

ANTI-CORRUPTION CODE OF CONDUCT



This Code of Conduct aims to establish a set of principles, values, and standards 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 laws relating to corruption and related offences and the risks of exposure of the company to these risks. Given the mission, duties and powers of STCP, as well as the general duties incumbent on its employees in the performance of their duties, it is important to systematise, in a Code of Conduct, the general principles and standards of conduct in matters of professional ethics and anti-corruption, which should guide the actions of employees working at STCP, both in internal relations and in relations with third parties.

WHOM THE ANTI-CORRUPTION CODE OF CONDUCT IS AIMED AT

This Code applies to all STCP employees, regardless of the nature or stability of their employment relationship, without prejudice to the observance of other duties imposed on them by law, including members of corporate entities, consultants, directors and other employees, regardless of the type of their employment relationship or hierarchical position, as well as all others acting on behalf of STCP.

The group of external recipients covers all entities that have economic, institutional or social relations with STCP. External stakeholders (STCP's shareholders, customers, business partners and suppliers) are expressly required to respect or adhere to the principles established in this Code to the extent that the values, principles and standards established herein may be applicable to them.

KEY GOALS

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

Within this framework, the Board of Directors has approved an anti-corruption policy, an essential 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 goals of this policy, which are set out in this Code, include the following:

- Inform employees, workers, customers, public entities, suppliers and, in general, the entire community, of the set of principles, values and standards that should guide their actions, taking into account criminal laws relating to corruption, related offences and the risks of exposure of the company to these crimes;
- Foster growing relationships of trust between employees, workers, customers and suppliers and to reinforce the identifying elements of STCP's culture;
- Clarify to employees and workers the rules of conduct they must observe through their decisions, behaviour and attitudes, continuously and scrupulously, both in their mutual relations and in the relations they establish with third parties on behalf of STCP;
- Ensure shareholders, customers, suppliers and others that STCP fulfils its duties of supervision and control of its activity by establishing appropriate measures to prevent and reduce the risk of corruption offences 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 sanctions that may be applied in the event of non-compliance with the rules of conduct.

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MONITORING THE APPLICATION OF THE CODE

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

Any employee may contact the compliance officer by email at conformidade@stcp.pt, namely, to request clarification on a specific situation or information on any 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 standards 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 STCP website.

ANTI-BRIBERY AND ANTI-CORRUPTION PRINCIPLES AND STANDARDS

The principles and standards contained in the law and in this Code aim 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 normally be entitled.

INDEPENDENCE, CONFLICT OF INTEREST AND PERSONAL RELATIONSHIPS

STCP employees/workers have a duty to perform their duties independently, avoiding placing the company in situations that could be considered a threat to its 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 people with whom they are or have been related or friends. If it is impossible for them 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, using the means provided for this purpose (declaration of conflict of interest), so that STCP can determine whether it is necessary to change the

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assignment of projects to the people involved, in order to avoid possible conflicts of interest.

STCP employees must identify and waive any situations of potential conflict of interest in which there is, or may be, a private or personal interest that could directly or indirectly influence or compromise, or appear to influence, their impartiality, objectivity and professional competence.

A potential conflict of interest is understood to exist whenever, in the exercise of their duties, STCP employees are called upon to intervene in processes or decision-making that directly or indirectly involve organisations with which they collaborate or have collaborated, or persons to whom they are or have been linked by ties of kinship, affinity or friendship.

Any employee working at STCP who finds themselves in an actual or potential conflict of interest, even if it arises unexpectedly, must immediately report it to the Compliance Officer and, at the same time, declare themselves unable to perform the duties or carry out the work for which they were appointed, and the organisation must take the necessary measures to avoid, remedy or end the conflict in question.

OFFERS, ENTERTAINMENT, TRAVEL AND HOSPITALITY

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

- Request for the offer to the Board of Directors with justification for the same;
- Approval of the offer by the Board, with minutes of the approval of the offer always being kept.

The direct or indirect acceptance of any type of gift of any value intended to influence any employee to breach their obligations and directly or indirectly favour 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 the direct or indirect favouring of the person or entity granting them, the criteria governing the acceptance of gifts are as follows:

- Goods, services or any advantages with an individual and annual value (12-month period) equal to or greater than €150.00 (one hundred and fifty euros) or the equivalent in another currency (including Christmas gifts) may not be accepted for personal benefit from suppliers or individuals or entities that have had or intend to have commercial relations with STCP;
- If the same employee receives several gifts from the same individual or collective entity within a 12-month period, the limit of €150.00 or the equivalent in another currency is calculated based on the aggregate value of all gifts;
- The gift must be voluntary, cannot have been requested in advance and cannot generate expectations of reciprocity on the part of the giver;
- The purpose of the 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;

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- Gifts should be received at the workplace and not at the private residence of the employee, family members or close friends;
- Whenever a gift is received that is a good or service with an estimated unit value of more than €100.00, 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 given by third parties to the recipients of this code because of the exercise of their position, within the scope of their representative duties and in the interest of STCP, provided that they have been previously approved by STCP's Board of Directors;
- It is prohibited to accept gifts from individuals or legal entities when they are involved in the selection and contracting process for the supply of goods and services to STCP, in particular when the recipient of the gift is involved in the decision-making process;
- The offering or receiving of money, bank cheques, gift vouchers and other items, regardless of their value, is prohibited under any circumstances;
- The delivery of gifts to civil servants/public authorities is prohibited;
- Gifts received in an institutional context that cannot be refused and that do not meet the requirements for acceptance must be accepted institutionally 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.

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), with the Board of Directors being responsible for deciding what to do with them.

- **Exclusions:**

The following are excluded from the above rules:

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

BRIBERY, INFLUENCE PEDDLING AND FORGERY

It is expressly prohibited to obtain any advantage through any improper method.

In the performance of their duties, employees must scrupulously comply with the applicable legislation and regulations on the prevention of corruption.

Any requests to engage in behaviour related to bribery, influence peddling, and falsification must be reported immediately to

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STCP at the following email address: conformidade@stcp.pt.

COERCION AND NON-DISCRIMINATION

Any behaviour that could constitute coercion, in the form of moral or sexual harassment, or bullying in any form, will not be tolerated.

Discriminatory behaviour, particularly on the basis of race, religion, gender, sexual orientation, ancestry, age, language, origin, political or ideological beliefs, economic situation or social context, will also not be tolerated.

THE IMPORTANCE OF COMMUNICATION

STCP promotes a healthy communication environment that encourages questions about ethics and compliance and provides the opportunity to identify and report possible ethical violations.

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

WHOM TO CONTACT AND HOW

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

Requests for clarification will be managed and resolved through a transparent and objective procedure, safeguarding confidentiality, the identity of individuals and the conduct reported.

Communications must be in writing and sent to the following email address: conformidade@stcp.pt.

In the event of a complaint to be communicated about any element of the STCP, the person wishing to make the complaint must use the complaints channel on the STCP website.

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

ENQUIRIES / REPORT

Once the above communications have been received, the Compliance Officer, together with other members of staff, namely from the Legal Department, will investigate the facts considered relevant.

For the purposes of establishing the facts, the following steps, among others, may be taken:

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- a) Hearing of the agent who identified the possible irregularity;
- b) Hearing of the reported agent, who may not obtain information about the identity of the reporting agent, and hearing of other entities involved;
- c) Carrying out any other measures deemed appropriate;
- d) Provision of appropriate information to the reporting agent, the accused agent and other entities involved.

Cooperation in the investigations is a duty of the recipients of this Code, including with external entities that support the measures taken.

The key rights of the reported agent, namely the defence of their good name, privacy and the right to file a complaint for slanderous reporting, cannot be prejudiced in any case.

For each infringement, a report shall be drawn up identifying the rules violated, the sanction applied, and the measures taken or to be taken, particularly within the internal control system.

NO RETALIATION

STCP will not tolerate any form of retaliation against anyone who, in good faith, has reported knowledge or reasonable 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 standards of conduct reflected in this Code, in addition to being intolerable, constitutes a disciplinary offence punishable under the disciplinary regulations in force at STCP and the Labour Code, without prejudice to any civil, administrative, 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 recurring in the future, evaluating the possible repercussions of this circumstance on commercial or partnership relations with them.

ENTRY INTO FORCE

This code, which repeals the previous one, shall enter into force on 20 November 2025 and shall be subject to review every three years or whenever changes occur that justify its revision.

This Code of Conduct shall be made available to STCP employees, after approval by the Board of Directors, via the Intranet on the official STCP website, within ten (10) days of its approval.

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SUPPORT - DEFINITIONS

INTERNAL REPORTING CHANNEL - Instrument 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 constraint on an individual in order to make them perform, by action or omission, an act they do not wish to perform.

CONFLICT OF INTEREST - A situation in which professional, financial, family, political or personal interests may interfere with a person's critical ability to perform their duties within the organisation.

CORRUPTION - Offering, promising, donating 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 incite or reward a person for an action or omission within the scope of their duties or responsibilities.

EXTORTION - The act of someone who, in order to obtain an economic advantage for themselves or for a third party, forces another person, through violence or threat, to perform or omit a legal act or transaction that causes financial loss to themselves or to a third party.

FORGERY - The act or effect of falsifying, tampering with, copying or altering fraudulently.

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

MENAC - National Anti-Corruption Mechanism, an independent administrative entity under public law, endowed with powers of authority whose mission is to promote transparency and integrity in public action and to ensure the effectiveness of policies for the prevention of corruption and related offences.

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

- Issuing guidelines and directives to be followed in the design and implementation of regulatory compliance programmes;
- Assessing the application of the RGPC;
- Defining the planning of the control and supervision of the RGPC;
- Overseeing compliance with the standards established in the RGPC, without prejudice to the powers of other entities;
- Initiating, investigating and deciding on proceedings relating to the administrative offences provided for in the RGPC;
- Manage information on compliance with the standards laid down in the RGPC.

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

SPONSORSHIP - Financial or other support given to another person or organisation to carry out activities in which it is engaged with the aim of obtaining advertising and business opportunities in return.

CORRUPTION RISK PREVENTION PLAN (CRPP) - Document containing:

- The identification, analysis and classification of risks and situations that may expose the entity to acts of corruption and related offences, including those associated with the exercise of functions by members of the administrative and management bodies, considering the reality of the sector and the geographical areas in which the entity operates;

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- Preventive and corrective measures to reduce the likelihood of occurrence and the impact of identified risks and situations.

GIFT - Objects, services, advantages, favours, offers.

RGPC - General Regime for the Prevention of Corruption.

BRIBERY - The act or effect of giving or promising goods, usually money, to obtain 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 third parties, usually in exchange for favours or payment.

APPROVAL

DATE

Board of Directors

20/11/2025