



# Guide to the Anti-corruption Compliance Program for company employees, management and directors

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Cox Group has adopted a specific anti-corruption compliance program in order to make all its employees and their corresponding spheres of influence aware of its corporate compliance policy and to promote lawful and ethical conduct, seeking to prevent and investigating actions and omissions that may represent a breach, and any resulting liability.

All employees are required to fully comply with the applicable anti-corruption laws to ensure that Cox Group retains the confidence of its clients and authorities, in order to protect its businesses from any breach and the resulting liabilities, thereby improving its reputation.

This Compliance Guide, as a summary of such policy, sets out the applicable criteria for compliance, the conduct that is forbidden by law and the steps that must be taken if an employee has any concerns about potential breaches of the law.

## **The following conduct is forbidden for all employees:**

Offer, promote or in any other way give, facilitate, authorize or consent to payments, gifts, goods or services to any person (whether a private individual or a public official, natural or legal person; hereinafter "officials") directly or indirectly (via intermediary persons) in any country (including where such actions may be legally permitted) with the intention of influencing the actions and



decisions of such persons or as recompense for an action or decision already made, for the purpose of obtaining, retaining or accessing a competitive advantage, business or agreement (hereinafter "bribe").

A bribe may consist of money, goods, services, travel or accommodation expenses, payment of invoices by third parties, personal favors or influence with third parties, contributions to charities or political parties or other types of associations, offers of employment, debt write-offs, etc.

Make or offer a facilitating payment, prize or reward to an official for procedural administrative actions, that are not arbitrary, in order to accelerate or complete such procedures (except if there is a serious risk to health or safety).

Make donations or contributions to entities, political parties or associations without carrying out prior due diligence.

Receive gifts, payments, etc. from third parties, outside of the limits accepted by the company's rules (low-value and previously authorized commercial gifts).

All of this applies to conduct that is outside of a purely commercial context, which occurs in a reasonable and transparent way. Therefore:

- The reimbursement of commercial travel expenses should not be made directly with the official in question. Whenever possible payment should be made by dealing directly with the service supplier, or in other cases, with the department or agency to which the official belongs.
- The corresponding invoices must always be obtained and correctly recorded in the company's accounts.



## **The following conduct is expected from all employees:**

Correctly record all operations and transactions in the official accounting records.

Obtain the proper legal advice in advance.

Carry out the necessary research (due diligence) prior to contracting external collaborators that carry out agency or intermediation functions with officials.

Duly record the whole contracting process, including the signing of a specific and clear written agreement for the whole transaction, in the internal authorization system.

Expenses or gifts of a purely commercial nature or related to hospitality (invitations, corporate gifts such as books, branded corporate gifts, etc.) must be reasonable, in accordance with law, Cox Group's policy and the policy that applies to the beneficiary. Furthermore, they must be invoiced to the company (and never via intermediary third parties, nor should they be paid personally by the employee).

Only make donations or contributions to entities, political parties or associations having carried out the prior due diligence and within the limits and in compliance with those requirements established by the legislation applicable to the issuer of the donation or contributor, and to the destination country.

- Cox Group's obligatory internal regulations describe the due diligence processes and the limits and requirements for receiving gifts. Moreover, the conditions of any agency or intermediation agreement must be known and observed by all employees at all times.



If there is evidence, proof or suspicion that an Cox Group employee, competitor, client or supplier is breaking anti-corruption laws, it must be reported in accordance with the “Whistleblower Channel” section.

Government and legal authorities have the power to impose extremely severe financial penalties for breaches of anti-corruption laws on the company as well as on the individual who acted illegally and his/her managers and superiors. Furthermore, this conduct may result in criminal liability, in addition to civil or administrative liability, for the person that committed the crime as well as the company and its directors and managers, and may include a custodial sentence.