

Code of Ethics and Business Conduct



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Dear Colleagues,

Maciej Michatek

Chairman & CEO

The good name and reputation of Mota-Engil Central Europe S.A are the product of the dedication and hard work of each and every one of us. Together, it is our responsibility to preserve and improve that reputation. Our goal is not only to obey the laws, rules, and regulations that apply to our business, but also to strive to achieve high standards of business conduct.

We run our business in a direct, clear, and ethical manner. We take full responsibility for what we do and what we say, and we strive to create a challenging and motivating working environment that rewards teamwork. We respect and recognise different ways of working, as well as lifestyle and cultural differences. This Code of Ethics and Business Conduct provides an overview of our fundamental business values, which are based on our business ethics and our commitment to integrity. The code applies to all employees, regardless of their position, on our contracts and in offices in Poland. It summarises some of our most important principles and policies. This Code should be used in conjunction with the policies and regulations signed by the Board.

The content of the Code is not new. The policies set out in the Code are part of our Company's long tradition insofar as our adoption of ethical business standards is concerned. Please read this Code and follow the rules that stem from this document.

If you have any questions, contact your supervisor, the Company's Audit, Compliance and Quality Management Department or any of the other people identified in this Code. If you are in any doubt about whether a particular practice or issue is recommendable or appropriate, you should seek proper advice.

We all share the responsibility for safeguarding the principles of this Code and for promptly drawing attention to any violations or potential violations that may occur. If our Company is to provide staff with a healthy workplace and an excellent working environment, it is essential that everyone is aware of these matters, that every question is answered and that every difficulty is addressed and resolved.

1. Our code of business conduct

1.1. Object

Mota-Engil Central Europe S.A. together with its subsidiaries, branches and affiliates („Company”) undertakes to carry out its business activities and relationships with dedication, commitment, professionalism and integrity.

Our Company’s business ethic is based on compliance with criteria that promote the Company’s values, culture and management model and foster respect for individuals and the rights.

This Code’s aim is to establish the principles and rules that guide our Company and constitute the basis of the behaviour that the Company expects from you. This Code comes into force in 2020 and it is consistent with the Mota Engil Group Code of Ethics published in 2015. A substantial revision is carried out at least every two years by the Company’s Board of Directors.

1.2. Scope of implementation

The Code applies to all individuals working for the Company at any levels and in any category. This means it applies senior and middle management, directors, other employees (permanent, fixedterm or temporary), consultants, contractors, sub-contractors, trainees, seconded personnel, casual, interim and home workers, volunteers, interns, agents, sponsors or any other person associated with the Company

or with its management, directors and employees, irrespective of their location.

You should abide by this Code in the course of your day-to-day duties since it establishes the behavioural model coherent with our Company’s business culture.



1. Our code of business conduct

1.3. Monitoring and Compliance

This Code should be read in conjunction with other policies, rules and procedures implemented by Company.

The Board is responsible for supervising the implementation of this Code and for carrying out the revision at least once every 2 years of the principles set forth in it, in order to ensure that it is effective and properly implemented.

As a Company, we are committed to complying with this Code and to applying the principles set forth in it to all of our dealings with shareholders, partners, customers, suppliers, employees and the community.

It is the duty of the Board, Top Managers and Managers to set the example, guide and support their teams in complying with this Code.



2. Vision / Mission / Values

2.1. Our Vision

To be an international reference in the sector where it operates, aligned with the best market practices on a production level, with a permanent innovation, assuming thus a strong identity, recognized in technical skills by providing a service of excellence to its clients and to the community.

2.2. Our Mission

Create shareholder value respecting the community and the future, in a socially responsible way.

2.2. Our Values

Recognizing that the construction of a strong identity and culture is determinant to implement the challenges set, the Mota-Engil Africa shares with its stakeholders the following values:

Ambition

Eagerness always renewed of doing more and better, facing the present and future with boldness and confidence and assuming, in a determined and committed way, new challenges that contribute to the growth of the Company.

Integrity

Choose the path which reinforces the principles of honesty, truth, loyalty, righteousness and justice, in the daily conduct of everyone.



Cohesion

Guarantee that the goals set, which are intended ambitious, are reached through the contribution of all business units and that the vitality of the Company results from combining wisdom and strength necessary to overcome new challenges.

Group Spirit

Consolidate the sense of belonging, respect for the differences, loyalty and reciprocity in a global and culturally diverse context, maintaining pride in the past and strengthening the confidence in the future.

3. Our working relations

3.1. Respect, integrity, loyalty and team spirit

You should be tolerant and respectful of cultures, opinions and lifestyles that are different from your own, always taking into consideration the effect your behaviour may have on your colleagues and other parties.

The relation between employees must be based on mutual respect, loyalty and rectitude, in observance with the principles of ethics and cooperation, contributing to a good working and team environment. Everyone who works for our Company must contribute towards the creation and maintenance of an

environment in which we can all feel respected and valued. Supervisors and managers, in particular, are responsible for promoting a working environment that promotes honesty, integrity, respect and trust.

Discriminatory behaviour, intimidation, harassment and physical aggression are strictly forbidden in the workplace. Intimidation in the workplace is the unacceptable singling out of a particular employee from among his or her colleagues that could result in a limitation of that employee's rights or cause him or her to feel intimidated.

You have the right to honesty and respect. Remember that the work environment and employee relations have a significant impact on the teams' activities and proper communication. The Company is committed to equality and tolerance, paying particular attention to discriminatory behaviour, intimidation and harassment. Regardless of your position, you should follow a policy of equal treatment in terms of employment, promotions and compensation. Pay attention to your continuous development by taking advantage of the training offered and constantly strive to improve your competence, skills and innovation. Protect your privacy and personal data and comply with health and safety regulations so that everyone can feel safe.



3. Our working relations

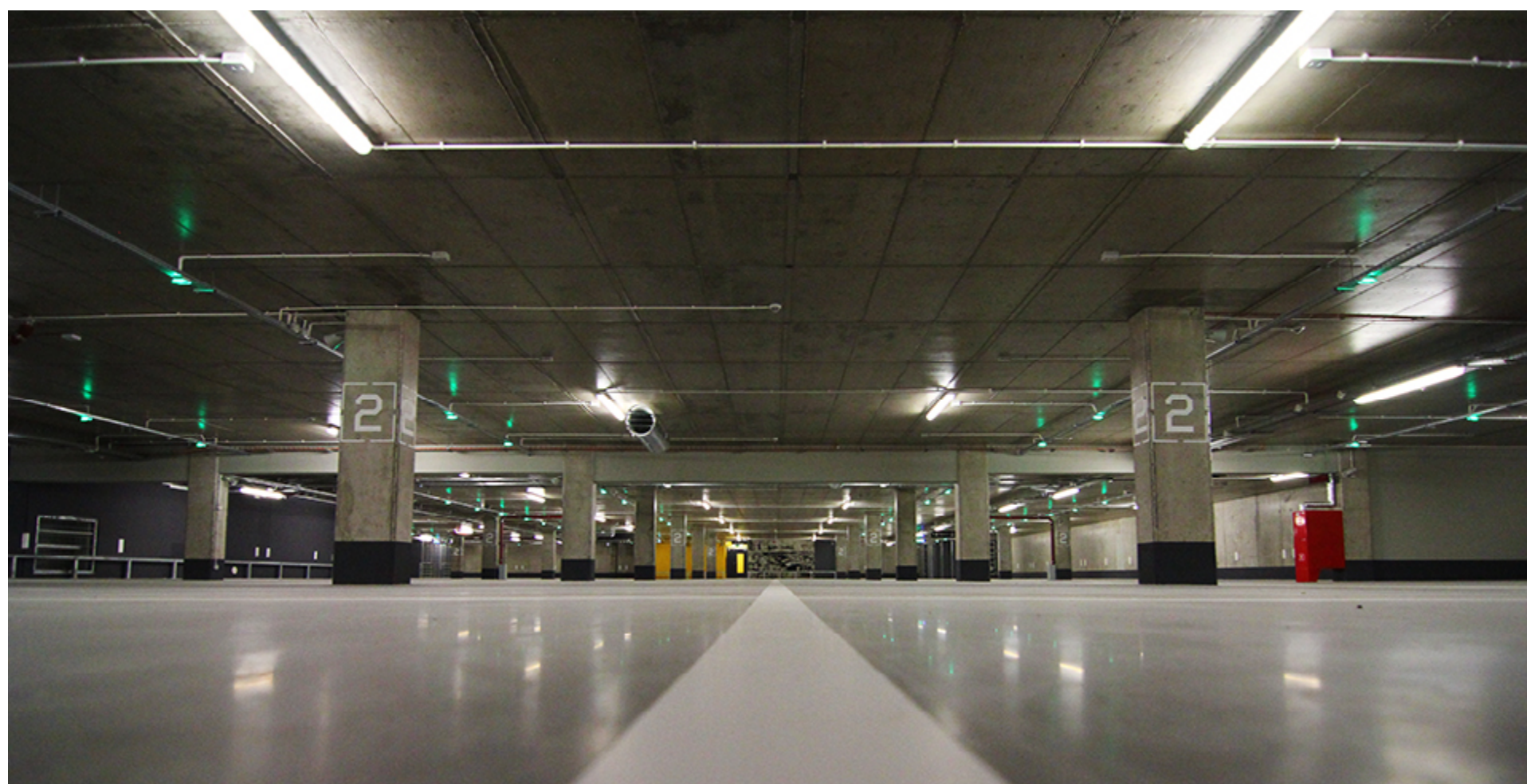
3.2. Protection of employee's personal data and privacy

Our Company collects and stores personal data related to the employment relationship between the Company and its employees. Only the personal data required by law and necessary to ensure the effectiveness of the Company's operations is collected and stored. The Company assures the employees' entitlement to review and correct their personal data.

The personnel responsible for maintaining personal data and those who have been granted access to this information must

not disclose it; to do so could constitute a violation of the applicable legislation or a breach of the Company's personal data protection policy.

Access to personnel records must be restricted to those who have appropriate authorisation and a clear work-related reason for accessing them.



3. Our working relations

3.3. Equal opportunities and non-discrimination

As an employer, the Company operates a policy of equal opportunities with regard to hiring and promotion practices, benefits and salaries. The Company will not tolerate any discrimination whatsoever against any person on the basis of their ethnicity, religion, colour, gender, age, marital status, nationality, sexual orientation, citizenship or disability (when the applicant or employee is qualified to perform the essential duties required for their position, with or without reasonable conditions) or for any other reason prohibited by law. The above applies to recruitment, contracting, assignment,

promotion and any other condition of employment. You are entitled to equal opportunities and fair treatment based on merit.

The Company will not tolerate the use of discriminatory reprimands, nor any other remarks, jokes or conduct liable to cause or foster an offensive or hostile working environment.

3.4. Prevention of harassment

The Company strictly forbids any form of harassment in the workplace, including sexual harassment. The Company will take immediate and adequate measures to prevent and, when appropriate, punish behaviour that constitutes harassment.

Under the terms of this Code, harassment is understood to mean verbal or physical conduct that denigrates or demonstrates hostility or hatred towards individuals because of their ethnicity, colour, nationality, citizenship, religion, sexual orientation, marital status, age, physical or mental limitation or disability, veteran status or any other characteristic, when such conduct:

- has the aim or effect of creating an intimidating, hostile or offensive work environment;
- has the aim or effect to unreasonably interfering in an individual's performance of his or her duties;
- affects the contracting of an individual in any otherway.

Similarly, any and all conduct that constitutes moral or physical harassment or any other form of abuse of power is forbidden.

3. Our working relations

3.5. Safety in the workplace

The health, safety and protection of our employees are paramount for our Company. The Company complies with all the rules relating to occupational hygiene and safety in the workplace, with the aim of fostering a responsible work culture in which everyone is concerned with health, safety and the prevention of occupational risks.

You are personally responsible for keeping the facilities free of recognised risks and for obeying the hygiene and safety rules. Work areas must be kept clean and tidy in order to encourage operational efficiency and promote good safety practices. You must abide by the workplace safety requirements and the fire safety rules in accordance with the applicable legislation and the Company's internal procedures.

If you detect any circumstance that could be dangerous to health or safety, you must report it to the Human Resources Department.

Drugs and alcohol

- Except for approved Company events, you are not allowed to have alcohol in your possession or be under the influence of alcohol while you are on Company premises.
- You must be conscious of the fact that you are representing our Company when you attend Company events, travel for work-related reasons or attend other business-related events. Unacceptable behaviour resulting from the excessive consumption of alcohol may be treated as disciplinary offences, when appropriate.
- You may not report to work under the influence of drugs or alcohol. During your working hours at the Company, or when operating or driving Company machinery or vehicles, or when you are on Company premises during your breaks, you may never use, transfer, sell, manufacture or have in your possession drugs or associated paraphernalia, alcohol or other substances which produce a similar effect. If you are taking any medication that could pose a risk to safety, you must immediately inform your manager or supervisor of this fact.



3. Our working relations

3.5. Safety in the workplace

You should continually strive to improve your knowledge and develop your skills in order to achieve an excellent level of performance in your duties and help us provide our customers with the best possible service.

Training

Our Company has implemented a training plan that is intended to provide you with orientated, continuous technical and behavioural training that will allow you to maximise your skills and standards of excellence. The Company also provides specific training on compliance, which you must attend.

Communication

Our Company seeks to facilitate communication and dialogue between employees and managers by encouraging active involvement, initiatives and consultations.

Innovation

Our Company promotes the use of technology and innovation in its business areas with the aim of obtaining the best returns on its activity, promoting and encouraging the development of new ideas that bring added value.



4. External relations

4.1. Relations with Government and authorities

In relation to public politics, typically the Company does not adopt any position, directly or indirectly, nor contributes in any way to political organisations.

Our Company is obliged to comply with all national and international legislation in force in any market in which it operates. You must not give, promise to give or offer a payment, gift or hospitality to a public official in order to facilitate or expedite any business activity.

For further details, please also refer to the Company's Anti-Corruption and Bribery Policy.

Stay neutral with regard to relations with political organisations. Do not forget to comply with national and international legislation on corruption and bribery.



4. External relations

4.2. Relations with Customers, Suppliers and Service Providers

You should take measures that will help ensure that the Company only maintains business relationships with companies and individuals who have the same standards of compliance and integrity that we do.

You must refuse any business relationship and must not provide any assistance to anyone who adopts illegal practices. You must report any violation of this principle to the Compliance Department or to the Mota-Engil Compliance Helpline: **compliance@mota-engil-ce.eu**

Relations with customers

You must act professionally and efficiently in order to supply excellent, high-quality service that will help maintain and strengthen our Company's relationships with its customers and optimise our strong image and reputation.

Relations with suppliers and service providers

Our Company will choose its suppliers and service providers independently and objectively, on the basis of market conditions, service quality and cost criteria.

The Company's negotiations must be conducted on the basis of good faith and honour in respect of the contractual obligations to which we have committed.

Do not establish business relationships with illegal practices. If you notice non-compliance with applicable company standards or other illegal behaviour, report them to the Audit, Compliance and Quality Management Department.

Take care of professional and effective relations with clients. Remember that it affects the image and reputation of our Company.

Be objective in selecting suppliers and service providers. Respect all contractual obligations.

4. External relations

4.3. Relations with media

If you are not one of our Company’s official spokespeople, you may not speak to the press, other members of the financial community, shareholders, or groups or organisations, either as a representative of the Company or about Company activity except when you have been specifically authorised to do so by the CEO or CFO. Requests for financial or other information about the Company from the media, press, financial community, shareholders, or the public must be addressed to: **communication@mota-engil-ce.eu**

Any information given to the media and publicly disseminated must be informative and true.

Any public information generated and communicated by the Company must comply with all the applicable legislation and regulations in force. Any public financial information about the Company must present its financial circumstances for a given date or period in a complete, precise and trustworthy manner, and must have been prepared within the applicable time period.

Please read the Social Media Policy.

Do not speak up publicly and provide information about the company if you are not officially authorized to do so. Remember that all information provided to the public must be legal, true, accurate and reliable.



4. External relations

4.4. Relations with the Community

Our Company is committed to contributing to a fairer and more prosperous society, rendering compatible economic growth, social cohesion, and environmental protection, and thereby simultaneously ensuring a better quality of life for the present and future generations.

Human Rights

Our Company respects and promotes Human Rights in all cultural, socioeconomic, and geographic contexts where it operates, respecting their respective traditions and cultures and promoting support for local communities in accordance with the specific interests of each region.

Child labour

Our Company prohibits any situations which involve or may be related to child or forced labour.

4.5. Compliance with laws, rules and regulations

You must, at all times, abide by all laws, rules, regulations, and professional standards applicable in the country where you are working or in which the Company is operating.

Comply with labour laws and other professional standards. Ensure that the Company's policies are adhered to, and follow the rules to all stakeholders.

Always respect human rights in human and business relations. Respect tradition, culture and support local communities. Do not forget about the principle of corporate social responsibility with a view to respecting the environment and ethics in your daily work.

Social responsibility

Our corporate social responsibility programme includes the following general goals:

- creation of value based on the best international practices;
- eco-efficiency and innovation;
- protection of the environment;
- corporate ethics;
- dialogue with the stakeholders;
- human capital management.

Company governance

Our Company will be managed transparently and in compliance with the standards, guidelines and principles of good corporate governance, in accordance with our commitment to our shareholders, partners, customers, suppliers, employees and the community.

4. External relations

4.6. Conflict of interests

It is your responsibility to ensure that you act in the Company's best interests and that you do not act in any way that would jeopardise that responsibility.

A conflict of interest¹ occurs when your personal interests² interfere with those of the Company. A situation of conflict could occur if you undertake actions or have interests that make it difficult for you to carry out your duties objectively and effectively. You must perform your duties in an honest and ethical manner, including the way in which you deal with real, apparent and potential conflicts of interest between your personal and business relationships. This includes fully disclosing any real, apparent or potential conflict of interests as defined herein.

If you believe that there might be a conflict of interests or that an activity or relationship in which you are involved could constitute a conflict of interest, you should inform the Compliance Department and your supervisor.

¹ A "conflict of interest" occurs when the direct or indirect personal interest of a given employee influences, or has the capacity to influence, the proper performance of his or her professional duties, and which causes, or has the capacity to cause, a conflict between the employee's personal interests and the rights and interests of the Company, with potentially harmful results for the Company's rights, interests, property and/or reputation.

² An employee's "personal interest" is understood to mean a situation where an employee may have the opportunity, in the course of his or her duties, to obtain personal gain (or to mitigate a potential personal loss). Such situations may involve monies, valuables or other goods or services and/or other property rights, whether for the employee, his or her relatives

You should be especially careful if you have a direct or indirect interest in a company or have the capacity to influence a company with which our Company has a business relationship or which is one of our competitors. This applies whether the interest in question is yours personally or is through another related person. Persons close to the worker shall be understood to mean the worker's spouse, relatives in the ascending or descending line of the worker; persons actually living in the common household with the worker; persons related to the worker by adoption, custody or guardianship; other relatives or affinity of the worker and persons who remain in the common household with the worker for at least one year. Close relatives include close friends of an employee who have a colleague, friend or other relationship that could influence the employee's business decisions about the Company.

Please read the Company's Conflict of Interest Management Policy.

Act in accordance with the interests of the Company. Conduct your duties honestly and ethically. Avoid situations that make it difficult for you to work objectively and effectively. Be honest about personal and professional relationships.

4. External relations

4.6. Conflict of interests

Relatives working in the sector

You may encounter a situation in which a close relative is a competitor, supplier, or customer of our Company, or is one of their employees. Such situations are not necessarily prohibited but they should be handled with greater sensitivity with regard to security, confidentiality, and conflicts of interest. You should take the nature of your own responsibilities as a Company employee into account, as well as the nature of the other person's responsibilities; and, similarly, the access each has to their employer's confidential information. Such a situation could raise suspicion among your colleagues and could affect your professional relationships and your reputation for ethical behaviour.

Remember that cooperation with relatives is not strictly prohibited in the Company. However, such a situation requires the application of special procedures and following recommendations, as well as maintaining special data confidentiality.

Consequently, you should inform the Compliance Department of any such situation so that the nature and scope of any potential conflict can be assessed. In certain cases, the risk for our Company's interests may be sufficiently remote that the Department does no more than remind you of your duty not to reveal confidential Company information and not to take part, in name of the Company, in decisions involving the other company. In other cases, stronger measures may be needed to address a potential conflict of interests.

Corporate opportunities

You must promote the Company's legitimate interests whenever the opportunity arises. If you become aware of a business or investment opportunity in which the Company could be interested, or which in some other way comes within the scope of our business activity, you must not attempt to profit from, or engage in, that opportunity without the prior written consent of the Compliance Department. This includes opportunities involving the use of corporate property or information, or your position in the Company; for example, through one of the Company's competitors, customers, suppliers, or actual or potential business partners. You may not use corporate property or information, or your position in the Company, for undue personal gain. Similarly, you may not engage in any activity as a competitor of the Company.

Be guided in your actions by the interests of the Company. Any business and investment opportunities that may be of interest to the Company should not be used by you for personal purposes and benefits.

4. External relations

4.7. Prevention of corruption, bribery, money laundering and financing of terrorism

Our Company has adopted a “zero tolerance” policy towards corruption, bribery, money laundering and financing of terrorism and is committed to upholding laws relevant to countering corruption and bribery in all the jurisdictions in which it operates.

Please refer to the Company’s Anti-Corruption and Bribery Policy, which sets out your responsibilities in relation to ensuring compliance with applicable anti-bribery laws, rules and regulations.

Never accept bribes or other financial gain.

Offers, gifts and hospitality

You must not give, promise to give, offer or accept any payment, gift or hospitality with the expectation or hope that a business advantage will be given or received or to reward someone for a business advantage already given.

More detailed information can be found in the Company’s Gift Policy and Anti-Corruption and Bribery Policy.

Please refer to the Company’s Anti-Corruption, Bribery and Financing of Terrorism Policy for further details.



5. Protection of the Company's resources and information

5.1. Company assets

This Code requires that we protect our Company's assets¹ and ensure that they are used efficiently for legitimate business purposes. Theft, negligence and waste all have a direct impact on the Company's profitability. You should take measures to prevent against damage, theft, or improper use of Company property. If you leave our Company, we must return any and all of its property that may be in your possession. Unless specific authorisation has been given otherwise, Company assets, including equipment, materials, resources and proprietary

¹ "Assets" are understood to be property, funds, information or intellectual property held by our Company, as well as equipment used individually, such as mobile phones and computers.

information, must only be used for the Company's business purposes. You will look after Company funds and property as if they were your own, safeguarding them against improper use, loss, fraud or theft.

Take care of the Company property entrusted to you. Avoid situations that could contribute to their neglect, destruction or theft. After leaving the Company, remember to give back all the things entrusted to you.

5.2. Company accounting records

Our Company must record all of its financial activities in accordance with all the applicable laws and accounting practices. All transactions must be duly authorised and recorded fully and precisely. It is strictly forbidden to record or document false or misleading information. You must never create false or misleading reports, or make payments or create accounts in the Company's name on the understanding that part of the payment or account will be used for a purpose other than the one described in the corroborating documents.

If you become aware, or suspect, that someone has falsified Company accounts, you must report it immediately to your direct supervisor, to the Compliance Department or to the

Compliance e-mail address: **compliance@mota-engil-ce.eu**. Concealing information from the management or from internal or external auditors could seriously prejudice our Company.

Report any financial irregularities that you notice relating to the Company. Remember that all transactions on behalf of the Company must be duly authorized. Falsifying documents and entering incorrect information is prohibited.

5. Protection of the Company's resources and information

5.3. Record keeping

Our Company is committed to complying with the laws and regulations applicable to record keeping. All records shall be kept for no less than the minimum period of time established in those laws and regulations. All records that are irreplaceable and critical to the continuation of our Company's business must be identified and stored in a safe place on the Company's premises. This would include such items as: accounts receivable and accounts payable, lists of active customers, bonds, notes, shares, company statutes, minutes and associated records, internal memoranda, company approvals and resolutions, mortgages, originals of signed contracts, payroll records, and discs and cassettes containing back-up copies of data. These records and documents, which bear the signatures of the top level directors of the Company, must never be destroyed.

Other company records will only be disposed of or destroyed when they become clearly obsolete, have no further business use and are no longer subject to any legal or regulatory requirement governing how long they will be kept for. Whole groups or categories of records may only be routinely destroyed if such destruction is carried out in line with the

current practice and does not contravene the guidelines shown above, or if it has been specifically approved by the Legal Department and by the Compliance Department.

If you become aware of a summons, pending or potential legal proceedings, or a government investigation, we must retain and preserve ALL records that may be called for in the summons, or that may be relevant to the legal proceedings, or that may be related to the investigation, until such time as the Legal Department tells you how you should proceed. Any physical destruction of documents must be authorised by the Legal Department and by the Compliance Department.

Keep Company's documents in accordance with laws and regulations. Do not destroy documents without prior authorization.

5. Protection of the Company's resources and information

5.4. Confidential information

In the course of your work at our Company, you may become aware of facts about its activity, plans, operations, or trade secrets that are not known to the public or to our competitors. Confidential information includes all written or verbal information that has not been made public and which becomes known to you, directly or indirectly, through any form of communication or observation, and which, if disclosed, could be used by competitors or be prejudicial to the Company or its customers. In particular, it includes all non-public financial, technical, operational, commercial, and personnel-related and management information, as well as other information, data and expertise.

You must not disclose any information entrusted to you by our Company or its suppliers or customers, except if the Company has authorised you to do so, or you are required to do so by law. If you believe you may have disclosed confidential information, for example, by sending an e-mail to the wrong person or by leaving documents in a public place, you must immediately inform your supervisor or the Compliance Department.

Your obligation to treat information as confidential does not end when you leave the Company. When your employment

contract ends, you must return everything in your possession that belongs to the Company, including all documents and other materials containing confidential information belonging to the Company and its customers or suppliers. You may not disclose confidential information to a new employer or to anyone else when you cease to be an employee of the Company.

All non-public resources and assets made available to you by our Company are Company property and you may not use them for your personal benefit or private use.

Do not disclose confidential information entrusted by the Company, suppliers and customers without prior authorization. Remember that confidentiality also applies to you after you leave the Company. Do not share confidential information with a new employer or other entity.

5. Protection of the Company's resources and information

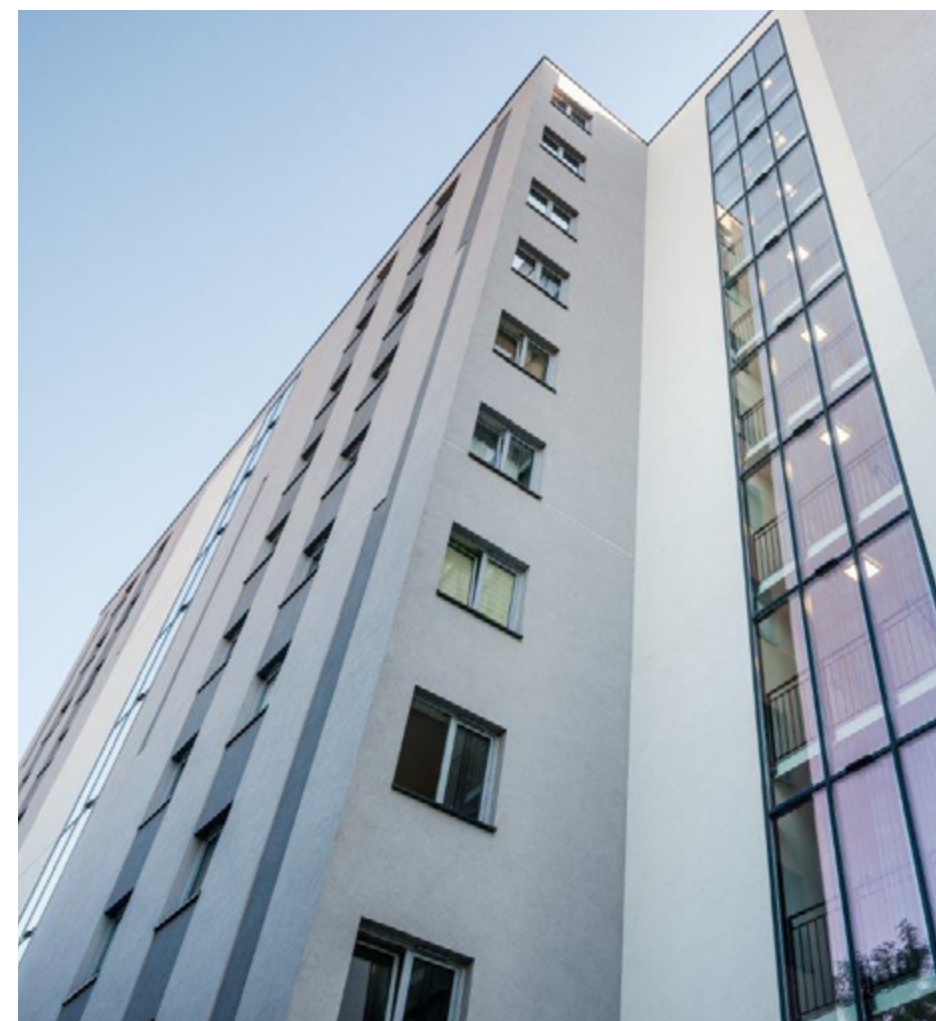
5.5. Prohibition on Use of Confidential Information

Our Company obeys and complies with the laws relating to securities, ensuring that insider information is secure and protected.

Insider information is information of a precise nature that is not made available to the general public and which is related, directly or indirectly, to our Company or to our Company's securities. The disclosure of such information to the general public would probably have a significant effect on the price of our Company's securities.

While performing your duties at the Company, you may obtain non-public information about our Company's suppliers, customers or other individuals or entities who have dealings with our Company. You are forbidden from buying or selling securities of companies listed on a stock exchange whenever you have non-public information that could, if it were disclosed, have a significant effect on the price of our Company's securities. You are similarly forbidden from passing on this type of information to anyone who may buy or sell securities, a procedure known as "tipping".

Comply with the Company's regulations on inside information and securities. Do not share confidential information with others involved in stock market activities. If you have restricted information, you may not buy securities on the stock exchange.



5. Protection of the Company's resources and information

5.6. Economic sanctions and embargos

Our Company complies with national and international embargoes applicable to its activity. To this end, our Company requires that all new and current entities and individuals with which it does business are screened using the applicable sanctions lists, including the List of Specially Designated Nationals (Lista de Cidadãos Nacionais Especialmente Identificados) and the Blocked Persons and the Sectoral Sanctions Identification List (Lista de Pessoas Bloqueadas e Sanções Setoriais) issued by the US Department of the Treasury's Office of Foreign Assets Control, OFAC (Gabinete de Controlo de Ativos Estrangeiros) and the EU list of specially

designated persons. You may not conduct transactions with individuals and entities named on the lists consulted by our Company.

Each entity with which the Company keep business is verified in terms of sanctions. Conduct transactions only with persons and entities which are not listed on the lists checked by the Company.



6. Fair practices

6.1. Prohibition of unfair practices

You must commit to acting fairly in your dealings with the Company’s customers, suppliers, competitors, and employees. You must never take unfair advantage of a third party by means of manipulation, concealment, use of insider information, imprecise presentation of material facts or any other unfair practice.

Be honest with your employees, customers, suppliers and other Company stakeholders. Remember that all unfair practices are prohibited.

6.2. Competition laws

Our Company strictly complies with all applicable competition laws. These laws are highly complex and matters related to competition should not be addressed without consulting the Legal Department. Any violation of the competition laws could lead to both the Company and yourself being held liable. It would be impossible to include all of the relevant legislation here in this Code, but we have provided below a general overview of the types of conduct that should be avoided. If you are involved or become involved in activities similar to those identified in this Code or if you detect situations which, in your opinion, could raise questions of competition, you must immediately consult the Compliance Department for further guidance.

In relations with competitors, remember that there are special laws here. Solve all unclear competition issues with the Legal Department. Do not make illegal agreements with competitors in writing or orally. You may only collect information about competitors from official sources. All forms of espionage and illegal activities are prohibited.



6. Fair practices

6.2. Competition laws

Conspiracies and collaborations

between competitors

Competition laws promote and preserve the independence of each competitor in their decisionmaking on prices, production and other competitively sensitive factors. Competition laws are infringed when competitors enter into agreements which limit the independence of decision-making and restrict market operations. Such agreements could include price-fixing, restriction of production or quality control of the products or the division of the market by customers, territories, products or purchases. You must never enter into any agreement with any competitor about any of these topics in view of the fact that such agreements could potentially be illegal.

Illegal agreements do not necessarily have to be set down in writing nor even express mutual commitments or guarantees. They may be based on casual conversations, informal discussions or merely exchanges of information between competitors that could lead to price-fixing or some other adjustment. Any communication with a competitor's representative, however harmless it may appear at the time, may later be subject to legal scrutiny and constitute the basis of charges of improper or illegal conduct.

When competitors, trade associations and organisations that set standards come together, competitors may become concerned, even when such groupings serve legitimate goals. Exchanging sensitive information with competitors about topics such as prices, profit margins, production levels,

invoicing or advertising practices could potentially violate competition laws, as well as establishing a standard behaviour with the aim and effect of prejudicing the competition. If you are present at a meeting where potentially sensitive topics are being discussed and there is no lawyer present on behalf of the competition, you should protest, leave the meeting and immediately notify the Legal Department.

In order to avoid improper agreements, our Company forbids:

- conversations and contacts with competitors about prices, costs or terms and conditions of sale;
- conversations and contacts with suppliers and customers that unfairly restrict market operations or exclude competitors from the market;
- agreements with competitors relating to the allocating of markets or customers; agreements with others with the aim of boycotting customers or suppliers;
- any unfair use of our Company's position in the market.

6. Fair practices

6.2. Competition laws

Gathering information about the Company's competitors

It is entirely legitimate for our Company to gather information about the market, including information about our competitors and their products and services. However, there are limits to the ways in which such information may be obtained and used. When gathering information about competitors, you must follow these guidelines:

- Gather information about our Company's competitors from sources such as published articles, advertisements, brochures, other non-proprietary materials, consultancy surveys and conversations with our Company's customers, as long as such methods cannot suggest that our Company is attempting to:
 - a) conspire with the competitors and use the customers as messengers, or
 - b) gather information in violation of the agreement of nondisclosure that a customer may have entered into with a competitor or by other unfair means. You must be able to identify the source of any information about the competitor.
- Never try to obtain a competitor's trade secrets or any other proprietary information using illegal means such as theft, espionage, bribery or violation of a competitor's non-disclosure agreement.

- If there is the slightest indication that the person who has the information in their possession did not obtain it legally, you must refuse it. If you receive any information about competitors from an anonymous source or which has been flagged as confidential, you should not examine it and you must contact the Legal Department immediately.



7. Infringement of this Code

7.1. Responsibilities

You are personally responsible for complying with the obligations of the Code. Your conduct must be governed, in all circumstances, by the principles and values set out here. Our Company has a series of resources and people at your disposal to answer your questions and assist you with difficult decisions. Failure to comply with this Code may result in financial losses or damage to our Company's reputation or lead to you or the Company suffering criminal or civil sanctions or being held liable.

Copies of this Code are available from the Compliance Department and on the Company's website.

You are responsible for compliance with obligations under the Code. If you have any doubts or questions about this Code, please contact the appropriate department to support you. Failure to comply with and act in violation of the Code will result in civil or criminal penalties.



7. Infringement of this Code

7.2. Compliance Helpline and anti-retaliation policies

General considerations

You may report alleged irregularities of a general, operational or financial nature and/or infringements of this Code or Company's policies at any time by contacting your immediate superior, the Compliance Department or the Mota-Engil Compliance Helpline. You need have no fear of consequences if, and as long as, you have acted in good faith when reporting.

Procedure for reporting infringements

You can report alleged irregularities of a general, operational, or financial nature at the Company without risk to your legal position or employment, in accordance with the provisions of our Whistleblowing and Compliance Procedure.

7.3. Disciplinary proceedings due to infringement

It is our Company's aim to make every reasonable effort to guard against the occurrence of conduct contrary to this Code and our policies and in the event that any such conduct is detected, to put a stop to it as soon as is reasonably possible.

Employees who violate this Code or any other Company policy may be subject to appropriate disciplinary procedures, which may include additional training, demotion, a reduction in salary, a warning, suspension or dismissal.

Any irregularity or non-compliance with the Code should be reported immediately. For this purpose, you may contact your line manager, the Audit, Compliance and Quality Management Department (in person or by e-mail: compliance@mota-engil-ce.eu), anonymously by sending a letter to the Audit, Compliance and Quality Management Department.



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