



# **Manual** **CODE OF CONDUCT**

LET'S MAKE THE WORLD BETTER WITH OUR TECHNOLOGIES!

**Data Sheet:**

**Title:**

Code of Conduct for Preventing and Combating Harassment at Work

**Owner**

UTIS - Department of Human Resources

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## FOREWORD

Ultimate Technology to Industrial Savings, S.A., hereinafter referred to as UTIS, is a private institution.

The purpose of this UTIS, S.A. Code of Conduct, hereinafter referred to as the Code, is to establish the general rules and principles of ethics and professional conduct for UTIS employees and related personnel, in their relations with each other and with third parties, as well as to constitute a reference for UTIS' image as a company that optimises internal and continuous combustion processes that lead to a reduction in fossil fuels, as well as a reduction in the emission of pollutants into the atmosphere. It also manufactures and sells H2 production equipment for use as raw materials.

This Code is applicable to all UTIS employees and related personnel, including members of the governing bodies and external employees with no subordinate employment relationship, in the performance of the professional duties assigned to them at any given time, within the limits arising from the respective contracts and applicable legislation.

The rules and principles established in this Code are subsidiary and complementary to the provisions of the Labour Code with regard to relations between UTIS and its employees.

This Code complies with the duty laid down in Article 127, paragraph 1, sub-paragraph k) of the Labour Code in force, through a set of rules and principles that must be observed within the scope of the activities carried out at UTIS, constituting a self-regulatory instrument and the expression of an active policy aimed at making people aware of, avoiding, identifying, eliminating and penalising situations that could constitute harassment at work. Likewise, the General Regime for the Prevention of Corruption complies with the duty laid down in Article 7, establishing a set of principles, values and rules for the actions of all managers and workers in terms of professional ethics, taking into account the criminal rules on corruption and related offences and the risks of the organisation being exposed to these crimes.

## **Chapter I**

### **SCOPE OF APPLICATION**

This Code of Conduct compiles the guidelines that must be observed by any and all UTIS employees, including service providers, members of governing bodies, trainees and others who participate in actions or projects supervised by UTIS, in order to achieve high ethical and professional standards that correspond to the institution's guidelines and policies.

UTIS and its employees are committed to conducting any and all activities in a legal, ethical, transparent and professional manner, always bearing in mind the law in force, the Code of Conduct and the principles of this institution.

The purpose of this Code is to ensure that Recipients are aware of the institution's internal policy and, on the other hand, it aims to serve as a preventive tool to guide employees in recognising and avoiding conflicts and violations of the law.

## **Chapter II**

### **PRINCIPLES OF ETHICS AND PROFESSIONAL CONDUCT**

#### **GENERAL PRINCIPLES**

1. Employees must act out of loyalty to UTIS, be of good repute, be independent and not pursue personal interests, and must avoid situations that could give rise to conflicts of interest.
2. Employees must also behave in such a way as to maintain and strengthen the trust of the community in which they work, contributing to the efficient running of the institution and affirming an institutional position of rigour and quality.

#### **LEGALITY**

1. UTIS must respect, and ensure strict compliance with, the legal and regulatory standards applicable to its activity.
2. In carrying out their duties, employees must act in accordance with the general law and other specific applicable regulations.

## **EQUAL TREATMENT AND NON-DISCRIMINATION**

1. UTIS employees must ensure that the principle of equal treatment is respected, among themselves and in the handling of third-party requests and decision-making.
2. UTIS employees are prohibited from any discriminatory behaviour towards other employees or third parties, whether they are beneficiaries of UTIS services or not, namely on the basis of race, gender, age, physical disability, sexual orientation, political opinions, religion or belief.

## **TRANSPARENCY**

1. UTIS acts in accordance with its statutes, in a transparent manner and adopts demanding management and accountability practices.
2. UTIS provides a wide range of information on its website, both of an institutional nature and on the activities it carries out.
3. UTIS also provides information on its initial assets in accordance with the law.
4. Each operation or transaction, particularly in accounting and finance, must be properly documented and recorded so that the respective decision-making, authorisation and development procedure can be verified at all times.
5. Each operation or transaction must be duly justified and authorised and the entire execution procedure must be recorded.

## **MANAGEMENT AND FINANCE**

1. UTIS fosters an organisation and operation aimed at efficiency and ensuring the management and use of its resources according to prudent and sustainable investment methods and procedures.
2. UTIS has an accounting system appropriate to its nature and size, and complies with all legal provisions in this area.
3. Any false, incomplete, indeterminate or misleading entry in UTIS's accounting records is totally reprehensible and punishable.

## **INTEGRITY**

UTIS undertakes to conduct itself with integrity and to maintain an internal control system suitable for the prevention and detection of possible offences.

## **EMPLOYEES**

1. All UTIS employees will carry out their own DUTIES and tasks with diligence, correctness, efficiency and professionalism, respecting internal guidelines and the law.
2. Employees are not allowed to perform their duties under the influence of alcohol or narcotic or psychotropic substances (drugs).
3. UTIS will instil correct professional behaviour in its employees, who must act courteously and attentively towards all those with whom they interact professionally.
4. UTIS encourages the appreciation and promotion of its employees, favouring professional growth, repudiating any kind of discrimination and guaranteeing equal opportunities, as well as offering working conditions that respect human rights and dignity and a safe working environment, in compliance with current regulations.

## **0 TOLERANCE OF HARASSMENT**

1. Any form of harassment by UTIS employees with the aim or effect of disturbing or embarrassing a person, affecting their dignity or creating an intimidating, hostile, degrading, humiliating or destabilising environment is not tolerated.
2. Whenever possible, and in accordance with criteria of reasonableness and prudence, employees must prevent or report any practice of harassment or abusive pressure of which they have direct knowledge, namely through the reporting mechanisms provided for this purpose.
3. Employees who prevent or report acts of harassment or abuse under the terms of the previous paragraph may not be disadvantaged in any way as a result.
4. Disciplinary proceedings must be initiated whenever UTIS becomes aware of situations of harassment in the workplace.



## **EFFICIENCY, RESPONSIBILITY AND IMPARTIALITY**

1. UTIS employees must always fulfil their schedules, activities and functions at UTIS with zeal, efficiency and responsibility, as well as the duties assigned to them, in line with the guidelines issued by the UTIS Administration and Management Bodies.
2. When dealing internally and with third parties, employees must demonstrate availability and efficiency, correctness and courtesy, and must respond to requests made to them in a timely, correct, rigorous and as complete a manner as possible.
3. Employees must carry out their duties responsibly, refraining from performing them for their own interests or for purposes that are not in the interests of UTIS.
4. Employees must be impartial and independent and must not be motivated by personal or any other interests, refraining from any action that arbitrarily harms any employee, as well as from any preferential treatment, whatever the reasons.
5. Employees must not accept or resort to gifts, payments or other favours for carrying out any activity in the performance of their duties.

## **CONFIDENTIALITY**

1. Without prejudice to the principle of transparency, employees must act with reserve and discretion with regard to the information they become aware of in the course of their duties and respect the rules established with regard to the confidentiality of information.
2. Employees must respect the confidential nature of the information to which they have access.
3. Employees may not pass on, disclose, use or refer to, directly or through an intermediary, any information relating to UTIS's activity or the performance of their professional duties, when this is confidential by virtue of its nature and content or is considered so by UTIS's administrative and management bodies.

4. Employees who work with personal data relating to other employees or any third parties, or who have access to such data, must respect privacy in accordance with the provisions of the Law in force and other applicable legislation.
5. Employees may not use personal data for unlawful purposes or pass it on to unauthorised persons.

## **ENVIRONMENTAL PROTECTION**

Within the framework of UTIS's environmental policy, employees must adopt the best environmental protection practices, namely by promoting eco-efficient management in order to minimise the environmental impact of their activities and by using UTIS's resources responsibly.

## **FIGHTING CORRUPTION, MONEY LAUNDERING AND TERRORIST FINANCING**

In carrying out its activities, UTIS is committed to the fight against corruption, money laundering and terrorist financing.

### **ACTIVE AND PASSIVE CORRUPTION**

1. Any behaviour that could encourage payments to obtain privileged treatment is not permitted.
2. A "facilitating payment" is one that consists of a payment to a public official to speed up or ensure the execution of an action or obtain a service to which the person/company is legally entitled.

## **TAX CRIMES**

The following behaviours are not permitted at UTIS:

- Concealment of facts or figures that should have been reported to the tax authorities;
- Entering into simulated agreements, either by their value or nature, or by the imposition, omission or substitution of persons.
- Concealment of facts or figures that should appear in the accounting records or statements submitted;

- Falsification, vitiation, concealment or destruction of any documents or evidence;
- Non-delivery of a legally due tax payment;
- Damage or concealment, deletion or over-statement of assets with the intention of thereby defrauding the tax credit in whole or in part.

### **Chapter III**

## **CONFLICTS OF INTEREST AND INCOMPATIBILITIES**

### **CONFLICTS OF INTEREST**

1. Employees must avoid any situation that could directly or indirectly give rise to conflicts of interest.
2. There is an actual or potential conflict of interest whenever employees have a personal or private interest in a particular matter that could influence, or appear to influence, the impartial and objective performance of their professional duties.

### **RELATIONSHIP WITH SUPPLIERS**

Employees with responsibility for selecting the supply of goods or services to UTIS may not have any personal interest related to the supplier or the supply.

### **EXTERNAL ACTIVITIES**

Employees may carry out any activities outside of their working hours, whether paid or unpaid, provided that such activities do not interfere with their obligations to UTIS, or do not give rise to conflicts of interest.

### **Chapter IV**

## **INTERNAL RELATIONS**

In the context of internal relations, Employees must always conduct themselves in accordance with UTIS principles, in compliance with the law, this Code and other internal regulations and instructions.

## **EMPLOYEE RELATIONS**

1. In their relations with each other, employees must respect the principle of loyalty, which implies not only carrying out the professional duties assigned to them, complying with instructions from superiors and respecting the appropriate hierarchical channels, but also transparency and openness in personal dealings with superiors, colleagues and subordinates.
2. The practice of any kind of verbal, physical or psychological offence in relations between UTIS employees is not tolerated.
3. Non-disclosure to superiors and colleagues of information that is essential to the course of work, especially with the aim of gaining personal advantage, providing false, inaccurate or exaggerated information, refusing to collaborate with colleagues and displaying an obstructive attitude are all contrary to the expected standards of UTIS employees.
4. Employees in managerial, coordinating or supervisory positions must instruct their subordinates in a clear and comprehensible manner, either orally or in writing.

## **UTILISATION OF UTIS RESOURCES**

1. Employees must respect and protect UTIS assets and not allow third parties to misuse the services and/or facilities.
2. The practice by UTIS employees of any kind of behaviour that leads to the squandering of UTIS assets is not tolerated.
3. All UTIS institutional materials, equipment and facilities, regardless of their nature, may only be used for institutional use, unless the use has been authorised by the Administrative and Management Bodies.

## **Chapter V**

### **EXTERNAL RELATIONS AND REPRESENTATION**

#### **SOCIAL COMMUNICATION**

In matters relating to UTIS's activity and public image, employees must not grant interviews or provide information considered to be confidential or not available to the Community in general, on their own initiative or at the request of the media, without,

in either case, having obtained prior authorisation from the Administrative and Management Bodies.

## **SOCIAL NETWORKS**

1. In matters relating to the activity and public image of UTIS on the social networks where it has a presence, only the content inserted by UTIS represents its opinion.
2. Employees must respect the general rules of each social network where UTIS has a presence, act correctly and in line with the good name of UTIS, and maintain good practices, language and relations between colleagues in the digital environment.

## **RELATIONS WITH OTHER INSTITUTIONS**

Contacts, whether formal or informal, with representatives of other public or private institutions, whether national or foreign, must always reflect the guidelines and positions of UTIS, and employees must base their relationships on criteria of quality, integrity, courtesy and transparency.

## **Chapter VI**

### **PRIVACY AND PROTECTION OF DATA AND DOCUMENTS**

#### **DATA PROTECTION**

1. Employees who work with personal data relating to natural persons, or who have access to such data, must respect the privacy and integrity of the respective Data Subject, in accordance with the provisions of European Union legislation directly applicable in the legal systems of the Member States and with the provisions of current national legislation and other applicable legislation relating to the protection of natural persons with regard to the processing of personal data and the free movement of such data.

2. Personal data is collected to the extent strictly necessary and for specific, explicit and legitimate purposes, and may not be processed in a manner incompatible with those purposes.
3. Employees cannot use personal data to which they have access in the course of their duties for illicit purposes or pass on such data to unauthorised persons and entities, either internally or externally.
4. When a personal data breach occurs, employees who have caused the incident or have knowledge that it has occurred or may occur must immediately report it to their line manager.

## **REQUESTS FOR ACCESS TO DOCUMENTS**

Employees must deal with requests for access to UTIS documents in accordance with the guidelines defined by the UTIS, S.A. Administration and Management Bodies.

## **PROPER RECORD KEEPING**

Employees responsible for working with personal data must ensure that the information is filed in a physical/digital dossier, safeguarding its protection and restricted access.

## **Chapter VII**

### **CONTROL AND SANCTIONS**

UTIS was constituted as a monitoring body with autonomy and control.

This body is responsible for monitoring, verifying and publicising the Code of Conduct. Compliance with the rules contained in the Code of Conduct should be considered an essential part of employees' contractual obligations.

Failure to comply with and/or violation of the standards of behaviour indicated by employees constitutes a breach of the obligations deriving from the employment relationship and will give rise to the application of the disciplinary sanctions provided for by law and indicated in this document.

## Chapter VIII

### REGULATION OF THE CODE OF CONDUCT

In line with UTIS's endeavours to achieve high ethical standards, each employee is responsible for ensuring that their conduct is legally and ethically appropriate, bearing in mind that their conduct should reflect the good name and reputation of UTIS.

In order to prevent situations that jeopardise UTIS's good name and reputation, it is essential that employees carry out their activities guided by ethical principles, contained in an internal conduct document, in this case the Code of Conduct.

#### **1) Risky activities**

Given that any legal entity and its directors can be held criminally liable for offences committed by employees, it is crucial to focus efforts on identifying and detecting offences that may arise within the scope of UTIS's activity. In this way, crimes are grouped by area and the crimes to be prevented are identified.

#### **A. Labour crime and safety at work**

- a. Abuse
- b. Slavery
- c. Illegal labour
- d. Labour or employment fraud
- e. Human trafficking
- f. Racial, religious or sexual discrimination
- g. Damage to installations and disruption of services
- h. Violation of safety rules
- i. Aggravated employer disobedience
- j. Disobedience for failure to stop underage labour
- l. Misuse of child labour
- m. Violation of trade union autonomy or independence or discriminatory acts

#### **B. Environmental crimes**

- a. Fires, explosions and other specifically dangerous behaviour
- b. Damage to nature
- c. Environmentally hazardous activity

- d. Forest fire
- e. Pollution

### **C. Economic crimes**

- a. Misuse of subsidy, grant or subsidised credit
- b. Fraud in obtaining credit
- c. Fraud in obtaining a subsidy or grant
- d. Speculation
- e. Violation of rules on declarations relating to investigations, manifests, pricing schemes or company transactions
- f. Goods fraud

### **D. Tax Crimes**

- a. Tax fraud
- b. Concealment of assets
- c. Criminal association
- d. Aggravated disobedience
- e. Breach of secrecy
- f. Fraud
- d. Aggravated fraud
- h. Abuse of trust

### **E. Copyright and industrial property crimes**

- a. Copyright violation
- b. Infringement of patent exclusivity
- c. Counterfeiting, imitation and illegal use of a trademark

### **F. Corruption**

- a. Passive corruption for an unlawful or lawful act
- b. Active corruption
- c. Bribery
- d. Personal gain
- e. Influence trafficking
- f. Relations with public authorities: disobedience, violation of impositions, prohibitions



or bans

### **G. Computerised Crimes**

- a. Computer and communications fraud
- b. Digital forgery
- c. Damage to computer programs or other data
- d. Digital sabotage
- e. Illegitimate access
- f. Unlawful interception
- g. Illegitimate reproduction of a protected program

### **H. Crimes against sexual freedom and self-determination**

- a. Sexual coercion
- b. Rape
- c. Sexual abuse of a person incapable of resistance
- d. Pimping
- e. Child sexual abuse
- f. Sexual abuse of minors
- g. Sexual acts with adolescents
- h. Use of underage prostitution
- i. Child pimping
- j. Pornography of minors

### **I. Other crimes**

- a. Money laundering
- b. Criminal association
- c. Telephone tapping equipment

## **2) Reprehensible behaviour**

### **A. Labour crime and safety at work**

- a. Abuse

Any and all UTIS, S.A. employees are not permitted to mistreat any person with whom they interact on a professional level. The concept of ill-treatment covers physical ill-

treatment, considered to be that which affects people's physical integrity; psychological ill-treatment, considered to be that which affects self-esteem and social competence, including humiliation, bullying and harassment; and cruel treatment, considered to be that which is inhumane in an unacceptable way.

#### b. Slavery

Slavery means "the state or condition of an individual over whom all or any of the attributes of property rights are exercised".

It must be borne in mind that the concept of labour slavery includes cases in which the victim is the object of a complete relationship of domination on the part of the agent, experiencing a permanent "regime of fear", having no power to decide on the manner and time of the work and not receiving any remuneration.

In this sense, UTIS, S.A. employees are not allowed to exercise a position of dominance over any person, imposing their authority based on a system of fear by withholding or appropriating the remuneration of others.

#### c. Illegal labour

UTIS rejects the recruitment and use of illegal labour, i.e. those who, for profit, introduce foreign nationals into the labour market who do not hold a residence permit or visa entitling them to carry out a professional activity.

#### d. Labour or employment fraud

Employees are not permitted to engage in any form of labour or employment fraud, which is the conduct of anyone who, with the intention of obtaining unlawful enrichment for themselves or for a third party, causes damage to the property of another person, through enticement or the promise of labour or employment.

#### e. Human trafficking

UTIS rejects any behaviour that could constitute human trafficking, employees are strictly forbidden to engage in:

- Offering, delivering, recruiting, enticing, accepting, transporting, harbouring or receiving a person for the purpose of exploitation, including sexual exploitation, labour exploitation, forced begging, slavery, the removal of organs or the exploitation of other criminal activities:

- By violence, kidnapping or serious threat;
  - Through a ruse or fraudulent action;
  - With abuse of authority resulting from a hierarchical, economic, work or family relationship;
  - Taking advantage of the victim's mental incapacity or situation of special vulnerability;
- or
- By obtaining the consent of the person who has control over the victim;
  - Recruiting, grooming, transporting, harbouring or receiving a minor, or delivering, offering or accepting them for the purposes of exploitation, including sexual exploitation, labour exploitation, forced begging, slavery, organ removal, adoption or the exploitation of other criminal activities;
  - Offering, delivering, soliciting or accepting a minor, or obtaining or giving consent to their adoption, for payment or other consideration;
  - Use the victim's services or organs, knowing that a crime has been committed;
  - Holding, concealing, damaging or destroying identification or travel documents of a person who has been the victim of a crime.

f. Racial, religious or sexual discrimination

Employees are not allowed to:

- Found or form an organisation or engage in organised propaganda activities that incite or encourage discrimination, hatred or violence against a person or group of persons because of their race, colour, ethnic or national origin, religion, sex, sexual orientation or gender identity;
- Participate or assist in the organisation or activities referred to above, including their financing;
- Disseminate or encourage acts of violence against a person or group of people because of their race, colour, ethnic or national origin, religion, sex, sexual orientation or gender identity on social networks or any other means of communication;
- Defame or insult a person or group of people because of their race, colour, ethnic or national origin, religion, sex, sexual orientation or gender identity, especially by denying war crimes or crimes against peace and humanity;
- Threaten a person or group of people because of their race, colour, ethnic or national origin, religion, sex, sexual orientation or gender identity.

#### g. Damage to installations and disruption of services

UTIS is concerned with guaranteeing the security and smooth running of fundamental services, against behaviour that could endanger life, physical integrity and high-value property.

Employees are not allowed to:

- Break legal, regulatory or technical rules that must be observed when planning, directing or carrying out construction, demolition, installation, modification or conservation work;
- Destroy, damage or render unusable devices or other means in the workplace designed to prevent accidents;
- Destroy, damage or render unusable any installation for the exploitation, production, storage, conduction or distribution of water, oil, petrol, heat, electricity, gas; or
- Impede or disturb the operation of communications services or the supply of water, light, energy or heat to the public, by taking or diverting, destroying, damaging or rendering useless property or energy that serves such services;
- Create a danger to the life or physical integrity of others, or to other people's high-value property.

#### h. Violation of safety rules

Under no circumstances may any employee be subjected to danger to life or serious harm to body or health, so all employees must always comply with the legal or regulatory provisions on safety rules.

#### i. Aggravated employer disobedience

An employer commits the offence of aggravated disobedience when it:

- a) Fails to present to the department of the ministry responsible for the labour with a document or other record requested by the latter that is of interest in clarifying any labour situation;
- b) Hides, destroys or damages a document or other record that has been requested by the department referred to in the previous point.

UTIS undertakes to be a co-operative entity with public authorities, so Employees must provide the requested documents in perfect condition and provide clarifications when

requested, preventing the commission of this crime with their co-operation.

j. Disobedience for failure to stop underage labour

This crime occurs when the inspectorate of the ministry responsible for labour verifies the use of minor labour outside the cases provided for by law and notifies the offender in writing to immediately stop the minor's activity, with the stipulation that if they do not do so, they will incur a crime of aggravated disobedience.

UTIS undertakes not to use underage labour except in the circumstances provided for by law and indicated above.

k. Misuse of child labour

UTIS undertakes to adopt measures to protect child labour and measures to prohibit and eliminate undue practices. In this regard, UTIS undertakes to:

- Only allow minors to work if they have reached the minimum age for admission, have completed compulsory schooling or are enrolled and attending secondary school, and have the physical and mental abilities appropriate to the job;
- Provide minors with working conditions appropriate to their age and development and which protect their safety, health, physical, mental and moral development, education and training, in particular preventing any risk resulting from their lack of experience or unawareness of existing or potential risks;
- Work which, by its nature or the conditions in which it is carried out, is harmful to the physical, mental and moral development of minors is prohibited or restricted by specific legislation.

l. Violation of trade union autonomy or independence or discriminatory acts

Under no circumstances will UTIS promote the constitution, maintenance and financing or operation, by any means, of structures for the collective representation of employees or, in any way, intervene in their organisation and management, nor will it prevent or hinder the exercise of their rights.

## **B. Environmental crimes**

a. Fires, explosions and other specifically dangerous behaviour

The following is not allowed, causing danger to the life or physical integrity of others

or to property:

- Starting a major fire, namely by setting fire to a building, construction or means of transport;
- Causing an explosion in any way, especially through the use of explosives;
- Releasing toxic or asphyxiating gases;
- Emitting radiation or releasing radioactive substances;
- Causing flooding, avalanche and release of a mass of earth or rocks; or
- Causing a building to collapse.

#### b. Damage to nature

UTIS recognises its duty to meet the economic, ecological and social needs of present and future generations. In this way, sustainable development and respect for nature are crucial, so any behaviour that harms and/or damages nature is not permitted, namely:

- The elimination, destruction or capture of specimens of protected species of wild fauna or flora or the elimination of specimens of fauna or flora in significant numbers;
- The destruction or significant deterioration of protected natural habitat or unprotected natural habitat causing losses in protected species of wild fauna or flora or in significant numbers;
- Seriously affect subsoil resources;
- The marketing or holding for marketing a specimen of a protected species of wild fauna or flora, dead or alive, as well as any part or product obtained from it.

#### c. Environmentally hazardous activity

UTIS is committed to sustainable development and will not approve any behaviour that jeopardises the environment.

All employees must comply with the applicable legislation on the matter, and any conduct that is considered dangerous for the environment, such as:

- Producing, importing, exporting, placing on the market or using substances that deplete the ozone layer;
- Shipping hazardous waste, when this activity falls within the scope of Article 2 paragraph 35 of Regulation (EC) No 1013/2006 of the European Parliament and of the Council of 14 June.

#### d. Forest fire

It is not permitted to carry out any activity that could cause a forest fire, i.e. cause a fire on land occupied by forest, including woodland or grassland, scrubland, spontaneous plant formations or on agricultural land, whether owned or not.

#### e. Pollution

UTIS undertakes to respect current legislation on pollution.

For this reason, the following is not allowed:

- Causing noise pollution or polluting the air, water, soil, or in any way degrading the qualities of these environmental components
- Causing substantial damage to the quality of air, water, soil, fauna or flora, by:
  - The discharge, emission or introduction of ionising material or ionising radiation into the atmosphere, soil or water;
  - The collection, transport, storage, sorting, treatment, recovery and disposal of waste, including the subsequent treatment of disposal sites, as well as the activities carried out by traders and intermediaries;
  - The operation of an installation where dangerous activities are carried out or where dangerous substances or mixtures are stored or used; or
  - The production, treatment, handling, use, possession, storage, transport, import, export or disposal of nuclear materials or other dangerous radioactive substances.

### **C. Anti-economic crimes**

#### a. Misuse of subsidy, grant or subsidised credit

Benefits obtained as a grant or subsidy may not be used for purposes other than those for which they are legally intended.

#### b. Credit fraud

Anyone representing UTIS may not submit a proposal to grant, maintain or modify the conditions of a credit that:

- Provide inaccurate or incomplete written information intended to accredit him or important for the decision on the application;
- Use inaccurate or incomplete documents relating to the economic situation, such as balance sheets, profit and loss accounts, general descriptions of assets or expert

reports;

-Check for any deterioration in the economic situation in the meantime in relation to the situation described at the time of the credit application and which is relevant to the decision on the application.

c. Fraud in obtaining a subsidy or grant

It is not permitted for the purpose of obtaining a subsidy or grant:

-To provide the competent authorities or entities with inaccurate or incomplete information about oneself or third parties and concerning facts that are important for the award of the subsidy or grant;

-To omit, contrary to the provisions of the legal regime of the grant or subsidy, information on facts that are important for its award;

-To use a document justifying entitlement to a grant or subsidy or facts important to its award, obtained through inaccurate or incomplete information.

d. Speculation

UTIS undertakes not to use any speculative strategy, therefore does not permit:

-Selling goods or providing services at prices higher than those permitted by the legal regimes to which they are subject;

-Changing, under any pretext or by any means and with the intention of obtaining illegitimate profit, the prices that would result from the regular exercise of the activity for the goods or services or, regardless of that intention, those that would result from the legal regulations in force;

-Selling goods or providing services at a price higher than that stated on labels, signs or lists drawn up by the entity selling or providing the service;

-Selling goods which, per unit, must have a certain weight or measure, when they are less than that weight or measure, or contained in packages or containers whose quantities are less than those mentioned.

e. Violation of rules on declarations relating to investigations, manifests, pricing schemes or company transactions

Employees must co-operate with public authorities, UTIS does not conspire in any lack



of co-operation with the authorities and therefore any behaviour of refusing to provide statements or information, providing them falsely, with omissions or deficiencies or refusing to provide other required information that is requested as a result of legally established enquiries or manifestos or ordered by the competent body is not permitted.

f. F. Goods fraud

The following is not allowed:

- Manufacturing, transforming, releasing for free circulation, importing, exporting, re-exporting, placing under a suspensive regime, warehousing or displaying for sale, selling or otherwise putting into circulation goods:
  - Counterfeit or pirated, falsified or depreciated goods, passing them off as genuine, unaltered or intact;
  - Of a different nature or of a lower quality and quantity than those they claim to possess or appear to possess.

**D. Tax Crimes**

a. Fraud

UTIS does not allow false declarations, the falsification or vitiation of a tax-relevant document or other fraudulent means, or any conduct that causes the tax administration or social security administration to make asset assignments that result in the enrichment of the agent or UTIS.

b. Concealment of assets

UTIS and its Employees undertake not to destroy, damage, make disappear, conceal or withhold part of their assets in order to intentionally frustrate, in whole or in part, the satisfaction of a tax claim.

c. Aggravated disobedience

UTIS Employees must obey a legitimate order or warrant, when regularly communicated and issued by the Director General of Taxes or the Director General of Customs and Excise or their legal substitutes, or by a judicial authority competent to waive banking secrecy.

#### d. Smuggling

The following is not allowed:

- Introducing or removing goods from national territory without presenting them to customs offices to fulfil clearance formalities or to pay the customs instalment due;
- Concealing or subtracting any goods from the action of the customs administration at checkpoints;
- Removing objects of considerable historical or artistic interest from national territory without the authorisations imposed by law;
- Obtaining, by means of false declarations or other fraudulent means, the customs clearance of any goods or a tax benefit or advantage.

#### e. Fraud

Any conduct aimed at failing to settle, deliver or pay the tax instalment or at unduly obtaining tax benefits, refunds or other property advantages that may cause a reduction in tax revenue is not permitted.

#### f. Aggravated fraud

Fraud will be qualified as aggravated if there is collusion with third parties subject to ancillary obligations for the purposes of tax inspection, if the agent is a civil servant and has seriously abused his duties, if the agent falsifies or vitiates, conceals, destroys, renders useless or refuses to deliver, display or present books, programmes or computer files and any other documents or evidence required by tax law; use the books or any other elements knowing them to be falsified or vitiated by a third party; when it takes place through the use of invoices or equivalent documents for non-existent transactions or for different amounts or with the intervention of persons or entities other than those of the underlying transaction; or if the capital advantage is of a value greater than (euro) 50,000.

#### g. Abuse of trust

The withholding of tax instalments (VAT and IRS withholdings) that UTIS is obliged to pay is prohibited.

## **E. Copyright and industrial property crimes**

### **a. Copyright violation**

An author's work may not be used without the author's authorisation.

It is also forbidden to disseminate or abusively publish a work not yet disseminated or published by its author or not intended for dissemination or publication, even if you present it as the author's, whether or not you intend to obtain any economic advantage, as well as to collate or compile published or unpublished works without the author's authorisation or being authorised to use a work beyond its limits.

### **b. Infringement of patent exclusivity**

Employees are not allowed to:

- Manufacture the artefacts or products that are the subject of the patent, utility model or topography of semiconductor products;
- Employ or apply the means or processes that are the subject of the patent, utility model or topography of semiconductor products;
- Import or distribute products obtained in any of these ways.

### **c. Counterfeiting, imitation and illegal use of a trademark**

UTIS employees are not permitted to, unless they have the consent of the right holder:

- Counterfeit or reproduce a registered trademark;
- Imitate a registered trademark;
- Use counterfeit or imitated brands;
- Use, counterfeit or imitate well-known trademarks whose registrations exist or have already been applied for and;
- Use, even if on different products or services, the same or similar trademarks to earlier registered trademarks, seeking to take undue advantage of the distinctive character or prestige of the earlier trademarks or may damage them.

## **F. Corruption**

Employees are not allowed to commit any act that constitutes corruption.

a. Passive corruption for an unlawful or lawful act

This occurs when a public official asks for, accepts or receives, directly or through another person, for themselves or for another person, an offer, promise or benefit of any kind to fulfil or refrain from fulfilling a certain act, which may be lawful or unlawful. If the act or omission is not contrary to the duties of the official who is corrupted, then it is corruption for an illegal act.

b. Active corruption

Active corruption is committed when a person directly or through another person, for himself or herself or for another person, makes an offer, promise or proposes a benefit of any kind to a public official so that he or she fulfils or refrains from fulfilling a certain act.

c. Bribery

Any conduct leading to convincing or attempting to convince another person to make a false statement or declaration, as well as false testimony, expertise, interpretation or translation, by means of a gift or promise of a pecuniary or non-pecuniary advantage, is not permitted.

d. Personal gain

Any conduct aimed at preventing, frustrating or evading the probationary or preventive activity of a competent authority, with the intention or awareness of preventing another person who has committed a crime from being subjected to a penalty or security measure, is not permitted.

e. E. Influence trafficking

Any conduct tending to give or promise a person a pecuniary or non-pecuniary advantage so that they abuse their influence with a public decision-maker in order to obtain a decision from them, thus creating the danger that the abusive influence will be exercised and, consequently, that the decision-maker will place their functional powers at the service of interests other than the public interest, is not permitted.

f. Disobedience, violation of impositions, prohibitions or bans

UTIS employees must obey a legitimate order or mandate, when regularly

communicated and issued by a competent authority or official.

Violation of impositions, prohibitions or bans determined by criminal judgement is not permitted.

## **G. Computerised Crimes**

### **a. Computer and communications fraud**

Any conduct which, with the intention of obtaining unlawful enrichment for oneself or a third party, causes another person to suffer pecuniary damage by interfering with the result of data processing or by incorrectly structuring a computer program, incorrect or incomplete use of data, unauthorised use of data or otherwise unauthorised intervention in processing is not permitted, any conduct which - with a view to obtaining an unlawful benefit for oneself or for a third party - causes damage to another person's property using programmes, electronic devices or other means which, separately or jointly, are intended to diminish, alter or prevent, in whole or in part, the normal operation or exploitation of telecommunications services, is also prohibited.

### **b. Digital forgery**

Employees are not permitted to take any action that constitutes the offence of computer fraud, i.e:

- Introducing, modifying, deleting or suppressing computerised data or in any other way interfering with computerised data processing by producing non-genuine data or documents, with the intention that they should be regarded or used for legally relevant purposes as if they were
- Use a document produced from computerised data that has been the subject of the *aforementioned* acts;
- Importing, distributing, selling or holding for commercial purposes any device that allows access to a payment system or means of payment, a communications system or a conditional access service, on which any of the actions have been carried out on the data registered or incorporated in a bank payment card or in any other device that allows access to a payment system or means of payment.

### **c. Damage to computer programs or other data**

UTIS Employees may not delete, alter, destroy, in whole or in part, damage, suppress or render unusable or inaccessible programs or other computer data without legal permission or without being authorised to do so.

It is also forbidden to produce, sell, distribute, disseminate or introduce into one or more computer systems devices, programs or other computer data intended to produce the unauthorised actions.

d. Digital sabotage

It is not permitted to hinder, impede, interrupt or seriously disrupt the operation of a computer system by introducing, transmitting, deteriorating, damaging, altering, erasing, preventing access to or deleting programs or other computer data without legal permission or authorisation.

e. Illegitimate access

Employees are not allowed to access a computer system without legal permission or authorisation.

The unlawful production, sale and distribution of computer systems, devices, programs or other computer data intended to produce the unauthorised actions is also not permitted.

f. Unlawful interception

The transmission of computer data that is processed within a computer system, intended for it or originating from it, is not permitted without legal permission or without the authorisation of the owner or holder of the system or part of it.

g. Illegitimate reproduction of a protected program

It is not permitted to illegally reproduce, disclose or communicate a computer program protected by law to the public.

It is also not permitted, when unlawful, to reproduce the design of a semiconductor product or to commercially exploit or import, for these purposes, a design or a semiconductor product made from that design.

## H. Crimes against sexual freedom and self-determination

UTIS rejects any behaviour that affects or could potentially affect sexual freedom and self-determination.

Therefore, any behaviour that could be considered conduct described in the Penal Code, in addition to being immediately reported to the competent authorities, will be subject to internal disciplinary proceedings.

The offences in question are listed below:

### a. Sexual coercion

The offence of sexual coercion is committed by anyone who forces another person to perform a significant sexual act.

The crime is also committed by anyone who, by means of violence or serious threat, or after having rendered the person unconscious or unable to resist, forces another person to suffer or to engage in a significant sexual act with him or herself or with another person.

Note that: "significant sexual act" will be all that behaviour which from an objective point of view can be recognised by an ordinary observer as having a sexual character and which in view of its kind, intensity or duration offends the victim's freedom of sexual determination to a high degree.

### b. Rape

Anyone who forces another person (either by making them unconscious or by making them unable to resist) to:

- a) undergo or engage in copulation, anal intercourse or oral intercourse with you or another person; or
- b) Undergo or perform acts of vaginal, anal or oral introduction of body parts or objects.

### c. Sexual abuse of a person incapable of resistance

The offence is committed by anyone who engages in a sexual act with a person who is unconscious or otherwise unable to resist, taking advantage of their condition or

incapacity.

d. Pimping

The crime of pimping is committed by anyone who, professionally or for profit, encourages, favours or facilitates the exercise of prostitution by another person.

e. Child sexual abuse

-Anyone who engages in a significant sexual act with or on a child under the age of 14, or leads them to engage in such an act with another person.

- Whoever:

- a) Harasses a minor under the age of 14 (by performing exhibitionist acts on them, making sexual proposals or forcing them to engage in sexual contact)
- b) Acts on a minor under the age of 14 through pornographic talk, writing, performances or objects;
- c) Entices a minor under the age of 14 to watch sexual abuse or sexual activities.

f. Sexual abuse of minors

- Anyone who engages in a significant sexual act with or on a minor between the ages of 14 and 18, or leads them to do so with another person.

- Whoever:

- a) Harasses minors between the ages of 14 and 18 (by performing exhibitionist acts on them, making sexual proposals or forcing them to engage in sexual contact);
- b) Acts on a minor between the ages of 14 and 18 by means of pornographic talk, writing, performance or object;
- c) Entices a minor between the ages of 14 and 18 to watch sexual abuse or sexual activities.

g. Sexual acts with adolescents



The offence is committed by anyone who, being of legal age, engages in a sexual act with a minor between the ages of 14 and 16, or causes such an act to be committed by the minor with another person.

h. Use of underage prostitution

The offence is committed by anyone who, being of legal age, engages in a sexual act with a minor between the ages of 14 and 18, in return for payment or other consideration.

i. Child pimping

This crime is committed by anyone who encourages, favours or facilitates the prostitution of a minor or entices a minor to do so.

j. Pornography of minors

This crime is committed by anyone who:

- Uses a minor in a pornographic spectacle or entices them to do so;
- Uses a minor in a pornographic photograph, film or recording, regardless of its medium, or entices them to do so;
- Produces, distributes, imports, exports, publicises, displays, assigns or makes available, in any way or by any means, the materials provided for in the previous paragraph;
- Acquires, holds or harbours material referred to in point b) for the purpose of distributing, importing, exporting, disseminating, exhibiting or transferring it;
- Anyone who intentionally acquires, detains, accesses, obtains or facilitates access to material through a computer system or any other means
- Whoever, in person or through a computer system or by any other means, being of legal age, watches, facilitates or provides access to a pornographic spectacle involving the participation of minors.

Please note: all material that, for sexual purposes, depicts minors engaged in sexually explicit behaviour, real or simulated, or contains any representation of their sexual organs or any other part of their body, is considered pornographic.

## I. Other crimes

### a. Money laundering

The crime of money laundering is committed by anyone who:

*- "Transfers, assists or facilitates any operation of conversion or transfer of advantages, obtained by themselves or by a third party, directly or indirectly, with the aim of concealing their illicit origin, or of preventing the perpetrator or participant in such offences from being criminally prosecuted or subjected to a criminal reaction."*

*- "as well as anyone who conceals or disguises the true nature, origin, location, disposition, movement or ownership of the advantages, or the rights relating thereto."*

UTIS employees undertake not to carry out any action that could potentially constitute money laundering.

UTIS in turn undertakes to collaborate with the public authorities in preventing and detecting behaviour that constitutes this crime.

### b. Criminal association

It is not permitted to promote or found a group, organisation or association for the purpose of committing one or more crimes.

### c. Telephone tapping equipment

UTIS Employees are not permitted to import, manufacture, store, buy, sell, transfer or acquire in any way, transport, distribute or possess instruments or apparatus specifically intended for wiretapping, or for the violation of correspondence or telecommunications, outside the legal conditions or contrary to the prescriptions of the competent authority.

## 3) Employee training and awareness-raising

The Code of Conduct is distributed to all employees, regardless of the nature of their relationship.

UTIS will carry out awareness-raising and training activities on issues of professional

ethics and good practice.

#### **4) Procedure for reporting offences - Secure reporting channel**

UTIS has set up a Secure Whistleblowing Channel - in the form of a monitoring body - under the terms of the legislation in force, which allows complaints to be lodged and followed up securely, while guaranteeing the confidentiality of the complainant's identity.

How to use:

Reports of alleged offences shall be submitted using the form accessible on the UTIS website:

<https://www.utis.pt>

The report must contain a detailed description of the offence, the facts of which you are aware and attach any documents or other evidence you may have.

## **Chapter IX CONTROL AND AUDITING**

### **1. Risk control and management**

UTIS will carry out the following actions, which must be recorded and documented:

- A. Adequacy of internal procedures to potential risks and sensitive activities.
- B. Communication:
  - Employees are aware of and familiarised with this document through internal communication tools;
  - All employees will have access to this document.
- C. Written record of preventive procedures and periodic updating of the same.
- D. Appointment of a body responsible for monitoring and complying with all preventive procedures, with direct access to the Administration.
- E. Implementation of a confidential means of communication so that even third parties can report suspicious operations being carried out by/on UTIS premises.
- F. Development of a concrete policy for preventing, detecting and reacting to any illegal behaviour.

G. Implementation of a training programme for employees on preventive procedures and crime.

H. Creation of an annual report on the activities carried out in this area.

## **2. Disciplinary and sanctioning system**

The UTIS disciplinary and sanctioning system is made up of the rules of the Labour Code, the Labour Procedure Code, internal regulations, the code of conduct and any other internal documents that contain procedural rules applicable at UTIS.

The UTIS disciplinary system describes sanctionable behaviour according to its seriousness.

## **3. Measures with regard to employees with an employment contract**

Any behaviour carried out by the Employee in violation of the rules of conduct included in this document is considered a disciplinary offence.

The exercise of disciplinary power takes the form of the possibility for UTIS to apply the following sanctions, as provided for in Article 328 paragraph 1 of the Labour Code, in the face of the Employee's sanctionable behaviour and in accordance with the respective seriousness:

- a) Reprimand;
- b) Recorded reprimand;
- c) Financial penalty;
- d) Loss of holiday days;
- e) Suspension from work with loss of pay and seniority;
- f) Dismissal without indemnity or compensation.

- Reprimand

Reprimand is the lightest of sanctions. It consists of drawing the employee's attention to behaviour that merits immediate censure and ends with UTIS verbally warning the employee not to adopt the same type of behaviour in the future.

### **Recorded reprimand**

It is also a warning from UTIS regarding an employee's reprehensible behaviour. Its application will be recorded in the UTIS disciplinary sanctions register, which may prove important in this case, especially if there is a need to apply a new disciplinary

sanction to the employee.

- Financial penalty

The application of this sanction consists of not paying the employee part of their remuneration.

Despite this, the financial penalties imposed on employees for offences committed on the same day may not exceed one third of their daily salary and, in each calendar year, the salary corresponding to 30 days.

Please note that this amount does not revert to UTIS, but is handed over by the employee to the department responsible for the financial management of the social security budget.

- Loss of holiday days

When UTIS decides to apply this sanction, certain days of holiday are taken away from the employee. The application of this sanction is limited and cannot jeopardise the employee's right to 20 working days' holiday.

- Suspension from work with loss of pay and seniority

In this case, the employee does not work and does not receive pay for the time they have been suspended, and this time is not counted for the purposes of seniority and rights arising from it.

It may not exceed 30 days for each offence and a total of 90 days per calendar year. It is intended to punish serious disciplinary offences and therefore produces relevant effects, and during the period of application of the suspension measure, although there is no payment of wages, the contributory obligations of the parties are maintained.

- Dismissal without indemnity or compensation

The application of this sanction terminates the employment contract, given its seriousness. It will be applied when the violation of any of the internal procedures or standards or the adoption of behaviour in sensitive areas that does not comply with these internal procedures and guidelines results in the total impossibility of maintaining the employment relationship, namely due to loss of trust.

The sanction actually applied will take into account:

- The intentionality of the behaviour or degree of negligence;
- The seriousness of the offence and the guilt of the offending collaborator;
- The employee's overall behaviour, namely the existence of previous disciplinary sanctions, within the legal limits;
- The employee's tasks;
- The functional position of the people involved in the facts;
- Other particular circumstances.

The aforementioned sanction does not rule out the possibility of UTIS, Lda. being compensated for the damage caused by the offence arising from the violation of internal rules and applicable laws.

Damages will be compensated according to the following criteria:

- The level of responsibility and autonomy of the employee;
- The existence of previous disciplinary situations;
- The degree of intentionality;
- The seriousness of the conduct and its effects in relation to the liability of UTIS.

The Administration is responsible for the actual application of the disciplinary sanctions described, and will report to the supervisory body.

## **5. Measures with regard to governing bodies**

When non-compliance with the rules or the adoption of inappropriate behaviour in risk areas is due to the behaviour of a member of the governing bodies, the appropriate sanction will be applied, taking into account the law in force.

Depending on the seriousness of the offence, the employee may be removed from office.

The General Assembly will be responsible for the actual application of the sanctioning measures.

## **6. Measures with regard to external employees**

Specific contractual clauses will be included in collaboration agreements providing for the termination of the contractual relationship, or the right of termination in the event that external employees or other natural or legal persons in any way linked to UTIS, carry out any behaviour contrary to the lines of conduct followed by UTIS indicated in

this document and which could therefore imply the commission of a criminal offence. In these cases, UTIS may request the respective compensation, when such conduct involves damage or loss to UTIS.

## Chapter X

### GENERAL PROVISIONS

#### – Approval

This Code of Conduct was approved by resolution of the Executive Board on 20 July 2023.

#### – Disclosure

All employees will have access to the Code of Conduct through its publication on the website and intranet;

One (or more) training and briefing sessions will be held on this Code of Conduct.

#### – Commitments

Once this document and the training and briefing session have been made available, employees who understand and agree with the content of this Code of Conduct will sign a declaration of commitment to comply with its provisions.

#### – Review

The Code of Conduct is reviewed every three years, whenever there is a change in attribution or organisational structure that justifies it or in the event of a relevant legislative change.

## VALIDATION OF THE CODE OF CONDUCT

### UTIS, the Administration

A handwritten signature in black ink, appearing to read "Paulo Gonçalo".

Paulo Gonçalo  
CEO

A handwritten signature in black ink, appearing to read "Luís Nabais".

Luís Nabais  
CFO



**ANNEX 1- DECLARATION OF COMMITMENT**

**DECLARATION OF COMMITMENT**

Signed below,

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\_\_\_\_\_ performing duties at **UTIS - Ultimate Technology to Industrial Savings, S.A.** declares that he/she is aware of the company's Code of Ethics and Conduct and undertakes to comply with it individually.

Cascais, on .... ..... 20...

## REPORTING/WHISTLEBLOWING FORM

Employees and service providers can report possible irregularities detected in the organisation without fear of retaliation.

(anonymous reports are not accepted)

### IDENTIFICATION (please provide your name and contact details)

Nome: \_\_\_\_\_

Telephone contact number: \_\_\_\_\_

E-mail: \_\_\_\_\_

Country: \_\_\_\_\_

### DETAILS OF THE IRREGULARITY TO BE REPORTED

(Please provide as many details as possible including the people involved, the company, etc. The detail should be as factual and objective as possible).

\_\_\_\_\_  
\_\_\_\_\_

**ANNEXES** (Please attach and identify below any other documents related to the reported topic)

\_\_\_\_\_  
\_\_\_\_\_

This form, once completed, must be delivered by hand or sent by email to the following address: [patriciaferreira@utis.pt](mailto:patriciaferreira@utis.pt)

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