



Fair Competition Policy

Approved at the Board of Directors' meeting on June 07, 2021

INDEX

1. INTRODUCTION	2
2. DEFINITIONS.....	3
3. RESPONSABILITIES	4
4. COLLUSIVE PRACTICES.....	5
5. PARTICIPATION IN TENDERS	5
6. RELATIONS WITH INDUSTRY ASSOCIATIONS	6
7. RELATIONS WITH COMPETITORS.....	6
8. RELATIONS WITH THIRD PARTIES.....	7
9. WHISTLEBLOWING, FAIR TREATMENT AND NON-RETALIATION	8
10. COSEQUENCES OF THE INFRACTION	9
11. TRAINING AND COMMUNICATION	9

1. INTRODUCTION

- 1.1 The Group is committed to conducting all business and partnerships with integrity and professionalism, in a fair and honest manner, in strict compliance with all applicable competition laws.
- 1.2 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.
- 1.3 The purpose of this policy is as follows:
 - (a) Define our responsibilities and of those who work with us, and therefore also theirs, in observing and defending fair competition, acting fairly towards customers, suppliers, competitors, Group employees, and other stakeholders;
 - (b) Ensure compliance with all applicable competition laws in any country where we do business; and
 - (c) Foster a culture of compliance with competition laws by providing information and guidance on how to recognize and deal with types of conduct and situations that may constitute anti-competitive practices.
- 1.4 This policy reflects our ongoing commitment to combat any anti-competitive practices and our responsibility to the markets where we operate.
- 1.5 Any infringement of competition laws in any jurisdiction where the Group operates may render our Group liable and also may result in imposing administrative sanctions, remedies, loss of reputation and significant financial fines. Criminal sanctions for violations of the laws, such as price fixing or bid rigging, can also result in legal detention of directors and individuals and personal fines.
- 1.6 There is also a risk of established business agreements could be cancelled or declared unenforceable, and the Group may be claimed for damages from entities or persons affected by the anti-competitive behavior.
- 1.7 Any investigation undertaken in connection with suspected anti-competitive practices will result in damage to the Group's reputation.
- 1.8 If you are engaged or are likely to be engaged in activities similar to those identified in this Policy, or if you come across situations that in your opinion may raise competition issues, you should immediately consult the *Compliance*¹ Helpline for further guidance.

¹ compliance@mota-engil.com

2. DEFINITIONS

- 2.1 **“Non-Disclosure Agreement (NDA)”**: confidentiality agreement (CA), confidential disclosure agreement (CDA), proprietary information agreement (PIA) or secrecy agreement (SA), means a legal contract between at least two parties by which they agree not to disclose information covered by the agreement. In some cases, the contract may stipulate that the very existence of the NDA should not be disclosed. An NDA creates a confidential relationship between the parties to protect any kind of trade secret from disclosure.
- 2.2 **“Cartel”** a commonly used term for a collusive practice, corresponding to an agreement between companies with competing activities to restrict competition and thereby gain more effective control of their respective market.
- 2.3 **“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.
- 2.4 **“Competitor”** means any company or individual that develops, produces, trades or sells a product or service that competes with a product or service traded, distributed, under development or provided by the Group.
- 2.5 **“Compliance Department”** means the market department responsible for administering the compliance program locally or the region's Compliance Department if this function does not exist in the market.
- 2.6 **“Legal Department”** means a department under the guidance of each region executive board that :
- (a) Provides support for the commercial function with the respective legal support during negotiations and development of strategic partnerships, during the negotiation and implementation of transactions, as well as on finance operations or any other matters which involve major risks and obligations;
 - (b) Formulates legal opinions and analyses on all contracts or documentation which are binding to the region ; and
 - (c) Analyzes contractual risks before bid submission and supports contract management stage following contracts awarding.
- 2.7 **“Corporate Compliance Department”** means corporate management under the guidance of the Group's Executive Committee and with independent reporting to the Board of Directors, exercising, namely, the following functions:
- (a) Monitor the correctness, compliance and homogeneity of the policies and procedures promoted by Mota-Engil SGPS, considering its degree of adaptation to the respective markets;
 - (b) Promote Compliance processes and procedures within the Group, implementing transversal guidelines;
 - (c) Analyze the communication and compliance process of Mota-Engil's Code of Ethics and Business Conduct and its Anti-Corruption and Bribery Policy, Prevention of Money Laundering and Financing of Terrorism;
 - (d) Ensure the monitoring and implementation of measures and recommendations within the scope of Compliance activity;

- (e) Foster an environment and culture of compliance with regulatory frameworks and standards related to principles and values ;
 - (f) Ensure the monitoring of the results of inspections or inspections by regulatory and other entities;
 - (g) Provide, on request, third party assessment reports ("screening tool" and "enhanced due diligence").
- 2.8 **"Director"** means an employee who leads or supervises a specific area, program or project of a Group company. The Director generally reports to the executive body of each company (Ex: COMEX).
- 2.9 **"Group"** means all branches, subsidiaries or representational offices, direct or indirectly, total or partially, held or controlled by Mota-Engil SGPS, S.A.
- 2.10 **"Joint Venture"**, consortium or joint venture, means a business arrangement in which two or more parties agree to pool their resources in order to accomplish a specific task. This task can be a new project or any other business activity.
- 2.11 **"Line Manager"** means an employee who directly manages/coordinates other employees and operations, while reporting to a higher-ranking manager (Director).
- 2.12 **"Third party" or "Counterparty"** means any individual, organization, corporation, partnership, company, association, trust or other entity which is not an affiliated party, that an employee comes into contact with during the course of his/her work for the Group. For the purposes of this policy, this definition includes, without limitation, actual and potential clients, customers, suppliers, distributors, offset partners, business contacts, consultants, agents, advisers, and government and public bodies, including their advisers, representatives and officials, politicians and political parties.
- 3. RESPONSABILITIES**
- 3.1 This policy applies to all of us, including:
- (a) Employees; and
 - (b) All companies, subsidiaries, branches, delegations and representative offices of Mota-Engil Group .
- 3.2 It is the Group's policy to work only with reputable third parties who do business legally.
- 3.3 The prevention, detection and reporting of any anti-competitive practices is the responsibility of everyone, including each and every employee and all those who works for us or under our control. We are obliged to avoid any activity that could lead to, or suggest, a breach of this policy .
- 3.4 Employees must ensure that they have read, understand, and comply with this policy, and should raise any concerns they may have with the Compliance Department, the Mota-Engil Compliance Helpline, or the Legal Department.
- 3.5 The executive committee has the responsibility to ensure that this policy complies with legal and ethical obligations, and that all those under the control of the Group comply with it .
- 3.6 The corporate bodies are responsible for ensuring that everyone under their control is made aware and understands this Policy and that they receive regular and appropriate training on it.

- 3.7 The Compliance Department has primary and daily responsibility on implementing this policy and monitoring its use and effectiveness.

4. COLLUSIVE PRACTICES

- 4.1 Collusion between companies is a practice of coordinating decisions or conduct that have as its objective or result to prevent, distort or restrict competition.
- 4.2 This Policy strictly prohibits the Group and its employees from engaging in Cartel and other collusive practices, to get involved in any behavior, whether independently or through discussions or agreements with others, which has as its objective or may be interpreted, as causing a restriction or limitation of competition.
- 4.3 A particularly relevant form of collusion, in the context of public or private works, occurs with the submission of proposals for public or private tenders, where participants choose among themselves one of the companies to win the tender.
- 4.4 The behaviors, discussions and agreements prohibited by this Policy include, but are not limited to, what may result, or may be interpreting as resulting, from the following:
- (a) Bid Rotation - in which a Group company and its competitors agree on schemes to rotate the winning bidder, alternating among themselves the winner of a tender;
 - (b) Shadow Bids - In order to create an illusion of competition, a Group company and its competitors agree to submit bids at a higher price than the company they have previously chosen to win the tender, in order to get the contract awarded;
 - (c) Bids Suppression - A Group company and its competitors agree not to submit or to withdraw a proposal, so that the contract is awarded to the company they have chosen to win the tender;
 - (d) Market Division - A Group company and its competitors agree on a scheme for submitting proposals in order to divide the market among themselves. This share can be based on customer portfolio, type of products/services or geographic area;
 - (e) Subcontracting - A Group company and its competitors agree to facilitate the success of the bid of the company they choose to win the tender in return for being subcontracted for the supply of goods or services under the contract in question.

5. PARTICIPATION IN TENDERS

- 5.1 In the course of a bidding process under a public or private tender, Employees are not permitted to influence in any way the bidding process or the decision makers involved in the process by the client entity.
- 5.2 This Policy strictly prohibits the Group, its Employees or its counterparties from exercising any illicit influence on the tender documentation contents, acting as an omitted author of tender documents, or maintaining improper contacts with decision makers involved in the process by the client entity.

6. RELATIONS WITH INDUSTRY ASSOCIATIONS

- 6.1 The Group through its companies is a member of many associations worldwide, reflecting our transnational dimension and presence in various business areas.

- 6.2 Trade associations are a valuable resource for increasing knowledge of industry practices and trends, discussing issues of common interest, and generating platforms and opportunities to interact with customers and competitors.
- 6.3 This Policy strictly prohibits the Group and its employees from using participation in industry or trade association events and related contacts for anti-competitive purposes. This also applies to less formal meetings or events involving competitors.
- 6.4 If in a conversation with a competitor or in an associative forum, there is any discussion of confidential or other business information, such as prices, bids, etc., the employee must:
- (a) Inform the competitor/association forum that he/she will not discuss this information;
 - (b) Immediately end the conversation or leave the meeting registering the fact and any protest in the meeting minutes; and
 - (c) Immediately notify the Compliance Department or Company Legal Department of any inappropriate discussions or incidents.
- 6.5 The Employees who are members of trade or industry associations or who have contact with competitors at industry events or meetings must act with special attention to ensure that matters relating to confidential or other business information are not discussed.

7. RELATIONS WITH COMPETITORS

- 7.1 The competition laws promote and preserve the independence of each competitor in making decisions on prices, production and other competitive sensitive factors. Competition violations are committed when competitors make agreements that limits the decision making independence and restricts market operations, such as agreements to fix prices, restrict production output or control product quality, or divide the market by customers, territories, products or purchases.
- 7.2 You must never agree with any competitor on any of these topics, as those agreements will be illegal.
- 7.3 The illegal agreements doesn't need to be in writing, or even express mutual commitments or warranties. The agreements may be based on "chit-chat", informal discussions or the simple exchange of information between competitors which may result in price fixing or other anti-competitive practices.
- 7.4 Companies in the construction industry often consider establishing consortiums or partnerships with each other as a normal way of doing business. These types of consortiums or partnerships should be created to complement solutions and resources and to improve competitiveness against local or foreign competition.
- 7.5 While on one project the companies may actually behave as independent competitors, on another project they may form a joint venture or enter into a contractor/subcontractor type commercial relationship. In these kinds of complex relationships it must always be clear that the meetings and communications between the companies served a legitimate business purpose and that they took place between companies forming the joint venture and not between competing companies.
- 7.6 Any communication with a competitor's representative, however innocuous it may seem at the time, may later be subject to judicial scrutiny and support the basis of charges of improper or illegal conduct. To prevent improper communications and agreements, our Group prohibits:

- (a) Discussions/contacts with competitors about prices, costs, or sales terms and conditions;
- (b) Conversations/contacts with suppliers and customers that unfairly restrict market operations or exclude competitors from the market;
- (c) Agreements with competitors regarding market or customer division;
- (d) Agreements with others for the purpose of boycotting customers or suppliers; and
- (e) Any abuse of the Group's market position.

7.7 It is perfectly legit for our Group to gather information about the marketplace, including information about its competitors and their products and services. However, there are limits to the ways in which such information can be obtained and used. In gathering market information, you must comply with the following guidelines:

- (a) Gather information about our Group's competitors from sources such as published articles, advertisements, brochures, other non-copyright materials, consultant surveys, and conversations with Company customers;
- (b) Never attempt to obtain a competitor's trade secrets or other proprietary information through illegal means such as theft, espionage, bribery, or violation of a competitor's non-disclosure agreement;
- (c) If there is any indication that the person/entity holding the information did not obtain it lawfully, you should refuse it. If you receive any competitive information anonymously or marked confidential, you should not review it and should immediately contact the Group Ethics Hotline².

7.8 It is also normal today for competitors to interact in various manners, through trade associations, professional groups, academic forums, etc. It should always be clear that these types of interactions between companies serve a legitimate business purpose and that they take place between companies that have formed the joint venture and not between competing companies.

8. RELATIONS WITH THIRD PARTIES

8.1 When a Non-Disclosure Agreement or other type of agreement is being analyzed with a counterparty, if you have any reason to believe that the agreement would raise competition issues, you should seek assistance from the Legal Department before the agreement enters into force or during the course of business negotiations.

8.2 In relations with suppliers you must refrain from establish any verticalization agreements if such agreement reduces competition or prevents new companies from entering the market.

8.3 Anti-competitive practices may also occur if a Group company imposes price or non-price restrictions to suppliers in its supply chain.

8.4 In the third-party assessment process described in the Group's Third Party Procedure, if the due-diligence results identify any indication that a counterparty may have engaged in any act contrary to competition laws, should be taken enhanced due diligence actions provided in the Procedure.

² etica@mota-engil.com
<http://www.mota-engil.com/provedoria/>
Internal Audit – Rua do Lego Lameiro, n.º 38, 4300 – 454 Porto

- 8.5 It is prohibited to request from candidates for a position, confidential information about competitors where they have already worked, in particular those who are applying for functions related to pricing or other competition strategies of the company. It is also prohibited to establish without justification, agreements with other companies not to hire certain candidates or to coordinate compensation policies.

9. WHISTLEBLOWING, FAIR TREATMENT AND NON-RETALIATION

- 9.1 Employees are encouraged to raise concerns about any matter or suspicion of misconduct as early as possible. If employees are unsure, whether a particular act constitutes an anti-competitive practice, or if they have any other questions, they should contact the Compliance Department, use the Mota-Engil Compliance Helpline or the Legal Department. Concerns should be reported by following Mota-Engil's Ethics Hotline, provided in our Code of Ethics and Business Conduct. A copy of the Code of Ethics and Business Conduct is available on the Group's website.
- 9.2 It is important that any employee reports to the Compliance Department, the Mota-Engil Compliance Helpline or the Legal Department as soon as possible if he or she becomes aware of any situation contrary to competition law.
- 9.3 Employees cannot avoid being held responsible for "turning a blind eye" when circumstances indicate a possible breach of Group Policy. If any employee has doubts or questions about whether his or her conduct is correct under this Policy or if he or she believes that a breach of this Policy has occurred, is occurring or will occur, he or she should consult his or her Line Manager or the Compliance Department or report it to the Mota-Engil Compliance Helpline.
- 9.4 Employees who refuse to participate in any anti-competitive practices, or those who raise concerns or report wrongdoing by others, are sometimes concerned about possible repercussions. We want to encourage reporting and support anyone who raises genuine concerns in good faith under this Policy, even if it turns out that they were mistaken. However, those who knowingly or in good faith make false reports, or those who fail to report wrongdoing or suspicions of which they are aware, may be subject to disciplinary action.
- 9.5 We are committed to ensuring that no one suffers any detrimental treatment as a result of refusing to participate in anti-competitive practices, or for reporting, in an act of good faith, your suspicions of any actual or potential violation of competition laws that may occur in the future. If you believe you have been the victim of any such treatment, you should report the matter through the Mota-Engil Ethics Hotline.
- 9.6 A breach of trust or an act of retaliation, against any employee who has reported a concern or supported the investigation process, will also be treated as a breach of this Policy and of the Group's Code of Ethics and Business Conduct.
- 9.7 Employees may also follow the instructions set out in the Whistleblowing and Compliance Procedure.

10. CONSEQUENCES OF THE INFRACTION

- 10.1 The violation of this Policy or any applicable law may result in serious consequences, including, but not limited to, the following:

- (a) Employees may be subject to appropriate disciplinary action or be held administratively, civilly or criminally liable. Employees or other persons may be prosecuted, fined, imprisoned and/or excluded from employment with the Group;
- (b) Line Managers and Directors may also be held personally responsible if they are aware of situations of anti-competitive practices and fail to take appropriate actions to prevent them;
- (c) The end of the business relationship between the Group company and a counterparty; and
- (d) The Group and/or a counterparty may be criticized by the general public and competitors and thus prompting a competitive disadvantage.

10.2 The Group's relationships with its shareholders, joint venture partners, auditors, creditors, suppliers and customers may be adversely affected by breaches of this Policy.

11. TRAINING AND COMMUNICATION

11.1 The Group has defined an ongoing training program to provide employees with the resources to understand this Policy and strategy towards its implementation.

11.2 Our zero tolerance approach to anti-competitive practices must be communicated to all third parties/counterparties with whom the Group Company maintains business relationships.