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ISSUING DEPARTMENT:

Compliance


ADDRESSEES:

All the employees of Spanish Transfesa Group companies

DISTRIBUTION:

Via corporate Intranet and Welcome Pack (for new employees)

CONTROL OF AMENDMENTS			
REVISIONS	REASON FOR REVISION	DRAFTED BY	APPROVED BY
A (20/06/16)	Initial issue	Compliance	Board of Directors
B (26/10/17)	Change of format	Compliance	n/a
C (06/04/18)	Inclusion of external reporting channel, annexes' update.	Compliance	Board of Directors – creation of the channel
D (22/12/22)	Inclusion of new offenses	Compliance	Board of Directors

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I. Crime Prevention Policy

This Crime Prevention Policy is applicable to TRANSFESA LOGISTICS, S.A. (hereinafter TRANSFESA), and to the companies listed in Annex 1 which, by decision of their Management Board, have been adhered to this policy.


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For clarification purposes, the following definitions that determine the scope of this Policy are described:

- a. TRANSFESA LOGISTICS, S.A.: TRANSFESA
- b. Adherent Companies: Adherent Companies to this Policy by decision of their Management Board and listed in Annex 1.
- c. Persons associated to TRANSFESA and adherent Companies: natural or legal persons with whom TRANSFESA and adherent Companies are usually related. Including without limitation, in this definition are included TRANSFESA and adherent Companies employees and entrepreneurs (individual or collective, and their employees) who are not part of TRANSFESA or adherent Companies, but have commercial relations or linkages, for example, a services agreement, or associative agreements, with or without legal personality (e.g., joint venture), whose management depends on TRANSFESA and adherent Companies.
- d. Crime Prevention Policy or Policy: Provisions contained in this text.
- e. Crime Prevention Manual or Manual: Description of the organisational measures and procedures designed to give effectiveness to the Crime Prevention Policy.
- f. Model of Crime Prevention: Documents defined in paragraphs d and e, which form the essential basis of the measures taken by TRANSFESA and adherent Companies for the offence prevention.

This Policy helps to ensure the compliance of the established requirements in the Spanish Criminal Code regarding the necessary existence of appropriated surveillance and control measures to prevent offences.

Notwithstanding the foregoing and to avoid misunderstandings, it is responsibility of all (natural or legal) persons associated to TRANSFESA and adherent Companies to ensure the compliance of the

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Control Body principles and the surveillance of potentially illicit behaviours from a criminal perspective.


This paper briefly discusses several criminal offences that, according to Criminal Code art.31 bis, can be imposed on legal persons in Spain.

For the sake of clarity and in accordance with the purposes stated in the Manual, the Control Body shall comply with the established requirements in the Spanish Criminal Code, which unavoidable existence is based not only on the current wording of the Criminal Code art. 31 bis, but also on the Organic Law 1/2015 (published in the Cortes Generales Official Gazette on 30 March 2015), as a "sine qua non" requirement for the purpose of opting the criminal liability exemption on legal persons.

Likewise, it is essential to bear in mind that such offences, which details will be given below, are not all the offences contained in the Spanish Criminal Code and it is the obligation of each person to know the laws that apply to them and to comply with them.

The analysed offences and, by extension, the criminal liability of the legal persons in Spain, will be evidenced by the offences committed in the name or on behalf of legal persons, and for their direct or indirect benefit, by their legal representatives or by those who, acting individually or as a member of an organ of the legal person, are authorized to make decisions on behalf of the legal person or have the powers of organisation and control within it.


In this same regard, legal persons are also criminally liable for the offences committed in the exercise of corporate activities and on their behalf and for the direct or indirect benefit, and by those who, being subject to the authority of the natural persons mentioned above, have been able to carry out acts because they have failed to comply with their duties of supervision, vigilance and control of their activity according to the specific circumstances of the case.

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It's therefore established that TRANSFESA and adherent Companies are liable for criminal acts committed by third parties or external partners, indicating in this sense that the omission by TRANSFESA and adherent Companies of due control over the partner subject to business hierarchy (without the latter's employment relationship with TRANSFESA or adherent Companies being necessary) shall be sufficient for the Organization to be directly affected by the commission of the offense by third parties (e.g. suppliers of goods and services, Temporary Staffing Agencies workers, etc.).

Thus, the application of this Policy may be extended, in whole or in part, to any natural or legal person that is related to TRANSFESA and adherent Companies on a stable basis, whenever the specific existing circumstances so advise, to ensure the law enforcement and the exercise of due diligence.

This Crime Prevention Policy, along with the Crime Prevention Manual, make up the Crime Prevention Model of TRANSFESA and adherent Companies, and from the application of which other measures and documents such as the Crimes Catalogue derive.

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II. Offences applicable to legal persons

The offences, of which any legal person could be criminally liable are described below, not being this analysis nor detailed or closed, because there may be other ways to incur in these types of crimes.

The articles of the Criminal Code are not reproduced in full or in their entirety and it`s the obligation of each person to be duly informed of the laws and their enforcement.

In addition, it must be taken into consideration that the legal persons (in accordance with the current Organic Law 1/2015 and the Organic Law of the Judiciary) will not only be liable for the actions or omissions that occurred in Spain, but also for what happened in any other country if certain premises are met.

Lastly, what is expected from the persons associated with TRANSFESA and adherent Companies, whether they are employees or third parties dealing with TRANSFESA and adherent Companies?


In order to meet the provisions of the Criminal Code they are expected to comply scrupulously with the provisions set out therein.

1. Offenses against the Exchequer and the Social Security

Articles 305 to 310 of the Criminal Code cover the typified behaviours as swindling Public Treasury and Social Security.

2. Discovery and revelation of secrets

Art. 197 of the Criminal Code details the different typified behaviours as offences in terms of discovery and revelation of secrets. Anyone who violates the physical and IT security measures to

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obtain proprietary information as well as those who, without collecting these data illegitimately, use, modify or disclose recordings or captured images without the consent of the person affected will be punishable.

3. Offenses related to the market and consumers

Articles 278 to 286 of the Criminal Code bring together various behaviours that, to a greater or lesser extent, may incur or cause some kind of breakdown to free market or to consumer rights.

4. Swindling

The Criminal Code includes in Art.248 and following articles the swindling offence, which punishes those who, for the purpose of enrichment, deceives another person to carry out any act of economic disposal to their own detriment or to the detriment of a third party.


Likewise, computer manipulation that causes such deception and the consequent transfer of assets, as well as the creation, introduction, possession or facilitation of a computer program for this purpose will be also punishable.

5. Corruption between private individuals

The offence of corruption between private individuals, regulated in article 286 bis of the Criminal Code, was transposed into Spanish legal system - as a new criminal type- with the reform carried out in 2010. This new regulation's target is to reach behaviours that unduly favour another person in the purchase or sale of goods, or in contracting of services or trade relations.

6. Corruption

While the corruption offence is initially intended for public officers and/or civil servants who incur in the typified behaviours as offence (Art.419 and following of the Criminal Code) it has to be taken into account that the criminal legislation also punishes, through Article 424, individuals who offer or give a gift or any kind of retribution to a public officer and/or civil servant or person involved in the exercise of public functions to perform an action contrary to the duties inherent to his or her

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position or an action related to his or her function, to not carry out or delay the action that should be practiced or, merely give these gifts or retributions to the public officer or civil servant in accordance to his/her position or function.

7. Offenses of corruption in international commercial transactions

It is regulated in Article 445 of the Criminal Code and is applied in cases of corruption between an individual and a foreign public officer and/or civil servant or an international organization, in the framework of an international economic transaction.

8. Influence peddling


These types of offences are regulated by articles 428 to 431 of the Criminal Code. The behaviours that are criminalized are those aimed at influencing a public officer or civil servant by taking advantage of any situation derived from their personal relationship to obtain a decision that may directly or indirectly generate and economic benefit for themselves or for a third party.

9. Illegal funding of political parties

Art. 304 bis and 304 of the Criminal Code (according to Organic Law 1/2015) punish gifts or contributions anonymously, assigned or revocable to a political party, federation, coalition or grouping of readers as well as the donations from legal persons.

10. Punishable insolvency

While Art. 257 and following of the Criminal Code include both asset concealments and punishable insolvencies, for purposes of this Policy, both criminal types will be separated. Thus, the regulation of the bankruptcy-related crimes combines two requirements: (i) to facilitate an appropriate criminal response to cases of actions in breach of the duty of care in the management of economic affairs that occur in the context of an economic crisis of the subject or company and that endanger the interests of creditors and the socio-economic order or are directly causative of the bankruptcy; and (ii) to provide sufficient certainty and security in the determination of criminal behaviours, i.e,

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those contrary to the duty of care in the management of economic affairs that constitute an impermissible risk.

11. Felonies related to prostitution and corruption of minors

These offences are regulated jointly in Chapter V, more specifically in Art.187 and following. As stated in those articles, actions that are carried out in favour of adult prostitution when there is violence, abuse, need and / or there is a profit to be made through such exploitation are criminalized. Similarly, those provisions regulate the intervention of minors in such activities.

12. IT damages

Articles 264, 264 bis and 264 ter of the Criminal Code specifically punish anyone who, by any means, without authorization and gravely, damage, deteriorate, alter, suppress or render inaccessible IT data, software programs or electronic documents as well as those who have behaviours intended to hinder or interrupt the functioning of an information system, by inputting, transmitting, damaging, deleting, deteriorating, altering, suppressing or rendering inaccessible IT data, provided that, in both cases, a serious result is obtained.


13. Unlawful obtaining or trafficking in human organs

These types of offences defined in Art. 156 bis of the Criminal Code are referred to those actions that promote, favour, facilitate or publicise the unlawful obtaining or trafficking in human organs or their transplantation.

14. Felonies against intellectual and industrial property

This type of offence is regulated in Arts. 270 to 277 of the Criminal Code and describes any possible behaviour that in any manner poses a threat against scientific or artistic works (including IT programs) or trademarks and patents of a product.

15. Offenses concerning organisation of the territory and town planning

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This type of offence is regulated in Arts. 319 and 320 of the Criminal Code and applies to unauthorised building works on land or public property or places that have been recognised as having landscape, ecological, artistic, historic or cultural value or that have been deemed worthy for special protection.

16. Offences related to nuclear energy and ionising radiations

This type of offence is regulated in Art. 343 of the Criminal Code and comprises actions that punish whoever for tipping, emission or release into the air, ground or water, of a quantity of materials or ionising radiation that endangers the life, integrity, health or assets of one or more persons.


17. Offences caused by explosives and other agents

This type of offences is regulated in Arts. 348, 349 and 350 of the Criminal Code and is related with explosives, ozone depleting substances, flammable or corrosive, toxic or asphyxiating substances, or any other materials that may cause havoc, in contravention of established safety regulations, endangering the life, physical integrity or health of people or the environment.

18. Felonies against natural resources and the environment

This type of offences is regulated in Arts. 325 and 326 of the Criminal Code and punishes whoever, directly or indirectly causes or makes actions in the ground, the atmosphere, the subsoil or the surface water, ground water or sea water, in contravention of laws or general provisions, that may seriously damage the balance of the natural systems or health of individuals.

Whatever acts involving waste or residues which are toxic or hazardous and that may seriously damage the balance of natural systems or health of individuals, as well as the exploitation of installations where a hazardous activity is perpetrated or where hazardous substances are stored or used, that cause or might cause death or serious injury to persons, or substantial damage to the air, soil, water, or animals and plants, are also punishable.

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Likewise, it also punishes those who, when assembling, transporting, recycling, eliminating or recycling waste, seriously endanger the life of persons, or the air, ground or water or animals and plants.

19. Money laundering and receiving stolen goods

Chapter XIV jointly regulates the offense of receiving goods and money laundering. Thus, whoever, with a profit motive and with knowledge of the commission of a crime against property or the social-economic order, without being the principal or accomplice, helps those responsible to take advantage of the effects thereof, or receives, acquires or conceals those effects, will be liable of the offence of receiving stolen goods. Furthermore, the possession, use, conversion or conveyance of goods obtained through the commission of a crime or misdemeanour that have previously been received, acquired or concealed is criminalised as money laundering.

20. Terrorist financing offenses

Articles 576 and 576 bis of the Criminal Code criminalize as offence the direct or indirect financing of terrorism by means of providing, deposit, distributing or collecting funds or assets, by any means, with the intention of using them, or knowing they shall be used, fully or partially, to commit any of the felonies related to terrorism or to deliver them to a terrorist organisation or group.


21. Public health offenses

This type of offence, regulated in the Chapter 111 of the Criminal Code, is referred to those actions related to drugs, narcotic drugs or psychotropic substances' trafficking.

22. Forgery of currency and tax stamps

This type of offences is regulated in Articles 386 and 387 of the Criminal Code.

23. Offenses committed in the exercise of fundamental rights and public freedoms guaranteed by the Constitution

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This type of offences is regulated in Articles 510 and 510 bis of the Criminal Code.

24. Trafficking in human beings

This type of offences is regulated in Article 177 bis of the Criminal Code.

25. Offences against the rights of foreign nationals

This type of offences is regulated in the Art. 318 bis of the Criminal Code and applies on clandestine immigration of workers.

26. Forgery of credit and debit cards and travellers' cheques

Article 399 bis of the Criminal Code criminalises those activities that alter, copy, reproduce or forge credit or debit cards or travellers' cheques.

27. Smuggling


This type of offences is typified in Art. 2 of Organic Law 12/1995, dated December 12th on the Repression of Smuggling and punishes non-compliance with customs and foreign trade requirements.

28. Embezzlement

This kind of offences are defined in Art. 432, 433 bis and 435 of the Criminal Code and punishes public officers and/or civil servants who misappropriate or mismanage public money or carry out false accounting. Private legal persons could only commit this offence as instigators or co-operators.

29. Sexual harassment

This type of offence is regulated in Art. 184 of the Criminal Code and punishes anyone who requests favours of a sexual nature in the context of an employment, teaching or service provision relationship, and through such behaviour causes the victim to be intimidated, hostile or humiliated.


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30. Degrading treatment

Article 173 of the Criminal Code criminalises this offence and punishes anyone who inflicts degrading treatment on another person, within the scope of any employment or public officer and/or civil servant relationship and taking advantage of his or her relationship of superiority, repeatedly carries out hostile and humiliating acts that involve serious harassment of the victim.

31. Sexting

Article 197.7 of the Criminal Code regulates this offence which punished anyone who, having received intimate images or audiovisual recordings of a person, disseminates, discloses or transfers them to third parties without that person's consent.

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III. Control Body

In order to ensure the effective compliance of this Policy, TRANSFESA and adherent Companies have a Control Body, which is responsible for criminal prevention and which will be in charge of ensuring the effectiveness of this Policy through the implementation of the different measures contained in the Crime Prevention Manual.

Any person should immediately contact any of the members of the Control Body if they have any doubts on how to implement this Policy, or become aware of individual or collective behaviours or activities that may occur in the context of TRANSFESA and adherent Companies' operations, which may constitute an infringement of its terms, regardless of whether such behaviours have been ordered or requested by a superior.

Any employee or third party related to TRANSFESA and adherent Companies may contact the Control Body at the following e-mail address:

compliance@transfesa.com

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IV. Communications

For the purposes of the effective application of this Policy, TRANSFESA and adherent Companies have set up internal and external reporting and communication systems. Therefore, any queries, comments and complaints from employees or third parties in terms of crime prevention can be made through this channel of the Organization, acting at all times in accordance with the existing regulations, including the Code of Conduct and the Internal Procedure for filing a complaint - Whistleblower Channel. There are two main channels of complaint:


Email address: compliance@transfesa.com

External complaints channel: <https://www.bkms-system.net/grupotransfesa>

Whatever the case, all employees are obliged to immediately use the channels provided for this purpose when they have doubts on how to implement this policy, or become aware of individual or collective behaviours or activities that may occur in the context of TRANSFESA and adherent Companies' operations, which may constitute an infringement of its terms, regardless whether such behaviours have been ordered or requested by a superior. In particular, both employees and third parties may contact the Control Body through the channels indicated above.


All queries, comments or complaints regarding criminal prevention should be handled by the Control Body under the terms described in this Policy and developed in the Crime Prevention Manual, as well as in the Internal Procedure for dealing a complaint – Whistleblowing Channel, if applicable.

In any case, TRANSFESA and adherent Companies shall ensure that the channels of communication with the Control Body are safe, equipped with the measures required by the Spanish law on Personal Data Protection, so that confidentiality of the identity of those making use of them is guaranteed, and that no reprisals are taken against them when they are using them in good faith.

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Annex 1: Adherent Companies to the Crime Prevention Policy

Company	Date of adhesion	Administrative Organ that has formalized the adhesion
Transervi, S.A.	June 20th, 2016	Joint Administrators
MDL Distribución Logística, S.A.	June 20th, 2016	Joint Administrators
Compañía Aragonesa de Portacoches, S.A.	June 20th, 2016	Board of Directors
Sociedad de Estudios y Explotación Material Auxiliar de Transportes, S.A.	June 20th, 2016	Board of Directors
Pool Ibérico Ferroviario A.I.E	January 23th, 2018	Sole Administrator

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Annex 2: Adherence to the Crime Prevention Policy by Transfesa`s and adherent companies` employees (See Annex 1)

Formal declaration of compliance with the Crime Prevention Policy

By means of this document, the undersigned hereby acknowledges having received the Crime Prevention Policy of TRANSFESA and the adherent Companies, having read it and agreeing with its contents:


Therefore, declares to be committed with its content and to develop the specified behaviours set out therein.

This Crime Prevention Policy regulates transcendental matters for TRANSFESA and the adherent Companies and, therefore, failure to comply with this Policy can lead to serious consequences in the labour field.

Name of the Employee:

Signature:

Date of declaration:

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Annex 3: Adherence to the Crime Prevention Policy by third parties related to TRANSFESA and adherent companies.

Formal declaration of compliance with the Crime Prevention Policy

By means of this document, the undersigned acknowledges having received the Crime Prevention Policy of TRANSFESA and adherent Companies, having read it and agreeing with its contents:

Therefore, declares to be committed to its content and to develop the specified behaviours set out therein.

This Crime Prevention Policy regulates transcendental matters for TRANSFESA and adherent Companies and, therefore, failure to comply with this Policy can lead to associated serious consequences in the contractual relationship, including the termination of the contract.

In addition to the above, the undersigned has not been convicted by final judgement or been involved in corruption cases, criminal proceedings or lawsuits for crimes of corruption in business, bribery, influence peddling or money laundering. If not, he/she undertakes to submit related information in order to analyze the seriousness of the event.

Name of the Third Party:

Signature:

Date of declaration: