

Annex to the VINCI Charter of Ethics and Conduct

Preamble

All recipients of this Annex to the Charter of Ethics and Conduct must accept and embrace it. Individual observation of its stipulations, which includes compliance with the values, principles, rules and regulations of conduct it comprises, particularly respect for human dignity, physical and moral integrity, equality and non-discrimination, the personality of each one, safety at work, the right to work, the prevention of and fight against corruption, is required and the daily conduct of each and every employee should be guided by these and other premises based on the Charter of Ethics and Conduct, as well as the Anti-Corruption Code of Conduct.

This annex was designed with the goal of establishing a set of ethical guidelines aimed, in the first instance, at promoting and encouraging the adoption of good conduct and practices by employees and their managers in terms of issues related to harassment, discrimination and the fight against corruption in a labour context, as well as the prevention of the possibility of engaging in such conduct.

The company will adopt the measures necessary for applying the set of values, principles, rules and regulations of conduct that comprises this annex, distributing its content to the recipients and clarifying any issues that may arise as to its application.

No recipient may justify any conduct contrary to this annex or any bad practices using the excuse of an order from a superior or ignorance of the content of this annex.

Scope

1. This annex is aimed at the recipients and applies to:
 - i) All workers with an employment contract, irrespective of the type of contract determining their labour relationship, the position they occupy or the geographic area where they do their work, as well as members of the governing bodies.
 - ii) Members of the administrative/managing bodies of the company, whatever their composition, form and operating system.
 - iii) The other categories of complainants provided for under the terms of Article of Law No. 93/2021, of 20 December, *mutatis mutandis*.

2. All the recipients identified in the previous points undertake to freely accept and acknowledge the values and principles recognised in this annex.
3. None of the recipients, as identified in Point 1(i) and (ii) of these provisions, may consciously collaborate with third parties in the breach of any legal, national or international provisions, nor cooperate with them in acts or omissions that compromise the principle of legality or that could, if they became known, damage the reputation of the company or its employees.

Goals

The goals of this annex are to:

- a) Reinforce the equality measures existing in the company, ensuring the principle of equality across the board in all company policies and in all its processes and at all its levels;
- b) Reinforce the preventive measures aimed at preventing the occurrence of harassment and/or discrimination and, if these do occur, ensure the application of appropriate measures to hold the culprit(s) responsible and prevent them from happening again.
- c) Reinforce the preventive measures aimed at preventing any form of bribery, abuse, corruption, money laundering or any other related acts;
- d) Identify the disciplinary penalties applicable for engaging in acts where payments or benefits are offered or accepted as a means of influencing the behaviour of others in order to obtain advantages for the worker or for the company or other associated acts of corruption and related infractions;
- e) Identify any criminal relevance of the acts engaged in with a view to reporting them or filing legal proceedings with the competent judicial authorities for investigating the facts, including European Union institutions, bodies or agencies.

Concepts

The following definitions are used for the purpose of this annex:

- a) **Harassment**
 - i. **Psychological Harassment:** undesired behaviour, particularly based on a discriminatory factor, engaged in during access to employment, while actually on the job, or professional training, with the goal or the effect of disturbing or embarrassing the person, affecting their dignity or creating an intimidating, hostile, degrading, humiliating or destabilising atmosphere;
 - ii. **Sexual Harassment:** undesired behaviour that is sexual in nature or gender-related behaviour affecting people's dignity at work, with the goal or the effect referred to in the previous point. This definition can include other types of undesired physical, verbal or non-verbal behaviour constituting sexual harassment, without prejudice to the relevance of engaging in such behaviour and other sexual crimes provided for by law;

If a reaction of rejection or submission by a person to such conduct, whether coming from the employer or another employee (including superiors and colleagues), is explicitly or implicitly used as grounds for a decision that will affect that person's access to employment, continuing to be employed, promotion, salary or any other decision regarding the job and/or if this conduct generates an intimidating, hostile or humiliating environment for the employee;

- b) **Discrimination:** a simple order or instruction aimed at causing harm to somebody due to any one of the following discriminatory factors:
- Parentage;
 - Age;
 - Gender;
 - Sexual orientation;
 - Marital status;
 - Gender identity;
 - Family situation;
 - Economic situation;
 - Schooling;
 - Social condition or origin;
 - Genetic heritage;
 - Reduced working ability;
 - Disability;
 - Chronic illness;
 - Nationality;
 - Ethnic origin or race;
 - Place of origin;
 - Language;
 - Religion;
 - Political or ideological beliefs;
 - Union membership.
- i. **Direct discrimination:** whenever a person, because of a discriminatory factor, is subject to less favourable treatment than that which is, was or might be given to another person in a comparable situation;
- ii. **Indirect discrimination:** whenever apparently neutral provisions, criteria or practices could place a person, for reasons of a discriminatory factor, in a disadvantageous position compared to others, except for behaviour based on a discriminatory factor that constitutes a justifiable and determining requirement for engaging in the professional activity, due to the nature of the activity in question or the context of its implementation, where the goal must be legitimate and the requirement proportional, pursuant to the law.
- c) **Equal work:** where the duties carried out for the same employer are the same or objectively similar in nature, quality and quantity;
- d) **Work of equal value:** where the duties carried out for the same employer are equivalent, bearing in mind the qualifications or experience required, the responsibilities assigned, the physical and mental effort and the conditions under which the job is done;
- e) **Corruption and Related Infractions:** Crimes of corruption, unduly receiving or offering advantages, embezzlement, benefiting from company business, extortion, abuse of power, trading in influence, money laundering or fraud in obtaining grants, subsidies or credit, under the terms and for the purposes of Article 3 of the Annex to DL 109-E/2021.
- i. **Active corruption:** Any person who, for themselves or on behalf of another, with their consent or agreement, gives or promises the employee, or the third party indicated by or

- known to them, undue advantage for engaging in any act or omission contrary to the duties of the position, even if prior to such agreement or promise;
- ii. **Passive corruption:** Any employee who, for themselves or on behalf of another, with their consent or agreement, solicits or accepts, for themselves or a third party, any form of undue advantage, or the promise of this, for engaging in any act or omission contrary to the duties of the position, even if prior to such agreement or promise;

Duties of Employees/Recipients

1. Without prejudice to other obligations provided for by law, all employees and other persons bound by the obligations arising from this annex have the duty:
 - a) To respect the physical and moral integrity of their colleagues and any other persons with relations with the company;
 - b) To respect the company, their superiors and/or other colleagues and the persons who have relations with the company and treat them with dignity, honesty and courtesy;
 - c) To comply with the orders and instructions of the employer with regard to work performance or discipline, as well as occupational health and safety, provided these are not unlawful;
 - d) Not to engage in acts of violence or physical or psychological coercion against their colleagues;
 - e) To promote or engage in acts tending to improve the company's productivity, as well as the human, professional and social promotion of the employee, their colleagues and any other person with relations with the company;
 - f) To adopt an ethical and upright posture in any and all actions undertaken and to avoid any conduct that, although not a breach of the law, could negatively affect the company's interests, reputation and business or public image;
 - g) To refrain from engaging in acts that constitute harassment or discrimination;
 - h) To refrain from engaging in acts of corruption, extortion, bribery or other related unlawful acts;
 - i) To inform the company when they suspect or become aware of any act that could be considered to be a crime of corruption or any other crimes related to obtaining unfair advantage in a labour context;
 - j) Not to present false reports, which could constitute defamation or threaten the good name or image of third parties.
2. Any employee that holds a management and/or leadership position or that is a member of a governing body has the special duty to apply the principles set out in this annex and ensure compliance with them.

Duties of the Company in terms of Equality, Harassment and Discrimination

1. Whenever the company becomes aware of alleged situations of harassment at work and/or acts of discrimination and/or acts violating the right to equality, it undertakes to bring disciplinary proceedings conducted pursuant to the law.
2. The company will assure the protection of the principle of prohibition of retaliation against any whistleblower who, in good faith and with serious reason to believe that, at the time of the

report or public disclosure, the information is true and that the witness(es) they indicated truthful, may not be subject to disciplinary penalties.

Duties of the Company in terms of Preventing and Combatting Corruption

1. Whenever the company becomes aware of alleged situations of corruption, bribery, abuse, money laundering and/or other related acts, it undertakes to bring disciplinary proceedings, conducted pursuant to the law, and to notify the competent authorities of such acts so that the corresponding criminal proceedings may be lodged or any other proceedings applicable according to the infraction committed.
2. The company will assure the protection of the principle of prohibition of retaliation against any whistleblower who, in good faith and with serious reason to believe that, at the time of the report or public disclosure, the information is true and that the witness(es) they indicated truthful, may not be subject to disciplinary penalties.

Employee Rights

1. All employees of the company are entitled to equal opportunities and treatment in terms of training and promotion or professional careers and working conditions.
2. No employee of the company may be privileged, benefited, prejudiced, deprived of any right or exempted from any duty because of their:
 - a) Parentage;
 - b) Age;
 - c) Gender;
 - d) Sexual orientation;
 - e) Marital status;
 - f) Gender identity;
 - g) Family situation;
 - h) Economic situation;
 - i) Schooling;
 - j) Social condition or origin;
 - k) Genetic heritage;
 - l) Reduced working ability;
 - m) Disability;
 - n) Chronic illness;
 - o) Nationality;
 - p) Ethnic origin or race;
 - q) Place of origin;
 - r) Language;
 - s) Religion;
 - t) Political or ideological beliefs;
 - u) Union membership.
3. The right to equality mentioned in the previous points in this clause refers in particular to:
 - a) Selection criteria and contracting conditions in any area of activity and at all levels;

- b) Access to all types of professional guidance, training and retraining at any level, including the acquisition of practical experience;
 - c) Remuneration and other payments, promotion to all levels and selection criteria for employees to be dismissed;
 - d) Membership or participation in collective bargaining organisations or in any other organisation whose members engage in a certain profession, including the benefits allocated by these.
- 4. All employees are entitled to be treated with dignity.
 - 5. Any employee who has allegedly been the victim of and/or is aware of practices that constitute harassment and/or discrimination is entitled to lodge a complaint under the terms set out below, without prejudice to the external reporting/complaint mechanisms provided for by law.
 - 6. The right of equality shall not affect the application by the company of:
 - a) Legal provisions related to engagement in a professional activity by foreigners or stateless persons;
 - b) Provisions related to special protection of genetic heritage, pregnancy, parenthood, adoption and other situations related to the reconciliation of professional activities and family life.

Reporting Procedure and Duties of the Recipients

- 1. Any recipient who is aware of and/or suspects that any rule in this annex is not being complied with or is impossible to be complied with must inform the company through the internal reporting channel established for this purpose, without prejudice to, if so desired, informing their immediate superior;
- 2. Any recipient making a report under the terms of the previous point may do so anonymously or not. Whichever the case, the confidentiality of the facts reported, as well as the identity and information regarding the complainant and any third parties mentioned in the report, will be assured, in accordance with the operating model of the reporting channel (**Error! Unknown document property name.**).
- 3. If it is a case of alleged sexual harassment, the company will try not to ask the complainant to present the facts more often than strictly necessary, as relating such an experience can be difficult and could be construed as offending the dignity of the person.

Investigation

- 1. After the report is received, the company undertakes to notify the complainant of receipt of the report within 7 (seven) days, informing them clearly and concisely of the requirements, competent authorities and the form and admissibility of external reporting.
- 2. Following the report, the company will engage in the appropriate internal acts to verify the allegations received and, if this is the case, the termination of the reported infraction, including through the opening of an internal inquiry or notification of the competent authority for investigating the infraction, including European Union institutions, bodies or agencies.
- 3. The company will notify the complainant of the measures adopted or to be adopted to follow up on the report and its grounds within no more than 3 (three) months of the date of receipt of the report.

4. The complainant may, at any time, ask the company to inform them of the result of the analysis made of the report within 15 (fifteen) days of its conclusion.
5. The company undertakes to lodge disciplinary proceedings whenever it becomes aware of alleged situations of harassment and/or engagement in acts of corruption in the workplace.
6. The investigation carried out by the company shall be run independently and objectively and all the rights of the complainant(s) and the alleged transgressor(s) will be respected.

Means of Evidence

Any one of the parties may call witnesses who are aware of the alleged situation and that can therefore contribute to resolving the case.

Measures

1. Any breach of the rules in this annex shall constitute an irregularity and could imply the application of an appropriate disciplinary penalty by the company, in accordance with the applicable law, particularly the Labour Code and the Collective Bargaining Regulation Instrument, if applicable, without prejudice to a claim for compensation by the company, even if the failure to comply with the regulations was detected under the scope of internal monitoring proceedings.
2. Freedom allied to responsibility implies that any employee relating facts regarding possible breaches of this annex should do so in good faith and have serious grounds to believe that the information is true at the time of reporting or public disclosure, under penalty of interfering with the principles of this annex and becoming subject to an internal inquiry.
3. The company undertakes to monitor and review the harassment and/or discrimination reporting processes in order to ensure that the procedures being applied are effective.

Non-compliance in terms of Preventing and Combatting Corruption

1. Non-compliance with these rules in terms of preventing and combatting corruption will be taken as a serious infraction, which will lead to the lodging of disciplinary proceedings, under the terms and for the purposes set out in the Labour Code, as well as reporting the facts to the competent authorities.
2. In addition, non-compliance under the terms of Point 1 of this clause could constitute the commission of the following crimes:
 - i. Crime of receiving undue advantage: punishable by imprisonment for up to two years or a fine of up to 360 days;
 - ii. Crime of passive corruption: punishable by imprisonment of one to eight years;
 - iii. Crime of active corruption: punishable by imprisonment of one to five years;
 - iv. Crime of bribery: punishable by imprisonment for up to two years or a fine of up to 240 days;
 - v. Crime of trading in influence:
 - a) punishable by imprisonment for one to five years, unless a harsher penalty is applicable through other legal provisions, if the aim is to obtain any favourable unlawful decision;

- b) punishable by imprisonment for up to three years or by fine, unless a harsher penalty is applicable through other legal provisions, if the aim is to obtain any favourable unlawful decision.
- vi. Crime of Embezzlement:
 - a) punishable by imprisonment for one to eight years, unless a harsher is applicable through other legal provisions;
 - b) If the amounts or objects referred to in the previous point are minimal in value, under the terms of Article 202(c), the agent can be punished by imprisonment for up to three years or a fine;
 - c) If the employee lends, pawns or otherwise encumbers the amounts or objects referred to in Point 1, this is punishable by imprisonment for up to three years or a fine, unless a harsher is applicable through other legal provisions.
- vii. Crime of Benefiting from Company Business:
 - a) punishable by imprisonment for up to five years;
 - b) Any employee who, in order to receive undue advantage for themselves or others, engages in civil or legal acts relative to interests in their power to dispose of, administer or supervise, due to their duties at the time of the act, totally or partially, even if no harm is caused, is punishable by imprisonment for up to six months or a fine of up to 60 days;
 - c) The penalty provided for in the previous point is also applicable to employees who gain undue advantage, for themselves or others, in any way, through charging, collecting, settling or payment which, due to their duties, they are totally or partially tasked with ordering or doing, provided no losses are incurred by the Public Treasury or the interests entrusted to it.
- viii. Crime of Extortion:
 - a) punishable by imprisonment for up to two years, unless a harsher penalty is applicable through other legal provisions;
 - b) If the crime is committed with violence or threats of serious harm, the agent is punishable by imprisonment for one to eight years, unless a harsher penalty is applicable through other legal provisions;
- ix. Crime of Abuse of Power: punishable by imprisonment for up to three years, unless a harsher penalty is applicable through other legal provisions;
- x. Crime of Maladministration:
 - a) punishable by imprisonment for up to two years or a fine of up to 120 days;
 - b) if the act was engaged in with the intention of harming or benefiting somebody, the employee can be punished with imprisonment for up to five years;
 - c) if, in the case in Point 2, it results in a person being deprived of their liberty, the agent is punishable with imprisonment of one to eight years.
- xi. Crime of Money Laundering: punishable by imprisonment of at least six months or at most five years;
- xii. Crime of fraud in obtaining grants or subsidies: punishable by imprisonment of one to five years and a fine of 50 to 150 days; in particularly serious cases, the penalty is imprisonment for two to eight years.

3. Pursuant to the law, the company reserves the right to report any knowledge it may have of any fact that could constitute a crime or other type of infraction under the terms of the previous points to the competent judicial and administrative authorities.

Disclosure / Final Provisions

1. This annex shall come into force the day after it is posted at the company.
2. This annex shall be posted on the company website (www.ana.pt), its intranet and/or through other internal resources when necessary.
3. The company reserves the right to unilaterally change this annex whenever it deems that its working environment so requires.
4. Clarification of any issues about any of the provisions of this annex and/or its implementation should be requested from the Ethics and Vigilance Committee via the following e-mail address etica.vigilancia@ana.pt.
5. All directors / office managers are obliged to correct any deviations from compliance with this annex they may detect, reporting these to the board member in question, who will then forward this to the member of the EC that is on the Ethics and Vigilance Committee, so that the matter can be followed up appropriately.