



CAF GROUP'S CRIME PREVENTION AND ANTI-CORRUPTION AND ANTI-FRAUD POLICY

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1. INTRODUCTION AND PURPOSE

The CAF Group's Code of Conduct (the "**Code of Conduct**") approved by the Board of Directors of CAF, S.A. ("**CAF**"), as a fundamental policy of the CAF Group's Corporate Compliance System, establishes the General Principles that constitute the essential imperative rules of conduct and ethical standards of the CAF Group (the "**CAF Group**" or the "**Group**").") and which are materialized, among others, in the scrupulous respect of the laws, Human Rights and international instruments on the prevention of corruption (the "**General Principles of the CAF Code of Conduct**").

Based on these General Principles, taking into account the development of the CAF Group's Criminal Compliance System since 2013, and within the framework of the legally conferred non-delegable power to determine the general policies and strategies of CAF and the Group, CAF's Board of Directors has approved this Crime Prevention and Anti-Corruption and Anti-Fraud Policy (the "**Policy**") which replaces the Crime Prevention Manual approved and updated by the Board of Directors in 2015, 2016, 2018 and 2021, as the previous fundamental standard in the field of crime prevention and the fight against corruption. This Manual will remain as a development regulation within the competences attributed to the Compliance Function in this Policy.

In accordance with the above, the Policy identifies the fundamental principles and objectives of mandatory compliance and defines the reference framework and the essential elements of the Criminal Compliance System and the Anti-Corruption Management System, as areas of detail of the CAF Group's Corporate Compliance System, based on respect for the law and the application of the main guides of good practices in the field of corruption prevention. among which the following stand out:

- The OECD Guidelines for Multinational Enterprises on Responsible Business Conduct (OECD 2023).
- The United Nations Global Compact on Human Rights, Labour, Environmental and Anti-Corruption Rights, to which CAF is a signatory.

In this way, the CAF Group reaffirms its commitment to zero tolerance towards the commission of legal, regulatory and/or ethical breaches, whether in the public or private sector, in line with the highest levels of compliance with respect to the applicable legal and ethical standards and the culture of Compliance that defines the Group.

2. SCOPE

This Policy is applicable to all the entities comprising the CAF Group and compliance with it is the responsibility of all employees, managers and members of a governing body of any entity of the Group, regardless of the position they hold or their geographical location.

With regard to investee companies that do not belong to the CAF Group because they do not have a sufficient stake to ensure control, it is promoted that their principles of action are consistent with the provisions of this Policy, at least in accordance with the General Principles of the CAF Group's Code of Conduct.

Similarly, in application of the due diligence criteria, these principles are extended to third parties in the value chain ("**Business Partners**"), in particular to project partners, agents, suppliers and, where applicable, their customers, depending on the type of business relationship, in a manner that is reasonable and proportionate to the risk. In order to define the specific requirements for the different types of Business Partners, objective factors will be taken into account, such as whether the CAF Group entity has operational control or whether it has a decisive capacity to influence the third party, or similar criteria recognised in the main international good practice guides.

3. DUE DILIGENCE APPROACH

This Policy takes into account the due diligence approach set as a general behavioural criterion in the CAF Group Code of Conduct. To this end, the CAF Group adopts a proactive approach to due diligence throughout its global value chain on an ongoing basis and across all its activities and operations. To this end, it establishes the appropriate frameworks for action, procedures and processes to monitor and mitigate its potential negative impacts.

4. CRIMINAL COMPLIANCE SYSTEM

The Criminal Compliance System establishes the framework for the organization and management of crime prevention, identifying risk activities in accordance with crimes that are relevant to the activities of the CAF Group, defining a Catalogue of Prohibited Activities, Warning Signals and other surveillance and control measures, and promoting a culture of ethical behaviour. in order to reduce the probability of them occurring.

This Policy and its developments make it possible to establish a common corporate framework, applicable regardless of the country in which the business activities are performed, without prejudice to local adaptations in which an additional level provided for by the applicable regulations may eventually be required.

5. ANTI-CORRUPTION MANAGEMENT SYSTEM

5.1. Scope of the Anti-Corruption Management System

Corruption in all its forms is one of the most relevant risks in terms of corporate responsibility and jeopardizes the foundations for the proper functioning of markets, particularly in economic and competition matters. It can also affect respect for human rights in accordance with the criteria of the United Nations General Assembly, and generate other harmful effects in accordance with the OECD Guidelines.

To address the asymmetry between jurisdictions, this Policy lays the foundations for a homogeneous application of the principles of corruption prevention for all the countries in which the CAF Group operates and the Anti-Corruption Management System complements the Criminal Compliance System for the management of corruption and fraud. both in the strict sense, and with respect to those other acts that, depending on the circumstances and the applicable regulations, could eventually be considered acts of corruption.

5.2. Concept of corruption and fraud

The concept of corruption is understood as the improper use of power, which is used by the people to whom it was entrusted for their own private benefit. This concept includes both facilitation payments and extortion payments in accordance with the provisions of the CAF Group's Code of Conduct.

Bribery, as the most common form of corruption, is defined as the offering, giving, or even promising, or accepting of money, gifts, pecuniary advantage, or other improper advantages as an inducement to do something dishonest, illegal, or a breach of trust in the course of business, either directly or through the intermediation of commercial agents or other third-party intermediaries, such as consultants, representatives, distributors, contractors and suppliers, among others.

For the purposes of applying this Policy, fraud shall be considered, in addition to offences that have such legal status, any deliberate act of deception for profit or to harm another party, and shall be treated in the same way as the concept of corruption.

The acts indicated above, constituting corruption and fraud, are completely prohibited in any case.

5.3. Other acts subject to control

There are certain acts that, although potentially lawful, require control and regulation. To this end, the CAF Group keeps the guidelines and parameters of action updated at all times in relation to:

- gifts and attentions,
- relations with public officials, and
- donations, sponsorships and collaboration agreements.

In this regard, the Group promotes, as an essential principle, the prohibition of accepting or offering gifts and hospitality, including gifts or favours, whose value is not merely symbolic and intended to promote the Group's brand image. However, internal developments in the field of gift policy set guidelines adapted to the laws and practices accepted at the international level.

On the other hand, donations, sponsorships or collaboration agreements must be made in accordance with the provisions of the applicable laws and must never be directly or indirectly linked to illegal acts, in addition to following the authorization procedures established by the CAF Group at any given time.

In compliance with the laws of each country in which it operates, the CAF Group will refrain from engaging in any prohibited activity in relation to the financing of political parties or the sponsorship of events that have the sole purpose of political activity.

In addition, the CAF Group's actions in the event that it participates directly or indirectly in a lobby or pressure group in accordance with the applicable laws and aimed at obtaining a specific legislative or regulatory objective, must be governed, in any case, by respect for the internal rules in force in this regard, as well as by the legal obligations that are applicable in each jurisdiction.

6. FUNDAMENTAL PRINCIPLES AND OBJECTIVES FOR THE PREVENTION OF CRIME AND AGAINST CORRUPTION AND FRAUD

The fundamental principles for an effective crime prevention and against corruption and fraud in the CAF Group, significantly reducing the risk of their commission, are the following:

- 1) The commitment to comply with this Policy and the developments approved by the Compliance Function within the framework of the Criminal Compliance and Anti-Corruption Management Systems is consistent with the Purpose of the CAF Group, promoted by the Board of Directors and supported by Senior Management.
- 2) All members of the CAF Group must apply the principle of zero tolerance for any conduct that may constitute a crime and, in particular, with respect to any act of corruption, or that constitutes fraudulent action.
- 3) All members of the CAF Group are required at all times to comply with applicable criminal and anti-corruption legislation, and also with any internal regulation that imposes more demanding standards in terms of Compliance, in particular:
 - a. The provisions of the Code of Conduct and this Policy, including the prohibition of facilitation or extortion payments, the rules on the acceptance of gifts and hospitality, sponsorships and donations, and the limitations on the financing of political parties.
 - b. The Catalogue of Prohibited Conduct and Warning Signs provided for in the CAF Group's Crime Prevention Manual.
 - c. Any other detailed procedures and processes in force at any time in the areas covered by this Policy.
- 4) Crime prevention measures cover all activities carried out at any given time in the CAF Group, for which the corresponding risk matrices are prepared and kept up to date and appropriate controls are established in order to minimise the exposure of the Group's entities to criminal risks.
- 5) The developments of this Policy that are approved within the framework of the Criminal Compliance and Anti-Corruption Management Systems are deployed in a practical and effective manner through specific actions to adapt, and where appropriate monitor, the Corporate Management and Sustainability System and any other business or operational processes that are applicable to the CAF Group. based on due diligence and allowing the adoption of decisions that prioritize ethical aspects and adequate risk management.
- 6) Measures and actions are developed to promote a culture of compliance throughout the CAF Group, including those relevant to dissemination and training, also providing CAF Group staff with access to the rules and people who carry out compliance tasks, offering internal advice for the resolution of doubts.
- 7) The Criminal Compliance and Anti-Corruption Management Systems set specific objectives in these areas through appropriate short-, medium- and long-term planning and are subject to the commitment to continuous improvement.

- 8) Crime and corruption prevention measures are foreseen adapted to be required of Business Partners in accordance with the main international guidelines of good practice, especially with regard to due diligence.
- 9) The CAF Group guarantees at all times the independence of its Compliance Function and provides it with sufficient human and material resources, in addition to providing it with an internal position, competences and sufficient powers to correctly implement the Compliance objectives set by the Board of Directors.
- 10) To ensure the correct application of the provisions of the different areas that make up the Corporate Compliance System, the necessary safeguard measures are applied at all times to avoid any conflict of interest.
- 11) The CAF Group's Internal Regulatory System is in place as a mechanism for reporting potential infringements in good faith, open to all its stakeholders and any third party, without any fear of reprisals.

7. METRICS AND OBJECTIVES MONITORING

To guarantee compliance with the principles, objectives and commitments established in the Policy, the Compliance Function maintains a monitoring and control system based on clearly defined performance indicators and objectives in the short, medium and long term.

Regular monitoring of performance indicators makes it possible to evaluate the progress made in achieving the short-, medium- and long-term objectives that have been previously defined. This practice facilitates the identification of areas that require attention and improvement, enabling the right decision-making processes and the implementation of appropriate corrective actions. This ensures a cycle of continuous improvement and optimizes performance and efficiency at all levels of the organization

To ensure their effectiveness, performance indicators must meet the following criteria:

- Relevance: Indicators should accurately and meaningfully measure and reflect progress towards achieving a specific goal, providing information that can be used for decision-making and action.
- True representation: Data sources must be reliable, and measurement methods must be standardized. The information presented through the indicators must be complete, neutral and accurate.
- Timeliness: The frequency of indicator measurement must be adequate for timely decision-making.
- Ease of use: Performance indicators should be easy to understand and interpret for both those who produce them and for those who are responsible for their analysis.
- Effective communication: The results of the indicators must be communicated clearly and concisely to all levels of the organization.

The most relevant indicators will be part of the reporting of non-financial information in accordance with the best sustainability practices adopted by the Group.

The aim of this approach is to ensure that good corporate governance, ethics and sustainability are transversal axis in decision-making at all levels of the CAF Group, especially in risk management, so that its activities generate value for both its shareholders and its other stakeholders.

8. DISSEMINATION, TRAINING AND CONSULTATION

This Policy is available on the CAF Group's corporate website www.cafmobility.com in a separate and easily identifiable section.

All CAF Group members have the obligation of attending the training that is scheduled in the field of corruption prevention and the possibility and duty of diligence, where appropriate, to report or pass on any questions, doubts and concerns that may arise in relation to the content thereof, as well as the corresponding internal implementing regulations and practical implementation, to the CAF Group's Compliance Function. The Compliance Function shall maintain, disclose, and manage the appropriate channels for this purpose at all times.

This consultation channel is the standard and the most efficient mechanism for obtaining answers to any doubts or questions that may arise in this area. However, CAF's Internal Reporting System must be used in the event that a violation or irregularity is to be reported, with the application of the corresponding whistleblower protection guarantees, in accordance with its specific applicable regulations and as indicated in the following section.

9. INTERNAL INFORMATION SYSTEM (WHISTLEBLOWING CHANNELS)

All members of the CAF Group have the obligation to report behaviour or conduct identified in the work or professional context that may violate the principles and parameters set out in this Policy, including any known actions or conduct that may be an indication of risk.

To do so, they must use the CAF Group's Internal Reporting System, in accordance with the provisions of the Group's Internal Reporting System Policy, by accessing this through the corporate website www.cafmobility.com. This mechanism is also accessible to any third party outside the CAF Group for the purpose of reporting breaches of this Policy.

The CAF Group's Internal Reporting System guarantees the trust, confidentiality (including protection of the identity of the informant) and prohibition of retaliation reflected in the Internal Reporting System Policy and should be employed in good faith, based on a reasonable belief of the existence of a breach or a risk of occurrence of a breach. Once the violation of the provisions of this Policy has been investigated and confirmed, disciplinary measures will be taken, in the labour or contractual sphere, in the commercial relations with the Business Partners that are considered proportional to the risk or damage caused.

The measures adopted from a labour perspective must comply with the applicable regulations, although without losing their forcefulness or proportionality in relation to the seriousness of the facts from which they arise as a result, and with the informing of the Workers' Legal Representation, if appropriate.

10. GOVERNANCE

10.1. Board of Directors

The Board of Directors assures that the Corporate Compliance System in general, and the Criminal Compliance and Anti-Corruption Management Systems in particular, have suitable control surveillance measures to prevent crimes, acts of corruption and fraud, reducing the risks of their commission, for which:

- (i) Approves this Policy and ensures that it is aligned with the CAF Group's strategy.
- (ii) It attributes to the Audit Committee the supervisory powers of the aforementioned Corporate Compliance System, and
- (iii) Appoints the Compliance Function.

10.2. Audit Committee

The Audit Committee, within the framework of the functions of supervision of the internal control systems in general and the Corporate Compliance System in particular, in accordance with the powers attributed to it by its own Regulations, is entrusted with the following powers:

- (i) Receives and periodically reviews information on the content and operation of the Criminal Compliance and Anti-Corruption Management Systems.
- (ii) Exercises reasonable oversight over the implementation of the Corporate Compliance System and its effectiveness.
- (iii) It may require Senior Management to provide the Compliance Function with adequate and appropriate resources for the effective operation of the Corporate Compliance System.

10.3. Senior Management

Senior Management takes an active part in leadership and is committed to the Corporate Compliance System in general, and to the Criminal Compliance and Anti-Corruption Management Systems in particular.

To this end, Senior Management supports the Compliance Function in achieving the CAF Group's objectives in terms of Compliance in all matters necessary within the scope of its own competences, facilitating the implementation of the Compliance measures described in this Policy.

10.4. Compliance Function

The Compliance Function of the CAF Group is the body with autonomous powers of vigilance and control, which is entrusted with the supervision of the operation and compliance of the Corporate Compliance System as a whole and the direct management, at least, of the following areas: (i) Business Ethics and Due Diligence in general, in matters of Human Rights and International Sanctions, (ii) Criminal Compliance, (iii) Anti-Corruption, (iv) Competition, (v) Market Abuse and (vi) Protection of personal data. In addition, this function is also entrusted with the supervision of other areas managed by other managers.

To this end, the Compliance Function must at least have the appropriate knowledge, skills and experience, and at all times have the integrity, autonomy and independence necessary to be able to carry out its responsibilities.

In the event of a collegiate Compliance Function, one of its members shall act as Delegate of the Internal Reporting System and will be considered the Corporate Head of Compliance, without simultaneously being able to be the head of other Functions or Departments outside Compliance, thus permanently having the necessary independence.

The Compliance Function has the necessary competencies and powers to carry out the principles and objectives of this Policy, among others, the following:

- (i) Advise the Board of Directors, the Audit Committee, and other control bodies of the CAF Group on the adoption of policies that promote the Group's ethical behavior, in addition to advising the organization internally on Compliance matters in general.
- (ii) Verify the effective application of the Criminal Compliance and Anti-Corruption Management Systems within the Corporate Compliance System.
- (iii) Approve the internal implementing regulations necessary to implement the commitments and obligations defined in this Policy, in particular to ensure:
 - a. that there are protocols or procedures that specify the process of forming the will of the legal person, of adopting decisions and of executing them in relation to them.
 - b. that the management of financial resources is adequate to prevent the commission of crimes and infractions that must be prevented.
 - c. that the principle of due diligence applies in all relevant areas.
- (iv) Have personnel under their direct charge and Compliance Delegates with functional dependence within the Group, being able to delegate their own powers to any of the above, with sufficient organisational freedom to ensure the correct implementation of the Corporate Compliance System.
- (v) Manage Compliance risks, identifying the relevant activities to generate the risk matrices and establish the corresponding control inventories, coordinating as necessary with the CAF Group's Risk Management Function.
- (vi) Directly or indirectly manage disclosure and internal training in the field of Compliance.
- (vii) Manage and resolve conflicts of interest when appropriate in accordance with the conflicts of interest policy applicable to the case.
- (viii) Facilitate the correct management of the CAF Group's Internal Reporting System by the Manager designated for this purpose in accordance with the Policy and Management Procedure of the Internal Reporting System approved by the CAF Board of Directors and in accordance with the legislation applicable to each case and, consequently, when applicable:
 - a. To receive communications of any indication or confirmation of significant non-compliance with legislation and internal or external regulations and to manage the cases that arise from this.

- b. To direct ex officio the internal investigations of any indication of infringement of any internal regulation or of the legislation in force.
 - c. Supervise the Internal Reporting System as a whole and generate at least one annual report on it.
 - d. To inform the disciplinary bodies of the CAF Group on sanctioning matters for infringement of rules that are relevant for compliance purposes.
- (ix) Establish the Compliance performance indicators that allow the CAF Group's performance in this area to be evaluated and corrective actions to be taken, where appropriate.
- (x) To report internally and externally, and in particular to the Audit Committee, within the framework of its competences, coordinating, where appropriate, with the other Corporate Functions of the CAF Group as necessary.
- (xi) In order to guarantee maximum efficiency in the development of its powers, the Compliance Function has free access to all the documentation that may be useful within the Group, including the accounts and records of the CAF Group without any limitation. In the same sense, all the Group's directors and professionals are obliged to provide the Compliance Function with any information requested on the activities or circumstances related to their competences. This duty will only be exempted in the cases provided for in the applicable legislation.

11. MONITORING AND CONTROL

The Audit Committee is responsible, among others, for supervising compliance with this Policy, in accordance with the other attributions indicated in the Governance section of the same.

12. REVIEW AND UPDATE

CAF's Board of Directors, at the request of the Audit Committee, will update the Policy within the framework of the commitment to continuous improvement, and especially when relevant regulatory changes are approved that affect its content.

13. APPROVAL AND ENTRY INTO FORCE

This Policy is approved by CAF's Board of Directors at its meeting on 17 December 2024, the date on which it comes into force, as the main standard of the Criminal Compliance and Anti-Corruption Management Systems, which in turn are integrated into the Corporate Compliance System as a whole.