



Annex VIII

Code of Conduct for Business Partners

**Approved by the Board of Directors of ACS Servicios,
Comunicaciones y Energía, S.L. on 26 June 2019**

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.

Contents

1. Purpose	1
2. Scope of Application	1
3. Basic principles of Conduct	2
3.1 Integrity and respect for the rule of law	2
3.2 Professionalism	2
3.2.1 Management quality and respect for the environment	2
3.2.2 Customer focus	3
3.2.3 Transparency	3
3.3 Prohibition of any act of bribery	3
3.4 Competition and conflict of interest	4
3.5 Respect	4
3.5.1 Respect for fundamental human and labour rights	4
3.5.2 Respect to health and safety of persons	5
3.6 Training	5
3.7 Confidentiality	5
3.8 Antitrust	6
3.9 Tax liability	6
4. Ethical Channel	6

1. Purpose

ACS SERVICIOS, COMUNICACIONES Y ENERGÍA, S.L. and its group of companies (hereinafter “ACS SCE” or the “organization”) throughout its history has maintained a firm business commitment with a variety of operators in the market that interact with ACS SCE (hereinafter “business partners”) as well as with the people who work for the organization (hereinafter “organization members”). Such commitment is based on compliance with current regulation in the different jurisdictions on which it works, as well as with the ethical principles which guide ACS SCE behaviour which are part of its organizational culture (hereinafter, “Compliance culture”).

For this reason, it is essential that the conduct of all business partners comply with minimum standards in line with ACS SCE Compliance culture. In case that business partners were to subcontract part of the activities developed for ACS SCE shall ensure that such contracts comply with the provisions of this documents, as well as any other ACS SCE standards which may be applicable, given the case.

2. Scope of Application

The contents of this Code of Conduct for Business Partners (hereinafter, the “Code”) derives from the ACTIVIDADES DE CONSTRUCCIÓN Y SERVICIOS, S.A. Code of Conduct, and is mandatory for all its ACS SCE business partners, regardless of jurisdiction.

The business partners must expressly accept (through their signature and commitment to compliance) the contents of this Code and, if the circumstances so require, the Criminal and Anti-Bribery Compliance Policy¹ and/or the Catalogue of Forbidden Acts and Expected Behaviour.

¹ The Regulatory Compliance and Anti-Bribery Policy is available for reference and consultation to all ACS SCE business members, regardless of whether they are required to execute and accept, it, under the Compliance section featuring to this effect in the website of the relevant ACS SCE division.

However, in the event that business partners prove the existence of a Code of Conduct or other internal regulations, in which the respective content is analogous to that which is required by the aforementioned Standards and the organization accepts it, the respective business partner shall be exempted from signing this Code.

3. Basic principles of Conduct

The business partners of ACS SCE must, always and in any case, act with integrity, professionalism and respect for the rule of law.

3.1 Integrity and respect for the rule of law

The business partners are responsible for all their decisions and actions being carried out with full respect for the applicable regulations in each of the jurisdictions in which they operate. Likewise, all its actions must be consistent with the principles of conduct and ethical principles contained in the ACTIVIDADES DE CONSTRUCCIÓN Y SERVICIOS, S.A. Code of Conduct as well as in any other standards mentioned in this Code.

3.2 Professionalism

ACS SCE business partners must be characterized by its high level of professionalisms, based on performing their respective activities with integrity, excellence-focused service provision.

In this sense, their behaviour must be based on the following principles of conduct:

3.2.1 Management quality and respect for the environment²

The work and quality management of our projects generates confidence and an adequate corporate image in the market. Managing with quality is based on, among other aspects, respect for the environment and people.

Therefore, business partners must undertake the commitment to seek the greatest respect for the environment while performing their business operations, while minimizing the potential negative effects that, the said operations may eventually cause.

² The business partners are expected to have management and organizational models aligned to good practice and international standards that allow with the principles of this code, as ISO 9001 on Quality Management Systems and ISO 14001 on Environmental Management Systems.

3.2.2 Customer focus

All the business partners of ACS SCE must contribute with their best efforts in terms of collaboration, professionalism and a service oriented mentality, in order to procure the highest level of satisfaction from clients. Likewise, they shall seek to improve their client's expectations and shall make an effort to anticipate their needs. However, achieving the said objectives will never justify non-compliance with the law and the regulations and with ACS SCE Group's Compliance culture.

3.2.3 Transparency

All the business partners, in all communications, regardless of form, must provide accurate, necessary, complete and timely information regarding the progress of activities related to their performance. They will also maintain the confidentiality of the information that relates to subject-matter that must be kept secret.

3.3 Prohibition of any act of bribery³

ACS SCE prohibits any form of corruption, especially bribery, both in the public sector⁴ and private⁵ sectors. In this sense, the business partners are prohibited from giving or receiving undue payments of any kind, such as gifts, kickbacks or favours that violate the legal uses of the market or that, based on their value, their characteristics or their circumstances, could reasonably be expected to alter the development of commercial, administrative or professional relations.

³ Business partners are expected to have management and organizational models aligned to good practice and international standards that to comply with the principles of this code, as ISO 37001 on Anti-Bribery Management Systems.

⁴ Bribery in the public sector consists on: offering, paying, promising, giving, accepting or solicits a public employees an unjustified benefit, regardless of its value (and of whether its value is financial or non-financial), directly or indirectly, and regardless of its geographical location, in violation of the principles established in the applicable regulations, as an incentive or reward for acting or abstaining from acting regarding the performance of its functions.

⁵ Bribery in the private sector occurs when: any organization members, either by themselves or through a third party, receives, solicits, offers or accepts, an unjustified benefit or advantage for any nature, for themselves or for a third party, as a compensation in order to unduly favour another in a process of sale or acquisition of goods, in the procurement of services or in trade commercials.

Likewise, the delivery of gifts and kickbacks in favour of government officials and public employees are prohibited⁶, as well as performing services for free in their favour.

3.4 Competition and conflict of interest

As a consequence of the ethical principles and the policy of zero tolerance regarding any act of corruption, the business partners have the obligation to behave in a manner that is consistent with said principles in those matters where there may be a certain type of competition or direct or indirect conflict of interest, while taking the necessary measures to attempt to avoid making decisions affected by a possible conflict of interest.

A conflict of interest is considered to be a situation where business, financial, economic, family or personal interests could interfere with a person's judgment of value in the performance of their obligations before the organization for which they work or provide their services.

3.5 Respect

The business partners of ACS SCE assume the commitment to act responsibly and diligently, in order to identify, prevent, mitigate and respond to the negative consequences that their activities may produce.

3.5.1 Respect for fundamental human and labour rights

It is imperative that the business partners, regardless of the country in which they operate, respect the fundamental human and labour rights, recognized internationally.

The business partners are expected to comply with the principles of the Universal Declaration of Human Rights of the United Nations and the ILO Declaration on Fundamental Principles and Rights at Work.

⁶ Government official: any person who holds a legislative, administrative or judicial office, whether appointed by succession or elected, or any person who exercises a public function, including a public body or a public company, or any official or agent of a public authority national or international organization or any candidate for public office. The concept of government official includes: (i) An official local government employee or any other person who performs functions in favor of a country or territory, (ii) A person who exercises administrative, legislative or judicial duties, by appointment, election or succession, in a country or determined territory, (iii) An individual from a political party, (iv) A candidate for political office, (v) A person who performs any other type of official functions, both at the governmental and local level, within the government or at any of its branch offices, (vi) An employee or representative of a governmental organization or financed with public money, and / or (vii) An official or agent of an international organization of Public Law..

3.5.2 Respect to health and safety of persons⁷

Respect to the health and safety of persons is a priority goal of ACS SCE. For this reason, its business partners must undertake to create a safe and healthy labour environment for its members, as well as the highest levels of respect on health and safety at the workplace, complying with the applicable health and safety prevention.

3.6 Training

The business partners undertake to maintain a training policy for learning and personal and professional development of its members, for the purposes of reaching the highest performance, quality and satisfaction in performing their functions, as well as observance of the provisions of this Code. Particularly, business partners undertake to train their members in the ethical principles and respect to the law included in this Code.

3.7 Confidentiality⁸

ACS SCE's activities are included in a sector in which maintaining confidentiality of information used to work is fundamental for the good development of the organization purposes, especially in reference to public bids, tender procedures, and strategic directives. In this sense, keeping the secrecy and confidentiality of such information is considered a priority for ACS SCE.

For this reason, ACS SCE's business partner shall comply with its duty of confidentiality with respect to all information they become aware of for reason of their present or future business relationship with ACS SCE, except in the case that they have express written authorisation of the person with the relevant authority within the organization, or in compliance with a judicial order or a rule or standard.

In order to fulfill this duty, it is the responsibility of the business partners to adopt sufficient security measures to protect confidential information and ensure that all its associates, within the scope of their relations with ACS SCE, comply with this duty.

⁷ The business partners are expected to have management and organizational models aligned to good practice and international standards that to comply with the principles of this code, as ISO 45001 on Health & Safety Management Systems.

⁸ Business partners are expected to have management and organizational models aligned to good practice and international standards that allow to comply with the principles of this code, as ISO 27001 on Information Security Management Systems.

3.8 Antitrust

ACS SCE encourages free, loyal and honest competition. Therefore, within the framework of the relationships that the business partners maintain with ACS SCE, in no case, may they carry out practices in violation of antitrust laws. In this context, the conducts that the business partners should avoid include, but are not limited to:

- Behaviours involving collusion with competitors.
- Provisions which exclude certain people or groups of people.
- Use of the market power of their competitors to exert unfair pressure on competitors and contractors.
- Fraudulent or misleading conduct aimed at competitors.

3.9 Tax liability

The business partners undertake to comply the current tax regulations in each country or territory where they are present, avoiding to hide any relevant information, illegal tax evasion, obtention of undue tax benefits and obstruction to any investigation or verification activity performed by the administration. In the same manner, business partners shall collaborate with tax administrations in order to provide the required tax information pursuant current legislation.

4. Ethical Channel

ACS SCE provides all organization members, business partners and any third party with a communication and reporting channel, through which all acts incurred by organization members or business partners which are not aligned with ACTIVIDADES DE CONSTRUCCIÓN Y SERVICIOS, S.A. Code of Conduct and the activities mentioned on it or other internal standards may be reported, especially those which may be criminally prosecuted.

For this reason, ACS SCE has available, among others, the following communication mechanisms:

- E-mail address:

canaletico@acsindustria.com

- Postal address:

Corporate Compliance Officer - ACS SCE

Cardenal Marcelo Spínola, 10, 28016, Madrid

All communications in this sense must be confidential, that is, keeping the identity of the whistleblower secret. Such identity may only be disclosed outside ACS SCE, when appropriate, to the competent public authority in charge of investigating the fact, in the event that such fact must be notified to the aforementioned authority in accordance to the applicable standards.

Besides, ACS SCE guarantees indemnity in the event of reprisals against persons who make complaints in good faith.