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1	13/9/2016	New Procedure	N/A
2	30/10/2018	Segregation of agent provision	NPDC 104 (13/9/2016)
3	6/06/2023	Adapt the format to Policy to issue and manage internal regulations (NG.FER.AJ-001), and change of code	NPDC 104 (30/10/2018)
4	9/05/2024	Adaptation to Dutch and US law as consequence of listing in Nasdaq Stock Exchange and Amsterdam Stock Exchange	Previous Version 3 NPDC 104 (6/06/2023)

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## I. PURPOSE

The values of Ferrovial, as reflected in the Code of Ethics and Business Conduct (“**Code of Ethics**”), imply commitment to the highest standards of integrity, transparency, respect for the law and for human rights. Thus, Ferrovial requires its business to be conducted according to such principles and with the utmost respect for any applicable laws, whether national or international.

The Anticorruption Policy of Ferrovial (the “**Policy**”) shall govern the behaviour of all directors, officers and employees of Ferrovial and the Group, and their collaborators in the conduct of business, bearing in mind that Ferrovial has implemented a policy of “zero tolerance” of any practice that may be classified as corruption or the giving or receipt of bribes. The Policy will govern the interactions between Ferrovial or any companies that comprise the Group and any person and it shall not be limited to those interactions between Ferrovial or any companies that comprise the Group and Government Officials.

## II. DEFINITIONS

**Applicable Anticorruption Laws:** Applicable laws that prohibit bribery or any other form of corruption. In particular, the Dutch Criminal Code, the Spanish Criminal Code, the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act 2015 or any other anticorruption legislation that may be applicable.

**Anything of Value:** Among other things, cash or cash equivalents; gifts; meals; entertainment, including tickets for events; travel expenses; donations; favourable loan terms; third-party services; equipment, supplies or amenities; scholarships; marketing or promotional expenses; training courses; offers of employment or other benefit to a Related Party, including a family member. It need not have a tangible or economic value as long as it has value to the recipient.

**Compliance Department:** The compliance and risk department of Ferrovial SE.

**Employees:** The employees and officers of Ferrovial.

**Ethics Channel:** A channel for communication with Ferrovial by which Employees, directors and interested Third Parties can make queries, complaints and reports.

**Ferrovial or Group:** Ferrovial SE and the consolidated group of companies headed by that company, and all the entities that it controls, directly or indirectly. “Control” is understood when Ferrovial holds a majority of the voting rights within the management or governing bodies.

**Government Official:** Any official or employee of an administration, department, agency, legislative assembly, judicial body or international public organization; any person who performs a public function or acts in an official capacity for a government or international public organization; or a political party, its employees or its candidates. Companies controlled by a government are classified as agencies of the same. Some examples of Government Officials are as follows: (i) federal, state, regional and municipal employees; (ii) employees of international public organizations (e.g., the World Bank, United Nations); (iii) candidates for political office; (iv) members of a royal family or employees of a sovereign investment fund; and (v) employees of any company directly or indirectly controlled by a State or one of its agencies.

**Related Party:** Person who has a family relationship up to the second degree of consanguinity or affinity with the Government Official, as well as their spouse or person with an equivalent relationship.

**Third Party:** A person who is not an Employee, or director or of Ferrovia or other companies of the Group, such as partners, suppliers, contractors or subcontractors.

### III. SCOPE OF APPLICATION

This Policy shall apply to:

- Ferrovia SE and all the companies that comprise the Group, whatever their area of business, geographical location or activities;
- Members of the governing bodies of Ferrovia SE and members of the governing bodies of the companies that comprise the Ferrovia Group (including supervisory boards or equivalent bodies);
- Directors and Employees of any of the companies that comprise the Group.

Ferrovia shall strive to ensure that the principles established in this Policy are widely and regularly communicated to and by all the companies of its Group.

In companies in which Ferrovia has a stake and to which this Policy does not apply, Ferrovia will strive to ensure, via the decision-making bodies of the respective companies, the application of the principles included in the Code of Ethics and in all the policies related to the prevention of corruption and fraud. Ferrovia will also strive to ensure that Third Parties that provide services or otherwise work with it (partners, suppliers, advisors, etc.) apply those principles.

As a general rule, in the event of any discrepancy between this Policy and the local regulations of a jurisdiction the stricter rule should be applied. However, in the event of conflict between this policy and the local regulation previous consultation is required with the Compliance Department of Ferrovia. In any case, approval by the Compliance Department of Ferrovia will be required prior to the passing of any internal rule or procedure on this matter.

This Policy cannot anticipate all situations or matters. It is the responsibility of all directors and Employees to request information and guidance when addressing new or unusual situations. In the event of doubt, the director or Employee should consult the Compliance Department of Ferrovia before acting.

### IV. APPLICABLE REGULATIONS

Ferrovia is an international group that operates in different countries and in various geographical zones. Each country may have specific anticorruption regulations. This means that Ferrovia is subject to compliance with very varied regulations, including:

- The Dutch Criminal Code;
- The Spanish Criminal Code;

- The U.S. Foreign Corrupt Practices Act;
- The U.K. Bribery Act 2015;
- The United Nations Convention against Corruption; and
- The OECD Anti-Bribery Convention.

The Policy mandates compliance with Applicable Anticorruption Laws worldwide, including any laws prohibiting the giving or receiving of bribes and corrupt practices.

Relationship between the anticorruption regulations and this Policy:

The anticorruption regulations of each country may impose specific requirements that are not included in this Policy; for that reason, it is a requirement of this Policy that each director and Employee familiarize themselves with the anticorruption regulations applicable to them and their actions. In addition, Ferrovial may have approved specific anticorruption policies for some territories.

## V. REPORTING VIOLATIONS

If you know or reasonably suspect that there has been a violation of this Policy you should promptly alert your superior, the Compliance Department of Ferrovial, or communicate your concern via the Ethics Channel or any other similar communication channel that may be available. Further information on the treatment of communications made via the Ethics Channel may be found in the Policy of the Ethics Channel and for Dealing with Queries, Complaints and Reports, which is available on the intranet and on Ferrovial's website [www.ferrovial.com](http://www.ferrovial.com).

All communications sent through the Ethics Channel shall be confidential and the sender may remain anonymous (to the extent feasible and permitted by applicable law). Ferrovial has zero tolerance for retaliation against anyone who makes a report in good faith or is involved in the investigation thereof.

## VI. PROHIBITED CONDUCT

Any failure to comply with Applicable Anticorruption Laws is a violation of this Policy and, in particular:

- To give, offer, promise, contract or authorise the handing over of Anything of Value, directly or indirectly:
  - (a) to a Government Official, to unlawfully influence an official act or decision;
  - (b) to a corporate person or similar entity in which the Government Official or a Related Party is a shareholder, director, member or holds managerial control or a position of influence therein, to illegally influence an official act or decision of the Government Official;
  - (c) to any person, to induce him/her to unlawfully influence an official act or decision;
  - (d) as a reward for an official act or decision or other action conferring an improper advantage or benefit; or

(e) in each of (a), (b) and (c) above, to otherwise obtain, retain or secure an improper advantage or benefit.

An “act” includes an omission to act or a delay in the act that the Government Official should perform, as well as an abuse or misuse of the Government Official’s position.

No actual exchange needs to occur to violate this Policy: an offer or promise is sufficient.

- To solicit, receive or accept Anything of Value that may influence you to make a decision or reward you for a decision taken previously, or to offer, give or authorise the handing over of Anything of Value in order to influence another person to make a decision or reward that person for a decision taken previously.
- To sign false contracts, in violation of this Policy.
- To fail to maintain accurate books and records, to hide or misallocate funds, or to disguise or attempt to disguise the sources of funds.

Ferrovial is required to have in place (i) adequate internal controls and procedures that help prevent bribes or any other form of corruption and detect illegal transactions and (ii) accounting practices that help to ensure the accuracy of its books and records. Hidden or badly accounted assets and liabilities are therefore prohibited. All payments, expenditures and transactions must be classified adequately pursuant to the applicable accounting regulations, without any hidden payments that conceal the true nature of any arrangement, and they must have the appropriate authorisations as set out in the procedures for payments, expenditures and transactions.

## VII. PERMITTED CONDUCT

In general terms, Ferrovial understands that customary gifts or any other legal form of spending or entertainment may be an important part of the relationship with our customers and suppliers. However, it is important to determine the type of gifts and entertainment that may be exchanged with our customers and suppliers, in order to ensure that they do not conceal possible bribes or cases of corruption.

This Policy does not prohibit expenses that may be considered customary or appropriate within a professional business relationship maintained in good faith, provided that the following criteria are met:

- a) They are given or received (i) on behalf of Ferrovial, and (ii) openly and transparently, not secretly;
- b) They do not include cash or cash equivalents;
- c) They are permissible and not excessive under laws of the jurisdiction in which the business relationship is carried over and any other Applicable Anticorruption Laws or industry standards;
- d) They do not include funding of the costs of leisure activities, travel expenses and similar of companions or guests at company meetings;

- e) They do not include gifts that are not in good taste or which involve attendance at locations inappropriate for the furtherance of professional relationships;
- f) They are made at an appropriate time; that is, at times when relevant decisions are not being taken with regard to aspects that may have an impact on the relationship of Ferrovial with the Third Party;
- g) They are related to a legitimate business purpose;
- h) Their purpose is not to influence the person for whom they are intended;
- i) They are accurately and completely recorded in Ferrovial's books and records or the books and record of any companies that comprise the Group.

The person who hands over or makes available the gift or entertainment must ask himself/herself whether such gift or entertainment may compromise the independence, integrity and/or honesty of the recipient when adopting a corporate or business decision and must, in all cases, comply with the current edition of the Gifts and Hospitality Policy. In the event of doubt, consult your superior and the Compliance Department of Ferrovial.

Third Parties are prohibited from giving any gifts or providing hospitality for or on behalf of Ferrovial unless pre-approved in writing by Ferrovial's Compliance Department or contemplated in the relevant contractual arrangement with the Third Party.

#### VIII. RECEIPT OF GIFTS OR ANYTHING OF VALUE BY GROUP EMPLOYEES

Should any Employee receive a gift or Anything of Value from a customer or supplier, or in general from any Third Party with which Ferrovial have any type of commercial, corporate or business relationship or with which it may come to have such relationship, the provisions of the current edition of the Gifts and Hospitality Policy shall apply. In any case, the following criteria shall be taken into account:

Pursuant to this Policy the following are strictly prohibited:

- To accept a gift or Anything of Value when it is known or suspected that its purpose is to influence a decision that the Employee must take or to reward the Employee for a decision taken previously.
- To request any type of gift or Anything of Value from a Third Party.
- To accept gifts or Anything of Value during periods in which relevant decisions need to be taken with regard to the person who offers the gift or Anything of Value.
- Acceptance of cash or cash equivalents is prohibited in all cases.

Directors and Employees of Ferrovial may accept gifts or Anything of Value from Third Parties under the following circumstances:

- The gift must comply with the following qualities: (i) it is reasonable with regard to the amount and frequency, (ii) it is given at an appropriate time, (iii) the reason for which it is offered is appropriate, and (iv) it is not known or suspected that the Third Party hopes to obtain an advantage in exchange for it in the commercial or professional relationship.
- Acceptance of the gift or Anything of Value must be permitted pursuant to the laws of the jurisdiction in which the business relationship is carried over and any other Applicable Anticorruption Laws in force at the time.
- It may in no case consist of cash or a cash equivalent.

In any case, the person who receives the gift or Anything of Value must ask himself/herself whether such gift or Anything of Value may compromise his/her independence, integrity and/or honesty when adopting a corporate or business decision, paying special attention to these considerations during negotiation processes and after the signing of an agreement. In the event of doubt, any person in a position to receive a gift or Anything of Value should consult their superior and the Compliance Department of Ferrovial.

#### IX. DISSEMINATION AND TRAINING

It is fundamental that the directors and Employees of Ferrovial know and respect this Policy, since compliance with it is obligatory and violations of the Policy are inexcusable.

In order to ensure compliance with this Policy, Ferrovial (i) will disseminate it as widely as possible among its directors, Employees and the directors and Employees of the companies that comprise the Group and (ii) must include this Policy in the contents of the obligatory training for all of its directors, and Employees.

#### X. DISCIPLINARY MEASURES

Breach of this Policy or any Applicable Anticorruption Laws may lead to criminal liability of Ferrovial as well as very serious personal liability for offenses committed for or on behalf thereof, and in direct or indirect benefit thereof, by its legal representatives and by *de facto* or *de jure* directors as well as by any other person subject to the authority of the directors and Employees of Ferrovial, including prison terms as well as large fines, legal fees and damage to the brands and reputation of Ferrovial and the Group.

Breaches of this Policy shall be sanctioned pursuant to the applicable internal procedures, collective bargaining agreements and legal regulations. Likewise, the regulations applicable in the different jurisdictions in which Ferrovial performs its activities shall be taken into account. Any director or Employee who breaches this Policy shall face disciplinary action, up to and including termination.

#### XI. VALIDITY

This Anticorruption Policy has been approved by the Board of Directors of Ferrovial SE and will be applicable as from the date of its publication on the Ferrovial Intranet.