberate destruction of accounting documents before the time limit provided for in the applicable law.

### **6.2. TRANSPARENCY OF INFORMATION AND ESG STANDARDS**

GUADALCESA guarantees and will guarantee that the information communicated to shareholders and investors is truthful, complete and updated, reflecting its financial situation, as well as the results of its operations.

GUADALCESA's staff is committed to communicating both internal and external information in a truthful, clear, complete and up-to-date manner. Under no circumstances will it provide information that is incorrect, incomplete or inaccurate or that could confuse the recipient because it does not reflect the true picture.

The company's activity will be governed by sustainability criteria for its shareholders and other stakeholders, transparency in its management, the adoption of the best environmental, social and governance practices, regulatory compliance, sustainability and strict observance of the regulations that are in force at all times.

### **6.3. RELATIONSHIPS WITH THIRD PARTIES**

GUADALCESA, in its business relations with third parties, appropriately exercises its due diligence obligations by selecting those that are governed by values and general principles aligned with those of this Code of Behaviour and assume behavioural guidelines consistent with it.

These relationships with third parties include the following:

- Customer Relations
- Relationships with suppliers, contractors and collaborators

In its relations with these third parties, GUADALCESA seeks to establish a transparent collaboration framework that allows and facilitates the achievement of mutual objectives, always within compliance with current legislation.

### **6.4. RELATIONSHIP WITH AUTHORITIES AND ADMINISTRATIONS.**

GUADALCESA promotes lawful, respectful and transparent cooperation with authorities and administrations with which it interacts, committing itself to faithfully and respectfully comply with all legal obligations to which it is subject.

People with direct or indirect links with GUADALCESA shall avoid any behaviour that, even without violating the law, may damage the reputation of GUADALCESA in the eyes of the community, authorities or other organizations, and produce adverse consequences for their business.

People with direct or indirect links with GUADALCESA must act with honesty and integrity in all their contacts with the authorities and administrations, ensuring that all the information they present, as well as the statements they make are truthful, clear, complete and updated.

### **6.5. ANTI-CORRUPTION MEASURES**

GUADALCESA undertakes to carry out its activities with integrity, honesty and transparency, complying with the applicable anti-corruption regulations in its relations with both public and private entities and expressly prohibiting the obtaining of any benefit or commercial advantage in a corrupt, illicit or improper manner.

GUADALCESA expresses this firm commitment to zero tolerance against any form of corruption in its Anti-Corruption Policy, which extends to its entire value chain.

#### **a. Bribes**

GUADALCESA prohibits and duly punishes the offering and acceptance of bribes, both in the public and private spheres.

GUADALCESA prohibits the use of any form of illicit payment, with means of any nature, that supposes a material or moral advantage for the recipient and that is made with the aim of obtaining any advantage or favorable treatment in its relations with third parties.

Likewise, it is forbidden for personnel with direct or indirect links with the Company to accept bribes for their benefit, or for the benefit of the persons associated with them.

Contributions may not be made to political parties, trade unions or similar entities in terms that are not expressly permitted by current legislation.

In order to prevent any contribution from GUADALCESA from concealing an improper payment, a bribe or any of the practices rejected, fraud in accounting records or the making of any unauthorized expense, payment or transaction is also prohibited.

### ***b. Gifts and hospitality***

Subject People must comply with internal policies and procedures regarding the offering and acceptance of gifts and hospitality, which prohibit the use of such gifts as a covert form of bribery, both in relations with the public sector and between individuals.

In any case, they may not accept gifts, hospitality, services or any other kind of favour from any person or entity, which may affect their objectivity or influence a commercial, professional or administrative relationship.

Likewise, persons with a direct or indirect link with the Company may not offer, directly or indirectly, gifts, hospitality, services or any other type of favour, with the aim of illegally influencing the relations that the recipients maintain or may maintain with GUADALCESA.

Gifts or hospitality will be considered those that meet, among others, the following requirements:

- a. Are permitted by law;
- b. Are delivered or received pursuant to customary business practice or generally accepted complimentary social usage;
- c. Do not seek to affect or influence any commercial, professional or administrative relationship, or any business decision, or are linked, directly or indirectly, to unlawful acts or undue benefits;
- d. Its recipients are not public authorities or officials (or persons linked to them), with the exception of cases such as, for example, those gifts and hospitality that are protocol, courtesy, framed in institutional acts, or socially accepted;
- e. Are not contrary to the values adopted by GUADALCESA in accordance with this Code of Behaviour;
- f. Do not damage the reputation and image of GUADALCESA, nor its business; and
- g. Consist of objects or amenities that have a reasonable value.

Gifts or hospitality offered to, or received by, persons with direct or indirect links to the Company that do not comply with the requirements contained in this Code and in the corresponding internal regulations, and therefore are not permitted, must be rejected or returned, unless expressly authorized by the **Social Responsibility Committee**, obtained in advance.

In case of any doubt regarding the authorization, acceptance or realization of gifts and hospitality, the **Social Responsibility Committee** must be consulted before accepting or delivering the gift or care in question.



### ***c. Donations & Sponsorships***

People with direct or indirect links with the Company must be aware of the prohibition of the use of them as a covert form of bribery, both in relations with the public sector and between individuals.

Sponsorships may only be carried out with prior authorisation from the Board of Directors and with the approval of the Social Responsibility Committee, and this will only proceed for those sponsorships that meet, among others, the following requirements:

- a. Are permitted by the laws of the country
- b. Its purpose is to contribute to the creation and dissemination of the image of GUADALCESA; without the purpose of affecting or influencing any commercial, professional or administrative relationship, any business decision or being linked, directly or indirectly, with illicit acts or undue benefits, or the benefit, promotion or personal interest of any member of the Company;
- c. Are granted to entities of recognized prestige and moral solvency without evidence, based on the best available public information, of antecedents contrary to this Code;
- d. Are not contrary to the values adopted by GUADALCESA in accordance with this Code of Behaviour;
- e. Do not damage the reputation and image of GUADALCESA; and
- f. Do not incur in any of the prohibitions contained in the internal regulations, such as, among others, the prohibition of sponsorships of non-proportional or reasonable amounts, sponsorships of political parties, their foundations, trade unions or congresses and similar events that are carried out under the terms that are not expressly permitted by law and sponsorships made through cash contributions.

### ***6.6. PROTECTION OF PERSONAL DATA***

GUADALCESA, aware of the era in which it finds itself, promotes new technologies, being also aware that their inappropriate use can result in the affectation of fundamental rights, such as the right to honor, privacy, image and the protection of personal data.

For this reason, GUADALCESA, in its Personal Data Protection Policy, undertakes to adequately process the personal data entrusted by its customers, suppliers, staff, institutions and the general public.

People directly or indirectly linked to the Company will not disclose personal data in accordance with applicable laws, thus ensuring the privacy and trust placed in GUADALCESA by these groups.

GUADALCESA respects the right to privacy of its staff, including everything related to personal data, medical data and economic data in the legally established terms.

GUADALCESA and the persons directly or indirectly linked to the Company shall observe the rules on the protection of personal data established by international laws and conventions and for this purpose shall not collect, process, store, preserve, communicate or use personal data in a manner that contravenes the aforementioned regulations and shall respect the legitimate rights of the owners of such data.

Any questions regarding the processing of personal data can be channelled through the channel provided on the website of the [protecciondedatos@guadalcesa.com](mailto:protecciondedatos@guadalcesa.com) Company.

## **7. BEHAVIOURAL PATTERNS IN THE SOCIAL SPHERE AND NATURE "EOUT GUIDELINES"**

GUADALCESA is committed to minimising the adverse environmental impacts resulting from its operations, paying special attention to the protection of the local environment and the relationships of its staff, supply chain, customers and other stakeholders with the environment.

Likewise, GUADALCESA ensures that suppliers, contractors and collaborating companies with which it operates comply with the regulations, environmental protection policies and commitments assumed by the Company.

One of the basic principles of action in this area is the identification, assessment and management of environmental risks, establishing preventive and mitigating controls for these risks that promote more efficient work processes, respectful of the environment and, of course, in strict compliance with all applicable legislation and regulations.

As for the guidelines of economic and social commitment of GUADALCESA, in its support of the progress and well-being of nearby communities, it promotes the creation of direct or indirect local employment, in addition to making sponsorships and donations complying with the criteria established in this Code of Behaviour.

## **8. COMPLIANCE CONTROL**

To ensure the effectiveness of this Code of Behaviour, the **Social Responsibility Committee** is responsible for the management and exercise of the operational powers necessary to achieve its effectiveness.

The **Social Responsibility Committee** has the authority, resources and means necessary to effectively implement and enforce the internal control measures that are appropriate to prevent and detect the commission of possible breaches of the Code of Behaviour, as well as to remedy their effects if they have occurred.

## **9. CONSULTATION AND COMPLAINT LINE**

The Consultation and Complaint Line is a corporate line designed to facilitate the formulation of any query about the scope and applicability of this Code of Behaviour, as well as to report in a secure and confidential manner possible breaches in relation to the guidelines and conduct regulated in this Code of Conduct.

This Consultation and Complaint Line will be accessed through the following channels:

- Email Inbox: [codigoconducta@guadalcesa.com](mailto:codigoconducta@guadalcesa.com)
- Postal mail: Alto de las Pedrizas-Málaga motorway  
Complaint Mailbox  
AP-46 km. 6+200 Casabermeja Toll Area  
29160 – Casabermeja (MÁLAGA)
- Web page: [www.guadalcesa.com](http://www.guadalcesa.com) through the complaint form

The procedure set up for the Consultation and Complaint Line guarantees that complaints relating to matters included in its scope of application will be properly investigated (even in the case of those made anonymously, provided that they contain sufficient information to do so), providing for the safeguarding of the identity of those affected, protection against retaliation by the whistleblower who acts in good faith, full respect for the privacy of the persons concerned, compliance with legislation on the protection of personal

data, a reliable and objective analysis of the possible infringement and maximum respect for the rights of the persons allegedly involved in it.

These guarantees shall not apply to allegations that are deliberately false and made in bad faith.

#### **10. BREACH OF THE CODE OF BEHAVIOUR**

People directly or indirectly linked to the Company infringe their duty of loyalty to GUADALCESA if they engage in conduct that may violate the rules and regulations expressed in this Code or by any other applicable internal or external regulations or regulations, including criminal, civil, commercial, administrative or tax regulations.

In particular, GUADALCESA is committed to preventing particularly serious breaches, such as, among others, criminal conduct, conduct classified as punishable by multilateral organizations (corruption, coercion, collusion, fraud and obstruction) or infringements of anti-corruption regulations that are expressly prohibited.

The commission by a person directly or indirectly linked to the Company of any of the above irregularities constitutes an infringement of this Code of Behaviour, applying the disciplinary system that is pertinent in accordance with the collective agreements or the regulations that are legally applicable, and may lead to the termination of the relationship with GUADALCESA. without prejudice to any other liabilities that may be required of the infringer.

No person directly or indirectly linked to the Company shall be obliged to comply with orders or instructions contrary to the law, this Code of Behaviour or, in general, to any of the rules or regulations referred to above.

If a situation of such characteristics occurs, persons directly or indirectly linked to the Company must report this fact as soon as possible and through the Consultation and Complaint Line set up by GUADALCESA.