

REGULATION ON REPORTING IRREGULARITIES

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1. Purpose and Scope

The purpose of this Regulation is to comply with applicable legally provisions and also with the Manuel Champalimaud Group's Code of Conduct, which provides for the existence of an internal whistleblowing channel for the reporting of irregularities occurring in Manuel Champalimaud SGPS, S.A. ("MC SGPS") or in any of the companies in which Manuel Champalimaud SGPS, S.A. holds, directly or indirectly, more than fifty per cent of the share capital (which shall be jointly referred to as the "Manuel Champalimaud Group" or "Group"), involving Employees or any Third Party.

This Regulation establishes the internal rules and procedures applicable to the receipt, registration and processing of communications made under Law no. 93/2021, of December 20th (which establishes the general framework for the protection of whistleblowers) ("Law no. 93/2021") and Decree-Law no. 109-E/2021, of December 9th (which creates the National Anti-Corruption Mechanism and establishes the general framework for the prevention of corruption) ("Decree-Law no. 109-E/2021").

2. Definitions

- 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. e GLN México, Sogolfe - Empreendimentos Turísticos, Sociedade Unipessoal Lda., Sogestão – Administração e Gerência, S.A. and Cabo Raso - Sociedade de Empreendimentos Turísticos, S.A., Agrícola de São Barão - Unipessoal, Lda., CELA - Agro-Pecuária, Lda;
- b. **"Subsidiary"**: any company in which MC SGPS holds, directly or indirectly, more than 50 per cent of the share capital;
- c. **"Director"**: members of the governing bodies of Manuel Champalimaud Group companies;
- d. **"Employee"**: members of the supervisory bodies and employees of any company integrated into 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;



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- e. **"Third Party"**: natural or legal persons, private or public, national or foreign, who do not have a contractual relationship with the Manuel Champalimaud Group or, if they do, are not part of the Manuel Champalimaud Group's organisation, as is the case, in particular, with its suppliers of goods or services, including Closely Related Persons;
- f. **"Ethics Committee"**: the Committee, provided for in the Code of Conduct, made up of a non-executive Director, who chairs it, and a member of the group's legal and human resources (in terms of organisational development) of the Manuel Champalimaud Group, whose task is to assess reports of irregularities within the Manuel Champalimaud Group;
- g. **"Communication"**: the means used to report irregularities;
- h. **"Reported Person"**: the person who is accused of irregularities in a Communication;
- i. **"Whistleblower"**: the author of the Communication;
- j. **"Investigating Officer"**: a member of the Ethics Committee or, if the Ethics Committee decides to externalise the analysis of the report, the person in charge of the initial processing and preliminary analysis of the Communication;
- k. **Investigation** - is the process of analysing the facts reported in a Communication, determining whether they correspond to Irregularities and recommending that they be dismissed or that appropriate measures be taken; is the process of examining the facts reported in a communication, determining whether they amount to irregularities and recommending that they be closed or appropriate measures be taken
- l. **"Irregularities"**: All acts or omissions, wilful or negligent, which are attributed to the conduct of Company employees in the exercise of their professional responsibilities, which breach i) the Manuel Champalimaud Group Code of Conduct, ii) the Policies in force at the Manuel Champalimaud Group, iii) current legislation, rules or regulations, pertaining to public procurement, services, products and financial markets and the prevention of money laundering and terrorist financing, product safety and compliance, transport safety, environmental protection, radiation protection and nuclear safety, food and feed safety, animal health and animal welfare, public health, consumer protection, privacy and personal data protection, network and information systems security, discrimination and harassment, as well as other areas included in the application scope of Law no. 93/2021 and Decree-Law 109-E/2021;



- m. **"Rapporteur"**: a member of the Ethics Committee, or, if the Ethics Committee decides to externalise the analysis of the report, a person, other than the Investigating Officer, who conducts the Investigation process referred to in 4.7 below.

3. Application

Communications may concern irregularities that have been committed, are being committed or can reasonably be expected to be committed, as well as attempts to conceal such irregularities. Irregularities are understood to be those described in the Definitions, i.e. acts that breach the Code of Conduct or policies in force in the Manuel Champalimaud Group and situations that breach the areas defined by Law no. 93/2021.

In particular, irregularities are considered to be all acts or omissions, wilful or negligent, which are attributed to the conduct of employees of the Company in the exercise of their professional duties, which breach i) the Manuel Champalimaud Group's Code of Conduct, ii) the Policies in force in the Manuel Champalimaud Group, iii) the legislation, rules or regulations in force, with reference to the areas of public procurement, services, products and financial markets and the prevention of money laundering and terrorist financing, product safety and compliance transport safety, environmental protection, radiation protection and nuclear safety, food and feed safety, animal health and animal welfare, public health, consumer protection, privacy and personal data protection, network and information systems security, discrimination and harassment, as well as the other areas included in the scope of Law 93/2021 of December 20th (which establishes the general framework for the protection of whistleblowers) ('Law 93/2021') and Decree-Law 109-E/2021 of December 9th (which creates the National Anti-Corruption Mechanism and establishes the general framework for the prevention of corruption) ("DL 109-E/2021").

Communications concerning facts that go beyond the above-mentioned scope shall be referred to the appropriate bodies.

Reports of irregularities under this document may be made by Shareholders, Employees, Service Providers, Customers, Suppliers, Partners and any other Third Parties.

Customer complaints are excluded from this Regulation, as they do not constitute irregularities for this purpose. As they do not deal with the matters mentioned above, they should be submitted directly to the Group Companies or through the contacts set out at <https://www.manuelchampalimaud.pt/>.

4. How to proceed

The flow of the Procedure, which summarises the activities defined in the following sub-sections, is defined in **Annex I - Flow of Procedure**.



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4.1. Reporting irregularities

Irregularities must be reported in writing by e-mail to etica@manuelchampalimaud.pt or by letter, to the attention of the Chairman of the Ethics Committee, to the following address: Avenida Duque de Ávila, no. 79, 1000-139 Lisbon.

Communications must:

- a. Identify the Communication as confidential and, if it is sent by letter, adopt a format that ensures its confidentiality until it is received by the recipient;
- b. Contain a description of the facts that support the assessment of the reported irregularity.

Communications may be anonymous or identify the respective Whistleblower.

If the Communication is made anonymously, the Whistleblower must indicate in the Communication a means of contact that preserves their anonymity (e.g. an anonymised email address or a PO box), to which notifications under the procedure shall be sent.

The purpose of providing a means of contact is to: i) allow the Investigating Officer and the Rapporteur to question and collect additional information from the Whistleblower that may not have been available at the time of the report, bearing in mind that the Rapporteur has greater experience and sensitivity in these matters; and, ii) to the extent possible, ensure that the Whistleblower receives feedback on their report, i.e. to understand whether it has been addressed, whether it shall result in an investigation or whether it has been dismissed, without commenting on the consequences of the potential investigation..

Failure to comply with this requirement could result in the report being closed outright if the information contained in it is insufficient to understand and analyse the alleged facts.

Reports of actual or potential irregularities must be made in good faith, with adequate grounds. Making reports in bad faith constitutes a serious breach of the Code of Conduct as well as the values and ethical principles of the Manuel Champalimaud Group and, as such, shall be subject to disciplinary, civil or criminal action.

4.2. Register of Communications received

The Ethics Committee must ensure that a record of all communications received is kept in a dedicated database of all Communications received, the analysis thereof and any procedures carried out, including at least the following elements:



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- Communication identification number;
- Date and how it was received;
- Reported Person;
- A brief description of the nature of the communication (including the period to which the alleged facts occurred);
- Preliminary analysis of the Communication;
- Measures taken as a result of the preliminary analysis of the Communication;
- Investigation process;
- Report on the investigation process;
- Current status of the process.

This database is restricted to members of the Ethics Committee, ensuring total confidentiality of the data.

4.3. Impediments

No member of the Ethics Committee may intervene in the procedure whenever (a) the Communication involves them, either as a Reported Person or as a third party mentioned in the Communication, (b) as a result of their professional activity in the Group, they have direct or indirect knowledge of the facts alleged in the Communication or (c) whenever they consider that, for whatever reason, they will not be able to ensure total impartiality and independence in analysing the Communication.

The members of the Ethics Committee who consider themselves to be impeded under the provisions of the previous paragraph must immediately state so and be removed from the procedure.

If, as a result of the removal of members of the Ethics Committee in accordance with the above, the Ethics Committee is reduced to less than two members, the Communication in question shall be fully analysed, in accordance with this Regulation, by external advisors, who shall also decide on the recommendations resulting from the appraisal stage.

In these cases, the Ethics Committee shall be responsible for hiring external advisors, as well as notifying the Whistleblower, the Reported Person and the Group Companies of its decisions.

Without prejudice of the above, and depending on the nature, seriousness or other factor deemed relevant, the Ethics Committee shall always be free to use external entities to conduct the procedures referred to in the following paragraphs of this Policy.



4.4. Confirmation of receipt

Upon receipt of the communication, the Chairman of the Ethics Committee shall appoint one of the members of the Ethics Committee as an Investigating Officer to take charge of the initial processing and preliminary analysis of the Communication.

The Investigating Officer has 7 (seven) days to send an email or letter to the Whistleblower confirming receipt of the Communication and indicating that it shall be dealt with in accordance with the provisions of this Regulation, and must inform the Whistleblower, in a clear and accessible manner, of the requirements, competent authorities and the form and admissibility of submitting an external report, under the terms of Law no. 93/2021, of December 20th.

In particular, the Whistleblower should be informed that, under the terms and for the purposes of this paragraph 4.4. and Article 11 of Law 93/2021, when using an internal whistleblowing channel, the Whistleblower may only resort to external whistleblowing channels in the situations provided for in Article 7 of Law 93/2021, namely when, following the report, (i) the Whistleblower has reasonable grounds to believe that the offence cannot be effectively assessed or resolved internally or that there is a risk of retaliation or (ii) the Whistleblower initially lodged an internal report without being informed of the measures envisaged or adopted following the report within the deadlines provided by Article 11 of the same law (i.e. seven days to acknowledge receipt of the report, and three months to inform the Whistleblower of the measures planned or implemented to deal with the report and the reasons thereto). The Whistleblower should also be informed that, in cases where an external report is admitted, the Whistleblower may lodge it with the authorities that, in accordance with their respective powers and attributions, must or may assess the matter in the report, among the entities listed in Article 12(1) of Law 93/2021.

4.5. Request for additional information

In cases where the information provided by the Whistleblower is insufficient to understand the events, the Investigating Officer must ask the Whistleblower to send additional information for this purpose.

If the Whistleblower does not provide the necessary information to enable a proper understanding of the events within a maximum of 15 (fifteen) days after the last communication, the Ethics Committee shall dismiss the whistleblowing proceedings for lack of information.

The Investigating Officer will inform the Whistleblower of the imminent dismissal of the whistleblowing proceedings within five (5) business days of the deadline, to ensure that the Whistleblower has understood the proceedings and has the opportunity to submit the necessary information.



4.6. Preliminary analysis of the Communication

The Investigating Officer must take the necessary steps to ascertain whether there are sufficient grounds for launching an Investigation and, within 30 (thirty) days of receiving the Communication, the Investigating Officer must draw up a report in which the Investigating Officer considers:

- The nature of the Communication, namely whether or not it falls within the scope of the matters listed in the Definitions and the Application chapter;
- The viability of the investigation proceedings, as well as the need to apply provisional measures prior to the investigation;
- The persons involved and those who may have knowledge of facts relevant to the enquiries;
- The recommendation as to the next steps, including (i) the opening of an investigation by the Ethics Committee, (ii) communication of the results of the report to the competent governing body, whenever, in the opinion of the Investigating Officer, there are reasons that justify the application of provisional measures; (iii) communication to the competent authority responsible for investigating the offence, or (iv) an immediate dismissal for going beyond the scope of these proceedings, for lack of grounds, lack of information or for any other duly justified reason.

The Ethics Committee shall analyse the report and decide on the next steps, from among those mentioned above, informing the Whistleblower, and the Reported Person if it concludes that there are indications that justify an investigation, within a maximum of 7 (seven) days of the Investigating Officer drawing up the report.

4.7. Investigation

The Investigation process must be conducted by a Rapporteur, who will be a member of the Ethics Committee, other than the Investigating Officer, who will make use of the Manuel Champalimaud Group's areas that are relevant to the facts that are the subject of the Communication or, if necessary, hire external means to support or carry out the Investigation. As in the case of the Investigating Officer, the Ethics Committee may also appoint a Rapporteur from outside the organisation if the conditions set out in Section 4.3 above are met.

The Investigation must be conducted in compliance with the applicable legal and regulatory standards, as well as the policies of the Manuel Champalimaud Group.

Persons targeted by the Investigation must be advised in advance of their right to legal counselling prior to making any statements.



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The Rapporteur must draw up a report setting out the steps taken, the facts established and the technical analysis thereof, as well as a recommendation on the matter:

- a) To close the case;
- b) The adoption of appropriate measures, including (i) cessation of the reported irregularity, where applicable, (ii) changes to policies, processes or procedures used in the Manuel Champalimaud Group; (iii) report to competent authorities; (iv) filing a lawsuit, criminal claim or other similar measure; (v) cessation or modification of contracts or (vi) initiation of disciplinary proceedings or justified dismissal of a member of a governing body.

The Investigation report shall be examined by the Ethics Committee, who shall accept the recommendation or, with justification, decide otherwise.

The Investigation Report and the resolution of the Ethics Committee shall be sent to the Board of Directors of MC SGPS and, if applicable, of the Subsidiary, for the appropriate purposes.

The Ethics Committee must inform the Whistleblower that the Investigation has been finalised and that the necessary measures have been adopted, guaranteeing the due confidentiality of those involved.

This communication must be made within a maximum of 3 (three) months of receipt of the Communication, without prejudice to the fact that, in situations of manifest urgency and severity, appropriate measures must be adopted to protect the interests of the Group and/or its stakeholders in the face of the irregularities.

4.8. Confidentiality

Confidential treatment of communications is guaranteed by the Ethics Committee, as well as by employees and external advisors who provide support to the process.

Whenever the identity of the Whistleblower is revealed by the Whistleblower themselves, as well as information that directly or indirectly makes it possible to deduce their identity, such information is confidential and shall remain known only to the Ethics Committee and the Employees who provide support to the process, when necessary.

The identity of the Whistleblower shall be omitted from the documents produced as part of the analysis of the Communication.

If the Whistleblower identifies themselves, the confidentiality of their identity does not prevent the Whistleblower from being contacted by the Ethics Committee to make statements with a view to establishing the facts.



The identity of the Whistleblower shall only be disclosed in order to comply with a legal obligation or judicial decision, and the disclosure of said information shall be preceded by written communication to the Whistleblower indicating the reasons for the disclosure of the confidential data in question, unless the provision of such information jeopardises the relevant investigations or judicial proceedings.

4.9. Rights and Guarantees

Information communicated under the rules for reporting irregularities shall be used exclusively for the purposes set out in this Regulation.

The Manuel Champalimaud Group also guarantees that Whistleblowers and all those who provide information within the scope of the Investigations carried out, who act legally, in good faith and with justified reasons for believing that the information is, at the time of the Communication, true, shall not be harmed in any way and shall not be subject to disciplinary proceedings or any retaliatory measures.

In addition, the Manuel Champalimaud Group guarantees the non-disclosure of the identity and potential penalty measures that have been attributed to the Whistleblower, in addition to the human resources strictly necessary for the investigation and assessment of the report.

4.10. No retaliation

Communications made under this Regulation cannot serve as grounds for any disciplinary, civil or criminal proceedings or other prohibited discriminatory practices against the author of the communication, except if, as mentioned in section 4.1, these are deliberate and manifestly unfounded.

Similarly, the communications made may not serve as grounds for discriminatory practices by Employees, in relation to the author of the communication or the target of the communication. The measures applied under this Regulation may not cause unintended negative effects that go beyond the purpose of the adopted measure.

4.11. Data protection

Any personal data collected and processed under these Regulations must be strictly necessary for the purposes of the respective processing, including (i) the identification and contact details of the Whistleblower and the Reported Person and Third Parties referred to in the Communication or questioned as a result thereof, (ii) the respective duties/positions performed and (iii) any other data strictly necessary for the proper processing of the Communication.

The processing of data shall be based on the fulfilment of the legal obligation of Manuel Champalimaud Group entities to have an internal whistleblowing channel.



In order to comply with the above-mentioned purpose, the personal data contained in the Communication process shall be analysed by the Ethics Committee and may be transmitted to Employees and any subcontracted external advisors, under the terms of the contracts signed with such persons.

Personal data that is clearly not relevant to the processing of the Communication shall not be kept and shall be destroyed immediately.

A record shall be kept of the Communications, which, together with the reports, resolutions and other documents produced, shall be kept for a period of five years after the conclusion of the proceedings or, if the measure concerns disciplinary proceedings or the dismissal of a member of a corporate body, judicial or similar proceedings or a formal criminal complaint, until the end of such proceedings (including challenges and appeals) or their final judgement, if applicable.

The Whistleblower, Reported Person and others involved in the whistleblowing proceedings are guaranteed the right of access, correction of incorrect, incomplete or misleading data and deletion of data communicated by them, under the terms of the data protection regulations, by means of a written statement addressed to the Ethics Committee, except where the purpose of the data processing is to ascertain the veracity of a suspected criminal offence, in which case the Reported Person's right of access shall be exercised through the National Data Protection Commission.

The Whistleblower, Reported Person and others involved in the Whistleblowing process also have the right to lodge a complaint with the National Data Protection Commission if they believe that their rights to the protection of personal data have been infringed.

The processing of personal data within the Manuel Champalimaud Group is carried out in strict compliance with applicable law and in accordance with the Personal Data Protection Policy of the Manuel Champalimaud Group.

4.12. Report

The Ethics Committee must draw up an annual activity report to be presented to the Board of Directors of MC SGPS, which must summarise the Communications received and their outcome. This report must include some indicators for the process, namely:

- Number of irregularities reported;
- Average time taken to confirm receipt of the Communication (date of notification - start date received);



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- Average investigation time (end date reported - start date of Investigation);
- Ratio of Communications accepted (number of Communications investigated / total number of Communications received);
- Ratio of Communications concluded (number of cases concluded / number of Investigations carried out);
- Nature of Communications, by area;
- Others that are considered relevant.

5. Entry into force

This regulation shall enter into force on the data of its approval.

6. Associated Documents

- Manuel Champalimaud Group Code of Conduct;
- Anti-Corruption Policy; e,
- Policy for the Prevention of Money Laundering and Terrorist Financing.



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1. Annex I - Flow of Procedure



