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## 1 | FRAMEWORK

- Under the terms of the applicable legislation and regulations in force, financial institutions are required to have specific, independent, and autonomous means of receiving, processing, and filing reports of misconduct, ensuring the confidentiality of the identity of the Whistleblowers, of those involved in the misconduct reported and of any third parties mentioned in the report, while preventing unauthorised access.
- The purpose of this Policy is to define and regulate the principles to be followed by Banco BPI, S.A. (hereinafter referred to as "BPI", "Entity", "Institution" or "Bank") within the scope of the process of receiving, processing and filing reports of misconduct which, for their seriousness, are susceptible of leading BPI to financial imbalance, connected with the conduct of BPI's Management or Supervisory bodies, its Employees, as well as with its accounting organisation, and which present serious evidence of infringements allegedly committed within the scope of BPI's activity, pursuant to the applicable legislation in force.

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## 2 | SCOPE OF APPLICATION

### 2.1 Purpose

- This Policy applies to all misconduct committed, currently being committed or which can reasonably be foreseen, as well as their concealment, in connection with the legislation in force within the scope of BPI's activity, especially those pertaining to:
  - i. Serious matters concerning the management, accounting organisation and internal supervision of BPI; or
  - ii. Serious indications of infringements of the duties to which the Bank is subject as a credit institution or financial intermediary, namely those set out in the Legal Framework of Credit Institutions and Financial Companies and in the Securities Code.
- All reports, the nature or content of which does not fall under points i. and ii. above, will not be treated as "Reporting of Misconduct" under this Policy and will be classified and processed, depending on their content, within the scope and in accordance with the provisions of the Policy on Handling Complaints and Grievances or the Policy on Prevention and Response to Harassment.

### 2.2 Subjects

- Under this Policy, the following persons may report misconducts of which they become aware:
  - i. BPI's Employees and Members of the Management and Supervisory Bodies ("internal misconducts").
  - ii. Any other persons ("external misconducts").
- Employees who, by virtue of the functions they perform at BPI, namely in the Internal Audit, Risk Management or Compliance areas, have a special duty to communicate any serious misconducts of which they become aware, under the terms and safeguards established in this Policy.

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## 3 | REPORTING PROCEDURES

### 3.1 Channels for Reporting

- The reporting of internal misconducts, which is regulated by the Procedure of the Internal Channel for Enquiries and Reporting of Misconducts of BPI, must be carried out through the Corporate Channel for Enquiries and Whistleblowing, available on BPI's intranet.
- The reporting of external misconducts, which is regulated by the Procedure for External Channels for the Reporting of Misconducts of BPI, must be made in writing, through the following channels:
  - i. By e-mail, to: [Reporting of Misconducts](#) or
  - ii. By post, to: Avenida Casal Ribeiro 59, 16.º andar, 1049-053 Lisboa.
- The verbal reporting of misconducts is also allowed, in which case the Whistleblower must request the scheduling of a meeting, which should take place at the earliest opportunity via the contacts referred to in the previous paragraph, in which case BPI's Procedure for External Channels for Reporting Misconducts will apply.
- If the reporting of misconducts is carried out through a face-to-face meeting, it should be ensured, once the consent of the Whistleblower has been obtained, that the meeting is recorded by means of reliable minutes.
- In the cases referred to in the previous paragraph, the Whistleblower shall be allowed to view, rectify, and approve the transcript or minutes of the meeting, for which purpose his or her signature or evidence of acceptance shall be collected.
- In cases where the external misconduct concerns Employees assigned to BPI's Compliance Department, their report must be addressed in writing to BPI's Internal Audit Department, which will be responsible for handling it under the terms described in Misconducts Processing in this Policy, via the following channels:
  - i. By e-mail, to: [DAI-Fraud \(DAI\)](#); or
  - ii. By post, to: Avenida Casal Ribeiro, 59, 12º andar, 1049-053, Lisboa.

### 3.2 Admissibility Requirements

- Reporting of internal and external misconducts can be carried out on a named or anonymous basis.
- When the report of internal and external misconducts is submitted in a named manner and the Whistleblower expressly requests it, it must be ensured that it is transmitted anonymously to all those involved in its management and processing.
- In the situation where Employees who, by virtue of the functions they perform at BPI, namely in the Internal Audit, Risk Management or Compliance areas, and considering the indirect nature of the knowledge of the fact/situation in which they participate, the report must be named, otherwise they will not be admitted.
- In cases where, for the investigation of the reported facts, it is required to obtain additional elements/information from the Whistleblower, the failure to provide a postal or electronic contact address, or if provided, the Whistleblower does not cooperate or fails to provide the requested information, will lead to the dismissal of the reported misconduct.
- For internal and external misconducts to be admitted for further investigation, they must meet the following criteria:

- i. It concerns the irregular/illegal conduct of Employees, Members of BPI's governing bodies or natural or legal persons who, although not classified as Employees, provide services to BPI, in their own name or on behalf of third parties.
  - ii. It must not be submitted by a third party.
  - iii. It is based on concrete and objective indications/facts, whenever possible, proven by documentary evidence, describing in detail and clearly the irregular/illegal conduct committed, the date on which it took place and the Employees involved.
  - iv. It does not fall under the judicial / police jurisdiction.
  - v. It is presented in good faith.
- For the purposes of the provisions of the preceding paragraph, a report of misconducts is deemed to be false or made in bad faith if it is deliberate and manifestly unfounded, or if it falsifies the identity of the Whistleblower, if it is not anonymous, or if it states facts that are untrue or involves persons who had no connection with the events reported. The submission of a report under these conditions shall be handled in accordance with the legal and/or disciplinary provisions in force for the purpose, whenever the seriousness of the matter so requires.

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## 4 | MISCONDUCTS PROCESSING

- Without prejudice to the legal powers of the Audit Commission as BPI's supervisory body, in matters of reporting misconducts, BPI's Compliance Department, in coordination with this Commission, is responsible for the management and Misconducts Processing received under this Policy.
- Notwithstanding the above, the management of internal misconducts is performed through the Channel for Enquiries and Complaints, whose responsibility is delegated to the Compliance Department of CaixaBank.
- Considering what is stated in the previous paragraphs, once a report of internal or external misconducts is received, it shall be registered, sequentially numbered, in a specific computer support, its admissibility shall be verified and, if applicable, the procedure to be followed to investigate the reported facts shall be decided.
- Once the content of the report of internal or external misconducts has been analysed, should it concern an Employee performing Essential Functions or belonging to BPI's Governing Bodies, or should a significant reputational, financial, or penal impact be identified ("serious misconducts"), the Audit Commission should be consulted for the purpose of defining the procedure to be followed to investigate the facts reported.
- To investigate the reported facts, any fact-finding measures deemed necessary may be taken, including contacting the Whistleblower, if known, as well as other Bank departments that may contribute to the respective investigation.
- If the person(s) affected by the reported misconduct has/have a family relationship or affinity with any of the Bank's Employees involved in the respective management, processing or investigation, the latter shall not be allowed to intervene in the case and shall be replaced by another Employee who does not report to him/her hierarchically.
- When made in writing, the Whistleblower will receive a communication, within a maximum of 7 (seven) days from receipt, stating the admissibility/inadmissibility of the report, except in cases where the report is anonymous, and a postal or electronic contact address was not provided.

- Similarly, where such transmission does not jeopardise the purposes of the reporting procedure, the reported misconduct shall be transmitted to the superior level of those subject to the whistleblowing and, where appropriate, to their competent supervisory authority.
- Whenever legal issues arise in the process of analysis and processing of misconducts and in the preparation of the response to the Whistleblower or of the reporting to the competent supervisory authority, BPI's Legal Department should be consulted, and, for this purpose, whenever deemed convenient, data on the respective situation should be anonymised. Exceptions to this rule are matters concerning misconducts in which employees of BPI's Legal Department are or may be involved, in which case legal support must be obtained from a competent external entity.
- Upon completion of the investigation into the misconduct reported, a report shall be prepared containing the steps taken (or, as applicable, the reasons for not taking any steps), the conclusions and respective reasoning.
- In case of reports of serious misconducts, the Audit Commission should be informed of the report referred to in the preceding paragraph and may request clarifications and/or additional investigation measures as it deems appropriate.
- Once the period of 15 (fifteen) days has elapsed following the conclusion of all the steps taken to manage the misconduct report, the response should be sent to the Whistleblower, if this has been expressly requested.
- In any case, if within 3 (three) months from the reception of the misconduct report the necessary diligent investigations and management acts required in the specific case are not concluded, the Whistleblower (if known) and the Audit Commission (in case of serious misconduct) will be informed of the continuation of the investigation of the facts.
- The reports of misconducts received, as well as the reports that gave rise to them, should be kept on paper, or on another durable medium that allows their full reproduction, for a period of 5 (five) years from the date of their receipt or 7 (seven) years for the case of reports under Article 20(5), of Law No. 83/2017.
- Notwithstanding the time limits referred to in the previous paragraph, the reports of misconducts received shall also be kept for the duration of any legal or administrative proceedings that may have been instituted concerning such misconducts.

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## 5 | PROTECTION OF THE WHISTLEBLOWER

- Any kind of reprisal (in whatever form), retaliation, discrimination or other unfair treatment against the Whistleblower is expressly forbidden and will not be tolerated.
- Considering the provisions of the preceding paragraph, reports of misconducts made under this Policy cannot, by themselves, serve as grounds for BPI to institute any disciplinary, civil, or criminal proceedings or other discriminatory employment practices in relation to the Whistleblower or the Employees involved in the investigation of misconducts, without prejudice to the provisions of the following paragraph.
- The acts set out in Article 21 of Law No. 93/2021 of December 20 are presumed, until proven otherwise, to be motivated by the reporting of misconducts.
- The disciplinary sanction applicable to the Whistleblower up to two years after the misconducts have been reported shall be presumed abusive unless it is based on facts unrelated to the misconduct.

- The duty of protection referred to in the law and in this Policy shall be waived in situations where, during investigations, it is concluded that the Whistleblower or Employees who have been involved in the investigation of misconducts:
  - a) were involved in the reported misconducts.
  - b) acted in bad faith.
- In the situations described in the preceding paragraph, once the Whistleblower and the Employees involved in the investigation of misconducts have been heard, BPI must deal with the matter in accordance with the legal and/or disciplinary provisions in force for the purpose, whenever the seriousness of the matter so requires.
- Within the scope of a report of misconducts, should the Whistleblower and the Accused exercise functions at the same workplace, BPI will assess the need to adopt measures that enable the elimination of this fact.
- In any case, the protection conferred by this Policy is extended to Employees who assist the Whistleblower in the reporting procedure and whose assistance must remain confidential, as well as to Employees who have intervened in the investigation of misconducts and who may be the target of retaliation in a professional context.

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## 6 | CONFIDENTIALITY AND PERSONAL DATA PROTECTION

- Under the terms of the applicable legislation, the confidentiality of the identity of the Whistleblower (if known), of those involved in the misconduct reported and of any third parties mentioned in it, is guaranteed.
- For the purposes of the preceding paragraph, the identity of the persons referred to shall only be disclosed to Employees involved in the investigation of the facts reported and only when such disclosure is essential for this purpose.
- The communication of personal data collected within the scope of the reporting of misconducts to supervisory authorities or to police and judicial authorities, within the scope of compliance with legal and regulatory obligations or judicial decisions, is an exception to the provisions of the previous paragraph. In these situations, the disclosure of information must be preceded by a written communication to the Whistleblower, indicating the reasons for disclosing the concerned confidential data, except if the provision of such information compromises the related investigations or legal proceedings.
- The personal data that are clearly not relevant for the treatment of the misconducts reported are not kept and should be immediately deleted, in accordance with the Data Protection Policy and complementary internal regulations in force at BPI.
- The data storage period is limited to the minimum and is kept for the periods necessary for the purposes for which it is collected and processed, as well as to meet the legal and regulatory obligations applicable to BPI or to defend the Bank in legal proceedings.

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## 7 | ANNUAL REPORT

- In compliance with the legislation in force, the Audit Commission, in collaboration with BPI and CaixaBank's Compliance Department and BPI's Internal Audit Department, prepares an annual report with a summary indication of the reports of misconducts received and their processing, which must be submitted to the Bank of Portugal under the terms laid down in the regulations in force.

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## 8 | APPROVAL, MONITORING AND PUBLICATION OF THE POLICY

- BPI's Compliance Department is responsible for the initiative of revising this Policy and submitting to the Board of Directors the observations or proposals for its revision that it considers appropriate.
- This Policy should be reviewed at least every three years or whenever significant changes occur in the legal or regulatory framework, the business strategy, or the organisational structure of the Bank.
- The Internal Audit Department, as the third line of defence, carries out in coordination with the Audit Commission a periodic, central, and independent internal evaluation of the implementation and compliance with this Policy, with a scope that contemplates the requirements foreseen in the applicable legislation and regulations. The results of this internal assessment are included in a specific report that includes the required measures to correct any weaknesses detected and will be reported to the Audit Commission.
- To enable continuous monitoring and follow-up, BPI's Compliance Department, in collaboration with CaixaBank's Compliance Department, will periodically prepare a report on the management and treatment of reports of internal and external misconducts received, with special reference to serious misconducts, to be submitted to the Audit Commission.
- Exceptions to the provisions of the previous paragraph are the reports concerning the management and processing of misconducts where the external misconduct involves Employees working for BPI's Compliance Department, which must be periodically submitted to the Audit Commission by the Internal Audit Department.
- This Policy will be published on BPI's website and intranet.

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## 9 | ANNEX 1: DEFINITIONS

For the purposes of this Policy, the following definitions shall apply:

### CaixaBank Group

- Refers to the group of companies directly and indirectly controlled by CaixaBank, S.A. BPI Bank is an integral part of CaixaBank Group.

### BPI

- Refers to Banco BPI, S.A. as a company incorporated under Portuguese law whose corporate object is the exercise of banking activities and other related activities permitted by law.

### Channel for Enquiries and Complaints of CaixaBank Group

- A means of communication, applicable to all the companies of the CaixaBank Group, which is available to all Employees (including those outsourced) and Members of BPI's Management and Supervisory Bodies.
- Through this channel, misconducts may be reported regarding the scope of BPI's Code of Ethics and Operating Principles, Anti-corruption Policy, Criminal Compliance Policy and Code of Conduct for the Securities Market, or any other policy or internal regulation applicable to the companies of the CaixaBank Group.

### Whistleblower

- A natural person who denounces or publicly discloses an offence based on information obtained during his/her professional activity. The fact that the complaint or public disclosure of an infringement is based on information obtained during a professional relationship that has ended, as well as during the recruitment process or during another pre-contractual negotiation stage of an existing or unformed professional relationship, shall not preclude a natural person from being considered as a Whistleblower.

### Act of retaliation or omission

- An act or omission which, directly or indirectly, occurring in a professional context and motivated by a report of misconducts, causes, or may cause the Whistleblower, in an unjustified manner, to suffer pecuniary or non-pecuniary damage. Threats and attempts at acts and omissions are also considered acts of retaliation.

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