

# CODE OF ETHICS

## UNIPORTBILBAO / Port Community

### EXECUTIVE SUMMARY

EXECUTIVE SUMMARY OF ANNEX I OF THE CRIMINAL COMPLIANCE MANAGEMENT SYSTEM

14-05-2024

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## REMEMBERING WHO WE ARE, OUR MISSION, VISION AND VALUES

*UNIPORTBILBAO / PORT COMMUNITY (hereinafter, UNIPORT) is a non-profit association dedicated to promoting - through innovation - the competitiveness of the logistics - port sector of Bilbao and its promotion by cooperation, with the aim of generating sustainable wealth over time by developing the sector and its economic environment, generating value for its partners.*

*UNIPORT provides services to society, and therefore, we must be increasingly efficient. Given that we interact in a social, economic and environmental context that we must respect and improve, while ensuring the professional development and well-being of our workers and collaborators as well as associated companies.*

*UNIPORT is characterised by the following:*

- *Being a non-profit organisation, neutral and transparent: The members of the Board of Directors will ensure compliance with these principles.*
- *Having a general interest purpose: As stated in its statutes, the Association must benefit a generic and undetermined group. The Association does not represent the commercial interests of the associated entities, the members of its Board of Directors or any other particular interests.*
- *Promoting public and private sector cooperation to reach joint solutions on issues of mutual interest that affect the Port of Bilbao and related industries.*

*The very nature of the organization (Association) and the composition of its Board of Directors require the establishment of operating principles and a Code of Ethics to govern its operation and the relationship between the members of its Board of Directors, service providers, and the Association itself.*

*Our Vision is to continue being a national benchmark in inter-business, inter-administration and public-private cooperation, with innovation as a transversal factor in all the fields of activity entrusted to it. With the sustainable development of the PORT OF BILBAO as a key factor, being the main multimodal hub of the Basque Country for the internationalisation of the industrial and commercial sectors of its hinterland.*

*Our Mission is to "TO GROW TOGETHER", reinforcing the need to reach joint solutions between port operators in order to improve the competitiveness of the port of Bilbao and its logistics and value chains for key clients such as shippers and shipping companies.*

*Our principles and values: UNIPORT's values are the pillars on which we develop all our work. Partners, Management and employees should internalize them to work under a common culture.*

- ***Commitment:** We promote our shared project, its objectives, agreements and values, with a willingness to participate, coordinate and collaborate.*
- ***Respect:** We handle relationships with people honestly and kindness, ensuring equal opportunities and non-discrimination. Promoting a responsible attitude towards work.*

- *Sustainability:* We care for the future today, prioritising collective over individual interests, both in managing our resources and managing the social and environmental impact of our activity, as actions that prove our commitment to the environment.
- *Rigour and integrity:* We guarantee full attention, quality, innovation and technical excellence, as well as responsible and co-responsible management, where ethics, impartiality, transparency and non-profitmaking prevail.
- *Efficiency:* We strive to achieve the greatest impact at the lowest cost, with the highest personal and collective demands and the maximum focus on our goals.

## I. STRUCTURE OF UNIPORT

### 1. Partners & Activities

1. UNIPORT is a non-profit association that has, to date, 142 associated entities, mainly from the private sector (approximately 90%) and a small number (10%) from the public sector, bringing together in the same forum all the organizations directly or indirectly involved in the economic development and planning of the port of Bilbao and its land connectivity, constituting the so-called "Port of Bilbao cluster" as a representative of the strategic sector of international logistics in the Basque Country.
2. UNIPORT is **financed** mainly through the contributions of its partners, public and private subsidies, and through other external contributions, always in strict compliance with the ethics and prudence criteria included in this Code.

### 2. Organisation

1. UNIPORT's highest governing body is the **General Assembly**, where members (Ordinary, Institutional, Honorary and non-voting Collaborators) make the main decisions.
2. UNIPORT's activities are **managed by a Board of Directors** representing all the groups involved in developing Bilbao's port logistics environment. The Board has a maximum of 21 members elected at the **General Assemblies**, representing the different activities in which the members are classified.
3. The Board of Directors can, in turn, delegate its operational functions to an **Executive Committee** of 5 of its members, and it has a **General Management**, which in turn has a team of internal employees and other external collaborators to achieve its objectives.
4. Activities are segmented into **Working Groups** in order to achieve their goals adequately. These stable working groups have been working since 2001 to promote, through cooperation, actions in the different areas in question, mainly aimed at the continuous improvement of port and logistics processes, as well as the promotion of the sector.

## II. MEANING AND SCOPE OF THIS CODE

*This Code of Ethics applies to all UNIPORT partners, administrators, workers and external collaborators.*

### 1. Code of Ethics. Scope of Application

1. Belonging to UNIPORT, either as a member, administrator or worker, implies a commitment to observe this Code, being, therefore, an **internal rule of mandatory and enforceable compliance** for all those to whom it applies. **On the one hand, this Code is addressed to the people who make up the organisation and are responsible for UNIPORT's activities and, on the other, to its associated entities**, regardless of their employment relationship, role or location of performance.
2. The criteria regarding behaviour and values contained in this Code of Ethics are not intended to regulate every possible behaviour but to establish **guidelines of conduct** for action during professional activities, both in day-to-day work and decision-making.
3. **UNIPORT** will make every effort to communicate the obligation to comply with the provisions of the Code to its members, administrators, managers and workers, as well as to suppliers and collaborating companies.

### 2. Consequences of breaching the law and the Code of Ethics

1. An internal disciplinary regime has been established to make the Crime Prevention Plan effective and raise awareness of good practices, notwithstanding any judicial proceedings that may arise from an infraction.
2. In case of any doubts regarding the interpretation of the guidelines of conduct to be followed in a specific case, please consult the **Compliance Officer or the Ethics Committee (Ethics or consultation channel)**.
3. **Failure to comply with the law, the Code and operating policies and procedures that derive from them may result in disciplinary measures reflected in internal regulations, applicable labour regulations and collective labour agreements.**

### 3. The duty to report

1. Everyone is responsible for **reporting, in good faith, any actual or apparent breach of regulations, the Code, policies and procedures or any conduct that could compromise UNIPORT's ethical standards.**
4. Any person aware of conduct that may constitute an infraction or breach of this Code may use the **Ethics or Consultation Channel**.
2. To report confidentially.

### *Ethical or consultation channel*

1. UNIPORT offers **several communication channels** for anyone requesting assistance or having any questions or concerns.
2. All communications, notifications or complaints may be conveyed **in person, by telephone, verbally or in writing** to:
  - a) Their immediate superior or the human resources manager.
  - b) The Management.
  - c) The Compliance Officer or member of the Ethics Committee or any of the members of the Management Body.
  - d) The **Ethics Channel** that UNIPORT has enabled in its electronic mailbox [compliance@uniportbilbao.es](mailto:compliance@uniportbilbao.es), or by phoning the company at +34 944 23 67 82.

UNIPORT has a Criminal Compliance Committee whose function is to process and resolve incidents arising from the application of this Code and to follow up on complaints or queries.

## 4. Processing communications received

1. There is a Procedure for receiving, processing and responding to complaints and communications received through the ethics channel, which will observe the following principles:
  - a) **Confidentiality:** All communications will be treated under a strict confidentiality protocol, although communications or complaints will allow follow-up and a personal and individual response.
  - b) **Action and investigation:** UNIPORT will consider all communications received, investigate respecting individual dignity, promote cooperation and act in compliance with applicable rules.
  - c) **Prevent any type of reprisals:** We value the collaboration of partners, administrators, managers and workers who identify potential problems that UNIPORT needs to address. Therefore, we are committed to a policy preventing reprisals against those who report honestly.

### III. INTEGRITY, ETHICS AND INDIVIDUAL RESPONSIBILITY

*UNIPORT undertakes to always act in accordance with its ethical principles in all its activities, always complying with applicable rules and regulations and implementing controls to prevent infringement.*

#### 1. Compliance with regulations

1. All our activities must be carried in strict compliance with laws and regulations in all the countries and jurisdictions in which we operate.
2. We will actively cooperate with the authorities in any investigation, inspection, procedure or request for information submitted by them.
3. No coercion or pressure will be exerted on partners, administrators, managers or workers to violate this principle.

#### 2. Each person is responsible in their field of action and decision.

1. Ethical behaviour is an individual responsibility that affects everyone. Therefore, we must:
  - a) Always act with integrity.
  - b) Apply common sense regarding the possible impact of our actions and seek advice and guidance immediately in case of doubt.
  - c) Read, understand, accept and comply with the provisions of this Code, and perform the regular process of making it known and accepted.
  - d) Know and respect laws and regulations that affect us in our work.
  - e) Ensure that we know and apply policies and procedures relevant to our individual work.
  - f) Fully cooperate with internal investigations into possible breaches of the Code.
  - g) Report any doubt, infraction or suspicious conduct, whether real or apparent, against the law, the Code or existing policies and procedures.
2. We are committed to a culture of preventing any breaches, each within their scope of responsibility.



## IV. RESPONSIBLE GOVERNANCE

*To ensure we act in the interest of UNIPORT, relations with our stakeholders are managed with responsibility, equity and integrity, and in our activity we avoid any conflict of interest (actual, potential, or apparent) or any conduct likely to be considered corrupt.*

### 1. Anti-bribery and anti-corruption regulations

- UNIPORT is committed to conducting its business activities with integrity and strictly prohibits acts of corruption and bribery of any sort, including public authorities and officials, as well as any possible corruption between individuals.
- Corruption is any direct or indirect payment to officials or persons in another company or related to it. Any element that can be interpreted as such (gifts, entertainment, employment, contracts or benefits of all kinds) to influence their acts or decisions or to prevent them from acting, and thus obtain favourable treatment, contracts or an unfair advantage.
- All payments will be duly recorded in the corresponding accounts records.

#### **A) Respecting internal rules on gifts, meals, entertainment and other hospitality.**

1. As a general rule, no partner, administrator, director or employee of UNIPORT may offer, grant, request or accept, either directly or indirectly, gifts, favours or compensation of any sort or from authorities or officials. The only exceptions will be gifts and hospitality of low value, proportionate and reasonable according to local practice, transparent, delivered on the grounds of legitimate, socially acceptable, and sporadic interests, in such a manner as to prevent their content or regularity from leading an independent third party to doubt the good faith of employees or the company. Cash gifts are strictly forbidden.
2. Consequently, UNIPORT does not offer, accept or exchange hospitality such as gifts, meals or entertainment that could be interpreted as a way to influence people, entities or organizations with whom we interact.
3. UNIPORT's administrators and workers will not accept gifts for themselves or for their relatives that exceed the customary social or courtesy uses or favours or services under advantageous conditions that could condition the performance of their functions.
4. Likewise, UNIPORT's administrators and workers will not offer gifts (merchandising material) or attentions that exceed an established joint value, and they will never be considered personal gifts.
5. Accepting, offering or exchanging items such as gifts, meals, or entertainment that exceed the limits established regularly by UNIPORT, must be justified and approved in writing by the Compliance Officer, and they will be duly registered in order to supervise their appropriateness.
6. all workers and managers are responsible for knowing and adequately valuing local practices, considering the company's interests and reputation. The Compliance Officer should be consulted in case of doubt.

***B) Political activity***

1. UNIPORT respects the ideological freedom of all people. Personal political activities will be performed individually outside the workplace.
2. UNIPORT does not make political contributions, either directly or indirectly.

***C) Responsible sponsorships and donations***

1. **The risk of these sponsorships and donations** is that they can be used to generate an undue advantage or as a subterfuge for an act of corruption. Therefore, we ensure the legitimacy and reputation of the issuer or beneficiary, the origin, legality, transparency and destination of the funds, and the total lack of any kind of compensation.

## 2. Managing our relationships responsibly

***A) With partners/customers***

1. UNIPORT considers its partners its main clients and *raison d'être*, placing all knowledge, professionalism and respect at their service. Among its service commitments is the obligation of all workers to act in an upright way to achieve the highest levels of quality and excellence in developing relationships based on trust and mutual respect.
2. Therefore, all partners will be treated in a respectful, equitable, fair and honest manner, in accordance with UNIPORT's fundamental principles and values, expecting due reciprocity from them.
  - a) Relationships with partners are based on efficiency, closeness and professionalism, always being especially sensitive to listen to their demands and channel them - when they are of a sectoral nature - through their representation group on the Board of Directors or through their participation in the existing Working Groups or the team.
  - b) The participation of partners in UNIPORT's activities, and in particular in its Work Groups, will be carried out under the principles of co-responsibility and loyalty, without individual interests and with objectives of common interest, respecting, in any case, the regulations on competition law, intellectual and industrial property, and avoiding bad practices.
3. Directors (members of the Board of Directors) will act within their functions, representing the group of members who appoint them, with full autonomy and independence and guided at all times in the best interest of UNIPORT:
  - a) Governed by the principles and duties of legality, objectivity, good faith, diligent administration, good governance, loyalty, secrecy and responsibility.
  - b) Administrators and workers will maintain absolute confidentiality regarding the deliberations, interventions and vote choice of the Board of Directors' meetings, as well as any other type of information available to them due to their position, which may be confidential. The minutes will be public and at the shareholders' disposal at all times.

***B) With suppliers***

1. UNIPORT is interested in promoting stable relationships with its suppliers and collaborating companies. Relationships based on trust, a demand for the highest quality, transparency, the search for continuous improvement and mutual benefit, promoting innovation and development activities. Therefore, it will:
  - a) Ensure that relations with suppliers conform to a collaborative framework that facilitates the achievement of objectives by both parties, seeking equal treatment and always within the legal framework.
  - b) Ensure that companies supplying products/services carry out their activity within the framework of proven social responsibility and business ethics, promoting guidelines for compliance with specific ethical, social and environmental standards. In particular, with regard to the respect for Human Rights, the non-use of forced labour or coercion, the eradication of child labour, respect for the Environment, and the eradication of any discrimination in the workplace.
2. Suppliers will be recruited and hired in accordance with UNIPORT's Purchasing Process in force at the time, guaranteeing transparency, equal treatment and the use of objective criteria.

***C) With authorities and civil servants***

1. Relationships will be established under the principles of cooperation and transparency. Partners, administrators, managers and workers in UNIPORT will interact with public authorities and institutions (associated or not) in a lawful, ethical and respectful manner that is aligned with international provisions for preventing corruption and bribery.
2. In countries where there are requirements and restrictions regarding international trade, workers will scrupulously comply with the regulations in force and will submit the required information about their activities to the authorities that request it.

### **3. Preventing conflicts of interest**

1. UNIPORT's relationship with its partners, administrators, managers and workers is based on loyalty and mutual trust. Therefore, it is necessary to avoid any situation in which your personal interests, directly or indirectly (through family or friends), may conflict with those of the company. We must always act in the best interests of UNIPORT in our work.
2. Conflicts of interest are considered as circumstances where the personal interests of partners, administrators, managers and workers, interfere or may interfere directly or indirectly with the responsible and ethical fulfilment of their professional duties and responsibilities or involve them in a personal or business capacity in any of UNIPORT's transactions or economic operations.
3. UNIPORT understands and respects the participation of its partners, administrators, managers and workers in other financial and business activities as long as they are legal, do not enter into unfair competition and do not imply conflict or interference with the responsibilities, obligations and due dedication to their work.

## V. RESPONSIBILITY TO PEOPLE

*UNIPORT is committed to fair and dignified working conditions. We support all our workers' professional and personal development and seek to interact with people and entities that share these values. We believe all human beings should be treated with dignity, justice and respect, and do not tolerate any discrimination, harassment, intimidation or violence.*

### 1. Respect for fundamental rights

1. UNIPORT is committed to respecting the fundamental rights of persons and public freedoms in all its activities as well as the individual rights of workers and third parties with whom we have a relationship. Establishing the obligation to carry out all our activities, directly or indirectly, with full respect for human dignity and without engaging in activities or relationships with any person or company that does not respect human rights.
2. Nobody in UNIPORT shall knowingly collaborate with third parties in breach of any law nor participate in any action that compromises respect for the principle of legality or may harm the reputation of UNIPORT.

### 2. Taking care of people at work

1. UNIPORT considers it essential to maintain fair, dignified, respectful and preferential treatment for people, regardless of their position in the organization, whether these be partners (institutional or private sector), administrators, managers, employees or collaborating companies.
2. Our commitment is to create safe work environments where diversity, equal opportunities, professional development and rewards for the commitment to UNIPORT's objectives and values prevail.
3. Respect for people leads to a firm commitment to combat discrimination, harassment, intimidation or violence, as well as respect for diversity and equal opportunities.
4. UNIPORT guarantees that workplace health and safety legislation will be considered a minimum standard in all areas where the company operates. It is committed to a preventive culture in the organisation and promotes compliance with good practices and procedures in the field.
5. We expect our partners, administrators, workers and collaborating companies to respect our principles regarding occupational safety, health and human rights, and to comply with current legislation and internal rules and controls to guarantee them.

## VI. MANAGEMENT RESPONSIBILITY

*UNIPORT is aware of its important responsibility as a resource manager (public and private), and its activities pursuing the general interest, as well as its environmental impact. Therefore, it acts responsibly and offers adequate accountability.*

### 1. Our commitment to the environment

1. UNIPORT commits to ensuring the greatest respect for the environment in its activities and minimising the negative effects that they may cause. It strives to prioritize activities, investments and resources in projects that take into account their impact on the environment in order to promote sustainable development.
2. UNIPORT counts on the active and responsible commitment of partners, administrators, managers and workers to conserving the environment, promoting good practices and ensuring responsible actions.

### 2. Protecting and caring for brand image and corporate reputation

1. UNIPORT considers that one of the essential elements contributing to its corporate image and reputation is the establishment of responsible company relationships in its work.
2. We communicate openly, sincerely and transparently, both internally and externally, within the limits of confidentiality, and we do not internally communicate information to anyone who is not authorised to access it.
3. UNIPORT considers its corporate image and reputation one of its most valuable assets and strives to preserve the trust of its partners, customers, workers, suppliers, authorities, and society in general.
4. Professionalism, speed and clarity must prevail in our internal and external communication, within the limits of confidentiality and respect for the brand we represent.
5. When representing UNIPORT, we bear in mind when that what we do and say in public will represent the company and, therefore, we safeguard its image and reputation.
6. In our social media profile, we can identify as UNIPORT members, administrators or workers, being clear about our position in the company and updating it at all times to avoid creating confusion.

### 3. Acting with transparency, rigour and reliability.

We are committed to a shared project that encourages public-private cooperation above any individual interest and gives priority to general interests. We provide transparent, rigorous and reliable information that consolidates trust and mutual respect between parties and avoids any kind of deception or action aimed at distorting reality.

1. For this purpose, we provide measures and controls to verify and improve our processes, including the procedures necessary to avoid potential risks.
2. All UNIPORT records must be complete, accurate, truthful, reliable, and prepared in accordance with laws and regulations, as well as the organization's policies and standard operating procedures.

#### 4. Compliance with antitrust regulations

1. We develop sound business practices, including between partners. Any conduct contrary to antitrust rules, designed to support free and open competition in the market is strictly prohibited.
2. We do not engage in unfair, deceptive, or misleading practices or offer or promise anything to a partner, supplier or institution in exchange for gaining an improper advantage for the organization.

#### 5. Money laundering and payment irregularities

1. UNIPORT's partners, administrators, managers, workers and collaborating companies must comply with all laws against money laundering, corruption and the financing of terrorism, for which due diligence measures - customer identification, information and internal control - established for this purpose will be applied, and maximum collaboration will be provided to the authorities.
2. UNIPORT periodically develops and updates appropriate procedures and measures to prevent irregular payments or money laundering with funds which come from or are used for illicit or criminal activities in the course of its activities, paying particular attention to any indication that may lead to suspicion of criminal conduct in its broadest sense.

#### 6. Protection and proper use of UNIPORT's assets

1. UNIPORT's assets are its exclusive property, used to carry out its activities. It is the responsibility of the partners, administrators, managers, workers and collaborators of UNIPORT to **use them responsibly**, appropriately, and ethically, respecting their ownership.

## 7. Electronic resources and limitation of use

1. **Electronic resources** include but are not limited to, email, information and/or communication systems, electronic devices, software, the Internet, and network access. **All electronic communications related to UNIPORT's activity must be made through the corporate email address.**
2. Internet access will be used in a limited, restricted and responsible manner for accessing information necessary for the activity in question, taking care of the corporate image and reputation.
3. **UNIPORT will exercise its supervisory responsibilities concerning electronic resources** and reserves the right to control and review the content sent, stored and processed in the company's electronic resources, always in accordance with the provisions of the law.
4. Given the development of electronic commerce and co-responsibility in reconciling work life and developing socially and economically sustainable transport, these facilities may be used to receive correspondence and private deliveries, provided that they are not used to commit infractions or crimes. UNIPORT will in no way be responsible for receiving these items, neither before the worker nor to the delivery company.

## 8. Industrial and intellectual property

1. UNIPORT encourages creativity and entrepreneurship among people in the organization, considering openness to new ways of doing things essential. Knowledge and experience acquired in relation to innovative systems, services, regulations and processes are one of UNIPORT's values for the sector and give value to the UNIPORT brand.
2. UNIPORT is committed to protecting its own intellectual property and that of others, adopting the necessary measures to ensure the traceability of processes and decisions.
3. Administrators and workers are expressly prohibited from using work, creations or distinctive signs of intellectual or industrial property belonging to third parties without the authorisation of their owners.

## 9. Respecting information confidentiality and the privacy of individuals

1. UNIPORT is committed to respecting privacy laws, treating the personal information duly collected in the course of our activity with care and discretion and applying the technical and organisational measures established for this purpose, which everyone must respect and apply, especially regarding the protection of personal data, which will be used only in the manner and for the purposes for which it was collected, except for legal imperative or at the request of a competent authority.

## VII. RESPONSIBILITY FOR THE GOVERNANCE, ADMINISTRATION AND MANAGEMENT OF THE CODE

### 1. Internal governance and management responsibilities

#### *The Board of Directors*

1. Hold the ultimate responsibility for UNIPORT 's strategy and the oversight of risks and their management, as well as the promotion of an effective culture of integrity and compliance.
2. Approve, update and develop the Integrity and Compliance Policy and Code of Ethics.
3. Monitor its implementation and operation regularly. Approve the necessary resources to achieve the objectives set out, and evaluate the performance of the main levels of the organization in this matter.
4. Appoint members of the Ethics Committee, whose composition will always be determined ensuring a proportional participation between members of the Board of Directors and UNIPORT workers.

#### *The Management Team*

1. Responsible for executing the strategies and guidelines of the Board of Directors inside the organisation and in each entity in which UNIPORT participates.
2. Ensures that the compliance monitoring structure generated will always work without obstacles and with the appropriate resources, promoting its effective implementation in the organisation.

#### **Compliance Officer**

1. Has the overall responsibility for designing, implementing, executing and ensuring the effectiveness of the Compliance Management System in the organisation, including the proper functioning of the Ethics Channel, response to queries and investigation of complaints, where appropriate.
2. Has autonomy and independence in its functions and the ability to request documentation, presence, and collaboration from the rest of the organisation.
3. Reports directly to the Board of Directors, after meeting with the Ethics Committee about:
  - a. The degree of compliance with objectives.
  - b. The need to adopt or modify new controls or preventive measures, or interpretation criteria.
  - c. Detection and investigation of possible conflicts of interest or infringements.
  - d. The need to adopt resolutions by the Committee, the Board of Directors or the General Assembly.
4. Manages the Ethics Channel in which doubts or possible breaches of this Code are made known, proposing the adoption of relevant measures to the Committee, the Board of Directors or the Assembly (as appropriate).
5. Has sufficient resources to resolve any doubts arising regarding the interpretation and application of the rules, procedures and controls.



### *The Ethics Committee*

1. Its constitution and appointment by the Board of Directors shall be for a minimum period of 3 years. It will meet at least twice a year, and whenever circumstances require it. The Compliance Officer will direct and coordinate it in accordance with the established procedure.
2. It is responsible for advising, arranging and proposing the necessary agreements for the governing bodies of UNIPORT, for the proper implementation, execution and monitoring of the UNIPORT compliance plan, promoting the dissemination and creation of a culture of integrity and compliance in the organisation.
3. Its primary mission is to ensure the following:
  - a) Knowledge and understanding of the Code of Ethics, related policies and procedures among the people of UNIPORT and its collaborators are essential to promoting a culture of integrity, honesty, loyalty and ethics among all the people involved in its processes.
  - b) The effectiveness of the Criminal Compliance Management System, its compliance and interpretation, allows the detection and prevention of crimes, including the prevention and detection of bribery.
  - c) Regular assessment of the Compliance Management System and the degree of compliance with defined objectives, and the annual review of the Legal Risks Map, including criminal risks and, in particular, those of prevention and detection of bribery.
  - d) Advice on the interpretation of criteria in matters that present difficulties of application, and proposal of necessary resolutions to the Board of Directors.
  - e) Drafting opinions on issues brought to it by the Board of Directors or the Assembly. At the request of these governing bodies, when deemed appropriate, a positive report will be prepared on applications for incorporation into UNIPORT.
  - f) Issuance of resolutions and/or sanctions arising from a labour disciplinary procedure for breach of the Code or the proposal thereof for the Board of Directors or the General Assembly (as appropriate). Adopting the relevant resolution when this affects a member of the Board of Directors or one of the partners of UNIPORT.
  - g) Preparation of an annual status report with final recommendations. This report shall be submitted to the General Assembly for its consideration.
4. It supports the Compliance Officer, the head of executive supervision, who enjoys autonomy and independence in their functions, as well as to other internal managers in specific matters, who may or may not be part of this Committee.

### *Managers and other workers*

1. All workers, as well as all managers, are responsible for observing conduct aligned with the company's laws and values and its Code of Ethics, policies and procedures in their work and activities, integrating compliance obligations into their ordinary tasks.
2. They should collaborate in as many actions as required for identifying risks, implementing controls and monitoring them. They should attend any training deemed necessary, maintaining fluid communication with the existing compliance functions.
3. They coordinate what is necessary to ensure compliance with our standards of behaviour with third parties (suppliers, customers, business partners, contractors, etc.)
4. They should attend any training necessary, maintaining fluid communication with existing compliance functions.

## **2. Dissemination of the Code**

1. The Management and the Board of Directors, at the Compliance Officer's proposal, will approve and execute a plan disseminating the Code, ensuring that all people in the organisation will know and understand its content, as well as its impact on their professional activities.
2. The Ethics Committee, under the coordination and leadership of the Compliance Officer, will design a plan for disseminating the Code that ensures that all people in the organization will know and understand its content, as well as the impact on their professional activities. Ignorance of the Code of Ethics does not exempt from compliance.

## **3. Reporting on decisions and investigations of the Code**

The Compliance Officer will regularly report on the communications or complaints received and their status, coordinating with the Ethics Committee the proposals to be transferred to the Management and/or the Governing Bodies, including sanctions (where applicable).

Likewise, it may draw up additional information, eliminating personal identification, for dissemination within the organization.

## **4. Signature and acknowledgement of receipt**

1. As well as accepting the position, directors will sign to acknowledge that they have received, read and understood the Code of Ethics and agree to comply with its provisions.
2. UNIPORT staff must sign an acknowledgement form confirming that they have received, read and understood the Code of Ethics, and agree to abide by its provisions.
3. The new members, together with their application for membership, will confirm that they have received, read and understood the Code of Ethics and agree to comply with its provisions.
4. Failure to read the Code or sign the acknowledgement form is no excuse for administrators, workers and partners to commit any breach of the provisions of the Code.

## 5. Validity of the Code of Ethics

1. The Code of Ethics will be regularly updated according to changes in laws, policies and best practices. The most recent authorised version of our Code can be found on our website: <https://www.uniportbilbao.es/en/ethical-channel>.
2. The Code of Ethics will enter into force upon approval by UNIPORT's Board of Directors and will be applicable as soon as it is generally communicated within the organisation.