

NOVABASE

**POLICY FOR THE PREVENTION OF
CORRUPTION FOR
PARTNERS AND SUPPLIERS
NOVABASE GROUP**

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1. Corruption and the prevention of corruptive phenomena

“The fight against corruption is essential to strengthening the quality of democracy and the full realisation of the rule of law, ensuring effective equality of opportunity, promoting greater social justice, favouring economic growth, strengthening public finances and increasing the level of citizens' trust in democratic institutions.”¹

Corrupt behaviour is based on the abuse of a public power or function (the practice of an act or omission that constitutes a violation of one's functional duties), in order to benefit a third party, against the payment or promise of payment of a sum (patrimonial advantage) or the granting of another type of advantage (non-patrimonial). Both the public official who is corrupted and/or corrupts and the private sector worker who corrupts are blameworthy.

Novabase² is aware of the centrality of its role in promoting and defending ethics in relations between the public and private sectors, as well as in commercial relations within the private sector, and is actively committed to fighting corruption, seeking to foster a corporate culture based on the basic values of **legality, loyalty, trust and ethics**.

To this end, we have adopted a **zero-tolerance** policy towards all forms of corruption and, consequently, we have approved a set of internal rules and procedures designed to prevent and detect behaviour that may indicate acts of corruption or related offences, available for consultation at <https://www.novabase.com/pt/>³.

2. What values and principles do we stand for?

In the pursuit of our duties and in the exercise of our competences, the conduct of Novabase, its directors, legal representatives and People is bound by strict respect for the law and is guided by high ethical principles.

We comply with the law and act in accordance with the corruption prevention regulations applicable in the various geographies in which we operate. We despise ambiguous attitudes, we have integrity, we don't get entangled in conflicts of interest and we don't accept or offer bribes of any kind. We are governed by criteria of personal honesty and integrity of character.

3. What do we expect from our Partners and Suppliers?

¹ In In Summary of Council of Ministers Resolution no. 37/2021, of 6 April, which approved the **National Anti-Corruption Strategy 2021-2024**.

² Meaning Novabase – Sociedade Gestora de Participações Sociais, S.A. and the companies that form part of the Novabase Group.

³ See, in particular, the following documents, available for consultation at <https://www.novabase.com/en/>:

- Code of Conduct
- Prevention Plan for the Risks of Corruption and Related Offences; and
- Irregular Practices Reporting System.

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Novabase expects its Partners and Suppliers to conduct and develop their business and instruct its People⁴ to comply with the principles set out in this Corruption Prevention Policy, namely, Partners and Suppliers:

3.1. Should condemn all forms of corruption

Our Partners and Suppliers must commit to complying with all laws and regulations on the prevention of corruption and related offences applicable in the various geographies in which they operate.

In particular, they must recognise and promote internal policies that unequivocally establish that:

- It is forbidden to offer, accept, promise or pay, directly or indirectly, an **undue advantage**⁵ intended to influence or attempt to influence a decision and, in general, to engage in any practices that could be classified as corruption or related offences; and
- Employees are prohibited from requesting or accepting an undue advantage in order to intentionally avoid carrying out an act that falls within the scope of their responsibilities. This prohibition extends to cases where the person making the request or receiving the undue advantage is directly responsible for the decision, as well as cases where that person has no influence over the decision.

3.2. Should refrain from making offers or invitations contrary to custom and practice

Partners and Suppliers must not offer to Novabase People or a third party with whom they are in a relationship on behalf of and/or representing Novabase a gift or invitation that could alter the judgement of these People or third party, influence their decision or be perceived as having influenced their decision. In addition, they must not request or accept from Novabase People or a third party with whom they are in a business relationship on behalf of and/or representing Novabase a gift or invitation that could alter their own judgement, influence their decision or be perceived as having influenced their decision.

Gifts and invitations offered or received must be made in such a way that they are not likely to create a compromising situation, constitute influence peddling or corruption for Novabase People, a Novabase customer or any other third party.

⁴ In a broad sense, including its directors, legal representatives, agents, suppliers, distributors, consultants and other service providers.

⁵ A pecuniary or non-pecuniary advantage that is not owed to the person; it may take various forms, such as the payment of illicit commissions, gifts or generous and/or repeated invitations intended to mask the undue nature of the advantage offered. It may benefit, directly or indirectly, the corrupt person, their friends and family, or entities in which they have an interest in.

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Gifts and invitations must therefore be reasonable in terms of monetary value and frequency, so as not to exceed the customary practice for commercial relations, and may only be offered if they are socially appropriate according to the circumstances.

3.3. Should refrain from making or allowing undue payments

Partners and Suppliers are not authorised to and may not under any circumstances and under any pretext, make improper or facilitation payments⁶ on behalf of/representing Novabase.

3.4. Should act guided by principles of financial transparency

Financial flows involving Novabase and its Partners and Suppliers require a contractual basis and are properly identified and validated.

Our Partners and Suppliers should ensure that the accounting records for which they are responsible reflect all transactions they complete on behalf of/representing Novabase.

3.5. Should identify and prevent conflicts of interest

The identification, prevention and management of conflict of interest' situations are essential tools in the prevention of corruption risks.

If such a situation is not in itself objectionable, it may affect the professional behaviour of the person confronted with it, affect their independence and expose them to the risk of inappropriate requests.

Novabase expects its Partners and Suppliers to promptly report any situations of conflict of interest of which they become aware between themselves (their directors, employees, subcontractors, legal representatives, etc.) and Novabase (their directors, employees, subcontractors, legal representatives, etc.).

The same communication is expected from Partners and Suppliers acting in the name and on behalf of Novabase (agents, representatives, lobbyists) in relation to situations of conflict of interest that may exist between them (their directors, employees, subcontractors, legal representatives, etc.) and the persons to whom they introduce Novabase.

3.6. Should conduct a due diligence on their partners

If our Partners and Suppliers use third parties (service providers, suppliers, partners, agents, consultants, etc.) to perform, even partially, the tasks entrusted by Novabase, they should first conduct a due diligence⁷. This due diligence should take into account the reputation and integrity of such third

⁶ This includes advantages granted to a civil servant (or equivalent) in order to speed up, secure or facilitate the performance of a task, such as the delivery of a visa or speeding up a customs clearance procedure.

⁷ This due diligence should take into account the reputation and integrity of such intermediaries, seeking to confirm that they act in accordance with the law and are governed by high ethical principles, according to criteria of personal honesty and integrity of character.

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parties, seeking to confirm that they act in accordance with the law, provide legitimate services to ensure that such intermediaries provide legitimate services and respect the principles, rules and procedures described in this Policy.

Partners and Suppliers may not use third-party intermediaries to provide services for or on behalf of Novabase without having previously conducted such due diligence and without having executed an agreement containing the necessary guarantees to prevent corruption.

4. Non-compliance

Failure to comply with the principles, rules and procedures set out in this Policy will be considered a serious breach of the agreement(s) between Novabase and the Partner or Supplier, and may lead to its termination.

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