



REGULATION

Ref no.: Z/03/2020

CONFLICT OF INTEREST MANAGEMENT



Purpose and scope of this Policy

This Policy sets out standards and methods of operation that Mota-Engil Central Europe S.A. and all companies belonging to the capital group to which Mota-Engil Central Europe S.A. belongs and having their registered office in Poland (hereinafter referred to as the "Company") recognize and apply in order to avoid, properly identify and manage conflicts of interest.

The solutions provided for in the Policy serve in particular to ensure that conflicts of interest are resolved on the basis of equal treatment of the Company's business partners and to ensure that employees of the Company and other persons associated with the Company will not obtain benefits or avoid losses at the expense of the interests of the Company.

Proper management of conflicts of interest is part of the corporate culture which is the responsibility of employees of the Company at all levels of the organizational structure. In particular, it is important that members of the Management Board of the Company and managers of individual organizational units are involved in identifying conflicts of interest and indicate the relevant methods to prevent them and to handle them.

Provisions of this Policy apply to all employees of the Company, persons who have permanent mandate relationship with the Company or other legal relationship of a similar nature (hereinafter referred to as "employees").



Terminology related to conflict of interest

1) Definition of conflict of interest

A conflict of interest is understood as circumstances known to employees that may lead to a conflict between the interests of the Company and private interest of the employee. This definition covers the Mota-Engil Central Europe S.A. and all companies belonging to the capital group to which Mota-Engil Central Europe S.A. belongs and having their registered office in Poland.

A conflict of interest may arise in particular when:

- a) an employee may get benefits or avoid losses at the expense of the Company's interests, including those of a reputational profile, i.e. regarding any activities affecting an image and good name of the Company;



- b) an employee has a reason of financial or other nature to prefer a specific business partner of the Company over another Company's business partner, without indicating specific objective reasons;
- c) an employee has a reason to prefer his/her own interest or interest of or a third party over the interests of the Company.
- d) an employee is responsible for financial and operational cooperation with a business partner of the Company with whom an employee or his close friends and relatives are related (definition of close friends and relatives - item 2)
- e) an employee who deals with or oversees an undertaking is involved, in particular financially, in the interest of an entrepreneurship which is or is striving to be a business partner of the Company and is associated with that enterprise. This refers to situation in which employee's close friends and relatives indicated in item 2. are also involved.
- f) an employee is associated, in particular through the employment relationship, rendering services or holding positions in management bodies, with an entity which conducts competitive activity towards the Company.

2) Definition of close friends and relatives

Employee's close friends and relatives should be understood as the employee's spouse, ascendants or descendants or employee; persons in cohabitation with an employee; persons remaining in adoption-like relationship, custody or guardianship; other relatives of an employee and persons who remain with an employee in common household for at least a year. Close friends and relatives also include employee's close friends, who remain with him/her in a friendly or other relationship that could affect business decisions made by an employee regarding the Company.

3) Definition of competitive activity towards the Company's activity

Competitive activity means activity in the same or the same subject matter (in particular, construction activities) and addressed to the same group of receiver (contractors), coincident (even partially) with the scope of the Company's activity.



Counteracting and management of conflicts of interest

There is a rule in the Company that in the event of arising of a conflict of interest or its possibility, the Company's interests have priority over the interests of an employee.

The Members of the Supervisory Board and the Management Board of the Company should disclose in the forum of these bodies the emergence or possibility of a conflict of interest and

refrain from speaking out and discussing matters that may cause such a conflict - in relationship with the Company's business partner or the Company.

Employees are obliged to anticipate and avoid situations in which their private interests could be in conflict with the interests of the Company.

If there is a possibility of a conflict of interest in a given case, employees who are to handle it, are obliged to inform their immediate supervisor in writing about the possibility of a conflict of interest before undertaking any activities related to this matter.

Employee's supervisor, who has knowledge of the possibility of a conflict of interest between the Company and an employee, should inform the Audit, Compliance and Quality Management Department about the situation and should not entrust an employee, as part of his/her duties, with the performance of any action that causes a conflict of interest between the Company and this employee or give rise to the emergence of such a conflict of interest, unless otherwise decided by the Company's Management Board.

Employees must not remain in an employment relationship within the meaning of the Labour Code and may not conclude a contract of mandate or a contract for specific work within the meaning of the Civil Code with another entity competitive with the Company, including in particular with such a competitive entity active in professional performance of construction works.

Employees or entities controlled by these employees or their close friends and relatives, within the meaning of item 2.2., holding decision-making or supervisory positions in such competitive entities, may not provide construction works, services or supply other products to the Company, unless it is held on transparent principles with due care for the interest for the Company. However, such a practice cannot take place when such employee selects a subcontractor, supplier, service provider or other business partner, or supervises such selection.

The Management Board indicates the Audit, Compliance and Quality Management Department as a unit that performs tasks in the Company in the field of overseeing the management of conflict of interest, including in particular within the area of implementing internal regulations, IT solutions, as well as consultations offered to organizational units, making inspections and giving recommendations and conducting trainings.

The Audit, Compliance and Quality Management Department provides the Company's Management Board with an annual report on the management of conflicts of interest within the Company. It indicates, among others the identified cases of actual or potential conflicts of interest in which a conflict of interest combined with a threat to the interests of the Company arose or could have arisen (in the case of ongoing services and activities).



In order to identify potential situations of conflict of interest, the Audit, Compliance and Quality Management Department, in consultation with the HR Department, may address questions to the employees in accordance with Attachment No. 01 of this Policy once a year. Every employee asked to complete an attachment is obliged to complete such a document. If the information in the document changes on an annual basis, the employee is obliged to notify the Audit, Compliance and Quality Management Department.



Violation of the policy

The Company is aiming at making every effort to protect against the emergence of behaviour contrary to this policy, and in the event of detecting such behaviour, stop it as soon as possible.

Employees who violate this company policy are subject to relevant disciplinary action, which may result in termination of the employment contract or termination of the contract without notice.

