

CRIMINAL COMPLIANCE POLICY

Compliance Policy QGMI N° 00 (CP-QGMI-00)	
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1. Objective

1.1. This policy aims to established QGMI board directors wishes regarding Criminal Compliance objectives.

2. Applicability

2.1. This policy is addressed to every employee of QGMI, as well as to any Third Party, who works for and/or represents QGMI in Spain, its subsidiaries, branches, affiliated and controlled companies, in any country where it operates.

3. Definitions

Chief Compliance Officer (CCO): is the Employee responsible for deploying, managing and supervising the Compliance Area, working as an independent and objective body that analyses and assesses the compliance issues within the Company.

Employee(s): interns, staff of all operational and managerial levels, stockholders, advisors, directors and officers of QGMI, of all its national and international units. The expression also covers, for the purposes of this policy, the staff of outsourced companies.

Ethics Committee: is the non-statutory permanent body aiming at advising the Construction Committee of QGMI in the performance of their duties regarding the promotion of the organizational culture based on ethics and the transparency of their business relations, in the rendering of accounts of their acts, as well as in the equal treatment given to all stakeholders, promoting, for this purpose, the dissemination of and the compliance with the Code of Ethics and the adoption and improvement of non-compliance risks management mechanisms.

Compliance: is the systematic and continuous process that aims at: i) ensuring the compliance with current legislation, policies and guidelines established for the business, aiming at preventing, detecting and addressing any misconduct identified, and promoting an organizational culture based on ethics and transparency; and ii) ease the structuring of products, the development of business and the search for creative and innovative solutions for regulatory issues and internal discussions.

Third Parties: service providers, suppliers, business partners, companies in consortium, representatives, temporary advisors or any other person or company that act on behalf of QGMI, directly or indirectly.

4. Compliance Commitments

4.1. The criminal Compliance policy together with the compliance management system and the rest of the inhouse regulations are aimed to build a corporate compliance culture, as well as an efficient and responsible management of the professional activities develop by the organisation, integrity, honesty and respect of high ethical standards.

4.2. This policy is mandatory, and every staff member and third party are obliged to comply with this. Every criminal law applicable to this company must be met.

5. Activities expose to Criminal Risks

5.1. QGMI settle a compromise to be permanently monitoring all the activities which may result in criminal behaviour. There have been identified different areas:

- The acquisition of de fixed/variable-income securities of any kind, whether or not accepted for trading in the officially authorized Stock Markets. Also included, the acquisition and sale of stakes, and social shares on one´s account. The activities of collective investment institutions, companies and securities agencies are excluded.
- The provision of economic, accounting, commercial, tax, legal advisory and consulting services, as well as management, assistance and support services in relation to the development and execution of general strategies and business policies in favor of any third party and, in particular, of investee companies, for which purpose it may provide, in favor of these, the guarantees and bail bond that may be appropriate.
- The provision of construction and service engineering services in relation to work facilities regardless they are public or private. Also, the administration and intermediation, the study and project development, commercial technical assistance, advise for the execution, planning, hiring and management of those constructions and services.
- Construction, conservation, exploitation, and management of concessions in Spain and abroad.
- The promotion, administration, design, constructions, renovation, conditioning, maintenance, conservation, management and exploitation of infrastructures, all of them in the broadest sense.
- The development of any kind of activities related to transport infrastructure. Also, the development of communication and/or telecommunications regarding passenger and goods transportation with the appropriate authorisation.

- Every activity, construction, own services, or those related to production, exploitation, transports, transformations and distributions, or those which commercialized with electric energy or any energy derivatives, their applications and the matter or primary energies for it generation.
- Different service delivery such as: Energy, industrial, engineering, IT, telecommunications and every service related to the Internet, water treatment and distribution, urban services and gas commercialization, together with gas storage activities, regasification, transport or distribution. All the preparatory or complementary activities of the above-named activities expressly included.

5.2. All the risks will be defined in the criminal risk assessment. This assessment will be constantly managed and updated.

6. Rules and Prohibitions

6.1. This Criminal Compliance Policy and other Compliance Policies explicitly prohibits every employee to perform any criminal activity in the provision of their professional duties such as the management and direction of the company.

6.2. This Criminal Compliance Policy and other Compliance Policies establishes a preventative culture based on zero tolerance in any conduct against the criminal legislation. The company promotes a self-control policy in every action and decision-making made not only by the employees, but by its business partners too, in order to minimize the exposure of QGMI.

7. Definition, Reviewing and Achievement

7.1. This Criminal Compliance Policy establishes a framework for the definition, reviewing, and the achievement of criminal compliance objectives. For that purpose, the governance body has create the following procedures:

- a) Identify criminal risks which may be reasonably anticipated;
- b) Analyse the identified criminal risks;
- c) Valuate the identified criminal risks;
- d) Check the identified criminal risks;

7.2. For those purposes the company will provide of technical and human resources to the compliance role. This way, the company can assure the achievement of the compliance

objectives, once the risks have been evaluated.

7.3. The governance body have declared their commitment with the actualization and improvement of the compliance program by implementing concrete measures to perform periodic reviews and evaluate the program performance.

8. Communication

8.1. In the event that an Employee of QGMI is not sure about which is the correct conduct to take in a specific situation, they must consult the CCO or the Ethics Committee of QGMI.

8.2. In addition, if any Employee detects or suspects, in good faith, that there may be violation to the Compliance Program, especially the Code the Ethics or the Compliance Policies of QGMI, they must report the fact to the communication channel available for that purpose.

9. Supervision

9.1. Every Employee of QGMI must be familiar with the principles and rules present in the Code of Ethics, as well as in the Compliance Policies, observing them anywhere in the world.

9.2. The managers are required to ensure that their team observes said rules and principles, this ensuring that, in the scope of their area of responsibility, there are no misconducts that could have been avoided with due supervision.

10. Sanctions

10.1. The Employee or Third Party who does not obey any of the determinations applicable to them provided for in the Code of Ethics or in the Compliance Policies, as the case may be, shall be subject to sanctions laid down in the PC-QGMI-09 Policy (Hotline Reporting, Investigations and Disciplinary Measures), such as disciplinary measures, including contract termination.

10.2. The Employees and Third Parties must be aware that violation to the determinations of this Policy may constitute liability in the criminal, civil and administrative spheres.

11. Exceptions

11.1. Except if otherwise expressly provided for in this document, only the Ethics Committee, in the performance of its activities, may, in the face of an analysis of a concrete case and observing the specific procedure, authorize any exceptions to the provisions of any Compliance Policies.

12. Documents related to this Policy

- Spanish criminal code
- Code of Ethics
- QGMI Compliance Policies
- UNE 19601 Criminal Compliance Management System