



**REGULATION OF THE AUDIT COMMITTEE ON PROCEDURES TO BE  
ENDORSED ON WHISTLE-BLOWING**

**IMPRESA – SOCIEDADE GESTORA DE PARTICIPAÇÕES SOCIAIS, S.A.**

**PREAMBLE**

Pursuant to the provisions in subparagraph j) of number 1 of article 423-F of the Commercial Company Code, the Audit Committee of IMPRESA – Sociedade Gestora de Participações Sociais, S.A. (“IMPRESA” or “Company”), constituted by determination of the General Meeting held on 12 April 2007, endorses this Regulation for the receiving and processing of reports on any misconduct that may occur within the Group's companies, under the terms of article 21 of the Securities Market Code. Furthermore, it assures, in strict compliance with the provisions in Regulation (EU) 2016/679 of the European Parliament and of the Council, of 27 April (“General Data Protection Regulation”) and in Law 58/2019, of 8 August, the processing and safeguarding of the records and their information in a confidential manner, in accordance with the principles expressed in this Regulation.

**ARTICLE 1.**

**LEGAL FRAMEWORK AND RESPONSIBILITIES**

1. This whistle-blowing system is approved without prejudice to the provisions in the Commercial Companies Code and in the Regulation of the Audit Committee.
2. The Audit Committee is responsible for receiving and processing reports of indication of misconduct occurred within IMPRESA Group companies, as well as the undertaking of other acts which are necessarily related to these responsibilities.
3. For the purposes of the previous number, the IMPRESA Group is considered to include the companies which are in a controlling or group relationship with IMPRESA, pursuant to article 21 of the Securities Market Code.
4. This Regulation aims to define the procedures for receiving, recording and processing reports on misconduct, in conformity with the applicable legal and regulatory provisions,



received by the IMPRESA Group from shareholders, workers, clients, suppliers and others, on matters of:

- a) Accounting;
  - b) Internal Accounting Controls;
  - c) Audits;
  - d) Risk Control;
  - e) Abuse of Privileged Information;
  - f) Fraud or Corruption;
  - g) Money Laundering and Terrorist Financing.
5. This Regulation neither precludes nor replaces the mandatory duty of denouncement in the cases and under the terms determined by criminal and procedural law.
6. All reports that exceed the scope of the matters listed in the previous number shall not be considered as addressing misconduct for the purposes of this Regulation.

## **ARTICLE 2.**

### **CONCEPT OF MISCONDUCT**

Misconduct includes all acts or omissions, whether intentional or due to gross negligence, accomplished, underway or that, in light of the available information, can be expected to be likely to be conducted, in the context of activities of the IMPRESA Group companies, imputable to members of governing bodies or other directors, senior staff, managers and other workers of the IMPRESA Group, which could be reflected in the financial statements, or others, that cause damage to the assets and good name of the IMPRESA Group. In particular, this includes infringement of any law, rule or regulation, the practice of fraud, abuse of authority, poor management, waste of funds, damage to the workers' health and safety, and damage to the environment.



**ARTICLE 3.**  
**RIGHTS AND DUTIES**

1. Immediately after having become aware, the workers may report to the Audit Committee any accomplished misconduct that, in light of the available information, can be expected to be likely to be conducted.
2. The Audit Committee of IMPRESA assures the confidentiality of the whistle-blowing to anyone reporting indications of misconduct.
3. Whenever, by any means, a shareholder, client, investor, supplier, service provider, business partner or other reports misconduct to any member of a governing body, director, senior staff, manager or worker of the Group, this person may report this misconduct in accordance with the procedures established in this Regulation, in particular with assured respect for the principle of confidentiality.
4. The information reported under the whistle-blowing procedures shall be used exclusively for the purposes established in this Regulation.
5. When the indications of misconduct are reported by workers or employees of IMPRESA Group companies, or when they provide some information or assistance, they can never be subject to any form of retaliation, directly or indirectly, namely (i) suspension, dismissal or equivalent measures, (ii) professional downgrading or rejected promotion; (iii) change of position, duties or workplace, wage cut and change of working hours; (iv) refused training; (v) negative performance assessment or negative reference for employment purposes; (vi) imposition or administration of any disciplinary measure, reprimand or other penalty, including financial; (vii) coercion, intimidation, harassment or ostracization at the workplace; (viii) discrimination, disfavour or unfair treatment; (ix) refused conversion of a temporary employment contract into an indefinite contract; (x) refused renovation or early rescission of a temporary employment contract; (xi) damage, inclusively to the person's reputation, or financial loss, including loss of business and loss of income; (xii) inclusion in a black list, based on a formal or informal agreement at the sector level, which implies the future impossibility of the whistle-blowers finding employment in the sector; (xiii) early rescission or cancellation of contract to supply goods or provide services; and (xiv) revocation of a license or authorisation.



6. The whistle-blower should be informed of the follow-up given to the report within 3 months counted from the date of the whistle-blowing.
7. The persons implicated in any investigation process should be warned of their right to legal counsel and other legally established rights of defence before making statements in the context of the investigation.
8. Denouncement of indications of misconduct that are manifestly false or dishonest, as well as breach of the duty of confidentiality, shall constitute an offence that could be subject to a suitable and proportional disciplinary penalty, without prejudice to the civil and/or criminal liability that may arise to the perpetrator of this conduct.
9. Members of governing bodies or other directors, senior staff, managers and other workers of the IMPRESA Group, irrespective of their hierarchical position or contractual relationship, shall participate in the implementation of the whistle-blowing policy by their internal reporting, pursuant to rules and procedures established in this Regulation.

#### **ARTICLE 4.**

#### **PROCEDURES**

1. The reporting of any indication of misconduct may be done at a meeting in person with the Audit Committee or by reporting in writing addressed to the Audit Committee through any of the following communication channels, which are disclosed on the IMPRESA Group's website:
  - a) E-mail: [comissaodeauditoria@impresa.pt](mailto:comissaodeauditoria@impresa.pt)
  - b) Postal address: Rua Ribeiro Sanches, 65, 1200–787 Lisboa
2. The reporting of misconduct should contain:
  - a) Notation of “confidential” and, if the reporting is done by letter, it should be in a format that enables assuring its confidentiality up to the time it is received by the intended receiver;
  - b) Identification of the author, explicitly mentioning whether the confidentiality of this person's identity is desired;
  - c) Description of the facts substantiating the appraisal of the informed misconduct.
3. A permanently updated record will be kept of the reports of misconduct covered by this Regulation.



4. Access to all the records relative to reports of misconduct covered by this Regulation, both physical and digital, shall be restricted to the members of the Audit Committee, with each access being recorded. Likewise, the records shall be separated from any information relative to human resources.
5. Pursuant to the principle of responsibility in the reporting of misconduct, the identification of the whistle-blower is an essential element for its admission.
6. For the purposes established in this Regulation, the Audit Committee should be contacted through the communication channels referred to in number 1, without prejudice to the possibility of the Committee requesting the preferred contacts required for ascertainment of the received information.

**ARTICLE 5.**  
**OPERATION**

1. The investigation process is conducted and supervised by the Audit Committee of IMPRESA, in compliance with the legislation in force, being assisted by Internal Audit Division of IMPRESA, if existent, which shall be competent to deal with non-decisive issues.
2. A duly substantiated final report shall be drawn up on the facts ascertained during the investigation, which shall be submitted to the Chairman of the Board of Directors, to the Chief Executive Officer or Executive Committee according to the respective delegation of competencies, with the proposed closing of the case with no further action or the taking of suitable measures, namely:
  - a) Changes to the processes or methods of control or to the policies of IMPRESA;
  - b) Reporting to the competent regulatory entities;
  - c) Filing of a lawsuit, denouncement, criminal complaint or measure of analogous nature;
  - d) Termination of contractual relations;
  - e) Filing of disciplinary proceedings or loss of capacity as a member of a governing body.



3. The Audit Committee of IMPRESA may propose the hiring of external auditors or other experts to assist in the investigation, when warranted by the specialty of the issues in question.

## **ARTICLE 6.**

### **KEEPING OF RECORDS AND REPORTING OF MISCONDUCT**

1. The Audit Committee, in strict compliance with the provisions in Regulation (EU) 2016/679 of the European Parliament and of the Council, of 27 April (“General Data Protection Regulation”) and in Law 58/2019, of 8 August, assures the processing and safeguarding of the records and their information in a confidential manner, in accordance with the following principles:
  - a) The personal data subject to denouncement shall be destroyed immediately if proven inaccurate or worthless;
  - b) When there are no disciplinary or judicial proceedings, the personal data that has been subject to confirmation shall be destroyed six months after the submission of the final report by the Audit Committee;
  - c) In the case of disciplinary or judicial proceedings, the personal data shall be kept up to the end of the proceedings in question, within an information system of restricted access and for a period not exceeding the judicial proceedings.
2. Security measures shall be taken in the storage of the data, in order to restrict its access only to authorised persons, namely:
  - a) The electronic system shall only permit access to the processing of data through identification and an individual password that is periodically renewable password, or by other means of authentication;
  - b) Each access will be recorded and controlled;
  - c) Restricted access, from the physical and logistical point of view, of the system's servers shall be assured;
  - d) Backups of the information will be made, that shall be kept in a place accessible only to authorised personnel;
  - e) The manager in charge of the processing shall assure that the information is stored and provided in under conditions of total security.



## ARTICLE 7.

### PROCESSING OF PERSONAL DATA

1. IMPRESA is responsible for the processing of personal data, carried out in this Regulation.
2. The personal data processing operations carried out under this Regulation seek to accomplish the following purposes:
  - a) Receiving, recording and processing the reports of misconduct in the context of the matters listed in number 4 of article 1;
  - b) Possible filing of disciplinary proceedings;
  - c) Possible filing of judicial proceedings.
3. The personal data processing operations, carried out for the purposes indicated in number 2 of this article, are legitimated by the following grounds of legality:
  - a) In the case of subparagraph *a)*, the need for processing for compliance with a legal obligation to which IMPRESA is subject under the terms of subparagraph *j)* of number 1 of article 423- F of the Commercial Companies Code;
  - b) In the case of subparagraph *b)*, the legitimate interests of IMPRESA in exercising and defending its rights in the context of disciplinary proceedings;
  - c) In the case of subparagraph *c)*, the legitimate interests of IMPRESA in exercising and defending its rights in the context of judicial proceedings.
4. The legitimate interests referred to in subparagraphs *b)* and *c)* of the previous number of this article are justified by virtue of the aim of IMPRESA to strive to ensure the Group's financial security and stability, preventing fraud, accounting offences, as well as banking and financial crime, which provide grounds for the implementation of this whistle-blowing system. The assessment of the legitimate interest of IMPRESA took into account the principle of proportionality and the endorsement of the assurances established in this Regulation, by virtue of the provisions in subparagraph *f)* of number 1, of article 6 of the General Data Protection Regulation.
5. For the pursuit of the purposes indicated in number 2 of this article, the following data categories may be processed:
  - a) Identification data (e.g. name of the denouncer and the denounced);



- b) Professional data (e.g. professional category of the denouncer and the denounced);
  - c) Denounced facts.
6. The denouncer or whistle-blower, as data subject, is assured the right of access, correction of inaccurate, incomplete or unequivocal data, erasure of data informed by the data subject and limitation of processing under the terms of the data protection and information security rules, by written statement to the Audit Committee.
7. As soon as possible, information shall be given to the denounced or other persons involved (e.g. witnesses) on how their personal data shall be processed, without prejudice to the fact that information to be provided should be the outcome of a proportionality test considering the risks of providing all the information at a first stage. However, in any case, access to information about the author of the reporting cannot be provided.
8. The data subject also has the right to submit a complaint to the National Data Protection Authority (CNPD) about any issue related to the processing of his/her personal data.
9. The data subject may contact IMPRESA, namely to exercise the rights mentioned in number 6 of this article which may be done by written statement addressed to the Audit Committee, through the following communication channels:
  - a) E-mail: [comissaodeauditoria@impresa.pt](mailto:comissaodeauditoria@impresa.pt);
  - b) Postal address: Rua Ribeiro Sanches, 65, 1200-787 Lisboa.
10. The personal data processed for the purposes indicated in number 2 of this article shall be kept under the terms of article 6 of this Regulation.
11. The personal data processed in the context of this Regulation may be conveyed to third parties in the following cases:
  - a) In the case of disciplinary proceedings being filed, IMPRESA may have to communicate personal data related thereof to the Commission for Equality in Labour and Employment (CITE), to unions, to the investigating officer of the disciplinary proceedings and to the workers committee;
  - b) In the case of judicial proceedings being filed, IMPRESA may have to communicate personal data related thereof to the competent authorities.
12. Data subjects should check the Privacy Policy of IMPRESA.





#### **ARTICLE 8.**

##### **ANNUAL REPORT AND REVIEW**

By 31 January of each year, the Audit Committee shall assess the activity carried out in the year that has just ended and proposes changes that it considers necessary for improving and perfecting the whist-blowing system.

#### **ARTICLE 9.**

##### **FINAL PROVISIONS**

1. This Regulation was approved by the Board of Directors and is published on IMPRESA's website.
2. This Regulation enters into force on 17 December 2019.