

**CODE OF BUSINESS ETHICS AND CODE OF
CONDUCT**

Approved by the Board of Directors on July 30, 2020

CHANGE CONTROL

SECTION	REMARKS
	General reorganization of sections and adapt to new Compliance organization

Ethics and Corporate Compliance Manager Karen
A. Duncan

The Chief Executive Officer
José María Castillo Lacabex

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HELPLINE POSTER

MESSAGE FROM THE CEO

Dear Employee:

Dragados USA, Inc. (“Dragados USA” or the “Company”) is proud to be at the forefront of our industry and to have successfully built technically innovative major infrastructure projects, such as bridges, roads and highways, tunnels, underground projects, dams and hydraulic works across the United States. Since our beginning, our shared mission has been our dedication to project performance, quality and safety, compliance with project schedules and cost requirements, and our commitment to reaching out and providing work opportunities to local communities, including minorities and disadvantaged groups.

At Dragados USA, we hold ourselves accountable to our customers, clients, employees and communities through our uncompromising commitment to ethical principles in all of our interactions. We conduct ourselves with integrity and remain steadfast and respectful in our personal and corporate responsibilities.

We understand, however, that construction is a complicated and heavily regulated industry, and that even with the best intentions, the proper course of action may not always be clear. Therefore, as a guide for our employees, vendors and partners on how we conduct our business dealings, Dragados USA has adopted this Code of Business Ethics and Code of Conduct (the “Code”). While it is impractical to set specific rules and regulations to cover every situation that we encounter, the Code is here to offer direction to aid employees in some of the most ethically challenging areas in our line of business.

We are all accountable for upholding and abiding by the Code. It applies equally to all employees, directors and officers of Dragados USA and its Affiliate Companies. This includes each Dragados’ affiliate company including Schiavone Construction Co LLC, Pulice Construction, Inc, Mc Neil Brothers, Inc, Roadway Electric LLC, J.F White Contracting, Co, Prince Contracting LLC, John P. Picone Inc and JPP Plumbing LLC, as well as each subsidiary company of Dragados USA, and joint venture in which Dragados USA or one of its wholly owned companies is a partner, unless the joint venture has its own Code of Conduct.

If you see or suspect that unethical behavior has occurred, you have a right and a responsibility to come forward with your concerns. Contact your supervisor, the Dragados USA’s Ethics and Corporate Compliance Manager (“ECCM”) or the Helpline. Above all, do not refrain from speaking up because of fear. We will not tolerate retaliation against anyone who raises issues in good faith.

As we move forward, the Code will help ensure that our company’s core principles continue to be reflected. A commitment to quality, ethics and integrity, while complying with the letter and intent of the law, is critical to our continued success.

José María Castillo Lacabex
Chief Executive Officer

INTRODUCTION

The Dragados USA Code is intended to help every employee, officer and director understand our core business ethics and values as well as the laws, regulations and company procedures that apply to his or her day-to-day activities. This Code will guide you through some of the issues that may arise and will explain to you how and to whom you can report suspected violations of the Code or other possible unethical or criminal behavior by anyone without fear of retaliation.

The Code cannot possibly address every situation that may arise during your employment, and it is not intended to cover every issue. Nevertheless, every employee has the responsibility to read, understand and comply with the principles contained in this Code. Where there is no stated guideline in the Code or in other policies and procedures, it is the responsibility of each employee to apply common sense, together with the highest personal ethical standards in making business decisions.

The Ethics and Compliance Committee (the “Compliance Committee”) and the Ethics and Corporate Compliance Manager (the “ECCM”). Sometimes good judgment is not enough to guide us through complex legal and ethical challenges—Therefore, Dragados has established a Compliance Committee which is responsible for the review and evaluation of the Corporate Compliance Program and has authority to monitor, evaluate and address the effectiveness of the Corporate Compliance Program, evaluate the risks of the company business and promote compliance with the Code. The ECCM reports to the Compliance Committee and will manage the day-to-day administration of the Compliance Program and is responsible for implementation, oversight and enforcement of the Compliance Program. All Dragados USA employees are encouraged to contact the ECCM with questions or concerns about ethics, compliance or fraud.

Raising Concerns About Violations of Law or Dragados Policies. All Dragados USA personnel have the right and the responsibility to ask questions and make reports, in good faith, about potentially illegal or unethical behavior. If comfortable doing so, you may speak with your immediate supervisor. You may also contact the ECCM directly or use the Helpline. Regardless of the method that you choose, you must report all actual or potential violations of law or Dragados USA policies to one of these resources.

The Helpline and Anonymous Reporting. An independent company operates the Helpline. You can contact the Helpline by calling 866-280-6816, 24 hours a day, 7 days a week. You can also e-mail Helpline@dragados-usa.com or submit reports through www.tnwinc.com/dragados. *You do not need to reveal your name unless you wish to do so.* You can choose to remain anonymous. The Helpline company provides a confidential case tracking number for every question and report. You can use this case number to anonymously obtain status reports or responses. Neither Dragados USA nor the Helpline company will attempt to trace a call, e-mail or website

submission in an effort to identify the person submitting an anonymous report. If a person reveals his or her identity in a Helpline report, Dragados USA and the Helpline company will keep it confidential whenever possible and permitted by law.

Responses to questions and reports. Supervisors and managers must immediately escalate all reports of actual or potential violations to the ECCM. The ECCM is responsible for ensuring that each report, whether received through the Helpline or another method, is investigated and resolved and that the person who submits the concern receives a response. Nothing in this Code prevents Dragados USA personnel from reporting potential violations of law to relevant government authorities.

Non-Retaliation Policy. Under no circumstances will Dragados USA tolerate any direct or indirect retaliation against an individual who reports in good faith a suspected Code violation, even if the concern is found to be unsupported. Anyone who attempts to discourage good faith reporting or who retaliates against an individual that reports a good faith concern will be disciplined, up to and including possible termination.

Scope. This Policy also applies to all affiliate companies and subsidiaries of Dragados USA and to their respective directors, executives and employees, to the same extent as this Policy applies to Dragados USA and its personnel.

Throughout this Code, the term “government” refers to federal, state or local governments and agencies.

BUSINESS ETHICS PRINCIPLES**Integrity**

We will always strive for the highest standards of ethics, honesty, truthfulness, reliability and fairness in every aspect of our work and in all our business relationships.

Professionalism

We will strive to not only meet our commitments to clients, partners, vendors, government bodies and colleagues, but also to distinguish ourselves through our work product, competency, reliability and professional demeanor.

Responsibility

We will make social responsibility, accountability and respect for the law, economy, environment and society an integral part of our business activities and relationships while creating value for our clients and the communities in which we work.

Diversity

We will respect the cultures, backgrounds, ideas and opinions of others and promote an organizational imperative of dignity, respect, inclusion and opportunity.

Excellence

We will make every effort to ensure that our workmanship, construction practices and services are the best in the industry through continuous improvements in quality, safety, innovation and reliability standards.

1. INTEGRITY

“We will always strive for the highest standards of ethics, honesty, truthfulness, reliability and fairness in every aspect of our work and in all our business relationships”.

1.1 False Claims.

Dragados USA and its employees must also take care to always make truthful statements in filings for projects funded by tax dollars. State and local government and federal False Claims Acts prohibit not only the intentional submission of a false claim, but also claims that are submitted with deliberate ignorance or reckless disregard for the falsity of the

claim. Both the individual employee who submits a false claim and Dragados USA may be subject to criminal and civil penalties.

A false claim has occurred when:

- a) A claim for payment has been submitted to the government or to someone acting on behalf of the government;
- b) The claim is false or fraudulent;
- c) The contractor knew that the claim was false or fraudulent; and
- d) The false information influenced the government's decision to pay.

A common source of false claims is false or fraudulent progress-payment requests in which a contractor bills for work that has not been performed, is defective or for costs that are unallowable. A false claim can also occur when the contract requires the use of certain materials, but the contractor uses different materials and then invoices the government for the materials specified in the contract. Even if the substituted materials are equal to or better than the specified materials, a false claim may have been committed because the government is entitled to receive exactly what it contracts for.

All requests or demands for payment shall truthfully and accurately reflect the value of the goods and/or services provided. Under no circumstances may an employee make a false claim.

To avoid even unintentional false claims, employees are advised to observe the following rules:

- a) Before submitting a progress payment request, make sure that all information is truthful and accurate, including the status of payments to subcontractors, and that invoiced work has been performed in accordance with the requirements of the contract.
- b) Do not invoice for work that has not been performed or for subcontractor work before an invoice has been submitted by the subcontractor to the Company.
- c) Do not invoice for any amount that you intend to withhold or retain from a subcontractor.
- d) On fixed-price contracts, only bond premiums that have actually been paid may be invoiced.
- e) Progress payment requests should be consistent with certified payrolls and the Schedule of Values on the contract.

- f) Payments should be made to subcontractors within the time period specified in the applicable Prompt Payment Act (i.e., seven days when the federal Prompt Payment Act applies).
- g) Each progress payment request must be reviewed and approved by the Project Manager before submission to the government.
- h) Project documents shall accurately record the labor expended on contracts.
- i) For cost reimbursement and fixed-price contracts that are performed concurrently, confirm that all costs are properly allocated between the contracts.
- j) Separate charge numbers should be established for separate contracts. All employees are responsible for properly charging their time.
- k) Do not fraudulently inflate claims to leverage a more favorable settlement.
- l) Before certifying and submitting a claim, the factual and legal basis for the claim must be carefully reviewed for substantiation.

A public works contract may require the contractor and subcontractor to certify that any claim for additional compensation is made in good faith, is truthful and accurate and is in accordance with the terms and conditions of the contract. The contractor may also be required to certify that any subcontractor claim has been reviewed by the contractor and that the contractor has no reason to believe and does not believe that the subcontractor's claim is false.

1.2 False Statements.

Any "false, fictitious or fraudulent statements or representations" to the Government regarding a material issue are considered violations of the False Statement Accountability Act. The statement may be written, oral, sworn, unsworn, signed or unsigned. One area that requires particular attention is signed certifications that Dragados USA must submit to federal, state or local governments, owners of a federally-funded project or other authorities. False statements in these certifications or other documents submitted to federal, state or local governments will not only have adverse consequences for Dragados USA, but could also result in prosecution for involved employees.

Employees who work with government contracts must:

- a) Verify that documents are accurate, complete, properly disclosed, documented and retained in the appropriate files;
- b) Require subcontractors, consultants, vendors and suppliers to comply with the laws and regulations; and

- c) Make sure that each and every representation made in a certification is truthful and accurate based upon due diligence before signing the certification to be submitted to the federal, state or local government or an owner on a federally funded project or any other governmental entity.

1.3 Truth in Negotiations.

Dragados USA's contracts with government agencies often provide that Dragados USA may be required to submit certified cost or pricing data. Any cost or pricing data must be current, accurate and complete up to the point in time when the parties have reached an agreement on price. Questions about disclosure requirements should be directed to the Legal Department or to the ECCM.

1.4 Bribes, Kickbacks and Gratuities.

Dragados USA prohibits, without exception, all forms of bribery, kickbacks and corrupt acts by its directors, officers, employees, agents and others acting on its behalf. You can find more information in the Dragados USA Anti-Corruption Policy that is posted on the Ethics and Compliance section in the corporate intranet.

- a) "Corruption" is dishonest or illegal behavior, including fraud, bribery, bid-rigging or influencing an individual or entity to provide improper advantages.
- b) A "bribe" may include money, favors, gifts, entertainment or "anything of value" that is offered, promised or delivered, whether directly or indirectly, in order to influence the judgment or conduct of a person in a position of trust.
- c) The term "anything of value" is broadly defined; it includes cash, gifts, trips, lavish entertainment, certain political and charitable contributions, free merchandise or services, among other things.
- d) A "gratuity" also violates government contract laws and Dragados USA policy. It is an offer or a reward of anything of value to a government official for a past action "for or because of an official act."
- e) A "kickback" is a bribe; the term is commonly used to describe bribery in construction projects. The U.S. Anti-Kickback Statute defines kickback as compensation of any kind directly or indirectly made for the purpose of influencing an award of a subcontract or prime contract.
- f) A kickback can take many different forms, from an outright payment by a subcontractor, to an offer by a subcontractor to give building materials or supplies to a purchasing agent (or sell them to the purchasing agent at below-market prices) for his or her personal use, to discounts that may be offered to Dragados USA for the purpose of getting favorable business considerations.
- g) The U.S. Copeland "Anti-Kickback Act" prohibits companies from inducing an employee to give up any part of the compensation to which he or she is entitled under his or her contract of employment. It applies to all contractors and

subcontractors performing work on any federally funded or assisted contract, subject to federal wage standards in excess of \$2,000, for the construction, prosecution, completion or repair of any public building or public work, with limited exceptions.

At Dragados USA:

- We do not pay or offer bribes, kickbacks or gratuities to public officials, foreign public officials, private individuals or to any other person or organization, either directly or indirectly, including through their family members, friends, agents, charities or other intermediaries.
- We do not solicit or accept bribes, kickbacks or gratuities from any person or organization.
- We do not make, offer, promise, solicit or accept bribes through prime contractors, subcontractors, joint venture partners, disadvantaged or minority business enterprises, brokers, agents, consultants or any other Third Party.
- We do not seek or take undue benefits by taking advantage of personal relationships with public officials, foreign public officials, public agencies or any other private party.
- We do not make contributions on behalf of Dragados USA to charities or nongovernment organizations, or sponsor events with them, unless we meet the conditions set forth in the Dragados USA Anti-Corruption Policy, and have prior written approval from the Dragados USA Chief Executive Officer.
- We do not conceal bribes or other improper payments by including them in prime or sub-contracts, by using “off-the-books” arrangements or by falsifying our books and records in any other way.
- We maintain detailed and accurate books, records and internal controls for entertainment, gifts, payments, receipts and Third-Party relationships.
- We strictly prohibit facilitation payments (small payments to expedite a routine, non-discretionary action by a public official).
- We do not make contributions on behalf of Dragados USA to charities or nongovernment organizations, or sponsor events with them, unless we meet the conditions set forth in the Dragados USA Anti-Corruption Policy, and have prior written approval from the Dragados USA Chief Executive Officer.
- We do not conceal bribes or other improper payments by including them in prime or sub-contracts, by using “off-the-books” arrangements or by falsifying our books and records in any other way.

1.5 Business Gifts and Entertainment.

If gifts and entertainment are valuable, excessive or given in circumstances that indicate an intent to influence or reward a decision, they may constitute illegal bribes, kickbacks or gratuities, or create the impression of unethical behavior. When Dragados USA contracts with government entities, more restrictive rules regarding gifts, entertainment and business courtesies often apply, and rules can vary by state or municipality.

For these reasons, at Dragados USA:

- We do not offer or give any gifts, meals or entertainment to public officials, foreign public officials or to any person or business either directly or through any intermediary.
- We do not request any gifts from public officials, foreign public officials or any person or business.
- We do not ask for or accept any gifts, meals or entertainment from public officials, foreign public officials or any person or business, either directly or through any intermediary.

Employees may obtain expense reimbursement for their own meals they have consumed at meetings with external business personnel after obtaining written approval from their manager, based on submittal of a written statement of business purpose, attendees and event description.

Business meals among business partners are allowed provided that the costs are reasonable and there is no intent to unduly influence or gain unfair advantage over third party action.

Refer to the Gifts and Entertainment Policy for further guidance.

1.6 Joint Ventures and Third-Party Relationships.

Dragados USA must take care to avoid business relationships with companies that do not share our standards of ethical and legal behavior; we must avoid even the appearance that Dragados USA condones illegal acts, bribes or kickbacks paid by companies that are working with us to win or execute construction projects. "Third Parties" include prime contractors, subcontractors, joint-venture partners, disadvantaged and minority owned business entities, vendors, suppliers, brokers, agents, consultants and other business associates with whom Dragados USA interacts. The legal definition of Third Parties is also very broad. The ECCM should be consulted if there is any doubt.

Dragados does not enter into joint ventures or Third-Party relationships without assessing their risk and, where appropriate, conducting due-diligence review of the proposed business partner. We also require contractual commitments to compliance with law and Dragados USA standards of business conduct and monitor compliance. The ECCM provides guidance for these processes.

2. PROFESSIONALISM

"We will strive to not only meet our commitments to clients, partners, vendors, government bodies and colleagues, but also to distinguish ourselves through our work product, competency, reliability and professional demeanor".

2.1 Drugs and Alcohol.

We are committed to providing our employees with a safe and productive work environment and promoting high standards of employee health. Dragados expects all of its employees to report to work and be able to perform his or her duties productively and safely. The use of alcoholic beverages or other controlled substances at any Dragados job site or facility is strictly prohibited. Anyone violating this policy will be subject to discipline, up to and including possible termination.

2.2 Violence in the Workplace.

Violence, threats of violence, harassment, bullying, threatening remarks or gestures or other disruptive behavior in the workplace are unacceptable.

2.3 Safety and Health.

Employee safety and health is one of our highest priorities. Many of the job activities, products and materials handled by our employees require that they follow necessary safety procedures, rules and regulations. Each employee must be aware of Dragados USA's safety program and follow all relevant procedures. Supervisors are responsible for making sure that all reasonable safeguards and precautions are taken in the workplace, including ensuring compliance with the Company's procedures and guidelines, promoting safe work practices and using personal protective equipment.

All employees shall comply with the company's Safety Management Program. Field personnel shall comply with any applicable site-specific Health & Safety Plan.

2.4 Business Conflicts of Interest.

Our commitment to professionalism does not end when we leave the office or the job site. A business conflict is anything that could affect or create the appearance of affecting an employee's judgment in fulfilling his or her responsibilities to Dragados USA. A conflict of interest occurs when an employee's personal interest interferes with the Company's interest. This includes owning, directly or indirectly, an interest in any business or property or having a duty to or personal or business relationship with any supplier, prospective supplier, customer or consultant that might conflict with the interests of Dragados USA. Employees should not take part in activities that conflict with or are not in agreement with Dragados USA activities or business interests or that could give an appearance that their judgment, loyalty or objectivity in the conduct of company business might be negatively affected.

2.5 Confidentiality.

As part of your duties, you may come in contact with confidential information of Dragados USA, project owners, subcontractors and suppliers. Confidential Information is broadly defined and may include:

- a) Photographs, drawings, plans, designs, maps, design calculations and specifications
- b) Contract documents, including bid proposals and bids
- c) Policies and procedures
- d) Client information
- e) Personal employee information

The following rules apply with respect to the confidential information:

- a) Employees may not sell, transfer, disclose, display or otherwise make confidential information available to anyone without the prior written approval of the owner of the confidential information.
- b) Employees may only use the confidential information to perform their job.
- c) Employees may only reveal confidential information on a need-to-know basis to persons authorized to receive it and must make certain that any person to whom they give such confidential information is told that the information is confidential and of their duty to protect the confidentiality of the information.
- d) Employees must safeguard confidential information from disclosure to anyone who is not authorized to have access to it.
- e) Employees may not send, ship, mail, deliver, email or otherwise transmit by any means whatsoever any confidential information in any form outside of the United States or enter into an agreement to do so, unless the appropriate permission has been obtained.
- f) Employees must immediately notify Dragados USA's Legal Department or ECCM if they learn or believe that confidential information has been released or is about to be released.

2.6 Political Activities and Contributions.

The role of government in society is of great interest to Dragados USA because of the potential effect government actions may have on the Company's operations. Even so, employees who engage in political activities must do so on their own time and use their own resources as private citizens and not as Dragados USA representatives.

Dragados USA does not make political contributions of any type to any political parties or candidates. Dragados USA does not use lobbyists in its dealings with government agencies or officials.

3. RESPONSIBILITY

“We will make social responsibility, accountability and respect for the law, economy, environment and society an integral part of our business activities and relationships while creating value for our clients and the communities in which we work”.

3.1 Doing Business With The Government.

When Dragados USA performs work as a contractor or subcontractor on a contract with a federal, state or local government, municipalities, other government entities or on a contract that is funded entirely or partially by the federal government, Dragados USA and its employees are subject to a complex set of laws and regulations.

Many of these laws and regulations are aimed at protecting the free market and preventing and punishing fraud, waste and abuse. Intentional, or even unintentional, violations of these laws can result in imprisonment, fines, debarment and other penalties for the employee as well as the Company. Therefore, it is of the utmost importance that all of us commit ourselves to not only live by the rules, but to report violations of the rules by others.

The following describes the primary laws that apply to the types of public contracts that Dragados USA is likely to bid on and perform. Because of the complexity of these laws and their application, we cannot explain every detail of every law in this Code. The ECCM is also a resource should you have any questions about the laws or their application.

3.2 Antitrust/Collusive Bidding.

Dragados USA’s success in the construction industry depends on its commitment to the integrity of the procurement process in bidding, negotiating and performing contracts for its local, state and federal customers, both government and private. We do not engage in unethical or illegal trade practices. We compete fairly and ethically in all of our business opportunities.

Antitrust laws are designed to protect the free enterprise system and promote open and fair competition. Activities that limit competition, restrain trade, fix prices or are intended to dominate a market can violate antitrust laws. Although antitrust laws may be complicated, they must be obeyed. Thus, every employee shall be generally aware of antitrust laws. Employees involved in any dealings with competitors are expected to know that these antitrust laws may apply to their activities and to consult with the Legal Department prior to negotiating with or entering into any arrangement with a competitor.

As a general matter, when dealing with competitors, employees must NOT:

- a) Discuss prices, costs or bidding practices

- b) Agree on prices or endeavor to learn from competitors their pricing
- c) Agree on competing bids, including who will compete for any particular project
- d) Rig competing bids
- e) Use tactics to eliminate competition
- f) Use information related to an upcoming or ongoing bidding process
- g) Share confidential bid or proposal terms

We must conduct all contacts with competitors, including social activities, as if they were completely in the public view, because they may later be subject to probing examination and unfavorable interpretation. Further, violation of antitrust laws can carry stiff civil and criminal penalties.

This rule does not prevent Dragados USA from sharing pricing information with joint venture partners in connection with the preparation of a bid or proposal for a specific project. You must be careful, however, not to discuss or use any pricing, cost or strategic information given or received outside the joint venture context.

Understanding the requirements of antitrust and unfair competition can be difficult or confusing, and you should ask for assistance from your supervisor, the Legal Department or the ECCM whenever you have a question relating to these laws.

3.3 Procurement.

To limit outside influences on the bidding and procurement process, some government agencies limit vendor communications to a Single Point of Contact, identified in the procurement solicitation. Once the Single Point of Contact is identified, neither the Vendor nor any person or entity acting on the Vendor's behalf may make a Prohibited Contact, provided that the contact will not be prohibited if it is authorized by the Point of Contact in furtherance of the procurement process.

Prohibited Contact is any oral or written contact, including meetings, telephone calls, letters, faxes and e-mails, with any officer or employee of the agency other than the Point of Contact, where it could be inferred that the contact was meant to influence, or expected to influence, the subject of the procurement. Contacts with agency employees only for the purpose of discussing existing on- going work unrelated to the subject of the solicitation are allowed.

3.4 Dealing with Ineligible Subcontractors and Suppliers.

Contracts with the federal, state and local governments and contracts that are funded by the federal government, or many state governments, generally prohibit us from contracting with subcontractors and suppliers who are debarred, suspended, proposed for debarment or otherwise not eligible to participate on the project. Before placing any subcontract or purchase order above \$25,000, employees must obtain a certification from all proposed subcontractors and suppliers that they are not debarred, suspended, proposed for debarment or otherwise not eligible.

If an employee learns or has reason to believe that any subcontractor's or vendor's certification is incorrect or has become invalid due to changed circumstances, the employee must notify the ECCM. You also have the option of reporting concerns anonymously through the Helpline.

3.5 Sourcing.

The Trade Agreements Act, Buy American Act and other federal laws generally require that products and services provided to federal agencies under government contracts must be manufactured in the United States or in another country with which the United States has a trade agreement. These provisions are often included in Dragados USA's contracts with the government. Questions about their applicability and tracking should be referred to an employee's supervisor, the Project Manager, the VP of Operations or the ECCM.

3.6 Environmental Compliance.

Dragados USA is committed to full compliance with all federal, state and local environmental laws, standards and guidelines. Not only is Dragados required to comply with environmental laws, but it is also an important part of our duty to the communities in which we do business and to our good reputation. It is essential that each employee involved with regulated air emissions, water discharges, hazardous materials or other regulated pollutants know and comply with all applicable environmental laws and guidelines. No one at Dragados USA may participate in concealing the improper discharge, disposal or storage of hazardous materials or other pollutants.

4. DIVERSITY

"We will respect the cultures, backgrounds, ideas and opinions of others and promote an organizational imperative of dignity, respect, inclusion and opportunity".

4.1 Equal Employment.

We are committed to providing equal employment opportunity to all applicants and employees without regard to race, color, national origin, age, ancestry, religion, pregnancy, marital status, domestic partnership or civil union status, sex, gender identity or expression, sexual identity or orientation, physical or mental disability, military or veteran status, genetic information, family status, citizenship status or membership in any other legally protected classification, in decisions about recruitment, hiring, compensation,

benefits, training, termination, promotions or any other condition of employment or career development/advancement. We will take affirmative action to recruit qualified minority group members and women and provide opportunities for minority group workers and women to become qualified for employment and advancement.

4.2 Prohibition on Discrimination.

We do not tolerate discrimination or harassment of any type. Dragados USA expressly disapproves of sexual harassment and/or discrimination in employment based upon race, color, national origin, age, ancestry, religion, pregnancy, marital status, domestic partnership or civil union status, sex, gender identity or expression, sexual identity or orientation, physical or mental disability, military or veteran status, genetic information, family status, citizenship status or membership in any other legally protected classification. Use of discriminatory slurs, unwelcome sexual advances or harassment or any other remarks, jokes or conduct that creates an offensive or hostile work environment is forbidden.

4.3 Commitment to Disadvantaged Business Enterprises.

We will use our best efforts to use qualified small, socially or economically disadvantaged business enterprises as subcontractors, suppliers and vendors in accordance with applicable government regulations. All employees should be familiar with and follow Dragados USA's M/W/DBE Contractor Compliance Policy and Procedure Manual.

5. EXCELLENCE

"We will make every effort to ensure that our workmanship, construction practices and services are the best in the industry through continuous improvements in quality, safety, innovation and reliability standards".

5.1 Accurate Company Records.

Proper record keeping is the foundation of quality control. All Dragados USA and employee communications, correspondence and records must be accurate, complete and timely. Employees are prohibited from making false or misleading entries on Dragados USA documentation and from failing to maintain accurate records of business transactions, disposition of Company assets and payments made on behalf of Dragados USA.

5.2 Document Retention.

Properly maintaining company paper and electronic documents and records, including emails, is very important. All employees are expected to be familiar with and follow Dragados USA's Record Retention Policies and Procedures. In the event that you are notified by the Legal Department or the ECCM that you may have documents related to a

pending or anticipated investigation, audit or litigation, you must ensure that you comply with the notification and do not destroy any document covered by the notification.

5.3 Electronic Communications.

All employees are expected to be familiar with, and conform to, Dragados USA's Electronic Communications Systems Access & Usage Policy. In accordance with SOP17, personal use of the Company's computers, internet, telephone and email systems that may pose a security threat to the Company's information technology infrastructure is strongly prohibited.

5.4 Employees should not have any expectations of personal privacy with respect to their use of Dragados USA computer systems or the data residing on them.

Electronic visits to pornographic websites or to hate sites are never permitted.

5.5 Information Security.

The protection and proper use of information in our possession is fundamental to our ability to carry out our business so that our clients, subcontractors and business associates have confidence in the Company's integrity. Business and technical information is valuable to us, and it is Dragados USA's policy that this information be protected from loss, theft, accidental disclosure or misuse. The responsibility for protecting information in the possession of Dragados USA rests with every employee. Each employee has a continuing obligation, even after leaving Dragados USA's employment, not to disclose any proprietary information of the Company, its suppliers or its customers.

6. CODE VIOLATIONS

Dragados USA shall make every effort to prevent any conduct that constitutes a breach of this Code and/or the applicable laws or regulations, as well as to prevent and penalize any behavior contrary to such, carried out by the employees or executives of the Company, or third parties.

Failure to comply with the provisions of this Code and all applicable regulations may result in serious consequences for the Company, its employees, executives and directors.

Adherence to this Code is mandatory by all employees. Therefore, its violation shall imply a breach thereof, and the Company shall take the disciplinary measures it deems appropriate, in accordance with applicable laws and regulations.

HELPLINE POSTER

HOTLINE

1-877-452-3540

Building A Better Culture

YOU CAN ANONYMOUSLY AND CONFIDENTIALLY REPORT:

- ✓ Fraud/False Claims
- ✓ Violations of Local/State/Federal Laws
- ✓ Bribery/Improper Gifts
- ✓ Sexual Harassment
- ✓ EEO or Affirmative Action Violations
- ✓ Conflicts of Interest/Unethical Behavior
- ✓ Corporate Compliance Issues
- ✓ Computer Security
- ✓ Safety Procedure Violations

We Work Together

At John P. Picone we **all** have a role to play in Compliance. Through our strong commitment to an ethical culture we continue to build a better company.

Compliance is available to help with any ethics or compliance need.

Ethics Hotline

Call: **1-877-452-3540**

Email:

Hotline@johnpicone.com

www.tnwin.com/dragados

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