



# CONDURIL'S CODE OF CONDUCT (Ethics and Good Practices)



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# 1. Introduction

## 1.1

An operating company is exposed to an unlimited number of risks. These risks are not always predictable and require creating a complementary system or procedure. It helps identify, measure, control, and manage risks, implement management measures, and monitor. These risks become more challenging to control and require extra care when companies operate in business in external geographic spaces, outside the known natural and cultural environment. Given its size, material, human and economic terms, and the international scope of its operations, Conduril – Engenharia, SA, hereinafter referred to as CONDURIL, including its affiliates, is naturally and necessarily subject to such risks.

Several types of risks can be listed, namely:

- risks of business processes, including the operation itself, the disruption by possible external or internal fraud, the deficient performance of those responsible for the business, the performance of human resources in terms of cost/benefit and the capacity and good financial forecasts (credit availability, liquidity, exchange rates, interest rates, customs fees);
- risks linked to good or bad operational, financial, strategic assessment information;
- environmental risks, including competition, political options, legal, fiscal and regulatory requirements.

## 1.2

Each person part of a partner company, at the administration, management, or other levels in the hierarchy, is bound by a statute with rules of conduct and sanctions for those who act in disagreement. But this constitutes a minimum degree of requirement within the legal scope and to sanction cases of known and express violation of obligations as an opposing side of the collaborative relationship. Over many years of experience, companies have discovered that, in addition to this minimum, it becomes useful, strategic, and formative to introduce norms of conduct and good practices that value all agents. It instils a specific business culture and positively encourages them to improve themselves to a higher performance standard. This standard is implemented in day-to-day action, becomes the company's tradition, and is adopted as a set of identity objectives, recorded by routine and preserved in the company's culture.

# 2.

## Conduril identity objectives

- In technical and economic terms: it intends to be a large company on a national scale capable of responding to any attractive request, whether from the national market or the foreign market.
- In terms of the total number of active personnel, it intends to be a medium-sized company with qualified employees with the technical capacity to satisfy the national market or to intervene or provide backup support for operations abroad.
- In terms of competitiveness, it intends to highlight procedures

excellence and production quality in preference to advertising. It encourages the employees to reveal and highlight these attributes in the daily exercise of their activity.

- In terms of human relations, it intends to develop the following rules: valuation according to work done and not according to the possibilities; support and encouragement of valid initiatives; ongoing training and adequate remuneration.
- In terms of efficiency, it wants speed in decision and execution, even with the most significant risk of error.

In terms of effectiveness, it is essential to remember that the profit perspective is the company's goal: moderating expenses, costs options and price determination, always within the market limits.

# 3.

## Principles of ethics for the administrator and other Conduril employees

- They must do their work to the best of their ability.
- They must reveal their moral formation and the values relevant to their activity in the company.
- They must make the interests of the company prevail over their problems or those of other employees.
- They must keep confidential the information obtained in the

professional activity, not disclosing them when it may jeopardize the company's interests or harm it.

- They must assume their responsibility towards Clients and the company for acts practised or omissions verified in the exercise of management.
- They must always present themselves as moderating agents and act with impartiality towards the people of the company, treating them objectively.
- They must prohibit within the company behaviours and actions that violate the company's morals, good customs, and performance.
- They must exhibit exemplary conduct, before superiors, colleagues and subordinates.
- They must be concerned with the social well-being of the company.
- They must use the company funds entrusted to them for the intended purpose and be accounted for the expenses.
- They must end any discussion in the work environment, creating conditions for an excellent relational climate.
- They must protest against possible erroneous decisions of any person or corporate body, but only with administrators.
- They must report any incorrect behaviour that occurs in the workplace.
- They must respect the ideas of superiors, colleagues or subordinates and take advantage of them when they lead to the defence of the company's interests.
- They must validate the deserved value of actions and omissions of colleagues in the company, not appropriating them as their own and must make their knowledge available to others.

- They must respect the company's directives, resolutions or permanent execution rules.
- They must always consider customer satisfaction, providing products or services according to the order and purpose.

# 4.

## Rules of conduct and good practices

The Code of Conduct establishes the ethical principles and limits for CONDURIL's activities in any part of the world and its commitments to the interested parties.

### **4.1 Scope of action**

The Code of Conduct applies to all CONDURIL employees, understood as all persons who work at CONDURIL, including corporate bodies and other managers.

The duties of employees stipulated in this code are, with the necessary adaptations, equally applicable to attorneys and the service providers that are, in some way, entitled to act on behalf of CONDURIL.

### **4.2 Principles of operation**

CONDURIL and its employees will base their decisions and actions on the principles established in this Code, pursue CONDURIL's interests and respect the principles of loyalty, integrity, rigorous, legality, good faith, transparency, professionalism and confidentiality, considering

the mission and the quality, environment and safety policies in force at CONDURIL.

### **4.3 Efficiency, responsibility and use of resources**

CONDURIL's reputation depends on the behaviour each of its employees adopts.

CONDURIL employees must comply with zeal, efficiency and responsibility their obligations and duties in the exercise of their functions.

Therefore, all CONDURIL employees must:

- act considering the best interests of CONDURIL;
- apply CONDURIL's values in their professional behaviour;
- use the name CONDURIL only for professional purpose, not involving the company in personal actions;
- guide his performance in the company by motivating increased productivity, maintaining a healthy and trusting environment, respecting the hierarchical structure, sharing knowledge and information and cultivating team spirit;
- pursue professional development towards the continuous improvement of their knowledge and skills, seeking to obtain the best use and results of the professional training promoted by the company;
- respect internal procedures and rules;
- respect the internal instructions on the use of IT resources and their security;
- avoid inappropriate use of computer systems, company e-mail accounts and internet use;
- avoid personal use of company assets;
- respect and protect the company's assets, ensuring that they are not lost, damaged or misused;
- take care of the tangible and intangible assets of CONDURIL or



- third parties entrusted to them, including computer systems;
- acknowledge that all company assets and documents belong to CONDURIL.

#### **4.4 Legal principles**

CONDURIL must fully comply with the legislation and regulations in force and provide the authorities with all collaboration within its reach.

Collaborators undertake to:

- respect the laws and regulations applicable to its activity or which may result in liability for the company;
- provide the regulatory and supervisory authorities with all the cooperation requested, not adopting any behaviour that may prevent the exercise of the powers of those entities.

#### **4.5 Anti-corruption & compliance practice**

CONDURIL operates in many countries, where there is a wide variety of cultures, laws and political systems. Thus, as a basic standard, CONDURIL must respect the laws of the countries where it operates. It must ensure that it carries out its activities sensitively to the cultural and social traditions of the various communities with which it comes into contact.

CONDURIL's compliance and good corporate governance policy aims to prevent and avoid the violation of rules and/or misconduct that may negatively affect the company or society, contributing to the early identification of problems and risk prevention, including the prevention and fight against corruption and related acts.

It thus constitutes a defence mechanism for the company against undesirable involvements, including money laundering and terrorist financing.

It is the policy of CONDURIL and its affiliates to adopt and promote

behaviour guided by imperatives of ethics, rigorous, transparency and responsibility. Also, by strict compliance with the legislation in force in the countries where the CONDURIL group operates and internal rules and regulations of the group itself.

Administration members, directors and other employees of the CONDURIL group companies must refrain from performing acts that configure or may configure situations of corruption, bribery, undue receiving of advantages and lobbying. Generally, corruption occurs when someone, directly or indirectly, gives or promises (or tries to give or promise) or requests or accepts a particular consideration, reward or advantage (personal or property) to perform an act or omission contrary to the powers and duties of the person who practices them and which results in an unlawful and undue favour (commercial, competitive, contractual, personal or otherwise) of third parties.

In purely illustrative terms, all those part of the staff of the CONDURIL group or related to them, namely through the provision of services, may not:

- accept or offer, directly or indirectly, gifts, tips, commissions, acts of favour (travel, accommodation, meals, etc.) or any payments related to the raising, celebration and execution of business and contract award, in irregular or illegal, or that may facilitate business for their benefit or that of third parties to the detriment of the company;
- use positions and functions that they occupy or information they have access to about the business and affairs of the company, its customers and service providers to influence attitudes that favour their interests or those of third parties;
- make on behalf of the company any contributions, monetary or in-kind, to political parties, associations or movements;
- obtain or provide information by illegal means;
- impelling, convincing or assisting a natural or legal person or authority, national or foreign, to act illegally or improperly;

- accept any gift from a company's business partner, current or potential, if the performance of a favour is expected or implied;
- facilitate any payments on behalf of the company to obtain a payment to which one would not usually be entitled.

Any behaviour that indicates acts of corruption, and related infractions, must be reported by members of governing bodies and employees who are aware through the internal reporting channel created by the company for this purpose.

#### **4.6 Equal treatment, non-discrimination and harassment**

CONDURIL employees must not adopt discriminatory behaviour and any form of harassment based on race, sex, age, physical disability, sexual orientation, political opinions or religious convictions concerning co-workers, regardless of their position, hierarchy, and all who encounter CONDURIL.

CONDURIL and its employees will guide their actions by the highest integrity and individual dignity standards.

#### **4.7 Company assets**

CONDURIL's Management Bodies undertake to manage proprietary assets and those of third parties entrusted to them to safeguard their value.

#### **4.8 Confidentiality**

CONDURIL employees must maintain absolute secrecy regarding the outside of all information they become aware of during their duties that may affect CONDURIL's image and interest, especially when it is confidential.

Therefore, all Conduril employees must:

- protect all confidential customer and supplier records in both

paper and electronic form;

- not to disclose confidential information to third parties outside of CONDURIL, including employees' family members;
- not work in public areas using confidential information;
- whenever they leave the company, hand over all confidential information they hold, including copies of the original materials.

#### **4.9 Processing of personal data**

CONDURIL undertakes to safeguard the integrity and secrecy of the personal information of its employees and complies with the provisions of national and European legislation on the treatment and protection of personal data, namely by adopting the organizational and regulatory measures necessary for that purpose.

#### **4.10 Commitment between parties**

CONDURIL undertakes to:

- provide employees with high levels of satisfaction and professional fulfilment, pay fair remuneration and provide a safe and healthy work environment;
- promote respect and equal opportunities for all employees and potential employees;
- promote the personal and professional improvement of employees, with hierarchies playing an essential role of responsibility in identifying and promoting development opportunities;
- develop the balance between the personal and professional lives of its employees.

#### **4.11 Relationship with shareholders**

CONDURIL employees must base their actions on protecting and defending shareholders' interests.

CONDURIL undertakes to:

- create lasting wealth for shareholders;
- respect the principle of equal treatment of shareholders;
- make information available promptly, in an adequate, truthful, transparent and rigorous manner.

#### **4.12 Relationship with suppliers**

CONDURIL employees must make suppliers and service providers aware of compliance with the ethical principles set out in this Code of Conduct, namely through the signed contracts with them.

The choice of CONDURIL suppliers must:

- be based on selection criteria – ethical, technical and economic – that are clear, impartial and transparent, avoiding, whenever possible, situations of exclusivity;
- be monitored;
- promote compliance with environmental, quality and safety standards, practices and others that result from the legislation in force.

#### **4.13 Relationship with Clients**

CONDURIL employees must maintain adequate civility, correctness and professional pride in their relationships with their Clients.

CONDURIL undertakes to:

- satisfy the Client's needs, give him the best attention and treat him honestly;
- respect the Client's rights and contractually assumed commitments, seeking to meet and exceed their expectations;
- maintain high levels of technical competence, provide quality services and act with efficiency, diligence and neutrality;
- provide all information in a relevant, truthful and accurate manner.

#### **4.14 Fundamental procedures**

All CONDURIL employees and managers must respect the hierarchical relationship regarding innovative actions within the initiative's scope, obtaining prior superior authorization.

In the context of negotiation, all employees and managers must consider the following rules:

- the business proposals are prepared and studied to be clear, interesting for CONDURIL and attractive to the opposing party.
- before starting negotiations, they must consult their superiors to obtain their approval.

Within the scope of the meetings, all employees and managers must take care to prepare them, with the possible help of superiors or subordinates, studying the alternatives of proposals or decisions and considering them. During meetings, the other stakeholders must always be treated with respect and consideration, not creating conflicts and facilitating reasonable solutions.

In writing correspondence, it is always important to consider the speeches' objectives, subordinating them, in their form and content, to the strategy behind the theme discussed therein.

## **5.** **Review and Disclosure**

The Code of Conduct must be reviewed every three years or whenever there is a change in the company's organic or corporate structure that justifies the review.

This Code and its reviews must be publicized through the intranet and on CONDURIL's official website.



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