

## **POLICY ON THE OFFER AND ACCEPTANCE OF GIFTS AND HOSPITALITY**

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Através de Gerações

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## 1. Purpose and Scope

This Policy on the Offer and Acceptance of Gifts and Hospitality (hereinafter, the "**Policy**") establishes the rules pertaining to the offer and acceptance, in the corporate sphere, of advantages, gifts, trips, accommodation, meals and entertainment activities, including, without limitation, invitations to sporting or cultural events.

The main objective of this Policy is to ensure compliance with the law and to guarantee that no inappropriate Gifts and Hospitality are offered or received. In this sense, the Policy determines the criteria that must be observed before offering/giving/promising or accepting/receiving, for oneself or for a third party, any business Gifts and Hospitality.

The Manuel Champalimaud Group reserves the right to change the rules provided by this Policy at any time, and to notify the Directors and Employees of the Group's Companies of any changes made.

## 2. Definitions

For the purposes of this Policy, the following definitions shall apply:

- a. "**MCG**" or "**Manuel Champalimaud Group**": Manuel Champalimaud SGPS, S.A., Manuel Champalimaud Serviços, Unipessoal Lda. and all 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 management 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 form of their legal bond with the respective 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. **"Gifts and Hospitality"**: gifts, trips, accommodation, meals, and entertainment activities (including, without limitation, invitations to sporting or cultural events).
- g. **"Facilitation Payment"**: Payment to an Employee on behalf of the companies of the Manuel Champalimaud Group, regardless of its circumstances, made in cash or through another benefit to guarantee a service or a transaction that should be carried out in accordance with legal and regulatory procedures.
- h. **"Official"**: The concept of official covers (i) civilian and military public servants; (ii) anyone who holds a public office by virtue of a special legal bond; (iii) anyone who, whether provisionally or temporarily, for payment or free of charge, voluntarily or compulsorily, has been called upon to perform or participate in the performance of an activity included in the administrative or judicial public service; (iv) judges of the Constitutional Court, judges of the Court of Auditors, judicial magistrates, magistrates of the Public Prosecutor's Office, the Attorney General, the Ombudsman, members of the Superior Council of the Judiciary, members of the Superior Council of the Administrative and Tax Courts, and members of the Superior Council of the Public Prosecutor's Office; (v) arbitrators, jurors, experts, technicians who assist the court in judicial inspections, translators, interpreters and mediators; (vi) notaries; (vii) anyone who, even provisionally or temporarily, for payment or free of charge, voluntarily or compulsorily, performs or participates in the performance of a public administrative duty or has authority over a legal person of public utility, including private social solidarity institutions; (viii) anyone who performs or participates in the performance of public duties in a public associations. Members of the management or administrative body or supervisory body and employees of public, nationalised, publicly-owned or companies with a majority public capital holding, as well as public service concessionaires, are treated in the same way as officials, and in the case of companies with an equal or minority public capital holding, it is the members of the management or administrative body appointed by the state or another public entity who are treated in the same way as officials.



- i. **"Political office holder"**: the concept of political office holder covers (i) the President of the Republic; (ii) President of the National Parliament; (iii) Member of Parliament; (iv) Member of the Government; (v) Member of the European Parliament; (vi) Representative of the Republic in the autonomous regions; (vii) Member of the self-government body of an autonomous region; (viii) Member of the representative body of a local authority. Also included are political office holders in foreign countries or international organisations, namely the European Union.
- j. **"Holder of high public office"**: The concept of holders of high public office covers (i) public managers; (ii) members of the management body of a company in which the state has a stake, when appointed by the state; (iii) members of the executive bodies of companies that are part of the local business sector; (iv) members of the governing bodies of public institutes; (v) members of the independent public bodies provided for in the Constitution or the law; (vi) holders of top-level senior management positions and equivalent.

### 3. Application

This Policy applies to all Directors and Employees of the Manuel Champalimaud Group, as well as to all third parties with whom they have business relations.

### 4. General Criteria for Offering and Accepting Gifts and Hospitality

Before offering/giving/promising to a Third Party or accepting/receiving from a Third Party any Gifts and Hospitality, for themselves or for a third party, Employees must first check and ensure that such conduct fulfils all the criteria described below:

- (a) It is socially appropriate and customary.
- (b) It is permitted by law.
- (c) It is permitted by the internal rules (policies and regulations) of the Manuel Champalimaud Group.
- (d) It has a legitimate purpose.
- (e) It is not intended or likely to unduly influence, nor does it constitute consideration for any action or omission.

- (f) It has a nominal value that does not exceed that defined by law or other anti-corruption legislation of the country in which the relevant Manuel Champalimaud Group Company operates. In the case of Portugal, this amount must be less than €150 (one hundred and fifty euros), which shall be calculated from all the gifts made by the same natural or legal person during a calendar year.
- (g) It is appropriate.

Conduct is considered "appropriate" when Gifts and Hospitality:

- (a) are done publicly and transparently;
- (b) are not imposed or suggested by the recipient;
- (c) are in line with the hierarchical position of the recipient or compatible with the institutional nature or the importance of representation inherent in the position;
- (d) are in line with the circumstances and the occasion in which they are offered;
- (e) are not offered by the Employee to the Third Party, or vice versa, in the course of negotiations between the two, or in the period preceding the renewal of a contract;
- (f) do not create an expectation of obtaining or retaining business;
- (g) are only offered to the Employee or Third Party who has a direct relationship with the Company (therefore excluding family members or friends of the recipient);
- (h) are not offered in cash;
- (i) are not frequently offered to the same recipient, understood as not more than once in a period of 6 (six) months;
- (j) are not illegal;
- (k) are in accordance with the recipient's internal policies, as well as with what is established in this Policy and at all times in accordance with the values and principles of the Manuel Champalimaud Group, reflected in its Code of Conduct.

Before offering/giving/promising to any third party or accepting/receiving from any third party any Gifts and Hospitality, the Employee must, in all cases, ask himself/herself at least the following questions:

- (a) Does the offer or acceptance of the Gifts and Hospitality fulfil any of the criteria described in this Policy?



- (b) Can the offer or acceptance of the Gifts and Hospitality cause any embarrassment for the Manuel Champalimaud Group?
- (c) Can the offer or acceptance of the Gifts and Hospitality directly or indirectly influence the objectivity, impartiality, and independence of the recipient (Employee or Third Party, as the case may be)?
- (d) Does the offer or acceptance of the Gifts and Hospitality give the impression of obliging the recipient to give back any commercial advantage?

If the answer to any of the questions described in this Policy is “Yes”, the Gifts and Hospitality must not be offered/given/promised or accepted/received. Likewise, when in doubt, the Employee must refrain from making the offer or acceptance, and in these cases must inform the Compliance Officer at [compliance@manuelchampalimaud.pt](mailto:compliance@manuelchampalimaud.pt), who will be responsible for assessing the situation and acting in accordance with this Policy.

It is understood that the offer or acceptance of the Gifts and Hospitality may influence, directly or indirectly, the objectivity, impartiality, and independence of the recipient if it is of a value equal to, or greater than €150 (one hundred and fifty euros).

The provisions of this Policy do not apply to invitations or similar benefits related to the participation in official ceremonies, conferences, congresses, seminars, trade fairs, industry meetings or other similar events, specifically of a commercial nature, when this is in accordance with customs and compatible with the institutional nature or the importance of representation inherent in the position and there is an interest on the part of the Company in the respective attendance, or when the Employee is expressly invited in such capacity, thus ensuring a duty of representation of the Company that cannot be undertaken by third parties.

In any case, the offer or receipt of Gifts and Hospitality must be made or received in a public and transparent manner, in addition to complying with the duty of notification and registration provided by the following clause.

The provisions of this paragraph shall extend to offers and acceptances of business Gifts and Hospitality to Closely Related Persons.



## **5. Acceptance and Registration of Gifts and Hospitality**

The offer or acceptance of any Gifts and Hospitality, made in the context of, or having an influence on business activity, must be registered.

In the event of receiving Gifts and Hospitality, and provided that it fulfils the criteria set out in this Policy, the Employee may accept such Gifts and Hospitality, provided that he/she notifies their superior within two business days.

In the case of an offer of Gifts and Hospitality, the Employee must always receive prior approval.

To this end, whenever Employees offer/give/promise or accept/receive Gifts and Hospitality under the terms described herein, they must fill in the Gifts and Hospitality Offer/Acceptance Registration Form , attached as Appendix I to this Policy, and submit it to the Compliance Officer of the Manuel Champalimaud Group, via the e-mail address **compliance@manuelchampalimaud.pt**.

In the event that approval is not received, the Employee must refrain from making the offer. As for Gifts and Hospitality received, if approval is not obtained, the Employee must return them or, alternatively, comply with what is determined.

## **6. Refusal of Inappropriate Gifts and Hospitality**

As mentioned in the preceding clause, in the event that an inappropriate Gifts and Hospitality is offered/given/promised to an Employee, considering as such Gifts and Hospitality that do not comply with the provisions of this Policy, such Employee must kindly refuse or return the inappropriate Gift and Hospitality, as the case may be.

If in doubt about how to refuse or return an inappropriate Gifts and Hospitality, the Employee should contact the Manuel Champalimaud Group's Compliance Officer at **compliance@manuelchamplimaud.pt**.

In addition, when refusing and returning Gifts and Hospitality, the Employee must also contact the Manuel Champalimaud Group's Compliance Officer at **compliance@manuelchampalimaud.pt**, so that a record of this type of situation can be kept.

## **7. Offering Gifts and Hospitality to Officials/Political Office Holders**

Employees of the Manuel Champalimaud Group must not request, accept, give or promise officials, political office holders or senior public office holders any payments, invitations, favours, advantages or gifts and hospitality in the exercise of their duties or because of them, advantages for the performance of any act or omission that constitutes a breach of the duties of office, or undue advantages, even if they do not constitute a breach of the duties of office.





The Manuel Champalimaud Group does not authorise facilitation payments, i.e. related to the need to secure or accelerate otherwise legitimate authorisations or approvals from the authorities which are pending.

These rules extend to family members of Public Officials, political office holders and senior Public Officials.

## **8. Limit Review**

The sole purpose of setting a limit is to define an approval amount in order to standardise the type and value of gifts that can be offered to or accepted from third parties without constituting or appearing to constitute bribery, facilitation payments and/or corruption.

The Compliance Officer is responsible for updating the limit(s) annually and/or whenever circumstances so require, following approval by the Board of Directors of the Manuel Champalimaud Group.

## **9. Exceptional Approvals**

Any exemption from any of the criteria described in this Policy may only occur if approved in writing by the Board of Directors of Manuel Champalimaud SGPS, S.A., prior to the offer or acceptance of the Gifts and Hospitality in question.

To do so, the Employee must complete the Exceptional Approval Request for the Offer/Acceptance of Gifts and Hospitality, included in Appendix II to this Policy, and submit it to the Manuel Champalimaud Group's Compliance Officer, via the e-mail address **compliance@manuelchampalimaud.pt**.

Within 3 (three) business days of receipt of the Employee's request, the Compliance Officer of the Manuel Champalimaud Group shall assess and forward the request, together with his/her opinion, to the Board of Directors of Manuel Champalimaud SGPS, S.A., which shall reach a decision on the matter as soon as possible.

If the request is made by a Director present on the Board of Directors, the request must be approved by 2 members of the Board of Directors, other than the one submitting the request.

## **10. Final Provisions**

### **10.1 Policy breach**

Breach by Manuel Champalimaud Group internal Employees of any of the rules established in this Policy may constitute a disciplinary offence and/or criminal practice, punishable, under the law, by disciplinary and/or criminal proceedings against the offending Employee. In the event of damage to the Manuel



Champalimaud Group resulting from this breach, the offending Employee shall also be civilly liable for any damages caused.

In the case of an Employee who is external to the Manuel Champalimaud Group, his/her actions, in addition to being subject to civil and/or criminal liability, may result in the termination of the contractual relationship that he/she or the company to which he/she belongs has with companies of the Manuel Champalimaud Group.

### **10.2 Disclosure and training**

This Policy shall be made available to the members of the governing bodies and other Employees via the Intranet and delivered via e-mail, or alternative formats deemed necessary to reach all Employees. It shall also be made available to third parties representing the Manuel Champalimaud Group or establishing contractual relations with any of the companies included therein.

This Policy is included in the Manuel Champalimaud Group's training plan and programme, which all Directors and Employees must attend.

### **10.3 Approval, publication, and validity**

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

### CORPORATE GIFTS AND HOSPITALITY OFFER/ACCEPTANCE REGISTRATION FORM

Gifts and Hospitality: \_\_\_\_\_

Date of Offer/Acceptance of Gifts and Hospitality: \_\_\_\_/\_\_\_\_/\_\_\_\_

Estimated value of the Gifts and Hospitality (in local currency and in Euros): \_\_\_\_\_

Legal person receiving the Gifts and Hospitality: \_\_\_\_\_

Natural person to whom the Gifts and Hospitality is addressed: \_\_\_\_\_

Is the person receiving the Gifts and Hospitality a Public Official? YES NO \_\_

Legal person offering the Gifts and Hospitality: \_\_\_\_\_

Natural person who offers Gifts and Hospitality: \_\_\_\_\_

Reason/justification for the Gifts and Hospitality: \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

Before offering/giving/promising to any Third Party or accepting/receiving from any Third Party any Gifts and Hospitality, you must check and ensure that such conduct fulfils all of the following criteria:

GENERAL CRITERIA OF THE MANUEL CHAMPALIMAUD GROUP	YES	NO
It is permitted by law		
It is permitted by the Manuel Champalimaud Group's internal rules		
It has a legitimate purpose		
It is not intended or likely to unduly influence or constitute a <i>quid pro quo</i> for any action or omission		

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It is appropriate		
Complies with the limit amount set out in the Policy on the Offer and Acceptance of Gifts and Hospitality (150 Euros)		
Not intended for Public Officials or similar persons		
No conflict of interest		
No breaches of the Anti-Corruption Policy		



If "No" is ticked for any of the criteria identified above, the Gifts and Hospitality must not be offered/promised or accepted/received. Any waiver from any of the Manuel Champalimaud Group General Criteria must be approved in writing by the Board of Directors of Manuel Champalimaud SGPS, S.A., before the offer or acceptance of the Gifts and Hospitality takes place, as defined in the Gifts and Hospitality Offer and Acceptance Policy. In the event of doubt, the offer or acceptance should not materialise.

I hereby declare that all the information provided herein is true and accurate.

Name/Position:

Date: \_\_/\_\_\_\_/\_\_\_\_

Signature:



## ANNEX II

### EXCEPTIONAL APPROVAL REQUEST FOR THE OFFER/ACCEPTANCE OF BUSINESS GIFTS AND HOSPITALITY

Gifts and Hospitality: \_\_\_\_\_

Date of Offer/ Acceptance of Gifts and Hospitality: \_\_\_\_/\_\_\_\_/\_\_\_\_

Estimated value of the Gifts and Hospitality (in local currency and in Euros): \_\_\_\_\_

Legal person to whom the Gifts and Hospitality is addressed: \_\_\_\_\_

Natural person to whom the Gifts and Hospitality is addressed: \_\_\_\_\_

Is the person receiving the Gifts and Hospitality a Public Official? YES \_\_\_\_ NO \_\_\_\_

Legal person offering the Gifts and Hospitality: \_\_\_\_\_

Natural person who offers Gifts and Hospitality: \_\_\_\_\_

Before offering/giving/promising to any Third Party or accepting/receiving from any Third Party any Gifts and Hospitality, you must check and ensure that such behaviour complies with all the criteria set out in the Gifts and Hospitality Offer and Acceptance Policy. Any waiver from any of the criteria must be approved in writing by the Board of Directors of Manuel Champalimaud SGPS, S.A. **before** the offer or acceptance of the Gifts and Hospitality takes place. If there is any doubt, the offer should not be made.

Which of the following criteria is not met and motivates this Exceptional Approval Request for the Offer/Acceptance of Gifts and Hospitality?

MANUEL CHAMPALIMAUD GROUP CRITERIA	YES	NO
It is permitted by law (including, without limitation, anti-corruption laws)		
It is permitted by the Manuel Champalimaud Group's internal rules		
It has a legitimate and verifiable purpose		



It is not intended to unduly influence or constitute a <i>quid pro quo</i> for any action or omission		
It is appropriate (as defined in the Policy on the Offer and Acceptance of Gifts and Hospitality)		
Complies with the limit amount set out in the Policy on the Offer and Acceptance of Gifts and Hospitality <b>(150 Euros)</b>		
Not intended for Public Officials or similar persons		
No conflict of interest		
No breaches of the Anti-Corruption Policy		

What are the reasons for this Request for the Offer/Acceptance of Gifts and Hospitality

Offer/Acceptance:

I hereby declare that all the information provided herein is true and accurate.

Name/Position:

Date: \_\_\_\_/\_\_\_\_/\_\_\_\_

Signature:



