





CODE OF CONDUCT

Approved by the Board of Directors
in June 2023

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PRESENTATION

Road Management Services Holdings Limited, (“**RMSH**” or the “**Company**”), as well as Road Management Services (A-13) Plc (“**RMS**”) and Road Management Services (A-13) Operations Limited (“**RMSO**”) (each of them individually considered, the “**RMS Group Company**” and collectively, the “**RMS Group**” or “**RMS Group Companies**”) form part of the group of companies whose immediate parent company is Iridium Concesiones de Infraestructuras, S.A. (“**Iridium**”)(together with its subsidiary, affiliates and related entities, the “**Iridium Group**”), ultimately controlled by ACS Actividades de Construcción y Servicios, S.A. (“**ACS**”). For this reason, the members of the organisation (Directors, managers and employees) of the RMS Group (collectively, the “**Members**”) must like the rest of the Directors, managers and employees of the Iridium Group, comply with the General Code of Conduct approved by Iridium.

This notwithstanding, RMSH has deemed it necessary to prepare its own Code of Conduct, reflecting the particularities of the activity performed by the RMS Group Companies.

Compliance with this Code of Conduct is mandatory for all the Members.

GENERAL PROVISIONS

1. SUBJECT MATTER

With a view to guiding the ethical actions of each of the RMS Group Companies and the above Members this Code of Conduct has been drawn up (the “**Code**”).


The subject matter of the Code is to establish the ethical principles that must govern the actions of the RMS Group and determine the main rules governing the actions of everyone working in the RMS Group.

These principles and rules are of a general nature, meaning that they will be implemented in those areas in which it is considered appropriate to have a specific regulation. This specific regulation shall be applied by means of the following documents, among others (referred to as the “**Rules**”):

- a) Internal rules
- b) Policies, procedures and protocols.

2. SCOPE

The Code 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, Transport

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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.

3. BODY RESPONSIBLE FOR COMPLIANCE

The body responsible for Compliance in the RMS Group is the Compliance Committee, a collegiate body that liaises with and answers to the Board of Directors of the RMS Group Companies on a regular basis.

The Compliance Committee has autonomous powers of initiative and oversight to prevent offences and must dispose of the appropriate human, economic and material resources to design, develop, implement, assess, monitor, maintain and improve the Code of Conduct.

The main functions of the Compliance Committee are the following:

- Promote the dissemination, knowledge and compliance of the RMS Group Code of Conduct.
- Establish a Compliance, Anti-Corruption & Anti-Bribery Program and continuously oversee and monitor its functioning and efficacy.
- Revise the Compliance, Anti-Corruption & Anti-Bribery Program and Rules to ensure their effectiveness in the prevention of improper conduct.
- Promote a culture of prevention in relation to the commission of unlawful acts and of application of ethical principles and responsible behaviour of each of the Members of the RMS Group companies.
- Ensure the preparation and implementation of training programmes on compliance.

Each of the Departments of the RMS Group Companies are obliged to collaborate with the Compliance Committee in the performance of its functions or with any request it may make of them.

4. TRAINING AND INFORMATION


In order to guarantee appropriate knowledge of the Code and the Rules by each of the Members of the RMS Group companies, the necessary training activities will be carried out and a record of the same will be maintained keeping documentary proof of their effective execution.

The Compliance Committee shall collaborate so as to ensure that the training materials are in line with the content of the Code and the Rules.

Moreover, both the Code and the Rules will be accessible for the Members through any means deemed appropriate from time to time.

5. GENERAL PRINCIPLES

Each of the RMS Group Companies and their respective Members will perform their activities with integrity and complying with ethical principles. Under no circumstances will unethical behaviour be

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permitted based on the excuse that it benefits any of the RMS Group Companies. The RMS Group Companies reject any benefit that may be derived from unlawful actions.

Each of the RMS Group Companies and their respective Members will be loyal, avoiding situations that represent in accordance to the applicable Laws a conflict between their own personal interests and those of the RMS Group. Where a conflict of interest is inevitable, the person in question will inform their hierarchical superior and the Compliance Committee and will refrain from intervening in decisions affected by the conflict.

To that end, a **conflict of interest** will be deemed to exist when in accordance to the applicable Laws the same person has contradictory interests that could compromise their independence or loyalty in performing their duties.

By way of example, a conflict of interest will be deemed to exist when a company manager is also a shareholder or a supplier of such company.

The Members shall maintain strict confidentiality on any non-public information they receive in the performance of their work. This confidentiality obligation will be respected even after the professional relationship with the relevant RMS Group Company has concluded. The duty of confidentiality will apply to any third-party non-public information that becomes available by virtue of the business or commercial relations that the relevant RMS Group Company maintains with such third parties.


In relation to Public Officials and third parties, whether clients or suppliers, no action will be taken where it could be interpreted as an improper way of obtaining a favourable decision for the relevant RMS Group Company. RMS Group strongly reject all kinds of corruption, in both the public and private sphere.

Personnel hiring and promotion policies will under no circumstances contain discriminatory practices. The Members will receive proper training for the performance of their duties. Any kind of harassment in the workplace is absolutely prohibited in the RMS Group and, should it occur, the appropriate disciplinary measures will be adopted.

RMS Group is committed to the principles of the United Nations Global Compact. According to these principles, RMS Group undertake to ensure that none of the RMS Group Companies and none of the parties with which each of them does business, carries out practices that entail forced or obligatory work or child labour.

Moreover, RMS Group undertake to perform its activities in England with the greatest respect for the Environment.

The Members will preserve the prestige and positive image of the RMS Group.

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6. ETHICAL CHANNEL

RMS Group have an Ethical Channel that ensures that any Member who becomes aware of a breach of the Code or the Rules, or of any other unlawful act committed by any RMS Group Company and/or Member, must notify the Company of it with full assurance and without fear of reprisal (the “**Notifying Member**”).

Notifying Members will notify by using the Ethical Channel and will be able to submit queries via this tool.

Under no circumstances will such communication be required to go through the relevant Notifying Member’s line manager.

The Ethical Channel will also be at the disposal of the third parties with which RMS Group has relations (for example, clients, suppliers, and external advisors) so that they can submit any queries or report any unlawful act committed by any RMS Group Company and/or Member.

The Ethical Channel of RMS Group can be accessed via the following:

1. By postal mail sent to:


RMS Group Ethical Channel
IRIDIUM CONCESIONES DE INFRAESTRUCTURAS S.A
Avda. del Camino de Santiago 50, 28050,
Las Tablas, Madrid, Spain.
2. Through Iridium’s corporate web page <http://iridiumconcesiones.com/compliance.php#a> ,
[or directly through the following link: iridiumacsinfra.ethicspoint.com](http://iridiumconcesiones.com/compliance.php#a)

Communications through the Ethical Channel may be anonymous.

Notwithstanding the aforementioned, any incident may also be reported via:

- The hierarchical superior
- A member of the Compliance Committee

RMS Group does not cover false or manifestly unfounded complaints. When there is evidence that the false report has been made in bad faith, RMS Group will adopt the appropriate disciplinary measures.

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In no case will any form of retaliation or negative measure of any kind be tolerated against a member of the organization for having made a communication or complaint of an alleged breach of the Code and other Policies and procedures of our Compliance Program.

Any communication is managed:

- Observing the principles of trust, impartiality and protection of the person notifying the event;
- Keeping the identity of the person who has made the communication strictly confidential;
- Respecting the right of defense of the person reported and the data protection regulations.

7. SUPERVISION OF COMPLIANCE WITH THE CODE

The Compliance Committee will oversee compliance with the Code and the Rules.

RMS Group reserve the right to carry out controls in accordance with the legislation in force with a view to applying these regulations and preventing activities that can affect legal compliance and the confidentiality, integrity and availability of information.

8. OCCUPATIONAL RISK PREVENTION

RMS Group is firmly and permanently committed to ensure health and safety in the workplace, as well as to meticulous compliance with all applicable regulations in this regard; this commitment constitutes an essential value for the performance of the RMS Group activities.


RMS Group will ensure that all of its employees have the necessary means and resources to be able to carry out their tasks safely and the employees will make sure that they use them responsibly.

The Members assume responsibility for strict compliance with occupational health and safety rules, in the performance of their activities, ensuring their own safety and that of those around them. Likewise, the Members will ensure that their colleagues and subordinates are aware of the rules and promote with best practices compliance in protection and risk prevention.

9. ENVIRONMENTAL PROTECTION

RMS Group is particularly concerned with caring for the Environment.

RMS Group performs its activity assuming a firm commitment to preserve and respect the Environment, based on the following principles:

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- a) Contribute to the conservation of natural resources, which will be consumed according to criteria of rationality, efficiency and savings.
- b) Reduce the generation of waste, manage it effectively and promote re-use thereof.
- c) Train and inform personnel on Environmental matters.
- d) Propose environmentally friendly alternatives to clients and accept such suggestions from suppliers.
- e) Share experiences and knowledge with other companies, institutions and other social agents related to the Environment.

These principles, which will guide RMS Group’s activity will make it possible to combine it with respect for and preservation of the Environment. RMS Group will also have comprehensive regulations on this area, that will be developed in an Environmental Policy, designed to achieve its environmental goals.

10. RESPECT FOR FAIR COMPETITION

The RMS Group avoids any type of anti-competitive conduct and practices including: collusion with competitors, exclusion provisions affecting individuals or groups, use of the RMS Group of companies' dominant position to put unfair pressure on competitors and contractors, and fraudulent or deceptive conduct aimed at harming competitors. Likewise, the RMS Group and all its Members shall comply with the principle of fair treatment towards all those who have dealings with the RMS Group.


11. RESPECT FOR HUMAN RIGHTS

RMS Group has a Human Rights Due Diligence System, which allows it to guarantee the alignment of all its activities with the respect for Human Rights.

Therefore, all actions taken by the RMS Group and its employees shall strictly abide by the human rights and civil liberties included in the Universal Declaration of Human Rights.

In particular:

- Equal opportunities: the RMS Group promotes the professional and personal development of all of its employees, ensuring equal opportunities. The selection and promotion of RMS Group employees is based on the objective criteria of merit and capability.
- Non-discrimination: The RMS Group do not tolerate any kind of discrimination on the basis of race, nationality, social origin, age, sex, marital status, sexual orientation, ideology, political or union opinions, religion or any other personal, physical or social condition. Any form of workplace harassment is absolutely prohibited at RMS Group and, if it occurs, appropriate disciplinary measures will be taken.

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RMS Group does not tolerate situations where any member of the organization may be disturbed by offenses, abuse of authority, inappropriate use of expressions, or any other form of harassment or intimidation, by word or deed.

- Ensuring freedom association: the RMS Group promote, respect and protect the free exercise of freedom of association and the union rights of its workers.

- Eradication of child labour: the RMS Group or any of its suppliers shall use child labour, and will act in compliance with the provisions set forth by the International Labour Organisation (ILO) with respect to underage workers.

- Eradication of forced labour: the RMS Group undertake not to resort to forced labour or work performed under duress, and to ensure the balance between the professional and personal lives of all its employees. Similarly, the RMS Group will refrain from hiring suppliers, contractors or external collaborators at risk of implementing such practices directly or indirectly.

- Respect for the rights of minorities:

The RMS Group must respect the rights of indigenous people, ethnic, religious and linguistic minorities, people with disabilities and migrant workers and their families, beyond what is required by local legislation, thus complying with corporate values and international standards.

- Commitments in relation to the environment and the community:

The RMS Group assumes the commitment to seek the greatest respect for human rights in the environment and the communities in which it carries out its activity, contributing to the conservation of natural resources and respecting the right of communities to health and well-being.


12. ANTI-CORRUPTION POLICY

General policy

RMS Group strictly prohibits any kind of bribery of Public Officials, as well as of third parties with which each of the RMS Group Companies may have any kind of relationship, be it a public entity or an individual, in order to obtain undue advantages.

Consequently, the execution, promise or offer of any kind of payment to Public Officials is prohibited, 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 Public Officials or with any other private subject.

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RMS Group requires that all decisions adopted by any of the Members who have any kind of relationship with Public Officials be strictly in accordance with the law and the Rules.

Relations with Third Parties

Conclusion of any agreements with suppliers, advisors and business partners, in operations or transactions which involve a Public Official, will require fulfilment of the appropriate forms and their subsequent submission to the Compliance Committee.

Where possible, the collaborators 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 collaborators, 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 RMS Group.

As established also in the aforementioned procedure, the suppliers, advisors, and business partners will be informed of all the prohibitions that RMS Group have established with regard to corruption and asked to state that they are aware of such prohibitions and undertake to strictly comply with them.

Relations with Public Officials


Due to the nature of the services provided by RMS Group, each of the RMS Group Companies must establish relations with Public Officials, particularly Transport for London, based on principles of transparency.

Gifts, presents, courtesies and favours

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.

13. RELATIONS WITH SUPPLIERS, CLIENTS AND OTHER THIRD PARTIES

The selection of suppliers, advisors or any other services will be carried out following the RMS Group Procurement Management Procedure, which defines a competitive and transparent procedure so that the relations with these parties are also governed by RMS Group’s ethical principles.

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The Members will not receive any commission, remuneration, credit facility or gift from partners, suppliers or clients. An exception is made for trade hospitality or gestures of courtesy as established in this Code of Conduct and in the RMS Group Gifts, Presents, Courtesies and Favours Procedure

The Members will refrain from establishing private business relations with clients, suppliers or advisors with which the each of the RMS Group Companies may be related.

14. CYBERSECURITY AND DATA PROTECTION

The RMS Group IT systems are managed by an external provider. The Members will use the RMS Group Companies' IT systems and the IT resources which are placed at their disposal.

The Members will strictly observe the control measures established in the IT and Security Policy and in the General Data Protection Regulation (GDPR) Policy of the RMSO Employee Handbook. No personal content belonging to the Members will be stored on the computers that RMS Group provides to them.

The only programmes used on the RMS Group computers and IT systems will be those installed by the service provider. No other programmes will be installed.

RMS Group provide the Members with Internet access and a corporate email address as the necessary resources for the performance of their activity. All Members will use these resources responsibly, efficiently and in a manner that is appropriate for their professional activity.


15. ACCOUNTING AND TAX OBLIGATIONS. PROTECTION OF COMPANY ASSETS AND PREVENTION OF MONEY LAUNDERING

The financial statements and other accounting documentation of RMS Group will offer a true and fair picture of the financial situation and wealth of each of the RMS Group Companies.

No transactions will be performed for the purpose of tax evasion or falsifying the accounting or financial information.

The Members will use each of the RMS Group Companies' wealth prudently and will ensure that its assets do not suffer losses or impairment.

Payments made and received by each of the RMS Group Companies will follow the rules of the Protocol Payment .As a general rule, no cash payments will be made or received, except in the case of small amounts and in accordance with the RMS Group of the Protocol Payment. Payments will be duly justified with invoices, contracts, orders and any other documents and procedures established in the Protocol Payment.

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The Members will pay particular attention to those cases in which there are signs of a lack of integrity of natural or legal persons with which it transacts, in order to avoid and prevent the intervention in any money laundering operations derived from criminal or unlawful activities.

16. INTELLECTUAL AND INDUSTRIAL PROPERTY

The Members will exercise particular care and commitment in the protection of intellectual and industrial property, whether of the organisation or third parties, including rights derived from patents, marks, domain names, projects, programmes, databases and IT systems, knowledge, processes, technology, knowhow, equipment, manuals, videos or rights over specialised technical knowledge.

The Members will respect each of the RMS Group Companies' intellectual and industrial property rights and only use them in performing their activity therein, and will return any materials containing such rights as soon as they are asked to do so.

The intellectual and industrial property rights of third parties outside of RMS Group will also be respected.

17. BREACH OF THE CODE OF CONDUCT AND THE RULES


The Code of Conduct and the Rules of RMS Group are mandatory rules and form part of the obligations inherent in the labour relationship, meaning that any breach thereof will lead to the appropriate disciplinary measures in line with the Disciplinary Policy section of the RMSO Employee Handbook.

The RMS Group Companies will decide the appropriate measures in the event of a breach of the Code or the Rules.

Those Members who become aware of a breach of the Code or the Rules will notify the Compliance Committee.

Although each of the RMS Group Companies cannot assume responsibility for the actions of the third parties with which it maintains contractual relations, the aim is for all persons and companies with which it transacts (suppliers, business partners and external advisors in particular) to comply with the same ethical standard and principles as those of RMS Group.

Therefore, the Compliance Committee will give the Members the appropriate guidelines so that they can ensure that third parties are informed of the content of this Code and that the agreements they enter into with them include the requirements of the Code and, if applicable, the Rules.

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18. EQUAL EMPLOYMENT OPPORTUNITY AND HARASSMENT

Equality between men and women, in the broadest sense, is a principle endorsed by RMS Group Companies, which governs all the areas of our business activities.

The RMS Group Companies seek respect for dignity in the workplace, the rights and duties of each member of the RMS Group Companies, respect for equal treatment and equal opportunities, and promotion of work-life balance and co-responsibility. These principles must be protected within the RMS Group Companies as they are the very foundation on which the furthering of the professional development of all RMS Group Companies employees and, subsequently, the RMS Group Companies themselves can be built upon.

The RMS Group Companies will foster prevention and investigation of all work related cases of harassment, including but not limited to sexual harassment, sexual identity or any discriminatory treatment. They RMS Group Companies will also raise awareness among all personnel regarding what type of behaviour may or may not be considered harassment. The RMS Group Companies will implement the necessary measures to avoid this type of behaviour in order to reach the goal of gender equality among all employees.

19. FRAUD

The RMS Group Companies have zero tolerance for fraud and fraudulent behaviour. Every Member of the RMS Group Companies has a responsibility to act honestly and ethically, and to report and prevent any fraudulent or corrupt conduct – perceived or otherwise.

20. VALIDITY

The Code of Conduct will enter into force on the day it is approved by the Board of Directors of each of the RMS Group Companies and will be notified to all the Members; it will remain in force until its amendment and/or cancellation is approved.

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