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THE CODE OF BUSINESS CONDUCT AND ETHICS

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MESSAGE OF THE SHAREHOLDERS

Dear colleagues and collaborators,

Business ethics and corporate responsibility are among the foundations of a successful business. Within **UTI**'s strategy, ethical conduct has a special importance and influences every business decision.

The UTI Code of Business Conduct and Ethics defines the general principles according to which **UTI** and its employees perform their activity. These principles apply to the decisions taken within the company, as well as to the individual conduct of **UTI** Employees and collaborators.

Many of the rules stipulated in the **Code** herein reflect the basic principles that **UTI** employees apply. Yet the **Code** is more than the awareness and enforcement of rules. It reflects the personal commitment of each of us to take responsibility for our actions and to contribute, through our actions, to maintaining and consolidating our company's reputation.

UTI's good reputation is an essential resource, and protecting it is a matter of vital importance. Each of us must be able to protect and improve this reputation, knowing that any mistake, intentional or caused by a desire to solve a problem in the easiest way possible or by a tendency to obtain quick advantages, can harm the entire Group's image considerably.

Trust, Excellence, Responsibility and Integrity are **UTI**'s main values, and they dictate the way in which we make decisions. Both at a company level as well as individually, **UTI** adopts and enforces a zero-tolerance policy regarding unethical behaviors in respect to colleagues, clients, partners and the community, regarding bribery, corruption, money laundry, anti-competition and secret agreements. Everybody in our organization, including third parties (associates, suppliers, affiliates) is strictly prohibited to take part in, support or facilitate any of the above-mentioned behaviors.

In this **Code** we reiterate our commitment to the awareness and observance of the letter as well as the spirit of all laws, rules and regulations that apply to us. Moreover, considering our objective of maintaining the highest ethical standards, this **Code** transposes in our day to day activities the provisions of Law 78/2000 on the prevention, detection and sanctioning of corrupt practices, those of the Romanian Criminal Code, the US Foreign Corrupt Practices Act (FCPA), the U.K. Bribery Act (UKBA) and other anti-bribery laws and best practices (the UN Convention Against Corruption and the OCDE Convention against bribing foreign officials).

We know that any infringement of the laws may lead to severe civil and criminal sanctions and that is why the members of the Board of Directors as well as the members of the Company's management are involved in implementing and enforcing systems for preventing and managing these risks.

Reputation depends on the way we act and I trust that each of us will be able to take pride in their contribution to the growth and consolidation of **UTI**'s reputation. That is

why the Board of Administration asks all Employees and representatives of **UTI** and its affiliated companies to read, understand, acknowledge, and observe the **Code**, as well as the other applicable **UTI** internal regulations.

At the same time, building and consolidating a good reputation means more than observing the law. It means doing what is right even when we are faced with situations that are not regulated comprehensively by special laws and regulations.

In this sense, we would like to ask each **UTI** Employee and representative to understand and follow the **Code** herein. We would also like to ask every **UTI** employee, regardless of their level in the hierarchy, as well as any person who acts on behalf of **UTI**, to know and enforce the provisions of the **Code** herein with maximum diligence.

Also, the Employee must cooperate, as indicated by the Company (and as defined by the **Code** herein) in any investigation, inquiry, examination or litigation related to the activity conducted by the Company or in relation to their activity within the Company.

A firm commitment to integrity, in all business operations, is the foundation of **UTI**'s modus operandi and that is why we must never take it for granted, but instead perpetually reconfirm it. Each year we will ask those who act on behalf of **UTI**, regardless of their status, to reconfirm their awareness of the provisions of the **Code** herein and, thus, to show that they can rise to the level of **UTI**'s requirements in regard to business ethics.

No Company structure or entity may adopt policies that are less restrictive than the provisions of the **Code**, but there may be structures or entities whose limitations are more rigorous.

In order to gain trust and be able to provide excellent products and services, responsibility must come from within the company. That is why, in order to maintain the highest standard of integrity, we encourage a whistle-blowing culture, with no retaliation, as well as total openness to discussing all the aspects regarding this **Code**.

Razvan Petrescu
Representative of UTI's Shareholders

Definitions

Employees – designates all people acting on behalf and for the companies that are part of **UTI**, based either on an individual employment contract, a temporary work contract or a conventional mandate, regardless of the capacity and/or membership to **UTI**'s management.

Company – either of the **UTI** companies.

UTI management – Boards of Directors

Directors - defines the directors in compliance with Law 31/1990 regarding the registered companies, republished with all the subsequent modifications and additions, to whom the Board of Directors delegate the Company's management and representation duties. The directors may be appointed by the executive administrators of the Company or who are not part of the Board of Directors.

UTI Group of companies/ UTI – TIU Holding Ltd or UTI Holdings BV/UTI Real Estate Development together with all the companies they hold shares within their registered capital, directly or indirectly, together of separately. The phrase "member of UTI Group of companies" and "UTI company" will be interpreted as such

International law – (i) laws applicable in the states where **UTI** performs activities, (ii) international treaties between states applicable to **UTI** activities, (iii) EU regulations, directives and other legislative acts

National law – (i) laws applicable on the Romanian territory or (ii) laws applicable on the territory of every state where **UTI** is represented by a legal entity registered on the territory of that state and according to the laws of that state

UTI internal law/regulations – (i) all the legal documents of **UTI** affiliates: the articles of incorporation of the companies, the resolutions of general shareholders' meetings, resolutions of Boards of Directors, top management decisions (ii) common internal regulations and resolutions issued by or under the coordination of TIU Investments and Management SRL, but without being limited to: regulations regarding the organization and operation of the Board of Directors of the companies, internal regulations, functional bylaw elaborated by the central functional units, regulations regarding the Integrated OHSEQ Management System, UTI Book, the General Business Strategy (UTI Star Strategy), The Strategic Business Plan, The Code of Business Conduct and Ethics, the regulations of the anti-corruption system implemented within UTI, the anti-trust and competition policies, the Consolidated Annual Budget, the Annual Budget of each company.

All the documents that make up **UTI**'s internal regulations are posted on the Internet under Internal regulations, Corporate services - https://intranet.uti.ro.

I. General information

Scope

The Code of Business Conduct and Ethics ("**The Code**") was adopted by the General Shareholders'/Associates' Meeting of each company affiliated to UTI Group of companies and explains the basic obligations that each of us has in taking business decisions and conducting current activities within the companies, so that the activity of member companies is carried out pursuant to the legal provisions of every state in which **UTI** activates, as well as to its own regulations and principles.

The **Code** provides the necessary information in order to solve frequent business conduct issues. We would like to state that the provisions of the **Code** do not address every situation in particular and do not represent a summary of all laws and regulations enforced within **UTI**, but present general guidelines for approaching a certain situation, as well as the instruments that may be used. In this respect, each of us is expected to identify every situation individually and, relying on the **Code**, use our own judgment in order to find a way to approach and settle the matter.

The **Code** herein represents **UTI**'s declaration of business conduct and ethics and applies to all the affiliates, Employees (part-time and full-time), collaborators and persons acting on behalf of **UTI**. Additionally, this **Code** applies to all entities, with legal personality or not, controlled by **UTI**. Lastly, all those who interact with **UTI**, such as suppliers, consultants, agents, sales representatives, distributors and independent contractors, will agree, in writing, to observe the provisions of the **Code** applicable to them.

The Boards of Directors of all its affiliates have an active role in implementing this **Code**, periodically analyzing the reports regarding its implementation, as well as the performance assessment of the measures taken in compliance with its stipulations, the periodic review of the implementation and the performance assessment of the measures taken to guarantee ethical behavior.

The Boards of Directors of all its affiliates and the top management supervise the implementation of all measures in order to guarantee an ethical behavior, providing at the same time the proper resources required for an efficient operation of all implemented mechanisms.

Supervisors and managers must lead by example, be prepared to react properly to non-conformity reports and ensure at all times an open and safe environment for non-conformity reporting and handling.

The Compliance Department within **UTI Grup SA** is an independent internal structure of the organization which has the authority required to perform its dedicated activity, being mandated by shareholders to implement the **Code** herein under proper conditions, both directly and through the corresponding entities within the entire group of companies, and provide the Board of Directors with bi-annual reports on the enforcement of the **Code** within **UTI** companies.

The **Code** supplements **UTI**'s internal regulations and is applicable to every **UTI** affiliate, together with the Internal Regulations, the Collective Employment Contract within the Company and, where applicable, the Competition Policy and other specific internal norms.

UTI Mission, Vision and Values

Mission

- To be the favorite **problem-solver for businesses**, governments and individuals.
- To develop and deliver **vital, high added value solutions** through synergies among our focused operational business units.
- To develop **trusted and mutually rewarding relationships** with our clients, employees, partners, and shareholders.

Vision

With **UTI** we share the vision of a world enhanced through technology. **UTI**'s shareholders' vision is to develop **UTI** into a reputable international corporation serving the community needs.

UTI values

Trust	**Excellence**	**Responsibility**	**Integrity**
We are a trustworthy and steady partner, we spare no effort to provide our clients top quality solutions and we never abandon them. We build trusty relationships with our clients, our providers and our colleagues.	Our highly skilled team is committed to achieving exceptional performance and to delivering innovative products and services with outstanding quality.	We balance economic success with ethical responsibility. We are sensitive to the needs of the communities and of the environment we work and live in.	We practice open communication with our clients, suppliers, partners and colleagues. We treat all our stakeholders as we want to be treated: fairly, respectfully and professionally. We are committed to complying with the highest anti-corruption standards.

QUESTIONS?

Do not hesitate to approach your direct manager or the next manager in line.
You can also contact the Compliance Department and the Legal Department at any time.

Ethical problem-solving process

If you are faced with a situation that you find non-compliant with the rules and policies of the **Code**, or which you find immoral, inadequate or illegal, you must cover the following stages of the problem-solving process:

First, try to solve the problem by means of the standard management channels or by approaching the available information resources.

Certain concerns are not necessarily related to business conduct or ethics (e.g. the refusal to get a promotion, a difficult relationship with a work colleague or the impression that the department where you work is not as efficient as it should be). Even so, these aspects should be first settled by employing the normal processes, such as talking to your line manager or the Human Resources Department.

Contact data

If you feel like an issue is not treated adequately, you can contact one of the following entities:

Compliance Department	**The Legal Department**	**Information Security Department**
E-mail: compliance@uti.eu.com **Mailing address:** Lascar 31 Business Center, 31 Vasile Lascar St, 10th floor, Sector 2, Bucharest **Attn. Compliance Officer**	**E-mail:** legal@uti.eu.com **Mailing address:** Lascar 31 Business Center, 31 Vasile Lascar St, 10th floor, Sector 2, Bucharest **Attn. Head of Legal Department**	**E-mail:** dsidesk@uti.eu.com **Mailing address:** UTI Research & Development Center, 107 A Oltenitei Av, Building C6, 1st floor, Sector 4, Bucharest **Attn. Head of Information Security Department**

WARNING!

If you wish to send an anonymous question or alert, you can do it via e-mail or in writing. **UTI** guarantees the confidentiality of any employee or collaborator who chooses to disclose his/her name.

II. Reputation risk management

RISK MANAGEMENT

A company's reputation is built over a very long period of time, with significant efforts from all employees, boards of directors, and shareholders.

Deriving from all the company's actions and behaviors, **UTI**'s reputation is the method by which stakeholders - external entities (clients, investors, partners, suppliers, the audience at large) determine whether **UTI** deserves their trust. If stakeholders think that **UTI** responds to their needs better than the competition, they will adopt a favorable attitude towards us: for instance, they will invest in us, support us in case of need, join our causes etc.

Corporate reputation is the prestige maintained in time and which, being based on a set of values and strategies communicated and shared with stakeholders, on ethical behavior and operational transparency, ensures the sustainability and the differentiation of **UTI** in the business environment.

Reputation is an essential intangible asset of **UTI**, which must be permanently consolidated, being a differentiator against the competition, because it is hard to achieve and imitate. A solid corporate reputation is indicative of the fact that our products and services are of superior quality, and that we are responsible towards our clients.

In order to build a good reputation, there must be a consistency between **UTI**'s organizational values and the behavior of all its employees. The **Code**, in addition to social responsibility and philanthropy, stresses the importance of correlating organizational behavior with its values.

The Code aims to address the main categories of risks against the Company's reputation by specific policies:
• Conduct and behavior policy
• Anti-bribery and anti-corruption policy
• Money laundry prevention policy
• Competition policy
• Confidential information policy
• Internal fraud prevention policy
• Anti-retaliation and speak-up culture policy

III. Anti-bribery and anti-corruption policy

Elements of risk of incidence with potential corrupt acts

Risk management measures focus on key risk areas specific to UTI activities:
• the risk regarding potential improper interactions between **UTI** representatives (at all levels) and public officers
• the risk entailed by interaction with associates, contractors, and suppliers
• the risk regarding donations, charitable work, and hospitality
• the risk of improper employment and remuneration (for reasons varying from potential corruption, bribery or nepotism)
• the risk associated with the purchase or outsourcing of the contracted consulting services

Preventing corruption-generating premises

Each **UTI** representative or employee must notify the Compliance Department of any real or potential act of bribery, corruption and acceptance of undue benefits.

UTI representatives and employees must know that certain acts and situations can be included in the category of corrupt acts, and in order to prevent them, they will take into account the following rules of conduct:

Zero tolerance for bribery

All **UTI** representatives and employees must know that it is prohibited to offer, promise or intentionally give any undue material gain or other benefits, directly or indirectly, to a public officer or to another public or private decision-maker or intermediary in order for them to take or not take a certain measure in relation to their job attributions, with the goal of obtaining gains or other undue benefits.

All **UTI** representatives and Employees must know that it is prohibited to receive any undue material benefit or other gains, directly or indirectly, in order to take or not take a certain measure in relation to their job attributions.

The **UTI** policy is not to allow Employees to request or accept advantages, goods or services from clients, suppliers or any other persons with whom they come into contact I the course of performing their job tasks. Also, the Employees may not request or accept anything of value from any person, directly or indirectly, if by this they leave the impression that they are being influenced in taking decisions within the Company.

The request or acceptance of advantages by an Employee due to their position or job attributions is a serious violation of the norms of conduct and will be sanctioned.

Employees will not grant loans, will not promise or facilitate advantages of any kind or benefits to natural persons from public or private institutions, public officers as defined

by the law, employees from companies with fully or partially state-owned capital, or to any other real or potential business partner.

UTI's anti-bribery management system was developed by observing the requirements of standard ISO 37001, adapted to the particularities of our organization, thus having an operational framework integrated with the other operational management systems within the organization.

UTI management at all levels monitors the observance of bribery and corruption prevention measures at the basis of the dedicated management system, at the same time monitoring the continuous improvement of this system by setting and reaching annual performance and improvement objectives.

IT IS PROHIBITED

to promise or give intentionally any undue material gain or other benefits, directly or indirectly, to a public officer or any other decision-maker or intermediary, public or private.

Conflict of interests

It is expected from all **UTI** representatives and Employees to adopt high ethical standards, use good judgment and be honest in all business agreements involving **UTI**. In order to achieve this, the Employee must avoid engaging in activities that could harm the Company image or suggest a potential conflict of interests.

UTI representatives and Employees are requested to be alert regarding any situation that might give rise to a conflict of interests, be proactive in obtaining any approvals and authorizations and, not lastly, be aware of the need to interrupt any activity performed as part of their job in case a conflict of interests arises.

A conflict of interests occurs when the **UTI** representative or Employee could be influenced by an illegitimate personal material gain (besides **UTI**'s official motivation and compensation system), directly or indirectly, when taking a personal decision or objectively meeting their attributions.

A material gain is considered personal if it affects the estate, business or interests of the affiliates of the person holding the authority (by affiliates we understand spouse and relatives up to the 4th degree). An illegitimate material gain represents the potential gain or benefit that a person might have outside of the official motivation and compensation system.

The conflict of interests may arise if the UTI representative or Employee:
• is part of an agreement with the company other than the employment or mandate contract, without the authorization of the company management.
• collaborates for personal interest with the company's business partners: clients, suppliers.
• engages simultaneously or collaborates for personal interest, directly or via representatives, in the field in which **UTI** activates.
• borrows or lends money to the persons/organizations with whom the Company has business relations, with the exception of bank loans.
• provides advisory services to third parties in the field in which they work for the company, for personal interest and without **UTI** management's approval.
• coordinates a family member directly or indirectly.
• has a material gain with a person who is part in one of the situations above.
• performs economic activities by which they compete with **UTI**'s activities.
• works for a competitor company or holds a management or advisory position for such company.
• invests in a competitor, except for the case in which they invest in a company listed on the stock market.

The person who has an illegitimate personal material interest in a matter will not take part directly or via representatives in debates concerning the issue in which they have a conflict of interest and will abstain from taking part in or influencing the decision regarding this situation.

UTI observes its Employees' rights to perform activities for their own interest, but only if the Employee takes time for such activities outside the working program and current job tasks. Still, even with the observance of this provision, there may be conflicts of interest arising, and we refer here to the cases in which a person's private interests interfere negatively or just seem to interfere with **UTI**'s interests.

Such cases may arise when an Employee performs activities which may objectively challenge the fulfillment of their job tasks or when a representative, Employee or family member draws undue benefits from their position in **UTI**. **UTI** policy prohibits these behaviors and, generally, any kind of conflict of interests.

CAN I GET ANOTHER JOB?

If **UTI** employees wish to get involved in a parallel job, they must notify their employer in writing regarding the nature of the activity they will perform.

Secondary (parallel) jobs

UTI does not encourage its Employees' involvement in secondary/parallel jobs or activities that would come into conflict with the Group's interests or which could reduce the Employee's efficiency in meeting Company responsibilities; this restriction does not infringe the provisions of the labor law regarding restricting the Employee's right to work.

UTI employees must make all efforts during their working schedule and should not get involved in external activities that would take their time or distract their attention from **UTI** tasks or responsibilities, or that would act in **UTI**'s detriment.

The Compliance Department in collaboration with the **Human Resources Department** will answer questions and give information regarding the approval of the activities unfolded outside of the normal schedule and which are not related to **UTI** job tasks, as well as to requests of employment in another paid activity (second job).

The Employee must conform to other legal provisions or Company internal policies applicable to them. Thus, if **UTI** Employees wish to perform a secondary job or activity, they must notify the Employer in writing in regards to the nature of the work they will perform, according to the provisions of the internal law and contracts they signed with **UTI**.

In these situations, the Compliance Department will have to hand them a written agreement according to which the secondary job or activity that they would perform does not affect their activity with **UTI** and there is no potential conflict of interests between these parallel activities. It is the Employees' responsibility to make sure any secondary activity o job that they perform does not come into conflict of interests with **UTI**.

Pre-analysis of transactions implying potential conflicts of interests

UTI employees must declare any activity and obtain the written agreement of the Legal Department before initiating any transaction that involves **UTI** in its relationship with suppliers and clients, if there is a possibility that themselves or one of their close family members might draw a direct or indirect benefit.

Secondary financial interests

UTI employees or close family members cannot have financial or property-related interests in relation to **UTI** sellers, contractors, clients, competitors or consultants/advisors without a prior statement and the written agreement of the Compliance Department.

"Financial interest" includes holding up to 1% of the shares/social pats of other companies except for those within **UTI**, or other companies listed on capital markets.

Insider trading and market abuse

Infringements related to insider trading and market manipulation may have severe consequences, including the termination of the employment contract, as well as civil and/or criminal sanctions. Therefore, **UTI** employees are prohibited from trading with any company's titles while in possession of inside information (specific information that was not made public) regarding the company. We do not tolerate any attempt to manipulate the markets or the prices of shares, options, futures[1] or any other financial instruments.

FINANCIAL INTEREST
Is considered personal if it affects the estate, business or interests of the affiliates of the person holding the authority (by affiliates we understand spouse and relatives up to the 4th degree).

Corporate opportunities

UTI employees and management are prohibited from:
• taking direct or indirect advantage, for personal purposes, of the opportunities, proven subsequently, that derive from their position in **UTI**, by using **UTI** property, information or brand name.
• use **UTI** property, information or name for personal gain
• compete with **UTI**

If a **UTI** Employee identifies a business opportunity they wish to develop, they must inform the Compliance Department and the Legal Department about this opportunity before taking any action. If the Employee is not certain about the possibility to provide information on the potential business or investment opportunity, we recommend they answer the following questions:

• Is there any connection between the business or investment opportunity and my job requirements/tasks/commitments?
• Is the nature or size of the business or investment opportunity of interest for **UTI**?

If the answer to any of these questions is Yes, then the Compliance and Legal Departments must be notified about this business or investment opportunity before its commencement.

[1] Futures - A future contract is a standardized engagement between two partners, a seller and a buyer, to sell/buy a certain asset (estimates, shares, other financial titles, goods, titles on goods) at a price established at the time the transaction is concluded and with the performance of the contract at a later date, called maturity.

Transactions between affiliates

Generally, **UTI** affiliates must not engage, without management approval, in transactions between associate parties.

ASSOCIATED PARTIES

A company in which an Employee holds a similar position, a company in which an employee holds directly or indirectly 10% or more of any class of shares/social parts, any company in which an employee has a substantial personal interest, any close member of a UTI Employee's family that could influence or could be influenced by a transaction with the a company in which he is employed.

No UTI Employee may get involved in a business transaction on behalf of **UTI** with a person related by blood[2] or marriage (affinity) or with a company in which such relative occupies a management position or where they are employed without previously disclosing this to their line managers and without the the written agreement of the Compliance Department

Request, offer and acceptance of advantages

UTI values integrity in the relationship with any collaborator and public authorities, seeing it as an essential component of business success.

In preventing corrupt practices, **UTI** may apply special procedures, including verifying operations procedures, when an Employee offers anything of value (presents, lunch invitations) to a public officer.

GIFT OFFERING

A gift can take any form: from paying for lunch to accepting/offering goods or services, tickets for shows or sporting events, the use of a residence, holiday home or another real estate property, an award for a draw or lottery, transport expenses, purchasing goods or providing services at a discount.

[2] "Relatives" shall mean persons related up to the 4th degree, as defined by Romanian legal provisions.
Relation - connection based on a person's descendance from another person or on the fact that several persons have a common ancestor.
Affinity - mutual family relation between a spouse and the relatives of the other spouse. By marriage, the two spouses become a new family, so that a spouse acquires affinity with the relatives of the other spouse. This affinity has the same degree as the other spouse's.

Gifts and entertainment

The exchange of gifts or entertainment offers is a usual business practice, but it could be interpreted wrongly or give the appearance of unjust operation, although this was not the intention of the subjects involved in that exchange.

The company undertakes to trade strictly based on the commercial value of the services or products that it provides or purchases, without relying on gifts or other undue advantages.

Gift policy

Employees must not offer on behalf of **UTI** objects of value to public officials, clients and business partners. In other words, Company Employees will not promise, accept, offer or facilitate presents, benefits or other advantages, monetary or in kind, in their relations with business partners either from the public or from the private environment. Also, it is prohibited to receive any undue benefits from suppliers or business partners.

Any present or protocol offered by **UTI** must be given according to the internal procedures of the company and its affiliates.

Gift giving is in principle acceptable if it does not aim to influence any commercial decisions. The employee who offers a gift will make sure that it is reasonable, usual and compliant with the **Code** herein and with the internal regulations.

The Employee must not give a gift if:
• it infringes local laws, industry-specific rules or the receiver's gift-giving policy.
• it intends or creates the appearance of intending to obtain an undue commercial benefit.
• creates the appearance that the gift is given in order to influence a person to make a certain decision.
• could be considered too generous or improper under those circumstances.

Excessive gift-giving may lead to compromising the ability to interact objectively in business relations or gives rise to suspicions that your discernment has been compromised.

Gift receiving policy - if **UTI** Employees or representatives are offered goods or services, directly or indirectly, by clients, competitors or suppliers, **UTI** Employees and representatives will observe the stages of declaring and registering such gifts according to internal regulations.

It is still considered a gift if it is offered via intermediaries such as family members, persons close to the Employee, or charity associations indicated by the Employee.

Generally, restrictions regarding the giving and receiving of gifts between the Employee and their family members or close friends (except for the friendships between Company Employees) do not apply as long as it is certain that the motivation of the gesture is dictated by the nature of the personal relations, and not by the Company's business relations.

UTI provides its Employees, via the Compliance and the Corporate Communication Department, a **Gift Registry** in which to record all the gifts received and offered by Employees. **UTI encourages the disclosure of all such gifts, for purposes of equity and transparency**.

When the Employee receives a gift, he/she should ask himself/herself:
• Whether they left the impression at a certain time that they expected something in return for performing their job tasks.
• Whether they receive gifts from the same source frequently.
• Whether, by accepting the gift, they infringe the pertaining **UTI** policy.
• Whether this gift is offered as appreciation for the quality of the services provided or as gratitude for the business conducted with the Company.
• If that client, supplier or company is trying to influence or gratify them in relation with a commercial decision or a certain transaction.

Sponsorships, donations and charitable acts

Although donations made to charitable organizations are usual and considered part of good corporate practices, **UTI** has zero tolerance for donations and charitable acts made by organizations (NGOs or other) associated to a governmental official or political entity (political parties, representatives or affiliates thereof).

The management of **UTI** affiliates and **UTI** employees must be aware of the provisions of the sponsorships procedure, and those of any connected regulations.

UTI representatives and employees must be aware of the fact that **UTI** does not engage in the funding of political parties or structures.

Employees are not allowed to get involved in any political activity during the time dedicated to the company or use company resources in performing that political activity.

Sponsorships must be granted in the fields and to the beneficiaries indicated by the law. Personal sponsorship options from company managers and employees should not take precedence when granting sponsorships.

No sponsorship must be granted in anticipation, recognition or exchange for receiving a commercial benefit.

Any request or discussion regarding loans, sponsorships, aids or benefits coming from a public official defined in accordance with the provisions of the law or from an existing or potential business partner, from public or private companies, will be firmly refused by Employees, who in their turn will immediately notify the Compliance Department of this event.

UTI employment

UTI creates jobs in order to respond to its objective needs, and not specifically for relatives, friends, or at the request of a public officer. Any candidate recommended by a public officer should only be employed after an unbiased employment process based on the same criteria as that of any other candidate for the same position.

There will be no discussions regarding business or employment opportunities that might benefit personally a public official or on the duration of a public purchasing procedure, current or future.

Interaction with the public sector

UTI has implemented rules of transparency specific to its interaction with public sector representatives. Therefore, all **UTI** employees and representatives should take additional measures in order to conform to our requirements, so as to prevent the occurrence of any behavior that might seem inadequate.

UTI management must declare all interactions that they have with public sector representatives in which they discuss aspects regarding the implementation of a project/contract or details regarding a clear business opportunity for **UTI**.

UTI employees must be honest and precise in their interactions with public sector representatives and follow the highest ethical standards when conducting businesses with public sector representatives.

Financial control and reporting

The company's legal and financial-accounting files must be drawn up and archived so as to be correct and verifiable from the point of view of financial transactions; they must be drawn up according to the applicable provisions of the law as well as **UTI** best practices and internal regulations.

All Company transactions must be recorded promptly and accurately, so as to reflect the actual situation of the Company's activity.

Company registers cannot include false or erroneous records that intentionally conceal or distort the true nature of a transaction.

The term "false or erroneous record" means a record that does not describe the transaction accurately, which is not mentioned in the proper account, or which is not mentioned in any account.

The company's financial statements must present correctly, under all material aspects, **UTI**'s financial position and the results of the operations carried out by **UTI**, as well as the cash flow for that period. Every Employee who draws up or contributes to the financial reports will be responsible for the accuracy and integrity of the financial reports and of other financial information under their responsibility.

All the financial reports of **UTI** affiliates will be carried out according to the accounting principles and standards generally accepted in the countries where **UTI** activates, and which must be applied permanently.

The control of internal accounting and record-keeping policies is essential for the successful performance of the Company activity in order to meet all its legal and commercial requirements. Every Employee is liable for the accuracy, completeness and correctness of the records they keep, and for observing all Company policies and procedures.

Employees are prohibited from forging any register, record or account related to the Company's activity or to that of clients or suppliers, or regarding the titles to Company property. This means that the Employee must behave ethically in relation to any and all aspects of their job tasks, including in regards to the data they record in expense reports, timekeeping records or requests for benefits. Registers required for fulfilling legal and tax obligations are kept, and the records that are no longer necessary are eliminated so as not to endanger data confidentiality. Attention will be paid to information or records that could be of relevance in current or future litigations or within any other legal procedures, any operation in this sense being conditioned by the prior approval of the Legal Department.

Controlling structure - **UTI** must maintain a proper control structure that ensures the accuracy and integrity of information and that provides sufficient assurance that the company's assets are safe, and that the transactions registered in the company's financial reports are its legal and authorized transactions. **UTI** does not accept the non-recognition of this control by its Employees, including persons from its executive management, regardless of their position.

If there are employees or management representatives who do not support controlling activities with information and documents, they will be investigated according to the Labor Code.

Observance of legal requirements on reporting to competent authorities

It is essential that the reports that the Company sends to competent authorities or investors are complete, accurate and sent within the term provided by law. If the Employee is tasked with drawing up these reports, then they will have to be familiar with the relevant rules and not distort or leave out relevant data. If an Employee is asked to send information necessary for drawing up a report, he/she is responsible for the data to be complete, as well as accurate.

IV. Anti-money laundry and terrorism funding policy

UTI adopts the strictest standards against money laundry and terrorism funding, and undertakes to observe all laws regarding the prevention and fight against money laundry and terrorism funding. By means of the company policy, we set out to develop business relations only with clients of good reputation involved in legitimate business activities and whose funds come from legitimate sources.

Every **UTI** affiliate must observe the procedures on the prevention and fight against money laundry and terrorism funding, to observe and enforce the risk-based "know your client" (KYC) measures and, at the same time, take reasonable measures for preventing, identifying and reporting suspicious transactions.

Money laundry activities are absolutely prohibited and fatal to any business relationship.

Money laundering means:
• exchange or transfer of goods, knowing that they are derived from criminal activities, in order to hide or conceal the illicit origin of these goods or in order to help the person who committed the crime to avoid prosecution, trial or punishment.
• hiding or concealing the true nature of the origin, situation, disposition, circulation or ownership of the goods or titles thereof, knowing that they are derived from criminal activity
• acquisition, ownership or use of goods knowing that they are derived from criminal activity

Purchasing and delivering fictitious products and services is completely prohibited - these are transactions that raise money laundering or terrorism funding suspicions.

All transactions carried out by affiliates must be documented and recorded according to laws and best practices; contracts/agreements are concluded that contain clear obligations for each party, and **UTI** Employees must follow the correct issuance of invoices, the acceptance of goods and services based on delivery-receipt reports, assessment reports or activity reports, as the case may be.

Permanent vigilance is the best way to prevent such operations. The Compliance Officer, in his position of person in charge in the relationship with the Office for the Prevention and Fight against Money Laundering, must notify the Office immediately in case of suspicions of deviations from normal or if actions are carried out whose aim is money laundering or terrorism funding.

All **UTI** employees must know that they must notify matters according to the hierarchy and, if their line manager does not cooperate, they must inform the Compliance Department of any suspicion regarding the existence of a fictitious transaction.

COMPANY EMPLOYEES MUST
be up to date with legal provisions and internal norms on the prevention of money laundry, as well as with the recommendations of the National Office for the Prevention and Fight against Money Laundry.

Economic sanctions, embargoes

Conducting business with people or entities who trade certain goods and technologies affected by sanctions and embargoes is allowed only if carried out in strict accordance with the law applicable to sanctions and embargoes.

V. Competition policy

UTI bases all its contractual relations on legal business practices, and promotes open competition.

All **UTI** Employees and representatives must know and follow **UTI** policies on competition, included in the **Code** herein and in any other document communicated to representatives of affiliates and Employees.

UTI undertakes to observe the following set of standards that will govern the business conduct of the Group and its Employees:
• Will not denigrate any competitor, nor their products or services.
• Will not denigrate the management or Employees of any competitor.
• Will not attempt to acquire a competitional advantage by means of personal attacks against competitors.
• Will never provide its competitors confidential information on the Group's method of conducting its trade activity.
• Will never attempt to obtain confidential information on its competitors' method of conducting trade activities.
• Will never attempt to determine its competitors to adopt a certain trade behavior.
• Will never attempt to determine its distributors to apply a certain pricing policy.
• Will never establish or accept to undertake exclusive purchasing obligations (a party's request by which the other party purchases certain products when one of the parties holds more than 30% of the market share).
• Will not conclude exclusivity agreements with distributors when having a dominant market position in a certain region.
• Will never apply excessive prices, prices below the value of production costs, meant to undermine a competitor - dumping prices - or different prices for different clients if there is no objective justification for applying a differentiated treatment (discriminating prices).
• No language will be used suggesting that "a common industry point of view" has been reached in relation to a subject.
• Will never use language that would generate suspicions related to the contents of the message or language that would allow speculations in regard to the legality/illegality of the action performed or to be performed.
• Will never use language that would reflect a dominant market position or a strategy meant to undermine competitors or eliminate one or several competitors.

Moreover, applicable law and Company policies prohibit conduct that may be considered illegal or anti-competitional, which is the case with agreements between competitors which:
• increase, establish, stabilize or maintain prices or earning levels (price fixing).
• manipulate or fix bids in a tender procedure (tender manipulation).
• divide clientele, regions, markets or products (assignment schemes).
• limit or refuse the provision of goods or services (offer control).
• refuse to trade with a certain trade partner (group boycott).

Attempts to eliminate competition with the intention of harming a competitor is also prohibited.

Relationship with competitors

UTI must act independently, without reaching any agreements with its competitors in regards to adopting a certain trade conduct.

The following rules must be observed in the company's relationship with its competitors:
• Never discuss trading prices for the products and services sold to third parties.
• Never agree on an allocation of regions or clients for the services or products offered.

If they insist on discussing sensitive topics, leave the meeting.

Whenever UTI decides to bid in a tender in association with a competitor or potential competitor, the following rules must be strictly observed:
• It is compulsory to establish a small team of representatives of the association, involved in the receipt and transmission of information.
• The team is established based on a written understanding between the members of the consortium in which the persons who are to be part of the team are nominated, drawn up according to the example provided by the Legal Department, which can be read on the **UTI** portal https://intranet.uti.ro/UFC/DJ/Pages/Modele-de-contracte.aspx.
• The agreement on the appointment of the team will include strict obligations of confidentiality.
• No other Employee except for team members will gain access to the information regarding the prices used by the members of the association and the structuring thereof.
• The team designated to manage the flow of information must not disclose or communicate the information received from competitors to any other Employee or any other third party.

The information that the team learned in the context of the tender must remain confidential and disclosed only to the contracting authority, for the sole purpose or awarding and performing the contract.

UTI will not discuss or resolve with any of its competitors:

- to purchase or not purchase products from a certain distributor
- to recommend or distribute goods or services to a certain client

The registration of any affiliate in trade associations is possible only with the prior agreement of the **Legal Department.**

Before concluding any agreement with competitors, UTI Employees or representatives must receive the authorization of the Legal Department. The request to the **Legal Department** is sent in writing, by e-mail or other systems provided by the Company for document management, and includes the following basic information: the object of the request, the company, its identification data, the field in which it activates and the segment it occupies on the market.

Relationship with clients and distributors

If it is possible that in a distribution contract either **UTI** or the other contracting party holds or may reach a market share of over 30%, **UTI** will not request the other party to purchase from **UTI** more than 80% of the goods or services needed, because this obligation is assimilated to an obligation of exclusivity (exclusive purchasing). Similarly, **UTI** must not accept such obligation of exclusive purchasing in a similar situation.

Understandings which might have an anti-competition effect:

- the obligation of purchasing a certain minimum quantity of goods or services
- the obligation of maintaining a minimum inventory for a certain time
- the client's obligation to inform **UTI** in case of receiving a better offer and, at the same time, the condition of accepting such offer only if **UTI** does not advance an offer with the same terms and conditions.

The Legal Department must be notified whenever either of **UTI** affiliates intends to conclude an agreement which provides exclusivity obligations.

UTI representatives or employees must discuss with the Head of the Legal Department or Deputy of the Legal Department when they intend to:

- request a client to use **UTI** products and services solely for their needs (thus prohibiting re-sale)
- restrict the possibility of reselling products to a certain category of clients
- restrict the possibility of reselling products in other EU territories
- restrict the conditions in which a certain client may resell the products

If **UTI** occupies a dominant position in a certain region, **UTI** WILL NOT conclude exclusivity agreements with distributors in regards to that territory.

Prices

UTI will never apply excessive prices, prices below the value of production costs meant to undermine a competitor - dumping prices - or different prices for different clients if there is no objective justification for applying a differential treatment (discriminating prices).

Communication

UTI employees will not use language suggesting that "a common industry point of view" has been reached on any subject - for instance pricing.

UTI employees will not use language that leads to suspicions regarding the contents of the message (such as "please destroy/delete after reading") o language that speculates in regard to the licit/illicit nature of the actions taken or to be taken.

UTI employees will not use language that shows the company's power or dominant position on the market, such as "we dominate the market" or "this will allow us to eliminate competition."

UTI employees will not use language suggesting that **UTI** has a strategy meant to undermine competition or eliminate one or several of its competitors on the market.

VI. Confidential information policy

Risks regarding the violation of confidentiality regulations

Trust is essential for the success of our business. Clients, supplies and companies with whom we collaborate trust that we manage their confidential information diligently, regardless whether the information is financial, personal or commercial.

UTI defines as confidential data and information that is not public. Examples, without limitation:

- insider information
- data and information received from clients
- data regarding transactions carried out via **UTI**
- company's financial data
- information regarding the private data of employees and collaborators
- any other information that is useful to the company and whose disclosure would harm the company and its partners.

The best practice in appreciating the confidential nature of information is to consider that all information is confidential, except if it was published or disclosed in any other manner which does not lead to the infringement of the confidentiality obligation.

At a legislative level, there are laws and regulations that prohibit the abuse of confidential information. The company uses procedures and regulations designed to observe relevant laws and protect even against practices that only appear to be unlawful. There are special rules regarding the handling and protection of client information and private data. Every Employee has the responsibility to protect the confidentiality of information regarding clients and/or company's activity. This responsibility can be imposed by the law, may arise from the conventions concluded with clients or can be based on the Company's policies or practices.

EVERY EMPLOYEE

has the responsibility to protect the confidentiality of information regarding clients and/or the Company's activity.

Confidential information is Company property and cannot be disclosed to anybody outside it. Employees who have access to confidential information are prohibited from allowing the access of persons outside the company to any data or material which is not aimed for public use, without the management's prior agreement.

Client confidential information cannot be disclosed to unauthorized persons, except in cases when, in the course of proper performance of activity, the law allows it, for instance when the disclosure is required based on a legal process or when the Legal Department finds that the measure is appropriate considering the circumstances.

Before disclosing personal data, the Employee must ensure that:
• this is allowed by the law or by Company policy and procedures.
• the receiver of the confidential data is authorized to receive it and needs it for performing their job tasks.
• limits the quantity of information provided to what is strictly necessary for reaching the established commercial purpose.
• there is a signed confidentiality agreement in place when disclosing information to a person outside the Company.
• the receiver is aware that the information is confidential, as well as of any restrictions regarding the use or dissemination thereof.

The restriction regarding the disclosure of confidential information does not affect the Company employees or representatives' obligation to report internally any conduct that they consider contrary to the law or **UTI**'s internal regulations, or to tell the truth when asked or requested by a state authority or court.

The Employee's responsibility to protect confidential data extends to the activity performed by them before joining the Company. The disclosure of a former employer's confidential data is contrary to ethical norms and also may expose the Company and that Employee to legal repercussions. Thus, the Employee cannot disclose any confidential information pertaining to a prior employer, except when that information has already become public without the intervention of that Employee.

Employees are prohibited from using the confidential information brought to their attention for their direct or indirect personal interest. The information held because of and during job tasks will be used by **UTI** employees solely for the purpose of achieving such tasks.

Employees must not access or use confidential information or share it with other Company Employees who are not involved in the provision of services to the rightful holder of that information, except if authorized to do so or the law allows it.

The multiplication/copying of documents/files that contain confidential information is carried out by Employees who have access to such information only for the purpose of performing their current activity. Employees will not leave confidential documents or other data and information unsupervised on their desk.

Clients and partners are welcomed and received in areas set up for this purpose, which do not allow access to work stations where confidential information is used.

Persons outside the company will be accompanied throughout their visit by an Employee who must not allow the visitor to reach areas where confidential information is stored or displayed. It is prohibited to access these areas carrying telecommunication equipment - mobile phones, smartphones, tablets, laptops. During meetings, access with a mobile phone is allowed only in special cases, when an important call is expected, on the condition of notifying the other participants to the meeting prior. The call will be taken after leaving the room, so as not to interrupt talks.

The Human Resources Department must keep a file on every **UTI** employee. Also, employees' aptitude files and granted monetary benefits records are kept. **UTI** employees will use such confidential information according to the relevant provisions of the law.

The restriction regarding the disclosure of confidential information does not affect the Company employees or representatives' obligation to report internally any conduct that they appreciate as being contrary to the law or **UTI**'s internal regulations, or to tell the truth when asked or requested by a state authority or court.

For any unclarity, question, issue related to the confidential or non-confidential nature of information and documents, Employees may contact the Legal Department and the Information Security Department.

Private data protection

According to the provisions of the law, **UTI** and **its employees and representatives** must observe the private nature and the security of each person's private data processing. Also, they have the obligation of safely managing the databases especially created for the fulfillment of their legal obligations and granting registered persons the rights provided by current or future national and European law.

VII. Internal Fraud prevention policy

The use of UTI material resources/assets

Every **UTI** employee has the responsibility to protect and use the company's resources wisely and efficiently. Theft, negligence and waste have a direct impact on the company's profitability. All company assets (such as but not limited to materials, furniture, equipment, means of transport, tools, devices, documents, internal presentations etc.) must be used for conducting legitimate businesses. This policy extends to all the tangible and intangible assets of the company.

Resources and Properties

Resources and properties will be managed efficiently according to the law and **UTI**'s internal regulations, according to the limitations established by shareholders.

Every employee is responsible for a careful and efficient use of company funds and property. Employees cannot use the company's goods or services for personal purposes.

Company assets cannot be sold, leased, estranged or assigned in any way without taking their value into consideration and without a prior decision taken by the **UTI** management with competences in the field.

Information Security Management

The use of information resources, work stations and IT equipment, office equipment, manufacturing equipment, other assets and resources pertaining to the Company will be strictly limited to the company's activity.

UTI reserves the right to monitor and inspect the electronic communications in compliance with the internal regulations of the Company .

The employee takes full responsibility for any damages caused to UTI Group pf companies due to their failure to observe the above-mentioned obligations. Work stations or IT equipment means laptops, servers, tablets, telephones, desktop computers, peripherals, other terminals.

The company's equipment and assets must not be removed from **UTI** offices except for the purpose of activities related to its businesses, with management approval and prior notification of the operational units managing the company's goods and equipment.

The user must make sure that for all software and/or applications, programs, codes and other similar products installed, stored, transferred, activated or provided by them directly on IT equipment/work stations pertaining to **UTI**, valid licenses exist

UTI papers and documents

Employees must observe the rules of preserving **UTI** documents and papers. To this end, the Information Security Department coordinates the archiving, protection, preservation and classification thereof, regardless of format.

Company files may not be taken outside **UTI** offices, with the exception of the documents required for achieving **UTI**'s business purposes or for meeting certain legal requirements.

Legal provisions stipulate the archiving, over determined periods of time, of several types of records and documents, including accounting, financial/fiscal, environment, labor law etc. Moreover, we often need to refer to archived information after the expiry of legal archiving durations for purposes such as evidence in court, business ideas etc.

E-mail and Internet

UTI's IT system (which includes all the computers provided to Employees for performing their activity, as well as network and Internet connections) is **UTI** property.

UTI has developed policies regarding the use of the IT system and encourages employees to familiarize themselves with them. The observance of these policies is imperative in order to ensure an environment that is optimal to the efficient performance of job tasks.

EVERY EMPLOYEE

is responsible for the way in which they use **UTI**'s IT system, both in terms of legal provisions, as well as in terms of **UTI**'s IT security policies. All the information sent/received, created or saved in **UTI**'s IT system is considered **UTI** records and property.

It is prohibited to use it in order to send or receive messages or files that violate the provisions of the law. Also, it is prohibited to receive/send messages clearly considered and identified as abusive, offensive from a racist, sexual or any other point of view, or containing profanatory information.

UTI's IT system cannot be used to request information on behalf of religious or political causes, for the interests of other organizations or other activities not related to **UTI**'s business.

VIII. UTI conduct and behavior policy

UTI conduct in relation to shareholders

An ethical behavior includes correct and efficient management, responsibility, loyalty, information, transparency and confidentiality. Shareholders invest in **UTI** in good faith, out of their will to develop the Company, and this must be appreciated, respected and supported by everybody.

UTI conduct in relation to employees

UTI respects and compensates its Employees for their performance, as well as for their moral and ethical conduct. Mere professional performance is not enough. **UTI** provides its Employees a transparent, equitable and non-discriminatory working environment. In exchange, **UTI** expects loyalty, efficiency and morality from its Employees.

UTI believes that its Employees are its most important capital and undertakes to compensate positive results fairly and transparently, as well as sanction and punish negative results.

UTI is an equal opportunity employer to all employees, regardless of race, color, religion, nationality, gender, sexual orientation, age, veteran status, invalidity or other classifications, as designated by national or local regulations.

UTI's commitment to provide equal and equitable employment opportunities refers to each aspect of the employer/employee relationship, including: recruitment, selection, finding an appropriate workplace, pay, promotion, training and discipline.

Any action, comment or material directed to or regarding an employee's race, color, religion, nationality, citizenship, gender, sexual orientation, marital status, age, veteran status, disability or other classifications, as defined by law and which can create a working environment that is hostile to the employee, is strictly prohibited. Offensive behavior and verbal, visual and physical intimidation are also prohibited.

UTI encourages personal relationships between Employees, at the office, during the working schedule and outside of it, in conditions of transparency and fairness, so that together, **UTI** and its Employees may reach solutions that ensure a cursive and efficient activity, avoiding any conflicts of interests or biases at the workplace.

UTI conduct in relation to clients

UTI employees, collaborators and any other representatives will act diligently for gaining and keeping clients by offering safe, good quality products and services, will show integrity and act responsibly for establishing fair and honest relationships with clients. Clients must be listened to and respected, and their requirements are of utmost importance to **UTI** and its Employees.

UTI conduct in relation to suppliers/associates

Suppliers are very important business partners. Suppliers must be treated with exigency, as well as respect. They must be selected so that to meet **UTI**'s needs and business requirements, and **UTI** will seek to enforce its criteria and norms of morality and ethics on all its suppliers and associates.

UTI conduct in relation to the community

When setting its economic benefits, **UTI** also takes into account long-term objectives meant to contribute to the development and support of the community in which it activates. **UTI** will get involved as much as possible in cultural activities, environmental protection initiatives and will contribute to finding solutions to social issues, especially for children and the elderly.

UTI employee conduct

UTI employees must have a moral profile that meets the demands of the **Code** herein. Their conduct must rely on the following principles:

Respect

UTI employees will always respect each other and show fairness in their work relations. Therefore, **UTI** employees and representatives will treat with utmost respect all those with whom they collaborate for the fulfillment of job tasks; no **UTI** Employee or manager is allowed, in the performance of their job tasks, to take unjust advantage of any other person by manipulation, concealment, abuse of confidential information, forging of data or any other unfair practice.

Health at the workplace

We are all responsible for maintaining a healthy working environment, by observing health and safety rules and practices. Employees must observe all the provisions of the law, as well as **UTI** regulations and policies on occupational health and safety. You must notify your line manager of any activity that represents a threat to your or someone else's health and safety. Any accident must be reported promptly and accurately. Equally, **UTI** will ensure its Employees' health and security in all work-related aspects, according to the provisions of the law.

Communication

The company’s image is built on the harmony between performance and communication. Means of communication are necessary in order to convey messages correctly, accurately and in due time. By communicating, parties reach a common understanding of reality. In conclusion, relationships between Employees must be as open as possible, without animosities leading to work conflicts, distorting the truth or harming **UTI**'s business interests.

Public services

UTI employees are encouraged to take part, with the approval of the Compliance Department, in public committees, NGOs, foundations, chambers of commerce, leagues, councils or commissions such as school councils, local councils, councils of hospitals, other non-for-profit organizations, as well as public institutions, and to represent **UTI** as well as possible. Yet there may be cases when involvement in such organizations can affect **UTI**, which is why it is preferable that the **UTI** employee does not take part in voting and does not adopt a public position on a certain topic without a prior consultation of the Compliance Department.

Notifying the employer

The employee will notify the Compliance Department in due time of the following categories of events in which they are personally involved, regardless whether related to the Company activity or not:
• any prosecution, arrest, conviction or any other legal procedure in regards to a criminal accusation, including in relation to non-settled criminal investigations, regardless how minor
• any investigation or action carried out by competent authorities, citation in view of hearing as witness or interrogation on conduct contrary to the law
• any legal claim directed against the Employee in regards to accusations of fraud, deceit or unfair or unethical conduct, related to the Company's activity/object of activity

IX. Anti-retaliation and speak-up culture policy

THE COMPANY PROHIBITS
• intimidation or retaliation against any Employee who speaks out in good faith in relation to a potential deviation from the provisions of the **Code** or infringement of any internal policy, procedure or legal provision. • intimidation or retaliation against any person who gives assistance on the course of the investigation of the infringement; those who encourage retaliation or threat are sanctioned according to provisions of the labor law, as well as civil and/or criminal provisions, as the case may be.

Speak-up (whistle-blowing) encouragement and prohibition of retaliation

In order to promote an ethical working environment, **UTI** guarantees its employees/ representatives that they will be able to report any issue without fear of retaliation.

UTI encourages dialogue and will support anybody who expresses their concern in good faith, being committed to ensuring that the person will not suffer any unfavorable treatment as a result of their decision or because they spoke up.

UTI employees, associates and third parties who refuse to infringe the policies provided in the **Code** or those who express their concern or report existing or potential non-conformities in good faith must not fear any potential retaliation.

The **UTI** employee/representative can be certain that the information they provide will be treated with discretion and disclosed solely to those entitled to receive it.

UTI employees, associates and third parties must warn and report any information or deed related to supposed improper or illegal activities that may lead to:
• unethical or unprofessional behaviors
• failure to observe **UTI**'s internal regulations
• discrimination or harassment
• fraud
• situations that may generate a substantial hazard, specific or imminent to **UTI** staff or public health and safety
• infringement of national laws and regulations
• other illegal or improper practices or policies

Uncertainties regarding various aspects provided in the Code or UTI's internal regulations

It is important that every Company employee and representative fully understands the reasoning on which the **Code** herein as well as **UTI**'s internal regulations are based, as well as the contents of the provisions and any effects they might have.

For any questions regarding the implications of an action you intend to take, before doing so, please answer the following questions:
• Does this action endanger someone's health or security?
• Is it legal?
• Is it moral, even if legal?
• Does the action observe **UTI** policies and practices?
• Does it make me uncomfortable?
• Should I request the advice of my line manager in relation to this issue, before acting?
• Could **UTI** or myself be compromised if this were known by my line manager, colleagues, subordinates and friends?
• Can I justify my actions before my line manager, colleagues, clients and the community?
• Does my pursuit observe **UTI** values?
• What would others think about this pursuit if it were published in the newspaper, broadcast during the news or posted on the **UTI** website or sent via Postmaster?
• Would an internal control be cancelled (dismissed) by management?

Many times there can be differences of opinion in regards to what needs to be done in certain circumstances. Conduct or actions considered right in a certain context may be wrong in another. Sometimes, when you only use your own judgment, there seems to be no right answer.

The **UTI** employee and/or representative will not adopt a certain behavior and will not make any decision if they suspect that said behavior/decision could be contrary to the **Code** and to **UTI**'s internal regulations, before receiving the requested clarifications.

Therefore, in case of any uncertainty or doubt in regard to a certain provision, or if an **UTI** employee and/or representative does not know what behavior to adopt in a certain situation, they will be able to ask questions and clarifications from the **Compliance Department**. UTI undertakes that all the requests sent by Employees and/or representatives will receive a proper response in due time.

Reporting abuses and violations

Protecting the Company name is the responsibility of every **UTI** employee/representative. That is why, if they suspect or learn about any action that is illegal, unethical or contrary to **UTI's internal bylaws**, they must report it immediately by e-mailing compliance@uti.eu.com. The **UTI** employee or representative must report, regardless whether staff was involved in the infringement or whether it was committed by a colleague.

Also, the **UTI** employee/representative must notify and provide relevant information when aware or suspicious of an illegal behavior or a conduct that infringes the provisions of the **Code** herein or those of **UTI**'s **internal law**, committed by any client, supplier, consultant, contractor or temporary worker, business partner or agent.

Statement management

All employees, including **UTI** companies' board members, persons from the top and middle management including general managers, CEOs, executive managers, technical managers, business directors, project managers, heads of departments from operational units as well as collaborators must give statements confirming that they acknowledge and will observe the **Code** herein (presented in Annexes 1, 2, 3 and 4). Also, Suppliers will sign a declaration of conformity with **UTI** ethics regulations, provided in Annex 3.

The Compliance Department handles the process of centralization and notification of the General Shareholders'/Associates'/Boards' Meetings on the progress of signing the Declarations pertaining to the **Code** by **UTI** employees and representatives. It also monitors and checks, based on the lists provided by the Human Resources Department, that all **UTI** employees and representatives have signed the Declarations by June 30th of every year. Submits to the General Shareholders'/Associates'/Boards' Meeting, within maximum 15 days from the Declaration submission deadline, a report with the names of those who did not submit their Declarations.

The Code will also be updated anytime changes must be made to the document. If this may be the case, the signed declarations must be centralized and sent to the Compliance Department within 30 days since the notification regarding the changes.

Declarations of UTI employees and representatives (Annexes 1 and 2) in regards to the Code:

- are signed at the beginning of the contractual relationship with **UTI** - in this case, the original Declaration is sent within 5 working days after signing by the Human Resources Department to the Compliance Department. Employment documents (employment contract or management/administration contract) are not concluded without the prior signing of the Annexes regarding the **Code**.

- are renewed annually and sent to the Compliance Department by June 30th of every year. The Compliance Department, by means of a Postmaster message, notifies **UTI** staff on the need to update the Statements one month prior, namely on May 30th of every year.

In case of any amendments of the information detailed in the Declarations, regardless of when they arise, **UTI** employees and representatives must update the information and send the new Declarations to the Compliance Department.

The Declarations must be filled out in printed format and sent in original counterpart, signed either with a holograph signature or via email electronically signed according to the indications above. The declarations must be sent to the Compliance Department at: compliance@uti.eu.com.

In the case of Annex 2, a scanned copy of the printed Declaration must be sent via email to the Compliance Department. The scanned copies of the Declarations are archived in teh secured database of the Compliance Department, which can be accessed by the members of the Board of Directors, the Shareholders, the Legal Department, the Economic Department and the Internal Audit Department.

Department Managers (Director, Department Manager, Project Manager, Site Manager, Team Manager) must provide their subordinated staff who does not have access to electronic means a printed copy of the **Code** herein.

They must check that the copy is available at every work point and address of the company. They must also make sure that the subordinated employees read and understand the aspects applicable to their scope of work.

If the staff who does not have access to electronic means has any concerns regarding certain aspects of the **Code**, they may contact line managers, escalating the issue until the provisions are understood.

Line managers (Director, Department Manager, Project Manager, Site Manager, Team Manager) supervise the signing and collection of the Declarations regarding the **Code** and send them to the Compliance Department as they are signed, in printed format or, if the case may be, as e-mail attachments, by the established deadline.

The declarations filled out by suppliers, collaborators, associates and subcontractors are attached to the agreements and not sent separately.

The Legal Department must make sure that agreements with suppliers include the Declaration of Compliance for suppliers stipulated in Annex 3 and Annex 4.

Relationship with other internal UTI documents

The **Code** herein supplements **UTI**'s internal regulations and is applicable to every **UTI** affiliate, together with the Internal Regulations, the Collective Employment Contract within the Company and, where applicable, the Competition Policy and other specific internal norms.

Whistle-blowing procedure

If you noticed or found out about a potential non-conformity with the **Code** herein, you must notify it immediately, verbally or in writing, to the Compliance Department (anonymous alerts are accepted).

Written notifications must be sent to the Compliance Department at:

Compliance Department
Lasar 31 Business Center, 31 Vasile Lascar St, 10th floor, Sector 2, Bucharest, Post Code 020492
Email compliance@uti.eu.com
Attn. Compliance Officer

X. Final provisions

Sanctions

The **Code** herein is a compulsory internal regulation for each **UTI** affiliate.

Failure to observe any provision of the **Code** herein may result in sanctions for the Employee according to labor law (including termination of the individual employment contract on disciplinary reasons), as well as civil and/or criminal law, as the case may be.

UTI will take all legal measures in order to protect its interests, regardless of who is guilty of the infringement of the **Code**.

For ensuring the transparency of the company-employee relationship, **UTI** encourages and recommends employees to draw up of a summary declaration of assets. The submission of such declaration is carried out exclusively on the responsibility of the issuer. Regardless whether such declaration is submitted or not, the company encourages open communication with the management regarding the Employee's financial situation, under the reserve of strict confidentiality.

Every employee must read the **Code** herein in full.

Transitional provisions

UTI reserves the right to amend the **Code** herein periodically. Any such amendment will be communicated via communication channels available within the company.

The **Code** herein becomes applicable at the date of its adoption by Resolution of the General Shareholders'/Associates' Meeting.

Annex 1

STATEMENT
on the acknowledgement and assimilation of the provisions of
SOFTRUST VISION ANALYTICS S.A.'s
Code of Business Conduct and Ethics
(EMPLOYEES and REPRESENTATIVES)

To: Compliance Department

To: Compliance Department

From: Full name: _____

Position _____

Branch/Department: _____

Location: _____

I hereby certify that the statements below are true as of the date mentioned below. I hereby declare that I will update the statement herein should its circumstances suffer any changes that could lead to the existence of outdated, false or incomplete information.

I hereby declare that I am aware of the sanctions pursuant to the Labor Code, including the termination of the individual employment contract for disciplinary reasons.

write Yes or No, as the case may be

1.____I hereby declare that I have received, read and understood the **Code of Business Conduct and Ethics**.

2.____I hereby declare that I have and will observe all the policies and guidelines stipulated in the **Code of Business Conduct and Ethics**.

3.____I hereby represent the following: "I hereby declare that I am not aware of the existence of any infringement of the Code of Business Conduct and Ethics by those to whom it applies, nor am I aware of the possibility/existence of a crime/infringement/fraud which was committed by a **UTI** employee."

If you answered NO to any of the questions above, you must contact a Compliance Department representative in order to provide an explanation.

Date: _____

Signature: _____

Full name: _____

Annex 2

STATEMENT
on participations outside SOFTRUST VISION ANALYTICS S.A.
(EMPLOYEES and REPRESENTATIVES)

To: Compliance Department

From: Full name: _____

Position: _____

Branch/Department: _____

Location: _____

I hereby certify that the statements below are true as of the date mentioned below. I hereby declare that I will update the statement herein should its circumstances suffer any changes that could lead to the existence of outdated, false or incomplete information.

I hereby declare that I am aware of the sanctions pursuant to the Labor Code, including the termination of the individual employment contract for disciplinary reasons.

I hereby declare, in awareness of the provisions of Art. 326 of the Criminal Code, that myself, my spouse, children or relatives up to the 4th degree are not associates/shareholders, directors, employees or collaborators in any entity performing commercial activities/ are shareholders/associates, directors, employees or collaborators in the following companies/associations/other forms of performing trade activities:

Data regarding the entity where the employee and their relatives up to the 4th degree are shareholders/associates/directors/employees/collaborators

Plese fill in solely with information about a legal entity/PFA (sole trader)! Please do NOT fill in the personal information of the spouse/children or relatives up to the 4th degree!

- Name, registered offices, VAT no., Trade Register no., main object of activity

_____

- Capacity: _____

or

- Sole trader, activity, declared offices, authorization no. _____

Date: _____

Signature: _____

Full name: _____

Annex 3
S.C. SOFTRUST VISION ANALYTICS S.A. ("the Company")

STATEMENT
regarding the awareness and assimilation of the provisions of the Code of Business Conduct and Ethics
(SUPPLIERS, COLLABORATORS, ASSOCIATES AND SUBCONTRACTORS)

The undersigned company, _____, represented by _____,

write Yes or No, as the case may be

1.____I hereby declare that I have received, read and understood **the Company's Code of Business Conduct and Ethics**.

2.____I hereby declare that I have and will observe all the policies and guidelines stipulated in **the Company's Code of Business Conduct and Ethics**.

3.____I hereby take responsibility for the following: "*I hereby declare that I am not aware of the existence of any infringement of **the Company's Code of Business Conduct and Ethics** by those to whom it applies, nor am I aware of the possibility/existence of a crime/infringement/fraud which was committed by a **Company** employee in relation to myself*".

If you answered NO to any of the questions above, you must contact a Compliance Department representative in order to provide an explanation.

I read carefully and understood **the Company's** regulations on business ethics included in the **Code** and undertake to take all measures so that our representatives, in relation to any **UTI** affiliate, is notified on **the Company's** regulations on business ethics and observes them in full.

The Company reserves the right to monitor, during the performance of the Agreement, the business partner's reputation and the observance of the principles of this **Code**, and may terminate the Agreement if it finds any non-conformities of the business partner in the unfolding of the contract, pursuant to this **Code**. **The Company** may request clarifications and invoke the right to audit the business partner if it finds suspicions or infringements of this **Code** and the policies therein.
For identified non-conformities, **The Company** reserves the right to claim damages in case of any loss caused by the supplier.

We understand that the infringement of the provisions below by our company or any of the representatives thereof may lead to the termination of any business relations with **the Company** if it is proven, by means of a final judge's decision, that our **Company** or any of its representatives failed to observe the obligations provided above.

The Company's regulations on business ethics:

Conflict of interests

A conflict of interest regarding the relationship with a business partner exists whenever there is an important activity taking place between the business partner or a representative thereof and any employee or collaborator of **the Company** (agent, representative, natural person provider).

"Important activity" means any relationship or direct or indirect connection of a financial, social or family nature between the business partner or a representative thereof and any **of the Company's** employee/collaborator.

The business partner must notify **the Company** in writing of the existence of any potential conflict of interests by contacting the Compliance Department.

Offering advantages

The **Company's** policy is to not allow Employees to request or accept advantages, goods or services from clients, suppliers or any other persons with whom they come into contact subsequent to the performance of their job tasks.

The business partner or any of its representatives will not offer, directly or indirectly, advantages to **the Company's** employees in order for them to perform or not perform their job attributions. The business partner or any of its representatives will immediately notify the Compliance Department if an employee of the Company requires any advantages for the fulfillment or non-fulfillment of their job attributions.

Competition norms

The Company carries out its contractual relations based on legal business practices and promotes open competition and the maintenance of a normal competitional environment among companies. **The Company**'s business partners and the representatives thereof will observe the same requirements, any attempt of infringing legal provisions on the free exercise of competition and the preservation of a normal, non-denatured competitional environment or unfair competition practices being sanctioned by **the Company** by termination of its contractual relationship with that partner.

Prevention of money laundry and terrorism funding

Money laundry means:

- exchange or transfer of goods, knowing that they are derived from criminal activities, in order to hide or conceal the illicit origin of these goods or in order to help the person who committed the crime to avoid prosecution, trial or punishment.
- hiding or concealing the true nature of the origin, situation, disposition, circulation or ownership of the goods or titles thereof, knowing that they are derived from criminal activity
- acquisition, ownership or use of goods knowing that they are derived from criminal activity

Also, purchasing and delivering fictitious products and services is completely prohibited - these are transactions that raise money laundry or terrorism funding suspicions. The business partner

or the representative thereof will immediately notify the Compliance Department if any employee or collaborator of **the Company** requires documents for fictitious deliveries.

The Company's business partner and its representatives must be aware of the legal provisions on the prevention of money laundry, as well as of the recommendations of the National Office for the Prevention and Fight against Money Laundry.

Business partners or the representatives thereof who are aware of a situation that may infringe in any way ethical business principles must notify the competent bodies within **the Company** by sending an e-mail to compliance@uti.eu.com.

For the settlement of any ethical business issues, **the Company** provides the following contact data:

Compliance Department
Lascar 31 Business Center, 31 Vasile Lascar St, Sector 2, Bucharest, Post Code 020492
Email compliance@uti.eu.com
Attn.: Compliance Officer

Date: _____

Signature: _____

Representative: _____

Annex 4

S.C. SOFTRUST VISION ANALYTICS S.A. (the Company)

STATEMENT
on ethics and reputation
(SUPPLIERS, COLLABORATORS, ASSOCIATES AND SUBCONTRACTORS)

To: Compliance Department

From: Full name: _____

personally and on behalf of _____

I hereby certify in full awareness of the provisions of the Criminal Code regarding false statements that the information below is true and certain as at the date mentioned below. I hereby declare that I will update the statement herein should its circumstances suffer any changes that could lead to the existence of outdated, false or incomplete information.

I. SC

_____

☐ has not adopted internally any specific anti-bribery and anti-corruption procedures

☐ has adopted the following anti-bribery and anti-corruption procedures/regulations (attached):

a).....

b).....

c)..... (more letters will be added if the case may be)

II. SC _____

, the associate/s, people in its shareholding and its legal representatives

☐ have not been convicted by a final *res judicata* sentence for fraud, corruption, money laundry, tax evasion, participation in organized crime or any other crime, or subjected to discrimination, amnesty or rehabilitation

☐ have been convicted by a final *res judicata* sentence for fraud, corruption, money laundry, tax evasion, participation in organized crime or any other crime, but not subjected to discrimination, amnesty or rehabilitation, as following:

III. SC _____

, the associate/s, people in its shareholding and its legal representatives

☐ have not been sanctioned definitively by a public authority subsequent to infringement of professional conduct or competitional practices

☐ have been sanctioned definitively by a public authority subsequent to infringement of professional conduct or competitional practices:

IV. SC _____,
the associate/s, people in its shareholding and its legal representatives, contacts/ account managers

☐ do not have interests in UTI or UTI affiliates

☐ have the following interests (shares, employed relatives, labor agreements etc.) in **UTI** or UTI affiliates:

V. SC _____,
associate/s, people in its shareholding and legal representatives, contacts/ account managers

☐ have not had any political affiliations or held public office in the past 24 months

☐ have had political affiliations or held public office in the past 24 months, as following:

Date: _____

Signature: _____

Full name: _____