



# **Criminal, Anti-Bribery Compliance and Behaviours Against to the Defence of the Competition Policy**

Translation originally issued in Spanish and prepared in accordance with the regulatory applicable to the Group.

In the event of a discrepancy, the Spanish-language version prevails

<b>Important information on this document</b>	
Identification of the policy	Criminal, Anti-Bribery Compliance and Behaviours Against to the Defence of the Competition Policy.
Scope of Application	National and International
Section of the Code of Conduct to be expounded	The "Our Policies" section of the VINCI, S.A. Code of Ethics and Behaviour
Section of other policies it expounds	None
Standards it replaces	Criminal and Anti-Bribery Compliance Policy
Standards it repeals	-
Related standards	Other documents comprising the Corporate Compliance Programme
Business unit or role it affects	COBRA GESTIÓN DE INFRAESTRUCTURAS, S.A.U. and its subsidiaries (hereinafter, COBRA)
Personnel it affects	All COBRA members and business partners, as appropriate
Main person or body responsible for oversight	Regulatory Compliance

# Table of Contents

<b>1. Definitions</b>	<b>3</b>
<b>2. The Purpose of the Criminal, Anti-Bribery Compliance and Behaviours Against to the Defence of the Competition Policy</b>	<b>5</b>
<b>3. Entities, persons and activities affected</b>	<b>6</b>
3.1 Entities and persons affected	6
3.2 Affected activities	6
<b>4. Organisational measures</b>	<b>7</b>
4.1 Corporate Compliance Officer	7
4.1.1 Composition	7
4.1.2 Main duties	8
4.2 Obligations of the members of the organisation	9
4.2.1 The governing body and senior management	10
4.2.2 All members of the organisation	12
<b>5. Knowledge and declaration of conformity</b>	<b>12</b>
<b>6. Behaviour communication</b>	<b>13</b>
<b>7. Consequences of non-compliance</b>	<b>15</b>

---

**CHANGE CONTROL**

VERSION	DATE	APPROVAL BODY	AUTHOR	SUMMARY OF CHANGES
0	30 March 2017	Board of Directors	Compliance Unit	Initial version
1	26 June 2019	Board of Directors	Compliance Unit	Updating of management procedures
2	16 December 2020	Board of Directors	Compliance Unit	Content revision
3	30 June 2022	Sole Director	Compliance Unit	Regulatory adaptation
4	02 June 2023	Sole Director	Compliance Unit	Legal modification

**1. Definitions**

- **VINCI:** VINCI, S.A., parent company of Group VINCI.
- **COBRA SCE:** COBRA SERVICIOS, COMUNICACIONES Y ENERGÍA, S.L.U., parent company of COBRA SERVICIOS INDUSTRIALES.
- **COBRA / organisation:** COBRA GESTIÓN DE INFRAESTRUCTURAS, S.A.U. and its subsidiaries.
- **Sole Director:** Governing body of COBRA to the extent it is assigned fundamental responsibility and authority over COBRA activities, governability and policies.
- **Senior Management:** Representative of the Sole Director, who exercises powers inherent to the legal ownership of the organisation and relating to the organisation's general objectives.
- **Members of the organisation:** Governing body, managers, employees, volunteers of the organisation and other persons under the hierarchical subordination of any of the above.
- **Interested parties / stakeholders:** The natural persons or legal entities which are neither business partners nor members of the organization that may be affected or feel affected by any of the organization's decisions or activity. In the case of COBRA, interested parties are mainly shareholders, the courts and tribunals and public administrations.

- **Personnel holding especially exposed positions:** Members of the organisation whose positions involve their exposure to a greater criminal and competition risk according to the criminal risk assessment.
- **Criminal, Anti-Bribery Compliance and Behaviours Against to the Defence of the Competition Policy:** Set of provisions included in this document, hereinafter also referred to as the "Policy".
- **Crime Prevention Plan (CPP):** A document that is covered by this policy and includes the current organisational standards and documents within COBRA regarding Regulatory Compliance and that include measures taken to evaluate, prevent, detect and quickly manage criminal and competition risks.
- **Corporate Compliance Programme (CCP):** An organisational and management system, the objective of which is the prevention, detection and management of criminal and competition risks through their integration into business processes, as well as their measurement for continuous improvement and the essential basis of which is represented in the Criminal, Anti-Bribery Compliance and Behaviours Against to the Defence of the Competition Policy and in the CPP. Hereinafter, the "Programme".
- **Requirement:** An expected and mandatory obligation. The requirements may arise from criminal laws and complementary regulations or be set by COBRA through the Criminal, Anti-Bribery Compliance and Behaviours Against to the Defence of the Competition Policy or any of the CCP documents supporting it.
- **Corporate Compliance Officer (CCO):** The internal body with autonomous powers for initiative and control, which is entrusted, among other missions, with the responsibility of supervising the functioning and observance of the Corporate Compliance Programme.
- **Criminal risk:** A risk related to behaviours that could constitute an offence attributable to COBRA, according to the criminal liability system for legal entities set forth in the Spanish Criminal Code.
- **Competition risk:** A risk deriving from the participation in or performance of conduct that, due to its own characteristics or its effects on the market, could constitute violations of national or European antitrust regulations.

- **Business partners:** Any legal entity or natural person, except the members of the organisation, with whom the organisation has or plans to establish some sort of business relationship. It can be included, but not limited to, external consultants, joint-ventures or natural or legal persons hired by the organisation for the delivery of goods or provision of services.
- **Subjects affected by this document:** All members of the organization as well as the business partners determined when it is advisable or necessary to transfer all or part of the content of this document.
- **Third party:** A natural person or legal entity or body independent of the organization.

## 2. The Purpose of the Criminal, Anti-Bribery Compliance and Behaviours Against to the Defence of the Competition Policy

This Criminal, Anti-Bribery Compliance and Behaviours Against to the Defence of the Competition Policy sets forth the provisions of the VINCI standards applicable to the organisation and, consequently, is linked to its ethical values, ratifying the will of COBRA and its subsidiaries on maintaining respectful behaviour both with the standards and its ethical values, defining for this purpose a framework of principles of compliance.

This Policy is in line with a culture based on integrity and respect for COBRA standards and, in particular, with all anti-bribery, corruption and antitrust laws that may be applicable to its structure, considering not only the organisation's interests but also the demands of its stakeholders. In this regard, the text is aligned with COBRA's strategic objectives and, consequently, with its determination not to tolerate any conduct that could constitute a crime, expressly prohibiting any act of bribery, corruption or anti-competitive conduct in accordance with the provisions of the COBRA SCE Protocol for Compliance with Competition Standards. Therefore, the maximum commitment to complying with the provisions thereof is required of the governing body and senior management, as well as the rest of the members of the organisation.

Based on this compliance commitment, the parameters of conduct that are expected of those subject of this document are established, requiring a commitment to them and describing the measures taken to monitor this mandate and the consequences in case of non-compliance.

### **3. Entities, persons and activities affected**

#### **3.1 Entities and persons affected**

This Policy is mandatory and shall be applied globally to the organisation. The members of the organisation must comply with its content, regardless of the position they hold and the territory in which they are located, unless the legislation applicable in the jurisdiction in which they work establishes more severe provisions, which shall prevail over this Policy.

Because of the above and although this Policy applies to members of the organisation, it can also be extended, in whole or in part, to business partners, provided that the specific circumstances of the case so advise, thus complying with the organisation's due diligence processes in its selection of third parties to ensure compliance with criminal law, and specifically with the provisions of the COBRA SCE Business Partner Code of Conduct Protocol as well as all anti-bribery, corruption and antitrust laws, which establish the obligation of monitoring the conduct of those who, subject to the authority of the legal entity's legal representatives and de facto or legal directors, may have committed criminal conduct for having seriously breached the duties of supervision, surveillance and control over them, given the specific circumstances of the case, regardless of whether they are members of the organisation or business partners.

#### **3.2 Affected activities**

In addition to this Policy, there is a COBRA SCE Catalogue of Forbidden Conducts and Expected Behaviours Protocol that summarises the different criminal situations pursuant to the provisions of article 31 bis of the Spanish Criminal Code for which legal entities may be investigated in Spain for crimes<sup>1</sup> committed in the name or on the behalf thereof, and for their direct or indirect benefit, (i) by their legal representatives and de facto or de jure directors, or (ii) by the persons subject to their authority, when the commission of the crime, in this second case, is the result of an absence of due control, given the specific circumstances of the case.

---

<sup>1</sup> The Spanish Criminal Code provides for the criminal liability of legal persons for the commission of a closed list of offences (numerus clausus), which will be described in subsequent sections of this Policy or in documents derived from it, without prejudice to the personal criminal liability that the members of the organisation or business partners who have committed the offence or who have cooperated or participated in the offences may have, as well as the personal criminal liability of the members of the organisation or business partners who have committed the offence or who have cooperated or participated in the offences.

In addition, the COBRA SCE Catalogue of Forbidden Conducts and Expected Behaviours Protocol includes a list of risky conducts that could constitute violations of antitrust laws. It should be noted that, in certain cases, natural persons may also be held personally liable for an infringement of antitrust law.

Based on the analysis of the context of the organisation, the main activities that could entail criminal risks have been identified, so that their recipients are aware with regard to situations that could expose them to said risks in the exercise of their activities. COBRA expects those subject of this document shall act with due diligence, ensuring at all times the performance of the activities developed under the highest standards of integrity and responsibility, aimed at preventing the commission of any kind of public and/or private bribery that may occur.

## **4. Organisational measures**

### **4.1 Corporate Compliance Officer**

#### **4.1.1 Composition**

COBRA has a CCO that has been granted criminal prevention and competition duties and shall be responsible for providing this Policy with effectiveness by means of the implementation of the different measures set forth in the CCP that supports it. The CCO is a single-person body.

The COBRA governing body has appointed the CCO, who has received autonomous powers for initiative and control, as well as the maximum possible independence to perform the corresponding tasks, so that the CCO is free of any business condition that could impair the performance of his/her tasks.

By virtue of the terms set forth in the Policy, the CCO has full support from the COBRA governing body to which this person has direct access. Likewise, the CCO is entrusted with the responsibility of monitoring the operation and enforcement of the CCP. To this end, said person has the power to freely access both documents as well as any members of the organisation needed to perform his/her tasks. The members of the organisation are required to immediately provide any documents and information requested.

The CCO performs his/her tasks autonomously, without requiring specific mandates for such by virtue of the provisions of this Policy and the provisions of the CPP.



The independence of the CCO guarantees neutrality in decision-making. This independence is supported by the functional relationship and the direct access to the governing body and, therefore, to the distance from the management team and middle managers in charge of operational management. In addition, the CCO performance is ultimately evaluated by the governing body.

#### **4.1.2 Main duties**

The main duties of the CCO are grouped in a structured way:

- (i) Promoting and monitoring the implementation of the organisation's CCP, ensuring everyone subject to the application of this document can access the organisation's policies on crime prevention.
- (ii) Identifying the obligations on Criminal, Anti-Bribery Compliance and Behaviours Against to the Defence of the Competition Policy, keeping them updated and disseminating them to the members of the organisation.
- (iii) Identifying and managing criminal and competition risks, analysing and assessing them, in order to prioritise the actions and allocate resources for their prevention, detection and management.
- (iv) Raising awareness and fostering training to enable those subject to this document to obtain the knowledge and skills required to assume their responsibilities with regard to prevention, detection and management of criminal risks and antitrust violations, defining the global standards necessary to prevent bribery.
- (v) Advising not only the governing body and senior management, but also any other member of the organisation that needs assistance from the CCO, and preparing reports for the governing body and senior management on the results arising from the execution of the CCP and its performance.
- (vi) Managing the whistleblowing channel, as well as any queries.
- (vii) Promoting and encouraging the use of whistleblowing channels by implementing a system of incentives in the area of Regulatory Compliance.

- (viii) Properly identifying (for example, by means of the title, date, author, reference number, etc.), and in the appropriate format, not only the information of the CCP pillars, but also the documents resulting from its execution, making them available (except that which, for confidentiality reasons, can be only accessed by certain areas of the organisation), being suitable for use and enabling the traceability of their access and the preservation of their readability.
- (ix) Measuring the performance CCP of the organisation through indicators, ensuring that all its elements operate properly, also promoting their review and continuous improvement.
- (x) Handling enquiries received regarding anti-competitive behaviour or actions that could lead to criminal liability for the organisation.
- (xi) Obtaining and authorising completed forms, where applicable, from employees who have attended anticipated meetings or casual encounters with competitors.
- (xii) Ensuring that the principles set out in the COBRA SCE Protocol for Compliance with Competition Standards are known and applied by all employees through communication and training actions.
- (xiii) Maintaining the risk map related to competition law up to date, implementing and verifying, where appropriate, that the necessary policies, procedures and controls are in place to mitigate non-compliance in this area.

#### **4.2 Obligations of the members of the organisation**

To the extent that compliance with the law and the proper development of the CCP is the responsibility of all members of the organisation, all of them are expected to, regardless of the position held in the organisation, (i) ensure compliance with the provisions of this document, maintaining at all times ethical conduct that is contrary to the commission of criminal offences or any act of corruption, bribery or anti-competitive behaviour that may occur in the performance of their duties. Likewise, they shall also at all times demonstrate their commitment to complying with the requirements established in this Policy and (ii) immediately follow the instructions they may receive from the CCO in the performance of the aforementioned duties.

#### 4.2.1 The governing body and senior management

The governing body and senior management not only support the CCO in the performance of the corresponding duties, but actively promote a culture of compliance within the organisation by tacitly prohibiting any conduct or act leaning towards corruption and/or the acceptance/execution of bribery (outgoing or inbound). They also ensure that appropriate resources are always available to effectively execute the CCP and encourage the use of procedures and channels enabled for the communication of potentially criminal behaviours that may affect the organisation and its activities, among other issues.

The leadership exercised by the governing body and senior management means that, in addition to the obligations that all members of the organisation have (see section 4.2.2. "All members of the organisation" of this Policy), they also have the following exceptional obligations.

(i) Obligations of the governing body

The governing body is responsible for formally approving this Policy -as well as the updates it may require- and for promoting the appointment and implementation of a CCP suitable for the organisation, appropriate for preventing, detecting and managing the criminal risks that threaten the organisation.

Pursuant to the provisions of the Spanish Criminal Code, COBRA has assigned the supervision of the operation of and compliance with the prevention model by implementing a body with autonomous initiative and control powers. The governing body is responsible for appointing and formally approving the creation of this body, granting it the necessary powers and control as well as appropriate and sufficient financial, material and human resources so that it can effectively perform its duties.

Considering its responsibility for the adoption of the CCP, it is responsible for periodically assessing its effectiveness and modifying it, if required, when it is aware, by any means, of the existence of serious breaches or when relevant changes occur in the circumstances that concern the organisation as concerns the evaluation of its criminal and competition risks or the objectives of criminal compliance set by the organisation.

Similarly, according to the terms provided in the CCP regarding criminal compliance reports, the governing body receives, reviews and endorses the reports provided by the CCO, taking the actions eventually suggested by the CCO or promoting those deemed most appropriate for the suitable management of the criminal and competition risks identified. The governing body also ensures that training procedures are established within the organisation which reduce the likelihood of criminal risks assessed as higher than low from occurring. The governing body must review, at the request of the CCO or senior management, the procedures and controls related to the delegation of powers for decision-making in areas where criminal and competition risk occurs, when such delegations exist.

(ii) Obligations of the senior management

The COBRA senior management collaborates with the governing body in the performance of its responsibilities, especially with regard to the transmission of the organisation's culture of compliance and its zero tolerance for any act of bribery, corruption or anti-competitive behaviour, as well as conducts that may involve the commission of crimes.

Due to their proximity to COBRA's strategic and operational purposes and their hierarchical position, senior management is responsible for leading and supporting all members of the organisation in the performance of their compliance obligations, ensuring that all of them include them in their daily activities in the organisation. In this regard, in the exercise of their executive duties, senior management shall ensure that the requirements arising from the programme are incorporated into all of the organisation's processes and procedures, leading and supporting the members of the organisation while observing the requirements and the effectiveness of the CCP.

They must also ensure the availability of appropriate and sufficient resources for the effective execution of the programme, communicating internally the importance of such execution in a way consistent with the provisions of this Criminal, Anti-Bribery Compliance and Behaviours Against to the Defence of the Competition Policy.

Senior management must also identify and act to manage potential or actual conflicts of interest in situations where responsibility or authority for decision making is delegated in areas where there is a criminal risk.

Senior management shall participate in the procedures of identification, analysis and evaluation of criminal and competition risks when required to do so, in addition to promoting the use of channels authorised to these and third parties among the members of the organisation for reporting potentially criminal behaviours that may affect the organisation and its activities.

Regarding reports from the members of the organisation on activities related to criminal risks, Senior Management shall guarantee the absence of reprisals, discrimination or sanctions for reports made in good faith or action taken in an effort to avoid participation in criminal activities.

#### **4.2.2 All members of the organisation**

All members of the organisation are responsible for understanding, observing and applying the provisions of this Criminal, Anti-Bribery Compliance and Behaviours Against to the Defence of the Competition Policy, collaborating with the CCO, the governing body and senior management when required.

Likewise, all of them must immediately notify the CCO of any action in order to prevent or remedy the eventual commission of a crime or potential crime that they are aware of and/or that is being managed without the apparent intervention of the CCO.

In addition, all members of the organisation are expected to agree with this Criminal, Anti-Bribery Compliance and Behaviours Against to the Defence of the Competition Policy, attend compliance training sessions scheduled in view of their duties or position within the organisation, and immediately provide the information and documents requested by the CCO.

## **5. Knowledge and declaration of conformity**

This Policy is published and is available to all organisation members:

- It is available at work centres for those members of the organisation who do not have any email address. These members of the organisation must sign a declaration of conformity in order to prove their acknowledgement and acceptance.

- In the intranet or in a similar internal computer application, so that the members of the organisation can access at any time the most up-to-date version of the Criminal, Anti-Bribery Compliance and Behaviours Against to the Defence of the Competition Policy through the corresponding intranet or internal computer application.
- The corporate website or, in lack thereof, any similar means for the purpose of informing potential clients and business partners as well as third parties of the existence of a Criminal, Anti-Bribery Compliance and Behaviours Against to the Defence of the Competition Policy.

For members of the organisation who hold positions that are particularly exposed to a criminal or competition risk, their annual statement shall be requested pursuant to this Criminal, Anti-Bribery Compliance and Behaviours Against to the Defence of the Competition Policy. Equally, for business partners who show a higher criminal risk, their compliance with the values of this document shall be requested.

## **6. Behaviour communication**

In accordance with the provisions of Law 2/2023 of 20 February on whistleblower protection and the provisions of COBRA SCE's Protocol for Suspected Irregular Activities, any person affected by these documents (extending the scope, in addition to employees, to other collaborators such as volunteers, trainees, workers in training periods, candidates in the selection process, workers who have terminated their employment or commercial relationship and workers' representatives, as well as any person working for or under the supervision and management of contractors, subcontractors and suppliers) must immediately inform the CCO of any information or documentation of which he/she is aware that is related to irregularities or non-compliance with any of the documents that make up the COBRA SCE CCP, regardless of whether such behaviour has been ordered or requested by a superior.

For the purposes of this Policy having an effective application, the organisation has provided itself with several internal reporting and communication procedures. Therefore, possible queries, remarks and reports from the members of the organisation regarding criminal prevention and competition may be managed by means of different channels within the organisation, ranging from a simple report to their immediate superior, who must refer it to the CCO, as well as through the COBRA whistleblowing channel.

For answers to questions regarding the procedures to be carried out such as support for third party audits, comments or clarifications on due diligence forms, compliance statements, etc., employees should contact the following e-mail address for enquiries:

infocompliance@grupocobra.com

In particular, and without prejudice to other existing channels in the organisation for consulting or reporting practices contrary to COBRA's values or internal policies, there is an Ethics Channel digital communications management platform, which is available at the website <https://cobrais.integrityline.com> and allows complaints to be made in writing and verbally, as well as via the telephone line associated with this platform.

Or the following postal address:

A/A COBRA GESTIÓN DE INFRAESTRUCTURAS, S.A.U.

Corporate Compliance Officer

Cardenal Marcelo Spínola, 10, 28016, Madrid (Spain)

Any query, remark or report regarding criminal prevention and competition must end up being managed by the CCO according to the terms set forth in this Policy and in the CPP.

Although it is advisable to include the identity of the whistleblower in order to facilitate the investigation of the facts, even an anonymous complaint may be considered relevant if the content is complete and/or provides the necessary information to enable the investigation of the case to begin. This type of communication will be treated in the same way as other complaints.

In addition, it is worth mentioning the possibility for third parties to file complaints even if they do not have a direct interest in the facts constituting the alleged infringement of antitrust law.

Confidential processing of all communications shall be guaranteed, as well as the absence of any reprisals against whistleblowers in good faith.

Upon the detection of materially significant complaints or communications and/or complaints or communications that may seriously compromise the organisation or its stakeholders, the CCO shall immediately report it to the governing body and senior management so they may be managed with the corresponding speed and urgency.

## 7. Consequences of non-compliance

Pursuant to the provisions of the VINCI standards as well as in the COBRA CPP, everyone subject to the application of this document, regardless of their hierarchical level and geographical or functional location, are required to comply with the principles and procedures established in said texts as soon as they are applicable. Likewise, for the purpose of ensuring the proper implementation of the CCP, they are urged to report any breach thereof, pursuant to the provisions set forth in section 6 (“Reporting Conducts”) of this Policy.

When the person responsible for the whistleblowing channel investigates and confirms a violation of the provisions of these texts, this person shall propose the measures to be taken, including disciplinary measures (in the workplace) or contractual measures (in business relationships with third parties) that may be considered proportional with regard to the risk or damage caused to Senior Management or, as applicable, to the Governing Body.

These measures shall not only be applied to the persons whose behaviours have caused the risk or damage, but also to any employee who has not followed the procedures established by COBRA for its prevention and response, a circumstance that is considered in itself a breach of the values and ethical principles with which COBRA has been committed.

The measures adopted from a labour perspective shall respect the applicable regulations, without thereby losing impact or proportionality towards the seriousness of the facts considered, informing if it is appropriate to the legal representatives of the workers.

In the event that it is confirmed that the action of any member of the organisation could be a criminal offence attributable to a legal person, such circumstance shall be reported to the relevant public authorities for their knowledge and prosecution. Such report shall be accompanied by evidence that may have been collected in this regard.