

ANTI-BRIBERY & CORRUPTION POLICY

Bribery and corruption is never acceptable

1 Principle

Ferrovial Agroman (Australia) Pty Ltd (FAAU) and Ferrovial Agroman (New Zealand) Limited (FANZ) are committed to conducting business honestly and to high ethical standards. All our employees, workers, agents and representatives at every level, our related body corporates, their employees, workers, agents and representatives at every level and all those associated with us, are required to behave ethically and with personal integrity, and to adhere to this policy.

We are committed to operating a zero tolerance policy towards bribery and corruption in all forms, whether directly or through third parties and wherever we work in the world. We will not participate in or support any form of bribery or corruption in any of our dealings.

Any breach of this policy will result in disciplinary action, and may in extreme cases result in instant dismissal and prosecution by the relevant authorities.

2 Prohibited Acts

In Australia and New Zealand it is a criminal offence under the Criminal Code Act 1995 (Cth) and the Crimes Act 1961, respectively, to offer, promise, provide, request or accept a bribe.

As Ferrovial group of companies do business in the UK, the UK Bribery Act needs to be complied with in all jurisdictions in which we operate, including Australia and New Zealand. It is a criminal offence in the UK under the UK Bribery Act 2010 for a company to fail to prevent bribery committed on its behalf.

Bribery is when a person offers, promises or gives a financial (or other) advantage to another person with the intention of influencing them or persuading them to act improperly or rewards a person for acting or not acting on a matter or in a certain way. Bribes may not always involve handing over cash. The giving or receiving of gifts, hospitality or entertainment can be bribes if they are intended to influence a business decision. Bribery can take many forms and if you suspect a situation may involve bribery, an action must be taken immediately.

Corruption is the misuse of a position of power for personal gain.

We prohibit all facilitation payments, even where permitted under local laws. A facilitation payment is a payment or gift made in order to speed up or facilitate the performance of a task which is standard or to which the business is properly entitled.

Bribery can result in criminal prosecution, with any individuals involved facing heavy fines or even imprisonment. For organisations, bribery can lead to loss of existing business, being excluded from bids and severe financial consequences.

You must immediately report bribery or attempted bribery in accordance with clause 4 of this Policy and you must do so even if you only suspect bribery or attempted bribery.

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3. Gifts and Hospitality

Giving and receiving gifts and hospitality can enhance understanding and relationships in business life. However if excessive, they can be used to exert improper influence on decision makers and may amount to bribery. You should never request a gift or hospitality of any kind from a business partner.

General Principles

Gifts and hospitality:

- must not be given or received in cash or cash equivalent (e.g. vouchers)
- given or received must not create an obligation or expectation of something in return
- given or received must not be so frequent or lavish as to suggest impropriety

Acceptable Gifts and Hospitality

As general guidance, gifts and hospitality that can usually be given or received without prior approval include:

- occasional meals with someone with whom we do, or may do business
- occasional attendance at sports, theatre and other cultural events
- gifts of nominal value (e.g. pens, calendars or small promotional items)
- seminars, conferences, training or briefing events

Unacceptable Gifts and Hospitality

Unacceptable gifts and hospitality include:

- giving or receiving any gift or hospitality which would be illegal
- giving or receiving any gift or hospitality intended to influence the recipient in how he or she will carry out a job or official duty
- gifts or hospitality given to or received from parties engaged in a tender or competitive bidding process
- gifts, given or received, of cash or cash equivalent (e.g. gift certificates, loans, shares, share-options etc.)
- the payment of travel or travel related expenses for government officials
- gifts or hospitality, given or received, which is offered for something in return
- gifts or hospitality, given or received, which you or someone else pays for personally to avoid having to report or seek approval
- gifts or hospitality, given or received, which would be seen by third parties as extravagant, and would cause embarrassment if the details became public

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Gifts and Hospitality where approval and registration is required

Approval is required from the National Commercial Manager for:

- any gift or hospitality (given or received) in excess of AUD \$100 or equivalent local currency
- any gift or hospitality (given or received) for less than AUD \$100 or equivalent local currency which is given to or received by the same provider more than once in any one year

The FAAU and FANZ Managing Director is to approve any gift or hospitality (given or received) by the National Commercial Manager in excess of AUD \$100.

All gifts and hospitality of a value in excess of AUD \$50, whether given or received, are to be recorded on the Gifts and Hospitality Register maintained by the National Commercial Manager. For each Project, the Project Director is to maintain a centralized Register of all gifts and hospitality of a value in excess of AUD \$50. This is to be provided to the FAAU National Commercial Manager at least every 6 months and upon request.

Charitable and Political Donations

No donations, sponsorship or support to charities may be given to political parties, causes or campaigns by, or on behalf of FAAU or FANZ unless these have been approved in writing by a FAAU and FANZ Board of Directors.

4 Reporting Concerns

This policy cannot anticipate all situations or questions. It is the responsibility of all employees to request information and guidance when addressing new or unusual situations.

You can report any concerns or issues regarding compliance with this policy to any of the following:

- your line manager
- the senior manager responsible for your project or functional area
- FAAU Managing Director
- FAAU National Commercial Manager
- FAAU Business Development Director
- FAAU HR Manager
- FAAU Legal Director
- Ferrovial Ethics Line www.ferrovial.com/en/ethics-box

Ferrovial Agroman FAAU and FANZ have established an email address (faaunz.compliance@ferrovial.com.au) to respond to questions and concerns about business compliance and conduct.

Ferrovial FAAU and FANZ will not tolerate any discrimination or retaliation of any kind against anyone who in good faith reports any wrong-doing. You will not be penalized for reporting in good faith any wrong-doing (e.g. bribery and any other criminal acts), even if after the investigation you were found to be mistaken. Upholding this policy in this way will not harm your career or your relationship with your colleagues.

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5 Communication and Training

This policy and any updates will be communicated to all people employed by FAAU or FANZ at regular intervals. This policy will also be communicated to stakeholders, including our customers, suppliers and business partners as and when required.

6 Anti-Corruption Committee

A Committee shall be established under the chairmanship of the FAAU and FANZ Managing Director or his/her nominee to ensure that this policy is complied with throughout the organisations. The Committee shall monitor compliance with the policy across all business divisions, projects, and group functions, ensure that best practise is shared, and that support and operational procedures are in place, maintained and audited in the business divisions, projects and group functions.

The Committee shall comprise the FAAU and FANZ Managing Director or his/her nominee, National Commercial Manager, Business Development Director, Legal Director and the HR Manager together with any other person appointed by agreement of the Committee.

7 Implementation

FAAU and FANZ Managing Director is responsible for the implementation of this policy and other related policies and procedures, including the communication and detailed interpretation, risk assessment, monitoring and any disciplinary action in response to an apparent breach of this policy. The Legal Director is responsible for maintaining and reviewing this policy. The National Commercial Manager is responsible for clarifying and resolving general issues with the assistance of the Legal Director if required due to complexity of the issue. The National Commercial Manager will also oversee any audit of policy compliance which may be considered necessary.

The Managing Director is to report on compliance with this policy, at least annually, to the FAAU and FANZ Board of Directors.

This policy is to be read in conjunction with applicable Ferrovial Corporate policies, including but not limited to:

- Ferrovial Corporate Code of Ethics
- Ferrovial Corporate Anticorruption Policy
- Ferrovial Corporate Gift and Hospitality Expenses Procedure

Adherence to the principles outlined in this policy is a condition of working with Ferrovial Agroman Australia and Ferrovial Agroman New Zealand. This applies to everyone who works for us or under our control including employees, consultants, subcontractors and suppliers.

Enrique Blanco Gomez, Managing Director

18th May 2017

Ferrovial Agroman Australia Pty Ltd (FAAU) is a subsidiary of Ferrovial Agroman International (FAI), the global construction arm of the Ferrovial Group of companies. FAI operates around the world and is headquartered in Madrid, Spain. FAAU operates in Australia and New Zealand - project managing, designing and constructing buildings and civil and mechanical infrastructure.