

TABLE OF CONTENTS

- 1 | INTRODUCTION 2
 - 1.1 Scope 2
 - 1.2 Objectives 2
 - 1.3 Main Impacts of the Policy 3
- 2 | SCOPE OF APPLICATION 3
 - 2.1 Subject Persons 3
 - 2.2 Associated Persons 4
- 3 | STANDARDS AND APPLICATION RULES 4
- 4 | GENERAL PRINCIPLES OF CORRUPTION RISK MANAGEMENT 4
 - 4.1 Extortion, Bribery, Influence Peddling and "Facilitation Payments" 5
 - 4.2 Gifts 5
 - 4.3 Travel and Hospitality 7
 - 4.4 Relationship with Public and Political Institutions 7
 - 4.5 Sponsorships 8
 - 4.6 Donations 8
 - 4.7 Suppliers 9
- 5 | GOVERNANCE FRAMEWORK 9
- 6 | CHANNELS FOR ENQUIRIES AND REPORTS OF MISCONDUCTS10
- 7 | CONTROL ENVIRONMENT11
- 8 | INFORMATION AND REPORTING11
- 9 | POLICY UPDATE12
- 10| ANNEX I - DEFINITIONS12
- 11| ANNEX II - ALERTS14
- 12| ANNEX III- APPLICABLE LAW16
- 13| ANNEX IV- REPORTING IRREGULARITIES16
- 14| ANNEX V - CONCEPT OF PUBLIC OFFICIAL17

1 | INTRODUCTION

1.1 Scope

- Banco BPI, S.A. (hereinafter "BPI", "Entity", "Institution" or "Bank") is a CaixaBank Group credit institution which engages in banking activity, including ancillary, connected or similar operations compatible with such activity and permitted by law, and which adopts, with the necessary adaptations, the corporate policies of CaixaBank.
- CaixaBank has a Corporate Anti-Corruption Policy applicable to all Group entities, namely its subsidiaries, which defines the fundamental operating principles for the prevention of corruption.
- BPI completely repudiates the practice of any conduct which, directly or indirectly, may be related to acts of corruption in all its forms, including extortion and bribery. It guides all its activity by the core principles of respect and compliance with the law and other regulations in force at any given moment, as well as by the highest standards of responsibility and rigour¹.

¹ The legislation and other regulations related to the subject matter of this Policy, developed, and applied by the several national, community and regulatory bodies, are set out in Applicable Legislation, which constitutes the general legal and regulatory context of this Policy.

- Within this framework, the Board of Directors has approved this Anti-Corruption Policy (hereinafter "Policy"), which is aligned with CaixaBank's Corporate Anti-Corruption Policy, as an essential tool to prevent that both BPI and the companies directly or indirectly controlled by it or the external entities with which it maintains relationships (including service providers), directly or through an intermediary, from engaging in conduct which may constitute practices contrary to the law and BPI's ethical and operating principles, namely, respect, integrity, transparency, excellence, professionalism, confidentiality and social responsibility.
- BPI takes an active stance of refusal in the face of any type of corruption in the different markets where it operates, implementing this Policy, which complements BPI's Code of Ethics and Operating Principles and is an integral part of BPI's Criminal Prevention Model, aligned with the highest international standards. If, in a certain country of operation, internal legislation is more demanding than this Policy, the former will be applied instead of the latter.
- This Policy is available for consultation on the intranet and on the Internet at BPI's website.

1.2 Objectives

- The main objectives of this Policy are:
 - To convey to all Employees and members of the governing bodies BPI's commitment to ensuring that its activity is always based on respect for the laws and regulations in force, as well as in the promotion and defence of its corporate values and the principles defined in the Code of Ethics of BPI and in the absolute rejection of any type of conduct which directly or indirectly may be related to corruption.
 - To establish the standards of conduct which must govern BPI's activity, as well as that of all Employees and members of the governing bodies. The policy establishes a set of diligence measures designed to avoid celebrating contractual relationships with third parties which fail to comply with current regulations, or which may come to infringe BPI's values.
 - To ensure before the shareholder, Clients, suppliers, judicial bodies and society in general that BPI fulfils its duties to supervise and control its activity by establishing adequate measures to prevent

or reduce the risk of the practice of corruption crimes and that, therefore, the duties of supervision and control referred to in article 11 of the Portuguese Criminal Code are exercised, with the aim of avoiding that the misconduct of one or more Employees and/or members of governing bodies implies criminal liability for BPI.

1.3 Main Impacts of the Policy

| | | |
|--|-------------------|---|
| Gifts | Acceptance | <ul style="list-style-type: none"> - Prohibition of accepting gifts of any amount intended to influence any BPI Employee. - In any other case, prohibition of accepting gifts with a maximum total aggregate amount (per year) of €150 for each giver, directly or through an intermediary: - Prohibition of accepting gifts from public officials/public authorities or suppliers involved in selection processes. - Prohibition of accepting gifts in cash or equivalent. |
| | | <p>The Policy excludes:</p> <ul style="list-style-type: none"> - Gifts from BPI to its Employees or between Employees. - Invitations to meals related to BPI's normal business activity, whenever reasonable in the context of the professional relationship. |
| | Delivery | <ul style="list-style-type: none"> - Only gifts from the institutional catalogue can be offered; - It is prohibited to offer Gifts to public officials/public Authorities. |
| Travel and hospitality expenses | | <ul style="list-style-type: none"> - Invitations shall be considered addressed to BPI. - Invitations should be reasonable, not excessive, or extravagant. - Travel, accommodation and representation expenses shall always be borne by BPI. |
| Sponsorships | | <p>Any compensation obtained beyond what is strictly established in the sponsorship agreements will be considered a gift.</p> |

TABLE OF CONTENTS

2 | SCOPE OF APPLICATION

2.1 Subject Persons

- Subject Persons to this Policy are all Employees and members of BPI's governing bodies.
- Subject Persons will receive specific training in order to ensure adequate knowledge of the Policy and the development of an ethical culture of integrity and respect for regulatory compliance.

- Non-compliance with this Policy will lead to disciplinary responsibility to be applied by the competent body at BPI.

2.2 Associated Persons

- Within the framework of mutual trust and collaboration established between BPI and all the Associated Persons, BPI expects that they adopt adequate measures to ensure fair market behaviour and competition. Therefore, whenever the specific circumstances allow it, the adoption of this Policy or of the principles underlying it will be promoted by the Persons Associated with BPI, including suppliers, intermediaries and agents who act in the name and on behalf of BPI.
- BPI will ensure that Associated Persons are aware of this Policy and that they act in accordance with standards of conduct and similar principles to those set out herein.
- Non-compliance by the Associate Parties with the provisions of this Policy will result in the termination of the contractual relationship established between the Parties.

[TABLE OF CONTENTS](#)

3 | STANDARDS AND APPLICATION RULES

- This Policy is governed by the applicable regulations in force, as well as by any regulations that may amend or replace them in the future.
- In addition, BPI will apply the following due diligence procedures:
 - Due diligence procedures will be provided in the processes of selection and maintenance of relationships with people who are linked with the organisation, especially with regard to its Employees, in order to ensure alignment with BPI's values and maximum compliance with the law and internal ethical values.
 - BPI will ensure, in all its recruitment processes, that the candidate has the technical qualifications and experience previously required, in accordance with an appropriately documented procedure. Personal/family relationships cannot be taken into consideration for the purposes of hiring persons who do not comply with the selection criteria.
 - The hiring of Associated Persons by BPI must comply with objective criteria, ensuring that there are no influences determined by economic or other ties. BPI will require the adoption of adequate measures to ensure the maintenance of market competition, avoiding any conduct contrary to legislation in force and to the guiding principles of its activity.
 - BPI, through its policies and KYC (Know Your Client) procedure will carry out a proper process of knowledge, acceptance and follow-up of Clients.

[TABLE OF CONTENTS](#)

4 | GENERAL PRINCIPLES OF CORRUPTION RISK MANAGEMENT

- Corruption in the broad sense is a practice of acts that, given its impact on both companies and society, should be prevented and eliminated.

- The principles which govern this Policy and on which BPI's actions to control and manage the risk of corruption will be based are:
 - Absolute rejection of any action or omission related directly or indirectly to acts of corruption. This includes situations in which the Subject Person places him/herself in a position of conscious or deliberate ignorance in relation to acts he/she had an obligation to know.
 - Prohibition of illegal actions and/or actions that are not aligned with the rules in force, including the provisions of this Policy, with the pretext that they are acting in the best interest of BPI, regardless of the economic benefit generated.
 - Obligation of the Subject Persons to report any facts of which they become aware that are contrary to this Policy. This reporting should be made through the reporting channels provided by BPI.
 - Respect for the highest standards of loyalty towards the market, in compliance with the rules of free competition.
- This Policy is an integral part of BPI's Criminal Prevention Model, whereby the principles set out therein are of direct application.
- Additionally, this Policy establishes the following standards of action:

4.1 Extortion, Bribery, Influence Peddling and "Facilitation Payments"

- BPI prohibits the practice of all conduct which may constitute or be related to extortion, in its several manifestations.
- BPI therefore rejects any conduct which could constitute bribery or attempted bribery of public officials or authorities, whether directly or indirectly, or through an intermediary. Accordingly, it is expressly forbidden to provide Gifts, goods or services to authorities or their employees for them to perform their duties or carry out an illegal act.
- Any practice that may constitute influence peddling is prohibited.
- The so-called "facilitation payments" in any form are also prohibited.
- Gifts may only be received and offered under the conditions set out in this Policy.
- Any action suspected of involving any of the conduct described must be communicated immediately through the reporting channel established at BPI.

4.2 Gifts

Acceptance of Gifts by Subject Persons

- It is prohibited to accept, directly or indirectly, any type of Gift and of any value that implies a breach of obligations by the Subject Person and the direct or indirect favouring of the person or entity that grants them in the context of the procurement of goods or services.
- In all other cases, that is, when the offer does not imply a breach by the Subject Person of their obligations or the direct or indirect favouring of the person or entity granting them, the criteria that shall govern the acceptance of Gifts are the following:
 - Regarding the amount:
 - . The amount of the Gift may not exceed €150 or the equivalent in another currency. The criteria for their quantification shall be based on the approximate market value and not on the acquisition cost. In the case of a Subject Person who receives multiple Gifts from the same

person (natural or legal) in a 12-month period, the €150 limit is applied to the aggregate value of all the Gifts.

. It should be appropriate and proportionate to the circumstances, admitted by custom and practice and in accordance with sectoral practices that may exist.

. Its purpose must fit in with traditional or personal celebrations (such as birthdays) and constitute a small token of attention or courtesy.

- Exceptionally, for Gifts exceeding €150, the Compliance Department may be asked to give an opinion when extraordinary circumstances so justify. In these situations, acceptance of the gift is conditional on the prior authorisation of the Compliance Department, which will be given through the channel made available for this purpose.
- The Gift must be voluntary and may not have been previously requested and may not generate expectations of reciprocity in the giver.
- Gifts should be received at the workplace and not at the private home, at home of relatives or other close persons. If for some circumstance beyond the control of the parties and duly justified, this is not possible, the Compliance Department must be informed, with the knowledge of the hierarchical superior.
- The acceptance of Gifts, directly or indirectly, is expressly prohibited in any of the following circumstances:
 - The gift comes from a public entity or official.
 - The gift comes from natural or legal persons, when they are in selecting and contracting processes for the supply of goods or services to BPI or any entity directly or indirectly controlled by it, and whenever the Subject Person who receives the gift participates in the decision-making process.
 - The gift is made in cash or equivalent (e.g., Gift-Voucher), regardless of the amount.

The gifts received in an institutional context, which make its refusal impossible, and which do not comply with the acceptance requirements, should be accepted institutionally, but refused on a personal basis, and should be delivered to the Communication and Brand Department.

All and any offers must be communicated to the Compliance Department for analysis and decision as to the course of action.

Gift Offers by BPI

- General rule:
 - Only institutional gifts under €150 and which are included in the approved institutional catalogue can be offered. Exceptionally, the areas that manage Institutional Relations, after prior communication to the Compliance Department, may authorise the delivery of Gifts not foreseen in the catalogue, providing these prove to be proportional to the relationship with the recipient and are accepted by the social customs and culture of the Entity. These Gifts should preferably include corporate identification and logo, in compliance with the respective application standards.
 - Institutional gifts must in any case comply with the following requirements:
 - . Be worth more than €15 and less than €150 (gifts under €15 and those associated with commercial campaigns are not considered as Gifts).
 - . Alignment with the social uses, values, and culture of the Entity.
 - . Include the corporate identification.

. Be included in the institutional catalogue approved annually by the Communication and Brand Department, including those referring to festive seasons.

. Include, preferably, the corporate logo (complying with the respective application standards).

- The offer of Gifts to public entities and officials is prohibited. Exceptionally, and whenever national legislation does not expressly prohibit it, the offer of Gifts may be carried out with the authorisation of the Communication and Brand Department, after prior opinion of the Compliance Department, which, whenever legal issues arise, may consult the Legal Department.

▪ Exclusions

The following are excluded from the rules set out in Gifts:

- BPI's Gifts to Subject Persons and from Subject Persons to each other, whether there is or not a hierarchical relationship.

- Gastronomic invitations made during the professional relationship in force, whenever reasonable in the business context in which they take place.

4.3 Travel and Hospitality

Hospitality offers from third parties:

- Invitations to events or other activities organised by suppliers or other third parties are deemed to have been addressed to BPI, whereby travel and accommodation expenses arising therefrom shall always be the responsibility of BPI and shall always be paid directly to the respective service provider, in accordance with the internal rules governing Employee expenses.
- For this purpose, invitations to events or other activities carried out by any entity of CaixaBank Group, to its Employees and/or business areas are excluded from the rule above.
- Travel, accommodation and representation expenses must comply with the following criteria:
 - They must be reasonable, so as not to suggest the assumption that some different benefit is being paid, to carry out an action or omission with a view to obtaining any undue advantage, or to allow the perception of less discreet or less frugal attitudes by the Subject Person.
 - They must be related to BPI's activity.
 - They should always be considered as institutional expenses, so that the decision to make these payments always requires the written authorisation of the hierarchical superior.

Hospitality offers from BPI:

- The above criteria shall also apply to the payment of travel and hospitality expenses by BPI to third parties.

4.4 Relationship with Public and Political Institutions

- BPI will always comply strictly with the legislation on the financing of political parties.
- Donations and/or contributions to political parties and entities related to them, formed under the terms of article 13 of the Law on Political Parties, are prohibited. Total or partial debts forgiveness to political parties are prohibited. For this purpose, forgiveness of debt means the total or partial

extinction of the right to capital or interest due under the credit in question or the respective renegotiation with a view to applying an interest rate.

- BPI will participate in regulatory processes on matters relevant to the financial sector, both at a national and international level, whenever invited or requested by the respective regulatory authorities. BPI will not hire direct lobbying or interest representation services to express its position before the authorities and will disclose its positions at the associations to which it belongs or transmit them directly through the legally established channels, acting throughout the process in compliance with its operating principles as set out in BPI's Code of Ethics, in this Policy and in other regulations in force.

4.5 Sponsorships

- The attribution of sponsorships is aimed at granting economic support/contributions to sponsored entities for carrying out their institutional, corporate, social, sporting, cultural and scientific activities, among others, in exchange for a commitment to collaborate in the dissemination and publicity of BPI, as well as other compensations such as, for example, hospitality agreements (free entrance to events, discounts for Clients).
- In any case, the attribution of sponsorships must serve and be directed at strengthening BPI's brand and business.
- Any area considering the possibility of supporting an activity through sponsorship should consult the area responsible for sponsorship management, which will be responsible for clarifying any doubts arising in this domain. It will also decide whether a given activity may be the subject of sponsorship, ensure strategic alignment in the allocation of sponsorship and implement procedures to ensure this.
- The procedures will include the implementation of controls which ensure that no sponsorship is given to activities which are contrary to this Policy and to BPI's Code of Ethics.
- When sponsorship is granted on a decentralised basis, whether at national or international level, the criteria indicated above must be observed.
- Any consideration granted in addition to that set out in the sponsorship agreement shall be considered a Gift and, for this reason, shall be subject to compliance with the requirements established in this Policy.

4.6 Donations

- , Within the scope of its social responsibility, BPI grants donations to institutions for social, cultural, scientific, or similar activities.
- BPI collaborates with and on behalf of the "La Caixa" Banking Foundation in the pursuit of its social objectives, extending them to the entire scope of BPI's operations.
- Consequently, donations will be made to non-governmental organisations and other social institutions, which must be justified by the social work of the "La Caixa" Foundation and be in accordance with its lines of action in its charitable activity, establishing appropriate procedures for this purpose.
- These procedures will include controls aimed at ensuring that donations and other contributions attributed to non-governmental organisations and other social sector institutions cannot be used as a subterfuge to carry out practices contrary to BPI's Code of Ethics, other internal regulations and the law.

4.7 Suppliers

- BPI will contract with its suppliers in a competitive basis, establishing for this purpose mechanisms to fight all forms of corruption.
- As set out in BPI's Supplier Code of Conduct, suppliers will not accept or offer gifts, advantages, favours or gratuities aimed at improperly influencing their commercial, professional, or administrative relationships.
- A non-exhaustive list of facts which may potentially be related to acts of corruption is presented in the Alerts section of this Policy, to which BPI Employees must pay special attention in dealings with third parties, including suppliers.

[TABLE OF CONTENTS](#)

5 | GOVERNANCE FRAMEWORK

- The governance structure, roles and responsibilities of the different stakeholders involved in this Policy are the following:

BPI's Board of Directors

- As the body ultimately responsible for defining BPI's general strategies and policies, it has the responsibility of approving this Policy, the objective of which is to ensure the exercise of activity in strict compliance with the law and the principles laid down in its Code of Ethics, reaffirming the strong desire to maintain a course of action which ensures the rejection of any conduct which directly or indirectly may be related to corruption.

Risk Commission

- Advisory and support Commission to BPI's Board of Directors, which exercises, among others, the following responsibilities:
 - Proposes to the Board of Directors the approval of this Policy.
 - Advises the Board of Directors and the Audit Commission on BPI's overall current and future risk appetite and its strategy in this regard, informing it of the risk appetite structure, monitoring the implementation of this strategy to ensure that BPI's actions are consistent with the previously decided risk tolerance level and monitoring the degree of adequacy of the risks assumed in the established profile.
 - Examines BPI's information and risk control processes, as well as information systems and indicators.
 - Values regulatory compliance risk within its sphere of action and decision making, understood as the management of the risk of penal or administrative sanctions, financial, material, or reputational losses which BPI may incur as a result of non-compliance with laws, rules, regulatory standards and codes of conduct, detecting any risk of non-compliance and following up on it and analysing any possible mismatches with deontological principles.
 - Proves that BPI has the means, systems, structures, and resources in line with the best practices to implement the corruption risk management strategy.

Audit Commission

- Supervises the efficiency of the internal control system, ensuring that the established Policies and systems are effectively applied, and evaluates the efficiency of the financial and non-financial risk management systems, aiming at exercising its supervisory function as a management body in

matters of Anti-corruption Policy, namely proposing to the Board of Directors the approval of this Policy.

Global Risk Committee

- Is responsible for managing, controlling and monitoring, on an overall basis, the credit, market, operational, concentration and reputational risks and any other risks affecting BPI, in addition to the implications for the management of solvency and the consumption of capital. For this purpose, it analyses BPI's global risk positioning and establishes Policies that optimise risk management within the framework of its strategic objectives.
- Is responsible for adjusting the Anti-Corruption strategy to that established in the risk appetite declaration issued by the Board of Directors, coordinating measures to mitigate non-compliance, the mechanisms for reacting to early warnings and keeping the Board of Directors informed, through the Risk Commission, of the main lines of action and the situation of BPI's risks.

Corporate Criminal Management Committee

- CaixaBank's first level Committee, with autonomous powers, responsible for ensuring corporate supervision of the operation and compliance with the Criminal Prevention Model, which may for this purpose ask questions, request information, propose measures, initiate investigation processes or request the execution of all the procedures it deems necessary related to the prevention of infractions and the management of the Criminal Prevention Model.
- This committee is multidisciplinary and depends hierarchically on CaixaBank's Global Risk Committee to which it will report at least once every six months and, in any case, whenever the Corporate Criminal Management Committee deems it appropriate.
- The Corporate Criminal Management Committee will also inform CaixaBank's Board of Directors and the Executive Bodies through the Risk Commission of CaixaBank' (without prejudice to the functions attributed to CaixaBank's Audit and Control Committee in the supervision of the internal control system and existing Channels for Enquiries and reports of misconduct in cases in which the Corporate Criminal Management Committee itself decides to submit matters to CaixaBank's Board of Directors.

TABLE OF CONTENTS

6 | CHANNELS FOR ENQUIRIES AND REPORTS OF MISCONDUCTS

- With the aim of facilitating compliance with BPI's Code of Ethics, the BPI has duly publicised channels through which any questions can be submitted concerning the interpretation or practical application of the Anti-Corruption Policy and other related regulations, as well as for the communication of any event which may be contrary to its provisions.
- Enquiries and reports of misconduct will be managed and resolved through a rigorous, transparent, and objective procedure, safeguarding the confidentiality of the persons concerned and involved in the facts and conduct being reported.
- BPI will not tolerate any reprisal against anyone who, in good faith, communicates events or situations which may be considered prohibited by this Policy. In this context, BPI works continuously to improve and align these communication channels with best market practices.

TABLE OF CONTENTS

7 | CONTROL ENVIRONMENT

- BPI promotes a risk culture which fosters control and compliance, as well as the implementation of a robust internal control structure which covers the entire organisation and allows fully informed decisions to be taken on the risks assumed.
- Within this context, and in a similar way to what was established at CaixaBank, BPI's organisation is structured according to the model of the three lines of defence:
 - **First line:** Comprises the business and support areas. These areas are primarily responsible for carrying out the activity that creates the potential for risk, and thus, in carrying out their activities, they must guarantee correct risk assessment and management.
 - **Second line:** It operates independently from the business areas and its role is to guarantee the existence of Risk Management and Control Policies, monitor their application, evaluate the control environment, and report all the Group's material risks. The second line is composed of the following functions:
 - . Risk Management Function: Responsible for identifying, measuring, delimiting, monitoring, and disclosing risks at the Entity level in a segmented manner. This function constitutes a key element for ensuring the effective implementation of a risk management structure and its Policies, as well as for providing a global vision of all of BPI's risks.
 - . Compliance Function: Responsible for ensuring that BPI operates with integrity and in strict compliance with applicable laws, regulations and internal policies.
 - **Third line:** The Internal Audit Function, as the internal control function which, by means of an independent, systematic, and disciplined approach, audits, assesses and proposes recommendations for improvements in BPI's activities. Particularly, Internal Audit will exercise its functions on the performance of the first and second lines of defence in matters of Anti-Corruption Policy.

[TABLE OF CONTENTS](#)

8 | INFORMATION AND REPORTING

- Establishing an adequate reporting structure is critical to managing corruption risk.
- The main reporting/information objectives are the following:
 - Provide the Governing Bodies, in a timely manner, with accurate, clear, and sufficient information that facilitates decision-making and allows verification that the company is acting in accordance with the legal and regulatory provisions in force, as well as complying with the applicable internal rules.
 - Provide the information requested by supervisory, police and judicial authorities.
 - Keep shareholder, as well as BPI's stakeholders, informed of the principles of action on corruption.
 - Provide those responsible for the different areas, in particular the areas managing this risk and to the control areas, with the necessary data to carry out the controls associated with BPI's strategy in terms of Anti-Corruption Policy.

[TABLE OF CONTENTS](#)

9 | POLICY UPDATE

- This Policy will be submitted to the Board of Directors for review every two years.
- BPI's Compliance Department, as the body responsible for this Policy, must review its content annually and, whenever it deems pertinent, may propose modifications which will be submitted for the approval of the Board of Directors, after hearing the Risk Commission and the Audit Commission.
- Additionally, the Policy may be updated at any time, when BPI's Compliance Department has identified the need to change for the following reasons:
 - Changes in legislation and/or regulations;
 - Change in business objectives and strategy;
 - Changes in management processes;
 - Changes following the results obtained in the monitoring and control activities;
 - New Policies or modifications to existing ones that affect the content of the Anti-Corruption Policy;
 - Modification of the organisational structure which implies a change in the functions of corruption risk management.
- As a review procedure, BPI's Compliance Department:
 - Shares the results of the analysis carried out with the other BPI structures involved in the management of corruption risk and will carry out any necessary changes;
 - Includes a summary of the revision in Version Control at the beginning of this Policy;
 - Proposes that the Global Risk Committee present the revision of this Policy to the Risk Commission and the Audit Commission, which will analyse its conformity prior to appreciation by the Board of Directors.
- In situations where updates take place outside the established period (biennial review), if they are immaterial, they may be approved by the Global Risk Committee. For these purposes, immaterial updates are considered those resulting from organisational changes without implications for the corruption risk management functions, typographical corrections or those resulting from the update of documents referenced in this Policy. The Global Risk Committee will always be informed of any immaterial changes that may occur. If the Global Risk Committee considers it appropriate, it may inform the Risk Commission and the Audit Commission of these changes, and these Commissions, in turn, will decide whether to inform or not the Board of Directors.
- The People and Talent Department is responsible for ensuring the accessibility and archiving of this Policy.

[TABLE OF CONTENTS](#)

10 | ANNEX I - DEFINITIONS

CaixaBank Group

- Refers to CaixaBank, S.A. and its subsidiaries. Banco BPI, S.A. is an integral part of CaixaBank Group.

Banco BPI

- Company incorporated under Portuguese law, whose corporate purpose is the exercise of banking activities and other related activities permitted by law, as well as other companies controlled directly or indirectly by it.

Associated Persons

- Natural or legal persons who maintain a commercial/business relationship with BPI. By way of example, this category includes Employees of the natural or legal persons with whom BPI maintains commercial/business relationships, irrespective of their nature, including, among others, persons who provide services through temporary employment companies or by way of academic agreements; relationships with intermediaries, agents, brokers, external consultants or other natural or legal persons contracted to supply goods or provide services.

Subject Persons

- Persons to whom this Policy is directly applicable.

Suppliers

- Service providers or other suppliers of goods, portuguese or foreign, who maintain professional/commercial relationships with governments or other public entities.

Sponsorship

- Financial or other type of support that is given to another person or organisation to carry out its activities, with the purpose of obtaining publicity and attracting business.

Conflict of interest

- A divergence or collision between the professional duties and/or interests of a natural or legal person and the private interests of another natural or legal person which unduly influences the performance of their duties and responsibilities.

Corruption

- Fraudulent conduct consisting of offering, promising, giving or accepting an undue pecuniary or non-pecuniary advantage, to or by a public official, employee or representative of a private company, directly or indirectly, with the aim of obtaining or maintaining a business or other illicit advantage. The materialisation of these acts may occur at national or international level².

² Definition given by the International Chamber of Commerce at the UN Assembly against corruption and the OECD Assembly.

Extortion

- Act of anyone who, with the aim of obtaining an economic advantage for themselves or a third party, forces another person, by means of violence or threat, to perform or omit a legal act or transaction that implies financial loss for themselves or a third party.

Public Officials:

- Politically Exposed Persons (PEPs) are considered Public Officials, as detailed in Annex IV.

Influence peddling

- Using one's own influence with a public official or public entity, taking advantage of a personal relationship with that public official or other public entity to obtain a decision that may generate a pecuniary or non-pecuniary advantage for oneself or for a third party.

Facilitation payments

- A low-amount gift made to a person – public official or employee of a private company - to obtain a favour, such as expediting an administrative procedure, obtaining an authorisation, licence, service or avoiding an abuse of power.

Gift

- Objects, services, advantages, favours, gifts, gratuities or any other physical or pecuniary gift (payments or commissions)³. This definition excludes travel and hospitality costs, which are regulated separately in this Policy.

³ For example, promotional cards, invitations to cultural, musical and sporting events, among others.

Institutional gift

- Object or other type of offer that has been previously validated by the Communication and Brand Department. As a general rule, these gifts incorporate identifying elements of BPI, such as the logo and/or the company name.

Hospitality

- Hospitality. Expenses or certain costs incurred by the organiser of an event.

TABLE OF CONTENTS

11 | ANNEX II - ALERTS

- Non-exhaustive list of facts which may potentially be related to acts of corruption, to which BPI Employees should pay special attention:

Regarding Intermediaries/Other Third Parties:

- The intermediary is known to have been involved acts of corruption in the past;
- The Intermediary does not have its headquarters, branches, or subsidiaries in the same country as the Client or the project;
- The Intermediary has no experience or connection to the activity in the country where the business will be carried out;
- The Intermediary is based or operates in countries known for high levels of corruption;
- The Intermediary is a company that does not seem to have the required infrastructure to carry out the business/service provision, for example, due to insufficient human resources or having its headquarters in a place that hinders the implementation of the project, a history of non-compliance, among others;
- The Intermediary has a relative who holds a position in the Government of a Sovereign State and/or in the Public Administration, particularly if that position is a management or decision-making position or is a senior public official in a department, body with which the Intermediary has business relationships;
- The Intermediary resisted disclosing the holding structure and identity of the members responsible for its administration;

- The Intermediary has requested that its identity be kept confidential. In the case of a legal person, when it refuses or hinders the disclosure of the identity of the owners or members of its corporate bodies;
- The Intermediary uses holding companies or equivalent structures which make it possible to conceal the holding structure without reasonable cause;
- The Client suggests or requests that an offer or negotiations for the conclusion of a contract be conducted through a specific intermediary without giving a valid reason;
- The Intermediary is suggested by a public official, especially if he/she oversees awarding contracts;
- The apparent need to use an Intermediary arises immediately before or after the award of a contract;
- The price presented is not proportional to the works/services carried out/to be carried out;
- The Intermediary requests advance payments using an interposed person to another country identified as a tax haven, or in cash via unconsolidated corporate vehicles;
- The Intermediary requests additional payments for "looking after some people", "getting a deal done", "making the necessary arrangements", or equivalent expressions;
- The Intermediary is insolvent or experiencing significant financial difficulties;
- Refusal by the Intermediary to conclude a written agreement stating that no transfer will be made to a public official, other than those expressly authorised by BPI;
- The Intermediary shows some disregard for the legal and regulatory provisions applicable to its activity;
- One of the main characteristics of the Intermediary is its influence over public official;
- The Intermediary claims to be able to help secure a contract by knowing the right people.

Regarding Gifts

- A Client's request for a family member to attend an event;
- The Client shows more interest in the characteristics of the event to which he/she is invited than in the business itself which will be discussed there.

Regarding suppliers and other contracted entities:

- The supplier is not familiar with BPI's values or is unaware of the operation and principles governing its activities;
- There have been duly substantiated warnings or complaints against the supplier in the past;
- The supplier is based or operates in countries with high corruption rates;
- The contract has a value that is too high and disproportionate to the project;
- The supplier has long-term/indefinite contractual relationships with certain subcontractors;
- The supplier expresses the need to obtain certain authorisations from a given government;
- The supplier reveals no experience in the area, yet suddenly substitutes a service provider/supplier with experience and established credits;
- The supplier is facing serious financial difficulties or has insufficient material and human resources to carry out the contracted activities;
- The contract to be concluded with the supplier is crucial for the survival of their business;

- The supplier refuses or shows resistance to accept the terms of this Policy or to agree in writing that no payments will be made to facilitate the performance of the contracted work/services;
- The supplier presents travel or representation expenses that are difficult to justify;
- The supplier requests that payments are made in cash or via tax havens;
- The supplier invoices unusual or excessive commissions in relation to the service provided or proposes to increase the commissions as a condition of continuing the business, keeping in mind that the value of these commissions had been previously agreed;
- The supplier requires or gives the impression that it prefers that its identity is not disclosed.

[TABLE OF CONTENTS](#)

12 | ANNEX III - APPLICABLE LAW

- The legal and regulatory framework considered in the context of this Policy is set out below:

European Union

- Council Framework Decision 2003/568/JHA of July 22, 2003;
- EBA Internal Governance Guidance of 2018/03/21 - EBA/GL/2017/11 (particularly guidance 101);

Portugal

- Notice no. 3/2020, of the Bank of Portugal;
- Law No. 20/2008, of April 21;
- Portuguese Penal Code;
- Securities Code;
- Legal Framework of Credit Institutions and Financial Companies;
- Portuguese Commercial Companies Code;
- Law No. 83/2017, of August 18;
- Law No. 19/2003, of June 20;
- Decree-Law No. 109-E/2021, of December 9.

[TABLE OF CONTENTS](#)

13 | ANNEX IV - REPORTING OF MISCONDUCTS

- BPI's Whistleblowing Policy

14 | ANNEX V - CONCEPT OF PUBLIC OFFICIAL

For the purposes of this Policy, "Civil servant" means the following positions and functions:

| POLITICALLY EXPOSED PERSONS | |
|---|---|
| PRESIDENT AND EXECUTIVE AUTHORITY | Heads of State, Heads of Government, and members of the Government, namely Ministers, Secretaries and Under-Secretaries of State or their equivalent. |
| LEGISLATIVE AUTHORITY | Members of Parliament or other parliamentary chambers. |
| JUDICIAL AUTHORITY | 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 of international organisations. |
| REGIONAL AUTHORITY | Representatives of the Republic and members of the bodies of self-government of autonomous regions. |
| GENERAL PROSECUTOR, OMBUDSMAN AND OTHER PUBLIC ENTITIES | Ombudsman, Councillors of State, and members of the National Data Protection Commission, the Supreme Judicial Council, the Supreme Council of the Administrative and Fiscal Courts, the Prosecutor General's Office, the Supreme Council of the Public Prosecutor's Office, the Supreme Council for National Defence, the Economic and Social Council, and the Media Regulatory Authority |
| DIPLOMATS | Heads of diplomatic missions and consular posts |
| MILITARY | Generals of the Armed Forces and the National Republican Guard (GNR) on active duty, as well as the Chief Superintendents of the Public Security Police (PSP) |
| MUNICIPAL AUTHORITIES | Mayors and Councillors with executive functions of municipal councils |
| CENTRAL BANKS | Members of the administrative and supervisory bodies of central banks, including the European Central Bank |
| PUBLIC INSTITUTES, PUBLIC FOUNDATIONS | Members of administrative and supervisory bodies of public institutes, public foundations, public establishments and independent |

| | |
|---|--|
| AND ADMINISTRATIVE ENTITIES | administrative entities, irrespective of their method of appointment |
| PUBLIC BUSINESS SECTOR | Members of management and supervisory bodies of entities belonging to the public corporate sector, including the corporate, regional and local sectors |
| PARTIES | Members of the executive bodies of political parties at national or regional level |
| INTERNATIONAL ORGANISATIONS | Directors, deputy directors and members of the board of directors or persons exercising equivalent functions in an international organisation |
| OTHER PUBLIC OFFICES | |
| PUBLIC ADMINISTRATION | Directors-General |
| METROPOLITAN AREAS AND MUNICIPAL ASSOCIATIONS | Members of a representative or executive body of a metropolitan area or other forms of municipal association |
| OTHER CIVIL SERVANTS | |
| OTHER CIVIL SERVANTS | Civil servants other than directors-general or some of the above (e.g., tax office workers) |
| | Officers of the Armed Forces, the National Republican Guard, the Police or other law enforcement authorities (e.g., Foreigners and Borders Service) |
| | Other diplomats |
| | Other magistrates, both judicial and prosecutorial |

TABLE OF CONTENTS