

CRIMINAL COMPLIANCE POLICY

TABLE OF CONTENTS

1. INTRODUCTION AND OBJECTIVES	2
2. SCOPE OF THE CPDM AND POLICY.....	2
3. COMMITMENT TO ETHICAL AND REGULATORY COMPLIANCE	2
4. CRIME PREVENTION AND DETECTION MODEL.....	3
5. TRAINING OF TRAM MEMBERS	4
6. ETHICS CHANNEL.....	4
7. INTERESTED PARTIES.....	4
8. COMPLIANCE OBJECTIVES	4

1. INTRODUCTION AND OBJECTIVES

Within the framework of the effective implementation of the TRAMVIA METROPOLITÀ, S.A, TRAMVIA METROPOLITÀ DEL BESÒS, S.A, TRAMBÀIX UTE and TRAMBESÒS UTE (hereinafter, TRAM or the organisation) **Crime Prevention and Detection Model** (hereinafter, CPDM), the Governing Board of the companies that make up TRAM has developed the following criminal compliance policy.

The main **mission** of the criminal compliance policy is to highlight TRAM's **criminal compliance objectives**, based on the external and internal regulatory requirements that the organisation voluntarily embraces. To this end, our criminal compliance policy is one of the most important elements in the internal implementation of our criminal risk prevention system and in our relations with third parties.

2. SCOPE OF THE CPDM AND POLICY

The CPDM is developed from the **characteristics and objectives that inspire the business activity of TRAM** and is mandatory for any member of the organisation. The body primarily responsible for supervising the implementation of the CPDM is the compliance department, and there is a different person responsible for the concessionaire and the operator. However, each of the members of TRAM will be equally responsible for compliance and, where appropriate, for transferring its contents to the people they may be responsible for.

Regarding this criminal compliance policy, its **scope of application** extends to all hired and subcontracted staff, partners and other natural and legal persons related to TRAM. It also applies to all the executives and members of the Governing Board of TRAM, who act as an example of the organisation's commitment to the culture of compliance.

In the same way as the Code of Ethics, the Governing Board and the Management of TRAM understand that this compliance policy must be a public document that can be accessed by any member or person related to TRAM. In this regard, this criminal compliance policy is an **ideal tool** for all our business partners and/or consumers to check what TRAM's criminal compliance objectives are.

3. COMMITMENT TO ETHICAL AND REGULATORY COMPLIANCE

TRAM is an organisation that carries out its activity in accordance with the requirements of ethical and regulatory compliance. In this regard, respect for all the values and principles of action established in our **Code of Ethics** forms part of our **organisational culture**. Thus, each of TRAM's members accepts these values and principles as their own, making them extendable to all those third parties with whom we have business relationships. In order to fulfil this task, our Code of Ethics has been distributed to all members of the organisation and is published on the corporate website.

Our **organisational culture** also includes respect for **compliance with current legislation and the technical procedures** to which our activity is linked. In terms of regulatory compliance, this commitment implies that each of TRAM's members is obliged to refrain from any conduct or activity that involves a breach of law. The TRAM's Governing Board and Management **require all members** of the organisation to comply with the applicable **regulations** in their respective areas of activity when carrying out their business activities. In addition, we also promote an organisational culture consistent with criminal compliance with any third parties with whom we have business relationships.

In any event, the **prohibition of the commission of criminal acts** through or on behalf of TRAM applies to any member of the organisation, regardless of their position or role therein. Failure to comply with any of the provisions established in the CPDM will be subject to a penalty proportionate to the seriousness of the breach and in accordance with the provisions of applicable labour regulations.

4. CRIME PREVENTION AND DETECTION MODEL

In accordance with the provisions of the Criminal Code, TRAM could be subject to criminal liability in the event of certain crimes being committed during the performance of its business activity and it not having the necessary means to prevent this type of criminal risk. In this regard, and in accordance with the provisions of the Criminal Code and our ethical and regulatory commitment, at TRAM we have a **CPDM** which, at the very least, aims to minimize the commission of criminal acts and to carry out our activity in an ethical and responsible manner.

In order to comply with the legal-criminal requirements, in addition to having identified the possible risks of non-compliance that could affect TRAM, we have a (i) Crime Prevention Manual, a (ii) Code of Ethics and a (iii) Code of Conduct to specify our processes of will formation, decision-making and execution of decisions in relation to ethical and regulatory compliance.

At TRAM we realize that the prevention of risks is not a one-off activity but a permanent and constantly changing one. In this regard, our CPDM **is active and is reviewed periodically**. At TRAM we undertake to develop, review and **continuously** improve all documents and procedures focused on the prevention of criminal risks, as well as conduct outside the criminal field that may constitute any breach or affect the reputation of TRAM.

The implementation of the CPDM, meaning the activities necessary for its **adoption and effective execution**, is the **responsibility of the Governing Board** of TRAM who, within the framework of this responsibility, it has appointed an independent internal body, with autonomous powers of initiative and control, which is responsible for supervising the operation and development of the CPDM. This supervisory body is also called the compliance body.

The monitoring and development of the TRAM CPDM is **documented**. To this end, both the **Governing Board** and the compliance body prepare records of all decisions made on compliance.

5. TRAINING OF TRAM MEMBERS

In order to keep our CPDM active, TRAM carries out **regular training and information activities** for the TRAM staff. In this regard, in addition to reinforcing the **duty of criminal compliance**, it is also intended to offer more sector-specific training to the members of TRAM, responding to doubts and questions regarding the possible criminal impact of their actions on the organisation.

6. ETHICS CHANNEL

The **success** of the functioning of the risk prevention system in TRAM depends on the correct performance of each of our members. To this end, and in order for any person who has learned of a breach of the Code of Ethics, Code of Conduct or, in general, of the guidelines of the CPDM can report it to TRAM, a universal online **Ethics Channel** has been set up, which is open to workers, citizens, collaborators, suppliers, etc.

Each and every member of TRAM has the **obligation** to comply with the provisions of our Code of Ethics, Code of Conduct, and generally, any CPDM's action guidelines. In this regard, one of our obligations is to **report** on actions that may involve a breach of any of our values or principles, or even suspicious conduct relating to criminal risk or conduct outside the criminal field that may constitute any breach or affect the reputation of TRAM. The **Governing Board** of TRAM **assures** all its members that under no circumstances shall the correct use of the Ethics Channel result in any type of retaliation by TRAM.

The Ethics Channel will also be used to communicate any summons or court or police order received by the TRAM staff for a conduct or action linked to the performance of their activities, or which may foreseeably affect the corporate reputation of TRAM.

7. INTERESTED PARTIES

In accordance with the provisions of UNE 19601 on Management Systems for Criminal Compliance, an interested party is a person or organisation that may affect, be affected by, or be perceived to be affected by a decision or activity of the organisation.

TRAM's activities, and consequently the possible associated criminal risks, have been identified and assessed in the respective criminal risk report. The interested parties have been duly identified by TRAM in the CSR Report (Corporate Social Responsibility), available on the corporate website.

8. COMPLIANCE OBJECTIVES

The **Governing Board** and the TRAM compliance department agree to promote a business culture based on regulatory compliance and business ethics.

In this context, the following are established as the main objectives of Compliance:

- Zero-tolerance policy regarding the criminal breaches.
- Establishment of control measures for the prevention of criminal risks and conducts outside the criminal field that may constitute any breach or affect the reputation of TRAM.
- Review, updating and permanent adaptation of the CPDM.
- Communication of ethics and Compliance to third parties that are related or intend to be related to TRAM.
- Training/information regarding criminal compliance for all members of TRAM.

The Compliance objectives are mainly specified in the documents that make up the TRAM CPDM.

Likewise, and also for the purposes of developing and specifying the aforementioned objectives, the compliance department submits an annual compliance report to the **Governing Board** in which, among other things, an action plan specifying the implementation and development actions of the CPDM is established.