REGULATORY COMPLIANCE AND RISK PREVENTION PLAN

SOGRAPE GROUP

1. Scope

Sogrape SGPS, S.A., Grape Ideas - Turismo, Comércio e Serviços, S.A., Sogrape Distribuição, S.A. and Sogrape Vinhos, S.A., together referred to as the "Companies" or the "Group", or individually as "Company", and which are companies under the total direct or indirect control of Guesi - Comércio e Serviços, S.A., adopt this Regulatory Compliance and Risk Prevention Plan (hereinafter, the "Plan") with a view to its implementation, under the terms of Article 6(3) of Law no. 109-E/2021, of 9 December.

This Plan applies to the members of the statutory bodies of each Company and also to all those who have employment contracts with any of the Companies or who are merely providing services (hereinafter referred to as "Employees"), regardless of the legal title that legitimises their relationship with them, the functions they specifically perform and the place they occupy in the respective hierarchy, and the place they occupy in the respective hierarchy, as well as third parties, whether natural or legal persons, who, in the exercise of commercial, professional, institutional or other functions, have dealings with them, namely customers, suppliers, agents and other contractors (hereinafter referred to as "Obliged Third Parties").

Under the terms of Article 5(1) of Decree-Law 109-E of 9 December, the following are an integral part of the Plan: *(i)* the Code of Conduct applicable to the Companies, which includes the guiding principles for the actions of all members of their professional structures; *(ii*) the Training Programme to inform members of statutory bodies and Employees of prevention policies and procedures and *(iii)* the Whistleblowing Channel Regulations.

Considering the provisions of Article 6(5) of Decree-Law 109-E/2021, of 9 December, the Plan will ideally be reviewed every three years and whenever there is a change in the duties, organisational structure or internal control mechanisms implemented in the Companies that are suitable for altering the risks to which they may be exposed, that require the adoption of new measures to mitigate them, that involve the identification of new areas of activity with a risk of committing acts of corruption, offences related to corruption and others, or that alter the classification of risks set out in chapter 4 below.

Any new regulatory developments in the sectors in which the Companies operate will be included in the Plan, if they are not already included, without prejudice to the need for immediate compliance by the members of the Companies' statutory bodies, their Employees and Obliged Third Parties.

Any act or omission contrary to the preventive and corrective measures identified in chapters 4 to 6 below or to the Code of Conduct will, for all legal purposes, be considered as disobedience of the instructions issued by the Companies and, in any case, contrary to the interests of the latter, without prejudice to the sanctions provided for in the Code of Conduct and applicable legislation.

2. Commitments and objectives

The Companies are committed to good corporate governance and compliance with the values and principles set out in the Code of Conduct. In order to maintain these objectives, they monitor the activities of the members of the Company's statutory bodies and their Employees in order to minimise the risk of bad practices or non-compliance with the law or regulations arising from their activities.

Companies are committed to defining and promoting a culture of compliance, through a model of ethics and integrity, in particular the fight against corruption, money laundering and other illicit practices, in order to guarantee that everyone who is part of the Companies carries out their duties responsibly, diligently and transparently.

Companies promote the prevention of practices that are contrary to the law and that represent a breach of their values, in order to avoid legal, image and reputational risks.

Therefore, the members of the statutory bodies of the Companies and their Employees must act with honesty, responsibility, good faith and integrity, aware that all internal actions have a direct impact externally, and must inform all Obliged Third Parties of the terms of the Plan.

Non-compliance with the Plan and its Code of Conduct by members of the statutory bodies of the Companies and their Employees may result in their dismissal and/or the adoption of disciplinary measures, including dismissal with just cause.

In cases where non-compliance by an Obliged Third Party is verified, such practice may result in the termination of its contractual relationship with the Companies.

The Plan is preventive in nature, also aimed at detecting, assessing and reducing the risks inherent in the performance of the Companies' activities, whether criminal in nature or those of legal or regulatory non-compliance.

The Plan and the Code of Conduct that integrates and develops it define the principles and policies by which the Companies are governed and are intended to serve as a guideline for all the people who make up their statutory bodies, for their Employees and for Obliged Third Parties with whom the Companies have contractual links.

Regulatory compliance is understood to mean not only compliance with legislation of a penal and sanctioning nature, but with all legislation that affects the activity carried out by the Companies.

It should be noted that the Plan is not intended to cover every aspect or situation that may arise in the day-to-day operation of the Companies.

If the recipients of the Plan are confronted with situations not specifically mentioned in the Plan or in the Code of Conduct, they must endeavour to act in accordance with the principles applicable to the Companies, taking into account their respective sectors of activity, without prejudice to the duty to report to the Regulatory Compliance Officer and the right to make internal and/or external complaints through the appropriate channels and in compliance with the legal rules applicable to them, so that they can benefit from the rights granted to them by Law no. 93/2021, of 20 December, but above all so that Companies can avoid or react appropriately to infringements and violations of legal and regulatory precepts.

If there is any doubt as to whether a particular action or omission complies with the above principles, the following questions should be answered:

1. Is this action/omission illegal and does it violate the Plan and the Code of Conduct?

2. Could I and/or the Group face negative consequences if this behaviour/omission came to light?

3. Would I like to be able to hide it if I took or omitted this action?

4. Would I want them to do to me what I did?

5. Could this action or omission cause material or reputational damage to the Company?

If the answer to question 1 is yes; if the answer to question 2 is yes; if the answer to question 3 is yes; if the answer to question 4 is no and if the answer to question 5 is yes, action/omission should not be an option. If, after carrying out this exercise, the member of the statutory bodies or the Employee is still in doubt about the decision to be taken, they should contact the Regulatory Compliance Officer in order to clarify their doubts.

3. Applicable laws and regulations

The Plan was drawn up taking into account Portuguese law, namely:

- Penal Code (Decree-Law 48/95 of 15 March, as amended);
- Criminal Liability for Corruption Crimes in International Trade and Private Activity (Law no. 20/2008, of 21 April, in its updated wording);
- Crimes of Responsibility of Political Office Holders (Law no. 37/87, of 16 July);
- Directives 2015/849/EU of the European Parliament and of the Council of 20 May 2015 and 2016/2258/EU of the Council of 6 December 2016;

- Measures to combat organised crime (Law no. 5/2002, of 11 January, in its updated version);
- Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016;
- Labour Code (Law no. 7/2009, of 12 February, as amended);
- Measures provided for in the National Anti-Corruption Strategy (Law no. 94/2021, of 21 December);
- National Anti-Corruption Mechanism and General Regime for the Prevention of Corruption (Decree-Law 109-E/2021, of 9 December);
- Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019 on the protection of persons who report breaches of Union law;
- General Regime for the Protection of Whistleblowers, transposing Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019 on the protection of persons who report breaches of Union law (Law no. 93/2021 of 20 December);
- Tax planning reporting obligations (Law no. 26/2020, of 21 June), which transposes European Union Directive 2018/822 ("DAC 6").

4. Main business risks

Companies promote a culture and the corresponding good practices geared towards crime prevention, guiding and training the members of their statutory bodies and Employees, as well as raising awareness among Obliged Third Parties of the need to adopt a posture of compliance in business relations.

4.1. Criminal risks in general

Therefore, considering the corporate purpose of the various Companies and the main activities they carry out - the production, export, import and trade of wine and port and other alcoholic beverages, as well as consumer goods in general, wine tourism and the management of shareholdings, we highlight the risks of a criminal nature that could most directly affect the Companies, as well as the main measures and precautions that should be adopted in order to prevent, detect and react to such eventualities:

- Abuse of trust;
- Embezzlement;
- Breach of trust;
- Influence peddling;
- Undue offer of advantage;
- Undue receipt of advantage;
- Active corruption;
- Active corruption to the detriment of international trade;
- Passive corruption in the private sector;
- Active corruption in the private sector;
- Economic participation in a business;
- Graft;
- Abuse of power;

- Malfeasance;
- Fraud in obtaining or diverting a subsidy, grant or credit;
- Money laundering.

According to best practice, when it comes to classifying risks of non-compliance with regulations/infringements, two vectors should be taken into account, on the one hand, *i)* the likelihood of their occurrence and, on the other, *ii)* the impact that such an occurrence may have on the organisation, according to the following criteria:

<u>Probability</u>

i. <u>Rare:</u> highly unlikely to occur or rare in recent years;
ii. <u>Occasional:</u> may occur sporadically;
iii. <u>Frequent:</u> can occur regularly, annually or monthly;
iv. <u>High:</u> can occur regularly, weekly or daily;

<u>Impact</u>

i. <u>Insignificant:</u> the reputational, financial or other impact is irrelevant;
ii. <u>Marginal:</u> the risks have reversible consequences in the short term and their impact is negligible;
iii. <u>Frequent:</u> the risks have reversible consequences in the medium term and their impact is bearable;
iv. <u>Significant:</u> the risks have irreversible consequences in the short and medium term, with a significant reputational and financial impact.

Cross-referencing the probability and impact vectors results in the following Risk Assessment Matrix:

Impact					
Probability	Attendance	Insignificant	Marginal	Frequent	Significant
	Rare	Negligible	Moderate	Relevant	Critical
	Occasional	Negligible	Moderate	Relevant	Critical
	Frequent	Moderate	Relevant	Critical	Extreme
	High	Moderate	Relevant	Critical	Extreme

The chance of each of the offences occurring, according to a risk scale ranging from low, moderate to high, is described in the following risk matrix, which also identifies the areas in which such risks may arise:

Activities	**Risks/infringements**	**Scale**	**Preventive measures**
Recruitment and selection of Employees	• Active corruption; • Undue offer of advantage; • Influence peddling; • Malfeasance.	Moderate	Keep hiring, whenever possible, centralised in an external entity that selects the candidates.
Purchase of goods and services	• Passive corruption (in the private sector); • Breach of trust; • Abuse of trust.	Moderate	For purchases of goods and services that can be supplied by a plurality of suppliers/service providers, quotes must be requested from at

			least 3 different organisations. Adoption of internal procedures to periodically monitor the quality of goods purchased and services provided.
Payments to suppliers	• Active corruption; • Undue offer of advantage;	Moderate	Receipts for payment of goods and/or services to suppliers should be reviewed by an accountant or the finance department.
Cash payments to third parties	• Active corruption; • Undue offer of advantage; • Abuse of trust/secrecy; • Malfeasance.	Moderate	Centralising requests for access to the cash fund and checking the amounts delivered to the Employee and paid out, with a receipt.
Receipt of cash	• Passive corruption (in the private sector); • Undue receipt of advantage; • Abuse of trust;	Moderate	Checking the amounts and their cause, with a receipt.

Procedures for obtaining subsidies, grants and credits	• Fraud in obtaining a subsidy or grant; • Misuse of a subsidy, grant or subsidised credit.	Negligible	Maintain procedures for monitoring applications and the allocation of funds received, ensuring that they are allocated to the purpose set out in the tender or contract.
Customer relations	• Active and passive corruption in the private sector; • Undue offer of advantage.	Moderate	Insertion of anti-corruption and anti-money laundering and anti-terrorist financing clauses in contracts. Any change in the relationship with the client is documented and authorised by the person with the required level of authority and the Regulatory Compliance Officer.
Gifts and invitations	Active and passive corruption in the private sector; Undue offer of advantages.	Moderate	All company officers and Employees must comply with the instructions in this Plan regarding the terms under which they may receive gifts and invitations, as well as the cases in which they may offer them.

4.2. Specific criminal risks - anti-corruption policy

4.2.1. Purpose

The purpose of this policy is to define the framework for assessing and minimising the risks of corruption and related infractions in the Companies' activities and to define their position on corruption and related infractions, in accordance with the applicable legal rules, as well as their ethical commitment, as set out in the Code of Conduct.

When corruption is mentioned, it generally refers to obtaining (or attempting to obtain) an illegitimate benefit, for oneself or for a third party, by improper or illegal means, regardless of whether the purpose of such behaviour is lawful or unlawful.

Inherent in the concept of corruption is the idea of corrupting (or allowing oneself to be corrupted) by someone else, in exchange for a tangible benefit (i.e. one that can be economically evaluated).

Corruption can involve payments, the exchange of something of value or obtaining an advantage and includes the following activities:

- Bribery (bribery of a government official or commercial bribery);
- Extortion;
- Hospitality/gifts;
- Facilitation payments;
- Demanding commissions or paying or offering them;

- Demanding fees, contributions or payments (or their provision or promise) without justified consideration or their receipt;
- Offers that, due to their value or their characteristics or purposes, are not justified in accordance with the corporate rules adopted by the Company.

For corruption offences to be established, it is not necessary for the purpose of the bribe to be realised, i.e. for the promised or agreed act/commission to be carried out. Similarly, it is not necessary for any advantage to be conferred, just a promise and the acceptance by the corrupted party, expressly or tacitly, that they will carry out a certain act or omission.

The Companies reserve the right to initiate the appropriate disciplinary procedure, which may culminate in a decision to dismiss with just cause, against any Employee who promotes or continues the practices described above. The members of the Companies' statutory bodies, their representatives and their Employees are also prohibited from contracting with third parties who may be thought to intend to infringe the Plan, especially with regard to its anti-corruption policy.

Any contract, regardless of its purpose, can be cancelled if it is established that the contracting party has committed any of the facts described above.

4.2.2. Scope

This policy applies to all members of the statutory bodies of the Companies and their Employees, and also applies to Obliged Third Parties.

4.2.3. Guiding principles of the anti-corruption policy

a. Corruption

Corruption is based on an act (lawful or unlawful) aimed at obtaining an advantage for oneself or for a third party. It doesn't matter whether or not such an act results in damage to the Company's assets or reputation, or to any of its shareholders, officers of the Companies or Employees.

Corruption can essentially be divided into passive and active, for a lawful act or for an unlawful act:

- Passive corruption is committed by a person who requests, receives or accepts undue benefits or advantages;
- Active corruption is committed by a person who promises, offers or grants such undue benefits or advantages;
- Corruption for a lawful act aims to commit an act that is not censured by the legal system;
- Corruption for an unlawful act aims to commit an act that is censured by the legal system;
- The consummation of the crime of active corruption does not presuppose the consummation of the crime of passive corruption and *vice versa*.

Corruption can also be distinguished according to whether it occurs in the context of the public sector or in the context of the private sector.

In the public sector, passive corruption is when a civil servant accepts an advantage or a promise of an advantage in order to carry out acts in accordance with or contrary to his or her functional duties. This offence is punishable by up to 8 years in prison. If the Code of Military Justice applies, the offence can be punished with up to ten years in prison.

A civil servant is any person exercising legislative, administrative or judicial functions, whether appointed or elected, or any person exercising a public function, including for a public agency or public company, or a civil servant or agent of a national or international public organisation, or any candidate for a civil servant position.

Active corruption of an official, on the other hand, can be committed by anyone who promises or offers an advantage to the official for an act contrary to or in accordance with their duties and carries a maximum penalty of five years in prison.

In the private sector, active or passive corruption can be practised by anyone, with the aim of committing an act or omission that is contrary to the duties that the corrupted person must observe. The most serious form of corruption in the private sector is that which affects competition rules or harms international trade and is punishable by a maximum sentence of eight years in prison.

The recent legislative changes in terms of corruption prevention, namely those set out in Decree-Law 109-E/2021 of 9 December, have extended the obligation to implement means to prevent the commission of corruption crimes and offences which, in that law, are considered to be "related" to corruption, either because they often occur at the same time as corruption or as a way of preparing, concealing or consummating corruption crimes.

These include the offences of offering and receiving undue advantage, embezzlement, economic participation in business, graft, abuse of power, malfeasance, influence peddling, money laundering and fraud in obtaining or diverting subsidies.

The offence of unduly receiving or offering an advantage consists of accepting or offering a gift that has no legal title justifying it and is not justified by social custom. This is an offence punishable by up to five years in prison or a fine.

The crime of embezzlement consists of the appropriation, by an official or political office holder, of money or property that has been allocated to them or made available to them exclusively for the performance of their duties. This is an offence punishable by up to 8 years in prison or a fine.

The offence of abuse of trust is a simple form of the crime of embezzlement - it can be committed by anyone - who has been given someone else's movable property and makes it their own. They can be punished with up to 8 years in prison.

The offence of economic participation in business consists of causing damage to the state's property interests in a legal transaction, carried out by an official or political office holder, in the exercise of their duties, with a view to obtaining an unlawful economic participation or property advantage. This offence is punishable by up to five years in prison or a fine.

The crime of graft is based on the conduct of an official who, by virtue of his or her position, misleading or taking advantage of the victim's mistake, obtains an undue financial advantage. This offence is punishable by up to 8 years in prison or a fine.

The offence of abuse of power can be charged in situations where an official or political office holder abuses their powers or breaches their duties, with the intention of obtaining an illegitimate benefit or causing harm to another person, and is punishable by up to three years in prison or a fine.

The offence of malfeasance consists of the exercise of powers by an official which results in a violation of the law and/or the production of harm or advantage to others, and can be punished with up to 8 years in prison.

The offence of infidelity is based on the serious breach of duties entrusted to someone who has a duty to manage the property interests of others, causing significant damage to property. This offence is punishable by up to three years in prison or a fine.

b. In detail: bribery and extortion

Bribery can be defined as the offering of unjustified gifts, benefits or advantages of any kind in exchange for the performance of an act or omission which, were it not for the bribe, would not exist.

Bribery is not only limited to the payment of sums of money, but also includes the granting of favours, benefits or personal attention to third parties who are directly or indirectly related to a client, supplier, public official or any other natural or legal person who has or may have any professional relationship with the Company, when it can be perceived that the intention of such actions is to influence their decisions or behaviour.

Extortion is defined as the use of violence or intimidation to force another person to act against their will in order to obtain some kind of benefit, usually monetary or patrimonial. Some of the acts that may be targeted by the offence of extortion can also be classified as corruption or "forced bribery".

Within the scope of this anti-corruption policy, Employees may not offer or accept bribes or illegal gratuities in connection with their professional activity.

Any act of extortion - understood as threatening or creating the impression that any harm will come to the person who refuses to act in a certain way - must be reported internally.

The practices described above and those listed below, insofar as they may include illegal or ethically questionable behaviour, can never be justified by the argument of benefits for the Company's commercial interests.

c. Hospitality and gifts

The reference to *"hospitality"* is intended to cover courtesies offered by Companies to Obliged Third Parties in the context of a commercial, professional or institutional activity, including, in particular, free meals, transport and accommodation.

Gifts are considered to be any items or hospitality offered, including any type of direct or indirect remuneration, objects with monetary value, money or transfers, investments, hiring third parties (family or friends of the beneficiary), etc.

Offering, giving or receiving gifts, gestures of hospitality and even travelling are all part of business relations and serve to strengthen the Company's partnership relations.

Thus, in certain circumstances, the exchange of business gifts as a gesture of courtesy is permitted, provided that they:

- Are not in cash;
- Can be categorised as a souvenir;

- Are related to the Company's activity;
- Are for professional or institutional purposes only;
- Observe the rules of appropriateness, for example in the case of certain festive seasons or when the offer is justified for reasons of institutional courtesy;
- Are not intended to confer any advantage on the Companies or any act to be carried out by those who receive them.

Receiving or offering invitations is permitted provided that:

- The invitation received is of a reasonable amount and duration and has a connection with the exercise of the Companies' activity;
- It does not involve any legal or illegal consideration on the part of the recipient.

However, whenever such actions exceed the normal limits of courtesy, they may constitute bribery and should therefore not be offered or accepted, taking into account all the precautions set out in the Plan.

The members of the statutory bodies of the Companies and the Employees, in the context of the fulfilment of the Plan, may not accept or offer, under any circumstances:

- Gifts of cash or cash equivalents (gift vouchers or shopping vouchers);
- Gifts that may constitute or appear to constitute any form of pressure or influence over business relations or a particular decision;

- Covering the costs of leisure activities, travel or similar expenses for guests at Company meetings and those accompanying them;
- Gifts in bad taste, namely all those that jeopardise the image and reputation of the Companies, or involve visits to places inappropriate for conducting professional relations;
- Gifts that violate any law, local regulation or the Code of Conduct. In the event of any doubt in this regard, the recipient must confirm in advance whether such acceptance would violate any applicable regulations and request authorisation from the Regulatory Compliance Officer;
- Payments for favours (small bribes or facilitation payments);
- Gifts offered by a third party with the apparent intention of influencing a business decision and/or inducing illegal or unethical actions, regardless of the value of said gift and/or invitation.

When the offer or acceptance of gifts is inadmissible, it must be politely refused or not offered at all, and a copy of the message refusing acceptance must be sent to the Regulatory Compliance Officer, together with a description of the gift refused and identification of the person/entity who offered it.

The members of the statutory bodies of the Companies and their Employees may not, under any circumstances, offer to fulfil the Plan:

- Gifts of cash or cash equivalents (gift vouchers or shopping vouchers);
- Gifts to partners or third parties on a personal basis;
- Gifts that may be illegal or unethical.

Payments for favours, or petty bribes, are payments of small amounts of money to public officials to encourage them to complete or speed up an administrative process, for example to obtain licences, visas, work permits or competitive advantages. They do not include payments to an official body stipulated by the relevant legal provisions of the regulations, for example, the payment of tariffs or public fees.

In cases where making a payment is the only way to safeguard the health or safety of a member of the governing bodies or an Employee in a context of serious and imminent risk, this prohibition may be waived. In this case, the Regulatory Compliance Officer must be informed in writing as soon as possible, indicating the amount of the payment and the circumstances that gave rise to it. However, prior approval will not be necessary in the case of a health or safety emergency.

In the Companies' relations with national and/or foreign civil servants, this policy will be applied without distinction and in full.

d. Sponsorship / donations to political parties and NGOs

Political contributions should be interpreted broadly, so they should be considered as anything that is likely to have value and that serves to support a political objective and can include financial contributions, provisions of goods or services (e.g. transport, meeting space/facilities, printing or office services) to political parties, candidates or their teams, and must always be authorised by the Regulatory Compliance Officer.

The possible participation of Companies in lobby groups that have relations with political institutions must be conducted within the framework of the principles established in the Code of Conduct and in accordance with the Plan.

e. **Hiring employees and negotiations and relations with clients and third parties**

The hiring or subcontracting of any Employee by the Companies is regulated by their Board of Directors and by internal procedures and any other policies that may apply.

Whenever a new hire is made, the new Employee must complete a declaration on conflict and registration of interests, regardless of whether there is an actual or potential conflict.

These forms will be registered and archived in accordance with the applicable data protection legislation.

An anti-corruption clause and a clause on the prevention of money laundering and terrorist financing must be included in all contracts entered into by the Companies, whether they relate to the hiring of Employees or the establishment of any commercial relationship with third parties, with express reference to the knowledge and acceptance of the principles set out in the Code of Conduct and the anti-corruption policy of both the Companies and the Obliged Third Parties, provided that the latter are deemed to comply with the criteria and principles established by the Companies.

Companies, through the members of their governing bodies and their Employees subject to this anti-corruption policy, must always inform all Obliged Third Parties of the terms of this policy.

In order to comply with the provisions of Decree-Law 109-E/2021 of 9 December, mandatory training will be carried out annually for the members of the statutory bodies and for Employees. This training should include at least modules on the prevention of corruption, facilitation payments, gifts, hospitality, donations and sponsorship, conflicts of interest and due diligence in the context of company acquisitions and mergers.

After being hired, Employees will in any case be informed of this Plan and the Code of Conduct.

f. Sponsorships and corporate courtesies

The aim of sponsorship is to provide economic support to organisations that carry out sporting, charitable, cultural, scientific or other activities, in exchange for a commitment to collaborate in any advertising activities carried out by the Companies. In all cases, sponsorships and corporate courtesies must be centred solely on strengthening the Companies' brand(s) and business, and must not be used for any illegal purpose.

5. Prevention of Money Laundering and Terrorist Financing

5.1. Conflicts of interest

The Group understands a conflict of interest to be any situation in which external business, financial, family, political or personal interests may affect the judgement of the members of its statutory bodies and/or its Employees in the performance of their professional duties.

A conflict of interest may arise, for example, in the course of a transaction with a third party in which the persons referred to in the previous paragraph have a financial or personal interest.

The Group is committed to ensuring that business decisions are made impartially and objectively, without being affected by interests other than its own.

Disclosure of any actual or potential conflict of interest is mandatory, and the recipients of this Plan must ensure that the information provided in this regard remains current and correct.

Whenever a situation of conflict of interest arises, the person concerned must report it to the Regulatory Compliance Officer, who will propose a decision on the matter to the Board of Directors of the Company in question.

5.2. Communication and awareness-raising

The Regulatory Compliance Officer must ensure that the members of the statutory bodies of each Company and Employees are aware of and effectively apply this Plan, which will be available for consultation on the intranet and institutional website, as well as adopting appropriate control procedures to enable such application.

5.3. Legal reports and publicity

An annual evaluation report will be drawn up in the month of April following the year of implementation, containing, in particular, a quantification of the degree of implementation of the preventive and corrective measures identified, as well as a forecast of their full implementation.

5.4. Responsible for the fulfilment and revision of this Plan

Compliance with this Plan is the responsibility of Dr Bernardo Brito e Faro.

5.5. Regulatory Compliance

The Regulatory Compliance function will be carried out by an already identified person in charge at Group level. It is a core activity and its creation is an important milestone in strengthening the culture of integrity and compliance, as defined in the Code of Conduct.

This function is carried out independently of the other organisational areas of each Company, and includes the following:

- Advising the Board of Directors of each Company on matters relating to the management of legal or regulatory non-compliance and reputational risks;
- Providing the Board of Directors of each Company with information on any indications of violation of legal and other obligations that may generate risks of criminal offences and/or administrative offences;
- Drawing up, updating and having approved the Code of Conduct, as well as promoting that all members of the statutory bodies of each Company and Employees comply with the rules stipulated in this document;
- Developing an annual plan of training activities for the members of the statutory bodies of each Company and the Group's Employees on risk prevention;
- Acting as a communication channel to receive, record and forward questions and requests for clarification on the matters covered in the Plan and the Code of Conduct to the competent bodies to analyse and resolve;
- Keeping abreast of the best national and international practices in terms of regulatory compliance and reputation;
- Implementing and updating the Plan, the Code of Conduct and the Training Plan;

- Drawing up and implementing a procedure to prevent conflicts of interest;
- Clarifying doubts and/or concerns related to the interpretation and application of the Plan and the Code of Conduct;
- Analysing and issuing an opinion on possible violations of the Code of Conduct;
- Defining prevention, detection and correction procedures and disseminating the anti-corruption culture within the Group;
- Receiving reports of alleged breaches of the Code of Conduct, carrying out the respective preliminary enquiries and proposing, where appropriate, the opening of disciplinary proceedings;
- Verifying the existence of internal mechanisms for reporting offences, ensuring that these comply with the applicable law, particularly with regard to the confidentiality of personal data, the processing of information and the absence of reprisals against those who make the complaint, and reviewing the effectiveness of these mechanisms;
- Being the contact person for sales representatives or any other functions subject to fraud and corruption (or situations of fraud and corruption);
- Assisting, where appropriate, internal investigations carried out following suspicions of unethical behaviour, including suspected acts of corruption;
- Proposing, if necessary, disciplinary measures to the Human Resources Department in the event of non-compliance with the Code of Conduct on the part of a statutory body member or an Employee;

- Companies must ensure that a record is kept of all complaints received regarding breaches of the Code of Conduct. The register must contain an identification number for the complaint and the date it was received.
- The reporting channel is accessible on the Sogrape Group website (https//www.sogrape.pt).

5.6. Communication and dissemination

This Plan must be communicated to all members of the Companies' statutory bodies, to Employees and to Obliged Third Parties, forming part of the documentation that will be given to members of statutory bodies and to newly hired Employees and being passed on to all those who are already Employees.

5.7. Declaration on conflict and registration of interests

Members of statutory bodies and Employees must sign a declaration on conflict and registration of interests, ensuring that their conduct complies with the Plan.

This commitment will consist of the signatories declaring that they are aware of this Plan, understand its contents and will comply with it during the period to which the commitment refers, taking responsibility for any non-compliance.

5.8. Whistleblowing channels

The Companies have a reporting channel, which is accessible by any statutory body member, Employee or Obliged Third Party, and which complies with the requirements and impositions of Law no. 93/2021, of 20 December.

Employees may also use this means to communicate any doubts they may have about the Plan or to report any irregularities regarding its content. The information received and documented will be treated confidentially, respecting the rights of the individuals involved, and guaranteeing whistleblowers that they have not suffered any reprisals for their complaint. Anonymity is guaranteed, where legally permissible.

Through this reporting channel, the whistleblower will be able to follow the process that triggered it.

The Companies do not tolerate retaliation against anyone who raises concerns or questions regarding a possible violation of the rules of the Plan or the Code of Conduct that a statutory body holder or an Employee reasonably believes has occurred.

The rules governing the operation of the reporting channel are the subject of separate regulations, which form an integral part of the Plan.

6. Breach

Failure to comply with the provisions of the Plan, without prejudice to the criminal sanctions it may entail, will result in the commission of the corresponding administrative and/or labour offences, under the terms of the applicable labour legislation and collective agreements.

Sanctions should not be discriminatory and should be proportionate to the seriousness of the offence. If it is found that the acts committed may have criminal relevance, this will be reported to the competent judicial and administrative authorities.

7. Entry into force

This document will come into force on 14 February 2024.

Regulatory Compliance Officer - Dr Bernardo de Brito e Faro; contact: canaldedenuncias@sogrape.pt.

Control:

Approved by the Board of Directors of Guesi - Comércio e Serviços, S.A. on 14 February 2024

DECLARATION ON CONFLICT AND REGISTRATION OF INTERESTS

I, the undersigned, holder of Citizen Card no. [*], issued by the Portuguese Republic, valid until [*], NIF, currently performing the duties of [*] at [name of company]/who, on this date, assume the duties of [*] at [name of company], declare, on my honour, that I am not in any situation of conflict of interest that would jeopardise either my exemption or the pursuit of the interests of [name of company], namely:

(i) I have not, in the last three years, worked for any organisation that is a client or service provider of [company name]; **OR**

(ii) I have held the position of [*] at [*] for the past three years and I hereby declare myself to be barred from deciding on any contracts or awarding any contracts for services or goods to that organisation;

(iii) I don't have any close relatives[1] or close people[2] who work for organisations that are clients of or provide services to [company name]; **OR**

(iv) [name of the person], [relationship to the declarant, according to note 1 or 2] performs the functions of [*], and I hereby declare that I am prevented from deciding on any contracts or awards to that organisation.

(v) I have no direct or indirect ownership interest in entities that are clients of or provide services to [company name].

(vi) Should such an interest arise, I undertake to declare it immediately, refraining from any decisions that may involve the organisation in relation to which the interest in question arises.

[1] Non-separated spouse or unmarried partner, relative or family member in the direct line or up to the 3rd degree of the collateral line.

[2] Adult subject to accompaniment or guardianship, person for whom they are a representative, business manager or agent, as well as anyone who is linked to the declarant by ties that may, even in the abstract, affect their professional judgement.

I undertake to immediately report to [company name] any circumstance, whether of a personal or property nature, which directly or indirectly may jeopardise my exemption and the pursuit of its interests.

For the purposes of registering interests, I also declare the following:

Name of spouse/domestic partner: [*]:

Marital property regime, if applicable: [*]:

Professional activities, public and social positions held in the last 3 years: [*]

Direct or indirect holdings in commercial companies in the last 3 years: [*]

Participation in associations, foundations or other public or private organisations in the last 3 years: [*]

The information contained in this declaration is the responsibility of the Declarant, who must keep it up to date, and it is protected under the terms of the General Data Protection Regulation (GDPR).

[place], [date].