



# Code of Ethical Conduct

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**Sousa Prado & Filhos, Agropecuária Lda**

Tax ID/VAT: 506165485



Apartado 91, 7645-909 Vila Nova de Milfontes, PT



[spf-agrobusiness.com](http://spf-agrobusiness.com)

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## 1 - Context

This Code of Conduct aims to comply with the provisions of Decree-Law No. 109-E/2021, of 9 December, establishing the principles, values and rules of action for all managers and workers of the SOUSA PRADO & FILHOS, AGROPECUÁRIA, LDA. company, registered at Rua do Canal, nº 20/20 A, 7645-238 Vila Nova de Milfontes, with the unique registration number at the Commercial Registry and tax identification number 506165485 (the “Company”), in terms of professional ethics, with special consideration for the criminal rules concerning corruption and related offenses and the risks of exposure of the Company to these crimes.

## 2 - Scope

This Code of Conduct applies to all employees and managers of the Company.

All Company employees must strictly comply with all anti-corruption laws and regulations, including but not limited to Decree-Law No. 109-E/2021, of 9 December.

Those who do not comply with this Code of Ethical Conduct or who are responsible for such non-compliance may incur in a disciplinary offence, with the corresponding disciplinary, administrative and criminal consequences, in accordance with the applicable law.

## 3. Company Mission and Values

Sousa Prado & Filhos, Agropecuária Lda is a combined agricultural and animal production company whose mission is innovation and agricultural sustainability in the production of high quality products, with reduced costs and low environmental impact.

The Company's values are:

- **Trust** – The relationship of trust with our suppliers, customers, and public entities, as well as the relationships of trust between employees;
- **Quality** – Excellence in the work carried out and in the products delivered to our customers;

- **People** – People are the Company’s most important asset. That is why respect among people, development in their education and investment in their capacities are a very important pillar;
- **Innovation** – The contribution of each person to innovation is fundamental in the Company’s development: encouraging improvements in the processes, ways of working and creating new products which enable the Company’s development increasing customer’s and its employees satisfaction;
- **Sustainability** – In everything we do in the Company, including the environmental, social and economic aspects in which today's needs are met without compromising the ability of future generations to meet their own needs.

#### 4. Goals and Principles of the Code of Conduct:

Sousa Prado & Filhos, Agropecuária Lda. undertakes to conduct all its activities in accordance with the highest ethical and legal standards. The purpose of this document is to make all employees aware of the values that define the Company and to establish a set of rules of conduct that value employees, on a professional and ethical level, in the fulfilment of the Company's mission, both in terms of external and internal relationships.

Compliance with the rules set out in this Code will contribute to the creation of a service of excellence, based on transparency, dialogue and the ethical behaviour of employees and, as such, its implementation is extremely important for the pursuit of the Company's strategic goals. The recipients of this Code must carry out their activity in compliance with the following principles:

- a) **Lawfulness** – They must always act in accordance with the legal and regulatory standards in force, within the limits of the powers assigned to them and in accordance with the purposes for which they were conferred;

- b) **Impartiality and Fairness** – They must guide their relations in a neutral, objective and fair manner;
- c) **Equality** – They must not discriminate in any way on the grounds of race, sex, age, descent, nationality, language, disability, sexual orientation, illness, political, ideological or religious convictions, social status or economic situation, or incur in any other form of harassment or abuse of power.
- d) **Loyalty** – They must always act according to the principle of good faith and trust;
- e) **Information** – They must provide the necessary information and/or clarifications in a timely, clear and accurate manner;
- f) **Integrity** – They must act, in all circumstances, with uprightness of character, honesty and respect for others;
- g) **Responsibility** – They must perform the duties or tasks assigned to them in a competent manner, with rigor and diligence, and respecting the material/equipment and other resources provided by the Company.

## 5. Rules of Conduct – External Relations

In all external relations they establish, employees must:

- Fulfil all commitments made and adopt a professional attitude;
- Co-operate with external entities and provide, in good time, all necessary information requested by them or required by law;
- Adopt clear, impartial and transparent selection criteria for suppliers and/or service providers;
- Ensure the confidentiality of information they have learnt in the course of their duties or because of them, particularly from family and friends, and ensure data protection;

- Refrain from providing information or granting interviews related to the Company's activity, except when in the normal course of their duties or when authorised to do so. In this case, they must ensure the transmission of information clearly and truthfully.

## 6. Rules of Conduct – Internal Relations

In the performance of their duties, in all internal relationships they establish, employees must:

- Foster an organisational culture based on the sharing of information and knowledge, team spirit and the cohesion of the workers at the service of Sousa Prado & Filhos, Agropecuária Lda., and thus encourage a good atmosphere and respect among all;
- Act in a competent and responsible manner, refraining from acts that could intentionally harm other employees or the people or entities with whom they have dealings;
- Comply with the instructions of their line managers and respect the appropriate channels;
- Take a constructive approach to problem-solving, showing openness to criticism and other people's points of view, with a view to improving processes and the service;
- Attend work regularly and continuously, respecting the internally defined working hours and complying with occupational health and safety standards;
- Use efficiently, and exclusively for the development of their competences and duties, the means and work tools owned by the Company and placed at their disposal, taking responsibility for keeping them in a good state of repair in order to

maximise their useful life, avoiding waste and putting the equipment back where they took it from;

- Comply with the workplace Safety and Hygiene instructions in order to contribute to the safe performance of the work to be carried out and ensure the maintenance of the Company's facilities, materials and equipment;
- Communicate their needs and concerns clearly and honestly with a view to improving working conditions;
- Adopt the best practices of environmental protection, promoting eco-efficient management, in order to minimize the environmental impact of their activity in the performance of their duties;
- Whenever they have any doubts in the performance of their duties, they should ask their line manager or, in the absence of a line manager, the Management.

## **7. Rules of Conduct – Harassment**

In order to incorporate the prevention of harassment in the Company, the following guidelines apply:

- Any form of harassment in the workplace is forbidden, whether carried out by the employer, line managers, work colleagues or service providers and by external persons or suppliers;
- Any form of harassment outside the workplace related with working matters is also prohibited.
- Moral harassment at work means unwanted behaviour, namely based on discrimination, performed at the time of access to employment or during employment or training, with the aim of disturbing or embarrassing the person,

affecting their dignity or creating an intimidating, hostile, degrading, humiliating or destabilising environment, inducing the worker to quit, namely by eliminating their duties or the gradual reduction of their position in the Company organisation;

- When the harassment is of a sexual nature, in verbal, non-verbal or physical form, with the purposes mentioned above, such behaviour is considered sexual harassment;
- Unless there is intentional harassment, occasional labour disputes, legitimate decisions resulting from the organisation of work or the operation of the Company, the legitimate exercise of management power by the employer or line managers, reflected in work guidelines and performance assessments, the normal exercise of disciplinary action and any pressure resulting from the fulfilment of reasonable objectives, deadlines or work of responsibility, inherent to the exercise of positions or functions of responsibility, do not constitute harassment at work.
- Harassment at work constitutes a very serious administrative offence, in addition to possible criminal liability, under the terms of the Criminal Code.
- The worker who is the victim of harassment, as well as the witnesses they name to prove the harassment, cannot be subject to disciplinary sanctions based on statements made in the inherent disciplinary, judicial or administrative of
- fence proceedings, until the respective judgements have become final, unless the witnesses have stated false facts with a view to harming the employer.
- Employers, managers and any employee who discovers harassment at work must report it to their line manager or employer, under penalty of breach of their labour duties.
- If the employer becomes aware, even indirectly, of harassment at work, they must initiate an investigation and/or disciplinary procedure in order to ascertain the facts



and, if necessary, take disciplinary action against the offenders, under penalty of incurring in a serious administrative offence, without prejudice to the harasser's natural right of defence.

- If the harassment is carried out by people outside the organisation, the employer must ensure that direct contact between the harasser and the victim of harassment is avoided in the future.

## **8. Rules of Conduct – Corruption**

Corruption and related offences are defined as the crimes of corruption, undue receipt and offering of an advantage, embezzlement, economic participation in business, racketeering, abuse of power, maladministration, trafficking of influence, money laundering or fraud in obtaining or diverting a subsidy, grant or credit, provided for in the Criminal Code, in Law No. 34/87, of 16 July, in the Military Justice Code, in Law No. 50/2007, of 31 August, in Law No. 20/2008, of 21 April, and in Decree-Law No. 28/84, of 20 January.

Anyone who commits an act of corruption, whether active or passive, commits a criminal offence, punishable by imprisonment, and a disciplinary offence that can lead to their dismissal on just cause grounds.

## **9. Rules of Conduct – Conflicts of Interest**

The professional mission of each employee of the Company should not conflict with their personal interest. Should such a situation arise, the employee in question must immediately inform their line manager and refrain from taking any action.

For the purposes of this Code of Conduct, acts carried out in a situation of conflict of interest are treated as acts of corruption.

The recipients of this Code are obliged to report the existence of any conflicts of interest when they begin their employment, which are broadly understood to mean any facts, situations or other factors which, objectively or subjectively, directly or indirectly, are likely to jeopardise or in any way affect the duty of impartiality and fairness to which the recipients of this Code are subject in the performance of their duties.

Employees may not intervene in any procedure, act or contract when they have an interest in them, or such interest exists on the part of:

a) Their spouse or a person with whom the employee lives under conditions similar to those of marriage;

b) A relative or family member in the direct line or up to the second degree of the collateral line;

c) Any person with whom the employee lives with in a joint economy or with whom they have an adoption, guardianship or civil sponsorship relationship.

The impediment also applies to representatives and business managers of the persons listed in this article.

Employees who are involved in any of these situations must promptly report the situation to their line manager or to the Management, as appropriate, and simultaneously suspend their involvement in the procedure, act or contract in question, so that the situation can be analysed by the Management or their line manager and, if the impediment is confirmed, their replacement in the procedure in question can be expedited.

## 10. Dealing with the Public and/or Private Sector

The Company's employees and/or collaborators are expressly forbidden from accepting or offering, either to public or private sector companies:

- (i) promises of undue advantage in favour of those who award a contract or who participate in the awarding;
- (ii) cash payments;
- (iii) gifts (luxury items, hospitalisation costs, children's school fees, etc.). Gifts may be offered or accepted (e.g., promotional gifts or Christmas presents) if their value is symbolic or low in the circumstances (maximum of €100) and if they do not raise doubts about the honesty of the donor or the impartiality of the recipient;
- (iv) assumption of miscellaneous expenses;
- (v) promise of employment/internships immediately or in the future;
- (vi) or hospitality expenses (leisure trips, invitations from people close to them, invitations with an excessive cost).

The recipients of this Code may not solicit or accept in the context of the performance of their duties any offers or benefits of any kind that do not fall within the usual practice followed in the context of normal, typical and necessary institutional relations with external organisations.

The recipients of this Code must inform their line managers of any suspicions they may have regarding behaviour and situations that violate the provisions of this Code.

## 11. Reporting Channels

The Company has internal reporting channels for specific situations namely acts of corruption and related offences, under the terms of the applicable law, which allow for the submission and safe follow-up of reports, guaranteeing the confidentiality of the identity and anonymity of the whistleblowers. More detail is explained in the reporting policy of Sousa Prado & Filhos, Agropecuária Lda.

The handling of reports guarantees independence, impartiality, confidentiality, data protection, secrecy and the absence of conflicts of interest.

The identity of the whistleblower is only disclosed as a result of a legal obligation or court decision.

Reporting channels can be used as follows:

a. Reporting through the internal reporting channel: The report may be made through the <https://whistleblowersoftware.com/secure/spfagrobusiness> platform, choosing the "Report" option in the language of the whistleblower and filling out the form presented in as much detail as possible;

b. Reporting in person: the report can be submitted in person, by making an appointment with the designated contact, and then entered into the <https://whistleblowersoftware.com/secure/spfagrobusiness> platform

Regardless of the channel used to submit the report, it can always be followed up by the whistleblower via the company's whistleblowing portal. To this end, a single access key shall be given to the whistleblower, which will allow access to the state of the investigation of their report.

Within seven days, the Company will inform the whistleblower, via the portal, in a clear and accessible manner, of the requirements, competent authorities and the form and admissibility of the report.

Following the report, the Company shall exercise the appropriate internal acts to verify the allegations contained therein and, where appropriate, to the termination of the alleged infringement.

Within a maximum period of three months, the Company shall inform the whistleblower, via the portal, of the measures envisaged or adopted to follow up the report and the reasons therefor. Once the process of adopting the measures provided for has been completed, the Company will inform the whistleblower via the portal of the situation and proceed to definitively close the report.

## **12. Non-compliance**

Failure to comply with the rules set out in this Code of Conduct may be penalised under the terms and conditions laid down by law.

Any situation that is contrary to the values and rules laid down in this Code will result in disciplinary proceedings being opened, under the terms laid down in the Labour Code. As a result, the following sanctions may be applied, which are proportional to the seriousness of the offence and the culpability of the offender, without prejudice to others provided for in a collective labour regulation instrument:

- a) Reprimand;
- b) Recorded reprimand;
- c) Financial penalty;
- d) Loss of paid leave;
- e) Suspension from work with loss of pay and seniority;
- f) Dismissal without compensation.

Failure to comply with this Code does not exclude or prejudice any criminal liability that may apply, namely the imposition by the Courts of a fine or imprisonment in accordance with the provisions of, among others, the Criminal Code approved in annex to Decree-Law No. 48/95, of 15 March, as amended.

### **13. Publication, Review and Approval**

This Code of Conduct is reviewed every three years or whenever justified, taking into account, in particular, the assessment of risks of exposure of the Company to crimes of corruption and related offences or changes in the organic or corporate structure of the Company.

This Code of Conduct is disclosed to workers and is available for consultation at the Company's warehouses Silverqueen and Casões.

The Management