

Policy for Conflict of Interest Prevention at OSSA

1. Introduction

The Ethical Code of UNDERGROUND WORKS S.A. (hereinafter, OSSA or the Company) imposes on employees the duty to avoid situations that may lead to a collision between their personal interests and those of OSSA.

2. Policy Overview

The purpose of this Policy, based on the aforementioned principle, is to prevent any actions by employees, executives, or members of OSSA's governing bodies that could interfere with the independent exercise of the Company's activities.

3. Scope

This Policy applies to all employees, executives, and members of OSSA's governing bodies and refers to both individual and joint actions carried out by or on behalf of the Company.

It is applicable to all companies within the OSSA group, including subsidiary companies and temporary business unions (UTE, joint ventures) in which the Company may have controlling interests.

This Policy encompasses all activities, processes, and relationships established by the Company and its employees at all levels, whether formally documented through contracts, policies, procedures, or similar means, or applied through customary or habitual practices.

4. General Requirements

A conflict of interest is understood to exist when an employee, executive, or member of a governing body included within the scope of this policy adopts measures or holds interests that could objectively and effectively hinder their work in the Company or jeopardize the Group's business objectives.

A conflict of interest arises when a situation, fact, relationship, etc., interferes with or influences the professional and independent judgment of an employee, executive, or member of a governing body.

Conflicts of interest may also occur when employees, executives, or members of governing bodies, as well as their families or close associates, receive undue personal benefits derived from the positions they hold in the Company.

Negotiations and Contracts with Third Parties

- ✓ No active or passive participation will be allowed in any agreements with third parties that could prioritize the third party's interests over those of OSSA.
- ✓ Interactions with third parties must be impartial and objective, free from financial, personal, or kinship biases.
- ✓ Direct or indirect involvement in managing any contract with family members or close associates is to be avoided.

- ✓ No remuneration will be received or provided to clients, suppliers, or any third party that might unduly favor or contravene OSSA's Gifts and Entertainment Policy.

Customer Service

- ✓ Relationships with customers will uphold the principles of equal treatment, objectivity, and transparency.
- ✓ Confidential information will not be disclosed to customers unless legally required, through court order, or when necessary for ordinary business relationships.
- ✓ Employees, executives, or members of governing bodies subject to this Policy will not assume responsibilities conflicting with OSSA's objectives.

Conflict Between Personal Interests and Those of Clients, Suppliers, or Third Parties

- ✓ If an employee's personal relationship with a client, supplier, or third party might influence their decisions, this relationship will be reported to the Compliance Committee. The Committee, in coordination with the higher authority, will determine measures to be taken, including potential disengagement of the employee from that particular activity.
- ✓ This rule applies whether the OSSA employee engages in any business with a third party to whom they have a personal or family relationship, or if the third party includes a family member or close associate who, in turn, has a personal relationship with an OSSA employee.
- ✓ No OSSA employee, executive, or member of a governing body shall work simultaneously for a competing company or one that may have conflicting interests.
- ✓ No OSSA employee, executive, or member of a governing body shall undertake work simultaneously with their role in the Company that could interfere with their ability to perform their duties. Likewise, they shall not utilize facilities, materials, confidential information, or any resources in external work or for personal activities.

Use of Position at OSSA for Personal Benefit

- ✓ OSSA's property or information, or one's position in the Company, shall not be utilized to gain personal profits for oneself, family, or close associates.
- ✓ Suppliers of the Company shall not be engaged for private work if it poses a detriment to OSSA.
- ✓ Personal business shall not be conducted, nor shall opportunities arising from one's position or influence at OSSA be utilized.

Purchases, Sales, and Other Transactions

- ✓ Only employees explicitly authorized will manage contracts and orders.
- ✓ Services to clients or requirements for suppliers will comply with the law and OSSA's internal regulations, without the application of subjective or personal parameters.

Shareholding

Should an employee, executive, or member of a governing body of OSSA, or their family or close associate, possess a significant shareholding in a company having any sort of



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relationship with the Company, this shall be reported to the Compliance Committee for appropriate decisions.

Actions to Take upon Detecting a Possible Conflict of Interest

- ✓ Should an OSSA employee detect a potential conflict of interest concerning themselves or someone within the Company, this shall be reported to the Compliance Committee.
- ✓ Likewise, if circumstances change for an employee, family member, or close associate that might lead to a conflict of interest, this shall also be communicated to the Compliance Committee.
- ✓ In the case of a potential conflict of interest, any action will be paused, disengaging the conflicted employee or individual until the situation becomes suitable, or a decision is made to eliminate or cease the action that caused it.

In San Sebastián de los Reyes (Spain), on May 06, 2025

D. Carlos Puente Costales

President