



**Brisa**

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# **Supplier Code of Conduct**

**Brisa Auto-Estradas**

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### 1. INTRODUCTION

Brisa – Auto-Estradas de Portugal (BAE) and all its Affiliates, hereinafter referred as “**Brisa**”, pursue their activity in strict compliance with the law and the ethical standards and principles set out in the Code of Ethics and Conduct and all other internal policies in effect.

As part of its activity, the Brisa enters into numerous product and service provision agreements with Suppliers, which are thus key partners and an indissociable part of the Brisa’s business. In this sense, Suppliers should be fully aligned with the Brisa’s principles and values.

The signing of any contracts between Suppliers and Brisa is always based on legal, good faith, economic rationality and technical adequacy criteria, principles of good governance and environmental and social sustainability. The level of commitment of Suppliers to environmental and social sustainability goals, equality, inclusion, diversity, absolute respect for human rights and the unconditional rejection of corruption, amongst other aspects, represent very significant factors in the Supplier selection process adopted by the Brisa. The Brisa’s Supplier selection process is always based on ethical commitment, value, quality, reliability, innovation and sustainability, irrespective of the products supplied, services provided, markets, regions and processes.

This Code of Conduct for Suppliers, hereinafter referred to as “**Code**”, should be read together with the Code of Ethics and Conduct, the Brisa Whistleblowing Regulation, the Brisa Group Procurement and Purchase Policy and the definitions included in point 3. The information included in this document is complemented by the contents available in the Related Documents and Useful Links, as listed in point 9.

This Code does not supersede any additional conditions or more demanding conditions or requirements that may emerge from legislation that is specifically applicable or relevant in the countries where Brisa operates.

### 1. SCOPE

This Code establishes the values and principles that must be observed by all Brisa Suppliers, based on applicable legislation, best environmental and social practices, and sound governance commitments.

Anyone wishing to enter into a commercial/contractual relationship with Brisa must fully and unreservedly accept the Code and undertake to ensure that its Affiliates and all of their Employees, partners, auditors, accountants, agents, representatives, advisers and consultants, including financial entities, lawyers, technicians and other service providers acting in their name and/or on their behalf, have knowledge of this Code and comply therewith.

Any aspects missing from this Code or described incompletely shall be governed in accordance with the provisions established in the Brisa Code of Ethics and Conduct.

2. DEFINITIONS

<b><i>Affiliates</i></b>	Entities that are in a relationship with a company which, regardless of whether its domicile or registered office is in Portugal or abroad, can exercise a dominant influence over them, directly or indirectly, in accordance with the conditions set out in paragraph 2 of article 21 of the Portuguese Securities Code.
<b><i>Money Laundering</i></b>	Converting, transferring, assisting or facilitating any operation of conversion or transfer of advantages, obtained by itself or by a third party, directly or indirectly, with the aim of concealing their illicit origin, or of preventing the perpetrator or participant in such offenses from being criminally prosecuted or subjected to a criminal reaction.
<b><i>Brisa</i></b>	All Brisa Group companies, e.g. Brisa Auto-Estradas de Portugal, S.A., as parent company, and all Affiliates.
<b><i>Employees</i></b>	Employees and members of the governing bodies of Brisa or the respective Suppliers.
<b><i>Conflict of Interest</i></b>	Any situation where the prevailing interests of any given Employee, Stakeholder or third party may have any of the following outcomes: a) Harm the interests of Brisa or the Supplier in question, as applicable; or b) Unduly influence the decisions made by the Employee, namely when the latter are incompatible with the duties to which the Employee is bound by law and the Code of Ethics.
<b><i>Active Corruption</i></b>	Whoever, by him/herself or through an intermediary, with his/her consent or ratification, gives or promises to someone with functions in the public or private sector, or to a third party on his/her recommendation or with his/her knowledge, a pecuniary or non-pecuniary advantage for the purpose of carrying out any act or omission contrary to professional duties, even if prior to that request or acceptance.
<b><i>Passive Corruption</i></b>	Any person, whether from the public or private sector, who, by themselves or through an intermediary, with their consent or ratification, requests or accepts, for themselves or for a third party, a pecuniary or non-pecuniary advantage, or the promise thereof, for the performance of any act or omission contrary to professional duties, even if prior to that request or acceptance.
<b><i>Corruption and Related Offences</i></b>	The crimes of corruption, undue receiving and offering of advantages, embezzlement, involvement in illicit business activities, abuse of power, prevarication, traffic of influence, money laundering, fraud and illegitimate obtaining or use of subsidies, subventions or credit.
<b><i>EU</i></b>	European Union
<b><i>Supplier</i></b>	Any legal or natural person who, without having any employment relationship, provides any services or supplies any goods or services to Brisa.

<b>Fraud</b>	An act or omission with the intention of obtaining benefits for oneself or a third party through the deliberate misappropriation, misuse or misuse of the organization's resources or assets. Fraud is associated with irregular or illegal practices, including theft, corruption, embezzlement, bribery, forgery, false statements, collusion and concealment of material facts.
<b>FAG</b>	Financial Action Group.
<b>GHG</b>	Greenhouse Gases.
<b>ILO</b>	International Labour Organisation.
<b>ISO</b>	International Organisation for Standardisation.
<b>OECD</b>	Organisation for Economic Cooperation and Development.
<b>UN</b>	United Nations
<b>Related Party</b>	As defined in Accounting and Financial Reporting Standard (AFRS) 5 (corresponding to International Accounting Standard (IAS) 24), a party is considered to be related to an entity in the following situation: <ul style="list-style-type: none"> <li>a) If the party, directly or indirectly, through one or more intermediaries: (i) controls, is controlled by, or is under joint control with the entity in question (including relationships between parent companies and subsidiaries, as well as relationships between subsidiaries of the same parent company); (ii) has an interest entailing significant influence over the entity; or (iii) has joint control over the entity;</li> <li>b) The party is an associate or forms a joint venture with the entity (see AFRS 13);</li> <li>c) The party is a member of the key management personnel of the entity or the respective parent company;</li> <li>d) The party is a close family member of any of the individuals referred to in paragraphs (a) or (c);</li> <li>e) The party is an entity over which any of the individuals referred to in paragraphs (c) or (d) exercises control, joint control or significant influence, or has significant voting power, directly or indirectly; or</li> <li>f) The party is a post-employment benefit plan established for the employees of the entity or of any party related to the latter.</li> </ul>
<b>GRPC</b>	General Regime for the Prevention of Corruption, as approved by Decree-Law 109-E/2021, of 9 December.
<b>UNSC</b>	United Nations Security Council.

### 3. PRINCIPLES OF ETHICS AND CONDUCT

#### 3.1. Human and Labour Rights

The Suppliers shall be required to comply with the following:

- All legislation applicable to their activity, as well as this Code;
- The principles of the United Nations Global Compact, through the implementation of adequate processes in their organisations;
- Workers' rights, under the terms of the applicable legislation;
- The principles established in the United Nations International Bill of Human Rights, as well as the labour standards issued by the International Labour Organisation (ILO), taking the laws and regulations applicable in the various geographic areas into account;
- The national legislation pertaining to employee remunerations, namely the national minimum wage and the payment of overtime rates.

##### 3.1.1. Non-Discrimination, Diversity and Inclusion

The Suppliers shall reject any practice that may be interpreted as discrimination or harassment, as well as promote diversity, inclusion and equality, regarding gender, opportunities and treatment, personal and professional development throughout your organization and at all times, particularly with respect to the processes adopted for Employee recruitment, promotion and selection for participation in basic or advanced training programmes.

The Suppliers shall not discriminate against any Employee, based on their gender, age, appearance, colour, race, ethnicity, nationality, ancestry, sexual orientation, physical or mental disability, religion, political opinions, philosophical beliefs, economic or social status, or contractual relationship.

##### 3.1.2. Child Labour

The Suppliers shall not use or allow the use of child labour, of any type, within their organisation and value chain, and will ensure compliance with the [ILO](#) provisions on child labour.

##### 3.1.3. Forced Labour

The Suppliers shall not use forced or mandatory labour, of any type, within their organisation and value chain, and will ensure compliance with the [ILO](#) provisions on new forms of slavery and slave labor.

### 3.1.4. Freedom of Association

The Suppliers shall respect the rights of their Employees, including the formation of workers' councils, collective bargaining units or any other employee association established for collective bargaining purposes.

### 3.1.5. Remuneration and Decent Working Conditions

The Suppliers shall ensure fair and decent pay and working conditions for all Employees. In line with the European Union (EU) professional activity remuneration standards (or similar), the Suppliers shall ensure that all Employees earn fair wages, deemed sufficient to ensuring a satisfactory living standard for themselves and their families.

### 3.1.6. Occupational Health and Safety

The Suppliers shall fully comply with all occupational health and safety legislation in effect. The Suppliers will have implemented adequate occupational health and safety management systems, including suitable measures for minimising current and potential occupational health and safety risks. Additionally, the Suppliers shall be required to raise awareness and provide adequate training to their Employees, in order to reduce occupational accidents and illnesses.

## 3.2. Data Protection

The Suppliers shall respect the privacy of Data Subjects and comply with all national and international laws and regulations, as well as Brisa's instructions regarding the processing and protection of personal data, when processing them in the name of and on behalf of Brisa.

## 3.3. Cybersecurity and Information Security

The Suppliers shall adopt adequate technical and organisational measures in order to mitigate the increasing risk of cyberattacks, as well as implement the appropriate controls to protect the information under their responsibility, complying with all legal and regulatory standards in force.

## 3.4. Social Commitment

The Suppliers shall be committed to contributing to the social and economic wellbeing of the communities where they operate.



### 3.4.1. Local Value Creation

Brisa seeks to contribute to the social and economic development of the communities where it operates and values all Suppliers committed to the success of this mission. The Suppliers shall be required to demonstrate their engagement with the communities and willingness to respond/participate in the community and/or stakeholder issues, namely through regular involvement in volunteer initiatives, contributions or donations to the community.

In what concerns leadership, Brisa expects its Suppliers to collaborate proactively in the creation of employment and/or companies that may, in the long-term, contribute to the evolution and development of the communities where they operate.

## 3.5. Protection and Promotion of Environmental Sustainability

Brisa implements and promotes the best environmental practices across its activities and value chain, by focusing on environmental issues and seeking to reduce water consumption, ensure the efficient management of waste and materials, foster a circular economy, preserve and promote biodiversity, increase energy efficiency and reduce greenhouse gas (GHG) emissions, under the terms of the Brisa Group's Environmental Policy.

In this sense, the Suppliers should be aligned with the [Sustainable Development Goals](#) considered by the Brisa as a priority and included in the Brisa's strategic plan, as well as comply with all applicable environmental protection legislation, regulation and standards. The Suppliers shall be required to adopt the best international practices concerning the promotion of environmental sustainability, on local and global levels, albeit not being obligated to pursue this course of action, under the terms of the specific environmental standards applicable. The Suppliers should implement and maintain an adequate environmental management system (e.g. in compliance with the ISO 14001 Standard or similar).

### 3.5.1. Energy Efficiency and Reduction of GHG Emissions

Brisa promotes the adoption of good practices aimed at improving energy efficiency and reducing GHG emissions across its activities and value chain, as a relevant aspect of the Brisa's sustainability strategy. In this sense, Brisa seeks to lower energy consumption and use energy from renewable sources, such as to reduce its carbon footprint, in line with the goals and targets set by Brisa and the most relevant national and international benchmarks.

The Suppliers should act in conformity with this goal, in order to contribute to its achievement by Brisa, by promoting and implementing good environmental practices and prioritising the use of energy from renewable sources, such as to increase energy efficiency and reduce GHG emissions.



### 3.5.2. Efficient Management of Waste and Materials

Brisa supports the adoption of good practices aimed at promoting a circular economy across its activities and value chain, as a relevant aspect of the Brisa's sustainability strategy, with a view to reducing the environmental footprint of the materials and products purchased from its suppliers and the waste and by-products generated, in line with the Portuguese and European [Circular Economy Action Plan](#).

The Suppliers should act in conformity with this goal, in order to contribute to its achievement by Brisa, by promoting, implementing and demonstrate good waste and materials management practices, such as to increase efficiency and foster a circular economy.

### 3.5.3. Biodiversity Management

Brisa is committed to integrating nature into its strategy and business model, implementing measures for the conservation, protection and restoration of biodiversity and ecosystems, for the sustainable use of natural resources and for a fair and equitable distribution of the benefits that result from this use.

Thus, Suppliers must act to collaborate with Brisa in fulfilling the commitments assumed in their adherence to [act4nature Portugal](#).

## 4. CONDUCT IN THE BUSINESS ENVIRONMENT

### 4.1. Prohibition of Corruption and Related Offenses

Brisa and their Employees comply with the law at all times, with absolute integrity, rejecting any practice that may be construed as Corruption or a Related Offence. In this sense, Brisa's Suppliers shall be required to expressly declare their compliance with the law at all times, with absolute integrity, adopting rules and procedures that enable them to comply with the legal provisions on combating corruption and other related offenses or influence peddling, repudiating any practice of Corruption and Related Offenses.

The Suppliers shall:

- Be required to comply with the anti-corruption conventions subscribed by reference organisations, namely the [United Nations \(UN\)](#) and the [Organisation for Economic Cooperation and Development \(OECD\)](#).
- Ensure that their Employees will not offer, promise or grant any benefits to any Brisa Employee or Related Parties, for the purpose of obtaining any form of preferential treatment within the scope of their business transactions;
- Declare that they are not prohibited by a governmental or international agency from responding to invitations to tender or from contacting or working with that agency due to alleged or proven acts of corruption, related offenses or influence peddling;

- Define appropriate rules, procedures and controls to prevent the practice of acts of corruption and other related offenses, influence peddling, ensuring that any evidence or suspicion related to Brisa is subject to rigorous investigation, processed with due diligence and reported to Brisa through the Irregularities Reporting Platform;
- Not aware that, at any time in the last 5 (five) years, they have made any contribution to a candidate for public office in any country or failed to comply with the obligation to disclose the making of such a contribution, or made a payment that is not permitted or required under the law of any jurisdiction, to a public official of state, regional or federal jurisdiction, as applicable.

#### **4.2. Money Laundering and Terrorist Financing**

Brisa and all its Employees always act in compliance with the law and with integrity, repudiating any practice of money laundering and terrorist financing, and its Suppliers also commit to always act in compliance with the law and with integrity, repudiating any of these practices.

The Suppliers:

- Shall also declare to have knowledge of and comply, to the extent applicable thereto, with all legislation aimed at preventing money laundering, namely the FAG Recommendations, the Penal Code and Law no. 83/2017, of 18 August, which establishes measures aimed at preventing money laundering and the financing of terrorism. The Suppliers should conduct their activity in accordance with the most exacting international rules and standards, despite not bound thereto, under the applicable law;
- Conduct their business in accordance with the highest international regulations and standards, even if they are not bound to do so under the terms of the applicable law;
- Declare that they are not currently the object or target of sanctions, located or resident in a territory or country subject to sanctions, understood as any penalty imposed by governments or government institutions, the United Nations Security Council (UNSC), the EU or other sanctions with an identical objective, administered or imposed by any authorities or judicial bodies;
- Maintain and comply with international policies, procedures and controls consistent with their profile, in order to ensure that they do not engage in any transaction with or for the benefit of individuals or entities subject to sanctions or related to activities prohibited by the United Nations, the United States of America or the EU or any of its current or future Member States.

### **4.3. Prevention of Conflicts of Interest**

Within the scope of their commercial and/or contractual relationship with Brisa, Suppliers act in accordance with the principles of ethics, loyalty and good faith, based on criteria of economic rationality. In their relationship with Brisa, Suppliers must prevent and avoid direct or indirect, actual or potential Conflicts of Interest, or when this is not possible, formalize the existence or potential for Conflicts of Interest through Brisa's website, in the Irregularities Communication Platform, and deal with them in order to resolve them in an ethical and responsible manner.

The Suppliers ensure that, in each commercial or contractual relationship, their employees, agents, members of corporate bodies, attorneys, suppliers or subcontractors, or any other third party acting on their behalf, do not have any business, family or other relationships that create a conflict of interest in their relationship with Brisa.

### **4.4. Competition**

The Suppliers shall conduct their business in a fair manner and comply with the law, applicable regulations and the recommendations issued by the competition authority. The Suppliers should refrain from adopting any practices, make any decisions or sign any agreements that could falsify, prevent or restrict free competition or constitute a breach of the competition law.

## **5. RELATIONS WITH SUPPLIERS**

The Suppliers shall ensure the adoption of the selection criteria, principles and values established in this Code by their Affiliates, suppliers and any persons or entities in a contractual relationship therewith. The Suppliers should actively promote compliance with the provisions included in this Code, namely concerning the protection of human rights, working conditions, fight against corruption and environmental protection, in compliance with their contractual obligations.

## **6. WHISTLEBLOWING**

The Suppliers shall report any act or omission that constitutes a breach of the rules and standards established in national, European Union and international laws and regulations, under the terms specified in the Irregularities Report Regulation.

## **7. FINAL PROVISIONS**

All situations not described in this document or raising doubts should be forwarded to the BAE Procurement and Purchasing (BAE/DPC), which is responsible for identifying the most adequate solution and/or providing clarifications.

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The BAE Executive Committee (EC) is responsible for approving this Code of Conduct, in order to ensure the maximum accuracy and excellence with respect to the principles and guidelines adopted.

The application of this Code of Conduct does not preclude the applicability of any other provisions concerning the protection of whistle-blowers, as established in national, European Union or international legislation or regulations.

### ANNEX I - ACCEPTANCE AND COMPLIANCE WITH THE CODE

Compliance with the principles and requirements set out in this Code will be reviewed regularly. Brisa may consult each Supplier and carry out audits or appoint qualified third parties to do so, whenever it deems it relevant, the Supplier must ensure that its subcontractors grant Brisa equivalent information and audit rights.

Brisa may request from the Supplier, at any time, any information it deems necessary to verify compliance with the Law and the provisions of this Code. If a Supplier violates the provisions of the Code, or refuses to adopt corrective measures to remedy any situation of non-compliance or defective compliance, after a reasonable grace period, Brisa may terminate with just cause all or part of the contracts entered into with the Supplier without the latter having any right to compensation.

The Supplier, in each commercial or contractual relationship, ensures that any of its employees, agents, members of its corporate bodies, attorneys-in-fact, suppliers or subcontractors, or any other third party acting on its behalf or in its interest:

- a) Has become aware of, accepts and complies with, the provisions of:
  - i. Code of Ethics and Conduct;
  - ii. Irregularities Report Regulation;
  - iii. Corruption Prevention Policy;
  - iv. Brisa Group Procurement and Purchasing Policy;
  - v. Conflict of Interest and Related Parties Transactions Policy;
  - vi. Brisa Group Quality Policy;
  - vii. Brisa Group Occupational Health and Safety Policy;
  - viii. Brisa Group Information Security Policy and Standards;
  - ix. Brisa Group Environmental Policy;
  - x. Environmental Communication.
- b) Is not in any of the following situations:
  - i. State of insolvency, actual or imminent;
  - ii. Convicted by a final judgment of any crime that affects their professional honor, in the case of natural persons, or, in the case of legal persons, when the legal person or the members of its governing bodies of administration, direction or management have been convicted of such crimes, and they are in effective office, in either case without the respective rehabilitation having taken place in the meantime;

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- iii. Not in good standing with regard to social security contributions in Portugal, the European Union or any other jurisdiction in which it operates;
- iv. Non-regularized situation with regard to taxes due in Portugal and the European Union or another jurisdiction in which it operates.

### ANNEX II - RELATED DOCUMENTS AND USEFUL LINKS

- [Code of Ethics and Conduct](#)
- [Irregularities Report Regulation](#)
- [Whistleblower Platform](#)
- [Corruption Prevention Policy](#)
- [Brisa Group Procurement and Purchasing Policy](#)
- [Sustainable Development Goals](#)
- [Conflict of Interest and Related Parties Transactions Policy](#)
- [Brisa Group Quality Policy](#)
- [Brisa Group Occupational Health and Safety Policy](#)
- [Brisa Group Information Security Policy and Standards](#)
- [Brisa Group Environmental Policy](#)
- [Environmental Communication](#)