**ETHICAL CODE**

**OF FERROCARRILS DE LA GENERALITAT DE CATALUNYA AND ITS MERCHANT COMPANIES**

**December 2020**

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**PRESENTATION BY THE PRESIDENT**

**The path to excellence**

We are immersed in a more demanding society than ever. An environment that forces us to seek transparency, traceability, plurality, equality and public integrity, and at the same time pushes us to be critical of ourselves and align ourselves with a shared ethical culture.

Ferrocarrils de la Generalitat de Catalunya has been a leading public company in the transposition of ethical culture into its governance mechanisms. An example of this was the approval, on 30 March 2017, of our first Ethical Code by the FGC Board of Directors. All of it was derived from the 2016-2020 Social Responsibility Action Plan. We therefore had a living, capable standard, which led to the creation of an Ethics Committee that applied the written standard into day-to-day practice. A truthful statement of principles: creating the instruments to move from words to facts. Taking action without delay.

However, that Ethical Code, as a living standard with more than 3 years of life, deserved a revision, not only as a result of its implementation and practicality, but also to adapt it and respond to new arising challenges. Living standard, *ergo* standard that needs to be updated, simplified and made useful.

In this sense, FGC now makes available to its staff and other stakeholders, through the corporate website and the Staff Portal, the Ethics Committee as an advisory body to resolve any doubts that may arise from the interpretation of our code, and the Compliance Channel as the means to communicate non-compliance or infringement of its content.

This Ethical Code must make us demanding with ourselves and with others, and proclaim that we are committed to integrity and transparency, respectful towards the laws and regulations that apply to us, and that our decision-making processes are the result of reflection in accordance with ethical principles. It must also serve to defend its workers and the company itself when necessary in the face of false accusations and insinuations without real basis.

We are public servants of a public company. Each and every one of us must feel reflected in the values that are preached in it, and so we must let others know, as this is the identity of FGC.

We are, as FGC has always been since its inception in 1979, committed to an ethical culture which is the brand that defines the way our team of more than 2,000 women and men work.

We continue to move forward with seamless work on the path to excellence.

Ricard Font i Hereu

President

Ferrocarrils de la Generalitat de Catalunya

**BACKGROUND**

Law 19/2014 of 29 June on Transparency, access to public information and good governance establishes a mandate for the Government to draw up a code of conduct for its senior officials that specifies and develops ethical principles and rules of conduct in accordance to which

they must act.

The Government Agreement of 3 June 2014 commissioned the Department of Governance and Institutional Relations to design, develop and manage the Plan for the reform of the Administration of the Generalitat de Catalunya and its public sector. This Plan considers ethics as one of its pillars and provides for the development of the ethical infrastructure through codes of integrity and good practices and a management framework that allows for evaluation and accountability.

Government Agreement 82/2016 of 21 June approving the Code of Conduct for Senior Officials and Management Personnel of the Administration of the Generalitat de Catalunya and its public sector entities, and other measures in the field of transparency, stakeholders and public ethics, contains the ethical principles and rules of conduct that must be respected by senior officials and management staff of the Generalitat Administration and its public sector, while giving the Code a consideration of minimum standard that may be specified and developed by specific or sectoral codes that may be approved, if applicable, in the different areas or entities.

At our internal level, the Framework of Reference for the Social Responsibility Action Plan 2016-2020, approved by Ferrocarrils de la Generalitat de Catalunya on 7 September 2016, establishes ethics and good governance as the first objective of FGC's action in its Social Responsibility Action Plan.

The same document reformulates the mission, vision and strategic lines of FGC by decisively incorporating ethical behaviour.

This firm position is materialised in Programme 1 FGC Ethics and Transparency, which includes the project 'Construction of a business ethics infrastructure', providing for the development of a code on ethics and good governance that includes procedures, channels, guarantee systems, monitoring and evaluation of the code and also of the global operation of the infrastructure that guarantees the ethical behaviour of FGC.

In October 2016, a working group was created, where people from various areas of the company are integrated with the task of developing the project and drawing up a proposal for a business ethical infrastructure.

On 30 March 2017, the Board of Directors of Ferrocarrils de la Generalitat de Catalunya approved the first version of the Ethical Code.

**Mission, vision and strategy**

**Mission**

The mission of Ferrocarrils de la Generalitat de Catalunya is:

Contributing to the improvement of the mobility of our clients, to the territorial balance of Catalonia, and to the development of the mountain areas promoting their demographic and economic impulse through a management of the services and infrastructures entrusted that applies organisational and economic autonomy based on criteria of profitability, efficiency, productivity and ethics.

**Vision**

Based on its mission, the future vision of Ferrocarrils de la Generalitat de Catalunya is formulated:

Becoming the leading Catalan public company at mobility, tourism and leisure services for its innovation, safety, ethical behaviour and contribution to the social, environmental, economic and territorial balance of Catalonia.

**Strategy**

The strategy for moving forward with our vision of the future aims at:

Maximising the global value and reputation of Ferrocarrils de la Generalitat de Catalunya through the following lines of action:

* The satisfaction and trust of our customers and interlocutors.
* The optimisation of the resources entrusted to us by society, making efficient and responsible use of them.
* The participation and commitment of all FGC people with business results, ethics and social responsibility.

**FGC STAKEHOLDERS**

Stakeholders are the groups (entities and individuals) that may be (significantly) affected by the activities of FGC, its business units or its invested companies.

Satisfying in a balanced way all these people and entities who have legitimate interests in the activity of FGC is the way to achieve high levels of trust, and also embodies one of the core ideas that define our responsibility as an organisation.

Our Social Responsibility Action Plan Framework sets out as FGC stakeholders:

* Customers.
* Staff.
* Supplier companies.
* Administration.
* The country, the territory and society.

Additionally, this Ethical Code will apply to public bodies that, in the exercise of their activity and functions, interact with FGC, its business units or its invested companies.

To the extent that, in each case that it is required, the stakeholders of FGC must be registered in the Register of Interest Groups of Catalonia in accordance with the provisions of Law 19/2014 of 29 December on Transparency, access to public information and good governance.

**THE FGC ETHICAL CODE**

1. **Legal nature of Ferrocarrils de la Generalitat de Catalunya**

Ferrocarrils de la Generalitat de Catalunya is a public law entity created by Decree of 5 September 1979, with its own independent legal personality, acting as a commercial company that enjoys autonomy in its organisation and its own assets, as well as full capacity for the exercise of its purposes.

Its relationship with the Generalitat de Catalunya is channelled through the Department of Territory and Sustainability.

1. **Object**

The purpose of this Ethical Code is to set out the principles, ethical values and rules of conduct that, in the exercise of their functions and the competencies assigned to them, must be observed by the persons included in its scope of application.

It also aims to establish the tools to control and monitor compliance with the ethical principles and rules of conduct set out in this Ethical Code and to determine the consequences of non-compliance.

Given the aforementioned, this Ethical Code aims at:

* Aligning the management of FGC with the rules of conduct established by the Generalitat de Catalunya in Government Agreement GOV/82/16 of 21 June.
* Establishing FGC’s ethical values and principles of action and good governance.
* Determining the rules of conduct and explaining the actions that people must observe.
* Providing for tools that resolve ethical conflicts according to the functions and competencies of the people included in its scope.
* Informing people of the conduct and treatment that they must receive from those obligated by this Code in their dealings with them.
* Ensuring ethical, responsible and efficient management.
* Creating a single compliance mailbox or channel for FGC and its invested companies, which guarantees confidentiality, allows the formulation of anonymous non-compliance communications, and guarantees non-retaliation to the person formulating the non-compliance communication acting in good faith.

1. **Scope of application**

The Ethical Code is mandatory for all people who are part of Ferrocarrils de la Generalitat de Catalunya and the invested companies Vallter SA, Autometro SA, Cargometro Rail Transport SA and FGCRAIL, SA, and those which may link to FGC in the future. Specifically, it is applicable to members of the Board of Directors, directors, workers, people who join through educational collaboration agreements, educational cooperation agreements, vocational training agreements (with alternation and dual), staff hired through Temporary Work Companies, and the rest of the people under hierarchical subordination to any of the above.

It also applies to suppliers of goods and services, tenderers and contractors to the extent that the business mission, vision and strategy may be applicable to them, and persons who form part of the Administrations or public entities in their relations with FGC, its business units or its invested companies. It also applies to people who join through educational collaboration agreements, educational cooperation agreements, alternating and dual vocational training agreements, and staff hired through Temporary Work Companies.

1. **Scope of dissemination**

Ferrocarrils de la Generalitat de Catalunya ensures that the Ethical Code is available to all interested parties through internal and external communication channels; in particular, through the Ethical Space and the Compliance Channel, with special emphasis on:

* The members of the Board of Directors.
* The people who form part of Ferrocarrils de la Generalitat de Catalunya and its invested companies mentioned in the Scope of dissemination.

FGC will ensure that all new entrants also know the Ethical Code, including people who join through educational collaboration agreements, educational cooperation agreements, alternating and dual vocational training agreements, and staff hired through Temporary Work Companies.

Ferrocarrils de la Generalitat de Catalunya will promote the training, information and awareness-raising actions that are necessary to promote knowledge of ethical principles and the Ethical Code.

1. **Character of the Ethical Code**

The Ethical Code is the basic internal standard that establishes the guidelines and action criteria that must be complied with by all the people of Ferrocarrils de la Generalitat de Catalunya, its business units and its invested companies.

No internal company regulations can go against this Ethical Code.

1. **Guiding principles of the Ethical Code**

Within the functions and competencies assigned to them, persons included in the scope of the Ethical Code must act in accordance with the following ethical principles:

* **Legality.** Guaranteeing respect for the principle of legality, enforcing it by ensuring compliance with the current legal system.
* **Institutional loyalty.** Complying with and respecting the legitimate exercise of the powers of the administrations, in particular the mandates of the Government of the Generalitat de Catalunya, the Parliament of Catalonia, and the institutions that depend on or are designated by the Parliament.
* **Sustainability.** Making compatible and ensuring that the activities do not compromise economic, social and environmental sustainability.
* **Equality.** Guaranteeing equal treatment of all persons, avoiding any discrimination on the grounds of birth, racial or ethnic origin, gender, sex, sexual orientation, religion, beliefs, opinion, disability, age or any other circumstance, and always acting objectively. Real and effective equality between women and men shall be guaranteed.
* **Impartiality.** Acting legitimately and taking decisions with impartiality, unconditioned by a conflict of interests. The position held shall be exercised without incurring a situation of conflict of interests, whether real, potential or apparent, and with an obligation to refrain from participating in matters where a conflict of interests may be incurred.
* **Objectivity.** Acting taking into account all the elements at stake and having weighed them properly, regardless of one's own way of thinking or feeling.
* **Integrity.** Acting in accordance with the values, principles and rules applicable in the exercise of office, without any misuse to obtain undue benefits.
* **Exemplariness.** Always acting in accordance with the principle of loyalty and good faith, contributing to the prestige, dignity, image and corporate reputation of FGC, without ever adopting behaviours or attitudes that could harm such image.
* **Austerity.** Making use of resources in the most rational way possible, avoiding or restricting the expenses that do not add value or have a positive impact on business results and objectives.
* **Transparency.** Proactively publicising information relating to all areas of business action and compliance with obligations, on a permanent and up-to-date basis, so that it is comprehensible to all people through dissemination tools that allow the wide and easy access to data.
* **Fight against corruption:** Communicating any action or reasonable suspicion on the commission of acts corrupt or contrary to current law, using, among other means, the compliance channel regulated in this Ethical Code.

Respecting the principles of the United Nations Global Compact (UN Global Compact), and based on the commitment made in 2005, the Ethical Code has been drafted taking into account their strict compliance.

Thus, the Ethical Code explicitly endorses the following principles:

* **Respect for human rights**

Ferrocarrils de la Generalitat de Catalunya protects and respects the universally recognised fundamental human rights within its sphere of influence and ensures that they are not complicit in the violation of human rights.

* **Respect for labour rights**

Ferrocarrils de la Generalitat de Catalunya guarantees freedom of association and the right to collective bargaining, as well as non-discrimination at work.

* **Respect for the environment**

Ferrocarrils de la Generalitat de Catalunya encourages and promotes environmental sustainability, environmental responsibility and the dissemination of environmentally friendly technologies and good practices.

* **Fight against fraud, favouritism and corruption**

Ferrocarrils de la Generalitat de Catalunya does not tolerate any act of corruption in any of the modalities it may adopt.

* **Accountability**

Ferrocarrils de la Generalitat de Catalunya subjects its action to the system of accountability, using the set of mechanisms that links its objectives, results and actions to the needs and interests that have been assigned to the company.

1. **Ethical principles and general rules of conduct**

The Ethical Code develops and specifies the following principles and rules of conduct:

* 1. **As for the exercise of office**
* Carrying out a management under organisational and economic autonomy based on criteria of profitability, efficiency, productivity and ethics of the services and infrastructures entrusted, in order to contribute to the improvement of the mobility of our customers, to the territorial balance of Catalonia and the development of mountain areas promoting their demographic and economic growth.
* Ensuring compliance with all applicable regulations (commercial, administrative, labour, tax, environmental, etc.), as well as with corporate policies and instructions.
* Guaranteeing security in our activities and services. Safety in the provision of the service must be the first priority and an ethical duty, which is the basis of the quality and efficiency of FGC.
* Applying all the principles of action and conduct contained in the Ethical Code in public procurement approved by the Government of the Generalitat de Catalunya and in the internal regulations of FGC.
* Guaranteeing equal opportunities in the selection of staff based on the system of merit and capacity of candidates to occupy a job and in accordance with the legal provisions in force at any given time and the applicable collective agreements. Notwithstanding, percentage reservations can be made for people with functional diversity in some selection processes.
* Promoting a framework of labour relations subject to trust, transparency, dialogue and respect that facilitates the understanding and search for solutions, in order to find points of agreement and consensus between business needs and staff interests, legitimately represented by the Works Council or staff delegates to advance towards the highest degree of co-responsibility in labour relations.
* Ensuring that the processing of personal data is carried out in such a way as to preserve privacy and compliance with applicable legislation, as well as confidentiality of the strategic business data generated.
* Executing the assigned tasks diligently and professionally.
* Being responsive to the concerns of different stakeholders.
* Promoting good practices in environmental matters, according to the policies and procedures of the environmental management systems implemented in FGC, as well as to the different instructions regarding waste management, emissions, resource consumption, water cycle, etc.
  1. **Regarding the use of company resources**
* Using the company’s resources in accordance with the principles of legality, efficiency, equity and effectiveness, making them compatible with the principle of sustainability.
* Restricting spending, as a consequence of the principle of austerity defined in the guiding principles.
* Refraining from using the information obtained during the exercise of office for personal gain.
  1. **As for interaction with the company's employees**
* Showing due respect and dignity to the employees of the company with whom you interact, as well as respect for the tasks and responsibilities assigned to them.
* Complying with and enforcing the provisions or protocols in force in relation to situations of discrimination in the workplace and, in particular, those relating to situations of sexual and/or psychological harassment, and ensuring fair treatment that does not involve any kind of discrimination.
* Being proactive at the prevention of occupational hazards, seeking to create a safe and healthy work environment.
* Ensuring that interactions with employees are developed at times that allow -in terms of equal opportunities- professional development, compatibility between work and personal life, and the improvement of quality of life.
* Promoting the professional development of employees by encouraging continuous training, innovation and the exchange of knowledge.
* Disseminating among the employees the guidelines, instructions and criteria approved in order to facilitate their knowledge and compliance, and the diligent execution of their tasks.
  1. **As for private action and conflict of interests**
* Guaranteeing a professional, independent action unconditioned by conflicts of interests, in order to serve with the maximum effectiveness, efficiency and objectivity the general interests of citizenship.
* Refraining from factual or possible conflicts of interest.

Abstention shall be communicated to the hierarchical superior of the person who is involved in any cause that may lead to his/her abstention, so that, in accordance with the provisions of article 23 of Law 40/2015 of 1 October on Public Sector Legal Regime, another person of the same level who is not affected by any circumstance of conflict of interest may be designated, being thereon the one to make the corresponding decisions in accordance with the principles of the Ethical Code.

In case of doubt about the existence of a conflict of interests, abstention shall always be chosen.

* Do not ever invoke the status of director or employee of FGC for your own benefit or that of related persons.
* Refrain from accepting, receiving, requesting, delivering, offering or promising gifts and donations from or to individuals, suppliers, public or private entities, except for non-commercial displays of courtesy and commemorative, official or protocol objects that may be delivered by reason of position.

In the latter case, the non-commercial samples of courtesy and the commemorative, official or protocol objects that may be received will be made available to FGC, which will report and establish their use at the Transparency portal of FGC.

Advantageous deals of any kind may not be accepted either, except for those derived from the protocol rules and the exercise of office, as well as invitations to cultural events or public performances when they are due to the office held.

* Refrain from accepting advantageous deals of any kind, and invitations to cultural events or public performances when they are due to the quality of managerial position or FGC employee. Benefits established in collective agreements or supported by collaboration agreements between FGC and other entities are excepted.
* Accept only the payment of travel, trip and accommodation by other public administrations or public entities dependent on them, universities, or non-profit organisations, when you are officially invited to an event related to your responsibilities by reason of your position. Any invitation of this kind must be made public, mentioning the entity, the place and the reason for the invitation.
* Refrain from accepting payment for travel, trip or accommodation by a private company or entity, or an individual. Transfer regulated by a collective agreement or considered as a part of the execution of a contract or a collaboration agreement between FGC and other entities is excepted.
* When persons who are subject to this Ethical Code suspect that they are being offered or promised undue benefits, they must take the following actions to protect themselves:

1. Rejecting the undue advantage. It is not necessary to accept it for evidence.
2. Attempting to identify the person who made the offer for the purpose of informing the person in charge of good corporate governance at FGC.
3. Avoiding long interactions with the person who is making an irregular offer; however, finding out the reason for the offer may be useful as a means of proof.
4. If the gift cannot be rejected or returned to the sender, it must be kept, but with the least possible manipulation.
5. When possible, look for witnesses such as colleagues working nearby.
6. As soon as possible, communicate the attempt to the hierarchical superior and to the person in charge of good corporate governance at FGC.
7. As soon as possible, inform about the attempt to the person in charge of good corporate governance at FGC.
   1. **As for interaction with customers**
      1. With customers of our transport and leisure services.

* Treat customers with respect, paying attention to their personal characteristics and needs.
* Inform, when customers require it, of the characteristics and operation of the service, the incidents that affect them, the existing offer of titles, and the current conditions of use.
* Pay due attention to the needs of people with reduced mobility or functional diversity, and assist these people in everything they require.
* Ensure that the customers of Ferrocarrils de la Generalitat de Catalunya comply with the conditions of use applicable to the railway network, the Montserrat and Vall de Núria rails, and the Vallvidrera, Gelida, Sant Joan and Santa Cova funiculars, as well as with the rules of use and the safety tips for mountain resorts.
* Provide the ways to ensure that people who make use of our means of transport or mountain resorts have the right ticket or ski pass for each case.
* Make sure that customers respect the seats reserved for people with reduced mobility or other groups specified in the signage.
* Always keep in mind that FGC as a whole is a space where coexistence is encouraged. Therefore, it will be necessary to keep an active attitude to ensure that users show a civic, correct and respectful behaviour towards other customers and FGC staff, following the instructions of FGC staff, the signs on the posters, the notices, and the loudspeakers in all train and mountain facilities.
  + 1. With clients who are legal entities
* Contracts signed with legal entities will specify that they comply with the ethical conduct requirement in line with FGC Ethical Code.
* It must be ensured that they are at all times aware of their tax, employment, commercial or environmental obligations.
* Insofar as the development of their activity requires so, they must be actively engaged in the policies and programmes of FGC for civility and coexistence.
* Insofar as the development of their activity requires so, they must adapt their environmental behaviour to the conditions set by FGC.
  1. **As for interaction with suppliers of goods and services, bidders and contractors**
* An ethical conduct consistent with FGC Ethical Code by suppliers of goods and services, bidders and contractors must be ensured.
* FGC’s relationship with goods and services suppliers, bidders and contractors must keep free from any practices that may pose a risk of corruption.

To this end, the principles and values established in this Code are applicable for the approval of the specifications of particular administrative clauses and technical prescriptions in contractual matters, as well as for the determination of the bases and the agreements that shall govern the awarding of grants and subsidies.

Tenderers and, in particular, contractors who become successful bidders, as well as the beneficiaries of grants and subsidies, must comply with the principles and ethical values set out in this Code by adhering to it.

To this end, such obligation will be included in the specifications of particular administrative clauses, and will be an essential condition of the contract, as its breach can be considered a very serious breach of the contract and lead to its termination.

* The principles of equal opportunities and free competition shall be respected.
* Ensuring that suppliers of goods and services, bidders and contractors comply with the principles of the uncivil behaviour reduction project entails that:
* Managers of the company providing the goods and services, the tenderer or the contractor must properly disseminate the principles of the project among their staff and must ensure that the staff respect the instructions and procedures established in the field 'Citizenship at FGC'.
* In addition to keeping an attitude of civic behaviour at all times, the personnel of the company providing goods and services, the bidder or the contractor must alert FGC by the enabled means about the uncivil conduct that they may observe while performing their tasks at FGC facilities.
* Suppliers of goods and services, bidders and contractors must be made provably aware of tax, employment or social security obligations.
* It is advisable, and perhaps enforceable in the future, that their ethical, labour, environmental and anti-corruption practices be comparable to those established by the United Nations Global Compact (UN Global Compact).
  1. **As for the collaboration with the Generalitat de Catalunya, the Parliament of Catalonia and other institutions**
* Loyal compliance with the mandates of the Parliament of Catalonia and the Government of the Generalitat must be ensured during the exercise of functions.
* Such collaboration extends to the institutions that are designated or depend on the Parliament and, in particular, to the Catalan Ombudsman, the Audit Office, the Anti-Fraud Office, the Catalan Data Protection Authority, and the Commission for Guaranteeing the Right of Access to Public Information.
* Collaboration with the Parliament of Catalonia, the Government of the Generalitat and the other institutions listed above shall always be subject to the principle of transparency.
  1. **As for the relationship of Ferrocarrils de la Generalitat de Catalunya with the media**

All the people of Ferrocarrils de la Generalitat de Catalunya who, due to their position, may have a relationship with the media, shall always provide information in a transparent and truthful manner that complies with the guiding principles of the Ethical Code.

* 1. **Supplementary regime**

In all matters not regulated by this Ethical Code, the provisions of the Code of Conduct for Senior Officials and Management Personnel of the Administration of the Generalitat de Catalunya and its public sector entities, established by the Government Agreement GOV/82/16 of 21 June and Law 29/2014 of 21 June on Transparency, access to public information and good governance, as well as the provisions of the Ethical Code that the Government may approve for the set of public employees in Catalonia, will be applicable.

1. **Compliance control and monitoring tools**
   1. **Ethics Committee**

An Ethics Committee will be created, working as a collegiate body with the following functions:

* Disseminating the Ethical Code to FGC stakeholders and ensuring compliance.
* Promoting training, information and awareness actions among FGC people to ensure their knowledge and how to interpret it.
* Promoting measures to prevent actions contrary to the values of good governance, the rules and the principles of conduct of the Ethical Code.
* Making recommendations and proposing improvements in ethical management and in the application of the principles of good governance.
* Responding to queries, observations and suggestions from people included in the scope of the Ethical Code relating to ethical conduct in the performance of their duties.
* Reviewing, at least once during the term of each Committee, the contents of the Ethical Code and, if necessary, submitting to the Board of Directors of FGC proposals for updating the Ethical Code.
* Issuing an annual report on the activity of the Ethics Committee, the conclusions of which will be published on the FGC Transparency Portal.
* The Ethics Committee shall adapt its operation and internal organisation to a procedure approved by the FGC Steering Committee.
  1. **Composition of the Ethics Committee**

The Ethics Committee of Ferrocarrils de la Generalitat de Catalunya will be made up of seven people who will be appointed by the Board of Directors on the proposal of the President of FGC, following an internal participatory process in which the people of FGC or its invested companies can take part.

The term of office for the members of the Ethics Committee shall be 4 years from the date of their appointment.

The members of the Ethics Committee exercise their functions independently, objectively and impartially. They cannot receive instructions from anyone inside or outside the company, and must treat matters with reservation and confidentiality.

* 1. **Duty to collaborate with the Ethics Committee**

In the exercise of its functions, the Ethics Committee may request verbal or written information from any person in the company, who will be obliged by the Ethical Code to collaborate in all that is requested.

In exceptional cases, the Ethics Committee may ask experts outside the company for advice on issues to be resolved.

* 1. **Consultations to the Ethics Committee through the Ethical Space**

An Ethical Space accessible from the FGC Transparency Portal and the Staff Portal will be enabled, where the Ethical Code and other applicable regulations can be consulted.

Individuals or legal entities that are considered FGC stakeholders may consult the Ethics Committee through an ethics mailbox accessible at the Ethical Space.

All queries to the Ethics Committee shall be treated with the utmost confidentiality, under the commitment that their identity will not be disclosed in any case and that their data will be kept in the strictest confidence.

Queries will be resolved and answered.

Decisions shall be taken by a majority and members with a seat and a vote may not abstain from decision-taking, unless there is a conflict of interests.

In the event of a conflict of interests and abstention by any of the members, a substitute will act, who will be chosen on the basis of seniority and in order of business.

* 1. **Compliance Channel**

The Compliance Channel is a tool that guarantees the communication, in a confidential manner, of potentially irregular activities or conduct that may involve a breach or risk of non-compliance with the Ethical Code, as well as the internal or external regulations that develop it, including the ones related to the Corporate Crime Prevention Models adopted by the companies in which FGC has a stake and/or the possible commission or the risk of commission of an offence.

[The Compliance Channel is managed solely and exclusively by the person in charge of good corporate governance at FGC with a duty of confidentiality, and is a unique channel to manage the communications of non-compliance at FGC and all its invested companies, thus guaranteeing the objectivity and independence in its management. The Compliance Channel is accessible through the address](http://www.canalcompliment.fgc.cat/) *www.canalcompliment.fgc.cat.*

Non-compliance communications can be anonymous and therefore do not require the inclusion of the private data of the person who makes the communication.

All non-compliance communications made through the Compliance Channel shall be treated with the utmost confidentiality, under the commitment that the identity will not be revealed in any case and that the data will be kept in the strictest confidence.

All non-compliance communications will be resolved, provided that sufficient data is available to process them.

Non-compliance communications must be reasoned and, if possible, provide all the documentation available that justifies them.

Non-compliance communications that are processed anonymously will be investigated if plausible evidence and sufficiently specific data allow an investigation. FGC's goal is clear: ensuring that the professional performance of all its members is correct and is done in accordance with this Ethical Code.

In the event of non-compliance communications made with awareness of their lack of veracity or in bad faith, the legally corresponding responsibilities may be demanded.

Non-retaliation for any communication is guaranteed as long as it is made in good faith. After having made a non-compliance communication in good faith, anyone who feels the object of reprisals can inform the person in charge of good corporate governance or take any legal action deemed appropriate.

The regulations of Ferrocarrils de la Generalitat de Catalunya and its invested companies, and the investigation protocol for non-compliance reports were approved by Ferrocarrils de la Generalitat de Catalunya on 30 September 2020.

* 1. **Non-compliance with the Ethical Code**

The Ethical Code includes business guidelines on how to carry out the work. Consequently, in the event that it is detected that the work performance of a person at FGC is in breach of these guidelines, relevant measures shall be immediately taken, regardless of whether the particular case has given rise to other legal actions.

* 1. **Validity of the Ethical Code**

The Ethical Code shall enter into force on the day following its approval by the Board of Directors, and shall extend its validity until it is replaced by a new Ethical Code approved by the Board of Directors itself.

**ANNEX 1 DEFINITIONS**

For the purposes of this Ethical Code, the definitions of some of its concepts are hereon listed in order to facilitate their understanding and interpretation.

**Good faith**

Strong conviction that people subject to this Ethical Code are acting correctly.

**Conflict of interests**

A conflict of interests is considered to exist when a situation of interference arises between one or more business interests and the private interests of each person, so that they may compromise the fully professional practice.

Conflict of interests also exists in cases where interests of related people are involved.

**Non-compliance communication**

Formal communication on a possible breach or risk of non-compliance with the Ethical Code, the internal or external regulations that develop it, or the ones related to the Corporate Crime Prevention Models adopted by the companies in which FGC has a stake.

**Consultation**

Formal submission to the Ethics Committee of any doubt about the content or interpretation of the Ethical Code, or of any concern about the behaviour of subjects or interested parties. Consultations can be submitted by anyone who identifies themselves so that they can receive the appropriate response.

**Plausible clue**

Fact that objectively allows to deduce the existence of another fact or conduct that is legally relevant, and even punishable.

**Stakeholders**

Entities or individuals that may affect, or significantly affect, the activities of FGC, its business units or its commercial companies. The stakeholders of FGC, in accordance with our Framework of Reference for the Social Responsibility Action Plan, are the customers, the workers, the suppliers, the Administration, the country, the territory, and the society.

**Related people**

For the purposes of this Ethical Code, the following people are considered to be related people:

* Those with whom you have a marital relation or a similar de facto relation.
* Those with whom you have a consanguinity relation, until the fourth degree, or an affinity relation, until the second degree.
* Those with whom you have an intimate or manifest friendship.
* Those with whom you have a service relation (natural or legal person), and who are directly or indirectly interested in the matter.
* Legal entities in which these people hold a managerial position, or are in charge of their management, or have been created for their benefit, or have economic interests equivalent to theirs, or are effectively controlled by them in the terms established by the Securities Market Law.

**Non-commercial samples of courtesy**

Sample, gift or present that, given its value or characteristics, cannot be used to bribe or motivate acts of corruption.