

Whistleblowing Policy

jp.group has implemented this Policy for the purpose of establishing a series of internal rules that regulate the process of receiving, recording and processing of reports of Offences, in accordance with the applicable legal provisions, as well as the rules, principles and values outlined in the Group's Code of Ethics and Conduct and the Policy for the Prevention of Corruption and Related Offences.

1. Object and scope

1.1. The objectives of this Policy are as follows:

- a)** Defining applicable concepts and establishing the principles that govern the reporting of offences;
- b)** Identifying whistleblowing channels and defining the respective procedures;
- c)** Establishing the roles and responsibilities of the individuals involved;
- d)** Contributing to raising employee awareness of their personal and professional duties concerning these matters and emphasising the importance of ensuring compliance with the internal procedures in place.

1.2. This Policy is applicable to all jp.group companies located in Portugal, as well as all employees and any Third Parties with which jp.group engages in business relationships (namely customers, suppliers and subcontractors). In jurisdictions where (local) laws or regulations establish more stringent rules than those outlined in this Policy, the former shall prevail.

1.3. For the purposes of this Policy, an Offence is defined as any of the intentional or negligent acts or omissions outlined and described in Article 2, paragraph 1, of Law no. 93/2021, of 20 December, as well as Article 3 of Decree Law No. 109-E/2021, including but not limited to the following:

- a)** Corrupt practices and related offences;
- b)** Health and safety violations;
- c)** Environmental violations;
- d)** Violations of privacy, personal data and network and information system security;
- e)** Public procurement;
- f)** Consumer protection;
- g)** Practices that distort competition;
- h)** Organised and economic-financial crime;
- i)** Practices of physical or moral harassment;
- j)** Discriminatory practices;
- k)** Practices contrary to the Code of Ethics and Conduct.

2. Definitions

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

- a) jp.group:** the group of companies owned and held, directly and/or indirectly, by JP Holding Services, S.A.;
- b) Management:** Person or group of persons who lead and control the organisation at the highest level;
- c) Employees:** members of the governing bodies, managers, workers and trainees;
- d) Code of Ethics and Conduct:** a document that outlines a series of principles that govern the activity of the companies that comprise jp.group, as well as a set of ethical and deontological rules to be observed by the respective members of the Governing Bodies and Employees in their relationships with Customers, Suppliers and other Stakeholders. It is also intended for third parties contracted or acting on behalf of jp.group companies, particularly in situations where the actions of the former could lead to accountability for the latter;
- e) Corruption:** offering, promising, giving, accepting or soliciting a non-due advantage of any value (financial or non-financial), directly or indirectly, regardless of the place(s) where it occurs and in violation of applicable laws, intended to incite or reward a person for an action or omission within the framework of the functions or responsibilities performed or assumed by that person;
- f) Related offences:** the crimes of undue receipt and offering of advantages, misappropriation, economic participation in business, extortion, abuse of power, prevarication, influence peddling, money laundering or fraud in obtaining or diverting subsidies, grants or credit;
- g) Unlawful act:** any intentional or negligent act or omission, voluntary or involuntary, that violates any imperative legal provision;
- h) Third party:** any natural or legal person not employed by jp.group that participates in activities promoted by the Group, or has a commercial or similar relationship with the latter, as a service provider, consultant or supplier of goods or services, directly or indirectly;
- i) Internal whistleblowing channel:** an internal digital platform provided for the submission of reports concerning the commission of unlawful acts or violations of the principles and values of jp.group, in a confidential or anonymous manner, ensuring the highest standards of information security, such as to allow the investigation and sanctioning of such acts, if justified;
- j) Report:** a situation raised by a whistleblower concerning a suspected or actual criminal conduct, unethical behaviour or any other misconduct by jp.group, or any of its employees, that leads or may lead to a violation of the Code of Ethics and Conduct, any regulations, work instructions and other internal regulations of jp.group, and/or any legally binding law or regulation;
- k) Whistleblower:** any individual who reports or publicly discloses information about violations, obtained in a professional context;
- l) Business partner entity:** external entity with which the organisation has, or expects to establish, some form of business relationship; affected by, or consider themselves as being affected by a decision or activity;
- m) Stakeholder:** A person or organisation that can affect, be affected by, or consider themselves as being affected by a decision or activity;
- n) Retaliation:** any act or omission occurring in a professional context, motivated by an internal or external report or public disclosure, that causes or may cause, directly or indirectly, unjustified material or non-material losses to the whistleblower;

o) Investigation: An investigation consists of two stages: Preliminary Investigation and Full Investigation. The first stage is conducted by the Whistleblowing Channel Manager and involves the assessment of the admissibility of the report, the examination of the respective grounds, and its forwarding to the competent investigative team(s), such as to allow the investigation of the reported situation. The second stage will be conducted by the relevant investigative unit and/or any external party appointed by the competent unit, in accordance with the applicable policies and procedures;

p) Anonymity: The identity of the whistleblower is unknown. A whistleblower is anonymous when their identity is not known to any employee (including the employees responsible for receiving reports at jp.group and authorised persons);

q) Authorised Persons: These are individuals acting strictly as whistleblowers. The Whistleblowing Channel Manager determines the individuals who are, or who may become, Authorised Persons. Authorized persons include, Whistleblower Channel Manager (systematic), Compliance Officer, Legal Department. The Management may be included in the group of Authorised Persons; however, this must be determined by the internal Whistleblowing Channel Manager on a case-by-case basis, taking potential conflicts of interest and confidentiality into special consideration;

r) Whistleblowing Channel Manager: Employee appointed to manage the receipt and processing of reports submitted through the internal whistleblowing channel.

3. Principles

The following principles should be observed within the scope of this Policy:

a) Independence and autonomy - jp.group has implemented procedures aimed at ensuring that irregularities are received, processed and archived in an independent, autonomous and impartial manner, and that all individuals with conflicting interests in the reported matters are excluded from the investigation and decision-making process;

b) Good faith and anonymity - all reports should be submitted in good faith and be based on adequate grounds. Whistleblowers may request to remain anonymous should they wish to do so;

c) Confidentiality and Data Protection - jp.group ensures the confidentiality of the reports received and the protection of the personal data of the whistleblower and the suspected perpetrator, in accordance with the applicable legislation. The anonymity of the / whistleblower, the confidentiality of their identity and the details of the report are respected and protected. Please refer to Annex I for exceptions to the principle of confidentiality. The data of the / whistleblower and/or data subjects involved in investigations are adequately recorded and/or retained and destroyed in accordance with the applicable laws, regulations, policies and procedures;

d) Non-retaliation - jp.group is not allowed to terminate, threaten, suspend, repress, harass, withhold or suspend any salary payments and/or benefits, or take any retaliatory action against any individual who reports an irregularity in a lawful manner.

4. Roles and responsibilities

4.1. Employees

The employees have the duty to immediately report any alleged irregularity of which they become aware or whose occurrence can reasonably be foreseen.

4.2. Management

Without prejudice to the provisions included in paragraph **4.1.** the Management is responsible for:

- a)** implementing, carrying out and monitoring this Policy, including the establishment of adequate procedures for ensuring compliance therewith and the provision of suitable training to all employees;
- b)** appoint a Whistleblowing Channel Manager to properly manage complaints received through the internal whistleblowing channel;
- c)** ensuring that the internal whistleblowing channel is published and accessible on the Organisation's intranet and institutional website.

4.3. Compliance Officer

Without prejudice to the provisions included in paragraph **4.1.** the Compliance Officer is responsible for:

- a)** advising the Management on the implementation of this Policy;
- b)** conducting first-line monitoring of the implementation and compliance with this Policy;
- c)** advising management on initiatives to raise awareness among employees (e.g. sharing best practices, training and communication materials).

4.4. Whistleblowing Channel Manager

Without prejudice to the provisions included in paragraph **4.1.** the Whistleblowing Channel Manager is responsible for:

- a)** receiving reports and providing acknowledgements of their receipt to whistleblowers;
- b)** processing the reports received in a timely, adequate manner, in compliance with the applicable laws, the Code of Ethics and Conduct and the relevant policies and regulations of jp.group;
- c)** consult the Compliance Officer:
 - whenever the report concerns the Administration;
 - in the event that retaliation is reported.
- d)** providing timely updates on the overall progress of the investigation to whistleblowers;
- e)** immediately initiating the internal investigation process if retaliation is reported;
- f)** selecting the Authorised Persons, i.e. individuals allowed to access the contents of the report. Access should only be authorised when strictly necessary for processing and/or investigation purposes;
- g)** providing information to the Compliance Officer and other authorised persons, on a strict "need-to-know" basis;
- h)** collect annual metrics on reports made through jp.group's internal whistleblowing channel.

5. Report Processing

5.1. Report

5.1.1. Reports are promptly investigated, recorded and maintained in accordance with the applicable laws, regulations, policies and procedures.

5.1.2. Reports can be submitted through any of the following means:

- a)** Contact the person hierarchically responsible within the organization;
- b)** Contact the Compliance Officer;
- c)** Sending an anonymous or confidential message to the whistleblowing team through the whistleblowing channel: <https://report.whistleb.com/jphs>;
- d)** Reporting to the external channel maintained by the competent authority.

5.2 Investigation process

5.2.1. All reports received will be treated confidentially.

5.2.2. The whistleblowing channel is managed by WhistleB, an external service provider, in order to ensure independence, impartiality, confidentiality, data protection, secrecy and the absence of conflicts of interest in the performance of duties.

5.2.3. All messages are encrypted. WhistleB removes all metadata, including IP addresses, in order to protect the anonymity of the senders. Senders will also remain anonymous, should they wish, in the subsequent dialogue with report recipients.

5.2.4. Access to reports received through the whistleblowing channel is restricted to the whistleblowing team.

5.2.5. The whistleblowing team consists of the following:

- a)** Compliance Officer;
- b)** People Management;
- c)** Whistleblowing Channel Manager.

5.2.6. Specialists may be called to participate in the investigative process, whenever required.

5.2.7. The whistleblower will be notified of receipt of their report within 7 days from the respective reception date. Additionally, the whistleblower will be informed, in a clear, accessible manner, of the requirements, competent authorities, and form and admissibility of external reports, in accordance with the law.

5.2.8. Reports will be rejected if any of the following circumstances apply:

- a)** Lack of grounds;
- b)** Reports submitted in bad faith or malicious;
- c)** Insufficient information to allow further investigation;
- d)** The matter has already been resolved.

5.2.9. After receiving the report, the whistleblowing team will follow the necessary steps to verify the allegations contained therein, ensuring that the facts and circumstances investigated, including the evidence produced, are adequately recorded, such as to enable the production of a report on the validity of the submitted information and any measures to be eventually adopted.

5.2.10. The whistleblower will be informed of the steps taken to follow up on the report within three months from the respective date of receipt.

5.2.11. Upon completion of the investigation process, the / whistleblower will be informed of the following:

- a) If the report was considered valid;
- b) Conclusions regarding the reported complaint;
- c) If applicable, the measures taken to follow up on the report and the respective grounds.

5.2.12. The whistleblower may incur disciplinary and/or criminal liability in the event of false reporting and/or intentional bad faith.

5.3 Processing of Personal Data

5.3.1. The Personal Data Processing Policy of jp.group applies.

5.3.2. jp.group companies are responsible for the personal data processed within the scope of the whistleblowing service.

5.3.3. WhistleB Whistleblowing Centre Ab (World Trade Centre, Klarabergsviadukten 70, SE-107 24, Stockholm) has been subcontracted to provide and manage the whistleblowing channel, including the processing of encrypted data, such as report messages. Neither WhistleB nor any subcontractors are allowed to decrypt and read messages. Therefore, neither WhistleB nor its subcontractors have access to readable content.

5.4 Retention of Reports

5.4.1. The record of the received, anonymised reports will be retained for a minimum period of 5 (five) years and, irrespective of this period, during the pendency of judicial, administrative or disciplinary proceedings initiated as a result of the report, as legally required.

6. Publication and Effectiveness

This Policy shall come into effect immediately after its approval and will be reviewed every 3 (three) years, or whenever justified. The Policy will be published on jp.hub and the official website of jp.group within 10 (ten) days of the respective implementation and/or revision.

7. Reference to other documents

Data Processing Policy

The Personal Data Processing Policy establishes the principles that / employees and third parties are required to follow with respect to the collection, use, retention, transfer, disclosure and destruction of data of natural persons, in what regards the processing and free movement of Personal Data.

Policy for the Prevention of Corruption and Related Offences

The Policy for the Prevention of Corruption and Related Offences aims to implement the principles of action and duties outlined in the jp.group Code of Ethics and Conduct, with respect to honesty and integrity. This Policy establishes guidelines to prevent unlawful conducts that constitute acts of corruption and potential conflicts of interest.

Whistleblowing Channel FAQs

The Whistleblowing Channel FAQs are intended to provide clarification on the terms and requirements associated with the use of the jp.group Whistleblowing Channel.

Reporting Guidelines

The Reporting Guidelines aim to establish a standardised internal procedure for investigating situations reported through the whistleblowing channels of jp.group.

Annex I

Exceptions to the confidentiality principle and External Whistleblowing Channels

Exceptions to the confidentiality principle:

1. Identity

As a matter of principle, the identity of any whistleblower who has not submitted a report anonymously is only known to the jp.group Whistleblowing Channel Manager receiving the report and the members of the investigative team assigned to follow up on the matter. The identity of the whistleblower will not be disclosed to any other individual, except in the following situations:

- If disclosure to one or more authorised persons is strictly necessary, after the prior consent of the / whistleblower is obtained; and/or
- jp.group is legally obligated to disclose the identity of a / whistleblower.

2. Legal obligation

An exception to the confidentiality principle arises when jp.group is obligated by law, or any applicable regulation, to disclose information regarding a specific report to an external party, duly authorised to request and receive such information, for example, without limitation, in response to court orders, requests for information from public authorities, criminal police bodies, among others.

3. When jp.group decides to report

An exception to the confidentiality principle arises when jp.group decides that the content of the report or the outcome of the subsequent proceedings entail the disclosure of information to the competent authorities. Should jp.group opt for sharing details with the competent authorities, the identity of the whistleblower will be kept confidential, unless jp.group is legally obligated to disclose this information. The whistleblower shall be informed in advance.

Annex II

Reports concerning the Administration, the Whistleblowing Channel Manager and/or the Compliance Officer

Reports related to the Administration

If a member of the Management of jp.group is concerned, the whistleblower should submit the report directly to the internal whistleblowing channel, such as to ensure that the situation will be meticulously investigated. Following a preliminary investigation and confirmation that the allegations are based on solid grounds, the Whistleblowing Channel Manager shall forward the report to the Compliance Officer, who will refer the report for external investigation.

Reports relating to the Whistleblowing Channel Manager, Compliance Officer or DPO

If the Compliance Officer is concerned, the whistleblower should submit the report through the internal whistleblowing channel. The Whistleblowing Channel Manager should forward the report for full investigation by external investigators.

In the event that the report is related to the Whistleblowing Channel Manager, the whistleblower must communicate their concern directly to the Compliance Officer via the email address etica@groupjp.com, or in person, the Compliance Officer shall promote a thorough investigation into the report.

In the case that the report relates to the DPO, the whistleblower should report it directly through the internal whistleblowing channel of jp.group. A thorough investigation into the report should be carried out.

Annex III

Reports made in person or by email

If the complaint is made in person, the Compliance Officer is responsible for ensuring the complaint is accurately and fully transcribed in writing, the content must then be reviewed and confirmed by the whistleblower through their signature.

In either case, whether the complaint is made in person or by email, the Compliance Officer is responsible for entering the complaint into the Whistleblowing Channel and must conduct a thorough investigation, in accordance with the appropriate procedure.

Annex IV

Evidence, suspicions and “rumours”

Any indication, suspicion, rumour, or awareness of a potentially criminal act, unethical behaviour, or other misconduct, such as a breach of the Code of Ethics and Conduct, any jp.group policy or regulation, and/or any legally binding law or regulation, shall be promptly investigated, in accordance with the terms set out in this policy.