


# Code of Ethics and Conduct of Noesis

Social Responsibility and Ethics



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## Message from the Board

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## 1. Message from the Board

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We believe that integrity, ethics and respect are fundamental to the success of our organisation and, therefore, our Code of Ethics and Conduct is an essential guide to direct our actions within and outside the work environment.

This document, approved by the Board of Directors of Noesis, reflects our truest values and principles, highlighting the commitment to act with honesty, transparency and responsibility in all our interactions with our Stakeholders: employees, partners, clients, suppliers, shareholders and the community.

The Code of Ethics and Conduct has clear guidelines on topics including personal responsibilities, integrity, respect for human and labour rights, and corporate social responsibility, among others. It is essential to use these guidelines to ensure a healthy, diverse, equitable, inclusive and ethical working environment. Therefore, it works as a clear instrument for strengthening corporate culture.

Compliance with our Code of Ethics and Conduct is everyone's responsibility. In case of doubt on how to act in a certain situation, the Legal Department is available for any clarification. A Reporting Channel is also available for anyone to use. The complaints forwarded to us will be treated with the utmost responsibility and confidentiality, always preserving the whistleblower.

We count on everyone to be recognised as an organisation governed by the highest standards of ethical conduct. Together, we can build an organisation based on solid values and achieve sustainable success.

Alexandre Rosa

CEO Noesis



## Object and Scope

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## 2. Object and Scope

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This Code intends to systematise in a single instrument the excellence practices of Noesis, in favour of its clients, suppliers, employees and shareholders. In this Code, we have systematised a set of ethical and deontological rules to be observed by all employees in their relations with other employees, customers, suppliers and other stakeholders.

We also consider that the compliance of our performance in the market, with international conventions and Portuguese legislation, is the basis of sustainability of our business. It ensures that Noesis' businesses are performed with high standards of excellence, promoting and encouraging behaviours that reflect its values, contributing to the success of the company and consolidating Noesis' institutional image.

This Code applies to all employees of Noesis and its subsidiaries, whatever their legal relationship with the company, their hierarchical level, their function, their geographical location, whichever Group company they provide their services for. Noesis means the companies that relate to Noesis Global SGPS, S.A. in any of the situations of dependence set forth in article 482 of the Commercial Companies Code or regulation replacing it.



# Mission, Vision and Values



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## 3. Mission, Vision and Values

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### 3.1. Mission

To design, develop, implement and test innovative technological solutions that enhance the development of our clients and society. We believe that our success results from the well-being of our talents and all those who collaborate with us and, therefore, we also have the philosophy of building a trustful environment where they feel fulfilled, integrated and active in the Noesis culture.

### 3.2. Vision

To be a reference of excellence and innovation in the technology sector through the development of differentiating solutions, that drive the sustainable growth of our clients, partners and society.

### 3.3. Values

#### 3.3.1. Transparency

We promote a **culture of transparency**, where **decisions are taken based on objective criteria**, where the competence and performance of our talents are the main guidelines. We value assertive communication and motivate each employee to share their vision.

#### 3.3.2. Responsibility

At Noesis, we have a responsible approach towards our talents, our clients, our partners, stakeholders and in the community where we operate. We are ambitious and, therefore, decisions are properly thought out **to ensure the sustainability of the organisation and the well-being of the employees**. Social responsibility is part of Noesis' culture and strategy, since it generates value to the whole community. We promote actions aimed at environmental protection and the sustainable use of resources, and we develop partnerships with social solidarity institutions, encouraging our talents to participate in these initiatives.

#### 3.3.3. People

**Our success is the success of each of our talents**. It is our talents that ensure excellence in responding to our clients. We promote the evolution of our people through a collaborative spirit, stimulating **mutual help and valuing the constant sharing of knowledge in the teams**. We are permanently aligned with our employees' development expectations and we seek to support them in their achievement through training and certifications.

We are demanding on the quality of the work produced and, therefore, we encourage the balance between personal and professional life, respecting the deserved rest periods of our talents. We provide complementary benefits adjusted to the life cycle of employees.

### 3.3.4. Innovation

At Noesis, we are permanently aware of trends and we adjust ourselves to respond with quality to new challenges. We are constantly **aligned with the most innovative offers on the market**, both through our know-how and by establishing partnerships. We offer **continuous on-the-job training and professional development to enhance our talents**, empowering them to meet future demands. We seek **new clients and explore new markets**. We encourage the **creative and innovative spirit** of our talents, welcoming their ideas and working to make them feasible and able to make a difference in society.

### 3.3.5. Diversity & Inclusion

We believe that promoting **diversity and inclusion is beneficial for everyone**: our talents, our culture of innovation, our customers and our partners. We encourage our talents to celebrate their uniqueness. At Noesis, the **people are worth for their competence and performance and for their ability to contribute to the good environment of the team**. We reject any prejudiced or discriminatory behaviour based on subjective information. We promote a work environment where everyone respects each other, knows how to integrate and make the most of each person's differences.



## Commitment to Stakeholders

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## 4. Commitment to Stakeholders

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### 4.1. Employees

Noesis expects all employees to comply with the rules set out in this Code in the exercise of their duties and regardless of hierarchical relationships. It is expected that this Code will assist employees in their professional development through the adoption of a behaviour of excellence based on the principles of ethics, transparency and responsibility.

### 4.2. Clients

Noesis has a posture of total transparency and loyalty towards its clients, always valuing service excellence, without prejudice to the company's values.

In its activity, Noesis hopes to contribute to the confidence of its clients, responding to their needs in a responsible way and fulfilling their goals.

### 4.3. Suppliers

Noesis selects suppliers who share the same values set out in this Code. Supplier selection criteria are transparent, based on merit and quality of service.

### 4.4. Shareholders

The creation of value for shareholders is done in a sustained and long-term manner, without prejudice to the company's values, guaranteeing the accuracy of the information provided to shareholders.

### 4.5. Community

Noesis adheres to the principles of social and environmental responsibility. Noesis hopes to contribute to the progress and well-being of the communities where it develops its activity, namely through initiatives within those communities.



# Compliance with Legislation

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## 5. Compliance with Legislation

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The performance of Noesis is based on compliance with the legislation and regulations applicable in the markets where it operates.



# Personal Responsibilities

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## 6. Personal Responsibilities

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### 6.1. Complying with our Code

The reputation of Noesis depends not only on the performance of its Governing Bodies, but also on the performance of each of its employees. They are each expected to comply with this Code.

For Noesis it is fundamental that all its members understand and adopt the concept of "behaving with unquestionable integrity and in accordance with the Code of Ethics and Conduct". The management of Noesis aims to promote a deep culture of integrity and ethical behaviour that all professionals are responsible for maintaining.

### 6.2. Leading by Example

It is the responsibility of each employee to act in an ethical manner, in compliance with this Code and that each one can be an example to the others.

Employees must carry out their functions in an appropriate and ethical manner, seeking to excel and maintain courtesy, respect and transparency in their relations with other employees, customers and suppliers. Employees must avoid situations that may jeopardise their suitability, independence and impartiality, observing their duties of diligence and care in the exercise of their functions.

### 6.3. Seeking Guidance and Notifying Issues

We invite each one of us to consult this Code and, in cases where any matter is unclear or there is any doubt about the Code itself, the employee is expected to contact the **Legal Department** to seek advice. The same is expected in the event of any non-compliance with the principles set out herein – whereby they are expected to be reported to the Harassment Protection Committee or the **Legal Department, as applicable**.

The company's values are what distinguishes Noesis. Please contact:

For questions regarding labour harassment: [assedio@noesis.pt](mailto:assedio@noesis.pt)

For questions related to the other principles of the Code: [ethics@noesis.pt](mailto:ethics@noesis.pt)

### 6.4. Non-Retaliation

The employee will not be subject to disciplinary or other retaliation in cases where he/she legitimately and in good faith raises questions about the interpretation or implementation of this Code.

Noesis assumes that the employee **will be protected against** any form of retaliation, namely:

- a) The disclosure of their identity, except to those whose duty it is to receive and investigate the complaint;
- b) Suspension, dismissal or equivalent measures;



- c) Relegation or no promotion;
- d) Change of functions, change of workplace, reduction of wages and change of working hours;
- e) Refusal to train;
- f) Negative performance evaluation or negative reference for employment purposes;
- g) Imposition or administration of any disciplinary measure, reprimand or other sanction, including financial;
- h) Coercion, intimidation, harassment or ostracisation;
- i) Discrimination, disadvantage or unfair treatment;
- j) Failure to convert a temporary contract of employment into a permanent contract, where the worker had legitimate expectations that permanent employment would be offered;
- k) Non-renewal or early termination of a temporary employment contract;
- l) Damage, including to reputation, namely on social media, or financial loss, including loss of business and loss of income;
- m) Blacklisting, on the basis of a formal or informal industry-wide agreement, which may imply, in the future, the impossibility for whistleblowers to find employment in the sector or industry;
- n) Early termination or rescission of the contract for the supply of goods or provision of services;
- o) Revocation of a licence or authorisation;
- p) Referral for medical psychiatric treatment.



**Integrity**

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## 7. Integrity

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### 7.1. Financial Matters

Noesis complies with national legislation prohibiting money laundering and the financing of terrorism.

Employees who deal with clients must ensure that they are doing business with reputable clients, for legitimate purposes and with legitimate funds. If you suspect illegal activities, you should report them.

Noesis' employees and members of Noesis' Governing Bodies will act with honesty, integrity and impartiality in their relations both within the organisation and in external relations, and in particular:

**They shall avoid the formalisation of any contract that could entail or constitute a conflict of interest between their personal activities and those of the company.**

The financial statements are true and reflect the activity of Noesis, complying with the accounting and reporting principles and rules commonly accepted.

### 7.2. Corruption and Bribery

**Bribery is accepting or offering anything of value with the intention of obtaining a business or personal advantage illegitimately.**

Noesis condemns any acts in which we offer or accept compensations or benefits that influence (or try to influence) other people's behaviour in order to obtain advantages for Noesis or its employees. The practice of acts of corruption, whether passive or active, through acts or omissions, is prohibited.

The employees of Noesis and the members of the Governing Bodies in the development of their professional activity shall not accept or perform, directly or indirectly, invitations, presents, gifts or unjustified advantages to clients, national or foreign public officials, authorities, staff of other companies, competitors, political parties, suppliers, which involve any form of bribe or commission or which may generate the appearance that a certain obligation is derived and due from the receipt or delivery of said invitations, presents, gifts or advantages. The prohibited activities expressly include the offer or promise, direct or indirect, of any type of undue advantage and any form of concealment of the principal offer, as well as influence peddling.

Notwithstanding the above general rule, **it is permitted to accept** and make gifts and invitations deemed of *courtesy or commercial service*. The following should be understood as such:

- i. Advertising gifts worth less than €50.
- ii. Invitations whose value does not exceed the limits considered socially reasonable, in any case not exceeding €100
- iii. Invitations and gifts for specific or exceptional reasons (e.g., Christmas gifts), provided that their nature is within social customs and criteria and their value is in any case less than €250.

When the invitation, gift or token exceeds the established limits or there are doubts about what is acceptable, the offer must be refused or, if applicable, consulted in advance with the immediate superior,

who will immediately inform the Legal Department, in order to adopt the best decision in accordance with the Group's Ethical principles.

### **7.3. Conflict of Interest**

The collaborators of Noesis and the members of the Governing Bodies should abstain from intervening in decision processes that involve, directly or indirectly, organisations with which they collaborate, or have collaborated, with people with whom they are, or have been, connected by ties of kinship or affinity.

The employees of Noesis and members of the Governing Bodies should refrain from participating or exercising functions in organisations in which the activity to be developed may conflict with their functions in Noesis or whose purposes may be contrary to those of Noesis.

Faced with a potential conflict of interest, Noesis employees and members of the Governing Bodies will act loyally and not put their own interests above those of the Group. Consequently, they shall abstain from intervening or influencing the taking of decisions that may affect Group Companies with which there is a conflict of interest, from participating in meetings where such decisions are taken, and from accessing confidential information that affects the said conflict.

### **7.4. Use of Information**

Employees of Noesis and members of the Governing Bodies who have access to privileged information, in any capacity, are expressly forbidden to transmit it, use it or facilitate its use by third parties.

Employees may not obtain advantages for themselves or third parties by the use of *Know-how* and information regarding Noesis' business.

### **7.5. Industrial Property and Copyright**

The intellectual property of Noesis is a valuable asset that needs protection. It includes Noesis' name, trademarks, logos, copyrights, inventions, patents, software and business secrets.

Employees must not use Noesis' intellectual property without its prior authorisation, for example, in cases of press releases, marketing material or public communications of Noesis.

On the other hand, the result of employees' work, i.e., any work they invent, create or develop totally or partially in the course of their duties belongs to Noesis. Examples of that are, among others, software, processes, designs, methodologies, having the employee the obligation to communicate them to Noesis in order to allow Noesis to adequately protect its industrial property and copyrights.

### **7.6. Confidentiality**

During their collaboration with Noesis, employees will have access to certain information about Noesis, its clients, suppliers, partners, other employees and, overall, to confidential data and/or proprietary

information. The employee must assume that the information to which he/she has access is confidential unless it is marked "for disclosure".

Employees should not disclose confidential information to anyone outside Noesis even after their employment termination. In such cases, the employee must return to Noesis all confidential information still in their possession.

## **7.7. Privacy and Personal Data**

In cases where there is access to data that allows the identification of individuals, employees must comply with current data protection legislation and Noesis rules regarding the collection, use and disclosure of Personal Data.

Employees should not disclose personal data to anyone outside Noesis even after their employment termination. In such cases, the employee shall return to Noesis all personal data still in their possession.

Particularly, employees must:

- Only access personal data where it is necessary to do so and always for legitimate business purposes or with the consent of such persons.
- Store and delete personal data securely. In case of doubt you should contact the Helpdesk.
- Transmit or disclose personal data in a secure manner (encrypted) and only to those authorised to receive it and provided that they are obliged to maintain its confidentiality.
- Immediately report any personal data breaches or security risks to the Privacy & Security Committee ([privacidade@noesis.pt](mailto:privacidade@noesis.pt)) of Noesis.
- Please consult the Legal Department ([legal@noesis.pt](mailto:legal@noesis.pt)) if you need to transfer personal data outside the European Union.

For more information please consult Noesis Privacy Policy, both on the website and intranet.

## **7.8. Fair Competition**

Noesis observes the rules of fair competition and does not allow any form of unfair competition, namely through sharing agreements or price fixing, aimed at obtaining advantages over its competitors.

### **Violation of the Integrity Matters of this Code:**


Without prejudice to the applicable misdemeanour and criminal liability, the non-compliance of any employee with the rules of this Code or the denunciation of any act done in bad faith will be considered a serious offence, which, depending on the degree of fault of the offender and the seriousness of the offence,

may lead to the application of the following disciplinary sanctions, which may be applied with or without disclosure within Noesis:

- a. Unrecorded reprimand;
  - b. Recorded reprimand;
  - c. Financial penalty;
  - d. Loss of holiday days;
  - e. Suspension from work with loss of pay and seniority;
  - f. Dismissal with just cause.
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1. In the event of non-compliance with the rules contained in this Code by Partners and other third parties, this will be grounds for the application of penalties and/or termination of the contract appropriate and proportionate to the infringement.
  2. Non-compliance with the rules of the Code may also lead to offenders being held administratively or civilly liable and, depending on the seriousness of the offence and the culpability of the offender, give rise to criminal sanctions.
  3. The crimes of Corruption and Related Offences referred to in this Code are punishable, depending on the legal framework, with fines and imprisonment up to a maximum of 12 years.
  4. The Regulatory Compliance Officer must draw up a report for each infraction committed, containing the identification of the rules violated, the sanction applied and the measures adopted or to be adopted by the company within the scope of its internal control system.

## **Guidelines and Guiding Principles of this Code**

### **International:**

- United Nations Global Compact
- United Nations Guiding Principles on Business and Human Rights  (1 MB)
- ISO 26000 Guidance Standard on Social Responsibility
- International Labour Organization Tripartite Declaration of Principles concerning Multinational Enterprises on Social Policy
- OECD Guidelines for Multinational Enterprises
- United Nations Convention Against Corruption (UNCAC)

- United Nations Global Compact and Communication from the Commission to the European Parliament, the Council and the European Economic and Social Committee of 6 June 2011 – Fighting Corruption in the European Union.

### Community:

Treaty on the Functioning of the European Union (fight against crime, organised or otherwise, including corruption). Communication from the Commission (COM/2003/0317) dated 7 February 2003.

Council Framework Decision 2003/568/JHA of 22 July 2003

### National:

- **Portuguese Penal Code** – Chapter IV (Crimes committed in the exercise of public functions), in articles 372 to 374-B, the crimes of corruption (passive and active) and undue receipt of advantage are provided for and punished, as well as the conditions for aggravating or mitigating the penalties provided for. Besides these, the following related crimes are also foreseen: embezzlement (Article 375), embezzlement for use (Article 376), economic participation in business (Article 377), concussion (Article 379) and abuse of power (Article 382). Mention should also be made of the crime of influence peddling (Article 335) and the crime of harmful administration in the public or cooperative sector (Article 235), the crime of money laundering Article 368-A (Laundering).
- **Law No. 34/87 of 16 July**, determines the crimes of responsibility of holders of political office or senior public positions, in particular Article 16 (undue receipt of advantage), Articles 17 and 18 (passive and active corruption), Articles 20 to 22 (embezzlement), Article 23 (economic participation in business) and Article 26 (abuse of powers).
- **Decree-Law no. 18/2008**, of 29 January, which approves the Public Contracts Code, establishing the discipline applicable to public contracting, determines the impossibility of being candidates, competitors or integrating any grouping, the entities that have been condemned by sentence transited in *res judicata* for the crime of corruption (article 55).
- **Law No. 20/2008, of 21 April**, creates the new criminal law regime for corruption in international trade and in the private sector, complying with the Council Framework Decision No. 2003/568/JHA of 22 July, in particular Article 7 (active corruption damaging international trade) and Articles 8 and 9 (active and passive corruption in the private sector).
- **Law No. 83/2017 of 18 August**, establishes measures to combat money laundering and terrorist financing.
- **Law No. 89/2017, of 21 August**, approves the Legal Regime of the Central Register of the Actual Beneficiary.
- **Law No. 92/2017, of 22 August**, obliges the use of a specific means of payment in transactions involving amounts of EUR 3,000 or more.
- **Law No. 58/2020 of 31 August**, sets out measures to combat money laundering and terrorist financing.
- The **Dec-Law 109-E/2021**, of 9 December 2021, creates the National Anti-Corruption Mechanism (MENAC) and establishes the General Regime for the Prevention of Corruption.







# Respect for Human and Labour Rights

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## 8. Respect for Human and Labour Rights

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### 8.1. Global Compact

Noesis subscribes and complies with all the principles of the *Global Compact* (United Nations Global Compact), namely:

- Principles of Human Rights:
  - Respect and protect human rights;
  - Prevent human rights violations.
  
- Principles of Labour Rights:
  - Support freedom of association at work;
  - Abolish forced labour;
  - Abolish child labour;
  - Eliminate discrimination in the workplace.
  
- Principles of Environmental Protection:
  - Support a precautionary approach to environmental challenges;
  - Promote environmental responsibility;
  - Encourage environmentally friendly technologies.
  
- Principle against Corruption:
  - Combat corruption in all its forms including extortion and bribery.

In addition to the adoption of these rules, Noesis only hires suppliers that comply with the principles of the Global Compact.

### 8.2. Diversity and Equal Opportunities

Each employee is expected to respect each other's diversity and capabilities.

Noesis has an inclusive policy in all aspects of its business.

### **8.3. Safety and Health**

Noesis is committed to creating a safe working environment and, therefore, complies with the health and safety rules established in the Portuguese legislation and those applicable in the markets where it operates.

The employee should immediately inform the superior or the **Human Resources Department** of any anomalous situation which may compromise the health or safety of people, or the facilities and equipment of Noesis.

Noesis provides a healthy and safe work environment that promotes the well-being, productivity and integration of its collaborators.

### **8.4. Freedom of Association**

Noesis recognises the freedom of association of its employees. No employee shall be discriminated against or suffer retaliation in the exercise of his or her rights and freedoms of association.

### **8.5. Discrimination**

Every employee should have opportunities to develop as a person and as a worker, thus contributing to the success of Noesis.

Employment decisions are always based on merit, qualifications and performance without regard to the following: colour, ethnicity, gender, sexual orientation, age, religion or disabilities.

### **8.6. Personal Details**

Noesis collects Personal Data of its employees for the purposes of:

- > Wage processing;
- > Benefits management;
- > Management of the employment relationship;
- > Occupational medicine.

For more information on how we use employees' personal data, you should refer to your employment contract and the Company's internal Privacy Policy.

### **8.7. Harassment**

Noesis fosters respect for the person. Each employee is responsible for fostering a culture of trust that puts the person above their personal interests and respects him/her as a human being. As such, the company does not accept any form of harassment. We believe in an environment free of discrimination and an inclusive working environment free of any offensive and disrespectful conduct. The company complies with the principles and legislation prohibiting harassment in the workplace.

For that purpose, Noesis has prepared a Code of Conduct against Harassment, available in attachment to this document and which is mandatory.

If an employee is subjected to discrimination or harassment, he/she should report this to the Commission for Protection from Harassment ([assedio@noesis.pt](mailto:assedio@noesis.pt)).

Whenever Noesis becomes aware of alleged situations of harassment at work it will initiate the preliminary investigation procedure.

## **8.8. Noesis Information Systems**

Noesis' Information Systems are its property.

Noesis is an ISO 27001 certified company, assigned to its IT systems and, therefore, has approved policies establishing guidelines for the appropriate use of the organisation's information technology and its communication systems (management of the company's media), including, but not limited to hardware, software, e-mail, fax, internet, social networking sites, text messaging, instant messaging and voicemail systems. These systems, owned by Noesis, are business tools provided by the company to be used by employees in their work functions within the organisation, and are also aimed at managing employee productivity.

The Group's professionals, for their part, shall use these resources and material means responsibly and use them exclusively for professional activities, in the interest of the Group and, as a general rule, shall not use them for private purposes. Only in cases expressly authorised and within the scope provided for in the authorisation, may material resources and means be (partially) used for private purposes.

Employees, in their online relationship should always, if applicable, refer to Noesis with respect, loyalty and common sense and in line with the principles set out in this Code.

In some projects, clients provide the resources and material means necessary for the development of the professional activity. The Group's professionals shall use these resources in full compliance with the internal rules and regulations established by the clients regarding the use of these means.

At the end of their contractual relationship with the Group, employees shall hand over all material resources and means that have been made available to them for the development of their professional activity, whether these have been provided by the Group or by any client.

For more information, you should consult the Policies available on the intranet.

## **8.9. Heritage Protection**

The assets of Noesis are for professional use only and unauthorised use by third parties is not permitted.

Employees have the duty of safekeeping the equipment entrusted to them for the performance of their duties, and must report to Human Resources any damage, loss or theft of such equipment, after or at the same time as reporting it to the competent authorities.



**Corporate  
Responsibility**

**Social**

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## 9. Corporate Social Responsibility

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### 9.1. Environment

Noesis encourages the responsible use of natural resources and the preservation of the environment, promoting an efficient management and a sustainable development.

### 9.2. Transparency

Noesis has a policy of transparency towards its employees, clients, suppliers and partners, ensuring the provision of complete, true, current and objective information regarding its Services and Products, without prejudice to the compliance with confidentiality obligations to which it is bound.

### 9.3. Government Model

Noesis' corporate governance model comprises a Board of Directors, an Executive Committee and a Statutory Auditor.

### 9.4. Internal Quality Control System

Noesis is certified in ISO 9001:2015.

Noesis is certified in ISO 27001:2013.

Noesis is certified by the National Security Office in Nato Secreto, Secreto and Secreto UE.

### 9.5. Community Involvement

Noesis has developed and develops several initiatives aiming at supporting local communities, namely through the donation of equipment and perishable materials.

### 9.6. Suppliers and Subcontractors

Noesis selects suppliers and contractors that comply with the principles described in this chapter.



# Training

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## 10. Training

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### 10.1. Training

This code is the object of training in the onboarding of new employees and is available at Noesis' intranet.





# Disclosure, Amendments and Non-compliance with the Code

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## 11. Disclosure

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This Code is disclosed in Noesis' Website - [www.noesis.pt](http://www.noesis.pt); [www.noesis.com.br](http://www.noesis.com.br); [www.noesis.co.nl](http://www.noesis.co.nl); [www.noesis-corporation.com](http://www.noesis-corporation.com) and at Noesis' intranet.

Employees receive, on the date they join Noesis, a copy of this Code (via email) expressly obliging themselves to comply with it.

Any changes to this code will be made in writing and communicated through the usual means to its employees.

Violations of this Code of Ethics and Conduct by any employee should be reported to the **Legal Department** ([ethics@noesis.pt](mailto:ethics@noesis.pt)) and investigated internally by the competent bodies, being susceptible, depending on the nature and gravity of the violation, to disciplinary sanctions and/or legal proceedings.



# Annexes

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## 12. Harassment Chapter

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In compliance with the provisions of paragraph k, of no. 1 of article 127 of the Portuguese Labour Code, this Code of Conduct for the prevention and combat of harassment at work was drawn up and approved.

### Compliance with this Code is mandatory

#### 1. The Law

##### *Labour Code*

##### *Article 29 - Harassment*

1 — *Harassment is forbidden.*

2 — *Harassment is defined as unwanted behaviour, namely that based on a discriminatory factor, practised when accessing employment or on the job itself, work or vocational training, with the purpose or effect of disturbing or constraining a person, affecting their dignity, or creating an intimidating, hostile, degrading, humiliating or destabilising environment.*

3 — *Sexual harassment constitutes unwanted behaviour of a sexual nature, in verbal, non-verbal or physical form, with the purpose or effect referred to in the preceding number.*

4 — *The practice of harassment gives the victim the right to compensation, and the provisions of the previous article shall apply.*

5 — *The practice of harassment constitutes a very serious offence, without prejudice to possible criminal liability under the terms of the law.*

6 — *The whistleblower and the witnesses indicated by him/her may not be disciplinary sanctioned, unless they act maliciously, based on statements or facts contained in the records of a judicial or administrative proceeding initiated for harassment until a final and unappealable decision has been taken, without prejudice to the exercise of the right to adversarial proceedings.*

##### *Article 28 - Compensation for discriminatory acts*

*Discriminatory acts against worker or job applicant entitles the compensation for patrimonial and non-pecuniary damages, under the general terms of the law.*

If the acts of harassment are committed, culpably, by a hierarchical superior of the employee, the employer is liable for compensation for the damage suffered, by virtue of the provisions of Article 800, paragraph 1, of the Civil Code.

According to the European Parliament resolution on psychological harassment, it constitutes a potential health risk for individuals, often leading to work-related stress-related illnesses. Bullying can consist of verbal and physical attacks, as well as more subtle acts such as devaluing work or social isolation. It can cover physical and psychological violence aimed at lowering the victim's self-esteem and, ultimately, their disengagement from their job.

Noesis fosters respect for the person. Each employee is responsible for fostering a culture of trust that puts the person above their personal interests and respects him/her as a human being. As such, Noesis does not accept any form of harassment. We believe in an environment free of discrimination and an inclusive working environment free of any offensive and disrespectful conduct.

### **1.1 Examples of harassing behaviour**

Harassment includes unacceptable verbal, visual or physical abuse or any other conduct that makes the workplace an intimidating, offensive or hostile environment.

The following are examples of unacceptable conduct and not constitute an exhaustive list:

#### **> Sexual Harassment**

- Sexual insinuations:
  - Jokes or comments about one's appearance that may have offended;
  - Offensive jokes or comments about one's body;
  - Offensive jokes or comments of a sexual nature.
- Unwanted sexual attention:
  - Invitations to unwanted meetings;
  - Explicit and unwanted proposals of a sexual nature;
  - Unwanted sexual advances via email, SMS or via websites and social networks;
  - Offensive phone calls, letters, SMS, e-mails or images of a sexual nature;
  - Insinuating glances;
  - Intrusive and offensive questions about private life.
- Physical contact and sexual assault:
  - Unwanted physical contact (touching, grasping, groping, kissing or attempting to kiss);
  - Assault or attempted sexual assault.
- Grooming:
  - Requests for sexual favours associated with promises of obtaining employment or improving working conditions.

## > Moral Harassment

Like sexual harassment, bullying can be operationalised along four dimensions:

- Social isolation:
  - Promoting one's isolation or lack of contact with colleagues;
  - Promoted one's isolation or lack of contact with supervisors.
- Professional persecution:
  - Systematically setting impossible goals or objectives;
  - Systematic devaluation of work;
  - Inadequate or strange functions to the professional category;
  - Systematically giving confusing and imprecise work instructions;
  - Systematically asking for urgent work without necessity;
  - Systematically denying information necessary for the performance of the duties of other employees (colleagues or subordinates), while making the content of that information available to other employees.
- Intimidation:
  - Systematic threats of dismissal;
  - Systematically creating objective stressful situations in order to provoke the recipient of this conduct to lose control.
- Personal humiliation
  - Direct or indirect ridicule or belittling due to physical, psychological or other characteristics;
  - Systematically shouting in order to intimidate people;
  - Systematically commenting on the personal life of others.

### 2. Scope:

It applies to all persons, natural or legal, who maintain professional, commercial or other relations with Noesis, even if temporary.

It applies to all employees and to the Board of Noesis.

It applies to all relations within the scope of Noesis' activity, whether they take place during or outside normal working hours, at the headquarters, in branches, on business trips.

It applies to relations within the scope of Noesis' activity whether they take place in person or through information and communication technologies.

### 3. Responsibilities:

Noesis, its Board and all employees are responsible for complying with a zero-tolerance policy regarding sexual and/or moral harassment practices, under the terms of this Code.

Noesis has defined an internal policy of zero tolerance to sexual and/or moral harassment at work, under the terms foreseen in this Code.

### 4. Application in the regulation of professional and/or commercial relationships:

The zero-tolerance commitment is an integral part of the procurement contracts for goods and services.

The zero-tolerance commitment is an integral part of labour contracts.

This commitment must be clearly assumed by all persons, including employees, clients and suppliers, and a copy of this commitment must be appended to all new contracts or other instruments that bind them mutually.

### 5. Reporting harassment

Any person covered by this Code of Ethics and Conduct who believes he or she has been or is being subjected to sexual and/or moral harassment should contact the Noesis "Harassment Protection Committee" (CPA):

Anyone covered by this Code of Ethics and Conduct must report an incident of harassment, whether they are the target or a witness.

Anyone wishing to report behaviour likely to constitute harassment can do so in the following way:

- Personally to a member of the CPA of Noesis;
- In writing to the e-mail [assedio@noesis.pt](mailto:assedio@noesis.pt);
- To the authority for Working Conditions (ACT), through the e-mail that can be found on the ACT homepage (<https://portal.act.gov.pt/Pages/queixa-denuncia.aspx>);
- From the Commission for Equality in Labour and Employment by email on the homepage (<https://assedio.cite.gov.pt/>).

**People who report incidents of harassment are especially protected by Noesis from retaliation or attempted retaliation. Retaliation is a serious violation of this Code of Ethics and Conduct and, like harassment or discrimination itself, will be subject to disciplinary action.**

## 6. Enquiry and resolution

In the event of a harassment situation, the procedure to be developed internally should be based on the following principles, applicable to all persons involved (whistleblower, reported person and witnesses):

- a) Equality and transparency of all procedures to all persons involved (whistleblower, accused and witnesses);
- b) The interest of all parties to act with the necessary discretion to protect each other's dignity and privacy;
- c) The non-disclosure of any information to other parties not involved in the incident;
- d) The Hearing and the fair treatment of all parties;
- e) The support of all complaints with credible and detailed information;
- f) The adoption of prompt and effective measures against the perpetrator(s) of proven harassment practices, including all legally prescribed disciplinary sanctions;
- g) The sanctioning of the author(s) of false accusations, including all disciplinary sanctions legally foreseen.

## 7. Sanctions

Employees involved in any behaviour prohibited by this Code, as well as those who make reports in bad faith, will be subject to disciplinary action.

The practice and attempt of sexual and/or moral harassment and retaliation by suppliers or clients of Noesis results in the immediate termination of the respective contracts for the supply of goods or services.

Repeated abusive behaviour by an employee (targeting the same or another person) may result in immediate termination of his/her employment contract or the termination of contracts for the supply of goods or services.

Any form of retaliation registered during the fact-finding process strongly increases the potential sanctions.

## 8. Procedure

### Article 1

#### Informal Approach

1. In some cases, it may be possible to correct situations without going through all the formalities inherent to the procedure, namely when the "defendant" clearly does not perceive his behaviour as inappropriate or rejectable, and a direct, frontal and immediate approach that includes all intervening parties, may lead to an understanding about what happened and about the immediate and definitive cessation of the behaviour;



2. As a result of this type of approach the "Commission", together with the Hierarchical Superiors of those involved, must do everything possible to:
  - a. Prevent, eliminate and correct behaviour;
  - b. Avoid Harm.
3. The existence of inappropriate behaviour after this informal approach, even if isolated, is an aggravating factor.

## **Article 2**

### **Formal Procedure**

In the event of an allegation of harassment, a disciplinary procedure shall be opened which, without prejudice to the rules contained in the Labour Code, shall comply with the following acts:

1. The employee must present and formalise his/her complaint in the most detailed way possible, consisting of a precise description of the facts constituting harassment at the workplace, the time and location of each event, the identity of the victim, the identification of witnesses;
2. The "Commission" will carry out the investigation of the complaints it receives, having at its disposal the necessary means, access to information and documentation that may be related to the case, and all human resources are obliged to collaborate;
3. The internal procedure should be confined to the knowledge of those involved and be appropriate to the seriousness of the facts alleged;
4. A report with conclusions is drawn up, which includes the facts, their legal framework, indicating if possible, aggravating or attenuating circumstances and proposing to the Board of Directors that a final decision be taken;
5. The procedure must be carried out within 30 consecutive days and is considered as a Preliminary Inquiry Process, suspending for this reason, the 60-day period for the opening of disciplinary proceedings, as of the knowledge of the facts by the "Commission".

## **Article 3**

### **Rights of Workers who are victims of harassment**

1. Receive compensation for all damages caused;
2. File a criminal complaint;
3. Compensation for damage arising from occupational diseases resulting from the practice of harassment;
4. Not be disciplined for reporting the harassment of which you are a victim, unless you act with the intention of harming your employer.

