



S G I

**CODE OF  
ETHICS**

## EDITION CONTROL

EDITION	DATE	COMMENTS
01	27/03/2015	First Draft.
02	19/10/2015	Adequacy of the procedure.
03	02/08/2017	Incorporation penalty regime.
04	14/03/2018	Amendments to the Code of Ethics.
05	14/05/2018	Adaptation of personal data processing to the new Regulation 2016/679 General Data Protection (GDPR).
06	20/05/2019	Adaptation to the new Law on the Protection of Personal Data and Guarantee of Digital Rights (LOPDGDD).
07	05/12/2019	Amendments to de Code of Ethics.
08	26/07/2021	Scope Extension.
09	03/11/2021	Scope Modification
10	17/04/2023	Scope Modification. Passing the ownership of shareholders and/or company shares from 100% to at least 50%. The "Whistleblowing Channel" section is adapted to Law 2/2023.
11	20/03/25	Adding new section 3.3.3 "Respect for Human Rights to integrate new human and social rights regulations".
12	10/03/26	Document Amendments: Section 3.3.2: Amendment to all references of "environment," replacing them with "environment and natural resources.". Section 3.3.2: Amendment to the paragraph to include the phrase "or any other type of activity with a (potential) environmental impact.". Section 4: Substitution of the term "whistleblowing channel" with "internal information channel."

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<b>1</b>	<b>PURPOSE</b> .....	<b>5</b>
<b>2</b>	<b>SCOPE</b> .....	<b>5</b>
<b>3</b>	<b>GENERAL PRINCIPLES OF BEHAVIOUR</b> .....	<b>5</b>
<b>3.1</b>	<b>RESPECT FOR LEGALITY AND ETHICAL VALUES</b> .....	<b>6</b>
<b>3.2</b>	<b>RESPECT FOR PEOPLE AND NON-DISCRIMINATION</b> .....	<b>6</b>
<b>3.3</b>	<b>COMMITMENT TO THE ENVIRONMENT</b> .....	<b>6</b>
3.3.1	WORK ENVIRONMENT .....	6
3.3.2	RESPECT FOR THE ENVIRONMENT AND THE REGULATION AS REGARDS URBAN PLANNING.....	7
3.3.3	RESPECT FOR HUMAN RIGHTS .....	7
<b>3.4</b>	<b>RELATIONS WITH THIRD PARTIES</b> .....	<b>8</b>
3.4.1	RELATIONS WITH CUSTOMERS.....	8
3.4.2	RELATIONS WITH SUPPLIERS.....	9
3.4.3	RELATIONS WITH THE PUBLIC ADMINISTRATION.....	9
3.4.4	RELATIONS WITH OTHER MARKET AGENTS.....	9
3.4.5	RELATIONS WITH CREDITORS.....	10
3.4.6	RELATIONS WITH SOCIETY: CONTRIBUTIONS TO THE AEAT, SOCIAL SECURITY, MANAGEMENT OF GRANTS AND ACCOUNTING TRANSPARENCY .....	10
<b>3.5</b>	<b>GIFTS AND TOKENS OF APPRECIATION</b> .....	<b>11</b>
<b>3.6</b>	<b>INFORMATION POLICIES</b> .....	<b>11</b>
3.6.1	CONFIDENCIALITY.....	11
3.6.2	PERSONAL DATA PROCESSING .....	12
<b>3.7</b>	<b>USE AND PROTECTION OF ASSETS</b> .....	<b>12</b>
<b>4</b>	<b>COMPETENCES ON THE ETHICAL CODE</b> .....	<b>13</b>
<b>5</b>	<b>COMPLAINTS CHANNEL</b> .....	<b>14</b>
<b>6</b>	<b>ACCEPTANCE AND COMPLIANCE</b> .....	<b>15</b>

**7 PENALTY REGIME** ..... 15

**8 DURATION** ..... 15

## **1 PURPOSE**

The purpose of this Code of Ethics of Construcciones Rubau, S.A. is to establish the values, principles and patterns of behaviour that must apply to all staff of Construcciones Rubau, S.A., as well as the companies described in the Scope section of this document, in the performance of their professional activity.

## **2 SCOPE**

This Code of Ethics is applicable to all companies of Construcciones Rubau, S.A. both in Spain and abroad, to all its employees, senior staff and members of the Board of Directors regardless of their geographical location, hierarchical or functional position. It shall also apply to all present or future companies in which Construcciones Rubau, S.A. directly and/or indirectly holds at least 50% of the shareholding and/or company shares (hereinafter "the Group").

This Code takes into account the principle of criminal liability of legal entities included in the Spanish legal system and prevents and prohibits the existence of behaviours on the part of the legal representatives, administrators, employees or any person who is subject to the authority of staff of the Group's which could give rise to liability on the latter's part.

This Code constitutes the fundamental rule that must govern the behaviour of the Group's employees in the performance of their professional activity, as well as in their relations with third parties.

The general principles and the values contained in this Code may be extended through specific policies and procedures on each subject.

## **3 GENERAL PRINCIPLES OF BEHAVIOUR**

The following describes the principles and values which must be applied to the Group's staff in the terms described in the previous section.

### **3.1 RESPECT FOR LEGALITY AND ETHICAL VALUES**

All employees, directors and administrators of the Group act in strict compliance with the law and respecting the internationally recognised ethical principles contained in the Universal Declaration of Human Rights.

Under no circumstance does the Group accept any actions contrary to the principles described in this Code that may compromise the image of the Group or the integrity of its members.

### **3.2 RESPECT FOR PEOPLE AND NON-DISCRIMINATION**

The relations between the members of the Group are based on professional respect, trust and mutual cooperation. The Group firmly rejects any type of harassment as well as any offensive or intimidating conduct affecting the rights of persons.

In the exercise of its professional activity, the Group does not accept any kind of discrimination based on race, ethnicity, colour, nationality, age, gender, marital status, sexual orientation, ideology, union affiliation, religion, family status, disability or any other type of condition of its employees.

The Group promotes the professional development of its employees and offers them equal opportunities in career development. In this sense, the Group applies high ethical standards in all recruitment processes (either for internal or third-party staff).

### **3.3 COMMITMENT TO THE ENVIRONMENT**

#### **3.3.1 WORK ENVIRONMENT**

The Group makes available to its employees adequate means for the development of their activity without any risk to their lives and physical integrity. Likewise, the Group adopts the preventive measures set forth in the applicable legislation to ensure the health and safety of their employees.

The Group has a very high volume of subcontracting, thus, it always strives to ensure the occupational risk prevention measures are implemented by all subcontracted personnel.

### 3.3.2 RESPECT FOR THE ENVIRONMENT AND NATURAL RESOURCES, AND COMPLIANCE WITH URBAN PLANNING REGULATIONS

For these purposes, the Group adopts a responsible ethical stance in the performance of its business activities, combining value creation with sustainable development. Its primary objectives regarding the **environment and natural resources** include complying with applicable regulations and minimizing any impact that business activities may have on the **environment and natural resources**.

In this sense, the Group does not carry out the execution of any construction, demolition, remodelling, restoration, or any other type of activity with a (potential) environmental impact without having obtained the pertinent licenses and authorisations.

Group employees protect and respect the **environment and natural resources**, performing their duties while minimizing the environmental impact derived from their activities and ensuring the efficient use of all available resources.

For this reason, the Group undertakes to comply with the environment and natural regulations relating to emissions, discharges, radiation, extractions or excavations, noises and any other similar activity in the atmosphere, soil, subsoil or ground water.

In addition, the Group undertakes to following safety measures in the manufacturing, handling, transport, possession or marketing of explosives, flammable or corrosive, toxic and asphyxiating substances, or any other materials, equipment or devices that can wreak havoc.

The Group undertakes to comply with the urban planning regulations and with industry best practices.

### 3.3.3 RESPECT FOR HUMAN RIGHTS

The Group's activities are carried out with due diligence in human and social rights, concerning both internal and external stakeholders.

### **3.4 RELATIONS WITH THIRD PARTIES**

The Group's professionals in their relations with third parties do not directly or indirectly accept gifts or compensation of any kind intended to improperly influence in their trade, professional or administrative relations, with both public and private entities.

The Group does not perform, outside of the normal channels for the procurement of services related to the Group's business activity, delivery, promise or offer any kind of payment, commission, gift or remuneration to any employees, directors or administrators of other companies with the aim of obtaining a favourable treatment in the face of competition or obtaining a business opportunity contrary to domestic legislation and, in any case, that could be considered as a bribe.

Group's employees will not be able to offer or receive directly or indirectly any kind of incentive, bonus, premium or gift. The only gifts and invitations permitted will be those that conform to the uses and customs (advertising material, working lunches).

When a worker receives a gift/invitation, said worker must inform his/her superior and inform the Compliance Officer of Construcciones Rubau, S.A., who will decide on the rejection or acceptance of said gift/invitation. For the case of gifts/invitations delivered by Group's employees, these must always be authorised by the employee's superior, and by the Compliance Officer of Construcciones Rubau, S.A. in the event of exceeding the set limit and follow the course of the corresponding approval of expenses.

#### **3.4.1 RELATIONS WITH CUSTOMERS**

The relations between the Group and its customers shall be governed by the principles of honesty and transparency, always seeking customer satisfaction in the development of business relations.

The Group's employees do not perform actions that could be misleading or generate, directly or indirectly, a deception to customers or any third party, to get them to perform an operation or to procure a product that, in the event of having known its real characteristics, they would not have performed or procured.

#### 3.4.2 RELATIONS WITH SUPPLIERS

The relations between the Group and its suppliers are based on respect, trust and the search for mutual benefit.

The staff responsible for selecting suppliers avoids conflicts of interest between the Group and the contracted third parties, for which a series of principles of transparency and impartiality are followed.

#### 3.4.3 RELATIONS WITH THE PUBLIC ADMINISTRATION

In relations with the Public Administrations (in any field: local, regional, state, community and international and including public companies and other public entities or organisations) the Group's employees act according to principles of integrity and honesty, with utmost respect for the rules of behaviour governing relations with public agencies and authorities and rejecting any action that could be construed as bribery, influence peddling or any form of corruption.

In the course of any type of relationship with the Administrations or public companies, no employee of the Group may offer, grant, directly or indirectly gifts or handouts, favour or deliver compensation, in cash or in kind, regardless of its nature, to any authorities or officials, when this could in any way influence and link such an action with the adoption of decisions relating to the Group by the administrations or institutions concerned.

Likewise, the Group's staff undertake to cooperate with the Public Administration and public officials in relation to any inspection procedure carried out on the Group.

#### 3.4.4 RELATIONS WITH OTHER MARKET AGENTS

The Group defends the smooth operation of the market, trust, honesty and professional ethics in the scope of business. The Group undertakes to comply with the antitrust regulation, avoiding any conduct that may constitute collusion, abuse or restriction of competition, acting on

the markets in a fair manner, without misleading advertising or denigrating practices regarding third parties.

The Group also undertakes to comply with the regulations in force and rejects the performance of illicit conduct when applying, in the framework of its professional activity, to public tenders.

The Group is strongly opposed to actions that might unduly influence the outcome of a public auction or tender. Likewise, it is not allowed to accept or request a benefit in order not to participate in an auction; agreements with third parties in order to alter the price of the auction; or the fraudulent abandonment of an auction having obtained the award.

#### 3.4.5 RELATIONS WITH CREDITORS

The Group undertakes to ensure the integrity of the Group's assets in order to not undermine its creditors.

Assets will be protected and taken care of, in compliance with the internal control procedures, prohibiting any act of asset-stripping or concealment, with a view to not undermining the credit right of said creditors.

#### 3.4.6 RELATIONS WITH SOCIETY: CONTRIBUTIONS TO THE AEAT, SOCIAL SECURITY, MANAGEMENT OF GRANTS AND ACCOUNTING TRANSPARENCY

The Group assumes as a principle of behaviour, transparency and reliability of financial and accounting information and compliance with applicable standards, reflecting with clarity and precision all transactions, facts and events in the records of the Group organisation.

The Group defends a correct tax management as well as social security contributions and the contribution to sustaining public spending, promoting transparency in the performance of all its operations, as well as collaborating with the Spanish Tax Agency and the Social Security Agency.

The Group is also committed to compliance with the law, providing the maximum possible cooperation with the authorities in all matters that may be required, including the fight against money laundering and the financing of terrorism.

The Group operates under a framework of transparency and truthfulness in the grant applications, providing accurate and truthful information, as well as the follow-up to the grant requested to verify that this has been used for the purpose for which it was requested.

The Group does not make any type of contribution or donation, regardless of its nature, to any political parties or trade unions.

### **3.5 GIFTS AND TOKENS OF APPRECIATION**

Group's employees will not be able to offer or receive directly or indirectly any kind of incentive, bonus, premium or gift. The only gifts and invitations permitted will be those that conform to the uses and customs (advertising material, working lunches).

When an employee receives a gift/invitation, said worker must inform his/her superior and inform the Compliance Officer of Construcciones Rubau, S.A., who will decide on the rejection or acceptance of said gift/invitation. For the case of gifts/invitations delivered by Group employees, these must always be authorised by the employee's superior, and by the Compliance Officer of Construcciones Rubau, S.A. in the event of exceeding the set limit and follow the course of the corresponding approval of expenses.

### **3.6 INFORMATION POLICIES**

The Group considers information to be one of the most valuable assets, which is why this Code of Ethics promotes its protected use.

#### **3.6.1 CONFIDENTIALITY**

On an internal level, the Group's employees handle the information to which they have access by reason of their professional activity in a confidential and reserved manner, refraining from using in prejudice to third party and to communicate in any way, any data, information or document obtained during the performance of their activity in the Group.

The obligation of confidentiality shall remain the termination of the employee's employment with the Group and will include the obligation to return any related material in the possession of the employee at the time of the cessation of their relationship with the company.

The Group does not allow the use of information from other companies that could be classified as confidential. All this affects both current employees as well as those who may be hired in the future, which will not be able to contribute to their new job documents, files, software or any other type of media containing information from third party companies.

### 3.6.2 PERSONAL DATA PROCESSING

The Group guarantees the confidentiality of the personal data of its employees, customers, suppliers and any third party, undertaking to not reveal such data, unless it has previously obtained consent from the concerned parties, it is required to do so to comply with a legal obligation, or in compliance with judicial or administrative rulings.

The Group shall preserve personal data for the time required by the legislation in compliance with the requirements set forth therein.

The gathering, use and processing of personal data must be carried out in such a way as to guarantee the right to privacy of such data, in compliance with legislation concerning the protection of personal data in so far as applicable, in a manner that guarantees the right to privacy of the same, as well as the rights of access, rectification, deletion (right to oblivion), limitation of the processing, portability, opposition and to not be subjected to automated individual decisions (including the development of profiles), set forth in the new Organic Law 3/2018, of 5 December, on the Protection of Personal Data and Guarantee of Digital Rights (LOPDGDD).

### 3.7 USE AND PROTECTION OF ASSETS

Group employees guarantee a responsible use of the assets, resources and other means made available to them for the performance of their job.

Group employees are not authorised to access computers which are not their own, to handle information or software not provided or authorised by the company, or to make copies of any programme belonging to the Group or third parties.

To this regard, the Group's employees respect the intellectual property and the right of use that corresponds to the Group in relation to the courses, projects, programmes and computer systems; equipment, manuals and videos, knowledge, processes, technology, know how, and in general all other works developed or created therein, either as a consequence of their professional activity or that of third parties. Therefore, its use is carried out in the exercise of the business activity in the Group and all material contained such material shall be returned when required.

During their workday, Group employees must solely perform the tasks and activities derived from their relationship with the company. In addition, the corporate media and resources made available (including all sorts of electronic devices and corporate email), are the property of the Group and their use shall be restricted to their professional activity.

To ensure proper use of these means and resources, the Group may access these and verify compliance with its internal rules.

The Group undertakes to respect the intellectual and industrial property rights belonging to third parties outside the Group. The company prohibits any reproduction, plagiarism, distribution or public disclosure of any literary, artistic or scientific work stored on any media without having obtained prior authorisation from their owners. Likewise, the Group undertakes to not make copies of industrial designs and/or registered trademarks.

#### **4 COMPETENCES ON THE ETHICAL CODE**

The Supervisory Body of Construcciones Rubau, S.A. is responsible for ensuring compliance with the general principles of behaviour set out in this Code of Ethics. To this end, it carries out the following functions:

- Dissemination, knowledge and compliance among all Group employees and managers.

- Establishment and management of the internal information channel (P-38), through which Group employees may bring to the attention of the Supervisory Body of Construcciones Rubau, S.A. any type of wrongful conduct or breach of the Code of Ethics of which they become aware.
- Interpretation of the content and implementation of the Code of Ethics, as well as resolution of any conflicts that may arise from the application of the same.
- Establishment of the disciplinary system and applicable measures in the event of breach of the Code of Ethics.

In the exercise of its functions as the recipient of complaints, the Supervisory Body de Construcciones Rubau, S.A. ensures:

1. The confidentiality of all data and background as well as of the actions carried out, except for in the event of a law or injunction requiring the relay of the information.
2. The in-depth analysis of any information or document on the basis of which it initiates its actions.
3. The instruction of a procedure appropriate to the circumstances of the case, always acting with independence and full respect for any affected person of the Group.
4. The indemnity of any employee as a result of the communication of an anomalous action or complaint filed.
5. Rigorously and objectively justify any decision made.

## **5 WHISTLEBLOWING CHANNEL**

In the procedure P-38 of Construcciones Rubau, S.A. it's developed the whistleblowing to communicate the breach the Ethic Code and all other Politics, Protocols and Internal Procedures, Compliance regulation and the breach of aplicable regulation. It's more, it can be used to ask questions and enqueries, in relation with LO 1/2015 of modification of Penal Code and the Ley 2/2023, regulatory framework for the protection of whistleblowers and the fight against corruption.

When a person notice that someone is doing a breach, he or she will communicate immediately to Compliance Officer trough the following It platform: <https://denuncias.rubau.com>, entering in safe and anonyms space. This IT platform will be

accessible for anyone who has access to Internet through the website of Rubau [www.rubau.com](http://www.rubau.com) inside the space “Commitment”.

## **6 ACCEPTANCE AND COMPLIANCE**

This Code of Ethics will be disseminated to all Group employees.

All Group employees are obliged to comply with the Code of Ethics from the moment they join the Group and for the duration of their professional performance as employees of this company, and they shall record in writing their acceptance of and commitment to the values, principles and standards of conduct contained herein in all aspects of their professional performance.

A failure to comply with the Code of Ethics compromises the reputation and corporate image of the Group, therefore all employees are obliged to bring to the attention of the Supervisory Body of Construcciones Rubau, S.A. any conduct that violates or may violate the Code of Ethics.

## **7 PENALTY REGIME**

Any violation of the Code of Ethics will result in the imposition of sanctions and disciplinary measures in accordance with the applicable labour legislation in force, without prejudice to the legal consequences and possible sanctions that, where appropriate, may arise. Likewise, also punishing all behaviours that contribute to prevent or hamper the discovery of such violations.

## **8 DURATION**

This Code shall be subject to approval by the Board of Directors and shall be incorporated into the Group’s internal regulations and shall remain in force until such time as its cancellation or modification is approved.

Any type of modification to this Code of Ethics shall require the approval of the Board of Directors, and the companies adhering to the document shall be informed of the changes established, should they be significant.

The Supervisory Body of Construcciones Rubau, S.A. shall be responsible for submitting proposals for amendments to the Board of Directors based on suggestions and modifications proposed by the Group's employees, of the future commitments that the Group may acquire in the performance of its business activity, changes in the Group environment, and of the legislative changes that may affect the content of the Code of Ethics.