



CODE OF CONDUCT

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Message from Connor McCormack, CEO

The purpose of this Code of Conduct is to define the key values and principles formulated by the management of UTAC (hereinafter also known as the “Company”) as part of its development, so that the conduct of all employees (Executive Committee members, employees, temporary workers and interns) and stakeholders with whom UTAC has a business relation (specifically our business partners, our shareholders and the companies we invest in) can be guided by these core Company values and principles when it comes to ethics and corruption.

The principles set forth in this Code are not intended to supplant the applicable national and international laws the Company strictly adheres to. They are to be communicated to all permanent and temporary employees of the Company as well as its stakeholders.

Beyond compliance with national and international laws, we may face, in certain situations, issues or dilemmas regarding the application of our principles. The Company’s Code of Conduct has been devised to help us resolve these difficulties. The fundamental rule or rules that must guide our conduct are specified for each key area in relation to anti-corruption and other areas of governance.

This Code cannot anticipate all situations that we might face. The aim is to offer guidelines that help make decisions in accordance with UTAC’s core values and principles. In case of doubt, the immediate supervisor, the Compliance Officer or the Ethics Officer is the ethics advisor that should be consulted to determine the most appropriate response. The Compliance Officer can be reached at any time at: compliance@utac.com and the Ethics Officer at: ethics@utac.com

A whistleblowing process has been established. All employees can thus exercise their right to report, in a confidential manner, actual or potential violations of the Code of Conduct, particularly in relation to cases of corruption or influence peddling, and other areas of governance.

UTAC’s collective commitment can only endure through our individual commitment. This is in line with our company Values and therefore I thank you for your support.

Expertise



Trusted experts,
striving to be the very
best at what we deliver

Innovation



Progressive mindsets,
continuously innovating
and helping each other
succeed

Integrity



One team, always
doing the right thing,
with care and respect

1. PREAMBLE

Why a Code of Conduct?

UTAC's commitment

Our company is firmly committed to an Ethics and Compliance approach. Integrity offences are unacceptable and incompatible with our values, which support a zero-tolerance policy toward corruption. In order to enhance this vision and meet the requirements of all applicable international anti-corruption Law, our company must fulfil its obligations, which include in particular the deployment of a Code of Conduct dedicated, notably, to preventing and detecting corruption and other related offences.

Goals

This Code of Conduct explains how corruption risks may arise in the company's activities. It also provides answers to some questions that employees may have when they are confronted with situations presenting a risk of corruption. It specifies what is prohibited, what is allowed, and the cases in which employees must seek assistance.

This Code does not cover all of the situations that may be encountered. Each individual should use his/her common sense and systematically refer to the specific rules of their division or company, as appropriate.

Scope of application

The Code applies internally to all Executive Committee members, employees, temporary workers and interns in all countries in which the company operates, in accordance with international standards and local legislation. As a result, everyone in the company is responsible for ensuring that it is followed and applied in their day-to-day business activities.

The Code is applicable from February 1, 2022

We wish to ensure that the ethical principles designed to guide our activities are respected and will refer to the core values and principles of the Code in conducting its business.

Ethical approach in conducting business

An ethical approach to business in all circumstances will ensure sustainability.

UTAC management endeavours to inform the teams and stakeholders regarding this ethical conduct and to design the necessary tools, including this Code of Conduct, to consolidate the Company's culture and strive for excellence.

Distributed to employees and stakeholders, the Code of Conduct calls for compliance with professional ethics based on action and principles, and sets out the behaviours to follow or avoid when confronting potentially high-risk situations in connection with their professional activity.

Fight against corruption

UTAC has adopted a “zero tolerance” approach with respect to active or passive corruption and influence peddling. We have also pledged to prohibit all forms of corruption in the conduct of its activities and to comply with the international anti-corruption agreements. This is particularly the case for anti-corruption laws in those countries where it has business operations (specifically, in France - law no. 2016-1691 of December 9, 2016, known as the Sapin II law, in the UK – the Anti Bribery Act, in the US - the FCPA). This commitment applies to all employees, who shall refer to section 3 below for the various types of prohibited behaviours likely to feature in cases of corruption or influence peddling.

Impartiality / conflict of interest

UTAC is committed to preserve its professional judgement and act with impartiality. UTAC recognizes that the confidence in its deliverables is based on sound technical facts and transparent and auditable processes.

In particular, UTAC complies with latest versions of ISO standards, where applicable, for certification, inspection, calibration and testing activities:

- 17020 “Requirements for the operation of bodies performing inspection”;
- 17021-1 “Conformity assessment — Requirements for bodies providing audit and certification of management systems — Part 1: Requirements”;
- 17025 “General requirements for the competence of testing and calibration laboratories”

Code of Conduct training

The Code of Conduct is circulated to, and signed by, all employees and can be accessed on the UTAC intranet. Employees must receive a minimum amount of training regarding the Code of Conduct, particularly each new employees upon taking up their duties at UTAC, and all employees each time the Code is updated. Under UTAC’s Anti-corruption Compliance Program, each year all employees are asked to formally renew their individual commitment to act in accordance with the values and principles of the Code.

Policies, charters and procedures

The policies, charters and procedures referred to in the Code of Conduct are accessible to all employees on the UTAC intranet.

UTAC’s ethics advisors

Employees are free to consult their immediate supervisor, the Ethics Officer and the Compliance Officer for any question or request for advice regarding ethics in general and/or in relation to the implementation of this Code’s principles in particular. More specifically, the Compliance Officer’s role consists in explaining the concepts and/or operating rules or procedures to be followed (example: confirming whether or not an employee is in a situation of conflict of interest, confirming applicable procedures), while the Ethics Officer assists in the decision process for the most sensitive issues (example: defining the measures to be taken for a proven conflict of interest, designing adequate disciplinary regime). The Ethics Officer and the Compliance Officer together with the Chief Executive of the UTAC group sit on the Ethics Committee which gathers on a quarterly basis, unless circumstances otherwise require. The Ethics Committee oversees that the Code of Conduct is made available to all UTAC employees and adequately implemented across the UTAC group. The Ethics Committee makes decisions relating to the policies, charters and procedures referred to in the Code of Conduct.

2. THE PREVENTION OF CORRUPTION AND INFLUENCE PEDDLING, A UTAC PRIORITY

UTAC prohibits any act of corruption in the conduct of its business. This section seeks to clarify:

- the concepts of corruption and influence peddling; and
- the various types of prohibited conducts likely to feature in cases of corruption or influence peddling.

2.1 The concepts of corruption and influence peddling

What is corruption?

Corruption can be defined as:

- The act of an individual (vested with a public or private function) who carries out a duty or an activity in an inappropriate manner in return for an undue advantage, whether financial or not,
 - for personal profit or the profit of a third party,
 - with the “price” of the corruption being paid directly or by an intermediary, to the corrupt individual or to a third party.

International criminal law distinguishes between two kinds of corruption: (i) **active corruption**, which is the act of the corrupter, whether the latter seeks or accepts the corruption, and (ii) **passive corruption**, which is the act of the corrupted individual, whether the latter solicits or accepts the unlawful advantage.

Specifically, **active corruption** is the act for any person of proposing or accepting at any time, directly or indirectly, to/from a native or foreign public agent ¹ or a private individual (as part of a professional or social activity, a management function, or a work for a natural person or legal entity) offers, promises, donations, gifts or any other benefit, for themselves so as to carry out or abstain from carrying out an act relating to his/her/their duties, assignments or mandate, or made possible by their duties, assignments or mandate .

International criminal law punishes crimes of corruption and influence peddling with sentences of imprisonment and significant financial penalties for the company and/or individuals

What is influence peddling?

Influence peddling is the act, by any person, of soliciting or accepting at any time, directly or indirectly, offers, promises, donations, gifts or benefits of any kind for themselves or others for abusing or for having abused his or her real or supposed influence with a view to obtaining from an authority or public administrative body distinctions, employments, contracts or any other favourable decision. While corruption covers a corrupted-corrupter relationship, influence peddling applies to a relationship of three people. A person with real or supposed influence on certain individuals lets a third party benefit from this influence in return for an advantage granted by the latter (e.g. favourable public authority decisions, the awarding of contracts and/or confidential information, etc.).

¹ Person holding public authority, discharging a public service mission, employee of a state-owned company, etc.

2.2 What UTAC employees should do

The principle set forth by UTAC of rejecting all forms of corruption or influence peddling covers both persons who qualify as public agents and persons from the private sector, in all geographies where the Company conducts business. In their interactions with UTAC's stakeholders (public agents and persons from the private sector), employees may be confronted with situations of risk, for which they shall scrupulously comply with the principles governing behaviour as defined below:

Fundamental principles



Fundamental principles – We will:

- **Not propose, offer or promise, any advantage, financial or not, directly or via a third party, to a person** (a public agent or a person from the private sector), for this person or for another one, **so as to conclude or maintain a commercial transaction, or so as to get the person to carry out or abstain from carrying out an act relating to his/her/their duties, assignments or mandate, or made possible by their duties, assignments or mandate.**
 - o By way of illustration, the following are strictly prohibited:
 - *The payment of “bribes” (sum of money or gift offered to influence a decision);*
 - *The payment of hidden or illegal commissions to third parties;*
 - *The acceptance of commissions from third parties (unless expressly authorized by an Executive Board member as part of a legitimate transaction).*
- **Not respond to solicitations from any person** who, claiming influence on a public or private agent, **offers to use his or her influence with a view to obtain any favourable decision** (e.g. contracts, permits, authorizations, commercial terms and conditions, etc.).
- **Not grant an advantage, financial or not, to a public agent soliciting such an advantage so as to carry out an administrative formality** in the area of responsibility of the public agent, and that UTAC could legitimately be eligible for through normal legal avenues (e.g. permits, authorizations, legal proceedings, etc.).
- **Not request, accept or receive any advantage, financial or not**, for one's own benefit or that of a close person, in return for a decision or an act in the performance of one's duties that is contrary to the principles of independence and defence of UTAC's interests.

Gifts and invitations

In the context of courteous and professional relations with UTAC business partners and stakeholders (clients, vendors, service providers, consultants, intermediaries, etc.), employees may at times offer or receive gifts or invitations.

By “gift”, we mean any payment or item received without paying its actual market value.

By “invitation”, we mean services relating to entertainment and acts of hospitality, particularly in the following forms: social leisure activities (receptions, public relation events, etc.), entertainment (shows, sporting events, etc.), accommodation (hotel, etc.), travel (flight, train, vehicle, etc.), catering (meals, beverages, etc.), training, etc.



Gifts and invitations – We will:

- **Not accept a gift or invitation for an estimated value exceeding €100, without the prior validation of a senior manager.**
- **Not accept a gift or invitation that does not comply with UTAC’s Gifts, Donations and Hospitality procedure**, particularly because its nature or value could place you in a situation of obligation vis-à-vis the third party that offered the gift or invitation, or could potentially influence one’s decision-making.
- **Not solicit gifts or invitations** for oneself or a close person.
- **Not propose or offer gifts and invitations to a third party** in situations that might suggest there is an intention to influence this third party to obtain an undue advantage in return.
 - o By way of illustration, the following situations are particularly at risk:
 - *Tender or contract renegotiation periods,*
 - *Beneficiaries: public agent, target investment partner, managers/employees of a target (investment opportunity), representatives of investment banks, etc.,*
 - *Unusual frequency of gifts/invitations above generally accepted standards*
 - *Value of gifts and invitations that individually exceeds €100,*
 - *Gift or invitation that does not comply with local legislation.*

“Facilitation payments”

Facilitation payments are unofficial payments in small amounts to public agents, intended to facilitate or guarantee the success of simple procedures or necessary acts the payer has a right to expect, whether this right has a legal or other basis (examples: customs clearance, permits (construction, operating, etc.), working visas and permits for expatriate employees, licenses (regulated investment activities, etc.), filing and registration of administrative documents, etc.).

Facilitation payments are illegal in many countries, and are strictly prohibited by UTAC. In circumstances that involve an imminent threat to health or safety, employees shall not decline to make a facilitation payment, and shall immediately inform his or her immediate superior, the Ethics Officer or the Compliance Officer.



Facilitation payments – We will:

- **Not attempt to conceal a facilitation payment** (in an expense claim for example).
- **Not use intermediaries** for procedures or acts prohibited by UTAC.
- **Not agree to make payments to public agents without a receipt or voucher** from the public service in question.
- **Not encourage managers/employees** to use facilitation payments (including via intermediaries) with a view to accelerating administrative procedures in certain geographies for example.

Donations, patronage and sponsoring

Gifts and payments made by UTAC in UTAC's name as part of donation, patronage and sponsoring activities must comply with UTAC's **Gifts, Donations and Hospitality procedure**.

- Donation: means of granting, for a charitable purpose, a sum of money, goods or services, without expecting any benefit in return from the beneficiary.
- Patronage: material support provided, without benefit in return from the beneficiary, to a charity or a person to carry out activities of a general interest.
- Sponsoring: financial or material support provided to an event, a product or a person by a partner with a view to obtaining in return a direct benefit in terms of exposure and image.

Donations, patronage and sponsoring activities represent a risk insofar as they may conceal an undue advantage for a third party, and could thus be considered as direct or indirect corruption. This risk is increased when the beneficiary activities are closely related to public agents (including political figures) and/or to close persons.



Donations, patronage and sponsoring – We will:

- **Not propose or make a donation/engaging UTAC in patronage or sponsoring activities with a view to influencing a decision or obtaining an undue advantage** in favour of UTAC.
- **Not directly or indirectly, engage UTAC in an activity, of whatever nature, that supports a political party**, or making reference to their affiliation to the Company in political activities.
- **Not make a donation that is prohibited under legislation/local regulations.**
- **Not engage UTAC in an operation (donation, patronage or sponsoring) while being aware of a recognized or potential conflict of interest.**

UTAC has designed an Anti-corruption Compliance Program based on a set of policies and procedures that details the principles and rules that must guide the conduct of all employees. They complement the fundamental principles set out in this Code of Conduct. All employees receive training in order to facilitate the ownership and the implementation of the Anti-corruption Compliance Program's principles and rules.

Any doubt regarding the conduct to follow or avoid should be taken up with one's immediate supervisor, and the Compliance Officer.

In addition, pursuant to UTAC's whistleblowing, procedures (see details on the UTAC intranet), all employees can exercise their right to report, in a confidential manner, actual or potential instances of violation of the anti-corruption Code of Conduct, particularly in relation to cases of corruption or influence peddling.

Interest representation / Responsible lobbying

When interacting with public authorities regarding the Company's position on general interest issues relating to its activities, UTAC and its employees pledge not to seek undue political or regulatory advantage and to demonstrate integrity in their relations with public representatives and organizations. Similarly, UTAC and its employees undertake not to pay directly or indirectly a commission or any form of remuneration for services rendered, when such payments are intended to remunerate a member of government or any other public agent with a view to obtaining a favourable decision or undue advantage for UTAC.

The conditions under which UTAC and its employees can undertake lobbying activities or interact as interest representative with public officials are strictly regulated as per the Interest Representation Charter published by the French High Authority for Transparency in Public Life. In order to ensure that relations with public officials are transparent, these persons (natural or legal) entitled to qualify as interest representative and associated interests they defend must be clearly identified and are subject to reporting and ethics obligations and to sanctions where necessary.

These are persons whose activity is to influence public decision-making as a main or regular occupation, (i) either as managers or employees who devote more than half of their time in activities (on their own initiative) where they engage with public officials, such as a government member, an MP or a senator, with a view to influencing one or several public decisions, and particularly one or several legislative or regulatory measures, or (ii) managers or employees who communicate (on their own initiative) with public officials, at least ten times over the last twelve months.

In France, interest representatives are subject to three main obligations: registration as an interest representative on the digital platform of the High Authority for Transparency in Public Life, compliance with a code of ethics, and annual disclosure of the details of their activities as interest representatives to the High Authority.

3. OUR BUSINESS PARTNERS

UTAC expects its vendors, service providers and other third parties to aware of and comply with the provisions of its Code of Conduct.

Equally, UTAC ensures that the interests of each party are respected pursuant to clear and fair contractual terms. UTAC wishes to establish and maintain effective and ongoing relations based on trust and mutual respect, while paying particular attention to the independence of its providers.

UTAC aims at ensuring rules and strategies of its tendering processes are transparent, and bidding companies are fairly treated. UTAC prohibits itself from agreements or conduct that could qualify as anti-competitive practices.

In their business relationships, employees are prohibited from offering or accepting any favour, financial advantage or other rewards, unless they are common acts of courtesy or hospitality to which sections above apply.

UTAC expects its vendors, service providers and other third parties to comply with the provisions of all extraterritorial anti-corruption laws that are in force (specifically Sapin II Law, the FCPA and the UK Bribery Act).

4. OTHER BUSINESS ETHICS PRIORITIES FOR UTAC

Fair Competition

UTAC believes in open and fair competition and complies with all competition and anti-trust laws.

We act independently in all pricing and commercial decisions. We will never co-ordinate with competitors or suppliers in a way that could seek to unfairly limit competition.

We develop our commercial strategies and pricing plans using market intelligence from legitimate sources and our own independent analysis. UTAC employees can seek help on this issue from our Legal Director/Compliance Officer.



Fair Competition – We will:

- **Not make formal or informal arrangements with competitors which results in unfair competition**
- **Not share commercially sensitive information with competitors**
- **Not discuss pricing strategies or future commercial strategies with competitors**
- **Not agree arrangements or enter collaboration agreements with competitors without seeking Legal guidance first**

Impartiality

Impartiality means acting with objectivity.

UTAC recognizes that the decisions we make may have important implications for our customers' personnel and organizations and that we may therefore be subject to technical, financial or commercial pressures.

UTAC recognizes that being impartial, and being perceived as such, is necessary for a certification, inspection and testing body to provide certifications and services that inspire confidence.

UTAC is committed to conducting its business independently and impartially and in accordance with international standards.

In order to preserve this commitment and its reputation, UTAC implements specific measures: We conduct regular risk assessments on impartiality, conflicts of interest and corruption, and where necessary, action is taken.

Each employee is individually committed to implementing UTAC Code of Conduct and to declaring any situations of which he/she is aware that could create a conflict of interest for him/her or for UTAC. Each manager is entitled to take any appropriate measures to resolve the situation.

UTAC employees can seek help on this issue from our Compliance Officer.



Impartiality – We will:

- Keep our professional judgement clear of any conflict of interest or any influences that may adversely affect our professional judgement
- **Not allow our business decisions to be influenced by third parties, conflicts of interest (e.g: self-interest, self review, intimidation, familiarity) and the like**
- **Always take decisions with impartiality, based on documented and traceable information**
- **Analyse and Manage any situation of potential conflicts of interest by taking appropriate actions.**

Trade Compliance & Export Controls

Our services and business information is exported globally, doing so legally is critical for our business. We will comply with all applicable export control, sanctions, customs laws and regulations. We will ensure controls; policies and procedures are in place to support the lawful export of our goods, services, information and technologies.

UTAC employees can seek help on this issue from our Compliance Officer.



Trade Compliance & Export Controls – We will:

- **Not breach export and import laws and regulations**
- **Comply with sanctions and embargoes and the company's specific policies when doing business with entities in other countries**
- **Be aware what we are exporting, where it is going, the end use and who the final user is.**

Environment

Working in an environmentally sustainable way is good for us all and is becoming a requirement of many of our customers and from the communities where we work.

We will comply with all environmental laws and regulations that apply to our business. We will strive to minimise the impact of what we do upon the environment in which we operate. We strive to grow sustainably whilst taking care of the environment across our business.

UTAC employees can seek help on this issue from our HSE Managers and Compliance Officer.



Environmental – We will:

- **Not breach environmental policies that apply to you**
- **Speak up or report any contravention of our policies if we become aware of any**

Health & Safety

Everyone has the right to a safe and healthy working environment. The health and safety of our teams is a key priority for UTAC. We will constantly strive toward this goal.

We set high standards for protecting the health and safety of others and ourselves. We expect the same from our customers and suppliers.

UTAC employees can seek help on this issue from our HSE Managers and Compliance Officer.



Health & Safety – We will:

- **Follow Health & Safety policies covering our role and location**
- **Complete the competence training required for our role**
- **Take personal accountability to help protect and enhance health and safety for all UTAC employees**
- **Not put ourselves and others at risk from their actions or inactions**
- **Report if we see or suspect unsafe working practices.**
- **Actively support learning from incidents, near misses and unsafe acts or conditions**

Working Culture and Employment Practices

The culture we create for employees in our business is a key priority for UTAC and will help us to achieve our objectives and grow our business.

We continually aim to create a respectful working culture that is open, inclusive, and free from any kind of bullying, harassment or discrimination.

We will continually assess our practices to ensure we promote a diversity of background, experience and thought within our teams. We hire, retain and promote employees based on merit and will not allow any form of discrimination in our decision making.

We strive to provide fair opportunity and reward for all employees in line with our policies and living our values.

UTAC employees can seek help on this issue from our local HR teams.



Working Culture and Employment Practices – We will:

- **Not make job role decisions on anything other than merit, ability and demonstration of our Values**
- **Speak up if you observe bullying, discrimination or inappropriate behaviours**
- **Respect differences and contribute to an environment that is genuinely inclusive**
- **Personally leading by example**

Data Privacy

It is our responsibility to treat any personal data in our possession with a duty of care.

We comply with all applicable privacy laws. We only process personal data for legitimate business purposes. We keep personal data confidential and secure and report and notify any incidents. We respect the privacy rights of individuals.

UTAC employees can seek help on this issue from our Compliance Officer.



Data Privacy – We will:

- **Not process personal data in a way that breaches the terms of our Data Protection Policies.**
- **Report any known or suspected breaches of the Data Protection Policies.**

Conflicts of Interest

We must not let any personal interests impact the quality of our decision making for our business.

We avoid conflicts of interest in our business. Regardless of position, all conflicts or potential conflicts, shall be disclosed and reviewed in advance of any decisions that would impact our business interests.

We will manage conflicts of interest through disclosure and removal from connected decision-making as appropriate.

We understand conflicts can come in many different forms, for example:

- Financial or family interests in competitors, customers, suppliers or other business partners
- Using the company's assets for personal gain
- Hiring, managing or supervising a relative or relationship partner
- Awarding business to yourself, a relative, relationship partner or close associate

UTAC employees can seek help on this issue from our Compliance Officer.



Conflicts of Interest – We will:

- **Declare and discuss any conflicts or potential conflicts**
- **Record any conflicts or potential conflicts in accordance with group policies**

Human Rights & Modern Slavery

A sustainable business must protect human rights and prevent modern slavery.

- We conduct our business in a way that respects the rights and dignity of people.
- We adhere to all laws relating to human rights and modern slavery
- UTAC employees can seek help on this issue from our Ethics Officer and Compliance Officer.



Human Rights & Modern Slavery – We will:

- **Not engage in any activity that does not support human rights or allow people to work for us directly or indirectly freely and safely**

Intellectual Property

We must protect our innovations and intellectual assets and recognise and respect those of others.

- We must respect and protect the intellectual property and innovations we hold and create in our business
- We safeguard our valuable information and are aware of external threats that may exploit or take this from us
- We respect intellectual property and valuable information of others and only use it and store it with the correct authorisation.
- UTAC employees can seek help on this issue from our Compliance Officer.



Intellectual Property – We will:

- **Respect and safeguard our valuable information, innovations and intellectual property**
- **Treat them as the valuable assets they are**
- **Respect 3rd party intellectual property**

Use & Safeguarding of Company Assets

Our assets enable us to operate safely and efficiently and to grow our business. Our technologies, intellectual property, sensitive information, financial and physical assets are vital to our business and we protect them from unauthorised use and disclosure.

We work to obtain the best value from our assets by using them properly and protecting them from misuse.

UTAC employees can seek help on this issue from our Legal Director or the Compliance Officer.



Use & Safeguarding of Company Assets – We will:

- **Act to protect company assets**
- **Not use company assets for personal use or gain without appropriate authorisation**
- **Report any mis-use of company assets**
- **Not dispose of company assets, unless done in accordance with company procedures and policies**

Information Security

We must protect our information, which is at the centre of our business. We commit to handle business and personal information responsibly and in compliance with all applicable laws and customer requirements. We strive to protect all information, systems, applications, network and devices from external threats.

We do not tolerate the use of our business information systems and assets to access, store or transmit anything considered to be offensive or inappropriate

UTAC employees can seek help on this issue from our Compliance Officer.



Information Security – We will:

- **Not engage in any inappropriate use of information**
- **Protect the information in our care**
- **Not use our business information systems and assets to access, store or transmit any information considered to be offensive or inappropriate**

5. ETHICS IMPLEMENTATION

5.1 Training, assessment of the anti-corruption Code of Conduct's application and disciplinary regime

The Code of Conduct is circulated to all employees and can be accessed on the UTAC intranet. All employees must receive one training on the anti-corruption Code of Conduct at a minimum, and particularly each new employee upon taking up their duties at UTAC, and all employees each time the Code is updated. Under UTAC's Anti-corruption Compliance Program, each year all employees are asked to formally renew their individual commitment to act in accordance with the values and principles of the Code.

In order to gauge the commitment level of its employees, UTAC requires all employees to undertake mandatory annual e-learning. Management will verify employees' adherence to the anti-corruption Code of Conduct and investigate any alleged breach. During these inquiries, employees will be asked to provide all relevant explanations and inform UTAC management of the relevant facts brought to their attention. The effectiveness of the Anti-corruption Compliance Program is regularly evaluated. The evaluation process specifically examines the application of the principles and rules enacted by the anti-corruption Code of Conduct.

Breaches of this Code may lead to disciplinary proceedings and, where applicable, sanctions which can go as far as termination of employment.

How do you determine whether a situation presents an ethics problem?

Sample questions to ask yourself:

Is this action/decision legal? Does it conflict with the Company's interests? Does it have a negative impact on stakeholders? What impact would it have if it were mentioned in a press article? How will it be perceived in five years?

It is the responsibility of immediate supervisors to assist employees in resolving the difficulties they may face.

5.2 Procedure to follow in the event of non-compliance with UTAC's ethics

We should all be an active participant in preventing and detecting risks of ethics breaches within the Company. If there is any doubt about a potential violation of this Code, each employee is asked to seek advice from his or her immediate supervisor, the Ethics Officer, or the Compliance Officer.

In addition to the consultation process mentioned above, all employees may exercise their right to report unethical behaviours pursuant to the whistleblowing procedures introduced by UTAC. This right allows employees to report violations of domestic law and international agreements or serious threats or harm to the general interest, as well as conducts or situations that are contrary to the Company's Code of Conduct. The strict framework governing UTAC's whistleblowing procedures has been secured and aims at guaranteeing the confidentiality of any alert from an employee acting as a whistleblower. The employee shall not be subject to any sanction or discrimination measure provided that he or she acted in good faith, without intention to cause harm, even if the reported facts prove to be inaccurate or if no further action is taken – provided that the employee rigorously respects the provisions of the whistleblowing system set by UTAC.

Signed:



Connor McCormack
Group CEO, UTAC

Date: 23/6/23

Expertise



Trusted experts,
striving to be the very
best at what we deliver

Innovation



Progressive mindsets,
continuously innovating
and helping each other
succeed

Integrity



One team, always
doing the right thing,
with care and respect

CODE OF CONDUCT – Quick Guide

How the code applies

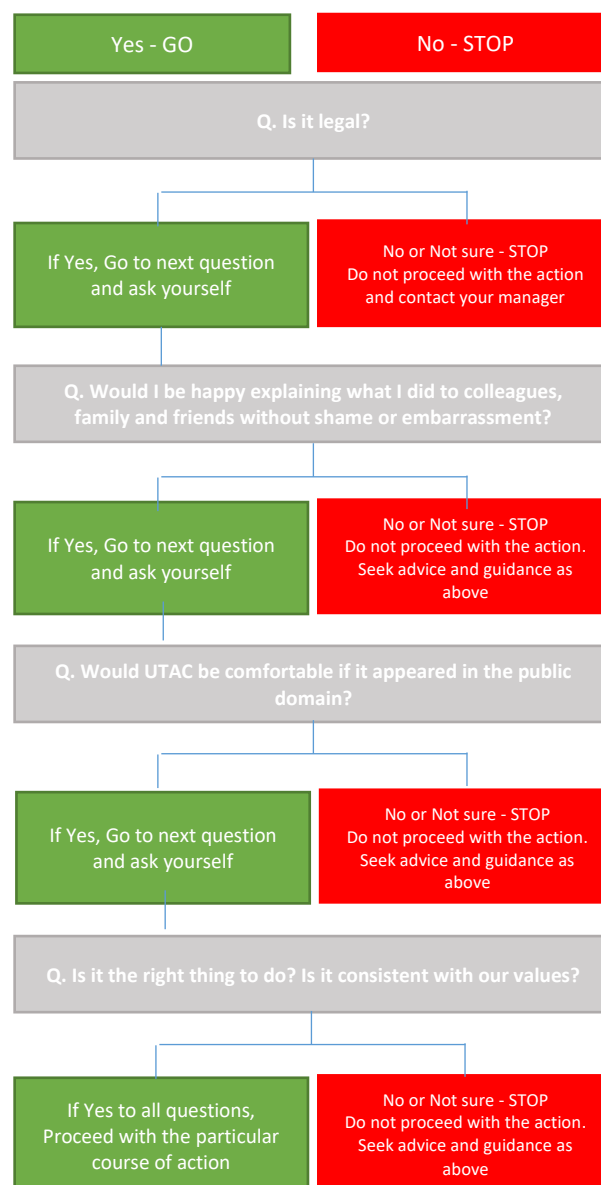
- The code applies to all UTAC employees
- All employees are required to be familiar with the code and apply it in their everyday work
- Failure to comply with the code may result in disciplinary action
- Employees are encouraged to report any suspected breaches of the code
- UTAC will actively support anyone reporting genuine concerns

The Code – Key Points

- As a minimum, we will comply with all relevant laws and regulations that apply to us in the jurisdictions in which we operate.
- UTAC has a zero tolerance approach to unethical behaviour, including but not limited to, fraud, bribery and corruption in any form.
- We will not accept, offer or provide inappropriate hospitality or gifts.
- We will avoid conflicts of interest where possible and disclose any which may arise.
- We value the contributions of all UTAC colleagues and respect each other's differences, treating each other fairly and with courtesy and understanding.
- We endeavour at all times to protect and respect the confidentiality of company, colleague, customer and supplier data, intellectual property and physical assets.
- We treat all our suppliers with fairness and integrity, regardless of the value of the transaction or the longevity of our relationship.
- We will never compromise on health and safety.
- We aim to be highly responsible and proactive in our management of environmental issues.
- We do not make donations to political parties and colleagues must not allow any personal political affiliations to be attributable to the Group by using the UTAC name, resources or time.
- We will respect and safeguard our valuable information, innovations and intellectual property.
- We will protect company assets.
- We will not engage in any activity that does not support human rights or allow people to work for us directly or indirectly freely and safely.
- We will not make formal or informal arrangements with competitors which results in unfair competition.
- We will not make job role decisions on anything other than merit, ability and demonstration of our Values.
- We will not propose, offer or promise, any advantage, financial or not, so as to conclude or maintain a commercial transaction, or so as to get the person to carry out or abstain from carrying out an act relating to his/her/their duties, assignments or mandate, or made possible by their duties, assignments or mandate.
- We will not respond to solicitations from any person who, claiming influence on a public or private agent, offers to use his or her influence with a view to obtain any favourable decision.
- We will not grant an advantage, financial or not, to a public agent soliciting such an advantage so as to carry out an administrative formality in the area of responsibility of the public agent, and that UTAC could legitimately be eligible for through normal legal avenues.
- We will not request, accept or receive any advantage, financial or not, for one's own benefit or that of a close person, in return for a decision or an act in the performance of one's duties that is contrary to the principles of independence and defense of UTAC's interests.

Applying the code

This decision tree is designed to help you decide whether a course of action is correct and can be used as a quick way of ascertaining what to do



In the event you witness or reasonably suspect any person to act in breach of any of the Key points provided in the Code, please report these facts via the whistleblowing platform at: www.safecall.co.uk/clients/utac or by calling one of the local numbers provided at www.safecall.co.uk/freephone