

## **CODE OF ETHICS AND CONDUCT**

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## 1. Introduction

OPT's success depends on the trust of its employees, customers, partners and shareholders, as well as the community in which it is involved .

## 2. Objectives

The purpose of the Code of Ethics and Conduct is to establish the general rules that should govern the conduct of OPT - Optimização e Planeamento de Transportes and all its employees in the performance of their duties and in their commercial and professional relations, acting in accordance with the laws of each country and respecting their ethical and cultural principles.

The ethical values that serve as a reference and are the basic guide to conduct for all the company's employees are:

- **Integrity:** acting loyally to the company, in accordance with commitments made personally, by the company or on its behalf, strictly in good faith and within the existing legal framework,
- **Responsibility:** pursuing the objectives assumed while taking into account the global impact of the actions and decisions taken on people and the environment,
- **Transparency:** providing information truthfully, clearly and based on evidence, understanding information as a company asset that is shared to generate value.

With the aim of maximizing the creation of value for the entire ecosystem in which the company operates, the conduct of all employees must be governed by:

- **Flexibility:** constantly adjusting the plans being implemented according to reality, minimizing deviations from the commitments made, synchronizing expectations in advance with all stakeholders whenever these deviations are identified,
- **Innovation:** keeping an open mind to identify and generate ideas, registering them in existing repositories so that they can be evaluated, deepened and

exploited, thus contributing to the creation of added value and the continuous increase in collective competitiveness.

These values are the benchmark for the actions of all employees in fulfilling their professional responsibilities.

The conduct set out in this Code is mandatory for all OPT employees. This Code is not intended to cover all possible situations that may arise in the professional sphere, but rather to establish minimum rules of conduct that should guide employees in the way they act during the course of their professional activity.

### 3. Scope of application

Compliance with this Code is mandatory for all employees, regardless of the type of contract that determines their employment relationship, the position they hold and the place where they carry out their professional activity for OPT.

All employees are responsible for knowing, complying with and ensuring compliance with the laws, policies and procedures that apply to them according to their role and responsibility.

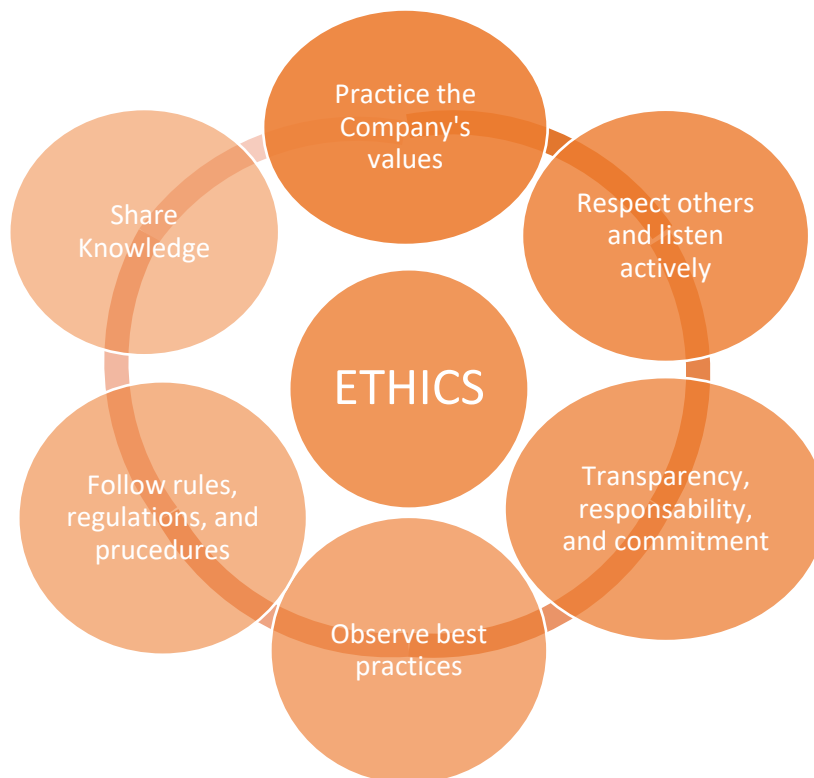


Figure 1 - Diagram of OPT's Code of Ethics and Conduct.

#### **4. Obligations under the Code of Ethics and Conduct**

All company employees have the following obligations:

- Knowing and complying with the laws, regulations and internal standards applicable to their assigned duties;
- Know and comply with the commitments and rules of conduct described in this Code;
- Promote among customers, suppliers and other stakeholders the adoption of rules of conduct consistent with this Code;
- If in doubt, ask your superiors for help;
- Informing through the means that OPT establishes about non-compliance or violations of the rules of conduct established in this Code;
- To collaborate in the operation of the OPT's control systems and in the development of audits that may be carried out to identify and correct deficiencies or weaknesses in the internal control systems.

Employees who are tasked with managing and leading teams of people have additional responsibilities:

- Ensure that the people under their responsibility know, understand and comply with this Code.
- Lead by example. Your behavior should be a role model for the rest of OPT's employees.

#### **5. Dissemination and Compliance with the Code of Ethics and Conduct**

OPT will communicate and disseminate the content of this Code among all its employees, providing the necessary means to do so and ensuring that all employees who are part of the company have access to it. OPT expects a high level of commitment from all its employees in complying with this Code and the rules of conduct set out in it.

##### **5.1 Duty of Communication**

All employees are obliged to inform their superiors or the anti-harassment unit as soon as possible of any disrespect or violation of this Code that they may observe in the performance of their professional activities through the established formal channels.

## **5.2 Disciplinary regime**

No employee, regardless of their level or position, is authorized to ask other employees to violate the provisions of this Code. Likewise, no employee may justify improper conduct by relying on an order from their superiors or ignorance of this Code. Any failure to comply with this Code of Ethics and Conduct will result in disciplinary action being taken, where the applicable sanction will be analyzed and, if necessary, defined according to the severity of the situation, which may range from a written reprimand to disciplinary dismissal.

## **6. Rules of Conduct**

### **6.1 Legal Compliance and Continued Adaptation to Applicable Regulations**

OPT is committed to carrying out all its activities in accordance with the legislation in force in all areas in which it operates. The company's employees will strictly comply with current legislation, taking into account the spirit and purpose of the rules.

Employees will also fully respect the obligations and commitments assumed by OPT in its contractual relations with third parties, as well as the good practices of the countries in which it operates. Everyone is prohibited from collaborating with third parties in the violation of any law, or collaborating in actions which, even if legal, could compromise respect for ethical principles, which could damage OPT's reputation or harm the perception that third parties may have of the company, namely markets, customers, among others.

### **6.2 Human Rights**

In addition to complying with the current legislation applicable to it, OPT undertakes to respect internationally recognized human rights, which include the rights set out in the International Bill of Human Rights and the principles relating to the rights set out in the International Labour Organization's Declaration on Fundamental Principles and Rights at Work.

### **6.3 Professional Development and Equal Opportunities**

Employees are OPT's most important asset, as the achievement of the company's objectives depends directly on them. OPT believes that the professional growth of its employees is closely linked to the integral development of each person. For this reason, it promotes initiatives of different kinds and provides the necessary and appropriate means to contribute to people's learning and development and fosters an environment in which equal employment opportunities are available to all, ensuring non-discrimination.

The selection, hiring, advancement and professional career of employees is based on merit, ability, performance and evaluation of professional duties. Employees must treat and be treated with respect, providing a welcoming, healthy and safe working environment, refraining from any offensive conduct or any kind of discrimination on the grounds of race, religious, political or trade union beliefs, nationality, language, gender, marital status, social status, age, disability or sexual orientation.

Under no circumstances will sexual harassment, abuse of authority, offense, defamation or any other form of aggression or hostility that fosters a climate of intimidation take place. OPT also considers it extremely important to provide an adequate balance between personal and professional life and therefore the company is committed to promoting measures and programs that help employees achieve a balance between the two.

#### **6.4 Cooperation and dedication**

OPT provides a means of cooperation and teamwork to make the best use of all skills and resources. All employees must act in a spirit of collaboration, making available any knowledge or resources that can facilitate the achievement of the company's objectives and interests. Employees must work efficiently throughout the working day, making the most of the time and resources the company puts at their disposal, striving to provide maximum value in all the processes in which they are involved. No activity or service that is provided externally and is unrelated to the work activity should result in a loss of efficiency or productivity during the working day.

#### **6.5 Conflict of interest**

Conflicts of interest arise when employees' personal interests directly or indirectly run counter to or collide with OPT's interests, interfere with the proper fulfillment of their professional duties and responsibilities or involve them personally in any transaction or economic operation of the company. OPT recognizes and respects the participation of its employees in activities other than those they carry out for the company, in accordance with the provisions of each employee's employment contract, when such activities are legal and ethical, and do not compete or collide with their responsibilities as OPT employees, or create additional restrictions on the normal development of their professional activity at OPT.

Employees must avoid situations that could give rise to a conflict between their personal interests and those of the company, and must not represent the company or intervene or influence decision-making in any situation in which they, or people connected to them, have a personal interest, either directly or indirectly. They must always act in accordance



with their responsibilities, with loyalty and in defense of OPT's interests. Thus, the following are considered to be related persons: the spouse or persons with a similar relationship, the parents, children and siblings of the employee and the spouse and companies controlled directly or indirectly by the employee or by an intermediary. In a situation of potential conflict of interest, OPT employees will observe the following general principles of action:

- **Communication:** they will inform their superiors in writing, linking this record to their employee file, of any conflicts of interest in which they may be involved, prior to carrying out the operation or concluding the business in question, in order to adopt the appropriate decisions in each specific circumstance and thus avoid their impartial performance being compromised.
- **Independence:** they shall at all times act professionally and loyally towards the PTO, regardless of their own interests or those of third parties. Consequently, they must at all times refrain from advancing their own interests or those of third parties at the expense of the interests of OPT.

Once a conflict of interest has been identified, it must be recorded both in the employee's file and in the customer/supplier's file.

OPT recognizes the right of employees to exercise their freedom of expression, political thought and, in general, to participate in public life, as long as it does not interfere with the performance of their professional activity, takes place outside working hours, and in such a way that it does not lead an outside observer to associate OPT with a specific political option or ideology.

In order to be able to determine and record the existence of any incompatibilities with the provisions of this Code and/or their employment contract, employees shall inform their hierarchical superiors in writing in advance of their intention to accept any public office and, in the event of acceptance, this information shall be recorded in the employee's file.

All employees must act with honor and integrity in all their contacts or transactions with government and administrative authorities and officials, ensuring that all the information and certifications they present, as well as the statements they make, are true, clear and complete.

## **6.6 Internal Control and Corruption Prevention**

### **6.6.1 Use and Protection of Assets**

OPT provides its employees with the necessary resources to carry out their professional activity and undertakes to provide the necessary means to protect and safeguard them. Employees shall not use the aforementioned resources for personal or extra-professional use and/or for the performance of activities that are not directly related to the company's interests, and shall also take responsibility for the protection of those entrusted to them, observing the utmost care in their custody. Furthermore, employees will not deliberately allow third parties to steal such resources, as well as property and other assets of any kind, which have been entrusted to them by virtue of their position or to which they have access.

With regard to IT applications and equipment, employees undertake to make appropriate use of the IT resources made available by the company for the performance of their duties. In particular, when using the aforementioned IT resources and/or carrying out their duties, users must not compromise the functionality and protection of systems and communications; use the company's resources to send threatening or offensive e-mail messages, use inappropriate language, make inappropriate comments that may be offensive to a person and/or damage the company's image, download content that may compromise the property rights of third parties and/or browse web pages with content that is not related to their professional activity, including, but not limited to, offensive and/or sexual content.

### **6.6.2 Reliability of Information and Control of Records**

Employees undertake to communicate both internal and external information truthfully. Under no circumstances will they provide incorrect or inaccurate information that could confuse those who receive it.

### **6.6.3 Reserved and Confidential Information**

All information of a non-public nature which is the property of OPT or in its custody will be reserved and in some cases may be classified as confidential. Therefore, all employees are obliged to maintain the confidentiality of sensitive information that arises as a result of carrying out their professional activity. Employees must not make fraudulent use of this information and must avoid personally benefiting from an opportunity to profit which they become aware of as a result of carrying out their duties. Disclosing, disseminating and using reserved and/or confidential information for uses or purposes other than professional performance constitutes a breach of loyalty to OPT, both when done without proper authorization and especially when done in private interest.

#### **6.6.4 Money Laundering and Payment Irregularities**

In order to prevent and avoid money laundering from criminal or illicit activities, employees must pay special attention to cases in which there are indications of a lack of integrity on the part of the persons or entities with which they do business, in addition to their general duty to comply with the applicable legal provisions, such as:

- cash payments that are unusual given the nature of the transaction, payments made by bearer checks and payments made in currencies other than those specified in the contract, agreement or invoice,
- payments made by third parties not mentioned in the corresponding contract or agreement,
- payments or debits to an account other than the usual transaction account, with a particular person or entity, whenever the destination of the transferred funds is unknown,
- payments to persons or entities resident in tax havens, or to bank accounts opened in offices located in tax havens,
- payments to entities whose legal system makes it impossible to identify their shareholders or ultimate beneficiaries,
- extraordinary payments not provided for in the agreements or contracts,
- payments processed as an emergency.

In the event of any doubt or observation of cases of irregular payments or money laundering, employees should inform their superiors.

Verification that the conditions set out in this document do not exist will be linked to the entity's registration in the OPT system when it is created, and will be reviewed periodically in order to guarantee its existence and validity for both new entities and those already in the system.

#### **6.6.5 Information and Knowledge Processing**

OPT promotes the dissemination of information and knowledge generated in the company among all its employees, through a knowledge repository accessible to all, to facilitate the management of activities and enhance people's development.

The company applies Good Management Practices, namely in the transparency with which it discloses the company's Results and the Activity Plan and Budget approved at the General Meeting to all employees every year, publishing them in the repository referred to in the previous paragraph, providing accurate information on the company's state in the market.

Employees have a duty to preserve the company's knowledge, facilitating its dissemination to new employees and making it available to the knowledge management systems available within the company.

#### **6.6.6 Personal Data Protection**

OPT promotes the application of new technologies and is aware of the effects of using them inappropriately. This is why it takes special care to ensure the right to privacy, protecting the personal data entrusted by its customers, suppliers, employees and the general public. Employees will not disclose personal data obtained from customers, suppliers, other employees, public administrations and the general public in order to ensure, in accordance with applicable laws, the privacy and trust placed in the company by these groups. OPT and its employees will observe the rules of the Personal Data Protection Regime established in Portugal and international conventions, and to this end will not collect, process, store, retain, communicate or use personal data in a way that violates the aforementioned rules, and will respect the legitimate rights of the holders of such data.

#### **6.7 Relations with society**

OPT is committed to offering a quality of service equal to or greater than the requirements and quality standards established by law. In this sense, OPT assumes, leads and promotes a commitment to Total Quality, which is understood as the proper management of all the resources the company has to obtain the highest levels of quality in terms of generating value for all its stakeholders over time.

Since 2010, it has implemented and maintained a quality and innovation management system, audited annually by external entities, as evidenced by the issuance of the aforementioned entities' certification seal, available on the OPT website.

OPT's IQMS sets standards of integrity and transparency towards all interested parties, such as customers, suppliers and government entities.

#### **6.8 Harassment in the workplace**

OPT promotes a respectful and safe environment in its workplace, free from discrimination and harassment of any kind. OPT considers that any form of individual discrimination that is incompatible with the dignity of the human person is not admissible, particularly on the grounds of origin, ethnicity, gender, political conviction, religious confession, sexual orientation or physical handicap, and any conduct that amounts to sexual or psychological harassment or abuse of power is not permitted. As legally defined, the practice of harassment at OPT is forbidden, and the behaviors that constitute

harassment are those that are legally provided for in the law, namely in paragraphs 2 and 3 of article 29 of the Labour Code, which are reproduced here:

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- 2 - Harassment is unwanted behavior, particularly that based on discrimination, practiced at the time of access to employment or in employment, work or vocational training, with the aim or effect of disturbing or embarrassing a person, affecting their dignity, or creating an intimidating, hostile, degrading, humiliating or destabilizing environment.
- 3 - Unwanted verbal, non-verbal or physical conduct of a sexual nature with the aim or effect referred to in the previous paragraph constitutes sexual harassment.

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To this end, OPT has adopted this code of good conduct, which reproduces what is contained in the legislation, as well as other specific measures to prevent and combat harassment at work:

- Harassment entitles the victim to compensation for damages suffered under the terms of the applicable law,
- Harassment is unacceptable behavior and, in addition to the legally prescribed punishment, will be subject to disciplinary action under the terms of the Labor Code,
- The whistleblower and the witnesses he or she indicates cannot be disciplined, unless they acted intentionally, on the basis of statements or facts contained in the case file, whether judicial or administrative, triggered by harassment until a final decision has been made, without prejudice to the exercise of the right to an adversarial hearing,
- The OPT will take disciplinary action, in accordance with the law, whenever it becomes aware of alleged situations of harassment at work.

In order to facilitate the process of reporting and analyzing reports of harassment at work, the OPT has set up a harassment prevention and combating unit, which will be made up of two or four members, in gender parity, selected from among employees who are not responsible for managing teams. The contact details of these employees will be published annually in the internal media, thus providing a simple channel, without hierarchical interference, for reporting this type of situation. Employees who are part of this unit must attend specific training on this subject before starting their duties.

## **6.9 Rights and Duties in Matters of Equality and Non-Discrimination**

Employees have the right to equal opportunities and equal treatment in employment, training, career advancement and working conditions, and may not be advantaged or disadvantaged on the grounds of age, gender, nationality, sexual orientation, disability, chronic illness, race, language, religion, political or ideological beliefs and trade union membership - articles 24 and 25 of the Labor Code (CT).

## **6.10 Rights and Duties of Working Fathers and Mothers**

The legislation provides for a set of rights and duties aimed at both protecting parenthood and harmonizing its impact on professional activity, regardless of the parent's gender. These rights and duties do not end in the months after the birth, but extend throughout the school life of the offspring.

Due to its length, the legislation is not reproduced in this document. As part of the gender equality plan, information sessions will be held on these rights and duties.

## **7. Conclusion**

This Code of Ethics and Conduct reflects the fundamental values and principles that guide OPT on a daily basis. Adherence to this code is mandatory for all employees, regardless of their hierarchical position.

It is reiterated that any doubt or situation that jeopardizes compliance with this Code must be promptly discussed in accordance with each person's hierarchical responsibility, thus guaranteeing transparency and the correctness of all actions.

A solid organizational culture based on mutual trust and respect will only be achieved with everyone's contribution and active participation. This is undoubtedly the way to continue on a path of success, guided by ethics and exemplary conduct.