



ENDUTEX
COATED TECHNICAL TEXTILES

CODE OF ETHICS AND CONDUCT

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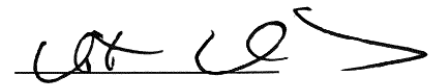
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MESSAGE FROM THE BOARD OF DIRECTORS

The ENDUTEX Group intends to publicise:

- The Code of Ethics and Conduct, which is a company centrepiece and guideline for action;
- The company's commitment to acting in accordance with the applicable standards;
- The company's responsibility to act in accordance with the principles and commitments described in this Code of Ethics and Conduct.

Vilarinho, 29 September 2023



(Vitor Abreu - CEO)

I. FRAMEWORK

1. LEGAL FRAMEWORK

The most relevant pieces of legislation that assist the understanding of this Code are:

- General Data Protection Regulation (“**GDPR**”), Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016;
- Personal Data Protection Law, Portuguese Law no. 58/2019 of 8 August;
- Portuguese Law no. 83/2017 of 18 August (Money Laundering and Terrorist Financing Law – “**AML Law**”);
- General Regime for the Prevention of Corruption (“**GRPC**”), annex to Portuguese Decree-Law no. 109-E/2021 of 9 December and, consequently, Portuguese Penal Code, Law no. 20/2008 of 21 April, and Portuguese Decree-Law no. 28/84 of 20 January;
- General Regime for the Protection of Whistleblowers, established by Portuguese Law no. 93/2021 of 20 December; and
- Portuguese Labour Code.

2. SCOPE OF APPLICATION

This Code of Ethics and Conduct is applicable to all staff of the Endutex Group.

The Endutex Group companies to which the Code of Ethics and Conduct is applicable, by legal imposition, are the following:

- Endutex – Revestimentos Têxteis S.A.;
- Endutex – Tinturaria e Acabamento de Malhas, S.A.;
- Endutex – Hotéis, Sociedade Unipessoal Lda..

“Staff” should be understood to mean:

- All employees/workers;
- Members of governing bodies, directores, managers;
- Department heads;
- Trainees and other who cooperate with the Endutex Group companies within the scope of their activities.

II. PRINCIPLES, VALUES AND OPERATING RULES

All staff and management bodies of the Endutex Group must promote internal and external relations with customers, suppliers and entities in general, in a legal, ethical and professional manner, adopting a conduct based on values such as honesty, respect, integrity, loyalty and equality.

These are the values that the Endutex Group prides itself on maintaining and which guarantee the reputation it has enjoyed since 1970.

1. CODE OF CONDUCT AND PROFESSIONAL ETHICS

In order to guarantee ethical and professional conduct, we must act in accordance with the following principles:

<p>Care and Dedication</p>	<ul style="list-style-type: none"> ● Serving customers with care and dedication, respecting the material and sentimental esteem they have for their goods, always endeavouring to meet their expectations.
<p>Continuous Improvement</p>	<ul style="list-style-type: none"> ● Always aiming for continuous improvement of the service, being transparent in procedures and making decisions with impartiality, fairness and objectivity.
<p>Anti-corruption and Anti-bribery</p>	<ul style="list-style-type: none"> ● Following anti-corruption practices, active or passive, and anti-bribery practices, in relationships with Customers, Suppliers and other Entities, namely any form of payments, favours and complicity that may encourage the creation of illicit advantages, such as offers or receipts from customers or suppliers.
<p>Fair Competition</p>	<ul style="list-style-type: none"> ● Acting in the market in such a way as to promote fair and free competition (antitrust), protect intellectual property, fight counterfeiting and carry out export controls that are not in violation of possible economic sanctions.
<p>Prevention of Conflicts of Interest</p>	<ul style="list-style-type: none"> ● Adopting practices in order to avoid conflicts of interest, respecting the legal framework and internal rules, namely the Policy for the Prevention of Conflicts of Interest, not carrying out activities for personal interest that overlap or are contrary to the interests of the Endutex Group.
<p>Professional Secrecy</p>	<ul style="list-style-type: none"> ● Guaranteeing professional secrecy with regard to internal or client information that should not be known to the general public, acting discreetly with regard to facts and information provided to us during the course of our duties, fully respecting the confidentiality commitment.

<p>Human Rights</p>	<ul style="list-style-type: none"> ● Respecting and protecting human rights in all cultural, socio-economic and geographical contexts.
<p>Equality and Non-discrimination</p>	<ul style="list-style-type: none"> ● Adopting non-discriminatory behaviour, whether on the grounds of race, ethnicity, sexual orientation, gender, age, physical disability, religion, opinion or political affiliation, condemning any form of harassment, verbal or physical humiliation, coercion or threat.
<p>Child/Forced/Slave Labour</p>	<ul style="list-style-type: none"> ● Prohibiting child, forced and/or slave labour. ● Providing decent remuneration in accordance with the national legal basis or the basis of the industrial sector.
<p>Workers' Rights</p>	<ul style="list-style-type: none"> ● Respecting national and international standards and conventions that concern the activity and the staff, in terms of their rights and duties. ● Respecting freedom of association and the right to collective bargaining.
<p>Good Corporate Environment</p>	<ul style="list-style-type: none"> ● Promoting a good working environment, characterised by good relations with colleagues, hierarchical superiors, and the latter with their subordinates, in a responsible and cooperative manner, favouring a good atmosphere, respect and good personal treatment.
<p>Safety, Health and Hygiene</p>	<ul style="list-style-type: none"> ● Ensuring compliance with safety, health, hygiene and welfare standards in the workplace, informing superiors whenever any irregular situation is detected that jeopardises the safety of people, facilities, equipment and goods in general.
<p>Environmental Protection</p>	<ul style="list-style-type: none"> ● Contributing to sustainable development and the preservation of the environment, favouring non-polluting practices and energy saving.

Protection of the Endutex Group's Image	<ul style="list-style-type: none"> Fighting attitudes and behaviour that could jeopardise the image or prestige of the Endutex Group.
Conservation of the Endutex Group's Assets	<ul style="list-style-type: none"> Safeguarding the protection and good condition of the company's assets, utilising the Endutex Group's resources efficiently, with a view to achieving the defined objectives and not for personal or other purposes.

2. ANTI-BRIBERY AND ANTI-CORRUPTION CODE OF CONDUCT

Bribery- It is offering, promising, giving, receiving or requesting an advantage as an incentive for a certain action. It is illegal and it is a breach of trust. A bribe is an incentive or reward offered, promised or provided in order to obtain a commercial, contractual, regulatory or personal advantage.

Corruption- Generally speaking, corruption is when a person in a dominant position agrees to receive an undue advantage in exchange for providing a service. Corruption can be active or passive, depending on whether the action or omission is carried out by the person who corrupts, or by the person who allows themselves to be corrupted.

One of the fundamental principles of the Endutex Group is to comply with the Anti-Bribery and Anti-Corruption Code of Conduct, which is addressed to all staff, partners and suppliers.

As such, the Endutex Group undertakes never to:

- Engage in any form of bribery, directly or through third parties;
- Offer, make or authorise an undue payment (in cash or otherwise) to any person, including any local or foreign authority anywhere in the world;
- Attempt to induce an individual or a local or foreign authority to act illegally or improperly;

- Offer or accept money or anything of value, such as gifts, tips or commissions, related to business or the adjudication of a contract, except under the terms and within the limits defined in internally approved policies;
- Offer or give any gift or consideration to any public official or government representative if there is no expectation or implication of a return on a business deal;
- Accept gifts from any business partner if there is any suggestion that the return of a favour is expected or implied;
- Facilitate payments to obtain a level of service to which one would not normally be entitled;
- Ignore or fail to report any evidence of undue payments to the competent authorities;
- Induce or assist another individual in breaking any applicable law or regulation.

III. COMPLIANCE PROGRAMME

The Endutex Group adopts a Compliance Programme, as well as the policies and procedures that complement it.

1. COMPLIANCE OFFICER

In this context, it has already appointed a Compliance Officer.



The Compliance Officer ensures the constant overseeing of the Compliance Programme, as well as its development and daily monitoring.



The Compliance Officer acts independently, permanently, with decision-making autonomy and all the necessary internal information, human and technical resources.



The Compliance Officer can be contacted, at any time, at the following e-mail address: rcn@endutex.pt

2. WHISTLEBLOWING CHANNEL

Under the General Regime for the Protection of Whistleblowers and the GRPC, the Endutex Group has implemented a Whistleblowing Channel, accessible to any staff member, for reporting offences and situations that harm the public interest.

The Endutex Groups guarantees that there will be no retaliation acts against those who report in good faith.

The Whistleblowing Channel of the Endutex Group is available, at all times, at: https://whistleblowersoftware.com/secure/Canal_Endutex_interno.

3. TRAINING

To ensure understanding of the Compliance Programme, including this Code of Ethics and Conduct, the Endutex Group has adopted a training programme.

IV. LIABILITY FOR NON-COMPLIANCE

Non-compliance with the rules and principles set out in this Code gives rise to different types of liability.

1. CIVIL AND FINANCIAL LIABILITY

Non-compliance with this Code may result in civil and/or financial liability, depending on the applicable legislation.

2. DISCIPLINARY LIABILITY

Non-compliance with the provisions of this Code constitutes a disciplinary offence and triggers the corresponding disciplinary procedure, under the terms of article 328 of the Portuguese Labour Code.

Possible disciplinary sanctions:

- a) Reprimand;
- b) Registered reprimand;
- c) Pecuniary penalty which, if applied to the worker for offences committed on the same day, may not exceed one third of the daily wage and, in each calendar year, the wage corresponding to 30 days;
- d) Loss of holiday days, which may not jeopardise the enjoyment of 20 working days;

- e) Suspension from work with loss of pay and seniority, not exceeding 30 days for each offence and a total of 90 days per calendar year; and
- f) Termination without severance pay or compensation.

With regard to members of governing bodies, it is the Compliance Officer's responsibility to assess the situation and propose the adoption of appropriate measures to the Board.

3. CRIMINAL LIABILITY

Criminal liability may be added to financial, civil and disciplinary liability.

In any case, the Endutex Group companies, as legal persons, will try to prove, in any eventual criminal proceedings, their contempt for any criminal acts and their concern for the principles, values and rules assumed in this Code, by demonstrating compliance with and implementation of the Compliance Programme.

The eventual non-application of criminal liability, in the terms mentioned, does not rule out any individual liability that may be applicable.

To better understand the criminal sanctions that may apply, consider the following table:

CRIME	APPLICABLE SANCTION
<p>Active corruption: 1) when someone, by themselves, or through an intermediary with their consent or ratification, gives or promises an official, or a third party with the latter's knowledge, a pecuniary or non-pecuniary advantage that is not due to the official, in order to achieve any act or omission contrary to the duties of the office (this is punishable as an attempt); or 2) anyone who, by themselves or, with their consent or ratification, through an intermediary, gives or promises a private sector worker, or a third party with the latter's knowledge, a pecuniary or non-pecuniary advantage that is not due to them, for any act or omission that constitutes a breach of their functional duties.</p>	<p>1) Article 374 of the Portuguese Penal Code: imprisonment of 1 to 5 years;</p> <p>2) Article 9 of Portuguese Law no. 20/2008 of 21/04: imprisonment of up to 3 years or a fine.</p>

<p>Passive corruption: a private sector worker who, by themselves or, with their consent or ratification, through an intermediary, requests or accepts, for themselves or for a third party, without patrimonial or non-patrimonial due, or the promise thereof, any act or omission that constitutes a breach of their functional duties.</p>	<p>Article 8 of Portuguese Law 20/2008 of 21/04: imprisonment of up to 5 years or a fine of up to 600 days.</p> <p>However, if the act or omission is likely to cause a distortion of competition or damage to a third parties' assets: imprisonment of 1 to 8 years.</p>
<p>Undue offer of advantages: when someone, by themselves or through an intermediary, with their consent or ratification, gives or promises to an official, or to a third party on the latter's recommendation or knowledge, a pecuniary or non-pecuniary advantage, which is not due to them, in the performance of their duties or because of them.</p>	<p>Article 372 of Portuguese Penal Code: imprisonment of up to 3 years or a fine of up to 360 days.</p>
<p>Trafficking in influence: when someone, by themselves or through an intermediary, with their consent or ratification, requests or accepts, for themselves or for a third party, a pecuniary or non-pecuniary advantage, or the promise thereof, in order to abuse their influence, real or supposed, with any public entity, national or foreign.</p>	<p>Article 335 of Portuguese Penal Code: imprisonment of 1 to 5 years or a fine.</p>
<p>Laundering: when someone: a) converts, transfers, assists or facilitates any operation of conversion or transfer of advantages – obtained by him or by a third party, directly or indirectly – arising from the commission of a certain set of <u>previous offences</u>, with the aim of concealing the illicit origin of these advantages, or of preventing the perpetrator or participant in these offences from being criminally prosecuted or subjected to a criminal reaction; or b) conceals or disguises the true nature, origin, location, disposition, movement or ownership of advantages derived from the commission of <u>previous offences</u>, or of the corresponding rights.</p> <p>The following are considered previous offences: a) pimping; b) sexual abuse of children or dependent minors; c) extortion; d) trafficking in narcotics and psychotropic substances; e) trafficking in arms; f) trafficking in human organs or tissues; g)</p>	<p>Article 368-A of Portuguese Penal Code: imprisonment of up to 12 years and a fine.</p>

trafficking in protected species; **h)** tax fraud; **i)** trafficking in influence; **j)** corruption; **k)** embezzlement; **l)** economic participation in a business; **m)** harmful administration in an economic unit of the public sector; **n)** fraud in obtaining or diverting a subsidy, grant or credit; **o)** economic and financial offences committed in an organised manner, using computer technology; **p)** economic and financial offences with an international or transnational dimension; **q)** sale, circulation or concealment of counterfeit products or items; **r)** offences punishable by a prison sentence of a minimum of more than six months or a maximum of more than five years.

Fraud in obtaining a subsidy or a grant: anyone who obtains a subsidy or grant: **a)** by providing the competent authorities or entities with inaccurate or incomplete information concerning themselves or third parties and concerning facts that are important for the award of the grant or subsidy; **b)** by omitting, contrary to the legal provisions of the grant or subsidy, information on facts that are important for its award; **c)** by using a document justifying entitlement to the grant or subsidy or facts that are important for its award, obtained through inaccurate or incomplete information.

Particularly serious cases: anyone who: **a)** obtains a grant or subsidy of a considerably large amount for himself or for a third party or uses false documents; **b)** commits the act by abusing his functions or powers; **c)** obtains assistance from the holder of a public office or employment who abuses his functions or powers.

Fraud in obtaining credit: anyone who, when submitting a proposal to award, maintain or modify the conditions of a credit intended for an establishment or company: **a)** provides inaccurate or incomplete written information intended to give them credit or which is important for the decision on the application; **b)** uses documents relating to the economic situation which are inaccurate or incomplete, in particular balance sheets, profit and loss accounts, general descriptions of assets or expert reports; **c)** conceals deteriorations in the economic situation which occurred in the meantime in relation to the situation described at the time of the credit application and which are important for the decision on the application.

Article 36 of Portuguese Decree-Law no 28/84 of 20/01: **imprisonment of 1 to 5 years and a fine of 50 to 150 days or imprisonment of 2 to 8 years.***

Article 38 of Portuguese Decree-Law no. 28/84 of 20/01: **imprisonment of up to 3 years and a fine of up to 150 days.**

If obtaining credit of a considerably high value: **imprisonment of up to 5 years and a fine of up to 200 days.***

* If the acts are carried out on behalf of and in the interests of a legal person, set up to carry them out, the court will order its dissolution in addition to the financial penalty.

V. FINAL PROVISIONS

1. INTERPRETATION

To ensure understanding of the Compliance Programme, including this Code of Ethics and Conduct, the Endutex Group adopts a training programme.

Any doubts regarding the interpretation of this Code, as well as the other documents that complement it, must be referred to the Compliance Officer who will analyse them and issue a clarifying opinion if deemed necessary.

However, no provision of this Code may be interpreted as restricting any legally protected right or interest.

2. MONITORING

If a breach of the Code of Ethics and Conduct occurs, the Compliance Officer draws up a report containing at least:

- a) The identification of the rules breached; and
- b) A The sanction(s) applied, in accordance with the provisions of Chapter IV of this Code.

3. REVISION

The Code of Ethics and Conduct is revised every 3 years and/or whenever there is a change in the duties or in the organisational or corporate structure of the Endutex Group companies that justifies its revision.

The revision of this Code is the responsibility of the Compliance Officer of the Endutex Group companies.

Whenever a revision results in an amendment to this Code, due publicity shall be ensured within 10 days of the revision.

4. PUBLICISATION

The Code of Ethics and Conduct is publicised within a maximum of 10 days of its implementation in the Endutex Group, and can be consulted at any time.