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# ANTI-CORRUPTION POLICY OF THE OHL GROUP

\*\* The original document approved by the Board of Directors of Obrascón Huarte Lain is in Spanish. In the event of a difference between this translation and the original Spanish document, the Spanish version will always prevail.

**OHL**

January 2015

The Anti-corruption Policy of the OHL Group was approved by the Board of Directors at its meeting held on 21 January 2015.

### Message from the Chairman

"Integrity, honesty, ethics, efficiency and transparency in all our activities have been and remain essential corporate values of the OHL Group. Our policy is a total dismissal (zero tolerance) of any type of bribery and corruption, both in the public and private sector. We are committed to acting professionally in a fair and honest manner, in all our commercial and personal relations, wherever we may operate."

Juan Miguel Villar Mir  
Chairman of the Board of Directors

## APPLICATION OF ANTI-CORRUPTION REGULATIONS AND THE PURPOSE OF THIS POLICY

The OHL Group (hereinafter, the "OHL Group" or the "Group") is committed to conducting business with integrity. This means avoiding any type of corruption and complying with all applicable anti-bribery and anti-corruption laws and regulations (hereinafter, the "Anti-Corruption Regulations"), as well as following the recommendations from International Bodies such as the OECD and the United Nations. Furthermore, there is a growing tendency in the world to forbid and also severely punish any bribery in the private sector, which is why said typology is also contemplated in this Policy.

The Group has signed the United Nations Global Pact, due to which we are committed to working all over the world to fight corruption and bribery. This commitment of the Group is duly reflected in our Code of Ethics. This Anti-Corruption Policy provides the compliance requirements to avoid undue conduct in conformity with applicable Anti-Corruption Regulations both in local or supranational terms.

For the purposes of this Policy, we must assume that these Anti-Corruption Regulations apply to all employees and each part associated with the OHL Group, irrespective of its global location.

This Policy reflects the Group's zero-tolerance position with respect to any form of corruption. It is required that all of the Group's staff, including managers and members of the Boards of Directors (hereinafter jointly referred to as the "Group's Staff" or "Staff") fully comply with the provisions of this Policy and applicable Anti-Corruption Regulations. Compliance with this Policy and regulations is an indispensable condition to continue with any employment relationship or association with the OHL Group, and no infringements will be tolerated. Any event of breach will be investigated and may lead to applicable legal and disciplinary measures.

The failure to comply with this Policy by the Group's Staff may expose the Group to a substantial risk and may endanger its operations and reputation. All of the Group's Staff must also be aware that a violation of certain Anti-Corruption Regulations may entail the individual application of civil and criminal sanctions, with negative economic effects and possible imprisonment.

The object of this Policy is to establish OHL Group's compliance requirements in the matter and provide guidelines to the Group's Staff. If any doubts arise, the Staff should consult the Group's Compliance Management through the channels provided for this purpose before carrying out any action that generates the doubts.

## OHL GROUP'S REGULATIONS AGAINST CORRUPTION

The OHL Group strictly prohibit:

1. Offering or accepting bribes to or from Public Officials or citizens.
2. Offering or accepting payments to initiate or speed up processes or administrative procedures.
3. Offering or accepting gifts and perks to or from Public Officials or any third party, in breach of this Policy.

4. Make contributions in the Group's name for political purposes.
5. Obtain favorable treatment by using sponsorship or donations as a way of achieving this.
6. Use the company's relations and commercial contacts to one's own benefit or that of a third party.
7. Establish business relations with third parties without meeting the required minimum obligations of due diligence in obtaining information on the third party

The aforementioned rules are further developed below:

#### **To offer or accept bribes to or from Public Officials or citizens**

OHL does not pay bribes nor tolerates the payment of any bribes. The Group's Staff is forbidden from giving or offering bribes or any other type of remuneration or similar consideration, anywhere in the world, to any person or public/private entity (including, but not limited to, any current or potential client, Public Official, political party, candidate to political office or any intermediary, such as agents, lawyers or consultants) in order to:

- Illegally influence the acts or decisions of such person or entity;
- Obtain or illegally retain a business or business advantage for or addressed to the Group; or to guarantee an undue advantage.

Likewise, OHL does not accept or tolerate the acceptance or receipt of bribes from anybody. The Group's Staff is forbidden from accepting or receiving bribes or any other type of remuneration or similar consideration, anywhere in the world, from any person or entity, aimed at, or which could be perceived as an attempt to:

- illegally influence one's acts or decisions;
- obtain or illegally retain a business or business advantage; or
- ensure any undue advantage for the bribery-related offer.

The Group's Staff is also forbidden to provide or receive gifts, meals, entertainment or any asset of value from any person or entity in relation to the company's business, unless it has been provided or received in accordance with:

- this Policy,
- the Code of Ethics of the OHL Group.

For the purposes of this Policy, the term "Public Official" will refer to any civil servant or employee of a government or public company or entity, any civil servant or employee of a governmental agency or regulatory authority, any political candidate or member of a political party, any international public organization, any civil servant or employee of an international public organization (e.g. United Nations, World Bank), or any person who officially acts for or on behalf of any of the foregoing. The term "government" will include local, regional and national governments and their legislative, judicial, administrative and executive branches. The term "public official" will also include family members up to the third degree of consanguinity or equivalent affective relationship.

**To offer or accept payments to initiate or speed up processes or administrative procedures**

Facilitating or speeding up payments is forbidden by this Policy. Facilitating payments are small payments made to Public Officials to accelerate or facilitate non-discretionary actions or services, such as the procurement of a license or ordinary business permit, the issue of entry or exit visas, police protection, telephone, electricity or water services, or speeding up a customs dispatch, amongst others.

Applicable regulations in facilitating payment matters is not the same all over the world. However, the current trend is to forbid these payments, and this is already expressly reflected in some jurisdictions. In any case, and in order to guarantee compliance with all applicable Anti-Corruption Regulations, the OHL Group forbids any facilitating payments entirely, in all the jurisdictions where it operates.

The Group is aware that a request for facilitating payments is often behind some form of extortion. The Group's Staff must reject any such payments unless this could entail bodily harm or an imminent risk to their family. In such circumstances, the Group understands that the Staff will use its best judgment and immediately inform the Group's Compliance Management.

**To offer or accept gifts and perks to or from Public Officials or any other third party, in breach of the provisions of this Policy**

The Group's Staff may not offer to or accept from third parties any gifts, invitations, rewards, benefits or other incentives that could affect any of the parties' impartiality, influence a business decision or entail undue exercise of one's professional duties. Likewise, no payments or donations in cash or assets that are easily cash-convertible (bearer checks, gift vouchers, etc.) will be offered or accepted.

The Group's Staff may offer and accept "reasonable" and "proportional" gifts, such as invitations to cultural or sports events. When determining what is "reasonable" and "proportional", the Group's Staff will consider the value of the gift or benefit (see below), as well as the frequency with which it is offered, or a similar gift or benefit. In all cases, one will make sure that the gift or benefit:

- is being given as an expression of good will, not expecting a favor in return (a gift designed to ensure that a favor is given in return will amount to a bribery).
- conforms to generally accepted hospitality rules, based on what applies to the industry/professional sector where it is offered.
- is being provided in an open and transparent manner, and is of such a nature as not to embarrass the Group should it be made public.
- complies with all local laws and regulations, including the addressee's own regulations.
- meets the limits established by the Group and has all the necessary approvals. If in doubt, the Group's Staff should seek advice from a hierarchical superior with at least Manager status.

The Group's Staff may not offer or accept gifts or benefits that exceed 200 euros (or its equivalent), accumulated over a one-year period by the same person or entity. Any gift or

benefit exceeding this value which, for commercial or cultural reasons, cannot be rejected, will be handed over to Human Resources for its administration.

Any employee receiving a gift which, pursuant to this Policy, should be rejected or handed over to the Human Resources Management, will thank the grantor and will inform it of the content of this Policy.

Any promotional gifts or propaganda that bear the company logo may be offered and accepted, as long as they are granted or received in accordance with this Policy.

In the case of meals, the Group's internal regulations will apply with regards to authorizations and conformities of expenses, deliveries subject to justification, credit cards, austerity plans or any other regulations or instruction replacing or complementing the same at any time.

In no case will this prohibition include invitations to sports or cultural events sponsored by any OHL Group company, expressly approved by OHL Group's Management Committee.

#### **To make contributions on behalf of the Group for political purposes**

The OHL Group follows a policy of strict neutrality; it does not make donations to any political party or candidate or foundation used as a vehicle for political contributions, beyond what is stipulated in this Policy.

The OHL Group forbids any contributions for political purposes that are not allowed under the laws applicable in those countries where it operates. In any case, any contribution of this nature must be subject to a prior favorable report from the Group's Legal Department, must be expressly and accurately entered into the accounting, and will have the necessary authorizations.

The Group's Policy does not forbid, although it does not desire, that the Group's Staff in a certain country make political contributions voluntarily on a personal basis, participate in a political process in his free time and on his own account, and express his personal points of view on legislative or political issues, or otherwise personally participate in the country's political activities.

#### **Obtain favorable treatment by using sponsorship or donations as a way of achieving this..**

The OHL Group contributes with the development of local communities where it operates and allows reasonable donations to be made to charitable organizations. However, the Group is aware of the risk involved in making inappropriate donations and sponsorship, which may be interpreted as devices to make payments or contributions with the illegal aim of obtaining favorable treatment.

In this regard, the OHL Group must ensure that donations to charitable organizations do not conceal illegal payments to Public Officials or others, in violation of the Anti-Corruption Regulations. The Group should also ensure that the charitable act in question is not used as means to finance illegal activities in violation of laws against money-laundering or the financing of terrorism. Any donation or sponsorship activity made by the Group in favor of a charitable organization should not raise the slightest doubt or appearance as to its suitability or adequacy

and, certainly, should not entail a breach of any applicable law or regulation. In any case, before the Staff commits to making a donation to a charitable organization on behalf of the Group, the "Application and Authorization of Sponsorship, Patronage and Social Action" Procedure must be followed.

#### **To use the company's relations and commercial contacts to one's own benefit or that of a third party**

The Group's staff will avoid any situations or transactions where their personal interests may come into conflict with, or be seen as conflicting with, the Group's interests. This will include: using any information obtained through one's work with the OHL Group for one's personal benefit or that of a third party; transferring such information to a third party for one's own benefit or that of the third party; or to act in any way that may be interpreted as use of privileged information.

Avoidable conflicts of interest may arise if individuals have a personal interest in Group-related business. A personal interest may be direct or indirect and may not only refer to one's personal interests but also those of one's relatives and friends. In a potential conflict, the Group's interests will always prevail.

The Group's Staff must inform their hierarchical superior, with at least Manager status, of any potential conflict of interest that may arise in order for the latter, in turn, to report it to the Group's Compliance Management.

#### **To establish business relations with third parties without meeting the required minimum obligations of due diligence in obtaining information on the third party**

The OHL Group is aware that there are circumstances where it is necessary, or deemed advisable, from a business perspective, to maintain relations with third parties, such as agents and partners. Furthermore, the applicable Anti-Corruption Regulations does not always distinguish between acts carried out by the Group and those of someone acting on behalf of the Group. This is why the Group's Staff and companies may be held liable, according to said regulations, for undue payments made by their subsidiaries, joint ventures or other commercial partners, agents, consultants, subcontractors, suppliers or any other person providing a service on behalf of the Group, irrespective of whether the Group is aware of these illegal payments.

In those circumstances where third party relations are necessary professionally speaking, the Group's Staff must select its agents, consultants, partners, suppliers or representatives with due diligence, as per the regulations established in relation to the knowledge and identification of third parties.

All third party relations that may imply contact with Public Officials must be recorded in a written contract which includes the appropriate language in total compliance with the applicable anti-corruption regulations. The Group's Legal Service General Management will provide the necessary advice to draw up and review any third party agreements. The General Operating Managements must ensure that all contracts signed have a legitimate object, equivalent consideration and market remuneration, and are accurately entered into accounting.



## OTHER RELEVANT ASPECTS

### Maintenance of accounting records

The Group's Staff must comply with all rules, principles, laws, regulations and practices applicable to the Group for accounting and reporting of financial data. In particular, the Group's Staff must prepare the necessary reports and records in an adequate, complete and precise manner.

It is the Group's policy to keep accurate and detailed records that truly reflect all transactions and asset disposals. Consequently, the Group's Staff are prohibited from making false or deceitful entries in the Group's books and records, for any reason. All commercial transactions must be documented in writing and duly entered into the accounting to ensure their traceability. Furthermore, the Group must keep an internal financial data control system.

### Training

The Group's Anti-Corruption Policy requires that the Group's Staff periodically complete Policy training courses. Failure to pass the course will require that it be repeated. The course may be taught as e-learning or another alternative teaching format, should the employee not have the necessary computer means, and will be managed by the Human Resources Management. Failure to complete the course within the designated time will constitute a serious breach and may entail the adoption of disciplinary and employment measures in accordance with applicable law.

### Monitoring and control (Audit)

In compliance with this Policy, the Group, through the Internal Audit Management, will conduct periodic and confidential audits. These periodic audits are designed to prevent and detect infringements of the Anti-Corruption Regulations of this Policy and other applicable regulations and procedures of the Group. The audits will focus on the following:

- communication and training of pertinent Group Staff;
- establishment and application of supervision mechanisms;
- review of a random sample of the Group's business agreements;
- the due diligences procedures conducted prior to the execution of third party agreements; and
- efforts made to ensure that all subsidiaries comply with the Anti-Corruption Regulations.

Periodic audits must also include a review of the books and records kept, corresponding to entertainment costs, gifts and trips made by the Staff on behalf of the Group. If necessary, periodic audits must also include a review of records related to social benefits, donations to charitable organizations, patronage and political contributions.

### Code of Ethics

All of the Group's Staff are obligated to report any fact, act, conduct or behavior that is contrary to this Policy.

The Ethics Communication Channel is accessible on the Intranet, Web and by mail, at the following addresses

- Intranet: My OHL-Ethics Channel.
- [www.ohl.es/code](http://www.ohl.es/code) of ethics/
- Ethics Communication Channel of the OHL Group – Compliance Management.  
Pº de la Castellana, 259D Torre Espacio. 28046 Madrid, Spain

The Auditing, Compliance and Corporate Social Responsibility Committee of the OHL Group will ensure that all reports processed entail an exhaustive examination of potential infringements of this Policy, always guaranteeing their confidentiality and avoiding any form of revenge brought against the informants, always with respect for the persons presumably involved complying with that established in in the procedure that regulates their processing.

### DOUBTS OR SUGGESTIONS ABOUT THIS POLICY

This Policy is of mandatory compliance for all of the Group's Staff. Any doubt, suggestion or recommendation in this regard must be notified to the Group's Compliance Management.

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