

ETHICS CODE

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1. INTRODUCTION. PURPOSE OF THE ETHICS CODE

This Ethics Code (hereinafter, also the "Ethics Code") has the purpose of determining the conduct guidelines and principles that govern the NANOSCIENCE COOPERATIVE RESEARCH CENTER – CIC nanoGUNE (hereinafter, "CIC nanoGUNE") in order to guarantee the implementation and consolidation of a culture based on ethics.

The Ethics Code is a fundamental document that is part of CIC nanoGUNE's Criminal Liability Risk Prevention Programme, and aims to act as a starting point to demonstrate CIC nanoGUNE's firm commitment to complying with the law, with a strong focus on that concerning the prevention of criminal issues.

As such, the Ethics Code's goal is to reflect a culture of exemplary ethics, as well as demonstrating CIC nanoGUNE's distinctive values, aiming to promote infrastructure based on a culture of compliance.

CIC nanoGUNE collaborates with the community in which it operates, encouraging and guaranteeing the necessary balance between its values and social expectations, promoting economic development and social action in the heart of the Basque Autonomous Community.

2. SUBJECTIVE SCOPE OF APPLICATION

The Ethics Code applies to all members of the CIC nanoGUNE team, regardless of their type of contract, hierarchical position, or function, with a strong focus on members of its Board of Directors, its Senior Management, and Managers from its various Departments/Research Groups. Hereinafter, all of these stakeholders will be referred to individually as the "Professional" and jointly as the "Professionals".

This way, notwithstanding the different activities that each one of CIC nanoGUNE's Departments/Research Groups carry out, all CIC nanoGUNE professionals must keep in mind and adapt to the provisions of this Ethics Code at all times.

In addition, this Ethics Code applies to the companies and professionals CIC nanoGUNE works with, as long as the contracted activity is sensitive or relevant to its activities. In this sense, said companies and professionals will be contractually required to demonstrate that they have adopted proper criminal liability risk prevention measures.

3. ETHICS CODE INTERPRETATION AND INTEGRATIVE ROLE

The Ethics Code does not attempt to reflect or regulate all possible cases that may arise as a result of CIC nanoGUNE's regular activities, but instead has the purpose of establishing clear criteria that serve to inform professional conduct and clear up doubts, where applicable, that may result from the Professionals carrying out their work.

Any doubt concerning the interpretation of the Ethics Code, or any other document that is part of the Criminal Liability Risk Prevention Programme, should be taken up with an immediate supervisor or the Compliance Committee,



where applicable.

4. ETHICS CODE ACCEPTANCE AND MANDATORY COMPLIANCE

All CIC nanoGUNE Professionals must understand, accept, and comply with the contents of the Ethics Code. Likewise, they must complete the appropriate training to be familiar with and understand the material so that it can be fully enacted. This document, as well as all other documents that are part of the Criminal Liability Risk Prevention Programme, are regulations of mandatory compliance.

The Professionals will be required to comply with this Ethics Code, respecting the values and principles it contains, and must follow the behavioural guidelines established therein.

As such, the Professionals, and especially those responsible for other Professionals, must comply with that stipulated in the Ethics Code and ensure that others are in compliance, promoting the behaviour, activities, and actions established therein at all times.

CIC nanoGUNE will communicate and distribute the Ethics Code to its Professionals by making a copy available for everyone. It will also be available on CIC nanoGUNE's website. All Professionals will be required to commit to their compliance in writing.

5. GENERAL REGULATIONS FOR PROFESSIONAL CONDUCT

This Ethics Code establishes the following behavioural regulations that CIC nanoGUNE Professionals must observe:

- (i) Compliance with the law and prevention of criminal conduct.
 - CIC nanoGUNE and all of its Professionals must respect laws in effect. In particular, they must understand the internal regulations and protocols, regulations and laws, with particular attention paid to the regulations of the Criminal Liability Risk Prevention Programme that affect their respective Departments/Research Groups, while also ensuring that Professionals receive proper training on the matter.
 - This way, CIC nanoGUNE and all of its Professionals will avoid fraudulent or illegal practices at all times, especially acts that entail direct or indirect benefit for CIC nanoGUNE or the Professionals themselves, mainly in cases where said conduct may involve possible criminal acts being committed.
- (ii) Respect for equal opportunities and encouraging workplace safety.
 - CIC nanoGUNE guarantees that its selection, hiring, and compensation policies and practices, its employment conditions, and its Professionals' access to training and promotion depend entirely on criteria of merit and ability, at all times respecting the principle of equality between men and woman,



and guaranteeing a lack of discrimination based on race, sex, ideology, nationality, handicap, beliefs, or any other personal, physical, or social condition. In the same vein, CIC nanoGUNE guarantees that it evaluates all its Professionals objectively according to their professional performance.

- Likewise, CIC nanoGUNE develops policies that guarantee the proper training of its Professionals, contributing to their professional and personal development, promoting a respectful working environment, and rejecting all forms of violence, abuse, or offensive behaviour of any kind, with particular attention paid to any form of verbal, psychological, sexual, or physical abuse or assault.
- CIC nanoGUNE actively promotes and applies an appropriate workplace risk prevention policy, guaranteeing that it is communicated to all Professionals, and properly observed and complied with. CIC nanoGUNE Professionals are required to comply with workplace health and safety regulations in order to prevent and minimise workplace risk as much as possible.

(iii) The fight against fraud.

- CIC nanoGUNE ensures that the Law is respected when carrying out its respective activities, fighting against corruption in all of its forms. By doing so, CIC nanoGUNE rejects any type of action, agreement, or concession based on corrupt or disloyal actions carried out with private entities, public authorities, or civil servants. In this sense, CIC nanoGUNE expresses its firm commitment to avoiding practices that may be considered irregular, including those relating to money laundering, corruption, or influence trafficking, in terms of its relationships with both its providers and suppliers, as well as its competitors and the Public Administration.
- In this regard, CIC nanoGUNE Professionals may not offer or concede, nor solicit or accept unjustified advantages or benefits directly or through a related party that have the immediate or mediate goal of CIC nanoGUNE obtaining a present or future benefit for itself or for a third party. In particular, they may not give or receive any type of bribe or commission coming from, or carried out by any other party involved, such as Spanish or foreign civil servants, personnel from other companies, political parties, authorities, clients, and suppliers. Expressly prohibited acts of bribery include directly or indirectly offering or promising any type of improper benefit, any cover-up instrument, or influence trafficking.
- In the same sense, CIC nanoGUNE Professionals may not make promises or provide gifts or compensation with the purpose of expediting procedures with administrative, legal, or political entities, or ensuring or influencing their result. Gifts or any other type of compensation are prohibited, with the exception of those that may be considered to be a courtesy according to local tastes and customs, as per that established in the Gift Protocol.
- On the other hand, Professionals must avoid all possible conflicts of interest when the interests of a Professional and the interests of CIC nanoGUNE enter into direct or indirect conflict. In such case, the Professionals must report the situation to their immediate superior in order to pass this knowledge along to the Compliance Committee so they can adopt the means necessary to resolve



the conflict according to each case.

(iv) Internal financial information control.

- CIC nanoGUNE's economic-financial information will faithfully reflect its economic and financial situation, as well as its assets. This will always be in accordance with generally accepted accounting principles and applicable international financial information regulations. To this end, no Professional may hide or distort the information included in accounting reports and records, which must always be complete, precise, and correct.
- As such, CIC nanoGUNE will employ maximum diligence when carrying out its activity, ensuring that funds and payments received are from lawful sources in all cases in order to prevent money laundering and the financing of terrorism.

(v) Transparency and loyalty in terms of tax authorities, and proper use of public funds.

- CIC nanoGUNE is committed to following best practices in terms of taxes, as per that stipulated in the Financial Resource Management Model and in compliance at all times with tax regulations, as well as maintaining a good relationship with the Provincial Tax Office of Gipuzkoa, prohibiting illicit profits from being earned, or taxes or withholdings from being evaded. Furthermore, CIC nanoGUNE is committed to the payment of any retribution in kind through which undue returns were obtained, or any other possible non-compliance with the accounting obligations established by laws in effect, in terms of accounting record keeping, as well as books and records.
- Along these lines, CIC nanoGUNE guarantees that funds obtained are earmarked for the purposes for which they were intended in cases where subsidies, tax relief, or aid is obtained from the Public Administration.

(vi) Regarding Industrial and Intellectual Property.

- CIC nanoGUNE respects and defends its Intellectual and Industrial Property rights, as well as those of third parties.
- In order to protect the rights of Intellectual and Industrial Property rights owners or those who have been legally ceded said rights, or to protect the rights that may correspond to third parties, CIC nanoGUNE Professionals are prohibited, among others, from the following conduct:
 - ✓ Distributing, plagiarising, reproducing, or publicly communicating a literary, artistic, or scientific work that is protected by copyrights without authorisation from the corresponding Intellectual Property rights holders or their assignee.
 - ✓ Reproducing, imitating, modifying, seizing a distinctive symbol (brand) that is identical or confusingly similar to that of a third party (to distinguish the same or similar products, services, activities, or establishments from those with registered Industrial Property rights) without



consent from the registered trademark owner.

- ✓ Importing, possessing, using, offering, or introducing to the market procedures or results that are fundamentally protected by patents without consent from their owners.

(vii) Stakeholder relations.

- CIC nanoGUNE's Stakeholders are the various individuals, organisations, companies, institutions, and groups that maintain a direct or indirect relationship with CIC nanoGUNE's activities.
- CIC nanoGUNE is committed to maintaining a relationship with its Stakeholders that is based on compliance with the law, as well as mutual trust and respect.
- Specifically, in terms of its associates, CIC nanoGUNE is committed to providing them with transparent, clear, correct, and complete information, guaranteeing permanent value creation at all times through CIC nanoGUNE's activities.
- In respect of its clients, CIC nanoGUNE is committed to satisfying their needs and expectations, promoting the establishment of lasting commercial relationships based on trust, transparency, professional excellence, and protection. CIC nanoGUNE guarantees full confidentiality for all client-related information, and is committed to refraining from revealing this information to third parties without the client's consent, or when required by law in compliance with legal or administrative resolutions.
- Collecting, using, and processing client's personal data must be carried out in a way that guarantees their right to privacy, and in compliance with personal data protection laws, as well as the rights recognised by the law regarding information society services and electronic commerce, as well as other applicable provisions.
- With respect to CIC nanoGUNE's suppliers and contractors, it is also committed to fostering relationships based on trust and transparency with information, carrying out supplier and contractor selection processes independently and objectively based on standards of solvency, technical suitability, quality, and price, with said suppliers being required to follow the contents of the Ethics Code.
- In terms of its competitors, CIC nanoGUNE is committed to faithfully carrying out its activities on the market with absolute respect for its competitors and the law. Third-party information that may be obtained will be done so legally, without any of CIC nanoGUNE's Professionals taking part in obtaining any external company secret or privileged information of any kind on the competition.
- Lastly, with respect to the Public Administration, CIC nanoGUNE's actions will always be presided over with absolute respect thereof, pursuing effective compliance with the law at all times, collaborating with the Authorities when exercising their functions, and avoiding at all times any type of incitement, gift, or compensation in order for CIC nanoGUNE to receive favourable treatment in its relations with the Public Administration.



(viii) Exemplary behaviour of Senior Management and Board of Directors members.

- Members of CIC nanoGUNE's Board of Directors or its Senior Management must be a personal and professional benchmark for CIC nanoGUNE's Professionals, promoting a culture of integrity and compliance through their daily conduct, being a constant example of the principles and values adopted by CIC nanoGUNE, as well as all of the commitments made through this Ethics Code.
- Likewise, they must ensure that all CIC nanoGUNE Professionals have completed Corporate Compliance training, and have understood and internalised said training.
- They will serve as the support system to address any doubt or concern of CIC nanoGUNE Professionals in terms of this Ethics Code, as well as all other documents that make up the Criminal Liability Risk Prevention Programme, in collaboration with the Compliance Committee, and without ever providing instructions that are contrary to the Law or the contents of this Ethics Code.

(ix) Cooperation, participation, and collaboration.

- CIC nanoGUNE promotes an environment of cooperation, participation, and teamwork that favours adequate and improved use of the skills and resources of all of its Professionals.
- CIC nanoGUNE Professionals must act with a spirit of collaboration, making knowledge or resources available that may facilitate the achievement of CIC nanoGUNE's goals or interests, working efficiently, taking advantage of, and properly using the resources that CIC nanoGUNE makes available.

(x) Appropriate corporate reputation and image.

- CIC nanoGUNE considers its institutional image and corporate reputation to be high-value assets for maintaining the trust of its Stakeholders.
- CIC nanoGUNE Professionals are therefore required to take maximum care in upholding CIC nanoGUNE's image and reputation in all of their professional activities, avoiding any possible conduct that may involve any possible direct or indirect damage thereto.

(xi) Right to privacy.

- CIC nanoGUNE complies with laws in effect in terms of Personal Data Protection as it pertains to its employees, clients, suppliers, or candidates in selection processes, among others. CIC nanoGUNE is committed to properly maintaining this data, using it only for authorised purposes, and not sharing it without consent from the Stakeholders, or when required by the law.
- CIC nanoGUNE Professionals are committed to using media, computer systems and, in general, any other means of communication made available responsibly, according to the policies and criteria established for this purpose. These means of communication are not facilitated for personal use, nor are they appropriate for private communications. For this reason, there should be no expectation of privacy if they are reviewed by CIC nanoGUNE during its required control efforts.



- CIC nanoGUNE guarantees that it will not share the personal data of its Professionals without stakeholder consent, with the exception of cases where required by the law, or in compliance with legal or administrative resolutions. In this sense, CIC nanoGUNE Professionals that access the personal data of other professionals or companies as a result of their activities will provide written agreement to maintain the confidentiality thereof.
- In no case may CIC nanoGUNE Professionals' personal data be processed for purposes other than those legally or contractually stipulated.

(xii) Appropriate reserved, confidential, and privileged information processing.

- CIC nanoGUNE considers information and knowledge to be one of its most valuable assets when it comes to carrying out its activities. For this reason, it must be covered by special protections.
- The information that CIC nanoGUNE owns and/or is entrusted with is generally considered to be reserved and confidential information, and will be subject to professional confidentiality. As such, this content may not be provided to third parties without express authorisation from CIC nanoGUNE when duly justified by the specific circumstances, or as the result of compliance with an administrative authority or legal resolution.
- Making sufficient security measures available to protect reserved and confidential information from any type of internal or external risk of intentional or accidental unauthorised access, tampering, or destruction is the responsibility of CIC nanoGUNE and all of its Professionals. To this end, CIC nanoGUNE Professionals will maintain the confidentiality of the content of their work when interacting with third parties. Said Professionals may be sanctioned according to applicable regulations in cases to the contrary.

(xiii) Honest professional conduct.

- CIC nanoGUNE Professionals will strictly comply with laws in effect, and will adapt their actions to the principles of integrity, transparency, loyalty, good faith, and the preclusion of arbitrariness, maintaining the highest ethical and moral standards in their procedures, carrying out their professional work in a trustworthy, honest, diligent, responsible, neutral, and efficient manner, guaranteeing their full dedication to their professional conduct.
- All CIC nanoGUNE Professionals are required to report the start, progression, and result of all punishable legal, criminal, or administrative procedures in which a Professional is being investigated, cleared, or accused, and which may affect their ability to carry out their duties to their immediate superior and/or, where appropriate, the Compliance Committee. In such a case, CIC nanoGUNE will adopt the disciplinary and/or sanctioning measures necessary.
- CIC nanoGUNE Professionals must exercise their association, membership, or collaboration with a political party or other type of public entity, institution, or association operating outside the framework of CIC nanoGUNE's own activities in such a way that it is clear that CIC nanoGUNE



Professionals are acting on their own behalf, thereby avoiding any confusion and permitting CIC nanoGUNE itself to remain politically neutral.

- Finally, CIC nanoGUNE Professionals creating, belonging to, participating on, or collaborating with social networks, forums, or blogs, and the opinions or declarations they make therein, will be done in a way in which it is made clear that they are acting on their own behalf, with it being prohibited to use, mention, or act in the name of CIC nanoGUNE in any of the aforementioned cases. If statements are made as a CIC nanoGUNE Professional, they must be done in an organised and coordinated manner so that its suitability can be approved by a superior, while always keeping any information relating to CIC nanoGUNE confidential and secret from the media.

(xiv) Encouraging innovation and protecting information.

- CIC nanoGUNE understands that innovation is a core value of current business management and the optimal service of the activity developed. For this reason, CIC nanoGUNE encourages continuous improvement in its processes and products, and the know-how behind them, while also guaranteeing that data, information, and knowledge produced in the process is fully protected.
- As such, CIC nanoGUNE Professionals will protect and care for the information and knowledge to which they have access, only using it when necessary to properly carry out their functions in a manner that is responsible, efficient, and appropriate to their professional activity, in compliance with authorisation procedures in effect.

(xv) Respecting the environment and public health.

- CIC nanoGUNE complies with applicable laws regarding public health and the environment. As such, it has implemented continuous improvement and protection procedures concerning possible incidents relating to public health and the environment in order to avoid any non-compliance with laws or other general provisions protecting these areas.

6. COMPLIANCE COMMITTEE

The Compliance Committee must ensure due observance and effective compliance with the Ethics Code, as well as all other documents that make up the Criminal Liability Risk Prevention Programme, promoting awareness, distribution, and understanding among CIC nanoGUNE Professionals, encouraging their periodic and at least yearly review, as well as their updating when necessary in view of specific circumstances.

The Compliance Committee will be the body responsible for promoting and investigating any possible irregular conduct or non-compliance with the principles stipulated in this Ethics Code, providing a course of action and applying the appropriate Sanction and Disciplinary Regime Regulations.

If a Professional is aware, or has reasonable indication of illegal actions or actions contrary to the Ethics Code, he or she will be required to report this through the Reporting Channel according to the



Operating Regulations of said Channel, which are part of the Criminal Liability Risk Prevention Programme.

The identity of the reporting individual will be held as confidential information, and will not be subject to any direct or indirect disciplinary action as a result of the claim, notwithstanding the rights corresponding to those accused according to regulations in effect. In addition, all communications received by the Compliance Committee will be treated confidentially, notwithstanding the obligation to communicate with the corresponding legal or administrative authorities, where appropriate.

The Compliance Committee will also proceed to draft an annual report on Ethics Code compliance, with CIC nanoGUNE completing the pertinent modifications or updates to the Ethics Code in light of the previously indicated report's contents.

7. ETHICS CODE TERMS AND ENTRY INTO EFFECT

The Ethics Code has been approved by CIC nanoGUNE's General Assembly and its Board of Directors on 10 June 2019. As such, it enters immediately into effect and is fully valid as long as no amendments are made thereto.