



## **NAVIGATOR *GROUP COMPLIANCE* POLICIES**

### **CORRUPTION PREVENTION AND RELATED OFFENCES POLICY**



## Index

I. Version history.....	3
II. Framework and Objectives .....	4
III. Scope .....	4
IV. Definitions .....	4
V. Responsibility.....	9
VI. Generic Principles, Duties and Prohibitions.....	10
a. Offer of goods or other advantages.....	10
b. Acceptance of goods or other advantages.....	11
c. Travel, Dining, Hospitality and Entertainment Offer .....	11
d. Acceptance of Travel, Meals, Hospitality and Entertainment .....	12
e. Related Infractions .....	12
f. Sponsorships, Corporate Social Responsibility and Political Donations .....	14
g. Conflicts of Interest .....	14
h. Suppliers.....	15
VII. Non-compliance and Sanctions.....	15
VIII. Complaints Channel .....	16
IX. Training and Communication.....	16
X. Review and Update.....	16
XI. Issues.....	17
XII. Advertising .....	17

**I. VERSION HISTORY**

<b>VERSION</b>	<b>ELABORATION</b>	<b>APPROVAL DATE</b>	<b>APPROVAL</b>	<b>OBSERVATION</b>
1	Compliance Area	16/02/2023	BOARD OF DIRECTORS	Initial Issue



**II. FRAMEWORK AND OBJECTIVES**

Taking into account the international context in which The Navigator Company operates and the growing participation of the private sector in the fight against corruption and related offenses, as well as the legal obligations to which it is linked, The Navigator Company adopts and discloses this Policy for the Prevention of Corruption and Related Infractions ("Policy"), through which it aims to establish a set of values and standards of professional integrity that must be shared by all its employees.

The Policy has as its structuring principles, in addition to those already detailed in the Code of Ethics and Conduct, in navigator's total commitment to the prevention of corruption, the broad and cross-sector prohibition of acts of corruption and related offenses and the recognition and strengthening of the ethical culture and integrity already instituted, in its direct relationship with third parties, and in the relationship of its employees, in the performance of its functions, with third parties.

The Policy is also based on the provisions of the General Regime for the Prevention of Corruption, approved by the Portuguese Decreto-Lei n.º 109-E/2021, de 9 de dezembro ("RGPC"), and should be read in conjunction with said law, in particular with regard to the definitions contained therein, without prejudice to those expressly included in the Policy, as well as with the other rules and policies in force.

**III. SCOPE**

The Policy applies to all Navigator Group entities and all employees and members of public bodies, including all those who act on behalf of or on navigator's behalf, regardless of their department, area, legal relationship, social body or geographic location.

**IV. DEFINITIONS**

For the purposes of the Policy, the following are understood to be:

<b>Corruption and Related Offences</b>	
Crimes of corruption, undue acceptance and offering of advantage, influence peddling, laundering and fraud in obtaining or embezzling a subsidy, subvention, or credit, in accordance, with Article 3 of the RGPC;	
<b>Corruption</b>	Offer, promise, solicitation, acceptance, or transfer, directly or indirectly, of any undue advantage, pecuniary or not, motivated by the practice or omission of one or more acts. Related offences are compared to corruption as listed and defined in this policy.

<b>Improper receipt of advantage</b>	Offer, promise, solicitation, acceptance, or transfer, directly or indirectly, of any undue advantage, pecuniary or not, motivated by the functions performed by the beneficiary.
<b>Influence peddling</b>	Offer, promise, solicitation, acceptance, or transfer, directly or indirectly, of any advantage, patrimonial or non-patrimonial, intended to repay the abuse of the influence, real or alleged, of the beneficiary to a public entity.
<b>Laundering</b>	Practice of acts with a view to concealing or concealing the illicit origin of property or advantages obtained through the commission of the crimes provided for in Article 368a of the Portuguese Penal Code, as well as with a view to preventing the perpetrator of such crimes from being criminally prosecuted or subjected to a criminal reaction.
<b>Fraud in obtaining a subsidy, subvention, or credit</b>	Obtaining a subsidy or subvention through the provision of inaccurate or incomplete information, the omission of relevant information for the purpose of obtaining the subsidy or subvention and the use of a document justifying the right to the grant or subsidy obtained through inaccurate or incomplete information.

<b>Other relevant definitions</b>	
<b>Collaborator</b>	Any person who, regardless of the position he holds at Navigator, maintains with navigator a permanent or temporary employment relationship, as well as any person with an employment and/or regular relationship with companies subcontracted by Navigator who, directly or indirectly, perform functions (members of the governing bodies, employees, service providers, agents, auditors, and consultants).
<b>Conflict of interest</b>	Any facts that objectively or subjectively, directly or indirectly, prove to be likely to call into question, or in any way, influence or appear to influence the duty of independence, making interests other than navigator's interests relevant in decision-making, whether those property interests are, whether or not, own or unrelated.
<b>Counterpart</b>	Potential or current investors, business partners, suppliers, or customers of the Navigator Group.
<b>Navigator Group</b>	The Navigator group is composed of all legal persons in respect of whom Navigator exercises, directly or indirectly, a dominant influence, in which all companies that are with it in a domain or group relationship are included, but not limited to.
<b>Supplier</b>	A natural or legal person who provides products or services to any entity in the Navigator group.

<p><b>Civil servant</b></p>	<p>Employee, as defined in Article 386 of the Portuguese Penal Code and the holder of a political office and the holder of high public office, as defined in Articles 2 and 3 of Lei n.º 52/2019, de 31 de julho:</p> <p><u>Employee:</u></p> <ul style="list-style-type: none"> <li>(i) Any civil or military public employee;</li> <li>(ii) Any person who is in public office by virtue of a special bond;</li> <li>(iii) any person who, even if provisionally or temporarily, for remuneration or free of charge, voluntarily or compulsorily, has been called upon to perform or participate in the performance of an activity comprised of any activity understood in the administrative or judicial civil service;</li> <li>(iv) Judges of the Constitutional Court, judges of the Court of Auditors, judicial magistrates, prosecutors, the Attorney General of the Republic, the Ombudsman, the members of the Superior Council of the Judiciary, the members of the Superior Council of administrative and tax tribunals and the members of the Superior Council of the Public Prosecutor's Office;</li> <li>(v) The arbitrator, the juror, the expert, the technician assisting the court in judicial inspection, the translator, the interpreter and the mediator;</li> <li>(vi) The notary;</li> <li>(vii) who, even provisionally or temporarily, for remuneration or free of charge, voluntarily or compulsorily, performs or participates in the performance of an administrative public function or exercises functions of authority in a legal person of public utility, including private institutions of social solidarity;</li> <li>(viii) Who performs or participates in the performance of public functions in public association.</li> <li>(ix) Members of a management body or administration or tax body and employees of public companies, nationalized, of public capital or with majority participation of public capital and also of public service concessionaires;</li> <li>(x) Magistrates, officials, agents and equivalents of organizations under public international law, regardless of nationality and residence;</li> </ul>
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- (xi) National officials of other States;
- (xii) Magistrates and officials of international courts, provided that Portugal has declared to accept the jurisdiction of those courts;
- (xiii) All those who perform duties in the context of out-of-court dispute resolution procedures, regardless of nationality and residence;
- (xiv) National judges and arbitrators from other States;
- (xv) Any natural person acting with authority and or on behalf of an independent administrative body or regulatory or supervisory body, and in particular AT (Tax and Customs Authority), ACT (Authority for Working Conditions), ANACOM (National Communications Authority), ASF (Insurance and Pension Funds Supervisory Authority), CNPD (National Data Protection Commission), ASAE (Food and Economic Safety Authority), ERC (Regulatory Body for The Media), AdC (National Competition Authority) and CMVM (Securities Market Commission);
- (xvi) Any natural person acting with authority and/or on behalf of an entity under public law or private law, subject to a special regime of public law, or public international organization;
- (xvii) The family members of any of the individuals identified above may also be qualified as Representatives of the Public Sector, if the interactions with them have the purpose or effect of conferring any offer or advantage to a public entity.

Holder of high public office:

- (i) Public managers and members of the board of directors of a public limited company, who perform executive functions;
- (ii) Holders of a management body of a company owned by the State, when designated by the State;
- (iii) Members of management bodies of companies that are part of the regional or local business sectors;
- (iv) Members of the governing bodies of public institutes;

	<p>(v) Members of the board of directors of an independent administrative entity;</p> <p>(vi) Holders of senior management positions of the 1st and 2nd degree, and equivalent and maximum leaders of the services of municipal councils and municipal services, when they exist.</p> <p><u>Political</u> officeholder:</p> <p>(i) The President of the Republic;</p> <p>(ii) The President of the Assembly of the Republic;</p> <p>(iii) The Prime Minister;</p> <p>(iv) Members of the Assembly of the Republic;</p> <p>(v) Members of the Government;</p> <p>(vi) The Representative of the Republic in the Autonomous Regions;</p> <p>(vii) Members of the European Parliament;</p> <p>(viii) the Representative of the Republic in the autonomous regions;</p> <p>(ix) members of the own governing body of an autonomous region;</p> <p>(x) The members of a representative body of a local authority.</p>
<p><b>Foreign civil servant</b></p>	<p>Foreign official, the official of an international organization and the holder of a foreign political position, as defined, respectively, in points (a), (b) and (c) of Article 2 of Law No. 20/2008 of 21 April:</p> <p>(i) <u>Foreign official</u> a person who, in the service of a foreign country, as an official, agent or in any other capacity, even provisionally or temporarily, for remuneration or free of charge, voluntarily or compulsorily, has been called upon to perform or participate in the performance of an activity understood in the administrative or judicial public function or, in the same circumstances, to perform functions in public utility bodies or to participate in or perform manager functions thereof, holder of the supervisory bodies or worker of a public company, nationalized, of public capital or with majority participation of public capital and also of a concessionaire of public services, as</p>



	<p>well as any person who has a public service function in a private company in the context of public contract;</p> <p>(ii) <u>International organization official</u> a person who, in the service of an international organisation under public law, as an official, agent or in any other way, even if provisionally or temporarily, for remuneration or free of charge, voluntarily or compulsorily, has been called upon to perform or participate in the performance of an activity;</p> <p>(iii) <u>Holder of a foreign political position</u> person who, in the service of a foreign country, holds a position within the legislative, judicial or executive function, at national, regional or local level, for which she has been appointed or elected;</p>
<p><b>Private sector worker</b></p>	<p>Private sector worker, as defined in Article 2(d) of Law No. 20/2008 of 21 April:</p> <p>person performing functions, including management or supervision, under an individual employment contract, service provision or in any other way, even provisionally or temporarily, for remuneration or free of charge, at the service of a private sector entity;</p>

## V. RESPONSIBILITY

Without prejudice to other functions specifically assigned by law, this Policy or other internal regulations of Navigator, the Board of Directors is responsible for the approval and implementation of this Policy.

It is the Responsibility of the Responsible for Regulatory Compliance, in conjunction with the Compliance Area, the monitoring and control of the implementation of this Policy and the procedures and programs of regulatory compliance related to it, having the necessary means to do so.



## **VI. GENERIC PRINCIPLES, DUTIES AND PROHIBITIONS**

Any action that consists on the effective, attempted or promised practice of corruption or related infraction in all its active or passive forms, either through acts or omissions, within the framework of internal and external relations established by Navigator, both with private entities and with public entities, is expressly prohibited. Navigator repudiates any of these practices, in an active or passive form, as well as any other forms of improper influence or unlawful conduct, imposing strict compliance with these prohibitions.

The prohibitions described cover any and all situations that may in any way affect or condition the impartiality and integrity of navigator's activity, its institutional reputation, as well as all situations that create in the interlocutor an expectation of favoring in its relations with Navigator.

### **a. OFFER OF GOODS OR OTHER ADVANTAGES**

#### — Civil Servants

It is expressly prohibited, during the exercise of duties at Navigator, or in any form of its representation, to offer or promise to offer to a foreign civil servant or civil servant any kind of good or advantage.

It is also prohibited, in any situation, the payment or reimbursement of expenses incurred by a public official or foreign civil servant, for the purpose of obtaining advantages for Navigator, or any kind of preferential treatment.

#### — Private Sector Workers

It is expressly prohibited, during the exercise of duties at Navigator, or in any form of its representation, to offer or promise to offer to the private sector worker, or another person or entity, any kind of good or advantage in order to obtain any form of favor, whether for himself, navigator or for third party.

Excluded from the prohibition referred to in the preceding paragraph the offer of adequate advantages and reasonable value, in accordance with customs and social uses (as is the *case of merchandising*), if their purpose isn't the practice of any act or omission, or the obtaining or granting of any kind of favor or preferential treatment.

Offers in cash or other equivalents, such as the payment of personal expenses, are prohibited and should not be allocated under any circumstances.



All offers made by Navigator employees must be reported and authorized by their immediate superior. The expenses incurred in that context should always be documented and presented to the hierarchical superior of the employee who carried them out in order to be approved. Offers made must also be appropriate to the circumstances in which they are assigned, be offered in an open and transparent manner and on behalf of Navigator and not of a particular employee.

Any exception to this section shall be preceded by a written justification and approval of the Compliance Area.

**b. ACCEPTANCE OF GOODS OR OTHER ADVANTAGES**

It is expressly prohibited, during the exercise of functions at Navigator, or in any form of its representation, to solicit or accept, for you or to a third party, the offer of any kind of good or advantage for the practice of any act or omission for the purpose of affecting the decision-making process or business to be concluded.

The acceptance of goods or advantages is excluded from that prohibition if they haven't been requested by employees and:

- a) Are offers or commercial courtesies common and generally accepted;
- b) they are of appropriate value to the context of the commercial or professional relationship concerned.

In any case, any cash, or equivalent offers (of which are gift checks, securities or loans) are prohibited and not accepted in any case.

Any exception to this section shall be preceded by a written justification and approval of the Compliance Area.

**c. TRAVEL, DINING, HOSPITALITY AND ENTERTAINMENT OFFER**

— Civil Servants

It is expressly prohibited, during the exercise of duties at Navigator, or in any form of its representation, to offer or promise to offer the payment of travel, accommodation, meals or entertainment expenses (e.g., the offer of tickets or invitations to sporting or cultural events) to a public official or foreign civil servant.

— Private Sector Workers

Offers of meals or invitations to any kind of entertainment to private sector workers are only permitted if they are related to Navigator's activity and are reasonable and appropriate to



social uses and customs and may not have underlying any form of retribution or, for the purpose, obtaining a certain advantage for the offeror or navigator.

Navigator does not normally bear travel and accommodation expenses for private sector workers. However, Navigator may bear the payment of the costs identified when, at its invitation, the worker participates in an event organized or promoted by him and:

- a) The invitation is offered and accepted without an express or implicit understanding that the worker is in any way obliged, through this acceptance, to give Navigator preferential treatment, and without an understanding that the offer constitutes a reward for any decision already taken in the past;
- b) The invitation is made in an open and transparent manner;
- c) the payment of travel and accommodation costs is preferably made to the service provider;
- d) The costs incurred are based on a criterion of reasonableness;
- e) Such expenditure is approved in advance in accordance with the applicable internal regulations.

#### **d. ACCEPTANCE OF TRAVEL, MEALS, HOSPITALITY AND ENTERTAINMENT**

Invitations to meals, events, or other activities, carried out by counterparties or third parties, should only be accepted if they are related to Navigator's activity and are reasonable and appropriate to social uses and customs, and may not have underlying any form of retribution or, for the purpose, obtaining a certain advantage for the offeror.

The travel, accommodation and stay expenses resulting from the participation of employees in such events or activities are, as a rule, bearable by Navigator and paid preferably to the providers of such travel and hospital services, and must always be authorized to s.

However, payment of such expenditure may be accepted by counterparties of Navigator or other private sector entities provided that the conditions laid down in the preceding chapter for the payment of such expenditure to private sector workers are duly adapted.

Any exception to this section shall be preceded by a written justification and approval of the Compliance Area.

#### **e. RELATED INFRACTIONS**

Employees who are at any time involved in making business decisions on behalf of Navigator will always have the interests of Navigator as *the first ratio* of their decision, which should be made based on objective judgments.



It is strictly forbidden for Navigator and its employees to offer, provide, solicit or receive any kind of undue advantage, pecuniary or not, either directly or indirectly, to both public and private sector workers, motivated by the functions performed by them, even if the latter do not accept or fail to obtain the desired result. Employees must reject any request for bribery, direct or indirect, by third parties, which includes, but is not limited to, public officials.

It is also forbidden to offer, promise, solicitation, acceptance, or transfer, directly or indirectly, of any advantage, patrimonial or non-patrimonial, intended to repay the abuse of the influence, real or alleged, of the recipient of the same with a public entity.

It is expressly prohibited the commission of acts, in particular acts of conversion and transfer of goods or advantages, as well as aid in the practice of such acts, with a view to concealing or concealing the illicit origin of goods or advantages obtained through the commission of the crimes provided for in Article 368a of the Criminal Code, as well as with a view to preventing the perpetrator of such crimes from being criminally persecuted or subjected to a criminal reaction.

During the grant or subsidy procedure, the provision of inaccurate or incomplete information, the omission of relevant information for the purpose of obtaining it and the intentional use of a document justifying the right to the subsidy or subsidy obtained through inaccurate or incomplete information are expressly prohibited.

Any occurrence of this nature shall be immediately reported to the superior and the Compliance Area.

Navigator may grant sponsorships or social support that support activities of public interest or that contribute to the progress and well-being of the communities where it carries out its activities, as provided for in the Code of Ethics and Conduct. However, such support may not be used to reward the person to whom it is granted and should be provided within the scope of Navigator's projects, without substantiating a business advantage for it.

Such sponsorships and social support shall be granted for the purposes of charity, education, sports or cultural, and the activities promoted must be aligned with Navigator's objectives, values and principles.

The granting of such sponsorships and social support must always be accompanied by the respective terms of allocation, which must clearly and expressly contain the rules laid down in this Policy for the allocation of such sponsorships, and an internal register of the allocation of such sponsorships and social support must be drawn up, duly and clearly based in the light of those rules.



Where possible, such sponsorships and social support shall be allocated by written agreement containing corruption prevention clauses and related offences.

**f. SPONSORSHIPS, CORPORATE SOCIAL RESPONSIBILITY AND POLITICAL DONATIONS**

Navigator may grant sponsorships or social support that support activities of public interest or that contribute to the progress and well-being of the communities where it carries out its activities, as provided for in the Code of Ethics and Conduct. However, such support may not be used to reward the person to whom it is granted and should be provided within the scope of Navigator's projects, without substantiating a business advantage for it.

Such sponsorships and social support shall be granted for the purposes of charity, education, sports or cultural, and the activities promoted must be aligned with Navigator's objectives, values and principles.

The granting of such sponsorships and social support must always be accompanied by the respective terms of allocation, which must clearly and expressly contain the rules laid down in this Policy for the allocation of such sponsorships, and an internal register of the allocation of such sponsorships and social support must be drawn up, duly and clearly based in the light of those rules.

Where possible, such sponsorships and social support shall be allocated by written agreement containing corruption prevention clauses and related offences.

Navigator does not usually take, directly or indirectly, any public policy positions, nor does it offer any kind of contributions to political organizations.

Navigator employees have the right to make contributions, on a personal and personal level, to organizations of a political nature. However, if contributions of the described nature are made, employees must ensure that they are made in accordance with applicable law, which take into account any conflicts of interest between their professional responsibility and their personal political affiliations and must ensure that the donation made is not associated with their quality as navigator's employee.

Any exception to the provisions shall be preceded by a written justification and approval of the Compliance Area.

**g. CONFLICTS OF INTEREST**

Where a Navigator employee has a personal or private interest in a particular relationship with a developed third party or activity, it may embody an advantage, real or apparent, for himself, for an organization, entity or person with whom he or she collaborates, or to someone to whom



he is bound by kinship ties, proximity or influence, you must communicate the existence of the conflict of interest to your superior once you become aware of it.

In the case of a member of the collegiate body, the communication shall be made to the body concerned, followed by the procedure laid down in the Regulation on Conflicts of Interest and Transaction with Related Parts of Navigator.

In addition to the situations identified in this Policy, any situation likely to call into question the exemption and impartiality of the performance of Navigator and its employees in the decision-making processes shall also be communicated in accordance with the terms described in this Policy and in the Regulation on Conflicts of Interest and Transaction with Related Parties of Navigator.

#### **h. SUPPLIERS**

Navigator establishes business relationships with its suppliers in a competitive manner, establishing necessary mechanisms to combat all forms of corruption. In the same vein, no supplier may perform its duties in a manner contrary to the duties of the position in order to obtain any kind of bribe, gifts or improper payments to Navigator employees under the Supplier Code of Conduct.

No Navigator employee is also permitted to receive or claim a benefit, offer, favor, gift, or any advantage by any supplier that is not due and jeopardise navigator's performance in accordance with the rules and procedures implemented by it. This obligation covers any situation that may condition the impartiality and integrity of the exercise of professional activity for the purposes of personal or third-party favouritism related to the supplier, whether in the public or private sector, both nationally and internationally.

In the search, definition of conditions and choice of a supplier should be followed the rules and procedures established in the Code of Conduct for Suppliers and in the Orders of Services established by the Executive Committee on the subject.

The choice of any supplier shall comply with the provisions relating to conflicts of interest, included in the previous section of this Policy and the Regulation on Conflicts of Interest and Transactions with Related Parties.

### **VII. NON-COMPLIANCE AND SANCTIONS**

Failure to comply with the provisions of this Policy, as well as in the procedures and programs of regulatory compliance relating to the scope thereof, may give way to the imposition of disciplinary sanctions, appropriate and proportionate to the infringement committed.



In cases of non-compliance with the principles and rules set out in this Policy, Navigator shall draw up a report identifying the violated standard, the sanction applied, and the measures applied or to be applied to the employee concerned.

Without prejudice to the provisions of the preceding paragraph, the commission of corruption crimes or related offenses may lead to criminal liability and consequent conviction in penalty of fine or imprisonment.

#### **VIII. COMPLAINTS CHANNEL**

Navigator employees must internally report acts or conduct that they suspect are contrary to the principles and rules set forth in this Policy.

To this end, Navigator ensures the existence and operation of a reporting platform, which provides for the possibility of reporting irregularities or non-compliance with any policies and procedures adopted, even in the form of suspicion, in accordance with the provisions of the Complaints Regulation.

The Reporting Channel is available on *navigator's* official *website* and on the *internal website* (intranet) and allows, anonymously or with the identification of the whistleblower, the communication of facts that may constitute acts of corruption or any related infraction, carried out against or through Navigator, and any disciplinary infractions. Such facts should be transmitted objectively in order to identify and assess the relevance of the complaint and the perpetrators of the reported acts, and it is also possible to gather documents or other evidence.

#### **IX. TRAINING AND COMMUNICATION**

To ensure the knowledge of the internal policies and procedures adopted in matters of prevention of corruption and related infractions by all its employees, Navigator guarantees the periodic realization of internal training on its content. The content of such training, as well as the periodicity thereof, shall be defined in accordance with the concrete level of exposure of the respective recipients to the risks of corruption and related infringements identified by Navigator.

Navigator also promotes the knowledge of the internal policies and procedures adopted in the framework of its regulatory compliance program with the third parties with whom it relates in the exercise of its activity.

#### **X. REVIEW AND UPDATE**

To ensure the effective prevention of corruption and related offences, it is of particular importance to maintain the adequacy and timeliness of the policies and procedures adopted





by Navigator, to the extent that the activity developed by navigator is subject to the evolution and changes that must be accompanied.

This Policy will therefore be subject to a review process every three years or whenever there is any change in Navigator's attributions or organic structure that justifies a review and updating of its content.

#### **XI. ISSUES**

If any employee has doubts about the compliance with this policy of any situation encountered during the performance of his/her duties, he/ she should contact the Compliance Area and/or its superior, in particular at a time prior to the assignment or acceptance of a particular good or advantage.

#### **XII. ADVERTISING**

Given the need for knowledge and understanding of this Policy, Navigator ensures the publicity of this Policy, through *its* official website and its *internal website (intranet)*.

[Lisbon, 16 February 2023]

The Board of Directors