

Corporate Ethics and Compliance Committee of Criminal Prevention

Corporation Procedure

0. Background

The Executive Committee of Abertis Mobility Services, S.L. (“AMS”) in accordance with the provisions of AMS’ Code of Ethics, has the function of approving and modifying those substantial aspects of AMS’ Group’s Ethics and Crime Prevention Committee rules, as well as the operating procedure of the AMS Ethics Committee.

In the exercise of these functions, the Executive Committee approves this Corporate Ethics and Criminal Prevention Committee procedure, which belongs to the AMS Policies.

1. Identification

1.1. Object

The purpose of this document is to define the systematic approach of the Ethics Committee and its members.

1.2. Scope

This procedure applies to AMS and all its subsidiaries (the “AMS Group”).

1.3. Scope of diffusion

The scope of dissemination of this procedure is all members of the AMS Ethics Committee.

2. Definitions

N/A.

3. Development

3.1. Framework Normative

- This procedure complies with:
- Criminal Code: Article 31 bis.
- Universal Justice Law (Organic Law 1/2014, of March 13).
- AMS Code of Ethics.
- Recommendation 42.1.c) of the Good Governance Code of Listed Companies approved by the National Securities Market Commission.
- Organic Law on Data Protection and Development Regulations.

3.2. Composition

1. Permanent members:

- Chairman: this position will be held by the Chief Compliance Officer of AMS.
- Secretary: this position will be held by the General Counsel of AMS.
- Member: this position will be held by Chief Financial Officer of AMS.

2. Guests: shall attend the meetings of the AMS Ethics Committee when requested in writing by the Secretary of the Committee, subject to a resolution adopted by a simple majority of its permanent members.

3.3. Functions of the members of the Committee:

3.3.1. President:

- To call meetings of the AMS Ethics Committee and to propose the agenda, whenever any of its members deem it convenient.
- Recording inquiries and communications of non-compliance.
- Communicate in written form the consultations and/or communications of non-compliance to the rest of the members.
- Evaluate inquiries and communications of non-compliance.
- To clearly inform in writing the persons who have made the consultation/communication of the status of the same when so requested.
- Draft the proposed resolution for disciplinary action, subject to the agreement of a simple majority of the permanent members of the AMS Ethics Committee.
- To perform all those functions attributed to the AMS Ethics Committee established in the AMS Ethics Committee Regulations and not expressly attributed to the other permanent members.
- Collect and submit in writing to the AMS Ethics Committee:

The employment history of the persons involved in the communication of the non-compliance.

The list of persons who have not made annual declarations of knowledge of and compliance with the AMS Code of Ethics, the AMS' Corruption Prevention Standard.

List of persons who have been promoted and have not made the annual declarations listed in the previous point and have not undergone all the training that is mandatory.

List of persons who have completed the conflict-of-interest declarations.

3.3.2. Secretary:

- Inform the people that have made the communications of non-compliance with the name:
 - of the necessary guests to try to resolve such communication,
 - and of the substitutes in the event of substitution of any of its members.
- Take minutes of the meetings.

3.4. Meetings

3.4.1. Assistance

All convened members must attend meetings. Exceptionally, they will not attend when they find themselves in a situation of non-compliance with their guiding principles established in the AMS Ethics Committee.

3.4.2. Periodicity

It shall meet at least once every four months to take records of the execution of its functions. It must meet to resolve consultations and communications of non-compliance on which it must pronounce itself within the term established in the AMS Ethics Committee.

3.4.3. Agreements

- Proxy votes may not be granted.
- They shall adopt by a simple majority of their permanent members the agreements on:
 - Proposals for resolution of non-compliance communications.
- Criminal defense of the AMS Group companies.

4. Archive

All supporting documentation generated by the AMS Ethics Committee shall be kept on file for the period of time permitted by applicable law, depending on the nature of the consultation and communication of non-compliance.

In any case, the file shall be kept in an electronic support that guarantees confidentiality, integrity, correct reading of the data, the impossibility of manipulation and its adequate conservation and location. Only the permanent members of the AMS Ethics Committee shall have access to such electronic support.

5. Referenced Documentation

AMS Code of Ethics

6. Change control

VIEW	DATE	CHANGES	AFFECTED SECTIONS
1.0	19/5/2022	Initial drafting of the document	All

Date & Signature
Acknowledged and agreed

Code of Ethics
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Approved by: AMS Executive Committee