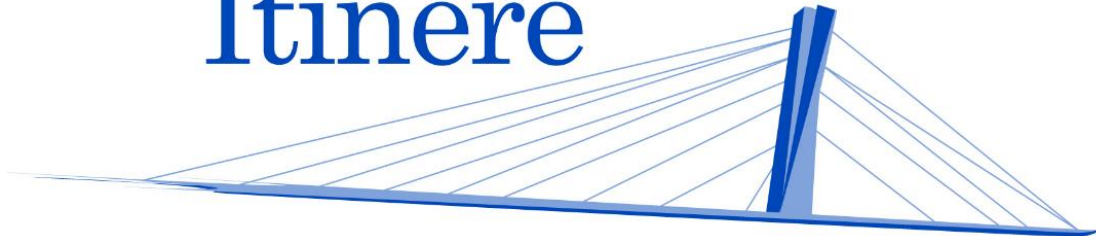


Criminal Risk Prevention Policy

Itínere



| Version: | Made by: | Reviewed by: | Approved by: | Date: | Status: |
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| 1 | CCO | Compliance Unit | Board of Directors | 28/01/2021 | Active |

SGRP-Policy-Criminal Risk Prevention

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1. Criminal Risk Prevention & Anti-Bribery Policy

ITÍNERE GROUP's Compliance Unit, the body to which the Board of Directors has entrusted part of the responsibility for drawing up policies and organizing internal management systems, has prepared this Criminal Risk Prevention & Anti-Bribery Policy for approval by the Board of Directors. The aim of this policy is to enforce compliance with applicable criminal legislation and anti-bribery laws within the companies comprising the ITÍNERE GROUP.

1.1 Purpose

The purpose of the Criminal Risk Prevention & Anti-Bribery policy is two-fold. Firstly, it establishes guidelines for identifying and managing risks to prevent the commission of crimes that affect the organization. This policy will be mandatory for all employees, and for those third parties working in ITÍNERE GROUP for whom it is deemed necessary. The second aim is to set out basic regulations and a framework to prevent and detect bribery in ITÍNERE GROUP operations. This policy explicitly states that ITÍNERE GROUP employees are not permitted to pay, demand or accept inappropriate payments (such as bribes or illegal gratuities), of whatever form whether directly or indirectly. It also forbids the commission of any criminal act within ITÍNERE GROUP.

The purpose of this policy is that of restating ITÍNERE GROUP's commitment to total compliance with all applicable anti-bribery and anti-corruption laws on the part of GROUP companies, senior management and workers. This policy is an addition to the Code of Conduct and provides a guide for compliance with the corporate policies that apply to ITÍNERE GROUP operations throughout the world.

ITÍNERE GROUP's intention is to fight and prevent any illegal crimes being committed within the GROUP, so this policy represents a commitment to oversee and penalise criminal acts and behaviour, to maintain the management system and to create a corporate culture that focuses on ethics and honesty.

This document sets out the organizational template for preventing, managing and controlling criminal risks in Spain for all the companies comprising the ITÍNERE GROUP, a mark of the commitment of ITÍNERE INFRAESTRUCTURAS, S.A.'s Board of Directors - the GROUP's parent company - having regard to the criminal liability of legal persons as set out in **art. 31 a) of the Penal Code**.

The Itínere Group (hereinafter, "Group" or "Itínere" or "Itínere Group") has a **regulatory compliance programme for crime prevention**, of which this document is part, which informs the entire organization, as well as third parties (suppliers, customers, users, etc.) coming into contact with it, of its **robust opposition to the commission of any act that is unlawful**, criminal or of any other nature (including non-compliance with the Group's internal regulations and those of its

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companies), and of its readiness to fight such acts and any others that might cause harm at any time to the good name and reputation of the company.

This Criminal Risk Prevention & Anti-Bribery Systems Management Policy is the outcome of an in-depth analysis of how people behave and decisions are made at all levels of the organization, as they relate to the industry sector(s) in which Itínere Group or its subsidiaries are operating, having regard to the existing mechanisms for minimizing the commission of criminal risk by anyone subject to the group's discipline.

This document has been put together after a detailed analysis of the criminal risks that hypothetically could arise in the various areas and processes of the companies comprising the Itínere GROUP; it takes into account existing policies and supervisory practices, together with the awareness of criminal risks identified in specific processes, by sector, where applicable, and the work carried out by Itínere Group.

This criminal risk prevention policy thus builds on the existing supervisory systems, together with those that have been reinforced or introduced as a response to art. 31 a) of the Penal Code to comply with the aim of preventing and mitigating the commission of crimes within Itínere Group.

1.2 Regulatory Context

Organic Law 5/2010, reforming the Penal Code, came into force on 23rd December 2010. This regulates the **criminal liability of legal persons** in the case of **certain crimes**, and was the consequence of a large body of international legal instruments that pursued the creation of a clear penal response to define this particular liability, principally for those types of crimes where it is most apparent that legal persons might be implicated. For these purposes, the following have been taken into consideration, not excluding others and merely as examples:

Article 31.1 a) of the Penal Code regulating the liability of legal persons in:

(i) The commission of crimes, in the name of or on behalf of the legal person, and to the latter's advantage, by its **legal representatives and de facto or de jure directors**.

(ii) Crimes committed in the course of company activities and on behalf of and to the advantage of the same by those who, **subject to the hierarchical authority of natural persons**, may have carried out the actions because **proper control in view of the specific circumstances of the case was not exercised over them**.

On 1st July 2015 Organic Law 1/2015, 30th March, came into force, thereby amending Organic Law 10/10995, 23rd November, of the Penal Code.

Organic Law 1/2019, 20th February was published on n 21st February 2019, having as its purpose the transposition into Spanish law of several Directives of the European Parliament and of the Council, amongst which is Directive 2014/57/EU dated 16th April 2014, on the criminal penalties applicable to market abuse.

The following circulars have also been taken into consideration, deriving on this occasion from the Prosecutor General's Office:

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- **Circular nº 1/2011, 1st June**, concerning the criminal liability of legal persons according to the changes in the Penal Code by virtue of Organic Law 5/2010.

- **Circular nº 1/2016, 22nd January**, concerning the criminal liability of legal persons according to the changes in the Penal Code by virtue of Organic Law 1/2015.

All without prejudice to whatever regulations are in force and applicable at the time when, hypothetically, any of the behaviours covered here can be verified.

1.3 Scope

The reach of this policy includes all the activities carried out by ITÍNERE GROUP companies that are within the scope of application of the criminal risks management system. This list of companies covered in its scope is not a rigid and unchanging one but quite the opposite; according to the needs, aims and other factors that may be taken into account, the incorporation or exclusion from its scope will be permitted of such companies as is deemed opportune for the better outcome of Itínere Group's legitimate activities. To do this, a resolution adopted by Itínere Infraestructuras, S.A.'s Board of Directors, as proposed by Itínere Group's Compliance Unit, will be sufficient. No process is exempt since the risk of committing a crime exists in all areas of activity.

Itínere Group is one of Spain's most important infrastructure concessions operators. The Group's activities centre on the administrative concessions of transport infrastructure, specifically toll roads.

Itínere began life as part of the SyV Group in 1996, when it won its first concession in Chile; its growth is a result of its success in new tenders, acquisitions and privatisation processes in Spain and abroad. In 2003 Itínere Infraestructuras, S.A.U. bought Empresa Nacional de Autopistas (ENA) from the public-sector industrial holdings company Sociedad Estatal de Participaciones Industriales (SEPI). That year Spanish toll road concession holders in which Itínere, itself an infrastructure concessions subsidiary of the Sacyr Vallehermoso Group, had a stake, performed well, increasing revenues and traffic above forecasts. By 2005 Itínere owned 100% of the equity in the holding company containing the concession operators Autopistas del Atlántico (Audasa), Autopista Astur Leonesa (Aucalsa), Autoestradas de Galicia and Autopistas de Navarra (Audenasa).

In 2007 the Europistas General Shareholders' Meeting approved the merger with Itínere (infrastructure concessions subsidiary of the Sacyr Vallehermoso group). The Europistas-Itínere merger was completed that year. Until 2009 (when it transferred some of its shares to its shareholder at the time, Sacyr), Itínere was the third largest company in the world in terms of kilometres under management, with over 3,700 km, operating toll roads in other countries such as Chile, with involvement in other sectors as well, such as the railways, hospitals and airports.

As the manager of one of the oldest portfolios in Spain (dating from the 1970s), Itínere has managed to acquire and consolidate proprietary know-how in the industry (including, among other strategic data, traffic volume forecasts, maintenance costs and financing structures). The Itínere Group is currently one of the most important Spanish toll road operators by number of km managed, and whose assets have the longest average life left before they expire.

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This policy applies to all workers in ITÍNERE GROUP. This policy's reporting requirement is also applicable to ITÍNERE GROUP's subcontractors and suppliers. The purpose of this policy is to supplement all applicable laws, regulations and other corporate policies; in no case is its purpose to supplant any legislation.

1.4 Structure

Itínere Group's criminal and bribery risk management system is based on the **General Policies, Procedures and General Controls** described below, without prejudice to the existence of specific measures for mitigating certain risks:

– **Itínere Group Code of Conduct:** The Code of Conduct is at the core of this criminal non-compliance risk prevention policy, as is the criminal risk prevention plan. It sets out the company's ethical principles, with the regulations and guidelines for action in each risk area, representing the core around which modes of action are shaped and of what is expected from all the individuals comprising the Group or interacting with it and who are bound by its codes.

The Code of Conduct sets out the company's position on its environmental commitment, policy on gifts, relationships with customers and stakeholders, among many other issues. Nevertheless, in addition to this regulation, internal rules covering specific activities are equally applicable. These internal rules complement the Code of Conduct, forming part of the **Specific Controls**.

The Group's Code of Conduct was approved by the Board of Directors of Itínere Infraestructuras, S.A., (the parent company of Itínere Group) for implementation in Group companies, without prejudice to its proactive application by the respective organs of governance themselves.

– **Whistleblowing hotline:** in order for the regulatory compliance programme on criminal risks to be a useful and a true indicator of Itínere GROUP's commitment to a zero tolerance policy on unlawful behaviour, the Group's Compliance Unit, a control body with the necessary independence of action and experience to be able to fulfil its tasks, approved the creation of a hotline which could be used to make the Group aware of the presumed existence of conduct that could be criminally unlawful (not only limited to those cases in which legal persons could be criminally liable), together with regulations for how to use it, that is posted on the Group's website and the content of which is available to the general public. The existence and availability of this whistleblowing hotline is already set out explicitly in the Group's Code of Conduct.

- **Training:** Itínere Group and the companies comprising it are aware that both training and dissemination are essential if this type of criminal regulatory compliance programme is to be successful; so it is committed to running training activities on this issue, to create awareness among those **bound by this policy** of criminal risk prevention, with the Group's Code of Conduct and other relevant training plans on issues such as personal data protection, for example.

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1.5 Control bodies & monitoring:

The appropriate control required by virtue of the Penal Code means that continuous supervisory mechanisms must be implemented inside companies, and internal control bodies appointed to monitor the mechanisms that have been implemented and the potential criminal risks, and for to be continually updated.

Responding to the Penal Code requirements, Itínere Group has defined a supervisory structure consisting of (i) the Board of Directors, as the maximum decision-making body; and (ii) the Control Body with the function of carrying out crime prevention policies, that in our Group is called the Compliance Unit.

Execution of the supervisory and monitoring tasks has been delegated in the Itínere Group to the **Compliance Unit**, put in charge of this by the Board of Directors, inasmuch as it has the authority and independence in terms both of supervisory power and of the initiative necessary in this control framework. Likewise, this Control body is supported by the Compliance area which drives its actions.

To ensure maximum efficacy in its activity, the **Compliance Unit** has full access to all Group paperwork that might be helpful to it and, under the terms laid out in the Code of Conduct, Operating regulations, Compliance usage regulations, and other internal rules, can make use of appropriate agreements covering discretion, non-disclosure and respect for dignity and the presumption of innocence, as well as the obligation to avoid adopting decisions that could trigger reprisals against users of the Whistleblowing hotline. Under the provisions, any person who is bound by Itínere Group's Code of Conduct must cooperate with the **Compliance Unit**; this is mandatory and there are no exemptions.

To meet the goals described above, the Compliance area has been added to the Control body. The head of Compliance and his/her team must protect and drive regulatory compliance in the Group, while the internal audit department is in charge of assessing and improving efficiency in the Risks, Control and Governance management processes. Without prejudice to the attendance on the part of the head of Compliance at the meetings of Itínere Group's Board of Directors, its committees and management commissions when necessary, the Compliance Unit will ultimately be represented by the Chair.

1.5.1 Board of Directors

The Board of Directors of Itínere Infraestructuras, S.A. is the Group's maximum decision-making body, for the effects of the criminal risk prevention and anti-bribery system, in its capacity as the parent company of the Group. Notwithstanding the above, the organs of administration of all the companies in the Itínere Group, which are bound by the same programme to reduce criminal risk non-compliance, play an equally active part, but each within their respective areas of action. They all perform these functions for themselves and/or through such bodies, departments, areas or officer as they deem to be most appropriate and effective in order to prevent, detect, correct

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and/or minimise the commission of criminal acts that could give rise to penal liability for the legal person.

In any event, the Board of Directors assumes the overarching supervisory and monitoring function, delegating the day-to-day management of their respective activities to the executive bodies and the management team.

The principles guiding the Board of Directors' course of action entail achieving value creation while complying in good faith with the commitments taken on with public administrations, as well as with workers and third parties that deal with the Group in the course of its work and, in general, abiding by the eminently reasonable ethical and behavioural standards set by the management handling the company's business. These will always be subject to strict compliance with the law; this means that the criteria that must prevail at all times in the conduct of the governance bodies are:

- Compliance with the rule of law
- Compliance with the company's purpose
- Defence of the company's long-term viability
- The duty of transparency to shareholders and other stakeholders
- Protection and fostering of the company's overarching interest
- Environmental commitment

In the area of corporate organization, the Board or body of administration will adopt the necessary measures to ensure that (i) company senior management pursues the company's interest and has the correct means and incentives to do so, (ii) the company's senior management is effectively supervised by the Board or body of administration, (iii) there is effective control of the Board's management, and (iv) when it comes to stakeholders, under the terms defined by the OECD's principles for corporate governance, the senior management of the companies comprising the Itínere Group respect and enforce the laws and regulations, comply in good faith with their obligations and contracts, respect usage and good practice in the industries and territories where it operates, and abide by such additional social responsibility principles as it has voluntarily taken on.

1.5.2 Supervisory Body (Compliance Unit)

Function

Execution of the plan to prevent unlawful acts and of the crime prevention policy generally is the function of the **Compliance Unit**, together with those areas or units that, while not an organic part of the Committee, may work with it on carrying out the policy. Having regard to preventing unlawful acts, this **Control Body** will be responsible, among other things, for taking the decisions that the Compliance area delegates on to it, by virtue of its operating regulations and the Group Code of Conduct. To do so, wide-ranging competences, powers and independent action have been vested in it; furthermore, through its Chair, it is the body that provides information to the **Board of Directors** and senior management.

The heads of the Group's other departments and corporate areas (or individuals in whom these heads have delegated) should also attend meetings of the Unit; this attendance requirement includes such subsidiaries as the Compliance area and/or Chair of the Compliance Unit deem necessary. The head of the Compliance area will be this Unit's secretary, although not form part of the Unit, and will be a non-voting member. The Unit will meet when its Chair deems it necessary, if any member of the Unit demands it and whenever the head of the Compliance area requests it. The head of Compliance will attend in any event and the Chair may authorise all the members and the head of Compliance to attend all meetings by conference call or phone call. The unit may transfer to the head of the Compliance area any initiatives to improve the performance of the role of Compliance, with the head of the area in turn reporting to the Internal Audit department.

Composition

The Control Body, which is internal, as per the terms of its operating regulations, comprises:

- The General Counsel and Secretary to the Board of Itínere Group
- The Group's Chief Financial Officer (CFO)
- The head of Human Resources
- Internal audit

The Compliance area, as a non-voting member, participates in order to drive the functioning of the Compliance Unit, under the terms laid out in the Code of Conduct and regulations of Itínere Group's Compliance Unit.

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INTERNAL AUDIT

The Internal Audit department forms the third line of defence within Itínere Group's criminal risk prevention and anti-bribery management system, ensuring compliance with applicable legislation, rules and regulations from which non-compliance with internal policies and procedures might derive, as well as from criminal legislation in force. This department checks that the various mechanisms established by the Compliance area operate correctly, meeting the desired objectives and verifying, as part of its scheduled internal audit plans, their suitability for their stated aims. To achieve this, and always taking an independent and objective perspective, it will report to the head of the Compliance area, to the Group's Compliance unit, and also to the Audit & Control Committee, keeping them informed on the outcomes of audit, research and consultancy activities relative to the prevention of legal persons' criminal liability. It will cooperate with the Compliance area on issues relating to the prevention of fraud, corruption and other unlawful activities.

In order to carry out this mission, the Internal Audit department is authorised to review and examine all the documents and records it deems relevant, with free access to all areas and departments of the organization, such that it will have access to all the people, files, data, systems and goods it considers necessary to be able to perform its function and fulfil its work plan. Said plan covers the prevention of active or passive commission of criminal acts from which might derive similar criminal liability attributable to any of the companies comprising the Itínere Group and that are included in the scope of this criminal risk prevention & anti-bribery policy. Any information requested must be submitted in reasonable time and must be truthful and comprehensive. The Internal Audit Department will immediately report to the Compliance Unit any attempt to impede it from carrying out its task.

2 Critical processes

2.1 Critical processes for managing criminal risks.

The senior management of ITÍNERE Group is aware of the importance of criminal risks and is committed to dealing with risks that might affect the organization, for which reason it identifies, manages and controls the organization's activities and has drawn up this policy document, intended as a mechanism to reach the organization's aims, provide security and guarantees to the various stakeholders and protect the organization's reputation. Its guiding principles are:

- a) To implement such actions as may be necessary to prevent the commission of unlawful acts, using the preventive measures identified after a risk analysis.
- b) To foster the reporting of possible irregularities through the complaints channel which in our Group is known as the Whistleblowing hotline. This enables any employee or third party

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stakeholder to inform us of deeds or facts that in some way might be in breach of the commitment Itínere Group has publicly made to submit to and comply with the law and other procedures and internal regulations that apply.

- c) To investigate any complaint that is presented, guaranteeing the anonymity of the whistleblower, as well as the rights of the people under investigation.
- d) To impose disciplinary penalties, in line with the applicable legislation at the time, on behaviour designed to prevent or impede the discovery of crimes and the failure to report an unlawful act.
- e) To comply with the Code of Conduct drawn up by ITÍNERE Group for companies in the Group.
- f) To make all employees aware that there is no tolerance of any kind with regard to committing crimes.
- g) To provide the material and human resources the Compliance Unit and the Compliance Officer need so that they can carry out the tasks in their remit.

2.2 Critical processes for managing bribery risks.

Corruption is defined as abuse of power, position or resources for financial or other gain. Bribery is the offer, promise or payment of cash, gifts, even excessive hospitality, or incentive of any kind that is offered or given to someone in a position of trust in order to influence the points of view or behaviour of that person, or to obtain inappropriate advantage. Corruption may take various forms, including giving or accepting:

- Cash payments;
- False jobs;
- Bribes;
- Political contributions;
- Charitable giving;
- Social benefits; or
- Gifts, trips, hospitality and reimbursement of expenses

ITÍNERE Group's policy on bribery and corruption is absolutely clear: nobody can offer, give or receive bribes or inappropriate payments relating to their work for ITÍNERE Group from or to anyone at any time or for any reason. No-one may ask anyone else to take part in a bribe or to make an inappropriate payment on behalf of ITÍNERE Group. Inappropriate payment shall be understood as any payment made or received by any director, executive, manager, senior manager, employee, or trading partner other than those of a nominal value or on occasional basis, unless it counts with the approval of the Compliance Unit in the sense of the article 17 of the Itínere Group's Code of Conduct, and:

- Seeks to influence the intention or objectivity of people outside the company to obtain some kind of benefit or advantage through behaviour that is unethical and/or unlawful.

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- Involves to make or offer to make, directly or indirectly, any payment - whether in cash or any other kind or any contractual payment - or any other benefit or advantage to any person, either natural or legal; (i) at the service of any authority, institution, public or private, political party or candidate for public office, with the intention of unlawfully obtaining or keeping business or other advantages; (ii) with the intention that these persons should misuse their influence, real or apparent, to obtain from any authority, institution, public or private, any business or other advantage; or (iii) if it comes to light that all or part of the money or payment in kind will be offered or given in the future, directly or indirectly, to any authority, institution, public or private, political party or candidate for public office, for any of the purposes listed.
- Involves financing or show support or backing of any other kind, directly or indirectly, to any political party, its representatives or candidates.
- Use donations to conceal inappropriate payments.
- involves requesting or inappropriately receiving, whether directly or indirectly, commissions, payment or advantages from third parties when the company carries out investment transactions, divestment, financing or expenditure, or as a consequence of these.

All directors, executives, managers, senior managers or employees must promote and encourage their partners, suppliers, contractors and collaborating companies to be aware of this policy and to adopt behavioural guidelines consistent with it, and therefore, they must:

- Pay particular attention to circumstances in which there are signs of lack of integrity on the part of the individuals or companies with which business is being done, in order to prevent and avoid the commission of money laundering from criminal or unlawful activities.
- Record, in an accurately and sufficiently manner, all the company's activities, operations and transactions in the ledgers and other corporate systems.
- To act according to the principle of information transparency, reporting all ITÍNERE Group actions, operations and transactions truthfully, in clear language and in a way that can be verified.
- Refrain for making "facilitation payments". Payments made to civil servants to stimulate or speed up compliance with a pre-existing duty or obligation are specifically forbidden by ITÍNERE Group.

2.3 Criminal risk prevention and Anti-bribery system

This Criminal Risk Prevention & Anti-Bribery Management system is of its very nature dynamic and will be reviewed continually in order to incorporate and amend, as necessary, not only the controls designed to guard against criminal and bribery risks detected, but also a list of these, as well as the areas of work, institutions and/or processes that may be added or eliminated from its scope of application.

The policy is executed through the Management System, supported by the function of the Compliance Unit, an independent control body designated by the Board of Directors, and the Compliance Officer, and assisted by procedures, methodologies and internal support tools that enable it to:

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- a) Identify the risks and threats that could affect the organization, managing their possible occurrence within the ITÍNERE Group.
- b) Set up a structure of policies and guidelines, for approval and roll-out of action plans to mitigate ITÍNERE Group risks.
- c) Measure and monitor risks following ITÍNERE Group procedures and standards.
- d) Analyse risks associated with services and processes, as an essential factor in decision-taking and business strategies.
- e) Maintain a system for monitoring compliance throughout the organization with the policies and procedures that have been implemented.
- f) Assess the efficiency and application of the Risk Prevention System and the best practices and recommendations for risks for subsequent incorporation into the Prevention System.
- g) Assess the efficiency of the mechanisms implemented by means of a scoreboard, reviews and control reports.
- h) Audit the system to check that processes are appropriate, and the controls have been defined to mitigate the risks identified.

2.4 Audits

ITÍNERE Group audits on operating units and subcontractors will take place regularly to ensure compliance with the requirements of this policy and the procedures and standards to be applied. The Audits may be conducted internally by ITÍNERE Group or externally using third party contractors. The Audit documents will include action plans for performance improvements.

2.5 Records

All staff employed by ITÍNERE Group and commercial partners must keep proof of and accurately record all expenditure incurred while representing ITÍNERE Group; it is forbidden to conceal or fraudulently alter company expenses or to make payments in representation of ITÍNERE Group without the necessary approvals and the back-up documents verifying the validity of the transaction.

2.6 Discipline

Any worker who does not comply with the terms of this policy will be subject to disciplinary action. Any worker who knows about potential non-compliance with this policy but does not report this potential non-compliance to the senior management of ITÍNERE Group, to the Compliance Unit or to the Compliance Officer, may be subject to disciplinary action. Any worker who misleads or obstructs those who are investigating potential non-compliance with this policy will be subject to disciplinary action. In all cases, disciplinary action could include termination of the working relationship. Any third party who does not comply with the terms of this policy, who knows about potential non-compliance with the policy and who does not report potential non-compliance to ITÍNERE Group management, or who misleads or obstructs anyone investigating potential non-compliance with this policy could have their contract reassessed or terminated.

Itínere Group's Whistleblowing hotline will be the correct line of communication for making known to the organization, even if it is merely a suspicion, any of the situations prohibited by this or other legal policies or norms.

2.7 Continuous improvement

ITÍNERE Group is committed to the continuous improvement of the Criminal Risk Prevention & Anti-Bribery Policy.

3. Structure of the supervision, monitoring and verification model.

Compliance Unit and Compliance Officer

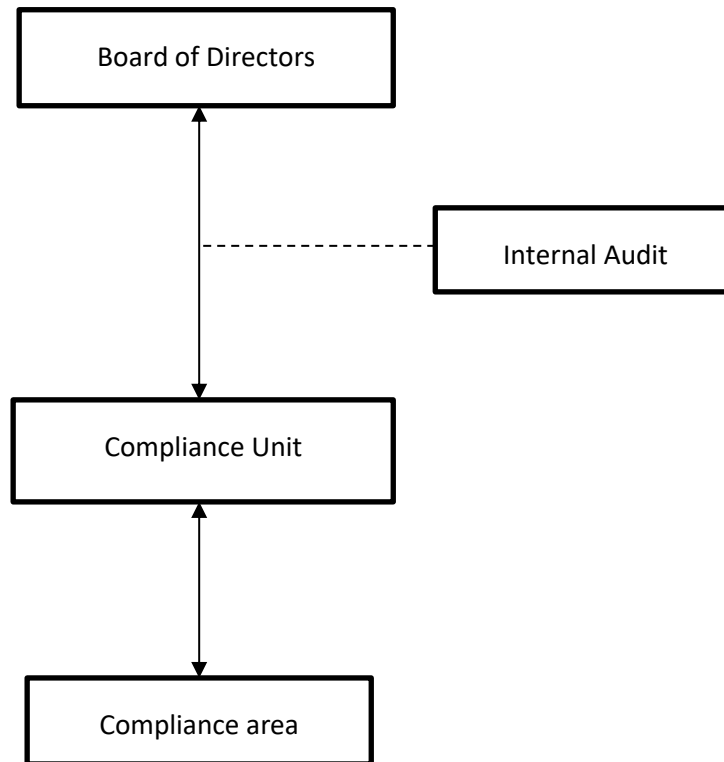
The Compliance Unit and Compliance Officer do not have a conflict of interest and in their day-to-day work display integrity and commitment to Criminal Compliance and Bribery prevention. The Compliance Unit and Compliance Officer also have:

- Capacity and prestige to help achieve engagement for their advice
- The competences needed to carry out their roles

The Compliance Unit and Compliance Officer work independently of ITÍNERE Group's other bodies; their functions and responsibilities are described in the Code of Conduct and its respective operating regulations, ensuring at all times and in all scenarios impartiality and confidentiality in their proposals and decision-making.

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The function of monitoring, supervising and verifying criminal risks and bribery in Itínere Group is structured according to the following diagram:



3.1 The supervision and monitoring process

The supervision and monitoring process for the **criminal risk prevention model** is conducted over a continuous period, with supervision taking place at least once or twice a year; the above notwithstanding, if there are exceptional circumstances a review will take place.

The monitoring and supervision of the criminal risk prevention model:

- Enables the **Board of Directors** to have enough information to determine whether the **criminal risk prevention model** is still working effectively over time.
- Increases the organization's effectiveness and global efficiency by providing timely evidence of modifications made or the need for the same, thus helping the management to identify and correct control deficiencies before they can significantly affect the goals of criminal risk prevention.
- Fosters appropriate operational control; since those in charge are aware that their manner of working is supervised, they are in turn more likely to exercise their functions relative to supervision and timely monitoring on a permanent basis.

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For these purposes, the following definitions are helpful:

- **Monitoring:** Process of continuous analysis of process risks, as well as of the policies and procedures (regulatory controls) and (operating) controls regulating the Group's activity, carried out by the **Board of Directors**, in concert with the **area heads of Compliance and Internal Audit and of the processes being monitored** by means of regular and continuous assessment.
- **Supervision:** Review process of the **criminal risk prevention model** set up by the **Board of Directors**. This review allows dysfunctions existing in the model to be detected so that the necessary amendments can be made, thus ensuring reasonable protection from criminal risk.

In consequence, when significant breaches of the provisions adopted by Itínere Group or any of the companies comprising it are brought to light, or when there are changes in the organization, in the control structure, in the working activity or even legislative amendments that necessitate adaptations in order to ensure smooth operations, this model will enable the Group to monitor criminal risk (knowledge in real time), assuring cover over criminal risk in a reasonable manner.

3.2 The Verification process

Itínere Group will be able to conduct a **regular verification process of the Criminal Risk Prevention Model** as an additional complement to the process of supervision and monitoring described above. The verification process is the procedure that has been defined to assess the effectiveness of the **supervisory and monitoring model** at the end of every financial period, including a breakdown of any material incidents or deficiencies affecting it.

In view of the internal organization of Itínere Group, the verification process for criminal risk prevention could be carried out using internal, proprietary resources or, if not, could be entrusted to an external service with accredited experience in criminal risk prevention.

4. Issues triggering mandatory report procedures and further information

All staff and trading partners of ITÍNERE Group, ITÍNERE Group employees or ITÍNERE Group subsidiaries have the responsibility to report any suspicion or knowledge that a breach of this policy, of other ITÍNERE Group policies or any applicable laws has taken place immediately, using the Whistleblowing hotline.

ITÍNERE Group will ensure that this Whistleblowing hotline remains available and will ensure that the correct contact information for these complaint mechanisms remains updated.



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Reports should be made using ITÍNERE Group's whistleblowing hotline, at this link: <https://channel.globalsuitesolutions.com/grupoitinere>, following the procedure set out in its Usage protocol: <https://www.grupoitinere.com/canal-de-cumplimiento/>

ITÍNERE Group guarantees complete anonymity to the whistleblower. The identity of the whistleblower will not be revealed, even to the defendant, without their express consent to anyone who has not been authorised to manage the whistleblowing hotline and Compliance. The above will also apply to any other information from which the complainant's identity can be directly or indirectly inferred. Every person who knows about complaints that are made using the channels set up by the Board of Director for ITÍNERE Group has a duty of professional secrecy as to the identity of the whistleblower.

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