

## **REGULATORY COMPLIANCE PROGRAM (PCN)**

**NATIONAL ANTI-CORRUPTION MECHANISM // GENERAL REGIME FOR THE PREVENTION OF CORRUPTION**  
DECREE-LAW NO. 109-E/2021 OF DECEMBER 9TH

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## CHAPTER I CODE OF CONDUCT

### FRAMEWORK AND SCOPE

Following the approval of the 2020-2024 National Anti-Corruption Strategy, Decree-Law No. 109-E/2021 of December 9th established the National Anti-Corruption Mechanism (hereinafter referred to as "MENAC") and the General Regime for the Prevention of Corruption (hereinafter referred to as "RGPC").

A. Sampaio & Filhos – Têxteis, S.A. (hereinafter referred to as "A. Sampaio") is governed by principles of integrity, transparency, rigour, and good faith, guiding its activities with high standards of responsibility and professional ethics.

Therefore, and in compliance with Decree-Law No. 109-E/2021 of December 9th, A. Sampaio adopted a Regulatory Compliance Program (hereinafter referred to as "PCN"), the scope of which aims to prevent, detect, and sanction acts of corruption and related offences committed against or through A. Sampaio.

Under said legislation, and incorporated into the PCN, this Code of Conduct was developed. It includes a set of values that govern A. Sampaio's activities and a set of ethical and deontological rules that apply to members of the Company's Governing Bodies and all Employees and Interns (hereinafter referred to as "Employees") in their relationships with each other and with Customers, Suppliers, and other Stakeholders. This Code aims to prevent, detect, and sanction acts of corruption and related offences.

The following Code of Conduct is reviewed every three years, or whenever justified, particularly taking into account the assessment of A. Sampaio's risk of exposure to corruption crimes and related offences or significant changes to A. Sampaio's organisational or corporate structure or functional content. Furthermore, this Code of Conduct is communicated both internally and externally (via the website) and submitted to the MENAC electronic platform within 10 days of its implementation and/or any subsequent revisions.

## PART I – PRINCIPLES AND VALUES THAT CHARACTERISE US

We have always based our decisions on the values we value most—Dedication to Work, Trust, Transparency, and Social Responsibility—combined with our focus on Technology, Innovation, Know-How, Flexibility, and Sustainability. The blend of all these factors distinctively marks the essence of our business model and A. Sampaio's path in the national and international textile industry.

At A. Sampaio, we pride ourselves on building relationships based on Trust and Transparency. These relationships underpin our company's and all our partners' success in an economy that is increasingly moving towards a circular model. We create value while respecting the ecosystem and everyone's future.

## PART II – STANDARDS OF CONDUCT

The rules contained in this Code must be understood, accepted, and practised by all A. Sampaio Employees, regardless of their hierarchical position or specific roles and responsibilities.

- **Bribery or Corruption** – A. Sampaio does not tolerate any practice of corruption or bribery, whether active or passive, or other forms of undue influence or illicit conduct, particularly through the undue offer or acceptance of compensation or benefits, regardless of their value, intended to influence the behavior of others to obtain advantages for the Employee or the company.
- **Related Offences** – A. Sampaio also does not tolerate any practice that may constitute the crimes of embezzlement, economic participation in business, bribery, abuse of power, malfeasance, influence peddling, money laundering, or fraud in obtaining or diverting subsidies, grants, or credit.
- Therefore, A. Sampaio Employees must act by the following **Standards of Conduct**:
  - a. **Duties overlap** – Do not accept duties that could jeopardise their independence or professional dedication to A. Sampaio, or in other entities or companies that compete with it, or whose purposes may be contrary to those of A. Sampaio;

- b. Conflicts of Interest** – Do not intervene in decision-making processes that directly or indirectly involve organisations with which they collaborate or have collaborated, or individuals with whom they are or have been related by family or friendship.

  - i. If it is impossible to abstain from intervening in the aforementioned processes, all Employees must inform the Regulatory Compliance Manager (hereinafter referred to as "RCN") of the existence of such ties and complete the *Declaration of No Conflict of Interest* contained in Appendix 1 of the Code of Conduct, which forms an integral part thereof.
- c. Receiving or Donating Gifts and Presents** – For the purposes of this Code, only offers that fall within socially appropriate conduct may be received or made.

  - i. A benefit is acceptable if received or offered as a sign of politeness and good manners, per customs and practices, provided that such benefit is related to A. Sampaio's professional activity and is not intended to persuade or obtain preferential treatment or illegitimate advantage, or to influence the recipient's behaviour unduly.
  - ii. A. Sampaio Employees must not accept from Clients, Suppliers, Service Providers, Government Authorities, or any other individual or legal entity that has, has had, or intends to have a business relationship with A. Sampaio for their benefit, that of the company, or third parties, goods, services, or any benefits with an individual value exceeding €250 (including Christmas gifts) or that, regardless of their intrinsic value, are objectively likely to hinder the full performance of their duties, including their duties of impartiality, transparency, and integrity.
  - iii. However, if it becomes impractical or inadvisable to refuse or return the gift, it must revert to the company's property, and the Employee must deliver it to the RCN, which will inform Management so that the latter can decide its final destination.

- iv. The above restriction does not apply to gifts or payments for goods or services, such as travel, meals, accommodations, or shows, provided by third parties to Employees in connection with the performance of their duties, within the scope of their representation duties, and in the interest of A. Sampaio.

The exceptions described above must be communicated to the RCN.

- v. The gift of goods or services to any external entity, made by an A. Sampaio Employee is only admissible if, cumulatively, it is made on behalf of the company, it is related to its activity, and corresponds to customary industry practices. The RCN must previously approve it.
- vi. The offering or receipt, under any circumstances and regardless of value, of cash, checks and other goods subject to legal restrictions is prohibited.

**d. Protection and Conservation of Assets** – This Code considers assets to encompass physical, financial, intellectual, and informational resources.

- i. A. Sampaio Employees must protect and promote the proper conservation of their assets, using them responsibly, efficiently, and judiciously, and not for their benefit or that of third parties.
- ii. Everyone must comply with company instructions and regulations, especially regarding procedures for the use, handling, storage, and maintenance of A. Sampaio equipment, machinery, vehicles, and facilities.
- iii. Employees must conduct themselves according to safety standards, preventing accidents and not endangering the company's assets.
- iv. The sale of A. Sampaio's fixed assets to company Employees is not permitted. Management must approve exceptions.
- v. Employees must handle the company's financial resources with great diligence, protecting them from loss, theft, or misuse.
- vi. Employees may not obtain advantages, for themselves or third parties, through the use of "know-how" and information related to A. Sampaio's business.

- vii. A. Sampaio Employees use a document and information management system appropriate to their respective tasks. This system enables the storage and traceability of permanently updated and classified information, facilitates the search and circulation of information, and enhances security to achieve greater transparency, Management, and efficiency.
  - viii. Access to and use of this system must be carried out by the rules and limits defined by A. Sampaio, adopting procedures that do not compromise the integrity and security of the system or permit abusive or improper access to the information stored therein.
  - ix. Employees who have access to privileged information, in any capacity, are expressly prohibited, under applicable law and regulations, from transmitting, using, or facilitating its use for their benefit or that of third parties.
  - x. Intelligence service officials ensure that confidentiality, tracking, and auditing of information are guaranteed in the cases provided for.
  - xi. Personal data related to reports is processed in compliance with the General Data Protection Regulation (EU) and its respective national transposition legislation.
- e. Interpersonal Relationships, Institutional Relationships, and Relationships with Third Parties** – The relationship between all Employees must be guided by mutual respect, loyalty, cooperation, honesty, and clear communication, striving to establish a healthy and professional work environment.
- i. In the performance of their duties and all internal and external relationships, Employees must adopt appropriate and dignified behaviour, safeguarding the company's reputation. This care also extends to online relationships, where they are required to refer to the company with respect, loyalty, and common sense, and follow the general guidelines outlined in this Code of Conduct.
  - ii. In their internal and external relationships, Employees must act with loyalty and integrity, refraining from using their quality or their hierarchical position, as well as the image, name, or brand of A. Sampaio, for personal gain, that of their family members, or any third parties.

- iii. In their relationships with third parties, Employees are obliged to protect the confidentiality of information they access in the performance of their duties and may not use it to obtain advantages for themselves or third parties.
- iv. In their interactions with **Clients**, Employees must act in a manner that fosters empathy, trust, and transparency to develop a business relationship of mutual interest that ensures Client satisfaction and the creation of value for both them and A. Sampaio, in particular:
  - Providing them with the information necessary for informed decision-making, without prejudice to applicable professional secrecy obligations.
  - Ensuring scrupulous compliance with the agreed terms.
  - Treating them with professionalism, respect, and loyalty, guaranteeing the privacy of Client information and complying with applicable legislation.
  - Providing them with excellent products and services.
- v. When interacting with **Suppliers and Service Providers**, Employees must act in a manner that fosters empathy, trust, and transparency, to develop a business relationship of mutual interest that ensures the satisfaction of A. Sampaio's needs, specifically:
  - Selecting them based on transparent and impartial criteria, one of which is compliance with standards of conduct that do not conflict with those contained in this Code.
  - Establishing clear and objective communication with them, aiming to consolidate a long-term relationship of trust.
  - Act in good faith and with loyalty, following established procedures that are economically rational and geared toward efficiency.
  - Act with integrity, not tolerating any form of abuse, bribery, corruption, or money laundering.



- vi. In its relationships with **Public Authorities**, A. Sampaio is guided by principles of cooperation and cordiality, basing its actions on rules of transparency, integrity, and independence, namely:
- Providing all requested and required information under the law in a rigorous, appropriate, and timely manner.
  - Complying with current national and international legislation and fulfilling all legal, regulatory, and contractual obligations.
  - Maintaining a stance of complete independence from public institutions and political parties, without prejudice to professional relationships, and not financing, under any circumstances, political parties or organisations whose mission is essentially political.
- vii. In its relationships with **Shareholders**, A. Sampaio is committed to:
- Sustainably maximising the creation of value for its Shareholders, in strict compliance with the company's values.
  - Faithfully convey up-to-date, complete, and truthful reports of the company's financial position, its results and responsibilities, as well as the most relevant policies adopted.
  - To ensure respect for the protection and non-disclosure of privileged information, strict compliance with legal or regulatory standards is imposed.
- viii. In their relationships with the **Media and Social Media**, A. Sampaio Employees must:
- Ensure the provision of consistent and truthful information.
  - Ensure that expressing opinions, publishing content, or participating in the media, social media, or other similar platforms does not harm A. Sampaio's image and good name.
- ix. In their relationships with **Competitors**, A. Sampaio adheres to rules of cordiality and mutual respect, complies with legal regulations and market criteria, and promotes fair and healthy competition.

f. **Personal Data Protection** – Respect for the protection of personal data must be maintained even after leaving A. Sampaio. Employees may not disclose any information to which they have had access, nor use it for personal benefit or to obtain advantages, directly or indirectly.

i. The duty of confidentiality and secrecy does not apply when there is an obligation to communicate or report relevant facts to external administrative, regulatory, oversight, law enforcement, or judicial entities.

g. **Environmental Commitment and Social Responsibility** – A. Sampaio emphasises the importance of controlling the environmental impact of its activities, and considers the health and safety of its Employees a priority objective.

i. Internal policies (Environmental Policy and Health and Safety Policy) describe the respective commitments and principles.

To contribute to internal and external awareness, they are disseminated to Employees, Suppliers, Clients, and Visitors.

### PART III – DISCIPLINARY AND CRIMINAL SANCTIONS

- **Failure to Comply** – Employees who fail to comply with this Code may be subject to disciplinary action, including corresponding administrative and criminal consequences, under applicable law.
- Therefore, any situation that violates the values and rules outlined in this Code will result in disciplinary proceedings being initiated, as provided for in the Labour Code.
- Consequently, the following sanctions may be applied, provided they are deemed proportionate to the severity of the violation and the culpability of the offender, without prejudice to any other sanctions provided for in collective bargaining agreements:
  - a. Reprimand.
  - b. Recorded reprimand.
  - c. Financial penalty.
  - d. Loss of vacation days.
  - e. Suspension from work with loss of pay and seniority.
  - f. Dismissal without severance pay or compensation.

**TABLE I – DISCIPLINARY INFRACTIONS AND CORRESPONDING SANCTIONING FRAMEWORK**

<b>Duties of the Employee</b> Law No. 7/2009 of February 12, with subsequent amendments (Labour Code)	
<p align="center"><b>Article 128.º</b> <i>Duties of the employee</i></p> <p>1. Notwithstanding other obligations, the employee shall:</p> <ol style="list-style-type: none"> <li>Respect and treat the employer, the hierarchical superiors, the work associates and the people who relate to the company, with urbanity and probity;</li> <li>Attend the service with assiduity and punctuality;</li> <li>Do the work with zeal and diligence;</li> <li>Participate diligently in professional training provided by the employer;</li> <li>Comply with the orders and instructions of the employer regarding the execution or discipline of work, as well as occupational safety and health, which are not contrary to their rights or guarantees;</li> <li>Maintain loyalty to the employer, in particular by not negotiating on their own or in competition with them, nor divulging information concerning their organisation, production methods or business;</li> <li>Ensure the conservation and good use of work-related assets entrusted to him by the employer;</li> <li>Promote or to execute the acts tending to the improvement of the productivity of the company;</li> <li>Cooperate for the improvement of occupational safety and health, in particular through the representatives of employees elected for that purpose;</li> <li>Comply with occupational safety and health requirements that are derived from a law or collective labour regulation instrument.</li> </ol> <p>2 - The duty of obedience respects both the orders or instructions of the employer and the hierarchical superior of the worker, within the powers attributed by him.</p>	
<p align="center"><b>Article 328.º</b> <i>Disciplinary sanctions</i></p> <p>1 - In the exercise of disciplinary power, the employer may apply the following sanctions:</p> <ol style="list-style-type: none"> <li>Reprimand;</li> <li>Recorded rebuke;</li> <li>Penalty payment;</li> <li>Loss of holidays days;</li> <li>Suspension of work with loss of remuneration and seniority;</li> <li>Dismissal without compensation or compensation.</li> </ol> <p>2 - The instrument of collective labour regulation may provide for other disciplinary sanctions, as long as they do not affect the rights and guarantees of the worker.</p> <p>3 - The application of sanctions must comply with the following limits:</p> <ol style="list-style-type: none"> <li>The financial penalties imposed on a worker for offenses committed on the same day may not exceed one third of the daily remuneration and, in each calendar year, the remuneration corresponding to 30 days;</li> <li>The loss of days of leave cannot jeopardize the enjoyment of 20 working days;</li> <li>The suspension of work may not exceed 30 days for each offense and, in each calendar year, the total of 90 days.</li> </ol> <p>4 - Where justified by the special working conditions, the limits established in subparagraphs a) and c) of the preceding paragraph may be raised up to double by collective bargaining instrument.</p> <p>5 - The sanction may be exacerbated by its disclosure within the company.</p> <p>6 - Violation of the provisions of paragraphs 3 or 4 represents a serious administrative offense.</p>	
<p>Without prejudice to the above, if non-compliance results in the commission of a crime, the Employee may incur criminal liability, for which the sanctions are set out in the corresponding codes and sanctioning frameworks:</p>	
<ul style="list-style-type: none"> <li>Decree-Law No. 48/95 of March 15th, with subsequent amendments (Penal Code) – Articles 335º, 368º A, 372º to 377º, 379º and 382º</li> </ul>	
<ul style="list-style-type: none"> <li>Decree-Law No. 28/84 of January 20th, with subsequent amendments (anti-economic offences) – Articles 36º to 38º</li> </ul>	
<ul style="list-style-type: none"> <li>Law No. 20/2008 of April 21st, with subsequent amendments (international trade) – Articles 7º to 9º</li> </ul>	

## APPENDIX 1 – DECLARATION OF NO CONFLICTS OF INTEREST

### DECLARATION OF NO CONFLICTS OF INTEREST

[NAME], as [MANAGEMENT BOARD MEMBER / DIRECTOR / EMPLOYEE], performing duties at A. Sampaio & Filhos - Têxteis, S.A., declares, under oath, that, on this date, concerning [BRIEF DESCRIPTION OF THE SITUATION], it is not in a conflict of interest under Article 13.4 of the General Corruption Prevention Regulations, that is, in a situation in which the impartiality of its conduct or decision could reasonably be seriously doubted.

It further declares, under oath, that if at any time it finds itself, or reasonably anticipates finding itself, in a conflict of interest, it will report the situation to its superior or, in its absence, to the person responsible for regulatory compliance, under the provisions of Article 13 of the General Corruption Prevention Regime.

Santo Tirso, [MONTH] [DAY] [YEAR]

[SIGNATURE OF THE MANAGEMENT BODY MEMBER / DIRECTOR / EMPLOYEE]

**DATE**

February 5th, 2025

**APPROVED**

**TRANSLATION DATE**

July 22nd, 2025