

# ANTI-CORRUPTION CODE OF CONDUCT



This Code aims to establish a set of principles, values and rules of conduct for all managers and employees of Sociedade de Transportes Colectivos do Porto, E.I.M., S.A., hereinafter referred to as STCP, in matters of professional ethics, taking into account criminal law relating to corruption and related offences and the risks of exposure of the company to these risks.

---

## WHO THE ANTI-CORRUPTION CODE OF CONDUCT IS AIMED AT

This Code applies to all STCP employees, including members of the governing bodies, consultants, directors and other employees, regardless of the type of relationship or hierarchical position they hold, as well as to all others who act on behalf of STCP.

---

## KEY OBJECTIVES

STCP totally rejects any conduct that may be directly or indirectly related to acts of corruption in all its forms, including extortion and bribery, and bases its actions on principles of responsibility, respect and compliance with the law.

In this context, the Board of Directors has approved an anti-corruption policy, a key tool to prevent both STCP and the entities with which it interacts from engaging in practices that are contrary to the law, ethical principles and conduct.

The objectives of this policy, which are set out in this Code, include the following:

- Make employees, customers, public bodies, suppliers and, in general, the whole community aware of the set of principles, values and rules by which they should act, taking into account the criminal rules on corruption, related offences and the risks of the company being exposed to these crimes;
- Foster growing relationships of trust between employees, customers and suppliers and reinforce the identifying elements of STCP's culture;
- Clarify to employees the rules of conduct they must observe through their decisions, behaviour and attitudes, on an ongoing and scrupulous basis, both in their mutual relations and in the relations they establish with third parties on behalf of STCP;
- Ensure to shareholders, customers, suppliers and others that STCP fulfils its duties to supervise and control its activity by establishing appropriate measures to prevent and reduce the risk of corruption offences being committed, and that it exercises its duties of vigilance and control in order to prevent misconduct that could result in criminal liability for the company;
- Identify the penalties that may be imposed in the event of non-compliance with the rules of conduct.

---

## MONITORING OF THE IMPLEMENTATION OF THE CODE

The Anti-Corruption Compliance Officer is carried out by a person appointed by STCP's Board of Directors who will be responsible for the implementation, operation and fulfilment of the anti-corruption management system, and will also be responsible for monitoring this Code, interpreting it and clarifying any doubts, as well as taking the measures deemed appropriate to resolve and mitigate actions or omissions that constitute or may constitute corruption.

---

# ANTI-CORRUPTION CODE OF CONDUCT



Any employee can contact the compliance officer by email at [conformidade@stcp.pt](mailto:conformidade@stcp.pt), in particular to request clarification of a specific situation or information on a matter related to this code or the anti-corruption management system.

To report corruption or any other situation that may constitute an irregularity or violation of the rules contained in this Code, please use the reporting channel available on the STCP website.

The contact details of the person responsible for the anti-corruption management system will be disclosed through the internal and external communication channels available at the company, namely through the intranet and the official website of STCP.

---

## ANTI-BRIBERY AND ANTI-CORRUPTION PRINCIPLES AND STANDARDS

The principles and standards contained in the law and in this Code are intended to prevent any practice of bribery or corruption, whether active or passive, including facilitation payments or payments aimed at creating, maintaining or promising irregular situations or favours

In this regard, it is prohibited to offer, make or authorise an improper payment (in cash or otherwise) to any person, including any local or foreign authority anywhere in the world.

It is also prohibited to offer or accept money or anything of value, such as gifts, tips or commissions, in connection with business or the award of a contract, or with a view to obtaining or providing a level of service to which one would not otherwise be entitled.

---

## INDEPENDENCE, CONFLICT OF INTEREST AND PERSONAL RELATIONSHIPS

STCP employees have a duty to perform their duties independently, avoiding placing the company in situations that could be considered a threat to their impartiality and integrity. In this regard, they have a duty not to intervene in decision-making processes that directly or indirectly involve organisations with which they collaborate or have collaborated, or persons with whom they have or have had family or friendship ties. If it is impossible to refrain from intervening in the aforementioned processes, they must inform STCP of the existence of such situations.

They also have a duty not to participate or hold positions in organisations whose activities may conflict with their duties at STCP.

The existence of family or emotional ties between two people who work at STCP must be reported through the channels provided for this purpose (declaration of conflict of interest), so that STCP can decide if it's necessary to change the projects assigned to the people involved, to avoid any possible conflicts of interest.

---

## OFFERS, ENTERTAINMENT, TRAVEL AND HOSPITALITY

The offering of gifts, entertainment, travel and hospitality must be preceded by a rigorous suitability analysis, so that they are not perceived as indirect means of corruption, and must always comply with the following rules:

- Request for the offer to be made to the Board of Directors with justification for it;
- Approval of the offer by the Board, with minutes of the approval of the offer always being recorded.

The direct or indirect acceptance of any type of gift of any value that is intended to influence any employee in the breach of their obligations and the direct or indirect favouring of the person or entity granting them in the context of the procurement of goods or services is prohibited.

In other cases, i.e. when the offer does not involve a breach of obligations or direct or indirect favouritism towards the person or entity granting them, the criteria governing the acceptance of gifts are as follows:

- No goods, services or any advantages with an individual and annual value (12-month period) exceeding €150 or equivalent in another currency (including Christmas gifts) may be accepted for personal gain from suppliers or individual or collective entities that have had or intend to have commercial relations with STCP;
- In the event that the same person receives several gifts from the same individual or organisation within a 12-month period, the limit of €150 or the equivalent in another currency is calculated based on the aggregate value of all gifts;
- The gift must be voluntary, must not have been requested in advance and must not generate expectations of reciprocity in the giver;
- The purpose of this gift must be in line with traditional festive greetings (e.g. Christmas, Easter) or personal greetings, such as birthdays, constituting a small token of appreciation or courtesy, and must be appropriate and proportionate to the circumstances, as accepted by custom and practice;
- Gifts must be received at the workplace and not at the private residence of the employee or their family members or close associates;
- Whenever a gift, good or service with an estimated unit value exceeding €100 is received, this must be reported to the Compliance Officer;
- The above restriction does not apply to offers of goods or services, such as travel, meals, accommodation or entertainment, which are provided by third parties to the recipients of this code in connection with the performance of their duties, within the scope of their representative functions and in the interests of STCP, provided that they have been previously approved by the STCP Board of Directors;
- It is forbidden to accept gifts from natural or legal persons when they are in the process of selecting and contracting the supply of goods and services to STCP, in particular when the person receiving the gift participates in the decision-making process;
- The giving or receiving of cash, bank cheques, gift vouchers and other vouchers, regardless of their value, is prohibited under any circumstances;
- The giving of gifts to public officials/public authorities is prohibited;
- Gifts received in an institutional context that cannot be refused and do not meet the requirements for acceptance must be accepted by the institution but refused on a personal basis. In this case, they must be returned to STCP, which will dispose of them appropriately, namely by distributing them to social institutions.

---

# ANTI-CORRUPTION CODE OF CONDUCT



All other forms of gifts must be reported to the Compliance Officer;

- **Entertainment, travel and hospitality**

Invitations to events or other activities organised by suppliers or others are considered to have been made to STCP and must therefore be communicated to the Compliance Officer ([conformidade@stcp.pt](mailto:conformidade@stcp.pt)), with the Board of Directors being responsible for deciding how to proceed.

- **Exclusions:**

The rules set out above are excluded:

- Gifts received and invitations made by shareholders or by companies in which STCP has a stake;
- Meals taken in the context of an existing professional relationship, whenever deemed reasonable in the context in which they take place.

---

## BRIBERY, INFLUENCE PEDDLING AND FORGERY

Obtaining any advantage through any improper method is expressly forbidden.

In the fulfilment of their duties, they must scrupulously observe the applicable legislation and regulations on the prevention of corruption.

Any requests to agree to conduct related to bribery, influence peddling and falsification must be reported immediately to STCP at the following email address: [conformidade@stcp.pt](mailto:conformidade@stcp.pt).

---

## COERCION AND NON-DISCRIMINATION

Any behaviour that could constitute coercion, whether moral or sexual harassment, or the practice known as bullying, in any form, is not tolerated.

Discriminatory behaviour, particularly on the basis of race, religion, gender, sexual orientation, ancestry, age, language, origin, political or ideological convictions, economic situation or social background, is also not tolerated.

---

## THE IMPORTANCE OF COMMUNICATION

STCP promotes a healthy communication environment that encourages the raising of questions about ethics and compliance with them, and provides the possibility of identifying and reporting possible breaches of ethics.

In this sense, the act of communicating knowledge or reasonable suspicion of behaviour incompatible with the Code is a duty of each of its recipients.



---

## WHO TO CONTACT AND HOW

In order to facilitate compliance with this Code, STCP has duly publicised channels through which questions regarding the interpretation of the anti-corruption policy and related legislation may be submitted, as well as for reporting any event that may constitute a case of corruption.

Requests for clarification will be managed and resolved through a transparent and objective procedure, safeguarding confidentiality, the identity of the persons involved and the conduct that is the subject of the report.

Communications should be written and addressed to the following email address: [conformidade@stcp.pt](mailto:conformidade@stcp.pt).

In the event of a complaint to be reported regarding any aspect of STCP, the person wishing to make the complaint should use the complaints channel on the STCP website.

The aforementioned STCP communication channel ensures the strictest confidentiality of the information provided, and the rights of access and rectification of data are also guaranteed, in compliance with legal regulations.

---

## ENQUIRIES / REPORT

Once the communications identified above have been received, the Compliance Function, together with other elements, namely from the Legal area, proceeds to ascertain the facts deemed relevant.

In order to establish the facts, the following steps may be taken, among others:

- a) Hearing of the agent who identified the possible irregularity;
- b) Hearing of the reported agent, who was unable to obtain information about the identity of the reporting agent, and hearing of other entities involved;
- c) Carrying out any other steps deemed necessary;
- d) Providing the information deemed appropriate to the agent who reported the situation, the agent who was reported and the other entities involved.

Co-operation in investigations is the duty of those to whom this Code is addressed, including external bodies that support the steps taken.

The fundamental rights of the reported party, namely the defence of his/her good name, privacy and the right to file a complaint for slander, cannot be prejudiced in any case.

For each infringement, a report is drawn up identifying the rules infringed, the penalty imposed and the measures taken or to be taken, particularly within the internal control system.

---

## NO RETALIATION

STCP will not tolerate any form of reprisal against anyone who in good faith has reported knowledge or founded suspicion of behaviour incompatible with the principles contained in this Code.

---

## CONSEQUENCES IN THE EVENT OF VIOLATION OF THE CODE OR ITS MISUSE

The recipients of the Code are bound by the rules contained therein.

Violation or non-compliance with the general rules of conduct reflected in this Code, in addition to being unacceptable, constitutes a disciplinary offence punishable under the disciplinary regulations in force at STCP and the Labour Code, without prejudice to civil, criminal or other liability that may arise.

If it is detected that an act or omission inconsistent with the provisions of this Code has been committed by a business partner or supplier, STCP will make every effort to assess the extent to which preventive actions have been implemented to prevent such behaviour from occurring again in the future, and in this context the possible repercussions of this circumstance on commercial or partnership relations with them will be assessed.

---

## ENTRY INTO FORCE

This code shall enter into force on 1 October 2022 and shall be subject to review every three years or whenever changes occur that justify its revision.

---

## SUPPORT - DEFINITIONS

**INTERNAL REPORTING CHANNEL** - The tool through which any employee can report acts of corruption and related offences, and through which such reports are followed up.

**COERCION** - The act of exerting psychological pressure or embarrassment on an individual in order to make them do something they don't want to do, either by action or omission.

**CONFLICT OF INTEREST** - The situation in which professional, financial, family, political or personal interests may interfere with people's critical ability to carry out their duties within the organisation.

**CORRUPTION** - Offering, promising, giving or requesting an undue advantage of any value (financial or non-financial), directly or indirectly, regardless of where it occurs and in violation of applicable laws, intended to induce or reward a person for an action or omission in the course of their duties or responsibilities.

**EXTORTION** - The act committed by someone who, with the intention of obtaining economic gain for themselves or for a third party, forces another person, through violence or threats, to perform or omit a legal act or transaction that causes financial loss to themselves or to a third party.

**FALSIFICATION** - The act or effect of falsifying, adulterating, fraudulently copying or altering.

**COMPLIANCE OFFICER** - Person(s) with responsibility and authority over the operation of the anti-corruption management system.

**MENAC** - National Anti-Corruption Mechanism, an independent administrative body governed by public law with powers of authority whose mission is to promote transparency and integrity in public action and to guarantee the effectiveness of policies to prevent corruption and related offences.

# ANTI-CORRUPTION CODE OF CONDUCT



Without prejudice to other powers provided for by law, MENAC is responsible for:

- Issuing guidelines and directives for the design and terms of implementation of regulatory compliance programmes;
- Assessing the application of the RGPC;
- Defining the planning of control and supervision of the RGPC;
- Supervising compliance with the rules established in the RGPC, without prejudice to the competence of other entities;
- Initiating, investigating and deciding on proceedings relating to the practice of administrative offences provided for in the RGPC;
- Managing information on compliance with the rules laid down in the RGPC.

**FACILITATION PAYMENTS** - Giving a small gift to someone in order to obtain a favour.

**SPONSORSHIP** - Financial or other support that is given to another person or organisation to carry out activities to which it is dedicated with the aim of obtaining publicity and attracting business.

**CORRUPTION RISK PREVENTION PLAN (CRP)** - Document containing:

- The identification, analysis and classification of risks and situations that could expose the organisation to acts of corruption and related offences, including those associated with the exercise of functions by members of the administrative and management bodies, taking into account the reality of the sector and the geographical areas in which the organisation operates;
- Preventive and corrective measures to reduce the probability of occurrence and the impact of the risks and situations identified.

**GIFT** - Objects, services, advantages, favours, gifts.

**RGPC** - General Regime for the Prevention of Corruption.

**BRIBERY** - The act or effect of giving or promising goods, usually money, in order to achieve something illegal or reprehensible.

**INFLUENCE PEDDLING** - The illegal practice of a person taking advantage of their privileged position within a company or entity, or their connections with people in positions of authority, to obtain favours or benefits for themselves or others, usually in exchange for favours or payment.

---

## APPROVAL

Board of Directors

---

## DATE

13|10|2022

---