

REGULATIONS ON REPORTING OFFENCES (WHISTLEBLOWING)

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

1. Object

1.1 The Porto Business School Association (PBS) - U.Porto ("Porto Business School") adopts these Regulations with the aim of, in addition to ensuring compliance with a legal obligation, establishing a set of internal rules and procedures for receiving, processing and recording reports of Offences, in accordance with the legal and regulatory provisions applicable at all times, as well as the rules, principles and values set out in the Code of Conduct for the Prevention of Corruption and Related Offences.

1.2 In pursuit of this objective, Infractions reported pursuant to this Regulation shall be submitted to a system which is effective, expeditious and appropriate for their detection, investigation and resolution in accordance with the highest ethical principles recognised by the Porto Business School, safeguarding the principles of confidentiality and non-retaliation in relations with the authors of the communication, as well as in relations with persons and third parties, including legal persons, who assist or are linked to the Whistleblower.

2. Scope of application

2.1. This Regulation sets out the rules for receiving, handling and recording reports of Infractions occurring at the Porto Business School.

2.2. This Regulation does not preclude or replace the obligation to report offences in the cases and under the terms established by criminal law and criminal procedure.

2.3 For the purposes of these Regulations:

a. The acts or omissions committed intentionally or negligently that are provided for and described in article 2, no. 1, of Law no. 93/2021, of 20 December, as well as in article 3 of the General Regime for the Prevention of Corruption ("RGPC") established by Decree-Law no. 109-E/2021, namely in the following areas, constitute Offences:

- i. Public procurement;
- ii. Financial services, products and markets and the prevention of money laundering and terrorist financing;
- iii. Product safety and compliance;
- iv. Transport safety;
- v. Environmental protection;
- vi. Radiation protection and nuclear safety;
- vii. Food and feed safety, animal health and animal welfare;

- viii. Public health;
 - ix. Consumer defence;
 - x. Protection of privacy and personal data and security of the network and information systems;
 - xi. Prevention of corruption and related offences
- b. Internal Whistleblowing Channel is the channel identified in paragraph 5 below, through which reports of Infractions must be submitted, with or without identification of the Whistleblower;
- c. Whistleblower means the person named in the complaint as the perpetrator of the Infraction or to whom it is associated.

3. Whistleblower

3.1 For the purposes of these Regulations, a "Whistleblower" is a natural person who reports an Infringement on the basis of information obtained in the course of their professional activity, regardless of the nature or sector of that activity (even if that information was obtained in the course of a professional relationship that has since ended, or during the recruitment process or during another pre-contractual negotiation phase of an established or unestablished professional relationship).

3.2 Whistleblowers may include (i) employees, (ii) service providers, contractors, subcontractors and suppliers, as well as any persons acting under their direction or supervision, (iii) shareholders, members of the management and supervisory bodies, and (iv) volunteers and trainees (paid or unpaid).

4. Precedence for internal whistleblowing and prohibition on public disclosure

4.1 Considering the existence of an Internal Whistleblowing Channel, the Whistleblower may not previously resort to external reporting channels or public disclosure of an Infringement, except in the cases referred to in paragraphs 2 and 3 of article 7 of Law 93/2021, of 20 December.

4.2 A Whistleblower who, outside of the cases provided for by law, publicly discloses an Infraction or makes it known to the media or a journalist, does not benefit from the protection afforded by the law.

5. Receiving, processing and registering reports of Infractions

5.1. The communication of any complaints under the terms of these Regulations will be made through an Internal Whistleblowing Channel, which can be made in writing:

- a. by letter, sent to the postal address Porto Business School, Avenida Fabril do Norte n.º 425, 4460-314 Matosinhos, marked "confidential";
- b. by sending an e-mail to whistleblower@pbs.up.pt. The author of the communication may choose one of these methods.

5.2 Communications received will be recorded by the relevant department/area, which should include:

- a. Identification number;
 - b. Date of receipt;
 - c. Brief description of the nature of the communication;
- and, where applicable:
- d. Measures taken in response to the communication;
 - e. Status of the case.

5.3 The register of communications received will be kept permanently updated.

5.4 If a contact has been provided, the Whistleblower will be notified within seven days of receipt of the report and informed of the requirements, competent authorities, form and admissibility of the external report, under the terms of Article 7, n.º 2 and Articles 12 and 14 of Law 93/2021 of 20 December.

5.5 After being registered, reports are subject to preliminary analysis in order to certify the degree of credibility of the report, the irregular and/or unlawful nature of the behaviour reported, the feasibility of the investigation and the identification of the people involved or who have knowledge of relevant facts and should therefore be questioned.

5.6. The preliminary analysis report will conclude that the investigation should proceed or be closed.

5.7 If the report is considered to be unfounded, abusive, contains clearly erroneous or misleading information, or was made with the sole intention of harming others: i) it will be filed; ii) the summary of the grounds communicated to the Whistleblower (unless the Whistleblower has not identified himself), iii) the immediate destruction of the personal data involved, iv) the statistical processing and reporting of this filing.

5.8 If it is considered that the communication is consistent, plausible and credible and that the facts reported are likely to constitute the commission of an offence under the terms of these regulations, an investigation process will be initiated.

5.9 At the end of the investigation phase provided for in the previous paragraph, a report will be drawn up analysing the complaint, describing the internal actions carried out, the facts established during the investigation, presenting the conclusions and the respective duly reasoned decision. This report will also indicate any measures adopted (or to be adopted) to mitigate the risk identified and prevent a recurrence of the offences reported.

5.10. If deemed necessary and appropriate, particularly depending on the type and nature of the offence, the offence will be reported to the competent authorities.

5.11 If identified, the Whistleblower will be informed, within a maximum of three months from the date of receipt of the complaint, of the measures planned or adopted to follow up on the complaint and the respective grounds.

5.12. The body, committee or person responsible for handling complaints may, whenever it deems it necessary, be assisted by other internal or external persons, namely external auditors or other experts to assist in the investigation, especially when the matters in

question so warrant. These people are also covered by the duty of confidentiality laid down in these regulations.

5.13. Whenever deemed necessary for the fulfilment of the provisions set out in these Regulations, any person whose questioning is relevant to the investigation of the complaint may be questioned.

6. Confidentiality

6.1 6.1 Any reporting of Infractions under this Regulation shall be treated as confidential.

6.2 Access to information relating to any report of Whistleblowing, including the identity of the Whistleblower, in cases where this is known, and information that may allow the respective identification, is restricted to the persons/body(ies) of Porto Business School responsible for receiving and processing reports made under these Regulations. The obligation of confidentiality extends to all persons who have received information about the complaints, even if they are not the persons responsible for receiving and/or processing them.

6.3 The identity of the Whistleblower may only be disclosed in fulfilment of a legal obligation or court order, and this must be preceded by written notice to the Whistleblower, indicating the reasons for the disclosure, unless providing this information would compromise the related investigations or legal proceedings.

7. Whistleblower guarantees

7.1 Porto Business School may not retaliate against the Whistleblower.

7.2 An act of retaliation is considered to be any act or omission (even if in the form of a threat or attempt) which, directly or indirectly, occurring in a professional context and motivated by an internal or external report or public disclosure, causes or may cause damage to property or non-pecuniary damage to the Whistleblower who, in good faith, and having serious grounds for believing that the information is, at the time of the report or public disclosure, true, reports or publicly discloses an Infringement.

7.3 The following acts are presumed to have been motivated by a report (internal or external) or public disclosure until proven otherwise when carried out up to two years after said report or public disclosure:

- a. Changes to working conditions, such as duties, hours, place of work or remuneration, failure to promote the employee or non-fulfilment of labour duties;
- b. Suspension of the employment contract;
- c. Negative performance evaluation or negative reference for employment purposes;
- d. Failure to convert a fixed-term employment contract into a contract without term, whenever the employee had legitimate expectations of such a conversion;
- e. Non-renewal of a fixed-term employment contract;
- f. Disciplinary sanctions, including dismissal;

g. Inclusion in a list, based on a sectoral-wide agreement, which may lead to the impossibility of the Whistleblower finding a job in the sector or industry in question in the future;

h. Termination of a supply or service contract.

8. Whistleblower's auxiliaries

The guarantees referred to in the previous paragraph extend, with the necessary adaptations, to:

a. The natural person who assists the Whistleblower in the whistleblowing procedure and whose assistance must be confidential, including trade union representatives or workers' representatives;

b. Third party who is linked to the Whistleblower, such as a work colleague or family member, and who may be the target of retaliation in a professional context; and

c. Legal persons or similar entities that are owned or controlled by the Whistleblower, for which the Whistleblower works or with which the Whistleblower is otherwise connected in a professional context.

9. Responsibility of the Whistleblower

9.1 The Whistleblower cannot be held disciplinary, civil, administrative or criminally responsible for the complaint or public disclosure of an Infraction made in accordance with this Regulation, nor can he be held responsible for obtaining or accessing the information that motivates the complaint or public disclosure unless obtaining or accessing it constitutes a crime.

9.2 Without prejudice to the provisions of the preceding paragraph, the conduct of those who report evidence of irregular practices or Infringements, with manifest falsehood or bad faith, as well as disregard for the duty of confidentiality associated with the report, will constitute an offence that may be subject, as applicable, to disciplinary sanction or contractual penalty/resolution, appropriate and proportional to the offence, without prejudice to any civil and/or criminal liability that may arise for the perpetrator of said conduct.

10. Processing of personal data and storage of reports

10.1 The Personal Data collected in this context will be processed by Porto Business School, which is the entity responsible for processing within the meaning of the General Data Protection Regulation.

10.2 The purpose of processing the information communicated under this Regulation is to receive and follow up on reports submitted to the Internal Whistleblowing Channel.

10.3 In this context, Whistleblowers are guaranteed the right to access, rectify (inaccurate, incomplete or misleading data) and delete the data they have communicated, unless they conflict with prevailing rights, through the means of communication provided in the following paragraph.

10.4 Whistleblowers are also guaranteed the right to access information about the facts communicated concerning them unless they conflict with prevailing rights.

10.5 Personal data that is clearly not relevant to the processing of the complaint will not be kept and will be deleted immediately.

10.6 Complaints submitted under the terms of these Regulations are registered and kept for a period of 5 years and, regardless of this period and where applicable, during the pendency of judicial or administrative proceedings relating to the complaint.

11. Duration

This regulation shall enter into effect immediately after its approval.