
 Penal compliance policy (IR num. 2)	Date of approval: 28/12/2020
Section of the Code of Ethics: III and VI	Last review: 28/12/2020
Related protocols: Compliance Body Protocol (IR num. 3.2); Reporting, internal investigations and corporate reactions channel management protocol (IR num. 4.1)	
Related policies: -	
Main recipients: The COMSA CORPORATION and Group companies' boards; the COMSA CORPORATION Ethics Commission, Group companies' compliance bodies, Upper management.	Supervisor: Ethics Commission, Compliance bodies, Compliance Technician

Penal compliance policy

High-level policy

COMSA CORPORACIÓN DE INFRAESTRUCTURAS, S.L.

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I. Introduction

Compliance with due diligence. The COMSA CORPORACIÓN DE INFRAESTRUCTURAS, S.L. (Hereinafter, the COMSA CORPORATION), and in the exercising of the business judgement rule or business discretion (see Art. 226 LSC [Spanish Corporation Law]), commits to adopting and effectively carrying out its compliance model, addressing the risks that have been previously identified. For this, we need to put into writing the compliance commitments that are undertaken by the COMSA CORPORATION board, and which will be applicable for the proper implementation of the COMSA CORPORATION and Group companies' compliance program,¹ whose parent company is the COMSA CORPORATION (hereinafter, the COMSA CORPORATION and the Group companies which will also be referred to as the 'Organisation' or 'Group').

Penal compliance policy. Going further than compliance with other company diligence guidelines, in relation to the penal compliance commitments, the following penal compliance policy is implemented. This policy is a high-level internal regulation included in the Code of Ethics. With this policy, the COMSA CORPORATION and Group companies that adhere to it, state via their governance body their wish and commitment in relation to their compliance objectives. The penal compliance policy is binding for all members of the COMSA CORPORATION and for all members of the Group companies.


Sharing with third parties. In the interest of sharing and transferring the guiding principles of the Organisation, this compliance policy will also be shared with the COMSA CORPORATION and the Group companies' business partners. Furthermore, it will also be available for any interested party.

II. Principles of the penal compliance policy.

The principles of the COMSA CORPORATION **penal compliance policy** are as follows:

1st Mandatory compliance of the regulation. All members of the COMSA CORPORATION and the Group companies are required to comply with applicable legislation and specifically, applicable penal legislation.

¹ An updated annex of the companies within the group, to which the COMSA CORPORATION compliance model is applicable, is published on the COMSA CORPORATION webpage: www.comsa.com

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2nd Commitment to comply with the penal compliance policy. All members of the COMSA CORPORATION and Group companies commit to complying with the provisions of the Organisation's penal compliance policy, as well as with the prevention guidelines established in policies, protocols or any other mandatory compliance internal regulation.

3rd Prohibition of committing criminal offences. The commission of any criminal offences by any member of the COMSA CORPORATION and the Group companies is prohibited. This prohibition does not only extend to those offences whose commission by certain individuals, but may also generate criminal liability for the COMSA CORPORATION or any of the Group companies. On the contrary, this prohibition extends to any conduct considered as an offence in relation to penal regulation.


4th Obligation to attend ethical and regulatory compliance training. All members of the COMSA CORPORATION and Group companies are required to attend training that is organised in ethical and regulatory compliance matters. In relation to this, addressing the area of activity and risks linked to it, more specific training will be organised.

5th Identification of risks. The COMSA CORPORATION board and in compliance with business due diligence, will carry out any actions necessary for identification and review of the Organisation's activities, which could involve risks of criminal behaviour. This identification will as a minimum take place regularly.

6th Updating of the risks prevention system. The COMSA CORPORATION board promotes and supports any activities necessary to keep updated the Organisation's risk prevention system, as well as in order to adopt the pertinent improvement measures.

7th Zero tolerance of third-party criminal offences. The COMSA CORPORATION rejects any possible criminal behaviour by third party partners with whom a member of the Organisation may have a professional relationship, within the framework or in relation to projects in which a Group company is involved.

8th Delegation of faculties. The delegation of decision taking in the name of the COMSA CORPORATION and Group companies will take place complying with due diligence, both in the selection of the person delegated as well as their related competencies.

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9th Duty of information. All members of the COMSA CORPORATION and Group companies are required to notify, via the Ethics Channel or the Reporting Channel (email: ComisiondeEtica@comsa.com or via post at C/Viriato, 47, 08014, Barcelona), or via any other system established by the Group (for example, a simple report to a supervisor), any event or suspect conduct linked to criminal risks or, as a minimum when there is a risk of an offence.


10th Duty of collaboration. All members of the Organisation are required to collaborate with any possible investigation that takes place, in order to clarify the events linked to possible offences. In relation to this, the COMSA CORPORATION will adopt the measures necessary to safeguard the rights of the Organisation's members, who have to collaborate with an internal investigation process.

III. Penal compliance objectives

The **objectives of penal compliance** refer to the results to be achieved by an organisation in line with ethical and regulatory compliance.

Amongst the COMSA CORPORATION penal compliance objectives, we can highlight the following:

- 1st The promotion of a culture of compliance amongst members of the COMSA CORPORATION and Group companies, as well as amongst its regular partners.
- 2nd Development, implementation, review and continual improvement of the Organisation's Code of Ethics.
- 3rd A regular update and review of the criminal risks that may affect the Organisation.
- 4th Amendment and adaptation of the compliance model in the case of significant changes in the Organisation's structure, or in its business activities.
- 5th General and specific training of members of the COMSA CORPORATION and Group companies in ethical and regulatory compliance matters.
- 6th Recording of the processes carried out, both for the effective implementation, monitoring and continual improvement of the compliance model.

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7th Annual planning of compliance actions and improvements, establishing what is to be carried out and who will be responsible, what resources will be required and the schedule.


IV. Leadership of the COMSA CORPORATION Board and of the administration bodies of the Group companies.

The adoption and effective implementation of a prevention model, which includes the monitoring and control of the COMSA Corporation's criminal risks is a competency of the Board, both in relation to the company's governing body (see Art. 31 bis 2 of the Penal Code). The decision regarding adhesion to the COMSA CORPORATION prevention model is the responsibility of the administration body of each of the Group companies.

In accordance with business regulation, the decision in relation to the adoption and implementation of a compliance model at the company forms part of the administration bodies' faculties, which may not be delegated. Specifically, it includes the policies and general strategies of the company (see Art. 249 bis of the Law on Corporations).

Leadership of the COMSA CORPORATION Board (tone from the top), is a fundamental aspect in ensuring the effective implementation of the measures and controls in criminal risks prevention. Furthermore, with this it is a declaration of the wish to comply with business diligence by the members of the COMSA CORPORATION governance body and of the Group companies' boards.

The penal compliance policy forms part of the COMSA CORPORATION and Group companies' compliance model. Its adoption and implementation are a competency of the COMSA CORPORATION Board and of each of the Group companies' boards, who will support this at the Ethics Commission, while the COMSA CORPORATION penal prevention body, and/or those individuals that are also part of the Group companies' penal prevention bodies that supervise their compliance.

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V. The COMSA CORPORATION penal compliance body.

The COMSA CORPORATION board constitutes and entrusts an internal body with the supervision of the operation and compliance with the penal compliant model. Specifically, this compliance or supervisory body will be the Ethics Commission. In the case of the other Group companies, should they consider suitable, they will be able to name as their compliance body the COMSA CORPORATION Ethics Commission, including any individuals they see fit in it.


The functions and obligations of the Ethics Commission will be regulated by the Compliance Body Protocol (IR num 3.2). Amongst other functions, the Ethics Commission will be charged with supervising compliance with the provisions of this policy.

Any member of the COMSA CORPORATION and Group companies that have any doubts in how to apply or comply with the provisions of this Policy, or who have knowledge of behaviour by individuals, collectives or activities within the framework of the context of the Organisation's operations, and which may involve a contravention of its terms, should immediately contact the Ethics Commission, or consult with, or report this by any of the means included in the Reporting, internal investigations and corporate reactions channel management protocol (IR num 4.1).

VI. Recipients.

All members of the COMSA CORPORATION and Group companies must have access, understand and comply with the provisions of the Policy. Through this measure, the COMSA CORPORATION will provide existing members access to it, and will provide new members with a copy.

Given that this penal compliance policy is also applicable to Group companies from other countries, the boards of these companies, when adhering to it, will incorporate the changes or supplement any points that are necessary in accordance with the local legislation in the country in which they operate.

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VII. Sharing the Policy.

This high-level Policy will be available to all members of the Organisation at the COMSA CORPORATION Corporate Portal, as well as at the www.comsa.com webpage. Furthermore, this Policy will be subject to the communication, training and awareness in order for it to be understood and put into practice.

VIII. Updates and review

This high-level Policy will be reviewed and updated when necessary, in order to adapt it to any changes that arise in the business model, or in the context in which the Group operates, ensuring at all times its effective implementation.

IX. Validity

This Policy will enter into force once approved by the COMSA CORPORATION Board, and will be applicable under the terms established, and until its update, review or derogation is approved.