



COLLABORATION ON A SHARED BASIS

Code of Conduct for Business Partners

We are building the world of tomorrow.



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Preamble

Combining entrepreneurial activity with ethical principles is a key factor for HOCHTIEF's long-term success and is a well-established tradition. We are convinced that ethical and economic values are mutually dependent and that business needs to be done in a spirit of fairness within the framework of existing rules.

In our HOCHTIEF Code of Conduct, we provide binding rules for the way we operate, which we require the employees of all HOCHTIEF companies to comply with. It goes without saying that all employees in the different companies within the Group must observe the laws and regulations of the countries they work in and can be counted on to fulfill their obligations reliably. They must demonstrate honesty and fairness in all aspects of their business activities. We require from our partners that they bear a particular responsibility towards their own company, towards customers and suppliers, towards the environment and towards society, too.

The ethical principles spelled out in this Code of Conduct for Business Partners ("Code of Conduct") are grounded in the basic principles of the UN Global Compact*, the ILO Conventions**, the United Nations' Universal Declaration of Human Rights***, the UN Convention on the Rights of the Child**** as well as the OECD Guidelines for Multinational Companies.

This Code of Conduct for Business Partners constitutes minimum standards, which we require our customers, suppliers and further contractual parties ("partners") to comply with. The standards shall apply to temporary, migrant, student, contract, direct employees, and any other type of worker. This includes but is not limited to:

- Complying with the respective applicable law
- Avoiding conflicts of interests
- Actively and effectively fighting against every kind of corruption and bribery
- Prohibition of forced and child labor
- Respecting human dignity
- Fair working conditions
- Taking responsibility for health and security of the employees
- Environmental protection
- Confidentiality

HOCHTIEF reserves the right to change the requirements for partners and expects the partner to accept the respective changes. The partner expressly declares to observe the principles of the Global Compact and that in its management practices it seeks to ensure that they are upheld.

Acceptance of this Code of Conduct for Business Partners or its content is a general prerequisite for all contractual agreements between HOCHTIEF and its partners.

* <http://www.unglobalcompact.org/AboutTheGC/TheTenPrinciples/index.html>

** <http://www.ilo.org/global/standards/introduction-tointernational-labour-standards/conventions-and-recommendations/lang--en/index.htm>

*** <http://www.un.org/en/documents/udhr/index.shtml>

**** <http://www2.ohchr.org/english/law/crc.htm>



Business Integrity

General Principles

Partners shall commit to respecting the laws in effect and any other applicable provisions in the countries where they are active and to fulfilling their obligations reliably. Furthermore, partners are expected to demonstrate honesty and fairness in all aspects of their business activities and to commit to fulfilling their social responsibility with respect to all of their business activities.

Conflict of Interest and Corruption

In dealing with partners and state institutions, the interests of the company and the private interests of employees on both sides are to be kept strictly separate. Actions and decisions are to proceed independent of considerations that do not concern the business at hand and that involve personal interests. The criminal law on corruption applicable in each case has to be complied with. Among other things, the following is to be observed:

Criminal Acts in Dealings with Public Officials

Offering, promising, authorizing or granting personal advantages (in particular benefits in kind such as payments and loans, including the repeated giving of smaller gifts over a longer period of time) by partners and their employees to public officials (such as civil servants, public employees, or political party officials) in the context of an official action, not being clearly determined yet, for partners or oneself or for third parties, is not permitted.

Criminal Acts in Business Dealings

Personal benefits in kind in exchange for a favored position in business dealings may not be offered, promised, granted or authorized. Nor may personal benefits be demanded in dealings with partners. Partners must require from their employees that they will not allow any such benefits to be promised to them and that they will not accept such benefits.

No employee should accept anything of value—especially in the form of a personal gift* or a benefit arising from a HOCHTIEF business relationship**—that could reasonably be assumed to have a potential impact on business decisions or transactions. Because of that, the management and employees of partners are not allowed to grant, promise or offer anything of value to an employee of HOCHTIEF. Neither the management nor employees of partners are allowed to accept such kind of value from an employee of HOCHTIEF. Invitations must be within the bounds of normal business hospitality.

* Small gifts up to a value of 50 euros are excepted from this ruling; but in this connection any relevant national tax stipulations must be observed. Gifts in the form of money must never be accepted.

** For example, persons or companies with business links with HOCHTIEF must not be awarded private contracts which could unduly profit the employee and/or harm the interests of HOCHTIEF. The relevant Compliance officer must always be consulted beforehand if any such case arises.

Fair Competition

Standards of fair business and competition are to be upheld. Partners shall not act in a way that is or could be interpreted as unfair, anti-competitive, or abusive. All activities must be in line with current laws that uphold and promote competition, in particular prevailing antitrust laws as well as laws that regulate competition.

In dealing with competitors, these provisions in particular prohibit collusion and other activities aimed at influencing prices or conditions, dividing up sales territories or customers or using prohibitive means to inhibit free and open competition. Furthermore, these provisions prohibit agreements by which customers are to be enjoined in their freedom to autonomously determine their pricing and miscellaneous conditions when reselling.

Money Laundering

Partners ensure to comply with all laws that prohibit money laundering or financing for illegal or illegitimate purposes. Partners ensure to engage in business exclusively with reputable business partners involved in legitimate business activities, with funds derived from legitimate sources.

Intellectual Property and Protection of Assets

Partners must respect confidential information relating to HOCHTIEF and HOCHTIEF's stakeholders. It must not be disclosed to any person who does not have a right to that information.

Partners shall commit their employees to safeguarding trade and company secrets. Confidential information as well as confidential documents must not be divulged to third parties without proper authorization, nor may any other form of access to them be provided, unless proper authorization has been granted or the information has to do with publicly available information.

Partners are required to respect the assets of HOCHTIEF and of HOCHTIEF's stakeholders. The partners' employees only use assets belonging to HOCHTIEF and others when appropriately authorized. Partners must not tolerate theft of assets. Property and equipment of HOCHTIEF is not to be misused, damaged, or lost.

Responsible Sourcing

Partners are required to ensure that goods and materials are not sourced in a dubious or illegal way. They are obliged to implement measures for the responsible procurement of goods and materials to ensure compliance with laws and regulations. The purchase and trade with regulated conflict minerals (in particular tantalum, tin, tungsten, gold or their derivatives considered as conflictive) is not permitted. Business partners must ensure that no items are delivered to HOCHTIEF containing metals based on minerals originated from a conflict region where the purchase directly or indirectly supports or finances armed groups.



Management System

Partners are required to ensure that the regulations and content of this HOCHTIEF Code of Conduct for Business Partners are applied in their company by either establishing an appropriate Management System or by traceably documenting that all issues are an integral part of the company's business culture.

Partners are at liberty to introduce—for themselves and their employees—codes of conduct that must not, however, restrict the standards defined in this Code of Conduct for Business Partners. They commit to informing their employees of the provisions governed by the HOCHTIEF Code of Conduct for Business Partners and the obligations that result from it.

HOCHTIEF reserves the right to audit adherence to this Code of Conduct at any time and without prior notification or to have adherence audited by independent third parties. The audit will take place in accordance with the respective applicable law.

If any violations of the applicable law or of this Code of Conduct are established, HOCHTIEF has to be informed immediately. In the event of any violation of the applicable law or this Code of Conduct, HOCHTIEF reserves the right to terminate the contractual relationship.



Labor and Human Rights

HOCHTIEF requires partners to uphold the human rights of all employees, and to treat them with respect and dignity as understood by the International Labor Organization (ILO). The partners shall support the United Nations' Human Rights conventions and fair working conditions for all persons working on their workplaces and in their supply chain. The partners' employees are under an obligation to ensure that these universally recognized fundamental rights are observed. For a more detailed depiction of our approach to human rights, please see our documentation at <https://www.hochtief.com/humanrights>

Forced Labor

Partners are required to reject every form of forced labor. No employee may be obliged to work by the direct or indirect use of force and/or intimidation. Only people who voluntarily make themselves available for work may be employed. HOCHTIEF does not tolerate any kind of slavery, human trafficking, debt bondage or involuntary prison labor in the supply chain.

Child Labor

Partners respect the regulations of the United Nations on human rights and in particular on children's rights. HOCHTIEF requires all partners to have zero tolerance for any kind of child labor in the company and in the supply chain. This refers to all stages of manufacturing. The minimum age for employment must not be below the age at which compulsory schooling ends, and in no case may it be below the age of 15 or below any higher minimum age specified by local law. In particular, partners commit to complying with the ILO convention concerning the

prohibition and immediate action for the elimination of the worst forms of child labor. If a national regulation concerning child labor provides for stricter measures, these shall have precedence.

Fair Working Conditions and Remuneration

Partners shall ensure that wages and benefits of their employees and subcontractors are fair and comply with applicable national and local laws as well as with contractual agreements. They will furthermore ensure that the maximum working hours laid down in the respective country are adhered to. If countries in which we operate have regulations in place that do not correspond to our standards, we and our partners jointly develop concepts that take into account the regional framework conditions.

Humane Treatment and Antidiscrimination

HOCHTIEF requires all partners not to tolerate unacceptable treatment of employees, such as physical punishment or torture, sexual harassment or abuse, mental or physical coercion or verbal abuse, or the threat of any such treatment. Partners must not exploit anyone. They must not engage in business with any company, person or organization that disregards the standards and principles of human rights.

Partners are required to commit, within the scope of prevailing laws and statutes, to opposing all forms of discrimination. They shall provide equal treatment and opportunities for employees, job applicants and business partners. Furthermore, partners are called on to create an atmosphere of respectful mutual relations and to rigorously oppose any discrimination on the ground of aspects such as race, religion, gender, sexual identity, social origin, ideology, political opinion, union membership, age, disability and personal or social circumstances.

Freedom of Association

Partners must respect their employees' right of association within the bounds of prevailing laws and statutes. Partners are required to maintain an open and constructive communication with their employees and employee representatives. In accordance with local law, partners shall respect their employees' right to freely associate, nominate employee representatives, join trade unions, and engage in collective bargaining and form works councils. It must be ensured that all employees are able to openly communicate with the management regarding working conditions.

Privacy

Partners are to respect their employees' right to the protection of their personal data. Additionally, partners must ensure that all uses of personal data—such as collection, registration, storage and deletion—take place in accordance with applicable laws and regulations.



Health and Safety

Partners shall continuously strive to develop a work environment that promotes health and safety. Partners are required to guarantee protection of workers in the workplace and health protection within the scope of national provisions.

Occupational Health and Safety

HOCHTIEF requires all partners to provide their employees with a safe and healthy environment. On an ongoing basis, partners shall identify safety risks and update prevention measures. They are responsible for strictly complying with the HOCHTIEF health and safety standards and the applicable legislation on this subject. Prior to start of work, all employees have received adequate training and are provided with the proper equipment to safely carry out their work. Furthermore, all employees have the right and the obligation to immediately stop unsafe work.

Prevention and Emergency Preparedness

HOCHTIEF requires partners to ensure safe working processes, appropriate controls, and preventive maintenance in order to minimize all kinds of health and safety risks at the workplace. In doing so, partners are expected to evaluate production processes and machinery for health and safety hazards. The impact of identified hazards shall be minimized by implementing emergency procedures. Partners must report all health and safety incidents related to HOCHTIEF projects, workplaces or construction sites.



Environmental Protection

Partners are committed to sustainably upholding the goal of protecting the environment. Laws and international standards as well as customer requirements passed for the protection of the environment are to be observed. All required official permits, licenses and registrations need to be present and maintained. Partners support efforts to minimize adverse impact on the environment and the climate and to constantly improve environmental protection. Partners shall identify environmental risks and set up appropriate prevention measures. They are to support environmentally-minded actions on the part of their employees.

Pollution and Resource Saving

HOCHTIEF requires partners to save natural resources. By reusing and recycling materials, adjusting production processes, as well as using material substitutes, negative impacts on the climate, the environment and animals shall be minimized or avoided. Partners are furthermore expected to engage in the development and application of climate-friendly products and working methods to support reduction of greenhouse gas emissions.

Hazardous Materials

Biological or chemical materials or any other materials that have the potential to cause harm to humans, animals, or the environment, either by themselves or by interacting with other materials are to be identified and managed to ensure their safe handling. This applies to storing, moving, using, recycling and disposing of the materials. All information relevant to safety needs to be disclosed to HOCHTIEF.

Waste Water and Solid Waste

Partners shall have systems in place to ensure the safe handling, transport, storage, reuse or recycling of wastewater and solid waste. They are expected to reduce or avoid waste of all types, including energy, for instance by modifications of production processes, maintenance, the use of material substitutes, recycling or reusing. All activities that may have a negative impact on the health of humans, animals or on the environment shall be handled in an appropriate way. Partners shall monitor and evaluate all kinds of wastewater and solid waste generated from works prior to discharge or disposal and treat the substances as required.



Contractual Partners of the Partner

Partners are called upon to communicate the basic principles of this Code of Conduct to their immediate contractual partners, to promote the compliance of the Code's content to the best of their ability among their contractual partners and to require them to also adhere to the Code of Conduct. Partners are further called upon to recommend to their contractual partners to in turn call upon their contractual partners to follow this Code of Conduct for Business Partners.



Whistleblower Hotline

The partners—including the employees and the supply chain—are obliged to report to HOCHTIEF suspected or known misconduct. Information as to possible offenses, non-compliance with legal or company requirements, environmental, social or safety issues or other problems within the company can be passed on via the internal or external HOCHTIEF whistleblower hotline. This can be done on an anonymous/confidential basis if desired. When using the internal hotline, callers are put through to a HOCHTIEF compliance officer. On the external hotline, callers can speak with an independent lawyer specializing in criminal law.

Internal hotline

Telephone +49 201 824-2222

Telephone (UK) +44 7973793343

External hotline

Telephone 0800 8862525 (calls from Germany, free of charge)

Telephone +49 30 88625254 (calls from outside of Germany)

Alternatively, the information can be passed on to the Compliance organization via e-mail.

E-mail address

compliance@hochtief.de

HOCHTIEF does not retaliate against anyone for submitting in good faith a report of suspected or known misconduct, nor do we tolerate others retaliating. Similarly, the partner must not retaliate or tolerate retaliation against anyone who, in good faith, reports suspected or known misconduct. “Good faith” means that to the best of a person’s knowledge and belief, everything reported is true and that everything known is reported.

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