




# **ANTICORRUPTION POLICY**

Approved by the Board of Directors

in June 2023

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## 1.- OBJECT

This Anti-Corruption and Anti-Bribery Policy (the “**Policy**”) is mainly aimed at ensuring compliance with the legal anti-corruption requirements and implementing, among others, the general principle of integrity established in the RMS Group Code of Conduct as well as to define and establish the principles of action guiding the Compliance, Anti-Corruption and Anti-Bribery Program developed by Road Management Services (A13) Holdings Limited (English company registration no. 03917652), (“**RMSH**” or the “**Company**”), as well as Road Management Services (A13) Plc (English company registration no. 03917644) (“**RMS**”) and Road Management Services (A13) Operations Limited (English company registration no. 13010363) (“**RMSO**”) (each of them individually considered, the “**RMS Group Company**” and collectively, the “**RMS Group**” or “**RMS Group Companies**”) as a fundamental rule that shows the commitment to working in line with the most demanding ethical principles, transferring the importance of business integrity to all the members of the organisation (Directors, managers and employees) of the RMS Group (collectively, the “**Members**”).

The Compliance, Anti-Corruption and Anti-Bribery Program has been prepared taking into account the context of the organisation defined by the Board of Directors of each of the RMS Group Companies. The purpose of it is to transmit to all the Members as well as third parties who interact with each of the RMS Group Companies the firm commitment to identify and sanction any unlawful conduct, criminal or otherwise, as well as to maintain communication and awareness mechanisms for all the Members in order to promote an ethical business culture of complete compliance with the law.

For each of the RMS Group Companies it is important to ensure that certain conduct that would compromise its business integrity is not permitted. Specifically, with this Policy, each of the RMS Group Companies strictly prohibits any kind of bribery of a Public Official, as well as of third parties with which each of the RMS Group Companies has any kind of relationship.


Therefore, each of the RMS Group Companies is adopting this Policy with a view to designing a regulatory framework for the prevention and detection of corruption and bribery in the exercise of its activity and promoting full compliance with anti-corruption and anti-bribery regulations by the Members.

The relevant anti-bribery legislation includes, in the United Kingdom the Foreign and Corrupt Practices Act 1977 and the Bribery Act 2010, and in Spain the Organic Law 10/1995, of November 23<sup>rd</sup>, of the Penal Code and the Royal Legislative Decree 1/2010, of July 2<sup>nd</sup>, approving the consolidated text of the Companies Law, Circular 1/2016 of the State General Attorney.

Undoubtedly, questions and issues will arise that are not addressed by this Policy or other anti-bribery and anti-corruption documents. In such circumstances, questions related to compliance with applicable anti-corruption laws and/or the RMS Group of Companies’ anti-corruption compliance program should be addressed to the Compliance Committee.

## 2.- SCOPE AND DEFINITIONS

This Policy applies to all the actions, activities, functions and roles that each of the RMS Group Companies and the Members (regardless of their position) perform in connection with the delivery of the A-13 Thames Gateway DBFO Contract entered into by the Secretary of State for the Environment,

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Transport and the Regions (subsequently transferred to Transport for London pursuant to the provisions of the Greater London Authority Act 1999) and RMS under the Private Finance Initiative.

For the purposes of this Policy and all Compliance related documents:

Capitalised terms in this document that have not been expressly defined will be interpreted in line with the definitions contained in the Code of Conduct.

- **“Bribery”** means: According to the UK Bribery Act 2010, very generally, the term “bribery” is defined as giving someone a financial or other advantage to encourage that person to perform their functions or activities improperly or to reward that person for having already done so.
- **“Compliance Committee”** means: a collegiate body that liaises with and answers to the Board of Directors of the RMS Group Companies on a regular basis, with autonomous powers of initiative and oversight over all areas in each of the RMS Group Companies, in order to facilitate the design, development, implementation, assessment, maintenance, review and improvement of the Compliance, Anti-Corruption and Anti-Bribery Program.
- **“Corruption”** means: Transparency International (TI) defines corruption as “the abuse of entrusted power for private gain”.
- **“Fraud”** means: Fraud involves dishonest activity or deception that causes actual or potential financial loss to any person or entity.
- **“Members”** means: members of the organisation (Directors, managers and employees) of the RMS Group Companies.
- **“Public Official”** means:  
Either at a national or international level:
  - an officer, civil servant, and/or employee of a government or public organisation, or any department or agency of such a government or organisation;
  - an officer or employee of a government-owned or government-controlled company;
  - a political party;
  - a political party official, employee, or volunteer;
  - a candidate for political office; or
  - anyone acting in an official capacity on behalf of any of the above (whether paid or unpaid).
- **“RMS Group Companies”** means: Road Management Services (A13) Holdings Limited (English company registration no. 03917652), (“**RMSH**” or the “**Company**”), as well as Road Management Services (A13) Plc (English company registration no. 03917644) (“**RMS**”) and Road Management Services (A13) Operations Limited (English company registration no. 13010363) (“**RMSO**”).
- **“Shareholders”** means:



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- Dragados Concessions Limited (English company no. 03854923), with registered office at Hill House, 1 Little New Street, London, EC4A 3TR; and
  - Kellogg Brown & Root Limited (English company no. 00645125), with registered office at Hill Park Court, Springfield Drive, Leatherhead, Surrey KT22 7NL.
- **“Ethical Channel”** means: a tool to enable Members of the RMS Group Companies to voice concerns in a responsible and effective manner.

### 3.- COMPLIANCE BODY

On 26 May 2021, the Board of Directors of each of the RMS Group Companies resolved to create a Compliance Committee as a collegiate body that liaises with and answers to the Board of Directors of the RMS Group Companies on a regular basis and is comprised of four members, with autonomous powers of initiative and oversight over all areas in each of the RMS Group Companies, in order to facilitate the design, development, implementation, assessment, maintenance, review and improvement of the Compliance, Anti-Corruption and Anti-Bribery Program, which is a part of this Policy.

The terms of reference of the Compliance Committee are set out in the Compliance Committee Operation Procedure.

### 4.-GENERAL PROHIBITIONS


In general terms, each of the RMS Group Companies expressly prohibits the following conduct:

- any kind of bribery of a Public Official or any third party with which any RMS Group Company has any kind of relationship, in order to obtain undue advantages.  
Consequently, the execution, promise or offer of any kind of payment to obtain an undue advantage to a Public Official or third party, be it direct, or indirect via agents, suppliers, advisors, or any interposed persons.
- Neither is it permitted to obtain unfair advantages by benefitting from personal relationships with a Public Official, or any other private subject.

Each of the RMS Group Companies requires that all decisions adopted by Members who have any kind of relationship with a Public Official, be strictly in accordance with the law and RMS Group policies and procedures.

### 5.- GENERAL PRINCIPLES

- **Gifts and hospitality**  
Each of the RMS Group Companies prohibits the Members from giving or accepting gifts, presents, courtesies, or favours in the performance of their activities. On an exceptional basis, the giving or accepting of presents and gifts will be admitted, provided it is not prohibited by law and it is in line with the criteria envisaged in the RMS Group Code of Conduct (section 12).
- **Facilitation payments**

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Facilitation payments are strictly prohibited under this Policy; this is understood to mean those payments of small amounts to public servants designed to have them expedite or facilitate the performance of their duties, such as, for example, access to public services, obtaining ordinary licences or business permits, and/or administrative formalities.

- **Charitable donations**

Charitable donations on behalf of an RMS Group Company are strictly prohibited under this Policy.

This Policy recognises the right of the Members to make charitable donations on a personal basis. Such donations are permitted provided that it is perfectly clear that the person making the donation does not represent any of the RMS Group Companies in doing so and that the donation does not involve any of the RMS Group Companies' resources.

- **Political contributions**

Political contributions on behalf of any RMS Group Company are strictly prohibited.

This Policy recognises the right of the Members to make political contributions on a personal basis. Such contributions are permitted provided that it is perfectly clear that the person making the contribution does not represent any of the RMS Group Companies in doing so and that the contribution does not involve any of the RMS Group Companies' resources.

- **Sponsorship activities**

Sponsorship activities on behalf of any RMS Group Company are strictly prohibited under this Policy.

- **Suppliers, advisors and business partners**


Conclusion of any agreements with suppliers, advisors and business partners, in operations or transactions which involve a Public Official, or any private company, will be in line with reasonable and standard due diligence requirements

The point of this is to make it possible to hire the most suitable third party to perform the relevant activity in an ethical manner and without giving rise to economic harm or reputational risks for each of the RMS Group Companies.

Where possible, the suppliers, advisors and business partners chosen will be well-known, prestigious companies.

As established by the RMS Group Procurement Management Procedure, due diligence mechanisms have been established to achieve the best possible knowledge of the persons intervening as suppliers, advisors and business partners so that it will be possible to hire the most suitable to perform the activity in an ethical manner and without giving rise to economic harm or reputational risks for each of the RMS Group Companies. As established also in the aforementioned procedure, the suppliers, advisors and business partners will be informed - with a documentary record thereof - of all the prohibitions that each of the RMS Group Companies has established with regard to corruption, and will be asked to state that they are aware of such prohibitions and that they will undertake to strictly comply with them. These prohibitions will be



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included, where possible, in express and specific form in any agreements signed with suppliers, advisors and business partners.

In those cases, in which there may be doubts regarding the destination or nature of the expenses to be incurred, suppliers, advisors and business partners will inform the relevant RMS Group Company and obtain its authorisation for incurring the same.

- **Accounting records**

Each of the RMS Group Companies requires that an appropriate system of accounting control be maintained and that all transactions are reported and reflected appropriately and precisely and in reasonable detail in the relevant RMS Group Company’s accounting books and records, meaning that the accounting books will not contain false or misleading records or statements. Precise, appropriate and reasonable detailed documentation will be maintained in relation to all transactions and documents will be stored in accordance with the terms of accounting legislation.


All financial operations will at least:

- Be authorised in accordance with the relevant RMS Group Company’s rules on the approval of expenditure.
- Be recorded in accordance with the UK Generally Accepted Accounting Principles.
- Be revised periodically in order to identify and correct any accounting discrepancy, error or omission.
- Be compliant with the requirements of the Foreign and Corrupt Practices Act 1977.

## **6.- PRINCIPLES OF ACTION**

The principles of action governing the Policy are to:

- a) integrate and coordinate all the actions necessary to prevent, detect and act in relation to the commission of unlawful acts;
- b) create an atmosphere of complete transparency by means of the establishment of appropriate internal channels that favour the immediate communication of possible irregularities, including the Ethical Channel, which can be used by any Member or third party who becomes aware of a breach of the Code of Conduct, this Policy, the Compliance Anti-Corruption and Anti-Bribery Program, or any other unlawful act committed, to report with full assurance and without fear of reprisal;
- c) act in accordance with the legislation in force and, specifically, in accordance with the terms of the Code of Conduct and the policies and procedures that comprise the Compliance, Anti-Corruption and Anti-Bribery Program;
- d) establish training programmes or any other methods that are appropriate for the Members, in order to promote a culture of compliance and business ethics;
- e) develop and implement effective internal oversight systems for the prevention and detection of acts that are unlawful or that contravene the terms of the Code of Conduct, this Policy and, in general, the Compliance, Anti-Corruption and Anti-Bribery Program;

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- f) carry out periodic supervision of the internal oversight systems implemented;
- g) prepare an annual report on the activity of the Compliance Committee and the effectiveness of the Compliance, Anti-Corruption and Anti-Bribery Program with the recommendations and updates deemed appropriate for review by the Compliance Committee and Board of Directors;
- h) ensure that the Compliance Committee has the material and human resources necessary to perform the duties entrusted to it effectively;
- i) investigate reports of alleged improper acts and conduct, guaranteeing the confidentiality and anonymity (if requested) of the person reporting it and the rights of the persons under investigation when appropriate, justly applying, without discrimination and in a manner that is proportionate, the appropriate sanctions in accordance with the applicable legislation;
- j) report all allegations of improper acts and conduct to each of the Shareholders Compliance Committees, and keep these Committees informed of the nature of, the status of, and the conclusions of any investigations which are carried out; and
- k) provide all assistance and cooperation that the judicial and administrative bodies, or national or international institutions and entities may require, for the investigation of allegedly criminal, fraudulent or otherwise improper acts that may have been committed by the Members.


**7.- BASIS FOR THE COMPLIANCE, ANTI-CORRUPTION AND ANTI-BRIBERY PROGRAM**

The RSMH Compliance and Anti-Corruption and Anti-Bribery Program is based on the analysis of the possible criminal risks that may affect each of the RMS Group Companies, together with the inventory of the existing procedures and controls designed to prevent, detect and sanction the commission of the criminal acts identified in the risk matrix that forms part of the Compliance, Anti-Corruption and Anti-Bribery Program.

The Compliance, Anti-Corruption and Anti-Bribery Program is formed mainly of the following elements:


- 1) **Top level commitment**  
Each of the RMS Group Companies senior management ensures that all staff know that bribery and corruption will not be tolerated and what they can do to reduce risk.
- 2) **Supervision and oversight measures:** Each of the RMS Group Companies has implemented and/or is to implement oversight measures to prevent the commission of offences or significantly reduce the likelihood or impact of the same. In this regard, the Compliance Committee has approved a risk matrix and a specific general oversight matrix to mitigate the same.
- 3) **Compliance Committee:** on 26 May 2021, the Board of Directors of each of the RMS Group Companies resolved to create a Compliance Committee as a collegiate body that liaises with and answers to the Board of Directors of the relevant RMS Group Company and is comprised of the 4 members, with autonomous powers of initiative and oversight over all areas, in order to facilitate



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the design, development, implementation, assessment, maintenance, review and improvement of the Compliance and Anti-Corruption and Anti-Bribery Program.

- 4) **Code of Conduct:** on 26 May 2021 the Board of Directors of each of the RMS Group Companies approved the RMS Group Code of Conduct. This Code, including future amendments, as the case may be, is applicable to all the Members and constitutes its commitment to the business ethics principles that should apply in all its areas of activity, establishing the conduct, principles and guidelines designed to ensure ethical and responsible behaviour by all persons subject to the same. Moreover, and as the RMS Group Companies form part of the Actividades de Construcción y Servicios, S.A. (“ACS”) corporate group, the ACS Code of Conduct also applies.
  
- 5) **Ethical Channel:** Any director, manager, employee or third party who is aware of or has well-founded suspicion of a breach of the Code of Conduct, the present Policy and, generally, of any policy and/or procedure that forms part of the Compliance and Anti-Bribery Program will report it using the Ethical Channel. This channel is both a route for reporting breaches of the rules set out in this Policy, and a means for the resolution of queries that the application of the same may give rise to. Each of the RMS Group Companies will adopt the measures necessary to avoid adverse consequences derived from communications made in good faith by Members according to the terms set out herein. Strict confidentiality and anonymity (if requested) will be maintained in relation to the identity of persons sending communications or reporting breaches via the Ethical Channel.  
  
Management of the Ethical Channel is completely confidential. The Compliance Committee is responsible for it and it will be governed by the Ethical Channel Management Procedure.
  
- 6) **Signature Price limits:** Limitation of the power of representation through signature price limits.
  
- 7) **Two-person rule:** is a control mechanism designed to achieve a high level of security for especially critical operations. Under this rule, two authorised people should be present at all times so that they have full access and can perform the required actions.
  
- 8) **Gifts, Presents, Courtesies and Favours** rules as defined in section 12 of the RMS Group Code of Conduct: *“RMS Group prohibits the Members from giving or accepting gifts, presents, courtesies or favours in the performance of their activities. On an exceptional basis, the giving or accepting of presents and gifts will be admitted, provided it is not prohibited by law and it is in line with generally accepted trade practice or gestures of courtesy, and where the economic value is symbolic or negligible in any event. The process for any such approval is set out in the RMS Group Gifts, Presents, Courtesies and Favours Procedure.”*
  
- 9) **Training and awareness:** Each of the RMS Group Companies will promote proper training of the Members so that they are aware of its ethical principles, as well as the duties and principles of action derived from its Compliance, Anti-Corruption and Anti-Bribery Program designed to avoid the commission of offences.
  
- 10) **Risk prevention evaluation:** this document contains the description of the risks to which each of the RMS Group Companies is exposed, depending on the activity, as well as all measures,

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policies and procedures implemented as designed to guarantee to third parties that the legally required oversight is in place, in relation to Members and the relevant Board of Directors, with a view to mitigating the risk of offences being committed.

**11) Shareholders:** The RMS Group of Companies is owned by the Shareholders. Both of the Shareholders a fully committed to preventing any kind of bribery or corruption. The Shareholders both have active anti-bribery and anti-corruption programmes of their own, and it is important to recognise that the issues addressed by this policy may overlap with one or both of the Shareholders’ own programmes. Coordination with the Shareholders’ programmes may require some issues to be reported to the Shareholders compliance comities, as well as being addressed under this Policy.

## **8.- TRAINING AND COMMITMENT.**

Each of the RMS Group Companies will promote proper training of the Members to ensure they are familiar with its ethical principles, as well as the duties and principles governing actions derived from the Code of Conduct and this Policy.

Specifically, annual anti-corruption and antibribery training will be held for the specially exposed personnel. Where possible, the training will be face-to-face.

Moreover, the aforementioned specially exposed personnel will be required to sign an annual acknowledgement confirming their abidance with the anti-corruption legislation and that they are not aware of any violation of the same in the last year.


## **9.- SUPERVISION, ASSESSMENT AND REVIEW**

This Policy as well as the Compliance, Anti-Corruption and Anti-Bribery Program will be continuously supervised, assessed and reviewed, specifically when relevant infringements of the different policies and procedures that comprise the Compliance, Anti-Corruption and Anti-Bribery Program come to light, or when the regulatory, social, business or any other circumstances so require.

The Compliance Committee will periodically review the content of this Policy to ensure that the recommendations and best practice in force at any given time and will propose to the relevant Board of Directors those amendments and updates that contribute to its continuous development and improvement.

## **10.- DISCIPLINARY REGIME**

This Policy is a mandatory norm meaning that any breach thereof will constitute an infringement and each of the RMS Group Company will adopt the appropriate disciplinary measures in line with the Disciplinary Policy section of the RMSO Employee Handbook, notwithstanding any other responsibility the person committing the infringement may have. Likewise, each of the RMS Group Companies will reserve the right to adopt the measures it deems appropriate against business partners who fail to comply with it.

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Any Director, manager, employee or third party who is aware of or has well-founded suspicion of a breach of this Policy will report it using the Ethical Channel. This channel is both a route for reporting breaches of the rules set out in this Policy, and a means for the resolution of queries that the application of the same may give rise to. Each of the RMS Group Companies will adopt the measures necessary to avoid adverse consequences derived from communications made in good faith by Members according to the terms set out herein. Strict confidentiality and anonymity (if requested) will be maintained in relation to the identity of persons sending communications or reporting breaches via the Ethical Channel.

**11.- ENTRY INTO FORCE AND REVIEW**

The general principles of this Policy will enter into force as of the approval by the Board of Directors of the relevant RMS Group Company.

The Compliance Committee will revise the content of this Policy periodically in order to ensure that it contains the recommendations and best practice in force at any given time and will propose any amendments and updates that contribute to the development and continuous improvement of the same to the relevant Board of Directors.

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