



# **Regulatory Compliance Plan (PCN)**

**Version: 1.0**

**Approved on:**

Moreira de Cónegos, February 13, 2025

## Índice

Regulatory Compliance Plan .....	3
ENQUADRAMENTO.....	3
CORRUPTION AND RELATED OFFENSES RISK PREVENTION PLAN.....	4
Internal Structure.....	4
Crimes and Related Offenses.....	4
Methodology.....	7
Risk areas for the practice of acts of corruption and related offenses .....	7
Risk Matrix and Preventive and Corrective Measures.....	8
Follow-up, Evaluation, Monitoring, and Review of the PPR.....	23
Persons Responsible for Implementation, Control, and Review of the PPR	24
ANTI-CORRUPTION CODE OF CONDUCT (ANNEX A) .....	25
TRAINING PLAN (ANNEX B).....	26
INTERNAL REPORTING CHANNELS REGULATION (ANNEX C) .....	27
Annexes .....	29
Declaration of Acknowledgment of the Anti-Corruption Code of Conduct .....	30
Declaration of Conflict of InterestII .....	31
Declaration of No Conflict of InterestI.....	32
Communication of Specific Non-compliance Situation and/or Potential Corruption or Other Related Offenses.....	33
Model of the Structure of the Offenses Report .....	34
Consent for the Registration of a Verbal Complaint .....	35
Binding Clause.....	36

## **Regulatory Compliance Plan**

### **ENQUADRAMENTO**

Decree-Law No. 109-E/2021, of December 9, which establishes the National Anti-Corruption Mechanism (hereinafter referred to as "MENAC") and the General Regime for the Prevention of Corruption (hereinafter referred to as "RGPC").

The RGPC sets out the obligation for public or private entities with 50 or more employees to adopt a compliance program that includes, at a minimum, a risk prevention plan for corruption and related offenses, a code of conduct, a training program, and a whistleblowing channel. The adoption of this program by the entities covered aims to prevent, detect, and sanction acts of corruption and related offenses committed against or through those entities.

The present document constitutes:

- i. The Corruption and Related Offenses Risk Prevention Plan (PPR), identifying the main areas of corruption and related offenses risks associated with the activities of this entity, and establishes control mechanisms to mitigate those risks;
- ii. The Code of Conduct (CC);
- iii. The Training Plan (PF);
- iv. The Internal Whistleblowing Channel (CD).

In accordance with the provisions of paragraph 5 of Article 10 of the RGPC, this document was made known, upon its approval, to all employees of Vermis - Confecção de Vestuário, Lda., hereinafter referred to as Vermis, to other collaborators holding contractual ties with the company, to members of the Management or other agents at the service of the company who perform acts on its behalf. It is also included in the set of information provided during the admission process of each new employee.

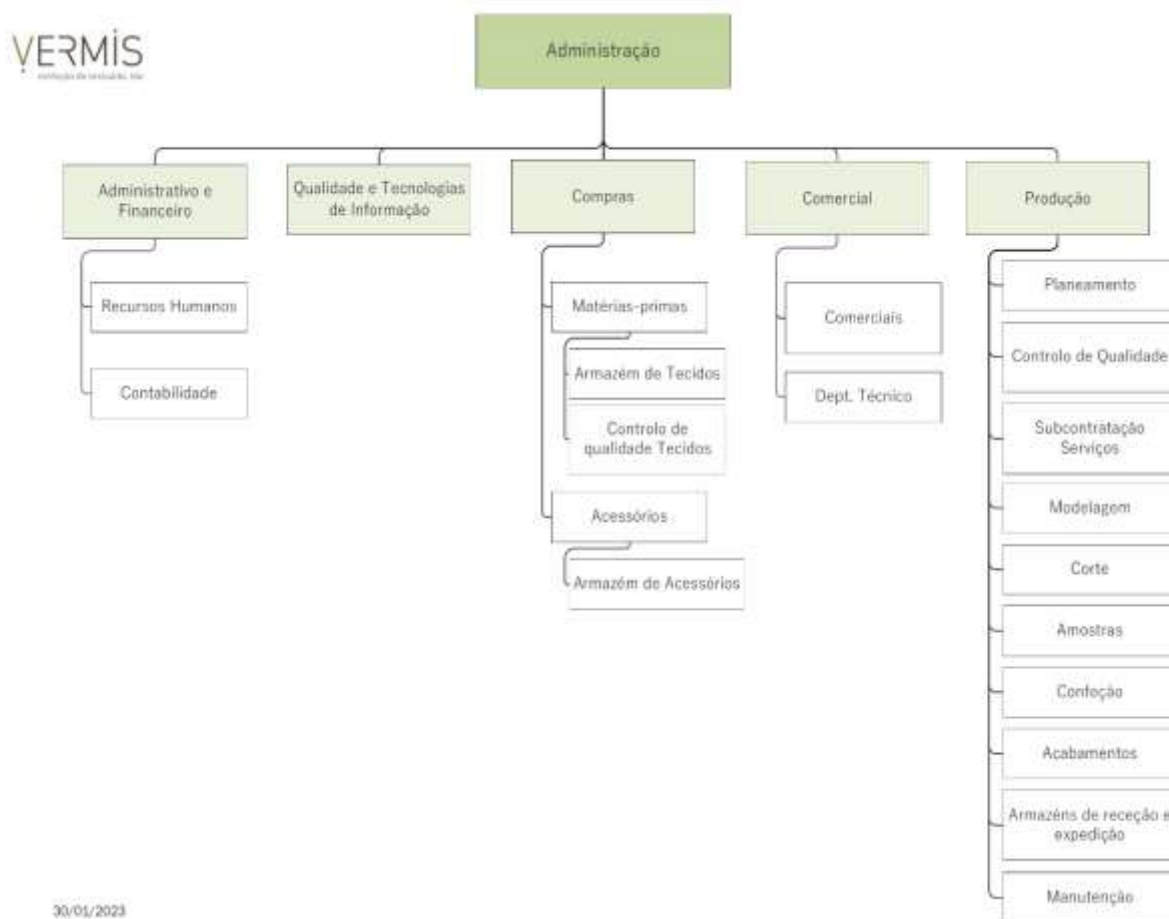
Additionally, Vermis makes this document available on its website or in an appropriate and easily accessible location. In case of any amendments, these will be communicated to all employees within 10 days and published on its website or in an appropriate and easily accessible location.

## CORRUPTION AND RELATED OFFENSES RISK PREVENTION PLAN

### Internal Structure

The company, Vermis - Confecção de Vestuário, Lda., is committed to excellence and innovation, operating in the textile sector since 1984. With a solid structure and a strategic focus on shirt production, but responding to market demands, we have expanded in recent years to encompass a wide range of products, further broadening our expertise, producing full looks, jackets, trousers, and dresses.

Our organizational structure reflects our approach, allowing us to effectively respond to market challenges and meet the needs of our clients and partners. The organizational chart below illustrates our structure, highlighting the main areas of activity and respective responsibilities within the company.



30/01/2023

## Crimes and Related Offenses

Corruption and Related Offenses are understood as the crimes of corruption, undue receipt and offer of advantage, embezzlement, economic participation in business, extortion, abuse of power, prevarication, influence peddling, money laundering, or fraud in obtaining or diverting subsidies, grants, or credit, as provided for in the Penal Code, approved as an annex to Decree-Law No. 48/95, of March 15, in its current wording, in Law No. 34/87, of July 16, in its current wording, in the Military Justice Code, approved as an annex to Law No. 100/2003, of November 15, in Law No. 50/2007, of August 31, in its current wording, in Law No. 20/2008, of April 21, in its current wording, and in Decree-Law No. 28/84, of January 20, in its current wording. (Article 3 of the General Regime for the Prevention of Corruption, approved by Decree-Law No. 109-E/2021, of December 9).

- **Passive corruption in the private sector** (Article 8 of the Criminal Liability Regime for Corruption Crimes Committed in International Trade and Private Activity) – Anyone who, either personally or through an intermediary with their consent or ratification, requests or accepts, for themselves or for a third party, an undue financial or non-financial advantage, or its promise, in exchange for any act or omission that constitutes a breach of their functional duties.
- **Active corruption in the private sector** (Article 9 of the Criminal Liability Regime for Corruption Crimes Committed in International Trade and Private Activity) – Anyone who, either personally or through an intermediary with their consent or ratification, gives or promises to a private sector worker, or to a third party with the knowledge of that worker, an undue financial or non-financial advantage, in order to pursue the intended objective.
- **Money laundering** (Article 368-A of the Penal Code) – Anyone who converts, transfers, assists, or facilitates any operation of conversion or transfer of advantages obtained by themselves or by a third party, directly or indirectly, with the aim of concealing their illicit origin or preventing the offender or participant in such offenses from being criminally prosecuted; anyone who conceals or disguises the true nature, origin, location, disposition, movement, or ownership of the advantages, or the rights related to them; anyone who, without being the perpetrator of the original unlawful act from which the advantages derive, acquires, possesses, or uses them, knowing their nature at the time of acquisition or at the beginning of possession or use.

- **Influence peddling** (Article 335 of the Penal Code) – Anyone who, personally or through an intermediary with their consent or ratification, requests or accepts, for themselves or for a third party, a financial or non-financial advantage, or its promise, in order to abuse their real or supposed influence over any public entity, whether national or foreign.
- **Bribery** (Article 363 of the Penal Code) – Anyone who convinces or attempts to convince another person, through a gift or promise of financial or non-financial advantage, to give false testimony or make a false statement in a judicial process, or to provide false expert opinion, interpretation, or translation, even if these acts are not ultimately committed.
- **Unlawful receipt or offer of advantage** (Article 372 of the Penal Code) – Anyone who, in the exercise of their duties or due to them, personally or through an intermediary with their consent or ratification, requests or accepts, for themselves or for a third party, a financial or non-financial advantage that is not due; anyone who, personally or through an intermediary with their consent or ratification, gives or promises a public official, or a third party at the indication or with the knowledge of the official, a financial or non-financial advantage that is not due, in the exercise of their duties or due to them.
- **Abuse of power** (Article 382 of the Penal Code) – A public official who abuses their powers or violates the duties inherent to their functions, with the intent to obtain an unlawful benefit for themselves or for a third party or to cause harm to another person.
- **Fraud in obtaining a subsidy or grant** (Article 36 of Decree-Law No. 28/84, of January 20) – Anyone who obtains a subsidy or grant by providing inaccurate or incomplete information to the competent authorities or entities about themselves or third parties, regarding facts essential for the granting of the subsidy or grant; or by omitting, in violation of the legal regime governing subsidies or grants, information about important facts for their concession; or by using a document justifying the right to the subsidy or grant or proving essential facts for its concession, obtained through inaccurate or incomplete information.
- **Economic participation in a business** (Article 377 of Decree-Law No. 48/95, of March 15) – A public official who, with the intent of obtaining an illicit economic benefit for themselves or for a third party, causes harm to patrimonial interests that they are responsible for administering, supervising, defending, or managing, in whole or in part, due to their position. Or a public official who, in any manner, receives, for themselves or for a third party, a financial advantage as a result of a civil legal act related to interests that they had, by virtue of their duties, the power to dispose of, administer, or supervise at the time of the act, even if no harm is caused.

## **Methodology**

Considering the objectives and scope of this PPR, it is essential to analyze the risk level and the probability of occurrence of acts of corruption or related offenses, with the aim of preventing and mitigating such incidents. The development of this PPR followed these steps:

- Identification of risks;
- Risk assessment;
- Identification of control mechanisms for risk mitigation;
- Identification of those responsible for monitoring controls;
- Definition of the PPR evaluation plan.

Pursuant to the provisions of Decree-Law No. 109-E/2021, of December 9, the identification, analysis, and classification of risks and situations that may expose the company to acts of corruption and related offenses were carried out considering:

- i. The risk areas of the entity's activity for the practice of acts of corruption and related offenses;
- ii. A risk matrix with the probability of occurrence and the foreseeable impact of each situation;
- iii. Preventive and corrective measures that allow reducing the probability of occurrence and the impact of the identified risks and situations (in cases of high or maximum risk, more exhaustive prevention measures);
- iv. Monitoring, evaluation, and review of the PPR;
- v. The designation of those responsible for each prevention action and the overall responsible party for the execution, control, and review of the PPR.

## **Risk areas for the practice of acts of corruption and related offenses**

Under the provisions of Decree-Law No. 109-E/2021, of December 9, the following departments were analyzed in conjunction with some employees and in accordance with the internal organizational chart:

- Administration

- Administrative and Financial
- Quality and Information Technologies
- Procurement
- Commercial
- Production

## Risk Matrix and Preventive and Corrective Measures

After identifying the risk, it was assessed in terms of its likelihood of occurrence and the impact, in case it materializes.

This assessment, based on ISO 31000, was carried out using the following scale:

- Probability of occurrence – Low, Medium, High
- Impact of consequence – Low, Medium, High
- Risk classification (resulting from likelihood and impact) – Minimal, Weak, Moderate, High, and Maximum.

Risk Matrix		Probability of occurrence		
		Low (1)	Medium (2)	High (3)
Impact of consequence	Low (1)	Minimal	Weak	Moderate
	Medium (2)	Weak	Moderate	High
	High (3)	Moderate	High	Maximum

Given the risk classification, preventive and evaluation measures for their implementation are defined. These measures aim to reduce both the Probability of the risk occurring and the degree of its impact.

The Risk and Preventive and Corrective Measures Matrices presented below contain the risks of the different areas of activity of the company, their classification, preventive and corrective measures.



**Activity Area:** Administration

Process	Description/Risk	Probability	Impact	Risk Level	Preventive and Corrective Measures
<h2>Restricted use information</h2>					

Restricted use information

Restricted use information

**Activity Area:** Administrative and Financial

Process	Description/Risk	Probability	Impact	Risk Level	Preventive and Corrective Measures
---------	------------------	-------------	--------	------------	------------------------------------

Restricted use information

Restricted use information

Restricted use information

**Activity Area:** Quality and IT

Process	Description/Risk	Probability	Impact	Risk Level	Preventive and Corrective Measures
---------	------------------	-------------	--------	------------	------------------------------------

Restricted use information

Restricted use information



**Activity Area:** Purchasing

Process	Description/Risk	Probability	Impact	Risk Level	Preventive and Corrective Measures
<h2>Restricted use information</h2>					

Restricted use information

Restricted use information

**Activity Area:** Commercial

Process	Description/Risk	Probability	Impact	Risk Level	Preventive and Corrective Measures
<p>Restricted use information</p>					

Restricted use information

**Activity Area:** Production

Process	Description/Risk	Probability	Impact	Risk Level	Preventive and Corrective Measures
<h2>Restricted use information</h2>					

Restricted use information

## **Follow-up, Evaluation, Monitoring, and Review of the PPR**

Pursuant to paragraphs a) and b) of article 6(4) of Decree-Law No. 109-E/2021, of December 9, the evaluation of the implementation of the PPR is carried out as follows:

- Preparation of an interim evaluation report in October for situations classified as high and maximum risk;
- Preparation of an annual evaluation report in April of the year following the execution period, which includes the quantification of the implementation level of the identified preventive and corrective measures, as well as the forecast for their full implementation.

The PPR is reviewed every three years or whenever there is a change in Vermis' organizational structure that justifies its revision.

## **Persons Responsible for Implementation, Control, and Review of the PPR**

The individuals responsible for prevention and corrective actions are those identified in the Risk Matrices and Preventive and Corrective Measures.

The person responsible for implementing, controlling, and reviewing the PPR, as well as for Regulatory Compliance, is the company's CEO, Dr. Pedro Miguel Oliveira Magalhães.



**ANTI-CORRUPTION CODE OF CONDUCT (ANNEX A)**

In compliance with the principles of transparency, integrity, and responsibility that guide our actions, Vermis has established and maintains an up-to-date Anti-Corruption Code of Conduct. This document sets out a comprehensive set of guidelines and best practices designed to prevent, identify, and mitigate risks associated with corruption and related offenses.

Intended for the awareness and application of all employees, the Code of Conduct, available in **Annex A**, aims to comply with Decree-Law No. 109-E/2021, of December 9. It serves as a self-regulation instrument for Vermis in the prevention and prohibition of illicit acts constituting corruption and related offenses. Through its dissemination, the company seeks to promote effective prevention mechanisms, reinforce commitment to this objective, and encourage all stakeholders to uphold exemplary conduct.

**TRAINING PLAN (ANNEX B)**

Aware of the fundamental importance of continuous training in preventing the risks inherent to corruption and related offenses, Vermis has structured a Training Plan applicable to all employees. The Vermis Training Plan follows the general requirements imposed by the legal framework of the General Regime for Corruption Prevention, complemented by the findings of the assessment carried out in the Corruption Risk Prevention Plan and related offenses. This instrument aims to equip employees with the knowledge and skills necessary for the effective implementation of best practices and compliance with applicable regulations.

Available in **Annex B**, this document outlines the planned training activities, serving as a catalyst for strengthening a culture based on ethics, integrity, and compliance. By investing in the continuous development of its employees, Vermis reaffirms its commitment to combating corruption, contributing to the creation of a transparent environment.

**INTERNAL REPORTING CHANNELS REGULATION (ANNEX C)**

Committed to transparency and the promotion of a culture of ethics and integrity, Vermis has established an Internal Reporting Channels Regulation, which defines the available mechanisms for the secure and confidential reporting of violations or irregular conduct. This document, available in Annex C, ensures compliance with applicable legislation and reinforces the protection of whistleblowers.

According to the General Regime for Corruption Prevention, approved as an annex to Decree-Law No. 109-E/2021, of December 9, the entities covered by this regime must have an internal reporting channel to prevent, detect, and sanction acts of corruption and related offenses committed against or through the entity (Article 5, No. 1), establishing safeguards aimed at protecting whistleblowers.

Furthermore, Article 8, No. 1, of the same decree establishes that the covered entities must have an internal reporting channel and follow up on reports of corruption and related offenses, in accordance with the legislation transposing Directive (EU) 2019/1937 of the European Parliament and the Council, of October 23, 2019, on the protection of persons reporting violations of Union law.

The transposition of this Directive was ensured by Law No. 93/2021, of December 20, which establishes the general regime for the protection of whistleblowers. This law mandates the establishment of internal reporting channels (Article 8 and following) and external reporting channels (Article 12 and following).

Approved in Moreira de Cónegos, on February 13, 2025

## Annexes

**Annex I** – Declaration of Acknowledgment of the Anti-Corruption Code of Conduct

**Annex II** – Declaration of Conflict of Interest

**Annex III** – Declaration of No Conflict of Interest

**Annex IV** – Communication of Specific Non-compliance Situation and/or Potential Corruption or Other Related Offenses

**Annex V** – Model of the Structure of the Offenses Report

**Annex VI** – Consent for the Registration of a Verbal Complaint

**Annex VII** – Model Clause to be Included in the Hiring Process as Stipulated in Article 3, Paragraph 2 of this Code

## Annex I

### Declaration of Acknowledgment of the Anti-Corruption Code of Conduct

\_\_\_\_\_, performing duties as \_\_\_\_\_ at Vermis, hereby acknowledge having read the Anti-Corruption Code of Conduct as well as the Internal Regulations of the Whistleblower Channel..

Moreira de Cónegos, \_\_\_\_\_ of \_\_\_\_\_ of 202\_\_

\_\_\_\_\_

Annex II

**Declaration of Conflict of Interest**

\_\_\_\_\_, performing duties as \_\_\_\_\_ at Vermis, request to be excused from the duties assigned to me in the activity/project \_\_\_\_\_ as I believe that the conditions to safeguard the absence of conflicts of interest are not fully met

\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_ (Identify the specific reason for the potential conflict of interest).

Moreira de Cónegos, \_\_\_\_\_ of \_\_\_\_\_ of 202\_\_\_\_\_

**Annex III**

**Declaration of No Conflict of Interest**

\_\_\_\_\_, holder of the identification document number \_\_\_\_\_, residing at \_\_\_\_\_, currently performing the duties of \_\_\_\_\_ at Vermis - Confecção de Vestuário, Lda, holder of NIPC: 501483004, hereby declare that I am not subject, as of this date, to any conflicts of interest that could undermine the impartiality, independence, and fairness of my conduct, nor any circumstances that might raise doubts about my conduct in performing the stated duties, specifically:

i. Any conflicts of interest related to the performance of institutional functions that may promote preferential treatment or other undue benefits or unequal treatment, namely: a. Family or personal relationships with users/clients; b. Professional or commercial relationships conflicting with professional duties of impartiality;

ii. Having a family member exercising functions, or who has exercised functions during the contract period, in the governing bodies or in the financial management of an entity involved, or in any other position that could be relevant to the procurement process;

iii. Being involved, or having a family member or close person involved, in a job offer or recruitment process for the entity involved in the procurement procedure;

The undersigned further declares, under the commitment of honor, that in the event of the occurrence of any situation that could constitute a conflict of interest, or if such a situation comes to their knowledge, they will immediately inform their superior before any decisions are made, actions are taken, or contracts are signed.

Moreira de Cónegos, \_\_\_\_\_ of \_\_\_\_\_ of 202\_\_\_\_

Signature,

\_\_\_\_\_

(Full name)



**Annex IV**

**Communication of Specific Non-compliance Situation and/or Potential Corruption or Other Related Offenses**

\_\_\_\_\_, performing functions as \_\_\_\_\_ at Vermis, hereby inform, in accordance with the provisions of the Anti-Corruption Code of Conduct, that I have identified the following instances of non-compliance and/or potential fraud:

---

---

---

---

---

---

---

---

Moreira de Cónegos, \_\_\_\_\_ of \_\_\_\_\_ of 202\_\_\_\_

---

**Annex V**  
**Model of the Structure of the Offenses Report**

\_\_\_\_\_, performing functions as \_\_\_\_\_ at Vermis, has infringed, according to the Anti-Corruption Code of Conduct, the following rule(s), \_\_\_\_\_, and the following sanctions have been applied \_\_\_\_\_ and the following internal corrective measures have been/shall be applied to prevent future occurrences \_\_\_\_\_

Brief description of the action that led to the violation:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Moreira de Cónegos, \_\_\_\_\_ of \_\_\_\_\_ of 202\_\_\_\_

\_\_\_\_\_

**Annex VI****Consent for the Registration of a Verbal Complaint**

I, \_\_\_\_\_, holder of identification document nº \_\_\_\_\_, hereby declare that I authorize the entity Vermis - Confecção de Vestuário, Lda (Vermis) to proceed with the registration of my statements as part of an internal report, made at my request during a meeting.

I acknowledge that Vermis - Confecção de Vestuário, Lda acts as the data controller and is obliged to comply with the appropriate technical and organizational measures to ensure that the record of my statements is protected from unauthorized access and modifications. The record will be retained for 5 years, or until consent is revoked.

Consent can be withdrawn at any time, leading to the secure deletion of the file containing my statements. This deletion may affect the ability of the designated resources at Vermis to receive and process reports of violations.

The withdrawal of consent does not compromise the lawfulness of the processing carried out based on the consent previously given.

Moreira de Cónegos, \_\_\_\_\_ of \_\_\_\_\_ of 202\_\_\_\_\_

---

**Annex VII**  
**Binding Clause**

Vermis and \_\_\_\_\_ hereby establish that, from this day forward, the latter is obliged to comply with the Anticorruption Code of Conduct, as set forth in this annex, which has been fully understood in all its extent and in its precise terms, as stipulated in Article 3, paragraph 2 of the respective document.