



**CODE OF CONDUCT AND ANTI-CORRUPTION  
POLICY**

**AUBAY PORTUGAL, S.A.**



## **The Code of Conduct and Anti-Corruption Policy**

### **PREAMBLE:**

**Aubay Portugal, S.A.** has adopted a zero-tolerance policy with regard to anti-corruption and bribery, whereby it is committed to fighting against all forms of corruption.

**Aubay Portugal, S.A.** absolutely repudiates the practice of any acts of corruption, in all its forms, including extortion and bribery, guiding all its activities by the key principals of respect and compliance with the law and other regulations in effect at all times, as well as by the highest standards of responsibility and demand.

In this sense, **Aubay Portugal, S.A.** has a code of conduct and an anti-corruption policy that is applicable to all the employees of Aubay Portugal, S.A., regardless of their branch, in which it defines the fundamental principles of intervention in the prevention of corruption.

However, it is not possible for a document to consider all the cases of corruption and influence peddling that may take place within the scope of the daily activities: each one should, then, exercise their own judgement and show common sense.

In case of doubt about the course of action to take, **Aubay Portugal, S.A.** relies on the assistance and counselling tools that it implemented internally, namely on the Ethics Committee.

This document is liable to review and is available for consultation.



## SCOPE OF APPLICATION:

This code of conduct and anti-corruption policy is applicable to all the employees of Aubay Portugal, S.A..

Each employee should adopt an exemplary behaviour within Aubay Portugal, S.A. and in the contacts with the customers of Aubay Portugal, S.A. and abstain from practicing any behaviour contrary to the behavioural rules defined in this Code and Internal Regulation of Aubay Portugal, S.A., which is available for consultation by any employee.

Any question that is placed by an employee with regard to the application of this Code or about its interpretation should be taken to his hierarchic superior, who will take care of scaling and solving the question raised internally.

### A. Definition

The crime of **corruption** substantiates a behaviour by means of which a person directly, or through an intermediary, proposes, asks for or accepts, a donation, an offer or promise, gifts or any advantages, with the aim of fulfilling, delaying or omitting to fulfill an act that enters, in a direct or indirect manner, within the scope of his functions, in order to obtain or retain a commercial or financial advantage or influence a decision.

Thus, the concept of corruption is rather broad that integrates:

- the abuse of a public power or function in order to benefit a third party, against the payment of an amount or another type of advantage, under the terms of the Penal Code of Portugal;



- the criminal concept of corruption, even if there is no abuse of a public power or function, the crimes of corruption in the international commerce and in the private activity, under cover of Law 20/2008 dated 21 April;
- and, as well as, other behaviours, also criminalized, such as embezzlement, the economic participation in business, influence peddling or money laundering, equally provided for in the Penal Code of Portugal.

We can distinguish two configurations of the crime of corruption:

- The corruption is **ACTIVE**: when it is the person that corrupts that is on the initiative of the corruption, punishable by imprisonment from one to five years.
- The corruption is **PASSIVE**: when the act of corruption is on the initiative of the corrupted person, or rather, of the person that carries out or not an act in exchange for a compensation, punishable by imprisonment from one to eight years.

In both the configurations of corruptions, the penalty applicable may be aggravated in case of “advantage of high value”.

It is common for corruption to take on various forms under the cover of normal commercial or social practices, especially, by means of invitations, gifts, sponsorships, donations, amongst others, whereby there is the need to regulate the displays of courtesy in the business relationships, as will be dealt with below.

The crime of **influence peddling** is substantiated by the fact that a person profits from his quality or his influence, real or supposed, in order to influence a decision that should be taken by a third party.

In this type of crime it is assumed that there are three players:



- *the beneficiary* (the one who provides the advantages or donations);
- *the intermediary* (the one who uses the credit he has due to his position);
- and the *target person*, who has the decision-making power (authority or public administration, magistrate, specialist, etc....).

## **B. Principles and Rules**

The employees should not commit acts of corruption and should not use intermediaries, such as agents, consultants, advisors, distributors or any other commercial partner with the objective of committing such acts.

When an employee is confronted with a proposition, he should ask himself:

- Whether the laws and regulations are adhered to;
- Whether it is in accordance with this code and whether it is in the interest of Aubay Portugal, S.A.;
- Whether it is devoid of personal interest;
- Whether I would be upset should my decision be denounced.

All the employees that have any doubt related with an ethical choice or a commercial behaviour, can contact the Legal Department for clarification, with absolute confidentiality.

## **I. INTERNAL POLICY FOR GIFTS AND INVITATIONS**

### **a. Definitions**

The gifts are benefits of any type given by someone as a sign of recognition or friendship, without expecting anything in exchange. The fact of offering or asking for, meals, accommodation and entertainment (shows, concerts, sports events, etc.) is considered as an invitation.



## **b. Principle and rules**

The gifts and the invitations may seem or be considered as acts of active or passive corruption, it is also convenient to be aware with regard to the gifts, the signs of courtesy and hospitality (received or given), to invitations for entertainment that contributes to establishing good relationships, but that could be considered as a means to influencing a decision, in order to favour Aubay Portugal, S.A. or a person.

The displays of courtesy, given or received, remain a custom in the business relationships, therefore, they are, in general, authorized, as long as they respect certain conditions:

- They should not be made with the intention of receiving a compensation or any undue advantage;
- They should not cause a risk of conflict of interests;
- They should take place within a strictly professional framework;
- They should be made with complete transparency.

Thus, before accepting any gift, all the employees should obtain the approval of their manager or of their hierarchic superior, who will verify if it is in accordance with the internal Gift and Entertainment Policy.

## **II. DONATIONS TO CHARITABLE OR POLITICAL ORGANIZATIONS**

### **a. Definitions**

The ***grants and the donations*** are benefits given in the form of money and /or contributions in kind; they are granted for a specific purpose: research, training, the environment (sustainable development), for charitable or humanitarian purposes.

The political contributions – monetary or not – are aimed at supporting parties, leaders or political initiatives.



#### **b. Principle and rules**

The request for grants, donations or contributions should be considered carefully, particularly those that originate from persons susceptible to influencing the activities of Aubay Portugal, S.A. or that may, if the donation is granted, obtain personal advantage.

All the requests for donations should be approved by a hierarchic superior.

### **III. PATRONAGE, SPONSORSHIP**

#### **a. Definition**

By means of the patronage or of sponsorships, Aubay Portugal, S.A. is willing to give its financial or material support to a project, a social, cultural or sports activity in order to communicate and promote its values.

#### **b. Principles and rules**

They should be made without seeking to obtain specific benefits on the part of the beneficiary, besides the promotion of the image of Aubay Portugal, S.A..

### **IV. FACILITATION PAYMENTS**

#### **a. Definition**

The facilitation payments are unofficial payments (unlike the legitimate and official rights and taxes) we pay to facilitate or speed up all the formalities, namely administrative ones such as the issuance of licenses, visas or the customs clearances.

#### **b. Principle and rules**

Aubay Portugal, S.A. does not accept the “facilitation payments”, except those carried out for imperative reasons and by way of exception (those related with the health, safety of an employee...).



## **V. SUPERVISION OF THIRD PARTIES (SUPPLIERS, SERVICE PROVIDERS, CUSTOMERS)**

### **a. Definition**

The supervision covers the third parties, natural or legal persons, with which Aubay Portugal, S.A. interacts and that may present, in certain cases, a specific level of risk with regard to corruption. The following are considered as third parties: the commercial partners, suppliers, service providers, agents, customers, intermediaries, etc.

### **b. Principle and rules**

Aubay Portugal, S.A. strives to ensure that the third parties mentioned above respect their principles and their values and to carry out the appropriate steps, should it be necessary.

## **VI. CONFLICTS OF INTERESTS**

### **a. Definition**

The conflicts of interests are a result of any situation in which the personal interests of the employees are in conflict with their functions or responsibilities.

### **b. Principle and rules**

Should there be circumstances that give rise to a potential or concrete conflict of interest, the employees involved should inform their hierarchic superior thereof.

## **VII. ACCOUNTING RECORDS/INTERNAL CONTROLS DEFINITION**

### **a. Definition**

Aubay Portugal, S.A. makes sure that its accounting services and/or its internal and/or external auditors are attentive in their controlling of concealments of acts of corruption in the books, records and accounts.





#### **b. Principle and rules**

The persons that work on accounting controlling missions (audits, accounts certification), should be particularly attentive with regard to the fidelity and authenticity of the accounts.

### **VIII. IMPLEMENTATION**

#### **a. Training**

The employees of Aubay Portugal, S.A. are aware of this Code and of its content and participate in the training sessions that are organized by Aubay Portugal, S.A. in order to make them aware of the fight against corruption.

The new employees are made aware as soon as they assume their functions at Aubay Portugal, S.A..

Notwithstanding the internal training sessions organized by Aubay Portugal, S.A., this Code and the training sessions about anti-corruption are available for consultation by its employees.

#### **b. Notification of practices that are not in accordance with the Code and protection of the one who launched the alert**

Each employee, while respecting the procedure defined by Aubay Portugal, S.A., may convey his doubts and/or put his questions to his hierarchic superior and/or Legal Department, whenever:

- He is confronted with a risk of corruption;
- He believes, in good faith, that a violation of the Code was, is being or may be committed;
- He discovers that someone suffered reprisals for having issued a good faith alert.



Aubay Portugal, S.A. has implemented an **Ethics Committee** which is responsible for handling complaints received regarding any suspicious operations that Aubay employees are aware of being carried out on behalf of the company and which are communicated through the link mentioned in Chapter IX.

Additionally, Aubay Portugal, S.A. has appointed an Ethics Officer (who is in charge of the Legal Department) to assist in clarifying doubts on this subject, who can be contacted via the email [legal@aubay.pt](mailto:legal@aubay.pt).

Any employee who reports, in good faith and in an uninterested manner, or rather who is firmly convinced of the exactitude of his declaration, a violation or a risk of a violation of the Code to his hierarchic superior or to the Legal Department will be protected against all the forms of reprisals.

The identity of the employee and the facts described by the latter will be handled in a confidential manner in accordance with the regulation applicable.

If, on the one hand, an error of good faith will not lead to any disciplinary measure, on the other hand, the deliberately abusive denouncements or that have the intention of harming will be punishable by sanctions.

**c. Devices of professional alert and protection of the personal data**

The employees are informed of the existence of the device.

In accordance with the regulation applicable to the protection of the personal data in most of the countries in which Aubay Portugal, S.A. is present and, namely within the European Union, any person identified within the scope of a professional alert device,



whether he is the issuer of the alert or the target of the alert, he may exercise his right to access the data pertaining to him. Each person may equally request the correction or the elimination of the personal data if they are incorrect, incomplete, not updated or subject to misconception in accordance with the same modalities, under the terms of the General Data Protection Regulation and of Law 58/2019 dated 8 August.

**d. Sanctions in case of violation of this Code**

Not respecting the rules in this Code implies the personal accountability of the employee and the latter will be subject to sanctions, namely penal ones, in accordance with the laws applicable.

In this sense, Aubay Portugal, S.A. undertakes to:

- Take into consideration all the declarations;
- Investigate the alerts with diligence;
- Assess the facts in an objective and impartial manner;
- Take the appropriate corrective measures and disciplinary sanctions.

**e. Application: responsibility and supervision**

It is the responsibility of each employee to apply the Code within the scope of the responsibilities pertaining to their function.

Aubay Portugal, S.A. carries out periodic controls in order to verify the respect for the compliance with the practices.

The management bodies of Aubay Portugal, S.A. and/or of the group review the situation regularly, of the accompaniment of the implementation and of the follow-up's given to the alerts.



## **IX. WHISTLEBLOWING CHANNELS**

Within the scope of the fulfillment of the new general regime for the protection of whistleblowers of infractions, established by Law 93/2021, dated 20 December, Aubay Portugal, S.A. created a whistleblowing channel, which is available by means of the link <https://aubay.integrity.complylog.com/>.

In effect, by means of this whistleblowing channel of Aubay Portugal, S.A. any employee, service provider or external entity of Aubay Portugal, S.A. can report any infractions, violations and internal complaints, about any matter, immediately after they become aware of them.

The whistleblowing channel allows for the denunciation to be made freely, or rather, without requiring that the whistleblower identifies himself, which allows for the whistleblower to ensure his anonymity.

In order to support his denunciation, the whistleblower may, furthermore, incorporate evidence he has about the situation he is reporting, identify the persons involved and define the seriousness of the situation.

The denunciations made may pertain to any matter, from harassment, discrimination, intimidation, bribery, corruption, money laundering, tax evasion, amongst others and to infraction committed, that are being committed or that can reasonably be foreseen will be committed, as well as attempts of concealment of said infractions.



After the denunciation has been received, it will be analyzed by Aubay Portugal, S.A. which will perform the internal acts appropriate for the verification of the allegations contained therein and, should that be the case, for the termination of the infraction denounced, moreover by means of the opening of an internal enquiry or of the notification to a competent authority for investigation of the infraction.

The whistleblower benefits from the protection provided for in the new general regime for the protection of whistleblowers of infractions.

The denouncements received are stored for a period of five years and, regardless of that deadline, while legal or administrative proceedings are pending pertaining to the denunciation in question.