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1. Identification

1.1. Objective

The purpose of this regulation is to develop point 3.3.3 of the Abertis Group Code of Ethics and *Corruption Prevention* standard in order to establish a system for managing conflicts of interest to prevent corruption risks.

1.2. Scope

This standard is of mandatory application to the employees of Abertis Infraestructuras, SA, hereinafter "Affected Persons". It also applies to all other Abertis Group's stakeholders and associates.

This standard does not affect the administrators and advisory directors of the Abertis Group, since the management of conflicts of interest in those cases is specified in the Regulation governing the Abertis Board of Directors and the Regulation governing Abertis International and Spanish Advisory Boards.

1.3. Area of dissemination

This standard is distributed to all corporation employees.

2. Definitions

Conflict of interest: any situation in which the personal interest of an Affected Person may go against the interests of Abertis Group companies in the decision-making process. This would mean a corruption risk.

Associates: the regulation defines associates as:

- i) Spouses or partners, except when they only affect private assets.
- ii) Children who are dependant on him/her.
- iii) Other relatives who live with or are dependent on him/her at least one year prior to the operation.
- iv) Companies or legal entities in which they hold executive status or are responsible for their management, or which have been created for their benefit or have economic interests equivalent to their own or in which they have effective control, in the terms established in the Stock Market Act.
- v) Intermediaries or persons in agreement with whom they act.

3. Development

3.1. Preliminary considerations

Appropriate conflict of interest management is key to preventing the risk of corruption in the Abertis Group. A conflict of interest is a situation in which there is a private interest that could produce a risk of bias in professional judgement, whereas an act of corruption is a voluntary action (or omission) to obtain illegitimate personal benefit.

3.2. Responsibilities

Each employee is responsible for informing the suppliers with which he or she works of this standard.

3.3. Guiding principles

Affected Persons must:

- Make decisions based on impartiality, objectivity and the interests of Abertis Group companies.
- Avoid any situation in which their personal interests and those of their associates could go against the interests of Abertis Group companies.
- Refrain from obtaining personal advantages for themselves or their associates based on their position.
- Refrain from performing professional activities similar to those that they provide to Abertis Group if this could interfere in the interests of Abertis Group companies.
- Refrain from participating, either personally or through associates, in government bodies of other entities that could conflict with Abertis Group interests.

3.4. Obligations of Affected Persons.

All Affected Persons must refrain from making decisions when they are affected by a possible conflict of interest.

Affected Persons who are in possible situations of conflicts of interest must inform the Corporate Ethics and Criminal Prevention Committee of said situations, through the channels provided. When the conflict of interest situation ceases, the Affected Person shall inform said committee through said channels.

Likewise, when Affected Persons are aware of conflicts of interest, they should use the channels provided.

If the conflict of interest is related to a gift or institutional attention, the action to be taken



is specified in the Institutional Attention and Gift corporate standard.

3.5. Measures of control

- Annual declaration of conflicts of interest, together with the annual declaration of acceptance of the Code of Ethics.
- In all contracts signed by Abertis, it is declared that none of the parties involved are affected by conflicts of interest.
- Prior to final internal employee selection approvals, both Abertis and the selected person shall declare that they are not affected by a conflict of interest.

4. File

All related supporting documentation must be filed by the Corporate Committee on Ethics and Criminal Prevention for at least 10 years, on electronic format. In any event, the file must guarantee the integrity, correct reading, and appropriate storage and location of the data, and that it cannot be manipulated.

5. Referenced documents

- Abertis Group Code of Ethics
- Abertis Group Corruption Prevention Standard
- Internal Code of Conduct.
- Institutional Attentions and Gifts Standard.
- Regulation of the Abertis Board of Directors.
- Regulation of the International Advisory Board
- Regulation of the National Advisory Board

6. Change Control

Ver.	Date	Changes	Sections affected
1.0	23/07/2018	Initial draft of the document	All.



