



**HAITONG**

**REGULATION No. COM07R08  
Anti-Bribery and Corruption Regulation  
of Haitong Bank, S.A**

Approved by the Board of Directors  
on the 01/03/2024

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## 1. OBJECTIVE

This document aims to establish specific internal guidance on the prevention of Bribery and Corruption, based on the Portuguese Decree-Law no. 109-E/2021 (“General Regime of Prevention of Corruption”).

## 2. LEGAL FRAMEWORK

This Regulation also considers the general guidelines laid down in the Convention on Bribery of Foreign Public Officials in international business transactions from the Organisation for Economic Cooperation and Development (“**OECD**”), the 1997 European Union Convention against Corruption involving Officials (EU Convention against Corruption), the 2003 Council Framework Decision on Combating Corruption in the Private Sector, the Criminal Law Convention on Corruption of the Council of Europe, the United Nations Convention against Corruption, and the UK Bribery Act.

## 3. RECIPIENTS

- a. The content of this Regulation represents a minimum standard that shall apply to the Bank and its subsidiaries and branches (“**Haitong Bank Group**”).
- b. In case of conflict between any provision of this Regulation and the local laws and regulations applicable to any Bank's branch or representative office, the relevant local laws and regulations shall prevail.

## 4. RESPONSIBILITY AND MONITORING

- a. This Regulation was prepared by the Compliance Department.
- b. This Regulation should be reviewed by the Compliance Department every two years or whenever necessary.

## 5. PRINCIPLES

- a. The Bank has the responsibility to ensure that its Employees abide by the highest standards of integrity and due diligence while performing their activities.

- b. As per the Bank's Code of Conduct, Employees must perform their functions according to the highest standards of professionalism, competence, due diligence, integrity, and in strict compliance with the relevant legal and regulatory provisions in force.
- c. It should be noted that Bribery is more frequent in some countries than others<sup>1</sup>. Therefore, transactions in countries with higher Bribery risks require that Employees carry out the utmost due diligence to properly address the level of risk involved in the geography concerned.

## 6. RULES APPLICABLE TO EMPLOYEES

- a. The integrity of the Bank's Employees must be protected and preserved at all times and at all costs.

To this end, the following rules must be complied with:

- i. Individuals whose integrity may be called into question as a result of any previous offence or who are subject to pending proceedings for Bribery-related offences or financial crimes cannot be appointed to key management positions.
  - ii. Adequate training on anti-Bribery matters must be provided to all Bank Employees.
  - iii. Specific training must be provided to Employees whose functions involve particular exposure to geographies deemed of high risk in terms of Bribery.
- b. Each Employee must be fully aware of his/her obligations in relation to the prevention of Bribery and familiarized with the rules below. In case of doubt as to the application of these rules, Employees must seek the advice of the Compliance Department.

## 7. DEFINITIONS

- a. "Bribery and Corruption" – Key international and national rules do not define what Bribery and Corruption are, instead they provide a set of behaviours typically deemed as corrupt and therefore constituting criminal offences or sanctions. Amongst the various types of behaviours that may be deemed as Bribery and Corruption, performed by private entities, and sanctioned as such, we point out, without limitation, the following:

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<sup>1</sup> <https://www.transparency.org/en/cpi/2022>, for the 2022 Corruption Perceptions Index by Transparency International.

- i. Promising or giving to any civil servant, holder of political office or third parties with real or supposed influence with any public entities any undue monetary or non-monetary advantage:
  - relating to the exercise of their respective duties;
  - for carrying out any act or omission in contrary to their official duties;
  - to obtain, manage or uphold any business, contract, or any other undue advantage, namely in international trade.
- ii. Providing or promising to any private sector agent any undue monetary or non-monetary Advantage to perform any act or omission likely to constitute a breach of his/her operational obligations.
- iii. Requesting or accepting from any private sector agent, civil servant, holder of political office or third party with real or supposed influence with any public entities any undue monetary or non-monetary Advantage or promise of such Advantage to perform any act or omission likely to constitute a breach of his/her operational obligations.

Conspiracy or providing assistance to commit any of the above offences is also an offence.

The corrupt behaviour described above is considered unlawful, even if attempted and unsuccessful, carried out directly or indirectly through intermediaries with consent or ratification. Both pecuniary and non-pecuniary benefits are considered illegal when offered to third parties not directly connected with the Bank or its staff.

Engaging in, instigating, aiding and abetting corrupt behaviour is also considered unlawful and subject to criminal sanctions.

- b. “Advantage” – Meaning money gifts, loans, commissions, offices, contracts, services, favours, and discharge of liability in whole or in part, but not including entertainment.
- c. “Entertainment” – Means the provision of food, and drinks for consumption on the occasion when it is provided, and of any other entertainment provided at the same time, for example receptions, tickets to entertainment, social or sports events.
- d. “Hospitality” – Meaning the provision of services like hotel accommodations and travel expenses in the context of invitations to events or travels. In this context, hospitality involves offering invitees various services and amenities to ensure their comfort and convenience during events, trips, or

visits. This can include providing lodging, transportation, and other services to enhance the guest's overall experience.

- e. “Political Exposed Person” – As previously stated, many types of prohibited behaviour refer to relations established with "Political Exposed Persons" (including, hereinafter, "holders of political offices"). The term “Political Exposed Person” is defined on Law n° 83/2017.
- f. “Civil Servant” – The Portuguese law essentially limits the definition of a civil servant to a person who performs core public administration or political functions, which are linked to the exercise of public authority and are performed on a professional and permanent basis. Law No. 52/2019 of July 31st specifies the list of political and public roles that are relevant for the purposes of bribery and corruption.
- g. “Private Sector Agent” – The term "Private Sector Agents" comprises anyone performing functions, including management and auditing functions, either on an employment contract, service basis or otherwise, either on a provisional or temporary basis, for remuneration or for free, for any entity belonging to the "Private Sector" (therefore, not belonging to the public sector). "Private Sector" entities comprise private-law legal entities (civil and commercial companies, associations, foundations, economic interest groupings, etc.), business people (any individual or any individual business enterprise) or other private entities of associations between private individuals, including mere de-facto partnerships or those without formal legal incorporation.
- h. For a better understanding of the situations in which acts of bribery or corruption may occur, please refer to Annex 1.

## 8. IDENTIFICATION OF THE BANK’S BRIBERY AND CORRUPTION RISKS

The bank has formulated a Corruption Risk Prevention Plan and associated infractions (available in Annex 4), outlining a methodology for analyzing and classifying risks specific to each department or business area.

## 9. INTERNAL PREVENTION STRUCTURE

- a. In order to promote and control compliance with its anti-Bribery and Corruption obligations, the Bank has in place an internal structure for the prevention of these activities, which is based on the following principles:
  - i. The Bank has the obligation to promote an institutional culture whereby there is full commitment to compliance with legal obligations in general, and the prevention of Bribery

- in particular, ensuring that the Bank operates in accordance with the highest standards of integrity.
- ii. The Bank should comprehend and thoroughly evaluate the nature and scope of the potential risk of unlawful bribery-related incidents to which its operations are exposed at any given time.
  - iii. The Bank's activities must be performed in accordance to procedures that allow the Bank to effectively mitigate Bribery risk in a clear, practical and proportional way.
- b. The Bank must have in place adequate control and monitoring mechanisms to ensure that, as far as Bribery is concerned, its activities are developed in an environment of total control and monitoring.
  - c. In this sense, all units of the Bank must have in place internal controls and procedures commensurate with the complexity and nature of the activities involved. Likewise, in terms of prevention of Bribery, the Bank must exercise adequate control over people or entities providing services to the Bank or on its behalf, at any level, even if they are not Bank Employees.
  - d. It is crucial that existing controls ensure that all Employees and/or other persons or entities providing services, for or on behalf of the Bank, execute appropriate due diligence analysis of the Bank's operations with the objective of preventing Bribery.
  - e. Particularly when concerning requests for expenses and/or payments or other monetary or non-monetary Advantages, it is important to look for signs suggesting an inadequate rationale for the proposed transaction or operation, or the existence of excessive risks, especially where these reveal any characteristics previously identified as high risks.
  - f. Without prejudice to the individual responsibility of each Employee to comply with the Bank's internal anti-Bribery obligations, to promote the efficiency of the Bank's anti-Bribery structure, the following specific responsibilities are laid down:
    - i. The Executive Committee shall appoint one of its members as responsible for the anti-Bribery structure and assess the respective situation and appropriateness on a regular basis.
    - ii. It is the responsibility of the Head of each Department, Division or of any other Instrumental or Support Area of the Bank to ensure compliance with any anti-Bribery rules and procedures applicable. To this end, each Head shall, in an independent, sufficient and proportional way, make his/her own review of the risk assumed by the unit concerned and oversee the adoption of the corresponding mitigating measures.

- iii. The Compliance Department shall, within the scope of its duties and general responsibilities, monitor the Bank's compliance with anti-Bribery obligations; to this end, it must have sufficient material and human means, as well as expertise, responsibility, and independence.
- iv. The Compliance will report to the Executive Committee if becoming aware of any suspicious behaviour or other action against the Anti-Bribery Regulation of the Bank.
- g. In order to ensure the control and monitoring of monetary and non-monetary advantages given to or received from Third Parties, Civil Servants, Political Exposed Persons and Suppliers, all Bank's staff members are required to inform the Compliance Department in advance about the intention to give or to receive any monetary and non-monetary advantages from Third Parties, Political Exposed Persons, Civil Servants, and Suppliers using the Request Forms provided in Annexes 2 and 3.

The Compliance Department may instruct the relevant staff member not to accept or give such monetary and non-monetary advantage.

## 10. PARTICIPATION IN PUBLIC AND PRIVATE PROCUREMENT

- a. It is important to demonstrate that any public and/or private procurement decisions in which the Bank may be involved are made based on merit rather than on any undue influence over Employees, agents or any other person holding any power to decide on the subject concerned.
- b. In this regard, it is essential that Employees are not involved in any granting or reception of monetary or non-monetary advantages, such as providing or receiving gifts and other entertainment, which are not admissible under the general terms of the law or the rules governing the process concerned.
- c. It is imperative that Bank Employees possess thorough knowledge of the rules governing each procurement process in which they may be involved; in particular, any special rule on public procurement. It is mandatory that they act in strict compliance with such rules.
- d. In accordance with the conditions set forth in the CAPEX/OPEX and outsourcing procedures, the Departments of the Bank shall involve the Compliance Department in procurement or negotiation with third parties, so that, when applicable, the Compliance Department can screen any third-party vendors, suppliers and partners prior to their engagement in order to detect any involvement of such entities in any bribery situation

## **11. RELATIONSHIP WITH THIRD PARTIES (INCLUDING CLIENTS AND/OR COUNTERPARTIES)**

- a. All commercial decisions involving the Bank must be based on merit. No Bank Employee shall seek to exercise any type of undue influence over any person and/or institution.
- b. The Bank's Employees shall not:
  - i. Grant any monetary or non-monetary advantage to third parties knowing that all or part of such advantage will be used by such parties for a purpose falling within the concept of Bribery; and/or
  - ii. Grant any monetary or non-monetary advantage to third parties that may in any way hold any identifiable risk of being used for a purpose falling within the concept of Bribery.
- c. Any form of monetary or non-monetary Advantage, including facilitation payments, is strictly prohibited and employees who are confronted with such requests should be aware of the serious penalties for non-compliance.
- d. For this purpose, such "knowledge" or assessment of risk must be weighted not only in terms of the effective knowledge held by the Employee, but also the knowledge which the Employee should have if he/she used the due diligence required by his/her function.
- e. The Bank shall procure to ensure that any third parties with whom it may collaborate with in the development of its activities have adopted some level of due diligence in terms of prevention of Bribery.
- f. Depending on the nature of the entity and/or relationship, the Bank shall conduct a due diligence on any entity with which it might have a relationship to ensure that it has adopted anti-Bribery standards of care.
- g. The Bank shall check if any third parties with whom it deals with are in any way perceived to be associated with the practice of Bribery (even if they were not subject to convictions, indictments, or accusations in this regard) and/or if they may in any way be liable for any such occurrence.
- h. All Bank Employees shall follow the principles referred to herein below when hiring and paying any third parties:
  - i. Third parties shall have proven track-records in the sector concerned;
  - ii. Third parties shall not have been appointed by "Civil Servants";
  - iii. Services to be provided must be lawful, and their nature and price must be described in

the document formalising the relationship concerned;

- iv. Payments made to third parties must reflect, in a reasonable and rational way, the value of the services provided.
- i. The effective engagement in transactions in countries where the Bank has no established presence must be preceded by an enhanced analysis to determine the level of due diligence required for the operation concerned. These due diligences shall be documented and filed and shall be available for subsequent consultation.

## **12. ACQUISITION OF EQUITY HOLDING AND/OR ASSETS BY THE BANK AND ESTABLISHMENT OF PARTNERSHIPS**

- a. The acquisition, either directly or indirectly, of new equity holdings and/or assets by the Bank, as well as the establishment of partnerships with third parties involves the risk of association with responsibilities for possible infringements of anti-Bribery laws. It should be noted that this type of circumstances may attract direct sanctions but can also cause significant reputational losses to the Bank. It is therefore crucial to perform comprehensive due diligences that must be independent from the players in the transaction concerned, and to include contractual mechanisms (limitation and exclusion of liability clauses and of distribution of risks, penal clauses, representations and warranties, etc.), which will protect the Bank against any such events.

## **13. GIFT, ENTERTAINMENT AND TRAVEL**

### **13.1. Accepting Gifts (Employees)**

- a. As provided in the Bank's Code of Conduct, Employees cannot accept any type of gifts, invitations, favours or similar benefits ("gifts") associated with the performance of functions at the Bank, nor obtain any other advantage from third parties as a result of his/her position held at the Bank, except for the following:
  - i. Advertising material of reduced value;
  - ii. Gifts or invitations which do not exceed an amount of €100 per gift, or gifts given by the same individual do not exceed an aggregate amount of €100 per year;
  - iii. Occasional gifts in festive situations such as Christmas or wedding gifts provided such gifts are not in cash and their value is reasonable.

- b. Employees shall report to the Compliance Department, using the Form provided in Annex 2:
  - i. any gifts which they suspect to be due to a will to influence their performance or impartiality;
  - ii. individual gifts worth €100 or over or when the same person has given gifts in an aggregate amount of €100 or above per year.
  
- c. No Employee shall on his/her initiative or through any third person, request any gift, in any form, from clients, suppliers or other Bank Employees.

### **13.2. Giving Gifts to Third Parties**

- a. It is permitted to give gifts to third parties worth €100 or under per person and that fall within the following categories:
  - i. Advertising material of reduced value;
  - ii. Gifts or invitations which do not exceed an amount of €100 per gift;
  - iii. Occasional gifts in festive situations (such as Christmas or wedding gifts), provided such gifts are not in cash and their value is reasonable.
  
- b. Employees shall not give any gift to "Political Exposed Persons", "Civil Servants" or equivalent persons in any country without prior confirmation of respective compliance with local laws by the Compliance Department.
  
- c. Employees shall report to the Compliance Department any Gifts that go over the above thresholds, using the Form provided in Annex 2.

The Executive Committee may authorise the giving of Gifts of a different nature or worth from those mentioned above, in which case such giving and justification will be subject to approval at a plenary meeting of the said body.

### **14. Entertainment and Hospitality**

- a. Entertainment and hospitality encompasses activities such as:
  - i. Meals;
  - ii. Travels;
  - iii. Receptions and social gatherings;
  - iv. Sports and cultural events;

- b. All Entertainment and/or hospitality expenses offered or accepted by Bank employees must meet the criteria of proportionality or reasonableness and must not be for other purposes outside of a purely business relationship, provided that they are in compliance with local law and that they are sporadic and, whenever possible, reciprocal.
- c. To determine the reasonableness and proportionality, the following criteria should be considered:
  - i. The cost involved;
  - ii. The frequency of the provision of such expenditure;
  - iii. Whether the incurrence contributes to the Bank's business interests.
- d. All Entertainment and hospitality expenses above €100 must be approved in advance by the Compliance Department and documented on the appropriate form provided in Annex 3.
- e. Regarding the relationship with "Political Exposed Persons" and "Civil Servants", expenses that may be paid or reimbursed shall always be restricted to travel, accommodation or food expenses and must be directly related to:
  - i. The promotion, demonstration or explanation of products or services of the Bank;
  - ii. The formalisation or conclusion of contractual relations between the Bank and the Public Entity in which the "Political Exposed Person" or "Civil Servants" represents, where such expenses are contractually agreed as payable by the Bank.
- f. Relatives of "Political Exposed Persons" shall not be invited on trips or to events. If, however, a relative accompanies the person concerned in a trip or event, the Bank shall not pay nor reimburse any expenses of such relative.
- g. Any such travel and accommodation expenses subject to reimbursement shall be paid directly to the Public Entity concerned and not directly to Employees. Any exception to this rule shall require the prior approval of the Executive Committee. Any payment in cash shall be restricted to the minimum indispensable.

## **15. POLITICAL CONTRIBUTIONS**

- a. Contributions in cash or services on behalf of the Bank to political parties or politicians, in any country, are not permitted.

## 16. CONTRIBUTIONS TO TRADE UNIONS

- a. Contributions in cash or services on behalf of the Bank to trade unions, trade union members or entities controlled by any trade union, in any country, are not permitted.

## 17. CHARITY / CORPORATE RESPONSIBILITY CONTRIBUTIONS

- a. There is a risk that the giving of advantages prohibited by anti-Bribery laws could take the form of contributions to charity or sponsorships. Therefore, Employees shall make certain that any giving of funds or any other monetary or non-monetary advantage to charities will not be associated with specific businesses, nor will they be intended to obtain or maintain, directly or indirectly, any type of business or exercise any type of influence over public entities with a view to obtain any decision. Funds shall always be donated to institutions and not to individuals. Contributions shall only be made to charities that are legally incorporated under the terms of the relevant law.
- b. Prior to making any contribution to any charity, due diligence shall be carried out involving the following inquiries:
  - i. Clearly identify who are the relevant persons within the institution concerned (founders, sponsors, managers or equivalent);
  - ii. Check the background of the institution concerned; and
  - iii. Whenever it is possible, check to whom and for which specific purposes the funds will be channeled.

- c. It is deemed as of high risk to provide or give any donations or monetary or non-monetary advantage to institutions which might be associated with "Civil Servants" involved in events such as the negotiation of contracts with public entities, concession or licencing processes, public concessions or licences, among others. Against such a background, any donation to any charity shall require an assessment (with the extension and depth required according to the situation concerned) of the potential existence of Bribery risks stemming from the potential occurrence of the circumstances above.

Contributions to charities which do not have a purely symbolic value shall be subject to the prior approval of the Executive Committee or of the Board of Directors (please see R44 – Social Solidarity Economy Support Regulation).

## 18. ACCOUNTING OBLIGATIONS

- a. In addition to respective general accounting obligations, for the purposes of prevention of Bribery, the Bank shall keep records of all material expenses incurred from gifts, entertainment, travel or associated to contributions and any giving of monetary and non-monetary advantages, as well as any related payments, as provided in sections above. These records shall as far as possible be structured on a Client/Transaction basis in order to allow a better assessment and control of their appropriateness in the light of provisions herein.
- b. The Bank's Executive Committee shall assess on a regular and specific basis any information associated with any expenses documented and recorded as provided in the previous paragraph, assessing their appropriateness and reasonableness in the light of respective typology and the Bank's business.

## 19. REPORTING DUTIES

- a. Notwithstanding his/her legal duties in this regard, subject to any restrictions imposed under the relevant law, if any Bank employee should become aware, during the course of his/her duties or because of them, of any unlawful act associated with Bribery, he/she must report such an act to the Compliance Department. Legal protection and confidentiality shall be ensured for employees reporting such types of actions.
- b. The reporting of any wrongdoings identified is also regulated by Haitong Bank's Whistleblowing Regulation.

## 20. ANTI-BRIBERY SANCTIONS

- a. In many jurisdictions, both individuals and legal entities may be subject to criminal or administrative liability, the extent of which is determined by the laws of the jurisdiction.
- b. Criminal liability often involves severe penalties such as fines and imprisonment, while administrative liability involves fines and other sanctions. The Bank and its employees may be subject to these sanctions not only in the jurisdiction where the offence was committed, but also in other related jurisdictions. Importantly, the Bank will not bear any sanctions imposed on its employees for violations in this area.
- c. In addition to criminal and administrative liability, individuals and entities involved in bribery may be subject to civil proceedings and may be required to compensate others for losses resulting from

the unlawful acts. This extends beyond actual damages to include various losses, including lost profits and other indirect damages.

- d. In addition to direct sanctions for bribery offences, the Bank and/or its employees may be subject to other penalties and disqualifications, which may affect its assets and reputation.

In accordance with the relevant laws and the Bank's internal rules, any violation of the anti-bribery laws by an employee is a serious offence, leading to sanctions under labour law and possible dismissal for cause. Disciplinary proceedings and sanctions are independent of any criminal or administrative proceedings against the employee.

## 21. ARCHIVE

This Regulation, and all the documents associated, are subject to the general archiving rules laid down in the procedure ADM12.PM220 – Archive Management.

## 22. DISCLOSURE

This Regulation is available in the **Bank's intranet and corporate website** and any change to the same should be duly communicated by e-mail to all the Bank's employees.

## 23. CONTROL OF VERSIONS

**Table 1: Information about the Document**

Name of the Document	Anti-Bribery Regulation
Version	Version 5
Prepared by (Name/Department)	Compliance Department
Appreciated on (Committee name)	n.a.
Approved by (Committee name)	Board of Directors

**Table 2: Versions update**

Update and Approval Date	Main Changes
Version 1.0 approved on July 2015	Original Version
Version 2.0 approved on March 2019	Compliance Information Form, Gift Amount, Related Party definition and others
Version 3.0 approved by the Board of Directors on 15 <sup>th</sup> of September, 2020	Annual revision
Version 3.0 approved by the Board of Directors on 01/03/2024	Compliance Form Updates, Implementation of the Plan for the prevention of risks of corruption and related infractions

## 24. ANNEXES

### Annex 1 - Detecting Bribery

- Any counterparty involved in the transaction has a commercial, family or any type of personal relationship with a “Political Exposed Person” or “Civil Servant”;
- Any counterparty involved in the transaction was recently a “Political Exposed Person” or “Civil Servant”;
- In the event of any circumstance allowing any counterparty involved in the transaction to exercise influence over the “Political Exposed Person” or “Civil Servant”;
- Any counterparty recommends or insists on involving a specific person or entity in the transaction, with no outward economic or lawful purpose;
- Any counterparty in a transaction refuses to accept anti-Bribery provisions, uses a “front company” (legal entities with no record of significant assets or operations, whose involvement in the transaction holds no visible lawful purpose), insists on unusual or suspect contractual procedures, refuses to disclose the identity of its shareholders / partners / economic or effective beneficiaries, or requests that the contract is made effective retroactively or changed to include inaccurate information;
- Any counterparty in the transaction has a poor reputation, has faced accusations of Bribery, fraud or other unlawful actions, or holds no third party references.
- Any counterparty in the transaction does not have sufficient office, team or qualifications to perform the required services;
- Any counterparty in the transaction requests payments in cash in large amounts, with no lawful reason;
- Occurrence of request for unusual expense or payment, with no documentary evidence, of a large amount or out of proportion with the services concerned, or not provided in the contract or other document governing the terms of the transaction concerned;
- Occurrence of request for expense or payment involving another jurisdiction than that where the services are to be provided, or in terms not in accordance with the local law;
- Occurrence of request for expense or payment described as necessary for “obtaining the business” or instrumental for this purpose

## Annex 2 – Gifts Form

Please complete the below in case you intend to give to or have received from Third Parties, Suppliers, Political Exposed Persons or Civil Servants any gift worth €100 or above. The value will be calculated per item and per person. A breakdown should also be provided if the total value to the same third party exceeds €100.

Please submit this form to the Compliance Department.

**Employee name:** Click or tap here to enter text.

**Employee Title/Department:** Click or tap here to enter text.

The employee is (check one):

The giver The receiver

**Identify the Company/Person to Give/from whom you have received the Gift:**

Click or tap here to enter text.

---

**Describe the Gift and its estimated value:**

Click or tap here to enter text.

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**What is the nature of your relationship with the recipient/giver?**

Click or tap here to enter text.

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**Does the Gift involve an Official? If so, please provide details:**

Click or tap here to enter text.

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**Have you received any gifts this year that are connected to the Company/Person who gave you this Gift?**

If so, please provide details:

Click or tap here to enter text.

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**Does the timing of the Gift coincide with any key business decision / transaction being contemplated (or recently completed) involving the Group or any Group employee and the recipient/giver of the Gift? If so, please provide details:**

Click or tap here to enter text.

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**Any other relevant information:**

Click or tap here to enter text.

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**Date:** Click or tap to enter a date.

### Annex 3 – Entertainment/Hospitality Form

Please complete the below in case you intend to be or have been involved in any entertainment activity worth €100 or above. The value will be calculated per item and per person. A breakdown should also be provided if the total value to the same third party exceeds €100.

Please submit this form to the Compliance Department.

Employee name: Click or tap here to enter text.

Employee Title/Department: Click or tap here to enter text.

The employee is (check one for each line):

- The giver  The receiver  
 Entertainment  Meals  Hospitality

Identify the Company/Person to Give/Receive the invitation for the activity:

Click or tap here to enter text.

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Describe the activity—including date, circumstances, tickets, meals, accommodations, transportation, etc. (if provided):

Click or tap here to enter text.

---

Describe the Business Purpose of the activity:

Click or tap here to enter text.

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What is the nature of your relationship with the recipient/giver?

Click or tap here to enter text.

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How does your participation/acceptance of the Entertainment, Meal or Hospitality relate to your job responsibilities or the Bank's goals?

Click or tap here to enter text.

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Will you be required to disclose any information or data related to the Bank as part of your participation in this activity?

Click or tap here to enter text.

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Estimate Cost/Value of Entertainment, Meal or Hospitality (e.g., refer to menu prices as necessary):

Transportation:	€ Click or tap here to enter text.
Accommodation:	€ Click or tap here to enter text.
Meals:	€ Click or tap here to enter text.

Tickets: (indicate number of tickets and cost per ticket)	Click or tap here to enter text.
Other:	€ Click or tap here to enter text.
TOTAL:	€ Click or tap here to enter text.

Does the Entertainment, Meal or Hospitality involve an Official? If so, please provide details.

Click or tap here to enter text.

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Have you received any gifts, invitations, or other incentives related with the giver of this Entertainment, Meal or Hospitality this year? If so, please provide details.

Click or tap here to enter text.

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Does the timing of the activity coincide with any key business decision / transaction in contemplation (or recently concluded) involving the Group or any Group employee and the recipient/giver of the activity? If so, please provide details:

Click or tap here to enter text.

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Any other relevant information:

Click or tap here to enter text.

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**SUBMITTED BY:**

Employee Signature: \_\_\_\_\_

Name (Print or Type): Click or tap here to enter text.

Date: Click or tap to enter a date.

**PRE-APPROVED BY:**

[Head of Department] Signature: \_\_\_\_\_

Name (Print or Type): Click or tap here to enter text.

Date: Click or tap to enter a date.

**APPROVED BY:**

[Compliance Officer] Signature: \_\_\_\_\_

Name (Print or Type): Click or tap here to enter text.

Date: Click or tap to enter a date.

## **Annex 4 - Plan for the prevention of risks of corruption and related infractions**

### **1. Background**

Haitong Bank, S.A. (the "Bank" or "Haitong") is an international financial institution operating in multiple geographies and jurisdictions. Haitong has the responsibility to ensure that its Employees abide by the highest standards of integrity and due diligence while performing their activities.

One of the main risks that can affect the good functioning of the institutions is the risk of corruption. Due to its emerging significant importance in all sectors of society, it has deserved great recognition from Haitong, not only through the adoption of robust internal regulations, such as a Code of Conduct, but also by providing specific trainings for that effect to all its Employees.

Based on said risk, and in compliance with the provisions of the Decree-Law no. 109-E/2021 of December 9<sup>th</sup>, that creates the National Anti-corruption Mechanism ("MENAC") and establishes the general regime of prevention of corruption ("RGPC"), Haitong adopts the present document to address the risks of corruption and related infractions associated to each areas of activity.

In this way, the Bank has designed a Plan for the Prevention of Risks of Corruption and related infractions ("PPR" or "RPP") where it identifies, for each department / business area, a methodology of analysis and classification of the risks associated.

Bearing in mind the requirements under RGPC, the Bank has outlined the present PPR reflecting its mission, values and operation, as well as its internal organization, when considering the prevention of anti-corruption acts and conducts.

### **2. Organizational structure**

Haitong's Governance model is based on the principle of effective separation between management and supervisory functions, which contributes to the prevention and mitigation of several risks inherent to the Bank's activity, amongst which the risk of corruption and related infractions.

### **3. Identification of Risks of Corruption and Related Infractions**

#### **a. Identified risks**

To ensure a comprehensive understanding of potential corruption-related risks, a comprehensive analysis of all the Bank's departments was conducted during the preparation of this document. The main objective was to assess in detail the scope of functions and to identify the level of risk arising from specific

vulnerabilities to corruption that may be encountered - referred to as inherent risk - without taking into account existing preventive measures already implemented.

Through this assessment exercise, a number of inherent risks were identified as being the most closely associated with instances of corruption:

1. Lack of exemption and impartiality due to the influence of specific interests;
2. Use/disclosure of privileged and/or confidential information;
3. Acceptance of benefits in exchange for the granting of Advantages and/or favours;
4. Omission/manipulation of information with the aim of affecting the decisions of the members of governing bodies;
5. Losses due to external fraud;
6. Lack of records and supporting documentation.

## **b. Methodology used**

### *Inherent Risk*

Once the above risks were identified, a thorough assessment was conducted to evaluate their potential impact on the Bank.

Each inherent risk was classified into three categories: low, medium or high risk. This classification was determined by considering a combination of the probability of occurrence and the severity of the impact associated with each risk.

The results of this assessment are presented in the table in section 4.3.

The classification of the inherent risks into these distinct categories allows the Bank to more efficiently address the high risk areas that require immediate attention, while ensuring that appropriate measures are in place for medium and low risks.

		Inherent Risk			
		High	Medium	Medium	High
I M P A C T	High	Medium	Medium	High	High
	Moderate	Medium	Medium	High	High
	Minor	Low	Low	Medium	Medium
	Insignificant	Low	Low	Low	Low
		Rare	Unlikely	Likely	Certain
		PROBABILITY			

The probability of occurrence and the severity of impact were determined based on the following categories:

Probability of Occurrence:

- **"Rare"**: It can happen under exceptional circumstances (0%);
- **"Unlikely"**: It is unlikely to happen (10%);
- **"Likely"**: It is likely to happen (50%);
- **"Certain"**: It is expected to happen (90-100%).

Impact:

- **"Insignificant"**: No damage or loss;
- **"Minor"**: Some expenses considered operational;
- **"Moderate"**: Requires treatment, significant loss;
- **"High"**: Relevant events strongly affecting the Bank's results

*Residual Risk*

After calculating the inherent risk, it is essential to consider the implementation of specific preventive measures that have already been put in place as recommended practices. These measures are aimed

to prevent or minimize the occurrence and impact of the identified inherent risks, thereby effectively reducing the overall level of risk.

Following this, a thorough evaluation of the areas was made to determine the quality of the control environment, which provided the Bank with insight into the extent to which these measures are effective in mitigating risks and protect the institution. The quality of control was then classified into the following categories to measure its effectiveness and adherence to established standards:

- **“None”**: Absence of any control or respective implementation. Non-existence of internal regulations;
- **“Weak”**: Internal rules and controls partially implemented or highly manual;
- **“Acceptable”**: Controls implemented although there are some failures or time-consuming manual intervention;
- **“Suitable”**: Controls fully implemented in accordance with internal regulations. Minimal existence of errors.

By integrating the inherent risk with the evaluation of the effectiveness of the control environment, it was then possible to assess the residual risk of the Bank's activities, taking into account the following rating:

		Residual Risk		
Inherent Risk	High Risk	High	Medium	Low
	Medium Risk	Medium	Low	Low
	Low Risk	Low	Low	Low
		Weak	Acceptable	Suitable
		Control environment		

### c. Risk Classification Per Area

By applying this methodology, we were able to derive the results related to the risks that were categorized based on the specific areas in which they are prevalent. This categorization allows for a more focused understanding of the risks associated with each area and facilitates effective risk management strategies tailored to address the unique challenges and vulnerabilities within each area:

Risk	Examples	Areas	Probability	Impact	Inherent Risk	Control environment	Residual Risk
Lack of exemption and impartiality due to the influence of specific interests	<ul style="list-style-type: none"> <li>- Suppressing valid allegations of wrongdoing in exchange for rewards;</li> <li>- Engaging in corrupt activities to influence the Bank's plans;</li> <li>- Failure to comply with internal anti-bribery and corruption and conflict of interest policies;</li> <li>- Lack of transparency and due diligence in the Bank's operations.</li> </ul> ...	Supervisory Body	Rare	High	Medium	Suitable	Low
		Board of Directors	Unlikely	High	Medium	Suitable	Low
		Executive Committee	Unlikely	High	Medium	Suitable	Low
		Compliance Department	Rare	High	Medium	Suitable	Low
		Internal Audit Department	Rare	High	Medium	Suitable	Low
		Risk & Rating Department	Rare	High	Medium	Suitable	Low
		Sino-EU M&A Division	Unlikely	High	Medium	Suitable	Low
		Fixed Income Division	Unlikely	High	Medium	Suitable	Low
		Structured Finance Division	Unlikely	High	Medium	Suitable	Low
		Corporate Solutions	Unlikely	High	Medium	Suitable	Low
		Capital Markets Division	Unlikely	High	Medium	Suitable	Low
		Asset Management Division	Unlikely	High	Medium	Suitable	Low
		Corporate Derivatives Desk	Unlikely	High	Medium	Suitable	Low
		Finance Department	Unlikely	High	Medium	Suitable	Low
		Human Resources Department	Unlikely	High	Medium	Suitable	Low
Legal Department	Unlikely	High	Medium	Suitable	Low		
Administration Department	Unlikely	Moderate	Medium	Suitable	Low		
Special Portfolio Management Division	Unlikely	High	Medium	Suitable	Low		

		CEO Office	Unlikely	High	Medium	Suitable	Low
		IT Department	Unlikely	Moderate	Medium	Suitable	Low
		Operations Department	Unlikely	Moderate	Medium	Suitable	Low
		Online Banking	Unlikely	Moderate	Medium	Suitable	Low
		Treasury	Unlikely	High	Medium	Suitable	Low
Use/disclosure of privileged and/or confidential information	- Risk of bribery to compromise the security of critical information; - Exerting undue influence over data storage and access through bribery; - Providing unauthorized access and data leakage for personal benefits; ...	Supervisory Body	Rare	High	Medium	Suitable	Low
		Board of Directors	Unlikely	High	Medium	Suitable	Low
		Executive Committee	Unlikely	High	Medium	Suitable	Low
		Compliance Department	Rare	High	Medium	Suitable	Low
		Internal Audit Department	Rare	High	Medium	Suitable	Low
		Risk & Rating Department	Rare	High	Medium	Suitable	Low
		Sino-EU M&A Division	Unlikely	High	Medium	Suitable	Low
		Fixed Income Division	Unlikely	High	Medium	Suitable	Low
		Structured Finance Division	Unlikely	High	Medium	Suitable	Low
		Corporate Solutions	Unlikely	High	Medium	Suitable	Low
		Capital Markets Division	Unlikely	High	Medium	Suitable	Low
		Asset Management Division	Unlikely	High	Medium	Suitable	Low
		Corporate Derivatives Desk	Unlikely	High	Medium	Suitable	Low
		Finance Department	Unlikely	High	Medium	Suitable	Low
		Human Resources Department	Unlikely	High	Medium	Suitable	Low
Legal Department	Unlikely	High	Medium	Suitable	Low		
Administration Department	Unlikely	Moderate	Medium	Suitable	Low		

		Special Portfolio Management Division	Unlikely	High	Medium	Suitable	Low
		CEO Office	Unlikely	High	Medium	Suitable	Low
		IT Department	Unlikely	High	Medium	Suitable	Low
		Operations Department	Unlikely	Moderate	Medium	Suitable	Low
		Online Banking	Unlikely	High	Medium	Suitable	Low
		Treasury	Unlikely	High	Medium	Suitable	Low
Acceptance of benefits in exchange for the granting of advantages and/or favours	- Risk of bribery to influence financial reporting and the implementation of internal controls, potentially leading to misstatements and irregularities; - Risk of bribery to influence credit decisions, business activities, client relations and financial transactions; ...	Supervisory Body	Unlikely	High	Medium	Acceptable	Low
		Board of Directors	Unlikely	High	Medium	Acceptable	Low
		Executive Committee	Unlikely	High	Medium	Acceptable	Low
		Compliance Department	Unlikely	High	Medium	Acceptable	Low
		Internal Audit Department	Rare	Minor	Low	Acceptable	Low
		Risk & Rating Department	Unlikely	Moderate	Medium	Acceptable	Low
		Sino-EU M&A Division	Unlikely	Moderate	Medium	Acceptable	Low
		Fixed Income Division	Unlikely	Moderate	Medium	Acceptable	Low
		Structured Finance Division	Unlikely	Moderate	Medium	Acceptable	Low
		Corporate Solutions	Unlikely	Moderate	Medium	Acceptable	Low
		Capital Markets Division	Unlikely	Moderate	Medium	Acceptable	Low
		Asset Management Division	Unlikely	Moderate	Medium	Acceptable	Low
		Corporate Derivatives Desk	Unlikely	Moderate	Medium	Acceptable	Low
		Finance Department	Unlikely	Minor	Low	Acceptable	Low
Human Resources Department	Unlikely	Minor	Low	Acceptable	Low		
		Legal Department	Unlikely	Minor	Low	Acceptable	Low

		Administration Department	Unlikely	Minor	Low	Acceptable	Low
		Special Portfolio Management Division	Unlikely	Minor	Low	Acceptable	Low
		CEO Office	Unlikely	Minor	Low	Acceptable	Low
		IT Department	Unlikely	Moderate	Medium	Suitable	Low
		Operations Department	Unlikely	Moderate	Medium	Acceptable	Low
		Online Banking	Unlikely	Moderate	Medium	Suitable	Low
		Treasury	Unlikely	Moderate	Medium	Acceptable	Low
Omission/manipulation of information with the aim of affecting the decisions of the Bank/members of governing bodies	- Lack of transparency in budget and financial account approvals, including manipulation of financial data or misrepresentation of financial status; - Fraudulent presentation of the Bank's financial condition through budget and account manipulation; - Risk of bribery to exert undue influence in day-to-day management (including tax evasion and cash flow management) to compromise the strategic direction of the Bank; - Risk of bribery to influence the	Supervisory Body	Unlikely	High	Medium	Acceptable	Low
		Board of Directors	Unlikely	High	Medium	Acceptable	Low
		Executive Committee	Unlikely	High	Medium	Acceptable	Low
		Compliance Department	Unlikely	High	Medium	Suitable	Low
		Internal Audit Department	Rare	Insignificant	Low	Acceptable	Low
		Risk & Rating Department	Unlikely	High	Medium	Acceptable	Low
		Sino-EU M&A Division	Unlikely	Moderate	Medium	Acceptable	Low
		Fixed Income Division	Unlikely	Moderate	Medium	Acceptable	Low
		Structured Finance Division	Unlikely	Moderate	Medium	Acceptable	Low
		Corporate Solutions	Unlikely	Moderate	Medium	Acceptable	Low
		Capital Markets Division	Unlikely	Moderate	Medium	Acceptable	Low
		Asset Management Division	Unlikely	Moderate	Medium	Acceptable	Low
		Corporate Derivatives Desk	Unlikely	Moderate	Medium	Acceptable	Low
Finance Department	Unlikely	High	Medium	Acceptable	Low		
		Human Resources Department	Unlikely	Minor	Low	Acceptable	Low

	approval of auditors and Board decisions on business and investment plans, ...	Legal Department	Unlikely	Minor	Low	Acceptable	Low
		Administration Department	Rare	Insignificant	Low	Acceptable	Low
		Special Portfolio Management Division	Unlikely	Insignificant	Low	Acceptable	Low
		CEO Office	Unlikely	Moderate	Medium	Acceptable	Low
		IT Department	Rare	High	Medium	Suitable	Low
		Operations Department	Unlikely	Moderate	Medium	Acceptable	Low
		Online Banking	Unlikely	Moderate	Medium	Suitable	Low
		Treasury	Unlikely	Moderate	Medium	Acceptable	Low
Losses due to external fraud	- Risk of bribery to exert undue influence in fraudulent billings and questionable billing practices; - Risk of bribing employees to issue fraudulent checks or clear questionable checks; - Collaborating with outside parties to create false invoices for nonexistent services; ...	Supervisory Body	Unlikely	High	Medium	Suitable	Low
		Board of Directors	Unlikely	High	Medium	Suitable	Low
		Executive Committee	Unlikely	High	Medium	Suitable	Low
		Compliance Department	Unlikely	Moderate	Medium	Suitable	Low
		Internal Audit Department	Rare	Insignificant	Low	Suitable	Low
		Risk & Rating Department	Rare	Insignificant	Low	Suitable	Low
		Sino-EU M&A Division	Unlikely	Moderate	Medium	Suitable	Low
		Fixed Income Division	Unlikely	Moderate	Medium	Suitable	Low
		Structured Finance Division	Unlikely	Moderate	Medium	Suitable	Low
		Corporate Solutions	Unlikely	Moderate	Medium	Suitable	Low
		Capital Markets Division	Unlikely	Moderate	Medium	Suitable	Low
		Asset Management Division	Unlikely	Moderate	Medium	Suitable	Low
		Corporate Derivatives Desk	Unlikely	Moderate	Medium	Suitable	Low
Finance Department	Unlikely	Moderate	Medium	Suitable	Low		

Lack of records and supporting documentation	- Risk of bribery to manipulate records and provide false information to cover up theft or embezzlement; - Inadequate retention of evidence of wrongdoing and lack of transparency in internal audit procedures; - Lack of transparency in various processes, including risk assessments, deals selection, management reports, financial advisory proposals, procurement processes, etc; ...	Human Resources Department	Unlikely	Insignificant	Low	Suitable	Low
		Legal Department	Unlikely	Insignificant	Low	Suitable	Low
		Administration Department	Unlikely	Minor	Low	Suitable	Low
		Special Portfolio Management Division	Unlikely	Minor	Low	Suitable	Low
		CEO Office	Unlikely	Insignificant	Low	Suitable	Low
		IT Department	Unlikely	Moderate	Medium	Suitable	Low
		Operations Department	Unlikely	Minor	Low	Suitable	Low
		Online Banking	Unlikely	Moderate	Medium	Suitable	Low
		Treasury	Unlikely	Moderate	Medium	Suitable	Low
		Supervisory Body	Unlikely	High	Medium	Acceptable	Low
		Board of Directors	Unlikely	High	Medium	Acceptable	Low
		Executive Committee	Unlikely	High	Medium	Acceptable	Low
		Compliance Department	Unlikely	High	Medium	Suitable	Low
		Internal Audit Department	Rare	Minor	Low	Weak	Low
		Risk & Rating Department	Unlikely	Moderate	Medium	Suitable	Low
		Sino-EU M&A Division	Unlikely	Moderate	Medium	Acceptable	Low
		Fixed Income Division	Unlikely	Moderate	Medium	Acceptable	Low
		Structured Finance Division	Unlikely	Moderate	Medium	Acceptable	Low
		Corporate Solutions	Unlikely	Moderate	Medium	Acceptable	Low
		Capital Markets Division	Unlikely	Moderate	Medium	Acceptable	Low
Asset Management Division	Unlikely	Moderate	Medium	Acceptable	Low		
Corporate Derivatives Desk	Unlikely	Moderate	Medium	Acceptable	Low		

	Finance Department	Unlikely	Minor	Low	Weak	Low
	Human Resources Department	Unlikely	Minor	Low	Acceptable	Low
	Legal Department	Unlikely	Minor	Low	Acceptable	Low
	Administration Department	Unlikely	Moderate	Medium	Suitable	Low
	Special Portfolio Management Division	Unlikely	Minor	Low	Weak	Low
	CEO Office	Unlikely	Minor	Low	Acceptable	Low
	IT Department	Unlikely	Moderate	Medium	Suitable	Low
	Operations Department	Unlikely	Moderate	Medium	Acceptable	Low
	Online Banking	Unlikely	High	Medium	Suitable	Low
	Treasury	Unlikely	Moderate	Medium	Acceptable	Low

#### 4. Mitigation Measures

Once the risks have been accurately identified and classified, appropriate preventive and corrective measures are determined for each area. By incorporating these measures, the residual risk calculated in the previous chapters is effectively mitigated, thereby reducing its impact on the organization.

Risk	Preventive and Corrective Measures
Lack of exemption and impartiality due to the influence of specific interests	Ensuring the implementation of the internal policies related to the respective matters.
	Consistent and ongoing monitoring actions.
	Provision of training for the Bank's employees.
	Separation of functions, with the participation of more than one intervenient in the assessment processes; implementation of the "four-eyes" principle.
Use/disclosure of privileged and/or confidential information	Ensuring the implementation of the internal policies related to the respective matters.
	Consistent and ongoing monitoring actions.
	Provision of training for the Bank's employees.
	Separation of functions, with the participation of more than one intervenient in the assessment processes; implementation of the "four-eyes" principle.
	Implementation of a secure technology system, to ensure the security of sensible data.
Acceptance of benefits in exchange for the granting of advantages and/or favours	Ensuring the implementation of the internal policies related to the respective matters.
	Consistent and ongoing monitoring actions.
	Provision of training for the Bank's employees.
	Implementation of non-competition agreements to employees in management positions.
Omission/manipulation of information with the aim of affecting the decisions of the Bank/members of governing bodies	Consistent and ongoing monitoring actions.
	Separation of functions, with the participation of more than one intervenient in the assessment processes; implementation of the "four-eyes" principle.
Losses due to external fraud	Ensuring the implementation of the internal policies related to the respective matters.
	Consistent and ongoing monitoring actions.
Lack of records and supporting documentation	Consistent and ongoing monitoring actions.
	Implementation of a secure technology system, to ensure the security of sensible data.

## 5. Disclosure of the Anti-Bribery and Corruptions' measures to be implemented by the Bank

To ensure a comprehensive understanding of bribery and corruption measures among the Bank's employees, the procedures to be followed in accordance with the Bank's anti-bribery and corruption risk framework are made readily available. These procedures serve as an important resource, providing clear guidance and instructions on how to identify, prevent and address instances of bribery and corruption within the organization.

By providing access to these procedures, the Bank equips its employees with the necessary tools and knowledge necessary to maintain high ethical standards and actively contribute to a culture of integrity and compliance.

### 5.1 Internal Rules

Haitong Bank has a strong Regulation, prepared to ensure all the processes of the Bank. Therefore, and under the scope of the areas identified with corruption risk, the main internal regulations are:

Regulations/Policies	Procedures
Policy on the Selection and Assessment of Members of the Board of Directors, Supervisory Board and Key Function Holders	CAPEX and OPEX
Succession Policy	Prevention and Management of Conflicts of Interest
Policy on the selection and appointment of the Statutory Auditor and on the hiring on non-audit services	Anti-Money Laundering
Remuneration Policy	Lists of Persons with Access to Inside Information
Conflicts of Interest Prevention and Management	Credit to members of the Management and Supervisory Bodies
Outsourcing	Restrictions and Personal Account Dealing by Employees
Anti-Money Prevention Laundering	Market Control
Anti-Money Laundering and terrorist financing risk methodology	Outsourcing
Anti-Bribery	Approval of New Products
Whistleblowing Regulation	Credit Committee Process
Information Classification	Abusive Tax Planning

Personal Data Privacy	Salary Revision
New Products Approval	Credit Committee Procedure
IT Security	New Business Committee Procedure
Market Control	Related Parties List Preparation
Employee Variable Remuneration	Adoption Committee Procedure
Regulation of Order Execution and Transmission	Special Portfolio Management
Related Parties	Origination and Relation with clients
Client Acceptance	Portfolio Management and Loan Agency
Social and Solidarity Economy Support Regulation	Control of Credit Risk Limits
Regulation of Order Aggregation and Trade Allocation	EMIR procedure

## 5.2 Code of Conduct

Haitong Bank has a Code of Conduct in place which represents a fundamental instrument in the management of the institution's ethics.

The Code of Conduct is an essential document that promotes an organisational culture of legal compliance and conformity with the adopted values and principles, encouraging the best practices of corporate governance.

The Code of Conduct was recently revised in 2023, given the new legal requirements resulting from the GCPR and Anti-Bribery and Corruption legislation.

## 5.3 Training Plan

The Bank's training plan is prepared each year by the Compliance Department in collaboration with the Human Resources Department. The training plan is drawn up with the aim of identifying all the legally required training courses in the field of the banking activity, as well as to promote any new training that may be useful.

## 6. Assessment and updating of the Plan

All the Departments of the Bank are responsible for adopting the initiatives necessary for the operationalisation of the Plan, within their areas of intervention.

The Plan for the Prevention of Risks and Related Infractions will be reviewed and updated every three years, incorporating the guidelines and recommendations issued by the relevant bodies and supervisory entities.