

CODE OF CONDUCT FOR THE PREVENTION OF CORRUPTION AND RELATED OFFENCES

(Approved by the Board of Directors on 04 October 2022)

The Porto Business School (PBS) - U.Porto Association ("Porto Business School") conducts its activities according to high standards of responsibility and professional ethics, and is governed by the principles of integrity, transparency, honesty, loyalty, rigour and good faith.

Porto Business School has adopted a regulatory compliance programme aimed at preventing, detecting and sanctioning acts of Corruption and Related Offences carried out against or through Porto Business School, which, in compliance with Decree-Law no. 109-E/2021, of 9 December ("General Regime for the Prevention of Corruption" or "GRPC"), consists of the following elements (together the "Regulatory Compliance Programme"):

- (i) a plan for the prevention of risks of corruption and related offences ("PPR");
- (ii) this Code of Conduct for the Prevention of Corruption and Related Offences ("Code"),
- (iii) a training programme, and
- (iv) an Internal Whistleblowing Channel and respective Regulation for Infractions Report.

1. Object

1.1 This Code establishes the set of principles, values and rules of conduct, which cut across all its activities, in terms of professional ethics and the prevention of Corruption and Related Offences, as provided for in the RGPC, which should be read in conjunction with the Porto Business School Code of Conduct, available at www.pbs.up.pt.

1.2 For the purposes of this Code, the following terms and expressions shall have the meaning indicated below, when beginning with a capital letter, in the singular or plural:

- a. Code of Conduct: set of principles governing the activity of Porto Business School and rules of an ethical and deontological nature to be observed by the members of Porto Business School's bodies and all its employees, among themselves and with third parties;
- b. Employees and Members of the Bodies (together, "Employees"): all employees of Porto Business School, including members of its bodies.
- c. Corruption and Related Offences: the crimes of corruption, undue receipt and offering of an advantage, embezzlement, economic participation in business, concussion, abuse of power, prevarication, influence peddling, money laundering or fraud in obtaining or

diverting a subsidy, grant or credit, as set out in the Penal Code, approved in annexe to Decree-Law no. 48/95, of 15 March 1995. ° 48/95, of 15 March, in its current wording, in Law no. 34/87, of 16 July, in its current wording, in the Code of Military Justice, approved in annex to Law no. 100/2003, of 15 November, in Law no. 50/2007, of 31 August, in its current wording, in Law no. 20/2008, of 21 April, in its current wording, and in Decree-Law no. 28/84, of 20 January, in its current wording. Also covered are the versions of the aforementioned laws in force at any given time, as well as other laws that may regulate matters in the future that, due to their nature, should be considered covered.

d. Partners: third parties acting on behalf of Porto Business School, its suppliers and clients.

2. Scope of application

This Code covers practices that, under the terms of the law, concern private organisations and all employees, as well as, with the respective adaptations, all partners.

3. Responsible for Regulatory Compliance

3.1. The Regulatory Compliance Officer (Portuguese acronym "RCN"), appointed by Porto Business School, monitors and controls the implementation of the Regulatory Compliance Programme, without prejudice to the powers legally conferred on other Porto Business School bodies or employees.

3.2 The Regulatory Compliance Officer carries out his/her duties with independence and decision-making autonomy, having access to internal information and the technical and human resources necessary to carry out his/her duties.

3.3 The Compliance Officer shall provide all necessary clarification on the application of the Code and shall promote regular internal audits to assess compliance.

4. Prevention of Corruption and Related Offences - Rules of conduct and action

4.1 Porto Business School repudiates any practice of corruption, bribery or related offences, whether active or passive and other forms of undue influence or illicit conduct, imposing strict compliance with these principles in all its internal and external relations, whether with private or public entities.

4.2 All Employees must comply with the applicable national and international rules on combating Corruption and Related Offences, and any behaviour that could constitute the commission of the crime of corruption or any related offence provided for by law is expressly prohibited. In particular, it is expressly forbidden for all Employees to:

a. accept any advantages or offers in return for preferential treatment from any third party, in order to influence an action or decision;

- b. offer or accept, under any circumstances and regardless of value, cash, cheques or other assets subject to legal restrictions;
- c. influence the decisions of business partners in any way that is illegal or appears to contravene applicable regulations;
- d. obtaining any benefit or advantage for Porto Business School, the Employee or Partners, through unethical practices or contrary to the duties of the position, namely through corrupt practices, undue receipt of advantage or influence peddling.

4.3 In the course of Porto Business School's activity, if there are interactions with civil servants, administrative officials, government agents and other public bodies, such interactions must be guided by the utmost rectitude, transparency and strict compliance with all applicable legal rules and ethical duties, as well as the provisions of this Code.

4.4 It is absolutely forbidden to make political donations or contributions, in cash or kind, under any circumstances, on behalf of and/or in the name of Porto Business School or in a way that appears to be made on behalf of or in the name of Porto Business School, to political parties, candidates for political office or organisations or individuals associated with them whose mission is essentially political.

4.5 For the purposes of this Code, gifts may only be made if they fall within the scope of socially appropriate behaviour and conform to custom. A benefit is considered socially acceptable if it is offered as a sign of politeness and good manners, in accordance with local customs, insofar as this benefit is related to professional activity and has no intention or purpose of persuading or obtaining preferential treatment or an illegitimate advantage from the recipient or unduly influencing their behaviour.

5. Hiring Partners

5.1 In order to ensure that the Partners contracted by Porto Business School respect this Code and the existing legislation on the prevention of corruption and related offences, Porto Business School has defined a set of principles and rules which, without prejudice to the application of legal rules or any other applicable internal rules, must be observed in the contracting processes. 5.2 Thus, for the purposes of the above paragraph, the following principles must be observed:

- a. contracting Partners presuppose a legitimate need for the goods or services to be purchased;
- b. The choice of potential suppliers is based on objective, clear and impartial criteria, which are publicised transparently;
- c. the choice of potential suppliers is preceded by an analysis of the level of exposure to the risk of corruption;
- d. the conditions accepted by Porto Business School (including price and payment terms) are in line with market practices (unless there is a legitimate reason for this).

6. Non-compliance

6.1 Non-compliance with the rules contained in this Code by any Employee will be considered a serious offence which, depending on the degree of guilt of the offender and the seriousness of the offence, may give rise to the opening of disciplinary proceedings and the application of one of the following disciplinary sanctions:

- a. Unrecorded reprimand;
- b. Recorded reprimand;
- c. Financial penalty;
- d. Loss of holiday days;
- e. Suspension from work with loss of pay and seniority;
- f. Dismissal with just cause.

6.2 In the event of non-compliance with the rules contained in this Code by Partners, there may be grounds for applying penalties and/or terminating the contract, in an appropriate manner and proportion to the offence.

6.3 Failure to comply with the rules of the Code may also lead to administrative or civil liability for the offenders and, depending on the seriousness of the offence and the culpability of the offender, criminal sanctions.

6.4 The offences of Corruption and Related Offences referred to in this Code are punishable, depending on the legal framework, by fines and imprisonment for a maximum of 12 years.

6.5. The Regulatory Compliance Officer must draw up a report for each offence committed, which identifies the rules violated, the sanction applied and the measures adopted or to be adopted by Porto Business School within the scope of its internal control system.

7. Internal Whistleblowing Channel

7.1 Porto Business School has an Internal Whistleblowing Channel and follows up on reports of acts of Corruption and Related Offences, in accordance with the provisions of Law 93/2021 of 20 December 2021, which transposed Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019 on the protection of persons reporting breaches of EU law.

7.2 The receipt and forwarding of complaints follow the procedure for complaints set out in the Whistleblowing Regulation, available at www.pbs.up.pt.

8. Training

8.1. Porto Business School ensures that an internal training programme on the content of this Code is carried out for all employees, with the aim of increasing their knowledge and understanding of all the rules and procedures in the area of preventing Corruption and Related Offences.

8.2 The training provided must be adapted to the functions performed by the Employees concerned, taking into account the different degrees of exposure to the identified risks.

9. Duration, Revision and Publicity

9.1 This Code comes into force on the date of its approval by the Board of Directors and must be reviewed every 3 (three) years and whenever there is any change, namely in the organisational structure of Porto Business School, which justifies its review.

9.2 This Code is publicised, in its most up-to-date version, on the Porto Business School website www.pbs.up.pt.