

UBS



United Barcode Systems

Labeling, Coding & Marking

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United

CODE OF CONDUCT

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Govern body

CONTENTS

Article 1. Aim.....	3
Article 2. Scope of application.....	3
Article 3. Interpretation of the Code of Conduct.....	4
II. GENERAL RULES OF PROFESSIONAL CONDUCT.....	4
Article 4. Compliance with the law.....	4
Article 5. Responsible, honest, and innovative conduct.....	4
III. THE STAFF.....	5
Article 6. Respect for people.....	5
Article 7. Personal data.....	5
Article 8. Health & Safety in the workplace.....	6
Article 9. Means and resources for the performance of one’s professional activity.....	6
Article 10. Processing and communication of the information.....	7
Article 11. Intellectual and industrial property.....	8
Article 12. Benefits and gifts.....	8
Article 13. Conflict of interest.....	8
IV. THE SURROUNDINGS.....	9
Article 14. Clients.....	9
Article 15. Suppliers.....	9
Article 16. Market and competitors.....	10
Article 17. Public Authorities.....	10
Article 18. Prevention of money-laundering and control of payments.....	10
Article 19. Environmental protection.....	11
Article 20. Urban planning.....	11
V. THE COMPLIANCE CHANNEL.....	11
Article 21. Creation of the Compliance Channel.....	11
Article 22. Principles behind the Compliance Channel.....	11
Article 23. Processing of reports made to the Compliance Channel.....	12
VI. THE CONDUCT COMMITTEE.....	12
Article 24. The Conduct Committee.....	12
Article 25. Powers and functions of the Conduct Committee.....	13
Article 26. The Compliance Officer.....	14
VII. GENERAL PROVISIONS.....	14
Article 27. Disciplinary provisions.....	14
Article 28. Updates.....	14
Article 29. Acceptance.....	15
Article 30. Approval and entry into force.....	15

I. INTRODUCTION.

UNITED BARCODE SYSTEMS, S.L. (hereinafter indistinctly 'the Company' or 'UBS') has a corporate governance model that seeks to ensure ethical, integrated, and professional standards of conduct in the performance of its business activity. For this purpose, UBS has defined principles and rules aimed at promoting conduct that is both responsible and transparent.

This Code of Conduct reinforces the control measures of the current management and organizational model, establishing principles that ensure that the performance of its activity is in accordance with the Law.

As such, the UBS Code of Conduct should serve as a guide for all of its staff in their professional activities, and its principles are applied to its internal policies, rules, and procedures, representing the company's commitment to compliance with the law and to the ethical values that the said laws protect.

Article 1. Aim.

1. The aim of the UBS Code of Conduct is to lay down the conduct guidelines that all UBS staff must abide by, in order to ensure a responsible and transparent methodology in the performance of its activity and in its relations and interactions with its associates, clients, suppliers, and competitors in the market, the Public Authorities, and society in general.
2. UBS shall act in accordance with the Law, its own internal regulations, including this Code of Conduct, and the duties and undertakings incumbent on UBS in its relations with third parties.
3. The Code of Conduct is also a response to the new needs for the avoidance of criminal liability laid down within the scope of the rules on corporate criminal liability, and it contains UBS's commitment to the principle of due diligence in the prevention and detection of unlawful activity in all of its areas of activity.

Article 2. Scope of application.

1. The conduct principles and guidelines contained in this Code of Conduct are applicable to all UBS staff, irrespective of their rank, the nature of their contractual relationship with UBS, or their geographical or functional location.
2. For the purposes of this Code of Conduct, all managers and employees are deemed to be UBS staff, as well as all other persons whose activity is expressly made subject to this Code of Conduct by UBS.
3. This Code of Conduct is mandatory and all staff are required to report any practices which are contrary hereto or to the rules on which it is based by way of the channel established for this purpose.
4. UBS undertakes to communicate and publicise this Code of Conduct so that all staff are aware of it and can abide by it. As such, this Code will be notified to all UBS staff, who will be required to make a formal undertaking to comply with it.
5. UBS shall promote the implementation of principles of behaviour among its suppliers that are consistent with those envisaged in this Code of Conduct or the rules on which it is based.

Article 3. Interpretation of the Code of Conduct.

1. An internal Conduct Committee is established with responsibility for interpreting the Code of Conduct. Its interpretation decisions are binding on all UBS staff. The functions and powers of the Conduct Committee are regulated at title VI of this Code.
2. The conduct principles and guidelines contained in this Code do not seek to anticipate every possible situation or circumstance that UBS staff may face, but rather to lay down the general conduct principles that ought to govern how they behave during the performance of their professional activity.
3. Any doubts that may arise for UBS staff regarding the interpretation of this Code of Conduct must be discussed with their immediate line manager, who may in turn seek the advice of the Conduct Committee where the circumstances so require.

II. GENERAL RULES OF PROFESSIONAL CONDUCT.

Article 4. Compliance with the law.

1. All staff UBS have a responsibility to be aware of the laws, regulations, and rules governing the performance of their functions and duties, where these affect their place of work.
2. UBS staff shall strictly comply with the laws in force in the place where they are performing their activity, and shall abide by the spirit and the aims of the rules, and shall comply with the provisions of this Code of Conduct and the procedures governing the activity of the company.
3. Likewise, in the performance of their functions and duties, they shall be in complete compliance with the duties and undertakings acquired by UBS in its contractual relations with third parties.
4. All UBS staff are under a duty to inform the Conduct Committee of the commencement, progress, and outcome of any judicial, criminal, or administrative proceedings of a penalty nature where the party being investigated, tried, or prosecuted is an employee and where this could affect him/her as a professional or harm the image or the interests of UBS.

Article 5. Responsible, honest, and innovative conduct.

1. The commitment to lawful conduct defined in this Code includes the values and the philosophy that ought to form part of and be in alignment with the practices, habits, and behaviour of staff.
2. The Code of Conduct is based on the Company's philosophy:
 - (a) UBS's **MISSION** is to ensure customer satisfaction by improving efficiency in production processes, reducing costs through technology and know-how, supplying effective, flexible, and reliable equipment and solutions for the labelling, encoding, and marking of products, thereby ensuring a satisfactory experience.
 - (b) The **VISION**, in so far as it aspires to be the world leader, to help customers to be successful in a competitive and demanding market that faces continuous changes to regulations and identification rules.

(c) UBS's corporate **VALUES** are responsibility, honesty, and effort, passion, innovation, and excellence. These values constitute the guiding principles for the behaviour of our staff and our relations with third parties in order to achieve results and grow talent, as a fundamental pillar of the values of UBS, and these consist of the following:

- ✓ Collective **responsibility** which begins with individual responsibility.
- ✓ **Honesty** and effort which guide the transparency and the results of the activities as the basis of success.
- ✓ **Passion** for our product, **innovation, excellence**, beauty, work, and performance.

III. THE STAFF

Article 6. Respect for people.

1. UBS respects the principles of the United Nations Universal Declaration of Human Rights and the declarations of the International Labour Organization, and it is committed to non-discrimination on the grounds of race, colour, nationality, social background, age, sex, marital status, disability, sexual orientation, ideology, political opinions, religion, or any other personal, physical, or social aspect of its staff, as well as to equality of opportunities for its staff.
2. UBS rejects any manifestation of violence, bullying of a physical, sexual, psychological, moral, or any other nature, abuse of authority at work, or any other conduct that is intimidatory or offensive to the personal rights of its staff.
3. UBS staff are under a duty to avoid any kind of discrimination (prejudice, bullying, intimidation) and to behave in a respectful and co-operative way.
4. UBS shall run an objective recruitment programme that takes into account the academic and personal merits of the candidates and the needs of society, in compliance with the applicable legislation governing recruitment and social security.
5. UBS shall ensure that its staff are able to belong to trades unions and shall not take reprisals against them for participating in their lawful activities.

Article 7. Personal data.

1. UBS undertakes not to divulge the personal data of its staff unless it has the consent of the interested parties, or in those cases where there is a legal requirement to do so or in compliance with judicial or administrative rulings. Under no circumstances may the personal data of staff be processed for purposes other than those envisaged contractually or by law.
2. Those UBS staff who, in the course of their activities, access the personal data of clients, suppliers, or any other associates in general forming part of the personal-data files owned by the Company, shall undertake to maintain the confidentiality of the said data and to comply with all procedures governing the protection of personal data.

Article 8. Health & Safety in the workplace.

1. UBS shall ensure compliance with the health & safety in the workplace programmes, implementing the preventive measures laid down in this regard in the legislation in force and any others that may be enacted in the future.
2. All UBS staff must be familiar with and abide by the rules governing health & safety in the workplace, so as to prevent and minimize workplace hazards and ensure their own safety and that of any persons who may be affected by the performance of their activities.
3. UBS shall encourage associate companies and suppliers with which it operates to abide by its rules and programmes with regard to health & safety in the workplace.
4. UBS shall use all means within its power to inform the said associates and suppliers of all rules and programmes in operation at the company in relation to this matter.

Article 9. Means and resources for the performance of one's professional activity.

1. UBS undertakes to make the necessary and adequate means and resources available to its staff for the performance of their professional activity.
2. Without prejudice to the necessary compliance with the specific procedures regarding means and resources at UBS, company staff undertake to use the means and resources made available to them responsibly, using them exclusively for activities which are in the interests of UBS, such that the said means and resources are not used for private purposes.
3. UBS staff undertake to use the communications media, the IT systems, and in general terms, any other means and resources made available to them by UBS responsibly, in accordance with the procedures and principles laid down for this purpose.
4. The said communications media are not made available for personal, non-professional use, and are not suitable for private communications. Under no circumstances do these media generate any expectation of privacy, and as such they may be supervised by UBS in the proportionate performance of its oversight duties.
5. Use of the equipment, systems, and computer programs made available by UBS to its staff for the performance of their work, including the facility of accessing and operating on the internet, must comply with the principles of professionalism, security, and efficiency, to the exclusion of any use, activities, or computerized operations that are unlawful or contrary to the procedures or instructions of UBS.
6. Staff shall not exploit, reproduce, replicate, or assign UBS's computer systems or applications. Likewise, staff shall not install any programs or applications on UBS's IT equipment that have not been authorized by the Company.

Article 10. Processing and communication of the information.

1. Non-public information owned by UBS shall, in general terms, be deemed to be reserved and confidential information, and shall be subject to professional secrecy, and its content may not be disclosed to third parties.
2. It is the responsibility of UBS and of all of its staff to establish adequate security measures and to apply the procedures that have been established in order to protect the reserved and confidential information recorded on physical or electronic media from any internal or external risks of unauthorized access, tampering, or destruction, whether intentional or accidental.
3. In the event of any doubts as to the confidential nature of the information, UBS staff should treat it as being reserved and consult their superior as to its nature.
4. The personal data held in the UBS files or which is accessed in connection with one's professional activity performed at UBS shall always be deemed to be reserved and confidential information, and communication thereof to third parties is expressly prohibited.
5. Any reasonable evidence of a leak of confidential information or of private use of any such information must be reported by the member of staff who becomes aware of this through the Compliance Channel.
6. Staff shall refrain from using any confidential data, information, or documents obtained prior to commencing their professional activity at UBS. Likewise, they shall not use data, information, or documents of a confidential nature obtained from third parties without the written authorization of UBS.
7. In the event of the cessation of the employment or professional relationship, the member of staff in question must return the reserved and confidential information to UBS, including all documents and media or storage devices, and under all circumstances the duty of confidentiality over the reserved information shall remain in force.
8. UBS shall always report truthfully, adequately, and coherently on its activities. The truthfulness of information is a basic principle that ought to guide the actions of UBS staff.
9. UBS's economic and financial information, in particular its annual accounts and tax returns, shall be a faithful reflection of its real economic, financial, and equity situation, in accordance with the generally-accepted accounting standards and the applicable rules governing financial information. For these purposes, no member of staff shall conceal or distort the information contained in UBS's accounting records or reports, which must be complete, accurate, and true.
10. UBS staff must report the information honestly, both within the Company and externally. Under no circumstances may incorrect information be supplied, or may it be organized in a misleading way or with an intent to confuse those who receive it.

Article 11. Intellectual and industrial property.

1. UBS staff are committed to the protection of our own and third-party intellectual and industrial property, which includes, inter alia, copyright, patent rights, trade marks, domain names, reproduction rights, software, and designs.
2. UBS staff shall be respectful with regard to the protection of our own and third-party intellectual and industrial property in order to avoid the infringement of any rights.
3. UBS staff shall not download any copyright-protected contents onto the Company's IT equipment.

Article 12. Benefits and gifts.

1. UBS staff may not, whether directly or through an intermediary, promise, offer, grant, seek, or accept any benefits or gifts of any kind that are not justified and that have the aim of obtaining an advantage for UBS or for themselves or for a third party.
2. Specifically, they may not give or receive any kind of commissions to or from third parties, such as civil servants, the staff of other companies, political parties, the authorities, clients, suppliers, shareholders, or members. Bribes, which are expressly prohibited, include the offer or promise, whether directly or indirectly, of any kind of improper advantage, any instrument for the concealment thereof, or the peddling of influence.
3. UBS staff may not give or receive hospitality which influences or may influence or could be interpreted as influencing any decision-making.
4. UBS staff may accept courtesy gifts. However, the said acceptance must be notified by the member of staff to the Conduct Committee.

Article 13. Conflict of interest.

1. Conflicts of interest are deemed to be those circumstances where the personal interests of staff are directly or indirectly opposed to or at variance with the interests of UBS, and as such interfere with the strict compliance of their professional duties and responsibilities, or involve them at a personal level in any economic transaction or operation by UBS.
2. UBS staff may not perform any operations or activities that result or could result in a conflict of interest, unless they have the express authorization of UBS. As such, they must avoid situations that could give rise to a conflict between their personal interests and those of UBS, and refrain from representing UBS and intervening in or influencing decision-making in any situation in which they have, whether directly or indirectly, a personal interest.
3. A personal interest shall exist where a situation affects a member of staff or any person or entity linked to him/her.

Thus, the following persons shall be deemed to be linked to UBS staff:

- a) The spouse or person with whom he/she has an analogous relationship.
- b) The ascending or descending relatives or brothers and sisters of the member of staff or his/her spouse (or person with whom he/she has an analogous relationship).

- c) The spouse (or person with whom they have an analogous relationship) of the ascending or descending relatives or brothers and sisters of the member of staff.

Likewise, the following entities shall be deemed to be linked to UBS staff:

- a) Those in which the staff member to which they are linked, whether directly or through an intermediary, holds at least twenty-five per cent of the corporate capital, or the staff member incurs in any of the situations of control over the entity established by Law.
 - b) Those in which the staff member to which they are linked, whether directly or through an intermediary, holds office as a director or manager, or from which the staff member receives emoluments for any reason.
4. Under all circumstances, any member of staff who finds him/herself in any of these situations, or who becomes aware of the occurrence of any such situation, must notify the Conduct Committee. Likewise, in situations where there is any doubt, the employee must also notify the Conduct Committee.

IV. THE SURROUNDINGS.

Article 14. Clients.

1. The principles of confidence and transparency ought always to be applied to relations with clients. Advisory services provided to clients must always be honest, informing them the different options available with regard to the products and services that best meet their needs or circumstances.
2. UBS staff shall avoid any kind of interference or influence from clients that could affect their professional impartiality or objectivity.
3. They may not receive any kind of remuneration on a personal basis from clients. This duty is especially applicable to staff who are responsible for taking decisions regarding the economic conditions of the services to clients.
4. UBS guaranties the right to the secrecy and confidentiality of the data of its clients, and compliance with the provisions of the legislation governing the protection of personal data.
5. UBS staff who access the personal data of clients in the course of their activities must maintain the confidentiality of the said data, and undertake not to disclose them to third parties, unless they have the express consent of the client.

Article 15. Suppliers.

1. UBS undertakes that the process for selecting suppliers will be in accordance with the principles of objectivity and impartiality, avoiding any conflict of interest, influence, or favouritism in their selection.
2. Staff may not accept any kind of remuneration on a personal basis from UBS's suppliers. This duty is especially applicable to staff who have to take decisions regarding the acquisition and procurement of services.

3. The information supplied by UBS staff to suppliers shall be truthful and shall avoid the possibility of being misinterpreted or inducing errors.
4. The prices and information presented by suppliers as part of a selection process shall be treated confidentially and shall not be disclosed to third parties unless the interested parties have consented.
5. UBS guaranties the right to the secrecy and confidentiality of the data of its suppliers, and compliance with the provisions of the legislation governing the protection of personal data.
6. UBS staff who access the personal data of suppliers must maintain their confidentiality, and undertake not to assign them to third parties, unless they have the express consent of the supplier.

Article 16. Market and competitors.

1. UBS undertakes to obtain market information, from competitors or from third parties, in a manner that is always lawful and that ensures the legitimate source of the information.
2. UBS undertakes to compete on the markets in a way that is fair, and not to engage in advertising that is dishonest or that denigrates the competition or third parties, and not to make false allegations or untrue statements about its products or services.

Article 17. Public Authorities.

1. UBS undertakes that its relations with the Public Authorities will be based on the principle of maximum transparency, and the performance of any activities that may be considered to be irregular is prohibited.
2. In the event that UBS becomes the beneficiary of any subsidies, it shall comply with the general legal framework governing subsidies granted by the Public Authorities, and specifically with all requirements in order to acquire the status of beneficiary, or where pertinent, associate.
3. Staff shall refrain from promising or making donations or gifts, whether chargeable to, for the benefit of, or on behalf of UBS, to political parties, dignitaries, civil servants, Public Authorities or Bodies in general, and they shall reject any proposals made by the foregoing to engage in any such conduct.

Article 18. Prevention of money-laundering and control of payments.

1. UBS expresses its firm commitment to the prevention of money-laundering and of any payment irregularities. Specifically, UBS expresses its firm commitment to the prevention of any activities that may be considered to be irregular in its relations with clients, suppliers, competitors, and the authorities.
2. UBS staff shall pay special attention to those cases where there may be evidence of a lack of integrity among persons or entities who/which deal with UBS.
3. UBS staff shall pay close attention to payments made to or received from third parties in cash were these seem unusual, or those by way of a cheque made out to the bearer, or those in foreign currencies, or through accounts held in tax havens.

Article 19. Environmental protection.

1. UBS performs its activity on the basis of respect for and conservation of the environment, either meeting or exceeding the standards laid down in the applicable environmental regulations while minimizing the impact of its activities on the environment.
2. UBS staff shall act at all times in accordance with the applicable regulations in each case, and shall strive to minimize the environmental impact of their activities and of the use of the installations, equipment, and resources made available for their work, ensuring that these are used efficiently.
3. In their relations with suppliers, external associate companies, and third parties, UBS staff shall convey these principles and shall require compliance with the applicable environmental procedures and requirements in each case.

Article 20. Urban planning.

UBS shall ensure that any planning, construction, or building work that it carries out is in compliance with the laws in force and is in possession of all necessary administrative authorizations.

V. THE COMPLIANCE CHANNEL

Article 21. Creation of the Compliance Channel.

1. UBS shall set up a Compliance Channel with the aim of promoting compliance with the law and with the rules of conduct established in this Code of Conduct.
2. The Compliance Channel is an internal procedure through which UBS staff can report conduct that may constitute the commission of an irregularity or an act that is unlawful or contrary to rules of conduct laid down in this Code of Conduct.
3. UBS staff should never think that they are acting in the interests of the Company if they conceal a fact or incident that infringes the Law or the Code of Conduct.

Article 22. Principles behind the Compliance Channel.

1. Any UBS staff who have reasonable evidence of the commission of an irregularity or an unlawful act or one that is contrary to the rules of this Code of Conduct must report this via the Compliance Channel.
2. Said reports must always be in accordance with the principles of truthfulness and proportionality, and this mechanism may not be used for purposes other than those pursued by compliance with the law and with the rules of this Code of Conduct.
3. The identity of the person reporting any anomalous activity through the Compliance Channel shall be deemed to be confidential information, and as such shall not be revealed without his/her consent to the person accused, thereby ensuring the anonymity of the complainant and avoiding any kind of reprisal against him/her by the accused as a result of the report.

4. Without prejudice to the foregoing, the details of the persons filing the report may be supplied to the administrative or judicial authorities, in so far as this is required by the said authorities as a result of any proceedings deriving from the facts of the report, or to persons involved in any subsequent investigation or judicial proceedings commenced as a result of the investigation. The said assignment of the details to the administrative or judicial authorities shall always be carried out in full compliance with the legislation governing the protection of personal data.
5. UBS undertakes not to take any reprisals, whether directly or indirectly, against any staff who make proper use of the Compliance Channel.

Article 23. Processing of reports made to the Compliance Channel.

1. The processing of reports made through the Compliance Channel shall be the responsibility of the Conduct Committee, the functions and powers of which are set forth at Title VI of this Code.
2. In all investigations, the rights of the person being investigated to secrecy, to be able to defend him/herself, and to the presumption of innocence, shall be safeguarded.

VI. THE CONDUCT COMMITTEE.

Article 24. The Conduct Committee

1. The Conduct Committee is a permanent internal collegiate body with powers to ensure compliance with the Code of Conduct.
2. The Conduct Committee shall supervise the operation of and compliance with the Code of Conduct, without prejudice to any other specific means that it may be assigned with regard to the prevention of criminal liabilities, and it holds autonomous powers of initiative and control.
3. The UBS Conduct Committee is appointed by the Governing Body, for a renewable term of three years. Where any vacancy arises for any reason on the Committee, either during the course or at the end of the said tenure, the Governing Body shall appoint a new member of staff to cover the said vacancy.
4. Provided that this is allowed by the applicable legislation, the Conduct Committee shall have access to the information, documents, and offices of UBS staff, as necessary for the proper exercise of its powers. In this regard, all staff must co-operate with the Conduct Committee as required in order for it to be able to perform its functions properly.
5. The Conduct Committee shall have the necessary material and human resources for the performance of its functions.
6. The Conduct Committee shall report to the Governing Body, at least once a year and whenever this is considered necessary or it is requested to do so, with regard to the measures implemented in order to promote awareness and ensure compliance with the Code of Conduct.

Article 25. Powers and functions of the Conduct Committee.

The Conduct Committee shall have the following functions, inter alia:

- a. To define the oversight and control measures that make up the Company's System for the Avoidance of Criminal Liabilities.
- b. To promote the dissemination of, awareness of, and compliance with this Code and all measures forming part of the Company's System for the Avoidance of Criminal Liabilities.
- c. The ultimate binding interpretation of this Code and all other measures necessary for the proper implementation of the Company's System for the Avoidance of Criminal Liabilities.
- d. To initiate the proceedings to verify and investigate the reports received through the Compliance Channel, and to issue the corresponding resolutions in connection with the case files processed.

The Conduct Committee shall have autonomous powers of initiative and control in the performance of its functions, and it shall safeguard:

- a. The confidentiality of all data and background facts in its possession, as well as of all proceedings carried out, unless there is a legal duty or a judicial ruling requiring information to be shared.
- b. The exhaustive analysis of all data, information, or documents on the basis of which it is proceeding.
- c. The instigation of proceedings that are suitable to the circumstances of each case, in which it shall always act independently and with the utmost respect for the right to be heard and the presumption of innocence of any person affected.
- d. The protection of any complainant following the filing of evidence or complaints to the Committee in good faith.

The decisions of the Conduct Committee shall be binding on UBS and on all its staff.

Without prejudice to the annual report to be drawn up by the Conduct Committee, the said Committee may, within the framework of the budget allocated to it by the Governing Body, commission a report (or propose the commissioning of a report) on the prevention model, to be drawn up by an Independent Expert, with such frequency as may be considered appropriate. Likewise, and also within the framework of the budget allocated to it, the Conduct Committee may appoint or propose the appointment of an Independent Expert to provide advisory services to the Conduct Committee with regard to its functions, including the administration of the Compliance Channel also by an Independent Expert.

Article 26. The Compliance Officer.

1. The Compliance Officer is the internal person holding executive authority for the exercise of the powers assigned to the Conduct Committee.
2. The Compliance Officer shall perform his/her duties autonomously and independently, in accordance with the provisions of this Code of Conduct, and also in accordance with the legislation in force at any given time with regard to corporate criminal liability and the avoidance of criminal liability.
3. The Compliance Officer shall perform his/her duties in accordance with the principles of speed, security, and efficiency, and shall at all times safeguard the interests of UBS as a result of its compliance with the laws in force.
4. The Compliance Officer shall, within the scope of his/her remit, act diligently and shall:
 - a. Perform such tasks as may be requested by the Conduct Committee.
 - b. Seek the instigation of such investigations as may be required with regard to any irregularity or situation of risk that he/she becomes aware of, in relation to those matters that fall within the remit of the Compliance Officer.
 - c. Maintain the utmost confidentiality in the performance of his/her duties.

VII. GENERAL PROVISIONS.

Article 27. Disciplinary provisions.

1. UBS shall implement such measures as may be necessary for the effective enforcement of the Code of Conduct.
2. UBS staff are not under any circumstances authorized to ask any member of staff to commit any act that is unlawful or contrary to the provisions of this Code of Conduct. Likewise, no member of staff may justify any improper or unlawful conduct, or conduct that is contrary to the provisions of this Code of Conduct, on the basis that it was ordered by a superior.
3. Where the Conduct Committee finds that a member of UBS staff has performed activities that contravene the Law or the provisions of this Code of Conduct, it shall propose the commencement of disciplinary measures to the Governing Body, in accordance with the system governing offences and penalties contained in the collective bargaining agreement or in the applicable employment legislation. The Governing Body shall ask the Conduct Committee to apply the measures that are eventually approved.

Article 28. Updates.

1. This Code of Conduct shall be reviewed and updated regularly, taking into account the annual report by the Conduct Committee, as well as the suggestions and proposals made by UBS staff.
2. Likewise, it shall be amended or adjusted where significant infringements of its provisions arise, or where changes arise to the organization, control structure, or the activity performed, making this necessary.

3. Any review or update that entails the amendment of the Code of Conduct shall require the approval of the UBS Governing Body.

Article 29. Acceptance.

1. UBS staff expressly accept the conduct rules laid down in this Code of Conduct, which shall be annexed to the contracts governing their relationship with UBS.
2. Staff who join at some future time, or who become part of, or who provide their services to UBS, shall expressly accept the conduct rules laid down in the Code of Conduct.

Article 30. Approval and entry into force.

This Code of Conduct has been approved by the UBS Governing Body, and shall enter into force as from its approval.
