

CODE: NG.FER.CU-04

TITLE: GIFTS AND HOSPITALITY POLICY

VERSION: 4

SCOPE: GENERAL

DATE OF FIRST PUBLICATION: 25/04/2016

CANCELS: previous version (22/12/2020)

DATE OF PUBLICATION OF THE CURRENT  
VERSION: 9/05/2024

LANGUAGE OF THE ORIGINAL VERSION: ENGLISH

APPROVED BY: CHIEF EXECUTIVE OFFICER (CEO) ISSUING AREA: COMPLIANCE AND RISK DEPARTMENT

### Review History

Version	Date of dissemination	Reasons and summary of changes	Cancel/replaces
1	25/04/2016	First Version	N/A
2	6/11/2018	Update the information about the ethics channel and the disciplinary measures	NPDC-101 Gifts and Hospitality Expenses Procedure (25/04/2016)
3	22/12/2020	Change from an "Expenses Procedure" to a "Policy" setting standards and criteria for the giving and receiving of gifts and hospitality. Provides guidance regarding Gifts & Hospitality to and from Third Parties. Approval threshold reduced to €100 per person (from €200).	NPDC-101 Gifts and Hospitality Expenses Procedure (6/11/2018)
4	9/05/2024	Adaptation to Dutch and US law as consequence of listing in Nasdaq Stock Exchange LLC and Amsterdam Stock Exchange	NG.FER.CU-004 Gifts and Hospitality Policy. Previous Version - (22/12/2020)

### INDEX

I. Introduction .....	2
II. Purpose.....	2
III. Scope of application .....	2
IV. Definitions .....	3
V. Gifts and hospitality to/from third parties .....	4
VI. Required approvals for employee gifts and hospitality to third parties .....	5
VII. Payment and reimbursement .....	6
VIII. Communication and training .....	7
IX. Communication channel.....	7
X. Disciplinary measures .....	7
XI. Validity .....	7

## I. INTRODUCTION

The Code of Ethics and Business Conduct (“**Code of Ethics**”) reflects the values of Ferrovial and its commitment to the highest standards of integrity, transparency, and respect for the law and human rights. Ferrovial requires that its business be conducted according to such principles with the utmost respect for all applicable laws.

The Anticorruption Policy of Ferrovial governs the behavior of all directors, officers and Employees of Ferrovial and their collaborators in the conduct of business, bearing in mind that Ferrovial has implemented a policy of “zero tolerance” of any practice that may be classified as corruption or the giving or receipt of bribes. The Anticorruption Policy governs the interactions between Ferrovial or any companies that comprise the Group and any person and it shall not be limited to those between Ferrovial or any companies that comprise the Group and Government Officials.

In light of the ethical and behavioral framework described above, all Ferrovial business transactions and relationships must be free from even the perception that favorable treatment is being sought, received, or given in exchange for Gifts, Hospitality or other business courtesies.

## II. PURPOSE

This Gifts and Hospitality Policy (the “**Policy**”) reinforces Ferrovial’s commitment to the highest standards of business and personal ethics by establishing criteria and principles applicable to the giving and receiving of Gifts and Hospitality to and from Ferrovial Employees and directors.

## III. SCOPE OF APPLICATION

This Policy shall apply to:

- Ferrovial SE and the companies that comprise the Group, whatever their area of business, geographical location or activities;
- Members of the governing bodies of Ferrovial SE and members of the governing bodies of the companies that comprise the Ferrovial Group (including supervisory boards or equivalent bodies);
- Employees and directors of any of the companies that comprise the Group.

Ferrovial shall strive to ensure that the principles established in this Policy are widely and regularly communicated to and by all the companies of this Group.

In companies in which Ferrovial has a stake and to which this Policy does not apply, Ferrovial will strive to ensure, via the decision-making bodies of the respective companies, the application of the principles included in the Code and in all the policies related to the prevention of corruption and fraud. Ferrovial will also strive to ensure that Third Parties that provide services or otherwise work with it (partners, suppliers, advisors, etc.) apply those principles.

As a general rule, in the event of any discrepancy between this Policy and the local regulations of other jurisdiction the stricter rule should be applied. However, in the event of conflict between this Policy and the local regulation previous consultation is required with the Compliance Department. In

any case, approval by the Compliance Department will be required prior to the passing of any internal rule or procedure on this matter.

This Policy cannot anticipate all situations or matters. It is the responsibility of all directors and Employees to request information and guidance when addressing new or unusual situations. In the event of doubt, the director, or Employee should consult the Compliance Department before acting.

#### IV. DEFINITIONS

**Employees:** The employees and officers of Ferrovial.

**Ferrovial or Group:** Ferrovial SE and the consolidated group of companies headed by that company, and all the entities that it controls, directly or indirectly. "Control" is understood to exist when Ferrovial holds a majority of the voting rights within the management or governing body.

**Gift:** means anything of value.

**Government Official:** means any official or employee of an administration, department, agency, legislative assembly, judicial body, agency or international public organization; any person who performs a public function or acts in an official capacity for a government or an international public organization; or a political party, its employees or its candidates. Companies controlled by a government are classified as agencies of same. Some examples of Government Officials are as follows: (i) federal, state, regional and municipal employees; (ii) employees of international public organizations (e.g., the World Bank, United Nations); (iii) candidates for political office; (iv) members of a royal family or employees of a sovereign investment fund; and (v) employees of any company directly or indirectly controlled by a State or one of its agencies.

**Hospitality:** includes meals and/or beverages; invitations to business events, conferences, or trade shows; tickets to cultural or sporting events; favorable terms or discounts on a product or service for an Employee's benefit that are not otherwise generally available to other Ferrovial Employees; travel benefits; accommodation; or other kinds of entertainment.

Travel expenses, hotels, restaurants or any other expense necessary for Ferrovial Employees and for the exercise of the office of membership on the Board of Directors of Ferrovial SE or any of the companies of its group, shall not be considered Gifts and Hospitality.

**Participating Entities:** entities that Ferrovial neither wholly owns nor controls, but in which Ferrovial owns a substantial interest.

**Third Party:** A person who is not an Employee or administrator of Ferrovial such as shareholders, suppliers, contractors or subcontractors. For purposes of this Policy, employees of Participating Entities shall not be considered Third Parties.

## V. GIFTS AND HOSPITALITY TO/FROM THIRD PARTIES

### General Considerations

The occasional offer/acceptance, with good faith and transparency, of a modest Gift or Hospitality can make a valuable contribution to the development and maintenance of good business relationships. However, Employees may not solicit, give or receive, either directly or indirectly, Gifts or Hospitality in relation to an individual or entity with which it does business if the benefit could unduly influence the judgment of the recipient or otherwise create the appearance of impropriety.

In deciding whether to offer/accept Gifts or Hospitality to/from Third Parties, Employees must assess their appropriateness by using common sense, applying applicable law and the ethical principles of Ferrovial reflected in the Code of Ethics, with strict adherence to the rules set forth in the Anticorruption Policy.

Any Employee who desires to offer or give a Gift or Hospitality to a Government Official must consider applicable law and consult the Ferrovial Code of Ethics and the Anticorruption Policy as well as any additional set of ethical standards specifically applicable to such entity.

It is important to note that the ethical principles set forth in this Policy apply to the offering/giving and receiving of Gifts and Hospitality. In both contexts, the goal is to prevent conflicts of interest and to avoid situations that may be perceived by others as a potential conflict. As such, the giving and receiving of Gifts and Hospitality should be done with careful consideration and only in the context of Ferrovial's legitimate business activities.

As a general rule, subject to the considerations above (and, for Gifts and Hospitality to Third Parties, subject also to the approval procedures and thresholds set forth in Section VI, below), Employees may offer/give/receive Gifts and Hospitality to/from Third Parties provided that the same:

- **Appropriate:** are appropriate under the circumstances and in type and value; are permissible and not excessive under local law or industry standards; and that the Gift or Hospitality takes place at an appropriate time;
- **Business Purpose:** are for an identifiable and legitimate business purpose;
- **Transparent:** are made (i) in an open and transparent manner, not secretly; and, (ii) in the case of Gifts and Hospitality offered/given by Employees, are made in the name of Ferrovial;
- **Legal:** do not violate any applicable law;
- **Frequency:** are offered/given/received only on an occasional or infrequent basis;
- **Recorded:** They are accurately and completely recorded in Ferrovial's or the relevant Group company's books and records.

If there is any doubt as to the legality or appropriateness of a Gift or Hospitality, Employees should consult their manager and/or the Compliance Department in writing, who will respond in like manner.

### Prohibited Conduct

The following are expressly prohibited in all circumstances:

- **Cash:** Delivery or receipt of cash, cash equivalents (e.g., gift cards or gift certificates), securities, contributions or similar;
- **Inappropriate Amount:** Gifts or Hospitality of any kind, the amount or circumstances of which could be considered capable of illegally influencing the decisions of others;
- **Unauthorized Travel Expenses:** Any travel expenses related to Third Parties that do not meet the Travel and Miscellaneous Expense Rules (or similar policy) of Ferrovial, or, in particular:
  - are not directly related to the current business activity of Ferrovial;
  - are expenses of people not directly involved with the business activity of Ferrovial.
- **Procurement, bidding and Merger & Acquisition (M&A) Processes:** Gifts or Hospitality to or from a Third Party of any kind or amount which might appear to be linked to a competitive or non-competitive procurement, M&A or bidding process;
- **Something in Return:** Gifts or Hospitality of any kind or amount if offered, given or accepted for something in return; or
- **Indecent:** Gifts or Hospitality which are unprofessional, inappropriate or offensive.

Employees must not use personal funds to circumvent this Policy.

## VI. REQUIRED APPROVALS FOR EMPLOYEE GIFTS AND HOSPITALITY TO THIRD PARTIES

All Gifts and Hospitality expenses unrelated to Third Parties which are incurred by an Employee must be authorized according to the Travel and Miscellaneous Expense Rules (or similar policy) of Ferrovial which is applicable to the employee's business unit and administered by the Human Resources Department.

Gifts or Hospitality to Third Parties with a value less than \$100 / €100 per person, or the equivalent in foreign currency, that meet the criteria described in section V above may be offered or given without prior approval.

When Gifts or Hospitality relating to a Third Party meeting the criteria described in section V above exceed the amount of \$100 / €100 per person, or the equivalent in foreign currency, the Employee shall seek and obtain written permission prior to incurring the expense; the request shall expressly

indicate the amount and circumstance of the expenditure to be incurred. The authorization must also be in writing.

Business units will designate the employee responsible for authorizing Gifts and Hospitality that exceed the \$100 / €100 threshold, provided that the position of the person authorizing shall, under no circumstances, be lower than director or similar position.

Notwithstanding the threshold for prior authorization set forth above, if a Gift or Hospitality exceeds the \$100 / €100 threshold by a margin of up to 10%, such Gift or Hospitality shall be allowed without prior authorization provided that a reasonable justification for the same is provided after the expense is incurred.

Except as indicated herein, under no circumstances may an authorized amount be exceeded.

Authorization is also required for multiple instances of Gifts or of Hospitality provided to the same Third-Party recipient the sum of which exceeds the \$100 / €100 threshold.

Any questions or concerns regarding thresholds and/or approvals may be communicated to the Compliance Department.

Third Parties are prohibited from giving any gifts or providing hospitality for or on behalf of Ferrovial unless pre-approved in writing by Ferrovial's Compliance Department or contemplated in the relevant contractual arrangement with the Third Party.

## VII. PAYMENT AND REIMBURSEMENT

Employees must consult the Travel and Miscellaneous Expense Rules (or similar policy) of Ferrovial in effect at the business unit where the Employee is assigned regarding payment and/or reimbursement, when applicable.

All Gifts and Hospitality expenses incurred by Employees on behalf of Ferrovial must be duly substantiated and registered in the specifically designated accounts for deductible and non-deductible hospitality expenses.

Such substantiation shall include the identification of the recipient of Gifts or Hospitality and any written authorization provided pursuant to Paragraph VI above, as applicable. Any exception to this requirement must be authorized in writing case by case, prior to the offering of Gifts or Hospitality by the CEO of the business division or the General Director of the corresponding corporate area.

Recipients of Gifts and Hospitality shall be informed of the processing of their personal data in accordance with the procedure set out in **Annex 1**.

### VIII. COMMUNICATION AND TRAINING

This procedure shall be published on the intranet and included in the communication and training programs of Ferroviaal so as to raise awareness and optimize its dissemination.

### IX. COMMUNICATION CHANNEL

Ferroviaal maintains an “Open Door” policy and encourages personnel to raise questions and concerns relating to this or other Policies.

If an individual knows or reasonably suspects that there has been a violation of any of the provisions or requirements of this Policy (or the same is reasonably likely to occur), he/she should promptly (1) alert his/her manager and the Compliance Department, and/or (2) communicate his/her concern via the Ethics Channel or any other similar communication channel that may be available. The Ethics Channel, which is confidential and allows for anonymous communication, if desired, to the extent feasible and permitted by applicable law, may be found here: <https://www.ferrovial.com/>.

Senders acting in good faith and related parties, such as co-workers and family members, will be protected from retaliation to the fullest extent possible. In addition to the Ethics Channel, specific communication channels may be established in certain companies or business areas of the Group, and they will also respect the principles of confidentiality and protection against any form of retaliation.

### X. DISCIPLINARY MEASURES

Failure to comply with this procedure is punishable according to internal procedures, collective bargaining agreements, if applicable, and applicable law up to, and including, termination.

### XI. VALIDITY

This Gifts and Hospitality Policy has been approved by the CEO of Ferroviaal and will be applicable as from the date of its publication on the Ferroviaal Intranet.