

POLICY FOR THE PREVENTION AND MANAGEMENT OF CONFLICTS OF INTEREST

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Através de Gerações

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1. Purpose and Scope

This Policy for the Prevention and Management of Conflicts of Interest (hereinafter, the "**Policy**") establishes the set of organisational and control measures implemented by the Manuel Champalimaud Group to guarantee the identification and management of situations of actual, potential, or apparent conflicts of interest that may occur in the various business and support areas, within the scope of the activities carried out in each of the subsidiary companies.

The purpose of this Policy is to provide the Manuel Champalimaud Group's Directors and Employees with the necessary guidelines to act with impartiality, independence, neutrality and in accordance with the conduct defined in the Manuel Champalimaud Group's Code of Conduct, in order to avoid situations of conflicts of interest and situations of favouritism.

2. Definitions

- a) "**MCG**" or "**Manuel Champalimaud Group**" - Manuel Champalimaud SGPS, S.A., Manuel Champalimaud Serviços, Unipessoal Lda. and all its subsidiaries - Silos de Leixões - Unipessoal, Lda., OZ Energia, S.A., OZ Energia Jet – Unipessoal Lda., GLN – Advanced Solutions S.A., GLN Plast, S.A., GLN Molds S.A., Famolde - Fabricação e Comercialização de Moldes S.A. and GLN México, Sogolfe - Empreendimentos Turísticos, Sociedade Unipessoal Lda., Sogestão – Administração e Gerência, S.A. Agrícola de São Barão – Unipessoal, Lda., and CELA - Agro-Pecuária, Lda..
- b) "**Director**" - members of the managing bodies of Manuel Champalimaud Group companies.
- c) "**Employee**" - members of the supervisory bodies and employees of any company part of the Manuel Champalimaud Group, as well as service providers, proxies, and advisors, when integrated into the organisation of the Manuel Champalimaud Group, regardless of the nature or format of their legal bond with the relevant company.
- d) "**Third Party**" - individuals or legal entities, private or public, national or foreign, who do not have a contractual relationship with the Manuel Champalimaud Group or, if they do, are not integrated into the Manuel Champalimaud Group's organization, as is the case, in particular, with its suppliers of goods or services, including Closely Related Persons.
- e) "**Closely Related Person** ": spouse or civil partner, relatives, and family members and individuals or legal entities, private or public, national or foreign, with whom the Director or Employee has a corporate, commercial or professional relationship.

- f) **"Conflict of interest"** - any situation in which the personal interests of Directors or Employees are potentially conflicting and/or contrary to the interests of the Manuel Champalimaud Group.
- g) **"Actual conflict of interest"** - a current and effective situation in which the private interests of a Director or Employee directly and unequivocally collide with the interests of the Manuel Champalimaud Group, and the duties performed, or decisions taken by them may be influenced by their private interests, for their own benefit or for the benefit of third parties.
- h) **"Potential conflict of interest"** - a situation in which the private interests of a Director or Employee may come into conflict with the interests of the Manuel Champalimaud Group, and the duties performed, or decisions taken by them may be influenced by their private interests, for their own benefit or for the benefit of third parties; a situation which may develop into an actual conflict of interest.
- i) **"Apparent conflict of interest"** - a situation in which the private interests of a Director or Employee appear to conflict with the interests of the Manuel Champalimaud Group but, in reality, this is not the case.

3. **Application**

This Policy applies to all Directors and Employees of the Manuel Champalimaud Group.

4. **Situations likely to give rise to a conflict of interest**

There are certain situations that constitute or are likely, even in the abstract, of giving rise to a conflict of interest. Examples may include the following:

- (i) A Director or Employee or a Closely Related Person therewith acts simultaneously as a contact person, member of the administrative or management body of any client, contracting party, supplier, service provider or partner of the Manuel Champalimaud Group.
- (ii) A Director or Employee acts on his or her own behalf, when doing so is detrimental to the Manuel Champalimaud Group or constitutes competition with the Manuel Champalimaud Group.
- (iii) A Director or Employee or a Closely Related Person has a direct or indirect interest in establishing a contractual relationship with any client, contracting party, supplier, service provider or partner of the Manuel Champalimaud Group.



- (iv) A Director or Employee contracts, pays, contributes, or performs any action that implies an economic benefit for any Closely Related Person who acts as a contact person, supplier, contracting party, service provider, partner or who is a client of the Manuel Champalimaud Group, either directly or indirectly.
- (v) A Director or Employee obtaining a personal benefit from a Third Party as a result of the former's position or role in the Manuel Champalimaud Group or the assignment of business to the Manuel Champalimaud Group.
- (vi) A Director or Employee supervising, analysing, or influencing the professional assessment of any of his/her relatives or friends who are employees of, or provide services for, the Manuel Champalimaud Group, either directly or indirectly.

Considering the services provided and the activities carried out within the Manuel Champalimaud Group, situations of conflict of interest may arise, with greater probability, in the following areas (and activities):

- ✓ Procurement (in particular, the possibility of influencing the selection of suppliers).
- ✓ Other business areas (in particular, in their role as support agents to the procurement department, insofar as they can influence the pre-selection of a particular supplier).
- ✓ Human Resources (in particular, the possibility of influencing, favouring, or hinder the recruitment of a particular candidate or the professional assessment process).
- ✓ Areas related to mergers and acquisitions (in particular, the acquisition of other businesses relevant to the Manuel Champalimaud Group's business activity).

5. Preventing situations of conflict of interest

The management bodies of the Manuel Champalimaud Group Companies are responsible for ensuring that the appropriate mechanisms are in place to prevent situations of conflict of interest.

Directors and Employees are required to:

- (i) Fill in the Conflict-of-Interest Statement when starting their duties, when taking on new duties in the Manuel Champalimaud Group and, if there are no relevant changes, periodically every 2 years (see Annex I);
- (ii) Comply with the exclusivity requirement in the performance of duties, where applicable.

- (iii) Comply with the legal requirements on incompatibilities and impediments.
- (iv) Notify any accumulation of duties outside the Manuel Champalimaud Group, in accordance with the Code of Conduct (see Annex I).
- (v) If they fall into the category of Politically Exposed Persons (PEP), notify the Compliance Officer (see Annex I).
- (vi) Maintain the confidentiality of any information of which they become aware as a result of their duties.
- (vii) Whenever necessary, immediately inform the Compliance Officer of any situation in which one's own interests or those of a Closely Related Person to a Director or Employee are involved in any activity or decision (see Annex II).

6. Managing situations of conflict of interest

All Directors and Employees of the Manuel Champalimaud Group must comply with the internal procedures set out in this Policy whenever situations of conflict of interest arise.

The Directors and Employees undertake to adopt all appropriate measures to avoid any situation of conflict of interest, whether resulting from economic interests, family or emotional ties, or any other common interests, as a result of which their impartial and objective performance may or may not be jeopardised, even in an apparent or potential manner.

If a Director or Employee, in the course of carrying out their duties, is called upon to intervene in a task or decision that in any way involves the personal interests of (i) themselves, (ii) any member of their family, (iii) a partner or friend, or (iv) any public or private person or entity with which the Director or Employee has a direct or indirect personal, labour, professional or other relationship, they must take the necessary measures to avoid such intervention, and, in any case, immediately report the conflict of interest to the Compliance Officer of the Manuel Champalimaud Group at the following email address: **compliance@manuelchampalimaud.pt** and by completing Annex II to this Policy. In addition, any doubts as to whether a situation constitutes a potential conflict of interest should be clarified with the Manuel Champalimaud Group's Compliance Officer at the following email address: **compliance@manuelchampalimaud.pt**.

Failure to report conflicts of interest is considered a breach of this Policy and could lead to disciplinary proceedings. It should also be noted that, should conflicts arise and depending on the extent thereof, the Manuel Champalimaud Group could be exposed to criminal proceedings.

The Compliance Officer will then assess the situation to determine whether there is a conflict of interest and, if so, propose the measures deemed appropriate to resolve such conflict.

If the existence of a conflict of interest is confirmed, the Compliance Officer, as part of the enquiry procedure, must ensure, whenever justified, the temporary removal of employees who are involved in said conflict of interest.

Furthermore, the Compliance Officer must inform the management bodies of the Manuel Champalimaud Group's Subsidiaries of any situations of actual or potential conflict of interest reported to the Compliance Officer, with the management bodies having the final say on the matter.

7. Final Provisions

7.1 Policy breach

Breach of any of the rules set out in this Policy may have a detrimental impact and cause damage to the Manuel Champalimaud Group and its Directors and Employees.

In addition, breach of these rules may result in the Employee or Director incurring disciplinary and/or criminal liability and being held civilly liable for any damages and/or losses incurred by the Manuel Champalimaud Group.

7.2 Disclosure and training

This Policy shall be made available to the governing bodies and other Employees via the Intranet and delivered via email, or alternative formats which may be deemed necessary to reach all Employees. It shall also be made available to third parties who represent the Manuel Champalimaud Group, or who enter contractual relations with any of the Group's companies.

This Policy and the subject of conflicts of interest are included in the Manuel Champalimaud Group's training plan and programme, which all Directors and Employees must attend.

7.3 Approval, publication, and entry into force

This Policy is valid after approval by the Board of Directors of Manuel Champalimaud SGPS, S.A.

This Policy shall enter into force and apply, with full effect, from the date of its publication.

ANNEX I

Conflict of Interest Statement¹ _____

Name of Director/Employee: _____

Date: ____/____/____

As a Director/Employee of the Manuel Champalimaud Group, I hereby declare that I have read and understood this Policy for the Prevention and Management of Conflicts of Interest and that (place an X in all applicable situations):

- ☐ I am aware that I must report any situation of conflict of interest, under penalty of disciplinary liability.
- ☐ In order to ensure compliance with the provisions of this Conflict of Interest Statement ("Statement"), and the Manuel Champalimaud Group's Policy for the Prevention and Management of Conflicts of Interest, and in accordance with the needs of its business, I hereby authorise the Manuel Champalimaud Group to process my personal data for legal purposes, including by means of national or international data transfer (including transfer of personal information outside the European Economic Area) to the Manuel Champalimaud Group, to suppliers and service providers of the Manuel Champalimaud Group (such as advisors), and to potential buyers of the Manuel Champalimaud Group company in which I perform my duties.
- ☐ I work for another public or private organisation. I understand that I will be contacted by the Compliance Officer to provide additional information.
- ☐ As far as I am aware, I have no conflict of interest.
- ☐ I have a possible conflict of interest. I understand that I will be contacted by the Compliance Officer to provide additional information about it.
- ☐ I am a Politically Exposed Person.
- ☐ I am not a Politically Exposed Person.

I hereby declare that, to the best of my knowledge, the information provided in this Statement is true and accurate at this time.

Signature: _____

¹ The purpose of this Conflict of Interest Statement is for all Manuel Champalimaud Group Directors and Employees (definitions are those contained in the Policy for the Prevention and Management of Conflicts of Interest) to disclose any conflicts of interest that may exist.

ANNEX II**Conflict of Interest Statement**

Name of Director/Employee: _____

Date: ____/____/____

As a Director/Employee of the Manuel Champalimaud Group, I hereby declare that I have a possible conflict of interest.

I have identified the possible conflict(s) of interest in the table below.

Potential conflict	Details
Previous professional activities	
Current external, professional, associative or leisure activities	
Activities of a family member, professional, associative, or recreational	
Other situations	

Signature: _____

