



Supplier Code of Conduct

Brisa Auto-Estradas

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1. INTRODUCTION

Brisa – Auto-Estradas de Portugal (BAE) and all its subsidiaries, hereinafter referred to 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 signature by the Brisa of agreements with Suppliers is always based on legal, economic rationality and technical adequacy criteria, as well as sound governance and environmental and social sustainability principles. The level of commitment of Suppliers to environmental and social sustainability goals, 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 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 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 requirements eventually arising from applicable or relevant legislation in the countries where Brisa operates.

2. 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.

This Code applies to all subscribing Suppliers, fully and without reservations, upon signature of any agreement with Brisa. The Suppliers shall be required to guarantee that their 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 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.

3. DEFINITIONS

Affiliates	Entities that are in a controlling relationship, under the terms and to the effects of Article 21 of the Portuguese Securities Market Code.
Brisa	All Brisa Group companies, e.g. Brisa Auto-Estradas de Portugal, S.A., as parent company, and all subsidiaries thereof, as defined in the legislation concerning Accounting Standards.
Employees	Employees and members of the governing bodies of Brisa or the respective Suppliers.
Conflict of Interest	Any situation where the prevailing interests of any given Employee, Stakeholder or other third party may have any of the following outcomes: <ul style="list-style-type: none"> 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.
Corruption and Related Offences	As defined in the General Regime for the Prevention of Corruption, i.e. the crimes of corruption, undue receiving and offering of advantages, embezzlement, involvement in illicit business activities, abuse of power, prevarication, traffic of influence, money laundry, fraud and illegitimate obtaining or use of subsidies, subventions or credit, as established in the Penal Code.
Supplier	Any legal or natural person signing any agreement with Brisa for the provision of services or supply of products, of any type.
ILO	International Labour Organisation.
ISO	<i>International Organisation for Standardisation.</i>
GHG	Greenhouse Gases.
FAG	Financial Action Group.
OECD	Organisation for Economic Cooperation and Development.
UN	United Nations
Related Party	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"> 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; b) The party is an associate or forms a joint venture with the entity (see AFRS 13); c) The party is a member of the key management personnel of the entity or the respective parent company; d) The party is a close family member of any of the individuals referred to in paragraphs (a) or (c); 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

GRPC	<p>The party is a post-employment benefit plan established for the employees of the entity or of any party related to the latter.</p> <p>General Regime for the Prevention of Corruption, as approved by Decree-Law 109-E/2021, of 9 December.</p>
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4. PRINCIPLES OF ETHICS AND CONDUCT

4.1 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.

4.1.1 Non-Discrimination, Diversity and Inclusion

The Suppliers shall reject any practice that may be construed as discrimination or harassment, as well as promote diversity, inclusion and equality, regarding gender, opportunities and treatment, across their entire organisation, 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, colour, race, ethnicity, nationality, ancestry, sexual orientation, physical or mental disability, religion, political opinions, philosophical beliefs, economic or social status, or contractual relationship.

4.1.2 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.

4.1.3 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 modern slavery.

4.1.4 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.

4.1.5 Remuneration and Working Conditions

The Suppliers shall ensure fair remuneration and sound 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.

4.1.6 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.

4.1.7 Data Protection

The Suppliers shall respect the privacy of Data Subjects and comply with all national and international regulations and Brisa instructions concerning the processing and protection of personal data if they are Processors.

4.1.8 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 suitable controls to protect the information for which they are responsible, in compliance with all applicable regulations.

4.2 Social Commitment

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

4.2.1 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 resolution of any issues concerning the communities and/or mission stakeholders, e.g. regular stakeholder involvement in voluntary work events or donations to the communities.

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 of the communities where they operate.

4.3 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).

4.3.1 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.

4.3.2 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 and implementing good waste and materials management practices, such as to increase efficiency and foster a circular economy.

5. CONDUCT IN THE BUSINESS ENVIRONMENT

5.1 Prohibition of Corruption and Bribery

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, thus rejecting any such practice.

The Suppliers shall:

- Declare to have knowledge of and comply, to the extent applicable thereto, with the national, international and European Union legislation on the prevention and repression of Corruption and Related Offences, namely the Penal Code and the General Regime for the Prevention of Corruption;
- 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 Party, for the purpose of obtaining any form of preferential treatment within the scope of their business transactions.

5.2 Money Laundering

Brisa and their Employees comply with the law at all times, with absolute integrity, rejecting any practice that may be construed as Money Laundering. In this sense, the Brisa's Suppliers shall be required to expressly declare their compliance with the law at all times, with absolute integrity, thus rejecting any such practice. 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.

5.3 Prevention of Conflicts of Interest

The Suppliers shall comply with ethical, loyalty and economic rationality principles in their relationship with Brisa. The Suppliers should seek to prevent and avoid any Conflicts of Interest, direct or indirect, existing or potential. Should this not be possible, the Suppliers should communicate any existing or potential Conflicts of Interest to Brisa and manage these situations in an ethical and responsible manner.

5.4 Competition

The Suppliers shall comply with ethical, loyalty and economic rationality principles in their relationship with Brisa. The Suppliers should seek to prevent and avoid any Conflicts of Interest, direct or indirect, existing or potential. Should this not be possible, the Suppliers should communicate any existing or potential Conflicts of Interest to Brisa and manage these situations in an ethical and responsible manner.

6. 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.

7. 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 Whistleblowing Regulation.

8. COMPLIANCE WITH THE CODE

Compliance with the principles and requirements established in this Code will be reviewed regularly, albeit not more than once a year, through self-assessment requests sent to Suppliers. Brisa may consult each Supplier and carry out audits or appoint qualified third parties for this purpose, whenever deemed relevant.

Brisa may request Suppliers, at any time, to provide any information considered necessary for compliance with the law and the provisions included in this Code. In case of breach of the provisions included in this Code or refusal by a Supplier to follow and implement corrective measures aimed at improving their performance with respect to sustainability, Brisa can be entitled to immediately terminate any or all agreements with the Supplier in question, after a reasonable grace period, without the Supplier being entitled to any compensation.

9. RELATED DOCUMENTS AND USEFUL LINKS

- [Code of Ethics and Conduct](#)
- [Whistleblowing Regulation](#)
- [Whistleblowing Platform](#)
- [Corruption Prevention Policy](#)
- Política de Compras do Grupo Brisa
- [Sustainable Development Goals](#)
- [Conflict of Interest and Related Parties Transactions Policy](#)
- [Environmental Policy](#)

10. 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.

The BAE Executive Committee (EC) is responsible for approving this Code of Conduct, which will be reviewed on a biennial basis, in order to ensure the maximum rigour 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.