

# CORRUPTION AND BRIBERY PREVEN- TION POLICY

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The Rule is Simple: Doing the Right  
Thing is Everyone's Commitment!

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# 1. Framework

The Casais Group ('Group') strives to maintain high standards of ethics, transparency and integrity in the conduct of its business and partnerships, recognising, to this end, the importance of pursuing its activities based on compliance-related regulations and standards applied across the board to all areas of the company and in line with prevailing legislation.

We believe that exposure to the risk of corruption and bribery is a threat to business, to the growth of the Casais Group and to compliance with the values and principles of action that guide the Business Code of Ethics and Conduct and that have characterised the Group's corporate culture for more than 60 years since its foundation.

In order to strengthen the Group's commitment to fight and prevent acts of corruption and bribery, in compliance with the tenth of the ten principles of the United Nations Global Compact, this Corruption and Bribery Prevention Policy has been adopted, the main objectives of which are as follows:

**1.** To define the Group's position against corruption and bribery;

**2.** To define principles of action in accordance with legal requirements in the field of preventing and fighting corruption and bribery and in accordance with the best practices applied in these matters, putting into practice the principles of action set out in the Business Code of Ethics and Conduct;

**3.** To make visible and instruct all the Group's stakeholders on the internal anti-corruption rules and regulations, which must be complied with in any relationship established with the Group.

It should be borne in mind that this Policy is aligned with other internal regulations of the Group, namely the Business Code of Ethics and Conduct, so these regulations should be understood as complementary to this Policy and followed in their entirety.

In general terms, through this Policy, the Casais Group adopts a zero-tolerance approach to acts of corruption or bribery, in any form whatsoever, within the scope of business, directly or through third parties, wherever in the world it carries out its activities.

## 2. Concepts

**Employee:** any individual hired by any Group company, regardless of the contractual relationship (contract, provision of services, or other), whether permanent or temporary, for remuneration or otherwise.

**Commissions:** payments made in exchange for a favour or business advantage.

**Conflicts of interest:** any situations in which employees of the Casais Group (permanent or temporary), including members of governing bodies, and service providers acting on behalf of or representing the Group, may satisfy their own interests and/or those of third parties (commercial, financial, family, political or personal), which jeopardise or are likely to jeopardise the principles of impartiality, objectivity and independence in any decision-making or transaction carried out in the course of their duties.

**Corruption:** a criminal offence in which a worker, on his own initiative or through an intermediary, promises, grants, requests or accepts, for himself or for a third party, an undeserved financial or non-financial advantage for an act or omission that constitutes a breach of his functional duties.

**Donation:** donation or contribution that is offered without charging or claiming anything in return.

**Due diligence:** the process of identifying and evaluating counterparties establishing business relations with the Company, including the collection of information and documentation on the individual or entity, the evaluation of their integrity, reputation and knowledge of any type of past conduct that violates the Casais Code of Ethics and Conduct, and the identification of any known links to Politically Exposed Persons or Sanctioned Entities, in order to support decision-making in relation to transactions, projects, business partnerships and other activities to be established with that third party.

**Casais Group:** this term encompasses the company Casais - Engenharia e Construção, S.A., as well as the Group's other companies, affiliates, subsidiaries, branches and representative offices.

**Gifts and Hospitality:** includes meals, entertainment, travel and merchandising items.

**Facilitation Payments:** small payments made, or gifts offered, to secure, encourage or accelerate routine non-discretionary administrative action, even if in an attempted form.

**Sponsorship:** financial or other support given to another person or organisation to carry out its activities, with the aim of obtaining publicity, attracting business and promoting the brand.

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Prevention Policy**

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**Politically Exposed Person or PEP:** natural persons who hold or have held in the last 12 months, in any country or jurisdiction, senior public office, or who have family relationships or corporate, commercial or professional relationships with politically exposed persons (see Annex 1).

**Bribery:** the means by which corruption is committed, consisting of the act of promising, offering or paying a public official or a private individual any sum of money or any other advantages, so that the person in question neglects to behave ethically in the fulfilment of their professional duties.

**Third Party, Counterparty or Partner:** all entities and/or individuals who establish business relations with any Casais Group company, including customers, suppliers, consultants, contractors, subcontractors, public entities, associations, consortia, agents or any individual or company that intends to provide services or act on behalf of or in favour of any Group company.

**Public official:** for this purpose, means:

**a)** Any person involved in carrying out public duties in a government body. This includes any elected, appointed or serving official of a government entity at any level, including national or local entities. It also includes members of legislative, administrative and judicial bodies, as well as lower-level employees of government entities, such as office workers;

**b)** Any official or employee of governmental or state-controlled entities, including state-owned enterprises operating in the commercial sector;

**c)** Any official or employee of a public international organisation;

**d)** Any person acting in an official capacity for a government, governmental entity or state enterprise;

**e)** Any political party, political party official or candidate for political office; and

**f)** The use of the term ‘public official’ should also include their family members and any other person who has relevant influence over them. Undue advantage: consists of any benefit that is not due, even if it is not economic, such as gifts, presents, trips, meals, accommodation, entertainment and work opportunities.

**Visitor:** representative of a partner or potential partner of the Casais Group.



## 3. Scope of Application

**3.1** The Corruption and Bribery Prevention Policy applies to all companies, affiliates, subsidiaries, branches and representative offices of the Casais Group and all its employees, including members of governing bodies, whatever the nature of the contractual relationship.

**3.2** This Policy is also applicable to all service providers who act on behalf of or represent the Casais Group and should be a reference for third parties with whom the Group has dealings.

**3.3** Regardless of the applicable anti-corruption laws and regulations in the countries where the Group operates, no practices less restrictive than those established in this Policy shall be implemented. However, more restrictive practices may be implemented in countries where this is required under the terms of the applicable legislation.

## 4. Operating Principles

### 4.1 Corruption and Bribery

**4.1.1** All employees of the Casais Group, including members of the management boards, must reject any direct or indirect request for a bribe or undue advantage from public officials or their related persons<sup>1</sup>, public entities, individuals or their related persons<sup>1</sup>, or legal persons, even if the rejection of such a request results in the delay of any routine or necessary action, the threat of loss of business and/or the threat of adverse action.

**4.1.2** It is forbidden to offer, promise or authorise, directly or indirectly, a bribe or the granting of an undue advantage to a public official or their related person<sup>1</sup>, a public entity, an individual or their related person, or a private legal person, even if they are rejected or do not provide the intended result (influencing a decision, maintaining a business deal, among others).

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<sup>1</sup> a) The civil servant's spouse or any partner considered equivalent under national law;  
b) Dependent children of the civil servant, in accordance with national law;  
c) Other family members of the civil servant, who have been living together for at least one year; or  
d) A legal person, (i) whose management responsibilities are exercised by the public official or by the person referred to in points a), b) and c), (ii) that is directly or indirectly controlled by the public official;  
e) Any other person with whom the civil servant has affinity or an intimate relationship.

**4.1.3** No employee shall suffer any kind of retaliation or penalty for rejecting a request for/acceptance of a bribe and/or facilitation payment.

**4.1.4** If it is not possible for the Group's employees, including members of the management board, to refuse a request to commit an act of corruption due to threats to their life or physical or moral integrity, such facts must be immediately reported to the Compliance Department.

## 4.2 Facilitation and Commission Payments

**4.2.1** The Casais Group does not accept facilitation payments or commissions of any kind.

**4.2.2** Any payment made on behalf of the company must be in return for services actually rendered, or goods acquired, resulting from real and actual needs, and must be in an amount proportional to the nature of the transaction.

**4.2.3** All Group employees, including members of governing bodies, must avoid any activity that might suggest that a facilitation payment or commission will be made or accepted.

## 4.3 Gifts and Hospitality

### Offering gifts and hospitality

**4.3.1.** The Casais Group prohibits any employee or member of the Group's governing bodies from giving or promising to give gifts, hospitality or other benefits to any recipient, unless all of the following conditions are found to be true:

- They comply with applicable local legislation;
- They are of a one-off nature;
- They are reasonable, appropriate and offered in good faith, in accordance with socially accepted commercial practices, and are not likely to be interpreted as, or to constitute, a way of obtaining an undue favour or advantage, or a way of affecting the judgement or decision of any employee or member of a corporate body of the Group;
- They are given on behalf of the Casais Group and not on behalf of an employee or member of a corporate body of the Group;
- They are related to the promotion, demonstration or explanation of the Group's products or services, or related to the performance of a contract previously entered into;
- They are intended to boost the Casais image or brand;
- They do not consist of cash or cash equivalents, regardless of the amount;
- They are of low economic value, which for the purposes of this Policy corresponds to a value not exceeding EUR 150.00 (one hundred and fifty euros) or the equivalent in the applicable local currency. It is considered that this value should not be exceeded for the same entity each calendar year, regardless of the number of gifts;

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- They are not awarded as part of the negotiation or revision of a contract;
- They are accurately and completely documented, regardless of the amount, communicated to the Compliance Department on the appropriate form<sup>2</sup> and correctly reflected in the Group's books and records.
- They are approved by the Compliance Department prior to their allocation, regardless of the nature, circumstance or amount.

**4.3.2.** The Casais Group does not allow the payment of contributions to visitors for travel expenses, such as first-class airline tickets and luxury hotels, and for the expenses of family members accompanying the visitor, unless permitted by local legislation or if requested in writing by a local authority or the Group's client and subsequently approved by the Compliance Department.

**4.3.3.** Any exception to the above rule requires written justification and prior approval from the Ethics Committee.

### Acceptance of gifts and hospitality

**4.3.4.** The Casais Group prohibits the acceptance of gifts, hospitality or other benefits from any source by an employee or member of the governing bodies of the Group's companies, unless:

- The nature of the gift, hospitality or benefit is reasonable, taking into account commercially accepted practices;

- It cannot affect the recipient's judgement/decision on any business transaction;
- The principles of independence, impartiality and objectivity inherent to the duties performed are not jeopardised;
- There is no intention on the part of the giver;
- There is no presumption of reciprocity;

**4.3.5.** The acceptance of any gifts in cash or cash equivalents, regardless of their amount, is prohibited.

**4.3.6.** Employees and members of the governing bodies of Group companies must make every effort to refuse or return any offer received that does not comply with the above requirements, and if refusal or return is not possible for any reason, particularly cultural or institutional reasons, this must be reported to the Compliance Department.

**4.3.7.** If in doubt about the appropriateness of gifts or hospitality to be offered or received, the employee or member of the governing body of Group companies should contact the Compliance Department or the Ethics Committee.

## 4.4 Charitable Donations and Sponsorships

**4.4.1.** Contributions of charitable donations and sponsorships must be made with the highest standards of transparency, integrity and legality, and



the Casais Group prohibits donations and sponsorships that are offered, promised or granted for the purpose of obtaining an undue advantage or influencing the actions of a public official or their related person, a public entity, an individual or their related person<sup>3</sup>, or a private legal person.

**4.4.2.** In order to prevent donations of a charitable nature and sponsorships from being offered, promised or granted for the purposes described in point 4.4.1, they must be assessed, formalised and approved in a transparent, honest and rigorous manner by the Social Responsibility Committee, in accordance with the provisions of the Social Responsibility Policy, which must periodically communicate the allocation of donations and sponsorships to the management boards of the Casais Group.

**4.4.3.** The recipients of charitable contributions and sponsorships must undergo a due diligence process to assess their integrity so as to guarantee that they are known, dependable and have a history of good faith and that the funds will actually be used for lawful purposes.

**4.4.4.** Any donation that is not charitable in nature is expressly forbidden by the Casais Group.

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**3** a) The civil servant's spouse or any partner considered by national legislation to be equivalent;  
b) Dependent children of the civil servant, in accordance with national legislation;  
c) Other family members of the civil servant, who have been living together for at least one year; or  
d) A legal person, (i) whose managerial responsibilities are exercised by the civil servant or by the person referred to in points (a), (b) and (c), (ii) which is directly or indirectly controlled by the civil servant.

## 4.5 Political Party Donations

**4.5.1** The Casais Group does not authorise donations to be made in its name to, for example, politicians, political parties and related organisations, electoral commissions, pressure groups, political research bodies and to the campaigns of candidates for political office. Likewise, it considers it improper to involve its corporate name in politically aligned popular causes and does not contribute to politics of any kind.

**4.5.2.** However, the Group understands and respects that its employees may choose to take an active part in political initiatives, provided that they do so exclusively on a personal basis, outside of working hours, and in strict compliance with the provisions of the Business Code of Ethics and Conduct.

**4.5.3.** Even so, it is strictly forbidden for employees to take part in political party movements on behalf of the Group or to use the Casais brand, even if there is no personal favouritism or any other defined objective. Accordingly, it is essential to take into account the existence of conflicts of interest between professional responsibility and personal political affiliations, under penalty of non-compliance with this Policy and others associated with it.

## 4.6 Relationships with Partners

**4.6.1.** The Casais Group must ensure that it establishes business relationships with partners that are upstanding, suitable and reputable, and that share

the same ethical principles as set out in the Group's Business Code of Ethics and Conduct. To this end, an integrity due diligence procedure is adopted, which aims to discover and assess the risks of exposure to corruption risks to which the Group may be exposed, within the scope of its relationship with partners, based on a set of factors defined in the Third-Party Onboarding and Due Diligence Policy<sup>4</sup>.

**4.6.2.** The existence of an anti-corruption clause is mandatory in all contracts signed between Group companies and their partners, under which the parties undertake to respect this Policy and other applicable legislation.

**4.6.3.** Failure to comply with the anti-corruption clause may lead to various sanctions against the partner, ranging from a request for clarification to suspension or termination of the contract, without prejudice to other applicable measures.

**4.6.4.** When determining the degree of exposure to the partner's risk of corruption, there are some situations that may constitute risk indicators ('Red Flags'), and the Casais Group should pay special attention to the following:

- The business relationship with the partner involves a country with a high level of corruption;
- The partner is recommended by a public official who makes or influences the decision on the business relationship or transaction;

- The partner refuses to consent to the principles of behaviour contained in the Group's Business Code of Ethics and Conduct;
- The partner requests that payment be made in a country or location other than their country of residence or the place where they carry out their activity;
- The partner has conflicts of interest of any kind with the Casais Group;
- The partner refuses or tries to hinder the inclusion of the anti-corruption clause in the contract to be signed with the Casais Group;
- The partner does not have an establishment or employees consistent with its activity;
- The partner provides 'dubious' documents;
- The partner opposes signing a formal contract and/or requests unusual contractual conditions or payment arrangements, such as phased cash payments, payments in foreign currency or payments in high-risk countries.

The situations set out above do not constitute an exhaustive list of risk indicators and the indications may vary depending on the nature of the business or its geographical location.

## 4.7 Employee Recruitment and Selection

**4.7.1.** The Casais Group must ensure that it recruits employees with integrity, good character and a good reputation, and that they share the same ethical principles as set out in the Group's Business Code of Ethics and Conduct, as well as the principles of action set out in this Policy. To

this end, the selection of any employee must be preceded by due diligence with respect to their integrity, which aims to find out and assess the risks of exposure to corruption risks to which the Group may be exposed, and the completion of a form confirming their acceptance of the Business Code of Ethics and Conduct and the Corruption and Bribery Prevention Policy, as set out in Annex 2.

## 4.8 New Business

**4.8.1.** When looking for new business, namely through mergers, incorporations or the acquisition of any organisation or asset, in addition to an economic assessment, the conclusion of the operation must be preceded by due diligence regarding the integrity of third parties, in order to assess the risk of exposure to the corruption risks arising from relations with third parties.

## 4.9 Records

**4.9.1.** The Casais Group must keep all accounts, invoices, memoranda and records that adequately reflect operations with third parties, which must be accurate and complete in all relevant respects. This documentation must be kept for at least seven years after the business relationship with the third party has ended.

**4.9.2.** No payments or transactions should be kept 'off the books' to facilitate or conceal undue payments. There must be no false or misleading accounting entries or records of expenditure relating to any payments.

**4.9.3.** Employees must ensure that all expense records relating to hospitality, gifts or expenses with third parties are submitted for approval, in accordance with our policies and procedures, and specifically include the reason for the expense.

**4.9.4.** The documents supporting any operation carried out must be specific and sufficiently detailed to prove the true nature of the operations.

**4.9.5.** The Casais Group must establish adequate internal control procedures with regard to financial information in order to reasonably ensure the veracity of the financial information.



## 5. Monitoring and Accountability

**5.1** The implementation and monitoring of this Policy falls under the remit of the Compliance Department, which shall also ensure that it is being complied with, assessing the effectiveness of the control procedures implemented for this purpose and periodically communicating the control activities carried out to the Board of Directors.

**5.2** The management boards of the Casais Group must approve this Policy, ensuring that it complies with legal and ethical obligations and putting in place appropriate procedures and control systems to monitor compliance.

**5.3** The management boards of the Casais Group, at all levels, are responsible for ensuring that everyone under their remit is made aware of and understands this policy.

## 6. Non-Compliance

**6.1** Infringement of this Policy or any applicable law constitutes a serious offence and may give rise to disciplinary proceedings, which may culminate in the termination of any existing contractual relationship with employees or members of the governing bodies of the Casais Group.

**6.2** Employees and members of the governing bodies of the Casais Group may also be held administratively, civilly or criminally liable.

**6.3** Employees who occupy management or executive positions may also be held personally liable whenever they become aware of non-compliance with this Policy and fail to take appropriate measures to prevent it.

**6.4** Public or private entities with which the Group has a business relationship may have that relationship suspended or terminated as a result of non-compliance with this Policy.



## 7. Reports of Irregularities

**7.1** For all situations in which there is concrete evidence or reasonable suspicion of attempted or actual non-compliance with the rules set out in this Policy, it is the duty of employees, including members of the Casais Group's governing bodies, to report such irregularities through the whistleblowing channel in place for this purpose, or by emailing [etica@casais.pt](mailto:etica@casais.pt).

**7.2** No employee shall be penalised or retaliated against for reporting in good faith any act of corruption within the scope of the company's activities, at any level of the Casais Group's organisational structure.

**7.3** For more information on how to report an irregularity, please consult the Casais Group's Whistleblowing Policy or contact the Compliance Department directly at [compliance@casais.pt](mailto:compliance@casais.pt).

## 8. Disclosure and Training

**8.1** This Policy must be disclosed on the Casais Group website and in any other external communication channel deemed reasonable.

**8.2** This Policy must be disclosed to all employees and members of corporate boards of the Casais Group, by making it available in a specific repository of the Group.

**8.3** The content of this Policy must be passed on to all employees and members of governing boards of the Casais Group through training to be included in the Training Plan<sup>5</sup>, drafted as part of the Anti-Corruption Management System<sup>6</sup>.

# 9. Approval and Review

**9.1.** This Policy must be proposed and submitted by the Compliance Department to the Board of Directors for approval.

**9.2.** This Policy must be reviewed periodically, at least every three years, or whenever there are changes with a significant impact on the principles established herein, and the review proposal must be submitted to the Board of Directors for approval.

Version	Approval	Approval Date	Description of the amendment
1	The Board of Directors	___/___/_____	Policy Approval

# Annex 1

## LIST OF PEP'S

Under the terms of Article 2(1)(cc) of Law 83/2017, of 18 August, as amended by Law 58/2020, of 31 August, natural persons who hold, or have held in the last 12 months, in any country or jurisdiction, the following prominent public functions at a senior level, qualify as a politically exposed person:

- a.** Heads of State, Heads of Government and members of the Government, namely Ministers, Secretaries and Under-Secretaries of State or equivalent;
- b.** Members of parliament or other members of parliamentary chambers;
- c.** Members of the Constitutional Court, the Supreme Court of Justice, the Supreme Administrative Court, the Court of Auditors, and members of supreme courts, constitutional courts, courts of auditors and other high-level judicial bodies of other states and international organisations;
- d.** Representatives of the Republic and members of the self-government bodies of autonomous regions;
- e.** Ombudsman, Councillors of State, and members of the National Data Protection Commission, the Superior Council of the Judiciary, the Superior Council of the Administrative and Tax Courts, the Attorney General's Office,

the Superior Council of the Public Prosecutor's Office, the Superior Council of National Defence, the Economic and Social Council, and the Media Regulator;

- f.** Heads of diplomatic missions and consular posts;
- g.** Generals of the Armed Forces and the National Republican Guard (GNR) in effective service, as well as the Chief Superintendents of the Public Security Police (PSP);
- h.** Mayors and councillors with executive functions of municipal councils;
- i.** Members of the management and supervisory bodies of central banks, including the European Central Bank;
- j.** Members of the management and supervisory bodies of public institutes, public foundations, public establishments and independent administrative bodies, however appointed;
- k.** Members of the management and supervisory bodies of organisations belonging to the public business sector, including the corporate, regional and local sectors;

**l.** Members of the executive management bodies of national or regional political parties;

**m.** Directors, deputy directors and members of the board of directors or persons performing equivalent functions in an international organisation; The enhanced identification and due diligence measures that obliged entities must adopt with regard to their clients, their representatives and beneficial owners who qualify as a ‘politically exposed person’ extend to business relationships or occasional transactions with clients, representatives or beneficial owners who are:

**i. Close family members of politically exposed persons, considering as such:**

- a.** The spouse or civil partner of a politically exposed person;
- b.** Relatives and family members up to the 2nd degree, in a straight or collateral line, of the politically exposed person;
- c.** De facto partners of relatives of the politically exposed person referred to in the preceding point, to the extent that they do not benefit from the situation of affinity;
- d.** Persons who, under other legal systems, occupy similar positions.

**ii. Persons recognised as being strongly associated with politically exposed persons, considered as such:**

- a.** Any natural person, known as a co-owner, with a politically exposed person, of a legal person or a centre of collective interests without legal personality;
- b.** Any natural person who owns the share capital or voting rights of a legal person, or the assets of a centre of collective interests without legal personality, known to have a politically exposed person as the beneficial owner;
- c.** Any natural person known to have a corporate, commercial or professional relationship with a politically exposed person.



# Annex 2

CONFIRMATION OF ACCEPTANCE OF THE CORRUPTION AND  
BRIBERY PREVENTION POLICY

DECLARATION OF COMMITMENT

I, \_\_\_\_\_ bearer  
of citizen’s card nº. \_\_\_\_\_, expiry \_\_\_\_/\_\_\_\_/\_\_\_\_, DECLARE  
that I have read the Corruption and Bribery Prevention Policy of  
[name of Casais Group company], legal person number 500023875,  
having registered office at Rua do Anjo n.º 27, parish of Mire de Ti-  
bães, municipality of Braga, and UNDERTAKE to fully comply with  
all its provisions, under penalty of being held liable for any non-  
-compliance.

\_\_\_\_\_, \_\_\_\_\_ of \_\_\_\_\_ of \_\_\_\_\_

The Employee,

\_\_\_\_\_



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HEADQUARTERS

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