

CODE OF ETHICS AND CONDUCT

I. General Objectives and Values

1. The Code of Ethics and Conduct as the foundation of the ETSA Group's culture

The pursuit of the objectives, respect for values and compliance with the standards of conduct set forth in this Code of Ethics and Conduct constitute the deontological culture of the corporate universe of the ETSA Group.

The Code of Ethics should be seen as a model of conduct and interpreted as a reference of behaviour, which the ETSA Group and all those working in it should follow and respect.

2. Mission and Essential Objectives

The essential objectives pursued by the ETSA Group are based on the sustained creation of value and the protection of shareholders' interests, with a proper level of remuneration to investors, supported by the provision of the highest quality standards in the supply of goods and services to its Customers, and also in the recruitment, motivation and development of the best and most competent professionals. The ETSA Group will always promote a culture of meritocracy that allows the personal and professional development of its Employees and, through their commitment, position the Group's activity in the first levels of leadership in the markets where it operates, maintaining a policy of sustainable management of natural resources, mitigation of environmental impacts, adopting principles and practices of social responsibility and promoting the social development of the areas where it carries out its business activity.

As they are basic and general principles, the matters regulated in the Code of Ethics and Conduct can be densified in guidelines, internal policies and procedures, or in specific codes of conduct.

3. Values

The principles and standards of conduct set forth in the Code of Ethics and Conduct result from the realization of the values considered essential in the ETSA Group, which must be continuously pursued in the context of its business activity, in particular:

- (a) **Trust** – We believe in people, we welcome the contribution of each one, we respect their identity, promoting their individual and collective development, cooperation and communication among all;
- (b) **Integrity** – We are guided by principles of transparency, ethics and respect in the relationship among all Employees and with third parties;

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- (c) **Entrepreneurship** – We have a passion for what we do, we like to move out of our comfort zone, we have the courage to make decisions and take risks responsibly;
- (d) **Innovation** – We promote knowledge and the creative potential of everyone;
- (e) **Sustainability** – Corporate, social and environmental sustainability is our business model;
- (f) **Excellence** – We work focused on quality, efficiency, safety and discipline.

II. Scope of Application and Interpretation

4. Scope of Application

The Code of Ethics and Conduct applies to all Employees of all companies in the ETSA Group.

The rules set out therein must govern the ethical and professional conduct of all Employees in the pursuit of their business activity and in their relationship with third parties, as an essential instrument of corporate policy and culture followed and promoted by the ETSA Group.

5. Interpretation

For the purposes of the Code of Ethics and Conduct, the following definitions shall apply:

- (a) **Employees** – all persons working or providing services, on a permanent or merely occasional basis, in the ETSA Group companies, including, in particular, members of the corporate bodies, Employees, service providers, agents and auditors or consultants;
- (b) **Customers** – natural or legal persons to whom the ETSA Group companies supply their products or provide their services;
- (c) **Suppliers** – natural or legal persons who supply products or provide services to the ETSA Group companies;
- (d) **Stakeholders** – natural or legal persons with whom the ETSA Group companies relate in their corporate, institutional or social activities, including shareholders, members of the corporate bodies, Employees, Customers, Suppliers, business partners or members of the community with whom the ETSA Group interacts.

III. Rules of Conduct

6. Compliance with Legislation and Regulation

The activity of the ETSA Group and its Employees must be guided by strict compliance with the legal, statutory and regulatory rules applicable to the activity and companies of the ETSA Group.

7. Public Authorities

The conduct of the ETSA Group and of its Employees must be guided by a permanent collaboration with the public authorities, namely regulators, satisfying the requests that are legitimately directed to them and that are within their reach and adopting the behaviours that allow the exercise of the competencies conferred on those authorities.

8. Integrity

Employees are prohibited from engaging in any corrupt practice or bribery, actively and/or passively, either through omission or through the creation and maintenance of situations of favour or irregularity, and from adopting behaviours that may create in the interlocutors expectations in their relations with the ETSA Group.

9. Transparency

The ETSA Group undertakes to report on its performance in a transparent manner, taking into account applicable legal duties and good practices in the capital and financial markets.

10. Confidentiality

- 10.1. Employees must maintain confidentiality of all information of the ETSA Group, other Employees, Customers, Suppliers or Stakeholders, which becomes available to them through the exercise of their duties and that is not of public knowledge or well-known. This information is only for restricted and internal use in the ETSA Group.
- 10.2. Employees must maintain confidentiality of the information referred to in the previous paragraph even after they have ceased their duties in the ETSA Group and regardless of the cause of termination.
- 10.3. Confidential information may only be disclosed to third parties under the terms legally required or provided that the said disclosure is previously authorised in writing by the Board of Directors.

11. Securities Transactions

Employees who are in possession of specific and concrete information relating to ETSA which has not been made public, but which if made public would likely have a significant influence on SEMAPA's stock prices, may not, during the period prior to the disclosure of said information, transact securities belonging to SEMAPA, strategic partners or companies involved in transactions or in a relationship with SEMAPA, and may not disclose such information to third parties.

Estimates of results, decisions regarding significant acquisitions, sales or partnerships and the acquisition or loss of relevant contracts, inter alia, is considered inside information.

12. Conflicts of Interest

12.1. The ETSA Group undertakes to adopt measures to ensure the exemption of action in decision-making processes in cases of potential conflicts of interest involving the ETSA Group or its Employees.

12.2. Employees must not pursue particular objectives in competition with the ETSA Group and are also prevented from obtaining benefits, advantages or personal favours by virtue of the position held or the duties performed.

12.3. Employees must immediately report to their superior any situation that may lead to conflicts of interest, in particular if, in the course of their duties, they are called upon to intervene in decision-making that directly or indirectly involves organisations, entities or persons with which they work or have worked or to whom they are bound by ties of kinship, proximity or influence. In addition, in any other cases where their impartiality may be called into question, they must inform the respective managers of these relationships.

13. Relationships with Shareholders

13.1. The protection of the interests of shareholders and investors and the creation of value for shareholders is the main objective assumed by the ETSA Group.

13.2. The ETSA Group undertakes to respect the principle of equal treatment of all its shareholders, taking into account the proportions in ETSA's share capital, in particular by ensuring the timely provision of information, in compliance with applicable legal duties.

14. Competition

The ETSA Group undertakes to act in accordance with competition laws, in accordance with market rules and criteria and to promote fair competition.

15. Intellectual and Industrial Property

The ETSA Group and its Employees must respect the intellectual and industrial property of Suppliers, Customers and Stakeholders.

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16. Relations with Customers, Suppliers, Services Providers and Third Parties

- 16.1. The ETSA Group must ensure that the conditions of sale of their products to their Customers are clearly defined, and the companies of the ETSA Group and their Employees must ensure compliance with the said conditions.
- 16.2. Suppliers and service providers of the ETSA Group must be selected on the basis of objective criteria, taking into account the proposed conditions, the guarantees effectively given and the overall optimisation of the advantages for the ETSA Group.
- 16.3. Suppliers and service providers of the ETSA Group must comply with the provisions of the Code of Conduct for Suppliers and service providers of the ETSA Group.
- 16.4. The ETSA Group and its Employees must always negotiate in accordance with the principles of good faith and the legal obligations and good practices that apply.

17. Relations with Political Movements and Parties

The relations of the ETSA Group and its Employees with political movements or parties shall be carried out in compliance with the legal provisions in force and, in that respect, Employees may not invoke their relationship with the ETSA Group.

18. Social Responsibility and Sustainable Development

- 18.1. The ETSA Group assumes its social responsibility to the communities where it carries out its business activities so as to contribute to their progress and well-being.
- 18.2. The ETSA Group undertakes to adopt, comply with and promote a Sustainability and Environmental Protection Policy.

19. Safety and Working Conditions

- 19.1. The ETSA Group will never employ child labour or forced labour or play any part in such practices, adopting the measures deemed convenient to combat such situations, namely by denouncing them publicly whenever it becomes aware of such situations.
- 19.2. The safety and health of Employees is a priority of the ETSA Group, so all Employees should seek to know and respect not only the legislation in force, but also internal standards and recommendations on these matters.
- 19.3. Employees must immediately report any accident or situation that may endanger the hygiene, safety and health at the workplace, in accordance with the applicable standards, and any preventive measures that are necessary or advisable should be adopted.

20. Professional and Career Development

- 20.1. The ETSA Group provides its Employees with adequate training and encourages ongoing training as a form of enhancing their motivation and performance, recognising the high value of the professional and personal development of its members.

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- 20.2. The ETSA Group values and holds its Employees professionally responsible in the performance of their duties, on the basis of individual merit, allowing them to assume a level of autonomy and assumption of responsibilities associated with their skills and commitment.
- 20.3. The selection, hiring, remuneration and career advancement policies adopted are guided by criteria of merit and benchmark market practices.
- 20.4. In the recruitment, hiring and professional development of its Employees, the ETSA Group ensures equal opportunities, with only professional aspects in mind. As such, all of its Employees shall take measures they deem necessary to combat and prevent any form of discrimination or differential treatment based on ethnic or social origin, religious beliefs, nationality, gender, marital status, sexual orientation or physical disability.

21. Courtesy

In the personal dealings with other Employees, as well as with Suppliers, counterparts, Customers and Stakeholders of the ETSA Group, Employees must act actively with correctness, respect, loyalty and courtesy.

22. Non-discrimination and Duress

- 22.1. Employees should not act in a discriminatory manner in relation to Employees or any persons, in particular on the basis of race, religion, gender, sexual orientation, origin, age, language, territory of origin, political or ideological convictions, economic situation, social context or contractual link, fostering respect for human dignity as one of the basic principles of the culture and policy pursued by the ETSA Group.
- 22.2. Any conduct that may consist of coercion, in particular moral offenses, mobbing, moral or sexual harassment or bullying, is expressly prohibited.

23. Use of the Heritage

- 23.1. Employees must make sensible and reasonable use of the means of work at their disposal, avoiding waste and abusive uses.
- 23.2. Employees must take care of the heritage of the ETSA Group, not adopting any conduct that may intentionally or negligently jeopardise its state of conservation.

24. Protection of Personal Data

- 24.1. The ETSA Group understands the predominant role of the privacy and protection of the personal data of its Customers, Stakeholders, Suppliers, Employees or any other natural persons or employees of any other entities. Thus, the ETSA Group and its Employees undertake to use this information in a responsible manner, strictly complying with the legislation and regulations applicable to the protection of personal data.

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24.2. Employees may not collect personal data, create lists of personal data or process or transfer any personal data without the coordination and prior authorisation of the manager responsible for the protection of personal data.

25. External Communication – Media and Advertising

The information provided by the ETSA Group and its Employees to the media, including those intended for advertising purposes, must:

- (a) be issued exclusively by the Managers and structures authorised for this purpose, acting as representatives or spokespersons of the ETSA Group;
- (b) respect principles of legality, rigour, timeliness, objectivity, veracity and clarity;
- (c) safeguard the confidentiality and reserve of information, within the protection of the interests of the ETSA Group;
- (d) respect the cultural and ethical parameters of the community and the dignity of the human person;
- (e) contribute to the image of cohesion, creation of value and dignity of the ETSA Group, promoting its good image in society.

26. Communication in social networks and media

Employees are aware that the new media, in constant development, can have a strong impact for the ETSA Group and for the Employees themselves and that the dissemination and sharing of information by these means can easily mean the loss of control over those contents.

Therefore, when using social networks and resorting to media (traditional and current) Employees commit to:

- (a) acting in an ethically responsible manner, contributing to the creation of value and dignity of the ETSA Group and to enhancing its image in society;
- (b) respecting, complying with and reflecting the principles, values and rules of conduct established in this Code of Ethics and Conduct;
- (c) not publishing confidential or internal information on the ETSA Group;
- (d) not communicating, identifying themselves as ETSA Employees, without authorisation to do so.

IV. Supervision, Non-compliance and Communication

27. Non-compliance

Failure to comply with the rules established in the Code of Ethics and Conduct constitutes serious misconduct, subject to disciplinary procedure, without prejudice to any civil, administrative or criminal liability in accordance with legal or regulatory provision.

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28. Communication

- 28.1. Employees have the duty to report the occurrence of conduct that is incompatible with the rules set forth in this Code, of which they are aware or have justifiable suspicion, in an effective and timely manner, through their own channels.
- 28.2. The ETSA Group guarantees the confidentiality of communications received.
- 28.3. The ETSA Group undertakes not to retaliate in any way with respect to whoever presents a communication of non-compliance with the Code of Ethics and Conduct or other irregularity and guarantees a fair treatment of those concerned, not allowing the Employee who acted with good faith, soundness and diligence to be jeopardised by that fact.
- 28.4. Under the terms of the Law, abusive and bad-faith use of the mechanism used to report irregularities may lead to the application of disciplinary sanctions and/or court proceedings against the perpetrator.

29. Doubts and Questions

Employees may address any questions or doubts on the interpretation or application of the Code of Ethics to the Executive Committee. A direct and confidential permanent communication system has also been established through the Board of Directors, which can be used by any Employee.

30. Procedure

- 30.1. Incoming communications will be duly processed.
- 30.2. The Executive Committee shall be informed of all communications received.

V. Disclosure

31. Disclosure of the Code of Ethics and Conduct

- 31.1. The Code of Ethics and Conduct of the ETSA Group will be disclosed on the digital internet platform so that it can be available for Shareholders, Customers, Suppliers, Stakeholders, Investors and other entities with whom the ETSA Group relates.
- 31.2. The ETSA Group makes the Code of Ethics and Conduct available to all Employees and will promote its dissemination, widespread knowledge and mandatory practice.

Loures, 20 December 2018.

The Board of Directors



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