



CODE OF ETHICS AND BUSINESS CONDUCT

Adopted in 2015
Revised on 18.12.2023

MOTAENGIL

***The tone
from the Top...***



A world of inspiration

Dear Colleagues,

The good name and reputation of Mota-Engil SGPS, 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 recognize different ways of working, as well as lifestyle and cultural differences.

This Code of Ethics and Business Conduct ("Code") provides an overview of our fundamental business values, which are based on our business ethics and our commitment to integrity. It applies to every member of our staff, directors, consultants, contractors, and subcontractors, and to our subsidiaries worldwide. It summarizes some of our most important principles and policies. This Code should be applied together with the laws and regulations governing the jurisdictions where we operate.

The content of the Code is not new. The policies set out in the Code are part of Mota-Engil Group's long tradition insofar as our adoption of ethical business standards is concerned. You should read the Code carefully and ensure you understand its contents, the consequences of non-compliance, and the importance of the Code for our Group's success.

If you have any questions, contact your manager, the Group's Whistleblowing Channel or any of the other people identified in this Code. If you have any query 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 Group 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.

Carlos Mota Santos

Chairman of the Board of
Directors and CEO

Our Code

Object

Mota-Engil SGPS, S.A. ("Mota-Engil" or the "Company"), its affiliated companies and branches (the "Group") undertake to carry out their business activities and relationships with dedication, commitment, professionalism, respect, and integrity.

The purpose of this Code of Ethics and Business Conduct ("Code") is to establish the basis of a responsible behaviour, duties and general rules of ethical and business nature that must rule the conduct of all Group Employees and managers regarding the performance of their jobs, complying with Mota-Engil purpose "Our Legacy inspires and commits us to build a better world" and its values.

Our Group's business ethics is based on complying with several criteria that support the Group's organizational culture, promoting the respect of human rights. This Code also aims to promote the Group's integrity allowing all daily and individual actions to be aligned with the environment protection. Thus, besides implementing and promoting a culture of ethics and compliance focused on the Group's sustainability as basic function for the business perpetuity, the Code allows the Group to share its values with the goal of promoting its credibility and reputation. The multisector nature of the Group activities and its presence in different geographic contexts, justifies the formalization of business rules as an instrument to strengthen the collective consciousness between Employees and foster a homogeneous culture shared by everyone.

Implementation Scope

Our Group is committed to comply with this Code and to apply the principles set forth in it to all our dealings with Stakeholders.¹

The Group similarly expects that its Stakeholders will be aware of the Code and abide by the same standards in their relations with the Group and its representatives.

Everyone should abide by this Code in the course of their day-to-day duties since it establishes the behavioural model coherent with our Group's organizational culture. Therefore, whenever the expression "Employees" is referred in the Code it includes all of us working at all levels and grades within our Group.²

This Code should be interpreted in conjunction with any other Group policies mentioned in it, such as the Integrity and Compliance Program and with any additional policies, rules, and procedures that the Group may adopt from time to time, made available at the Corporate Internal Portal.

It is the duty of Mota-Engil's Executive Committee, senior managers, and operational managers to set the example, provide guidance and support their teams in complying with this Code.

¹ Shareholders, partners, clients, suppliers, employees, society & future generations, financial sector, public entities and regulators, associations, media, supervisors, auditors, creditors and certifiers, environment NGOs and unions.

² "Employees" (and the terms "we", "us" and "our") means all of us working at all levels and grades within our Group, including officers, directors, employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, seconded staff, homeworkers, casual workers and agency staff, volunteers, interns, agents, sponsors, or any other person associated with us, or any of our subsidiaries, branches or representational offices as well as their officers, directors and employees, wherever located.



Complying with Laws, Rules, and Regulations

The Group respects all laws, rules, regulations, and professional standards, in all areas, applicable in the country where Employees work in or in which the Group operates.

Regarding anticorruption and bribery laws, money laundering and terrorism financing, the Group abides by national and international legislation, prominently the Foreign Corrupt Practices Act – FCPA and the UK Bribery Act as well as guidelines issued by intergovernmental bodies such as the Organization for Economic Co-operation and Development – OECD and the FATF - Financial Action Task Force.

Reporting Concerns and No-Retaliation

In the pursuit of high ethical standards and conduct, the Group relies on its Employees and other Stakeholders to report breaches or possible breaches of the Code so that the Company can take appropriate actions to investigate and remedy the situations where necessary.

The Whistleblowing Channel is the exclusive and confidential mechanism (made available by Mota-Engil) for the secure reporting of irregularities wrongdoing, and can be accessed through the following link:

<https://mota-engil.whispli.co/m/lp/raiseaconcern?locale=en#refresh>

The Group prohibits any form of retaliatory action against Employees or other stakeholders who raise concerns, ask questions, report irregularities, participate in an investigation, or refuse to participate in suspicious, improper, or illegal activities.³

³ For more information, please consult our Whistleblowing and Non-Retaliation Policy.

Commitment with Our People

Health and Safety

We are strongly committed to keeping our workplace free of fatalities, occupational diseases, illnesses and injuries, therefore an effective implementation of a fully integrated culture of occupational health and safety disseminated to all the markets we operate in is one of our priorities.

This is a strong commitment, thus we are responsible for the lives and wellbeing of our Employees, and people who may be influenced by our activities, to achieve and maintain "ZERO fatal accidents".

Mota-Engil's Management System currently has an Integrated SHEQ (Safety, Health, Environment and Quality) Policy based on legal, contractual, internal, and normative requirements.⁴

Diversity, Inclusion and Equality

At Mota-Engil we believe that a more resilient and effective organization requires ensuring a culture of inclusion that promotes diversity, making Employees feel valued and fostering their sense of belonging.

Aware of the multicultural universe and the social-economic differences where we are present, Mota-Engil Group is committed to ensuring equality of treatment and opportunities, eliminating discrimination, and facilitating the balance between professional, family, and personal life.⁵

Human Rights Protection

Mota-Engil Group has a zero-tolerance policy to modern slavery, child labour, human trafficking, and unfair discrimination. We aim to identify, assess, and minimise potential adverse human rights impacts that we cause or contribute to, or that are linked to our business, including by our

suppliers or third parties acting on our behalf, through ongoing due diligence and appropriate management.

We are committed to fully complying with all applicable labour and laws, rules and regulations, and contribute to the effective abolition of all forms of forced or compulsory labour, child labour, and take immediate and effective measures to secure its elimination in all operations where the Mota-Engil Group participates as a matter of urgency. Furthermore, no persons shall be employed, directly or indirectly, or engaged who have been subject to trafficking.

Harassment and Discrimination

Mota-Engil Group is committed to fostering a workplace free of harassment, discrimination, and intimidation, where all Employees can work together with openness, trust, and respect for differences.

Employees are expected to treat each other with courtesy and respect. They should always avoid behaviour at the workplace that may create an atmosphere of hostility, discrimination, or intimidation.

The Group prohibits harassment of any kind, including sexual harassment, and will take appropriate and immediate action in response to complaints or knowledge of violations of the Anti-Harassment and Discrimination Policy.⁶

⁴ For more information, please consult our Safety, Health, Environment and Quality Policy (SHEQ)

⁵ For more information, please consult our Gender Equality Plan.

⁶ For more information, please consult our Anti-Harassment and Discrimination Policy.



Labour Rights and Working Conditions

We are committed to the International Labour Organisation's core labour rights, covering the right to freedom of association and collective bargaining, and the right to equal remuneration for equal work.

We respect the right of workers to have trade unions and representative organisations of their own choosing recognised for the purpose of collective bargaining, and engage in constructive negotiations, either individually or through employers' associations, with such representatives with a view to reaching agreements on terms and conditions of employment.

Personal Information and Privacy

Our Group only collects and stores personal data that is required by law or necessary to ensure the effectiveness of the Group's operations. The Group assures the personal data owners the entitlement to review and correct their personal data, in strict adherence to applicable laws and regulations.

Reflection of its vision and aligned with the goal of operating responsibly in the community in which it is inserted and in the relations with its clients, the protection of privacy and personal data and its transparent and straightforward handling comprise essential values for the entire Mota-Engil Group.⁷

⁷ For more information, please consult our Policy of Privacy and Personal Data Protection.

Our Social and Environmental Commitment

Environment

In Mota-Engil's Strategic Plan we hold ourselves committed to reducing and monitoring our environmental impact, by introducing principles of circularity in all businesses, higher renewable energy sourcing, and shifting to new sustainable business solutions.

We are also committed to the continual improvement of the methodologies used to calculate emissions, in line with the GHG Protocol and according to the financial control approach.⁸

Communities

It is part of Mota-Engil's long-term commitment to ensure that we continue to be socially active and responsible members of society, by making a lasting, positive contribution to the countries and communities in which we operate.

In the interest of contributing to a positive social impact of our operations, every effort should be made to call for the participation of local communities in the works or activities, by the utilization of local know-how, goods, materials, services, or employment of direct labour.

It is of foremost importance to maintain an open engagement and fluid communication with the communities affected by our operations, to create and maintain mutually beneficial relationships based on understanding, transparency, and ethical behaviour.



⁸ For more information, please consult our Sustainability Report.

Corporate Social Responsibility

Corporate social responsibility establishes the commitment of Mota-Engil to the planet and people while doing business. This commitment and all actions that derive from it are voluntary, beyond philanthropy, multiple stakeholder oriented, social, and environmentally aligned, to reflect group values.

Charitable contributions or sponsorships may be granted by or on behalf of the Group, for charitable, educational, non-profit, or cultural purposes only, and when the activities promoted are in line with the Group's values and ethical principles.

Group companies and Employees must ensure that any charitable contribution or sponsorship, is in fact for adequate charitable or social purposes and that it will not be used as a convenient route for channelling bribes.⁹

Manuel António da Mota Foundation (FMAM)

The Manuel António da Mota Foundation (FMAM) is an important instrument in our policy of social responsibility as an organised and structured manifestation of ethical and socially engaged management on behalf of active and participatory corporate citizenship.



⁹ For more information, please consult our Corporate Social Responsibility and Donations Procedure.

Acting with Integrity

The Group is committed to conducting all business and partnerships with integrity and professionalism and in a fair and honest manner, whilst complying with all applicable laws.

Bribery and Corruption

The Group has adopted a zero-tolerance policy towards bribery and corruption prohibiting these acts in any form, whether directly or through others, anywhere in the world.

Mota-Engil Group Employees and all its representatives are prohibited from engaging in corruption and to request, accept, offer, provide, or authorise bribes of any kind, whether in the private or public sector.

Public officials are required to perform their work without receiving additional payments to speed up such work, thus Employees are prohibited to make "facilitation" or "grease" payments, and must avoid any activity that might lead to, or suggest, that a facilitation payment or kickback will be made or accepted by them or anyone in our Group.¹⁰

Money Laundering and Terrorist Financing

The Group has adopted a zero-tolerance policy towards money laundering and terrorist financing, prohibiting these acts in any form, whether directly or through others, anywhere in the world.

Money laundering is the process by which individuals or entities try to conceal illicit funds, such as the proceeds of crime, or otherwise make such funds look legitimate. Terrorist financing means using the money to fund terrorism.

Fair Competition

The Group has adopted a zero-tolerance policy towards Anti-Competitive Practices and prohibits such acts in any form, whether directly or through third parties, anywhere in the world.

Agreements, concerted practices, and decisions by associations of companies that have the object or result of preventing, distorting, or restricting competition are not tolerable, anywhere in the world where we operate.¹¹

Related Party Transactions

Mota-Engil is aware that transactions with Related Parties may harm companies and their shareholders.

Accordingly, whenever the Group is party to any transaction with a Related Party, including Qualifying Shareholders, Group Directors, other persons exercising significant influence and their associates, specific procedures must be considered as a necessary safeguard for the adequate protection of the interests of companies and shareholders who are not Related Parties, including minority shareholders.¹²

Suppliers, Customers, and other Business Partners

We are committed to achieving the highest standards of quality and integrity in all our business operations, and we expect third parties doing business with Mota-Engil Group of companies to share this commitment and compliance with Mota-Engil standards on labour, health and safety, the environment, and business ethics. Third parties must ensure the extension of this requirement to all sub-tier sources they employ.

Mota-Engil looks forward to leveraging on the economic magnitude of its purchases to ensure and influence adoption of Human Rights respectful practices in society, contributing to elimination of any form of

¹⁰ For more information, please consult the Anti-Corruption and Bribery, Anti-Money Laundering and Counter-Terrorist Financing Policy.

¹¹ For more information, please consult the Fair Competition Policy.

¹² For more information, please consult the Related Party Transactions Policy.



modern slavery, child labour or exploitation of human beings of any kind throughout our supply chain.

In addition, our Group complies with national and international sanctions applicable. Thus, prior to commencing a business relationship or occasional transaction with a third party, risk assessment and due diligence must be carried out. New and existing counterparties must be duly approved in accordance with our Group Third-Party Procedure.¹³

Suppliers that maintain a commercial relationship with our Group are subject to monitoring of their performance, based on criteria according with the suppliers' specific procedure. This evaluation is communicated to the supplier to ensure that expectations are clear and in the event of a negative classification result in the impediment of any commercial relationship with the Group.

Gifts and Hospitalitys

Our Group is committed to conducting business with its clients, vendors, and contractors in an environment where decisions are made with independence and integrity.

The Group allows the giving and receiving of gifts of nominal or symbolic value and reasonable hospitality and entertainment to, or from, Group clients or other third parties. Cash offers (or cash equivalents such as money orders or payment of personal expenses) are prohibited and should never be given.¹⁴

Community Investments

As part of a bid for a contract, a Group company may commit to funding the construction of a public facility, or similar benefit. The value of these community investments can be very high, and in some countries, they are required by governments. This direct link to a contract

¹³ For more information, please consult the Third Party Procedure.

¹⁴ For more information, please consult the Gifts and Hospitalitys Procedure.

and high financial and often political value makes them high risk.

The Group's funds and resources may not be used to generate an indirect intangible benefit of enhanced prestige to a government, party, or public official, with the intention of obtaining a business or any other advantage in conducting business.

Commitment to Quality

Our Group's management system, translated on the integrated Safety, Health, Environment and Quality (SHEQ) Policy, includes the commitment and involvement of our stakeholders with special focus on our customer satisfaction, sustained by a good relationship and based on the excellence of the quality of products and services.

Our policy is based on strategic processes and its guidance is applicable to all Employees and supply chain ensuring the implementation of legal, standards, contractual and Mota-Engil's minimum requirements.¹⁵

The integrated management system is certified by external party based on the ISO standards ensuring the international recognition.



¹⁵ For more information, please consult the Safety, Health, Environment and Quality Policy (SHEQ).

Company Safeguards

Group Assets

This Code requires that we protect our Group's assets and ensure that they are used efficiently for legitimate business purposes. Theft, negligence, and waste all have a direct impact on our Group's profitability. Employees should take measures to prevent against damage, theft, or improper use of Group property. When an Employee leaves our Group, he/she must return any and all of its assets that may be in her/his possession. Unless specific authorization has been given otherwise, Group assets, including equipment, materials, resources, and intellectual property, must only be used for our Group's business purposes. Employees will look after the Group's funds and assets as if they were their own, safeguarding them against improper use, loss, fraud, or theft.

Resources and assets made available to an Employee by our Group are Group's property and she/he may not use them for their personal benefit or private use.

Conflicts of Interest

Group Employees should avoid ethical, legal, financial, personal or other conflicts of interest, and ensure that their activities and interests do not conflict with their obligations.

A conflict of interest occurs whenever an Employee places his or her personal interests before the interests of the Group and where such personal interests unduly influence that Employee's business judgments, decisions, or actions.

Mota-Engil has established a procedure to review and prevent actual, potential or perceived conflicts of interest. It provides requirements for disclosing potential conflicts of interest and the procedure for obtaining a conflict of interest review.¹⁶

¹⁶ For more information, please consult the Conflicts of Interest Procedure.

¹⁷ For more information about insider information, the definition of insiders and their duties, please consult the Service Order Nr. 002/2017.

Confidential Information and Insiders

In the course of their work at our Group, Employees may become aware of facts about its activity, plans, operations, or trade secrets that are not known to the public or to our competitors.

Our Group 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 public, and which is related, directly or indirectly, to our Group or to our Group's securities. The disclosure of such information to the public would probably have a significant effect on the price of our Group's securities.¹⁷

All Employees must not disclose any information entrusted to them by the Group or its suppliers or clients, except if authorized to do so or if required to do so by law. If an Employee believes that she/he may have disclosed confidential information, she/he must immediately inform their manager.

Employees obligation to treat information as confidential does not end when they leave our Group. When an employment contract ends, Employees must return everything in their possession that belongs to the Group, including all documents and other materials containing confidential information belonging to the Group and its clients or suppliers. Employees may not disclose confidential information to a new employer or to anyone else when they cease to be an Employee of the Group.

Company Accounting Records

Our Group must record all its financial activities in accordance with the applicable laws and accounting standards. All transactions must be duly authorized and recorded fully and precisely. It is strictly forbidden to record or document false or misleading information.

All records that are irreplaceable and critical to the continuation of our Group's business must be identified and stored in a safe place at our Group's premises.

If anyone becomes aware, or suspect, that someone has falsified Group accounts, she/he must report it immediately to her/his manager or to the Group's Whistleblowing Channel. Concealing information from the management or from the auditors could seriously prejudice our Group.

Disciplinary Proceedings Due to Infringement

It is our Group's aim to make every reasonable effort to guard against the occurrence of conduct contrary to this Code and our policies and to put a stop to it as soon as it is reasonably possible if it's detected. Employees who violate this Code or any other Group's policies may be subject to appropriate disciplinary procedures, which may include additional training, demotion, a reduction in salary, a warning, suspension, or dismissal.



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