

# CONFLICT OF INTEREST MANAGEMENT PROTOCOL

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# 01 Goal

The companies that form part of the FCC Group Infrastructure Area, belonging directly or indirectly to the parent company, FCC Construcción, S.A. (hereinafter "FCC Co" or the "Organisation"), are committed to compliance with the rules and ethical behaviour in their business activities and have the added objective of acting to avoid situations that may give rise to a conflict between personal interests and those of the Organisation.

The objective of this Protocol is to establish the framework of internal regulations regarding conflicts of interest that may arise within the Organisation, protect FCC Co and its workers from any malpractice in the financial and contractual activities that they carry out and, ultimately, protect the reputation of FCC Co in the event of a conflict of interest.

# O2 Scope

This Protocol applies to all FCC Co workers, as well as to joint ventures and subsidiaries directly or indirectly owned by FCC Co in which there is a stake of more than 50%.



**All FCC Co  
workers**



**Joint ventures and subsidiaries owned by  
FCC Co in which there is a stake > 50%**

# O3 References

**01** FCC Code of Ethics and Conduct

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**02** FCC anti-corruption policy

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**03** FCC Gift Policy

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**04** FCC bidding policy

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**05** FCC Agent Policy

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**06** Personnel Selection Procedures

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# O4 Definitions

## 01 CONFLICTS OF INTEREST

A **conflict of interest** is defined as a situation in which a person working for FCC Co whose actions on behalf of the Organisation may clash with (or be influenced by) their own interest or that of a person to whom they are related, potentially affecting both the integrity of their decisions and the predominance of the interest of FCC Co.

## 02 RELATED PEOPLE

The following are considered **Related Persons**:

- The spouse or person with a similar emotional relationship.
- Ancestors, descendants and siblings of the worker or of their spouse (or person with a similar relationship).
- Spouses of ancestors, descendants and siblings of the worker.
- Friendly relationships that may affect professional objectivity and the duty to act in the best interest of the Group.

# O5 Introduction

A conflict of interest may arise when there are factors (such as personal relationships or economic interests) that affect the level of objectivity, neutrality or independence of a worker, putting at risk their capacity to fulfil their obligations and professional duties.

FCC Co's business and reputation may be damaged if FCC Co or any of its employees carry out their activities in an unethical or inappropriate manner.

Conflicts of interest can be:

- **Real**, where there is already a vested interest that may unduly influence the performance of a worker's duties and responsibilities.
- **Potential**, when the worker has a particular interest that could influence future decision-making from the position or role they hold, but the situation has not yet arisen.
- **Apparent**, when the employee does not have a conflict of interest—neither real nor potential—but a third party could reasonably conclude, even tentatively, that they do. The conflict of interest is apparent when it is resolved simply by providing all the information necessary to demonstrate that no conflict of interest exists, whether real or potential.

Although an apparent conflict of interest is not exactly a compliance risk, it can entail reputational risks for the organisation, which is why it is always necessary to detect them and provide the necessary information to clarify the situation with full transparency.

# 06 Cases that may give rise to conflicts of interest

Conflicts of interest can arise in many circumstances and it is not possible to provide an exhaustive list of all scenarios. However, the following scenarios can serve as examples:

- Be involved, directly or through a Related Person, in any transaction or operation of the Organisation.
- Have the ability to decide, negotiate or formalise contracts on behalf of any FCC Co companies with Related Persons or legal entities in which the employee, directly or through a Related Person, has economic or personal interests.

- To be directly or through a Related Person, significant shareholder, administrator, director, executive, etc. of clients, suppliers or direct or indirect competitors of any of FCC Group companies.
- Receive commissions, discounts, gifts or other services not permitted in accordance with the FCC Group Gift Policy.
- Having to supervise the work or performance of Related Persons.
- The decision-maker in a bidding process may be a Related Person.
- In the course of an audit, review by a regulator or supervisor, the person in charge or components of their teams were a Related Person.
- Access to positions that are hierarchically or functionally dependent on a Related Person.

# O7 Rules of action in the event of conflicts of interest

FCC Co scrupulously respects the rights and freedoms of its workers and does not wish to interfere in their personal lives. However, avoiding conflicts of interest on the part of workers is a basic principle to maintain the integrity and sustainability of the business.

During the performance of professional responsibilities, workers must act with loyalty and in defense of the interests of FCC Co, avoiding situations that may give rise to a conflict between their personal interests and those of the Organisation.

It is important to indicate that the mere existence of a conflict of interest in the performance of professional activity does not necessarily imply reprehensible or sanctionable behaviour. However, poorly identified and unmanaged conflict of interest situations can put the integrity of the Organisation and the worker themselves at risk.

As a general rule, actions that entail the present or future profit of workers of FCC Co or their Related Persons in the exercise of their position or responsibility are not permitted.

**If an employee knows or suspects circumstances where a conflict of interest (actual or potential) may exist, this must be immediately reported to their line manager and/or the FCC Co Compliance Department, and the employee or Related Person must refrain from making decisions on the process where the conflict of interest may arise.**

In certain specific cases, an annual declaration of absence of conflict of interest will be made and organisational measures may be implemented as deemed appropriate by the management of the Organisation.

Furthermore, before the start of any employment relationship, a declaration of responsibility must be made informing of the existence of possible conflicts of interest on the part of both the persons in charge of hiring and the candidates.

# O8 Custody of records and documents

All documents and records derived from the present procedure, including updates, must be archived for a period of no less than 10 years, with custody being the responsibility of the Compliance Officer or the Human Resources department, as appropriate.

