



CAIXA GERAL DE DEPÓSITOS

CODE OF CONDUCT

INTRODUCTION

Ethical business conduct is a factor of the utmost relevance for the development and growth of companies and particularly financial institutions. It brings innumerable benefits such as attracting and retaining the loyalty of customers, fulfilling the expectations of internal and external stakeholders¹, differentiation and reputational consolidation and efficiency gains in terms of productive processes or prudent risk management.

Ethical business management comprises a fundamental decision-making tool in a business context, as there is a certain ethical content, whether explicit or implicit, in the vast majority of decisions which, accordingly, require instruments designed to formalise and operationalise such ethical management in which the code of conduct is particularly important.

Caixa Geral de Depósitos Group's actual dimension and its aim to provide stakeholders and the public in general with information on the ethical principles upon which its activities are based are also reasons for the adoption of a code of conduct, as a constantly evolving document which is intended to be a permanent fixture in the daily activity of CGD and its workers.

The version currently being published is an update of the code which entered into force on 1 August 2008.

CHAPTER I – Object and scope

Article 1 – Object

The code of conduct sets out the operating principles and standards of professional conduct to be complied with in and by Caixa Geral de Depósitos (CGD) in the performance of its activity.

Article 2 – Scope of application

1. The code is binding upon members of CGD's statutory bodies, its workers, trainees, service providers and mandataries, either permanent or occasional, all of whom hereinafter referred to as workers.
2. The code is also directly applicable to branches and representative offices headquartered abroad, upon receipt by their respective management boards and all workers, with the possibility of any necessary and expedient adjustments being made in light of local circumstances, expressly authorised by CGD's board.
3. The principles and values, in addition to the objectives embedded in and providing the guidelines for this code should be taken into account in the production of the codes of conduct of CGD's diverse subsidiaries, headquartered in Portugal or abroad, in addition to the Economic Interest Groupings of which CGD is a member.

¹ Persons or entities affected by CGD or which have affect on its activity.



Article 3 – Objectives

The code of conduct aims to:

- a) Ensure the clarification and harmonisation of reference benchmarks for the performance of activity as a decision-making aid in ethical dilemmas;
- b) Formalise and provide information on the values, operating principles and standards of conduct governing relationships with various interested parties;
- c) Contribute to the promotion of an organisational culture of compliance with the law and conformity with the values and principles adopted, in addition to the development of best corporate governance and ethical conduct practices.

Article 4 – Nature of rules

1. The code of conduct is an integral part of CGD's internal standards system to be complied with by all workers.
2. Compliance with the code's rules does not dispense CGD workers from familiarising themselves and complying with other internal standards and applicable legal and regulatory dispositions.
3. The code of conduct contains and systemises the values, operating principles and professional standards of conduct, whose rules and corresponding procedures are defined, whenever necessary, in specific internal regulations.

CHAPTER II – Mission and values

Article 5 – Mission

CGD group shall endeavour to consolidate its activity as a Portuguese financial system structuring group, differentiated by the major relevance and responsibility of its contribution to:

- Economic development;
- The reinforcement of the competitiveness, innovation capacity and internationalisation of Portuguese companies;
- The stability and strength of the domestic financial system.

As the market leader, the quest for balanced evolution between profitability, growth and financial strength, always pursuant to a prudent risk management approach.

Article 6 – Values

CGD's activity and its workers' conduct shall be governed by the following fundamental values:

- a) **Rigour**, which includes objectivity, professionalism, technical competence and diligence, always geared to achieving higher levels of quality and economic, financial, social and environmental efficiency through the adoption of the best banking and financial practice;



- b) **Transparency** of information, namely regarding the conditions governing the provision of services and performance of the organisation, acting truthfully and clearly;
- c) **Security** of investments, with prudent risk management and the institution's stability and solidity being a *sine qua non*
- d) Organisational and personal **responsibility** for its own actions, endeavouring to remedy any negative impacts. This includes a socially responsible approach and a commitment to sustainable development;
- e) **Integrity**, defined as scrupulous compliance with the law, regulations, contracts and ethical values and operating principles adopted;
- f) **Respect** for the interests entrusted to it, acting with courtesy, discretion and loyalty, in addition to adopting principles of non-discrimination, tolerance and equality of opportunity.

CHAPTER III – Operating principles

Article 7 – General principles

CGD and its workers shall perform their activity and functions in due respect for exacting ethical and deontological principles, in line with the values defined in article 6 in relationships with customers and other interested parties (workers, shareholder, suppliers, official and supervisory authorities, other institutions and the community).

Article 8 – Legal, regulatory and compliance obligations

1. CGD's activity is performed on the basis of exemplary, disciplined management and the efficient and effective control of all of its business areas, ensuring, for the said purpose, adequate systems for the validation and verification of compliance with its legal, regulatory and compliance-related conduct.
2. CGD's commercial practices not only comply with the applicable legislation and regulations but also the ethical and behavioural rules adopted by it as set out in this and other codes of conduct to which CGD subscribes.

Article 9 – Social responsibility and sustainable development

CGD performs its activities in accordance with the principles and best international practice in the domain of social responsibility, in due respect for and compliance with management undertakings related with its contribution to sustainable development – from an economic, social and environmental viewpoint – in the communities in which it operates.

Article 10 – Independence between interests

CGD's workers must respect the independence between:

- a) CGD's and its customers' interests;
- b) Interests between customers;



- c) Their personal interests and those of CGD and customers, avoiding any situations which may originate a conflict of interests.

Article 11 – Non- discrimination and equality of treatment

1. CGD and its workers do not practise any type of discrimination, based on criteria such as race, gender, disability, handicap, sexual preference, political or ideological beliefs, religion, level of instruction, civil or other status.
2. CGD workers must act with courtesy, tolerance and respect and refrain from any behaviour which may be considered offensive.
3. Internally, CGD promotes equality of treatment between men and women, in addition to permitting conciliation between its workers' personal, family and professional lives.

Article 12 – Competence and diligence

1. CGD workers must:
 - a) Provide customers and the competent authorities, in the performance of their professional duties, except for the duty of secrecy, with a rigorous, prompt and full reply to any requests they may submit;
 - b) Behave in such a way as to maintain and reinforce customers' trust in CGD, effectively contributing to its good image;
 - c) Act objectively and with common sense, in all circumstances;
 - d) Take into account the expectations of customers and the public in general, in terms of their conduct, which shall be governed by generally and socially acceptable ethical standards;
 - e) Act in good faith, with impartiality, responsibility and rigour, without distorting facts or the actual circumstances;
2. Without prejudice to constitutionally guaranteed principles of the right to free speech and workers' associations, workers should refrain from contacts with the media on issues pertaining to CGD's affairs, if not duly authorised to do so.
3. CGD is concerned with its workers' professional enhancement and provides them with different personal and professional training possibilities with a view to satisfying the expectations referred to in no. 1. above.

Article 13 – Professional secrecy

1. CGD's relationship with its customers is governed by its observance of strict confidentiality, in its compliance with the legal duties established on secrecy issues to which it is bound, namely not to disclose or use information on facts or elements in respect thereof unless expressly authorised by them or when lawfully required to do so.
2. Workers must, therefore, keep confidential, protect and preserve the following with the utmost secrecy:
 - a) All matters relating to customers' accounts and names, in addition to general banking operations, trading room operations, securities operations, credit operations and services provided;
 - b) Facts or elements relating to CGD's affairs, i.e. facts and information which have not been published or, in any way, disclosed by the competent bodies;



- c) Facts or information which come to their knowledge through the performance of their respective functions.
3. In contacts with customers and the market in general and without prejudice to the duty of secrecy, workers must act with the utmost discretion and take particular care, both in form and content as in the means used to transmit information on other companies and customers.
4. The duty to maintain professional secrecy encompasses all information on CGD's business, namely commercial promotion plans, contracts, customer lists, databases, patents and intellectual property, systems, computer programming, costs, strategies and matters involving commercial competitiveness.
5. The duty of workers to maintain professional secrecy does not terminate when their functions or provision of services are terminated.

Article 14 – Consideration of customers' interests

1. Instructions received from customers and, in general, the services requested by them, shall be performed in due respect for their legitimate interests, pursuant to the constraints imposed on the performance of banking activities.
2. CGD workers in performing their functions must take care when providing information and advice to customers, that this is performed rigorously and in good faith:
 - a) Full clarification of the characteristics of CGD's products or services, in addition to the adequacy thereof to customers' situations and needs;
 - b) The supply of all elements leading to the making of a reasoned, conscious and informed decision regarding the existence of the potential risks involved in the operations, in addition to the existence of any conflicts of interest and their respective foreseeable financial consequences;
 - c) Full clarification on interest paid on deposits or other repayable funds;
 - d) Adequate information on the costs of operations and services, including, when requested, an explanation of the bank's price list which shall be at its customers' disposal.
3. The provision of information or advisory services to customers is subordinated to the collection of standards and instructions in respect of the performance of each function or task entrusted to the worker.
4. CGD undertakes to ensure that all complaints received are immediately passed on for due consideration, a decision made and the customer informed within the shortest possible period.

Article 15 – Prudent risk management culture

CGD workers responsible for risk assessment and management subordinate their assessments and decisions to rigorous criteria designed to ensure independent, competent and prudent risk management, in strict compliance with the corresponding internal standards, compliance rules and all legal and regulatory dispositions, including those issued by the supervisory bodies.

Article 16 – Information

CGD provides information on its current activity – namely as regards its economic and financial situation or net worth in addition to issues related with its corporate governance – in a true, clear, relevant manner.



Article 17 – Advertising and marketing

1. CGD provides information on its products, services and respective costs, including fiscal costs, in clearly, correct, precise and accessible language, to enable customers to make a free and considered choice.
2. CGD's advertising and marketing activities on its products and/or services, are implemented with due respect for all legal and regulatory rules in force and the principles of truthfulness, transparency, balance and clarity.

Article 18 – Quality of service

1. CGD provides its customers with a quality service, based on best banking and financial practice and its business knowledge of customers, their needs, capacities and potential.
2. Replies to customers' requests are provided swiftly and courteously in terms of the provision of services, good commercial and operational performance and care in terms of the adequacy of products and available technical means, with the aim of providing stakeholders with relational levels of excellence.

Article 19 – Personal data protection

CGD takes great care to comply with the legal regulations and guidelines issued by the competent authorities on the protection of personal data, notably on the existence of and changes to files, consultation rights and changes to the personal data therein contained.

Article 20 – Operating rules

CGD makes every effort to ensure that no activity or function is inaccessible, inactive or with a significantly diminished response rate, during normal working hours, except for cases of *force majeure*.

Article 21 – Occupational medicine, hygiene and safety in the workplace

CGD complies with occupational medicine, hygiene and safety in the workplace standards, and its workers must comply with laws, regulations and internal standards on this matter.

Article 22 – Relationships with the authorities

CGD workers actively cooperate with the official and supervisory authorities, to the best of their knowledge and within their sphere of activity and competence, responding diligently and in full to all of their requests.

Article 23 – Relationships with suppliers

CGD's purchases of goods and service are governed by principles of effectiveness, operability and economy with a guarantee of transparency and equity in its relationship with its diverse suppliers.



CHAPTER IV – Standards of professional conduct

Article 24 – General standards

1. CGD workers should, in their relationships with customers and other institutions, proceed with diligence, neutrality, loyalty, discretion and conscientious respect relating to the interests which have been entrusted to them;
2. Workers perform their function, whatever the nature thereof, complying with the applicable legal and regulatory dispositions, and internal regulations, namely the code of conduct.

Article 25 – Prohibition from accepting benefits

1. CGD workers may not accept or request any benefits, including loans, gifts, or other benefits/favours from persons with whom they are acquainted on the basis and during the performance of their professional activity.
2. The following are excluded from the prohibition stipulated in the preceding number provided that workers' impartiality and independence during the performance of their professional activity are not affected:
 - a) The acceptance of gifts having a merely symbolic value in line with social practice, such as gifts at Christmas and other festive dates which do not comprise the acceptance of economic benefits;
 - b) Promotional objects and gifts involving small amounts and invitations which do not exceed socially acceptable limits.

Article 26 – Conflicts of interest

1. Workers may not be involved in any assessment or decision-making process whenever the workers themselves, spouses, relations through affinity, directly and up to the fourth degree of the collateral line² or persons who live with them in de facto unions or share common board, or companies or other collective bodies in which they have any form of direct or indirect interest are involved.
2. In the event of any situation, related with a worker or his/her assets/property, which may jeopardise regular compliance with his/her duties or the objective and effective performance of his/her functions, on behalf of CGD or its customers, the worker shall immediately inform his/her senior officer or, if a board member, the other board members.
3. Workers may not be involved, outside the scope of their professional sphere, in the affairs of third parties in which CGD Group companies are counterparties.
4. The settling of conflicts of interest shall scrupulously comply with applicable, legal, regulatory and contractual dispositions.

² *Parentage* is the bond linking two persons as a consequence of one of them being a descendant of the other (in the direct line) or when both of them issue from a common progenitor (in the collateral line).

Parentage in the direct line links father and son (1st degree), grandparent and grandchild (2nd degree), great-grandparent and great-grandchild (3rd degree) and so on.

Parentage in the collateral line links siblings (2nd degree), uncle and nephew (3rd degree), direct cousins (4th degree), etc.

Affinity is the bond linking each of the spouses to the other's parents. This can be in the direct line, linking parents-in-law with daughters-in-law/sons-in-law, step parents and stepchildren, grandparents or great-grandparents and grandchildren or great-grandchildren through affinity, or in the collateral line, linking brothers-in-law, uncles and nephews, cousins through affinity.



Article 27 – Operations of workers dealing in financial instruments

1. Operations performed by any CGD workers, on their own account, in any market in which securities or derivative financial products are traded, are subject to the same rules and internal procedures as for customers.
2. The standards and procedures set out in CGD's guidelines on conflicts of interest apply to securities operations performed by workers.

Article 28 – Defence of the market

1. CGD and its workers are scrupulous in their compliance with the applicable legal and regulatory dispositions on financial intermediation activity on securities and other financial instruments.
2. Workers should behave with integrity, refraining from participating in operations on financial instruments or performing any acts which may jeopardise the regularity of the operation, transparency and credibility of the market.
3. Workers are not allowed to disclose any inexact, false or misleading information or perform fictitious operations or be involved in any illicit actions tending to distort the normal operation of the foreign exchange, money, securities or derivatives markets.
4. Workers enjoying access to insider information on financial instruments may not transmit such information outside the normal scope of their functions, nor misuse such information, i.e. they may not, on the basis of such information, trade, advise a third party to trade, order, on their own or another's behalf, directly or indirectly, subscribe for, purchase, sell or swap such financial instruments.

Article 29 – Tax

In performing operations and providing services which may have fiscal effects, workers must strictly comply with the dispositions of the respective laws and regulations, avoiding situations in which CGD Group may be associated with any fiscal infringements.

Article 30 – Money laundering

1. CGD has adequate internal regulations for the purpose of preventing operations related with money laundering and the financing of terrorism; containing information on all of the duties provided for in terms of current legislation, in addition to the internal measures and procedures designed to comply with the referred to duties.
2. CGD's workers are, accordingly, obliged to strictly comply with such duties, namely due diligence relating to their knowledge of customers' business affairs, the filing/storage of documents and prompt provision of information on operations which are potentially suspected of being money-laundering or financing of terrorism operations.

Article 31 – Corruption

1. CGD actively rejects all forms of corruption and its workers must not be involved in any situations which may lead to acts susceptible to association therewith.



2. CGD's activity is subject to rigorous internal control mechanisms, which include internal regulations designed to prevent and combat corruption.

CHAPTER V – Final considerations

Article 32 – Reception and processing of complaints

1. Without prejudice to legislation on complaints books, customers' complaints, whatever their content or object, may be submitted at any CGD branch office counter, *Caixadirecta Telefone* service or CGD's website at www.cgd.pt, as well as to the structural body customers may acknowledge as being the most suitable to deal with the issue in question.
2. To respond to its customers' complaints, CGD has a specific structural body which reports directly to the board of directors, and which guarantees the centralisation, analysis, processing and response to all complaints whatever the contact channel and media used by customers.
3. Under normal circumstances, the maximum period for a reply is 10 working days, which period will only be exceeded when required by the nature or greater complexity of the complaint.

Article 33 – Monitoring and application of code

1. Requests for clarifications on doubts concerning the interpretation or application of the code of conduct should be addressed to the GFC - Compliance Function Support Office which will consider the need for the intervention of other CGD structural bodies.
2. The GFC - Compliance Support Office shall arrange for the provision of information on the code and the awareness and training of all workers, monitor its application and respective assessment, in collaboration with structural bodies having associated responsibilities.

Article 34 – Internal communication of irregular practices

CGD provides a procedure, suitably governed by specific internal regulations, for the internal reporting of allegations of irregular practices occurring in the sphere of its activity, guaranteeing confidentiality in terms of processing, as well as non-retaliation on the author thereof if the complaint is made in good faith and not anonymously.