

KAIROS

Engenharia e Construção, S.A.

CODE OF CONDUCT

Guidelines and Standards of Integrity and Transparency

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1. INTRODUCTION

KAIROS – Engenharia e Construção, S.A. (hereinafter referred to as KAIROS) conducts its business in accordance with the highest standards of integrity, transparency and accountability.

This Code of Conduct sets out the guidelines and standards of integrity and transparency that apply to all employees, directors, suppliers, clients, partners and other contracted or subcontracted entities.

To the extent permitted by the nature of each relationship, all the principles set out in this document shall apply to the relationships maintained by KAIROS, in accordance with the national laws in force.

Within the employment relationship, all employees must comply with the laws in force, with external and internal regulations, and with the guidelines of this Code.

The Code requires a personal commitment, guided by honesty, loyalty, availability, transparency, resilience and courtesy towards colleagues, promoting KAIROS as a model of conduct for society at large.

The purpose of this Code is to establish the minimum expected standards of behaviour, conduct and integrity, recognising that it is not possible to anticipate every specific situation. Common sense, rationality and honesty must always guide the actions of each employee.

Failure to comply with these rules constitutes a disciplinary offence and may give rise to civil, administrative or criminal liability.

2. COMMITMENT

The guidelines set out in this Code prevail over any instructions or orders that contradict its principles, even when issued by a hierarchical superior.

Acceptance of and compliance with this Code are an essential condition for working with KAIROS.

Compliance with this Code of Conduct is the sole and personal responsibility of each employee. In the event of any violation, employees, once informed of the application of the Code, may not plead ignorance or obedience to a more senior executive to justify violations.

Employees have a duty to report in good faith any conduct they believe to be a violation of this Code – regardless of whether it involves themselves, their co-workers or others. To do so, they should contact their line manager, Human Resources or the Board of Directors. Employees should likewise seek advice whenever they are unsure about what action to take.

Each employee undertakes to comply with the Code of Conduct, to cooperate with any internal investigations when requested, and to take part in the training provided by the company on ethics and the prevention of corruption

Disciplinary sanctions will be applied according to the seriousness of the offence and may include a warning, suspension, dismissal and the institution of legal proceedings, even after dismissal.

3. SUPERVISOR RESPONSIBILITIES

Employees with supervisory roles have an added responsibility to foster a working environment based on ethics, fairness and transparency.

Under the Code of Conduct, employees with supervisory roles have additional responsibilities, and must in particular:

- Promote the common good, compliance and ethics by example – in other words, demonstrate through their own behaviour what it means to act with integrity.

- Ensure that the teams reporting to them understand the requirements of the Code and have the resources to comply with them.

- Follow and monitor the ethical behaviour of subordinates and third parties under their responsibility who act on behalf of KAIROS.

- Maintain open, positive, honest and constructive communication, in good faith, with employees who raise questions, make suggestions or report misconduct.

4. REPORTING VIOLATIONS

Any breach of this Code of Conduct must be reported immediately through the established channels.

Employees are encouraged to report to their line manager any conduct they believe, in good faith, to be a breach of the law or of the Code of Conduct. As a rule, the line manager is the first point of contact when faced with a breach of the law or of the Code of Conduct.

Supervisors must take appropriate action to deal with any matter reported to them, and must be available for any questions, requests for guidance or reports of situations or conduct contrary to the principles of this Code of Conduct.

Where the line manager is involved, or is not dealing with the matter appropriately, the report should be made to the Board of Directors or to the Compliance Officer (RCN).

Confidentiality

Employees may request that their identity be kept confidential in all records relating to their report. It is the duty of employees to take the necessary measures to ensure the full confidentiality of the information received, fair treatment of the persons involved in breaches of the Code, and the right of defence of the employees concerned. In all cases, the matter reported will be handled with the utmost discretion.

Protection against retaliation

Any form of retaliation against anyone who reports, in good faith, a situation relating to an ethical or legal issue is expressly prohibited. In many situations, retaliation is also unlawful. However, if a report is made in bad faith – for example, where a false or distorted report is submitted with the deliberate intention of harming someone (except in cases of inadvertent error) – the person making the report may be subject to disciplinary proceedings.

5. GENERAL PRINCIPLES OF CONDUCT

KAIROS undertakes to conduct its business in accordance with laws, standards, regulations and high ethical principles, acting with integrity – which is essential to preserving the trust and credibility of clients, partners, employees, shareholders and other stakeholders – and to create an environment of transparency in the conduct of its business as a fundamental priority.

Employees must act with independence, moral integrity and respect in carrying out their daily activities, preserving the company's reputation and promoting an environment of trust and cooperation.

6. ETHICAL AND LEGAL CONDUCT

Compliance with the law

All employees must, in all cases, know and comply with the laws in force in the different countries in which they work on behalf of KAIROS.

If in doubt about the laws in force in the country where they work, it is their responsibility to contact a supervisor, the Compliance Officer, the Board of Directors or Human Resources.

Our commitment to diversity

KAIROS respects and welcomes diversity and equal opportunities, and rejects any form of discrimination, harassment, aggression or violence in the workplace, whether among its directors, employees, clients and suppliers or any other person in the global marketplace.

Conduct and disciplinary measures

KAIROS adopts high standards of conduct and performance that protect its reputation for quality. Each employee is responsible for knowing, understanding and following the company's rules and procedures, including this Code of Conduct. If an employee has any doubts about a rule, guideline or performance standard, it is their responsibility to clarify it with a supervisor, the Compliance Officer, the Board of Directors or Human Resources.

Prohibition of aggressive or violent conduct

KAIROS recognises the importance of providing its employees with a workplace free from intimidation and acts of violence. Furthermore, employees, former employees, clients and visitors are strictly prohibited from bringing firearms or other weapons onto company premises without authorisation. No conduct that intentionally causes anyone to fear for their own safety or that of their colleagues, friends or family, or for the integrity of their property, will be tolerated.

Prohibition of harassment

KAIROS's policy is to provide its employees with a working environment free from unlawful harassment (verbal or physical) relating to individual characteristics protected by law, including characteristics relating to gender, race, sexual orientation, religion, nationality or disability. No form of hostile, disrespectful, abusive and/or humiliating behaviour will be tolerated, including belittling or humiliating subordinates, colleagues, directors, suppliers, clients, partners or any other entities working with the company, as well as the use of derogatory remarks.

Drugs and alcohol

Substance abuse poses serious health and safety risks, not only for those who engage in it but also for all employees who work with them. KAIROS is committed to maintaining an environment free from illegal substances in order to improve and maintain the health and well-being of employees, enable the highest level of performance and uphold the relevant laws. It is expressly prohibited to use, possess or be under the influence of narcotics on KAIROS property and/or during working hours.
Employees are also prohibited from reporting for work and/or working under the influence of alcohol, as well as from operating any KAIROS vehicle, machinery or equipment while under such influence.

7. RESPONSIBILITIES TOWARDS KAIROS

Transparent Management

Decisions and information must accurately reflect reality. Employees must ensure the transparency of information and the traceability of operations.

Conflicts of interest

All employees must avoid situations in which personal, family or financial interests may interfere, or appear to interfere, with the impartial performance of their duties.

An actual or potential conflict of interest exists when the relationship between an employee and a third party may affect the interests of the company.

Recognising that it is not possible to anticipate every specific situation that may constitute a conflict of interest, the following are examples of situations in which a conflict of interest exists:

- Using KAIROS assets or information for personal benefit. This includes taking personal advantage of financial opportunities identified in the course of one's work in which the company may have an interest;
- Owning, or having a financial interest in, a company, person or institution that does business with KAIROS, if in a position to influence the company's relationship with those institutions;
- Having the power to make decisions concerning, or to influence, a KAIROS supplier whose representative is a relative, friend or acquaintance;
- Competing with KAIROS or breaching our policies by investing in a competitor.

All conflicts of interest are prohibited unless the Board of Directors has waived the conflict in writing. Whenever a potential conflict of interest exists, it must be reported immediately to the line manager and/or the Compliance Officer.

Gifts and Hospitality

As conflicts of interest can influence decision-making, KAIROS requires employees to declare and limit their acceptance of gifts or other favours from suppliers and clients. Employees may accept courtesy gifts, such as symbolic or token gifts, provided they are of low value, non-recurring and appropriate to the institutional context, and could not be interpreted by an impartial observer as the obtaining of an undue advantage.

Under no circumstances may anyone request, offer, promise or accept, directly or indirectly, any undue advantage (monetary or otherwise) that may influence decision-making, create undue obligations or compromise professional impartiality.

Employees who receive gifts or special treatment beyond normal courtesy must notify their line manager, the Board of Directors or the Compliance Officer to request instructions on the final disposal of such gifts.

These restrictions extend to employees' relatives and associates.

Protection and proper use of company assets

In accordance with the national laws in force, each employee is responsible for protecting the company's property and other tangible and intangible assets against unauthorised use, breach of trust, damage or loss through negligence or criminal intent.

Company equipment or facilities must not be used for personal activities, except in very limited circumstances; portable equipment assigned to employees for working from home (for example, laptops and mobile phones) remains the property of KAIROS. Employees must take reasonable care of such equipment, ensuring that it is not damaged, misused, lost or allowed to deteriorate, and that it is not exposed to unnecessary risk of theft.

On leaving KAIROS, employees must return all company assets, including documentation and any media containing information that is the property of the company.

Confidentiality of internal information

Employees have a duty of confidentiality regarding all information to which they have access in the course of their work for the company, even if it is not classified and does not concern the company but relates to clients, competitors, suppliers, markets or public bodies.

Materials containing confidential information must be kept secure and used only by those who need to know such information. Employees must not inadvertently disclose confidential information through electronic means such as e-mail or social media. It is also prudent not to discuss sensitive company information in public places or in semi-public areas within KAIROS.

Failure to comply with the duty of confidentiality will be considered a serious breach where it involves disclosing, or facilitating the disclosure of, information about the company's activities or business that is not in the public domain.

Internal Control Environment

All employees, within their respective roles, are responsible for the proper definition and functioning of internal control. Internal control means all the tools necessary or useful for carrying out, managing or verifying activities within the company, aimed at ensuring compliance with corporate rules and procedures, protecting corporate assets, managing operations efficiently and providing accurate and complete information.

Duty of Cooperation and Training

All employees have a duty to know and comply with this Code of Conduct, and to take part in the training provided by the company on ethics, integrity and the prevention of corruption. Ignorance or lack of knowledge of the rules set out herein does not exempt anyone from individual responsibility.

8. INTERNAL CONTROL MECHANISMS

The company undertakes to implement appropriate internal control mechanisms to detect and prevent risk behaviour related to corruption and related offences. These mechanisms will be reviewed periodically to ensure their effectiveness and compliance with the legal framework in force.

In accordance with the General Regime for the Prevention of Corruption and Related Offences (RGPC), approved by Decree-Law No. 109-E/2021 of 9 December, KAIROS appoints a Compliance Officer (*Responsável pelo Cumprimento Normativo* – RCN), who ensures the implementation, monitoring and review of the Compliance Programme, including the Plan for the Prevention of Risks of Corruption and Related Offences (PPRCIC). The Compliance Officer acts with functional independence and has the resources necessary to perform their duties.

9. MANAGEMENT RESPONSIBILITIES

The Board of Directors is responsible for promoting a culture of integrity and for compliance with the Programme for the Prevention of Risks of Corruption and Related Offences (PPRCIC), ensuring that the resources necessary for its implementation and monitoring are made available.

10. ETHICS CHANNEL

The company provides a confidential and secure ethics or whistleblowing channel through which any employee or third party may report suspected irregularities, corrupt practices or breaches of this Code.

The company guarantees the confidentiality of reports received, the absence of any reprisals against whistleblowers for reports made in good faith, and the protection of the personal data of both the whistleblower and the person suspected of the offence. The company condemns reprisals against whistleblowers, which may give rise to disciplinary proceedings against those responsible and against anyone who allowed such reprisals to occur.

11. SANCTIONS

Failure to comply with the rules set out in this Code of Conduct constitutes a disciplinary offence under the law and the company's internal regulations, and may give rise to:

- Disciplinary measures (warning, reprimand, suspension or dismissal, depending on the seriousness of the offence);
- Civil liability for damage caused to the company or to third parties;
- Administrative or criminal liability, where applicable.

No employee may plead ignorance of the Code of Conduct as justification for improper practices.