

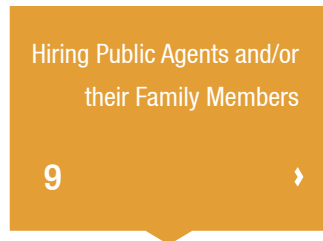


RELATIONSHIP WITH THE PUBLIC

AUTHORITY STANDARD



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#1

PURPOSE

THE PUBLIC POLICY RELATIONSHIP STANDARD (“STANDARD”) IS INTENDED TO SUPPLEMENT THE CODE OF ETHICS AND CONDUCT OF AG (“CODE”) AND ESTABLISH GUIDELINES THAT ARE CONSISTENT WITH THE PRINCIPLES OF CONFORMITY THAT SHOULD GUIDE THE ETHICAL CONDUCT OF EMPLOYEES IN THE RELATIONSHIP WITH THE PUBLIC AUTHORITY AND WITH PUBLIC AGENTS, BRAZILIAN OR FOREIGN.

#2

SCOPE

THIS STANDARD APPLIES TO ALL EMPLOYEES, WHO MUST ACT TO ENSURE COMPLIANCE WITH THIS STANDARD BY PARTNERS WHO ACT BEFORE THE PUBLIC AUTHORITY, IN THE INTEREST OR FOR THE BENEFIT OF ANDRADE GUTIERREZ.



#3

DEFINITIONS

FOR THE PURPOSES OF THIS NORM, THE FOLLOWING ARE TAKEN IN CONSIDERATION:



- (i) Public Agent:
 - (a) any Brazilian or foreign public official;
 - (b) any candidate for public office;
 - (c) political party leaders;
 - (d) persons in diplomatic positions and in international organizations (such as Ex-Im Bank, OPIC, and other international development institutions);
 - (e) employees of controlled companies, directly or indirectly, by public, national or foreign entities;
 - (f) any representative of such persons, and may include their family members.
- (ii) Employees: All employees of Andrade Gutierrez, including Board members, directors, employees, interns, and apprentices.
- (iii) Facilitation Payments: Payments, usually of small value, made to an employee of both the public and private sectors, national or international, even if through a third-party intermediary, to guarantee or accelerate the execution of administrative activities or governmental actions under their responsibility. For the purposes of this standard and in accordance with the Anticorruption Act (Act 12,846/2013), facilitation payments shall be considered acts of bribery. Payments made by official means and permitted by law shall not be considered in this definition, provided that they are not conflict in with the provisions of applicable anticorruption laws.
- (iv) Partners: Any Andrade Gutierrez business partner, including customers, suppliers, consortium companies, or any other third parties.



#4

INTRODUCTION

ANDRADE GUTIERREZ S.A. AND THE COMPANIES UNDER ITS DIRECT OR INDIRECT CONTROL ("ANDRADE GUTIERREZ") IS COMMITTED TO MAINTAINING THE HIGHEST STANDARD OF ETHICAL CONDUCT, WITH STRICT COMPLIANCE WITH THE LAWS IN FORCE IN EACH OF THE MARKETS IN WHICH IT OPERATES.

AMONG THE GUIDELINES ADOPTED FOR FULFILLMENT OF THIS COMMITMENT, THE CODE PROVIDES THAT:

"It is expressly prohibited for any Contender to offer, promise or authorize, directly or through third parties, any undue advantage of any kind, whether in cash or any valuable good or service, to public agents, political parties and their members, or any candidates for public office in Brazil or abroad, as well as relatives or the equivalent of any such persons, with the aim of obtaining personal benefits or for Andrade Gutierrez."

Strict compliance with this Policy shall protect Andrade Gutierrez and its employees from criticism, litigation or embarrassment that may result from actual or alleged conflicts of interest or from unethical practices. Each Employee shall assume responsibility for conducting Andrade Gutierrez's business with integrity, discussing their questions, and promptly reporting to their manager, the Contact Us channel or the Ethics Committee regarding any improper requests or attempted extortion by public agents, as well as any suspicions regarding violations of the principles contained in this Standard or in the Code.



#5

GENERAL RULES

ANDRADE GUTIERREZ PROHIBITS AND SHALL NOT TOLERATE ANY ACTS OF CORRUPTION AND BRIBERY IN ITS RELATIONSHIP WITH THE PUBLIC AUTHORITY, INCLUDING THROUGH THIRD PARTIES. IN VIEW OF THE BRAZILIAN LEGISLATION, THE FOLLOWING MAY BE CLASSIFIED AS ACTS OF CORRUPTION AND BRIBERY OR CONTRARY TO THE PUBLIC ADMINISTRATION:

- (i) Promising, offering or giving, directly or indirectly, an undue advantage to a Public Agent or third party related thereto;
- (ii) Financing, funding, sponsoring or otherwise subsidizing the practice of illegal acts harmful to the public administration;
- (iii) Using an intermediary natural person or legal entity to conceal or disguise their real interests or the identity of the beneficiaries of the acts practiced;
- (iv) Avoiding, defrauding, manipulating, preventing, disturbing or gaining an undue advantage over bids and contracts with the public administration, or otherwise creating a legal entity in a fraudulent or irregular way to participate in such bids and contracts;
- (v) Preventing the activity of investigation or inspection of public agencies, entities or agents, or intervening in their action.

Some activities in the relationship with the public authority offer greater compliance risks, considering the prohibitions provided in the Brazilian and foreign legislations. Such activities include:

- (i) Offers of any nature, namely gifts, entertainment, travel, lodging and hospitality expenses;
- (ii) Participation in bids and administrative contracts;
- (iii) Political donations;
- (iv) Sponsorships and philanthropic donations;
- (v) Transactions with intermediaries.





Andrade Gutierrez is committed to the compliance of its business and to the prevention, monitoring and investigation of any violation to the Code or to this Standard. The guidelines related to the above activities are addressed in more detail in the sections below.

In any event, irrespective of the value of the gift, entertainment, lodging or hospitality, the following shall not be allowed:

- (i) Payments in cash or equivalent assets, on any account;
- (ii) Offering gifts, entertainment or hospitality to relatives of Public Agents or to third parties related thereto;
- (iii) Offering gifts, entertainment or hospitality without any commercial reason, commemorative event or purpose of specific disclosure, in excess of permitted legal limits.

#5.1

HIRING PUBLIC AGENTS AND/OR THEIR FAMILY MEMBERS

The hiring of Public Agents and/or their family members to hold positions that require a relationship with the public agencies from which such Public Agent or their family member may come must be previously approved by a Director of the relevant area, and the justification for said hiring must be submitted to the Ethics Committee take note. Employees who are second-degree family members of Public Agents of agencies with which they have a relationship must immediately notify their manager and the Compliance area, which shall take the necessary measures to avoid potential conflicts of interest.



#5.2 GIFTS

ONLY GIFTS OR PRESENT WITH NO COMMERCIAL VALUE OR DISTRIBUTED AS A MATTER OF COURTESY, ADVERTISING, USUAL DISCLOSURE, AT THE TIME OF SPECIAL EVENTS OR COMMEMORATIVE DATES, MAY BE GRANTED, IN A DIFFUSED MANNER, AND THUS, WITHOUT BEING INTENDED FOR SPECIFIC AGENCIES OR AUTHORITIES. IN NO CASE SHALL GIFTS OFFERED TO PUBLIC AGENTS EXCEED ONE HUNDRED REAIS (R\$100.00) OR THE EQUIVALENT AMOUNT IN THE LOCAL CURRENCY.

#5.3

ENTERTAINMENT AND HOSPITALITY

ENTERTAINMENT AND HOSPITALITY SHOULD BE INTERPRETED AS ANY KIND OF ADVANTAGE, INCLUDING SERVICES, FAVORS, DISCOUNTS, LOANS, PRIZES, IMPROVEMENTS OR UPGRADES TO GOODS OR SERVICES, MEALS, TRANSPORTATION, TRAVEL, LODGING, PARTIES, CONCERTS, AND EVENTS, AMONG OTHERS.

Entertainment and hospitality for Public Agents shall be allowed in situations provided expressly in contracts with public entities, as well as in conferences supported by Andrade Gutierrez. As an example, concession agreements, public-private partnership agreements and work contracts may provide that Andrade Gutierrez shall support inspection expenses by the public agent and that, consequently, Andrade Gutierrez shall be required bear expenses on airfares, hotels, and meals related to inspection activities.

Entertainment and hospitality for Public Agents for tourism purposes shall not be allowed.

Entertainment and hospitality invitations may be used as an occasion for discussion of matters of interest to Andrade Gutierrez and the Public Agent. With regard to business meals with the Public Agent, these should be in accordance with the guidelines relating to the meals of the two parties, and unnecessary expenses should be avoided, with expenses being reasonable in value and in line with local customs.



#5.4

BIDS AND ADMINISTRATIVE CONTRACTS

BRAZILIAN LAW CONSIDERS CORRUPTION AS A SERIES OF UNLAWFUL ACTS COMMITTED IN THE CONTEXT OF BIDDING AND CONTRACTING PROCESSES WITH THE PUBLIC AUTHORITY.

IN SOME CASES, THE PUBLIC AGENT'S PARTICIPATION IS NOT REQUIRED FOR THE ACT TO BE DEEMED PUNISHABLE BY BRAZILIAN PUBLIC AUTHORITIES.



Therefore, the Employee must be aware that the Brazilian legislation and Andrade Gutierrez prohibit any act with the purpose of:

- (i) Avoiding or defrauding, through adjustment, combination or any other file, the competitive nature of the public bidding procedure;
- (ii) Preventing, disrupting or defrauding the performance of any public bidding procedure;
- (iii) Removing or seeking to remove a bidder, by means of fraud or by offering an advantage of any kind;
- (iv) Defrauding the public bidding or contract resulting therefrom;
- (v) Fraudulently or irregularly creating a legal entity to participate in public bidding or entering into an administrative contract;
- (vi) Fraudulently obtaining an improper advantage or benefit from modifications or extensions of contracts signed with the public administration, without authorization in law, in the notice of the public bidding or in the respective contractual instruments;
- (vii) Manipulating or defrauding the economic and financial balance of the contracts signed with the public administration.

#5.5

POLITICAL DONATIONS

Political donations by any Andrade Gutierrez company are prohibited. Employees shall be able to make donations with their own resources, provided that they respect the applicable legislation and that such donation is made without any involvement of Andrade Gutierrez.



#5.6

SPONSORSHIPS AND PHILANTHROPIC DONATIONS

PROJECTS OF ACKNOWLEDGED REPUTATION AND RESPECTABILITY, FOR EDUCATIONAL, SPORTS, CULTURAL OR PHILANTHROPIC PURPOSES, AS WELL AS SPONSORSHIP OF ACTIVITIES WHOSE VALUES ARE COMPATIBLE WITH THE PRINCIPLES OF THE CODE, ARE PART OF ANDRADE GUTIERREZ'S COMMITMENT TO SOCIAL RESPONSIBILITY.



Employees responsible for sponsorships and philanthropic donations are prohibited from approving them to natural persons and must make all transfers of funds by means of bank transfers, duly registered in accounting records and financial statements, pursuant to the Code.

In addition to the technical requirements of the projects, the qualification process (due diligence) should require, as a minimum, applicants for sponsorship or donations to submit, state or prove in writing the following to Andrade Gutierrez:

- (i) Relevant experience in the modes of projects that receive sponsorship or donations;
- (ii) Identification and résumés of the executive officers or persons responsible for the application of the resources;
- (iii) Statement that the institution is not directly or indirectly controlled by any Public Agent and that the project shall not employ or transfer resources, directly or indirectly, to Public Agents, their relatives, or any other third parties related thereto.

In the event of any of the qualification requirements set out in this Standard or procedures approved based thereon, the sponsorships and philanthropic donations shall be made only with the prior written approval of the Ethics Committee.



#5.7 TRANSACTIONS WITH INTERMEDIARIES

EMPLOYEES SHALL ACT TO ENSURE COMPLIANCE WITH THIS STANDARD BY PARTNERS ACTING AS INTERMEDIARIES (E.G. FORWARDING AGENTS, ATTORNEYS, AND ENVIRONMENTAL CONSULTANTS) IN ACTS BEFORE THE PUBLIC AUTHORITY, IN THE INTEREST OR FOR THE BENEFIT OF ANDRADE GUTIERREZ, ALWAYS IN LINE WITH THE LEGISLATION.



As provided in the Code, Andrade Gutierrez shall only interact with Partners that:

- (i) adopt practices of integrity and satisfactory ethical conduct;
- (ii) comply with the applicable legislation, in the development of its activities and attainment of their contractual commitments;
- (iii) maintain adequate confidentiality regarding the confidential information they may acquire as a result of the activities performed for or in conjunction with Andrade Gutierrez. Andrade Gutierrez shall not enter into contractual commitments with Partners declared to be disqualified by the public authority.

In order to ensure the effectiveness to the selection, monitoring and inspection of Partners covered by this Standard, internal processes and procedures for integrity shall be drafted, adopted, and periodically reviewed.



#5.8 FACILITATION PAYMENT



Although there is no legal provision against Facilitation Payments other countries where Andrade Gutierrez has commercial relations, such payments violate Brazilian law and are considered acts of bribery.

Therefore, facilitation payments shall not be tolerated in order to accelerate or favor the analysis and obtaining of licenses, authorizations and permissions made by their employees, third parties, suppliers, partners, or any intermediary agent.

The employee, third parties, suppliers and partners who are witness to a request for payment should refuse to perform the act, communicate the requester about the prohibitions provided by Andrade Gutierrez, and immediately report the situation to their superior and to the Compliance Department.

No employee, third party, suppliers, partners shall suffer any kind of retaliation or penalty due to delay or possible negative consequences for the business, resulting from the failure to make the facilitation payment and may consult the Compliance area if it involved in any request or situation that appears to be a request of payment, either in person, by email, telephone, or other means of communication.

#6

PENALTIES

THE EMPLOYEE WHO COMMITS A VIOLATION OF THE STANDARD SHALL BE SUBJECT TO A SANCTION CORRESPONDING TO THE SEVERITY OF THE VIOLATION, INCLUDING WARNING, SUSPENSION AND DISMISSAL WITH CAUSE, NOTWITHSTANDING THE FULL COMPENSATION FOR DAMAGES CAUSED AND THE COMMUNICATION OF THE ACT TO THE RELEVANT PUBLIC AUTHORITIES, AS APPLICABLE.

Crimes relating to fraud in tenders, acts committed against the public administration, including influence peddling and corruption or acts committed against the national or foreign administration shall be punishable by detention or imprisonment of at least 6 months and a fine, said illicit conduct being summarized in the first paragraph of item 5 and item 5.4 above.



#7

FINAL PROVISIONS

ANY GAPS OR QUESTIONS REGARDING THIS STANDARD SHOULD BE CLARIFIED WITH THE MANAGERS THROUGH THE CONTACT US CHANNEL OR SOLVED BY CONSULTING THE ETHICS COMMITTEE.

The documentary, financial and accounting records related to the relationship with the public authority should be kept in a way that allows them to be verified and audited for a minimum period of five (5) years.





COMMITMENT AGREEMENT

A N D R A D E G U T I E R R E Z G R O U P

I hereby declare that: (a) I have received, read and understood the **Andrade Gutierrez Relationship with the Public Authority Standard**; (b) I fully agree with the rules and guidelines contained therein; and (c) assume the commitment to fully comply with it.

Name:

Board Member () Associate () Partner ()

Individual Taxpayer Identification Number (CPF):

Federal Employer Identification Number (CNPJ):

Date: / / Signature: _____



ENGENHARIA S.A.