



CODE OF CONDUCT

1. Introduction

Textura Wines Lda believes that excellence in wine production is directly linked to integrity, social responsibility, and the ethical conduct of everyone involved in its value chain. This Code of Conduct reflects the fundamental principles that guide our decisions, practices, and relationships with employees, partners, suppliers, customers, and other stakeholders.

This document complements the Code of Ethics of Textura Wines and aims to ensure broad dissemination and application among all stakeholders with whom the company interacts, both directly and indirectly, in the course of its activities. It is hereby established and guaranteed that Textura Wines Lda is committed to respecting good business practices and will not promote any conduct, behavior, or practices that may be considered irregular, illegal, criminal, unethical, unfair, or dishonest in its relationships.

This document is aligned with the Portuguese and European legislation applicable to the wine sector and will be reviewed annually in collaboration with internal and external stakeholders.

2. Core Values

In accordance with the Code of Ethics of Textura Wines, we understand business ethics as the set of values, standards, and practices that ensure integrity, social responsibility, respect for the law, and respect for human dignity that drive and define the company's activities.

Respect for the local environment and its biodiversity (soil, flora and fauna, people and community), the preservation of resources (natural and cultural), and regional development underpin our core principles.. Textura Wines Lda is fully committed to ethical and responsible conduct in all areas: production, commercialization, relationships with customers, suppliers, employees, local communities, and public authorities.

The following principles guide and direct our activities:

- Integrity
- Respect for human dignity
- Transparency
- Environmental and social sustainability
- Legality
- Social responsibility
- Valuing diversity
- Commitment to quality
- Continuous improvement through excellence in production and product offerings

3. Expected Ethical Conduct



This section outlines the behaviors and standards of conduct expected from employees, service providers, and all those who perform activities alongside Textura Wines Lda. This document is not exhaustive regarding duties and rules of good conduct.

3.1. Equality and Non-Discrimination

We reject any form of discrimination based on race, colour, sex, age, religion, sexual orientation, gender identity, disability, nationality, or any other condition.

3.2. Fraudulent Acts

Any fraudulent practice, such as product adulteration, document falsification, or data manipulation, will not be tolerated.

Examples of fraudulent acts in the sector may include false information regarding the origin of grapes or quality certifications. This list presents some identified cases of fraud, all of which are unacceptable within Textura Wines Lda.

3.2.1. Falsification of Origin (Labeling Fraud)

- **Description:** Labeling wines with Denomination of Origin (DO) that do not correspond to their true origin.

3.2.2. Wine Adulteration

- **Description:** Altering the composition of wine to modify characteristics such as taste, colour, alcohol content, etc.
- **Common methods:**
 - Addition of water or alcohol.
 - Use of unauthorized colorants or flavourings.
 - Blending with lower-quality wines.

3.2.3. Counterfeit Wine (Brand and Bottle Forgery)

- **Description:** Production of fake bottles imitating wines from prestigious brands.
- **Example:** Replicas of expensive wine bottles with identical labels but containing low-cost wine.

3.2.4. Sales in Parallel Markets (Black Market)

- **Description:** Distribution of wines outside official channels or involving tax evasion.
- **Consequence:** Loss of tax revenue and unfair competition.

3.2.5. Irregular Blending of Grape Varieties or Regions

- **Description:** Blending wines from different regions or grape varieties without proper declaration on the label.



- **Impact:** Misleads consumers regarding the characteristics and origin of the product.

3.2.6. Falsification of Certifications and Quality Seals

- **Description:** Illegal use of certification seals issued by regulatory authorities.
- **Example:** Application of DO seals without oversight or approval from the certifying body.

3.2.7. Under-Invoicing and Tax Fraud

- **Description:** Declaring production or sales below actual figures in order to pay less tax.

3.2.8. Illegal Use of Oenological Products

- **Description:** Use of unauthorized products for the preservation or enhancement of wine (e.g., excessive sulphites).

3.3. Receipt of Gifts, Presents and Hospitality

Employees must act with impartiality and integrity when interacting with customers, suppliers, partners, and other stakeholders. In this regard:

Gifts and presents of symbolic value (e.g., pens, agendas, simple promotional materials) may be accepted, provided they do not compromise, appear to compromise, or influence business decisions.

High-value gifts, money, or personal benefits must not be accepted under any circumstances.

Invitations to events, meals, or hospitality may only be accepted if they are directly related to the business, occasional, moderate in nature, and previously approved by the immediate supervisor.

In case of doubt regarding the appropriateness of a gift or invitation, the employee should consult their immediate manager and senior management.

3.4. Corporate Travel Policy

The company covers expenses related to corporate travel directly connected to its core business activities.

Accommodation will preferably be arranged in shared double rooms, except in cases previously justified and authorized.



It is the responsibility of the employee or service provider to ensure the responsible use of company resources, always seeking the best cost-benefit ratio.

3.5. Conflict of Interest

Textura Wines Lda defines a conflict of interest as situations in which decisions may be influenced by personal interests or any type of bias that could compromise impartial decision-making. Employees are required to avoid situations that may compromise their impartiality or interfere with the company's interests.

Examples of conflicts of interest include:

- Hiring service providers who are relatives of employees;
- Negotiations that may bring personal or professional benefits to the individual at the expense of Textura Wines Lda's interests, such as access to supplier or customer lists;
- Use of Textura Wines Lda equipment for personal benefit or for related interests;
- Use of working time for purposes unrelated to the company's activities;
- Disclosure of operational or commercial matters of Textura Wines Lda to the market (any external party);
- Use of the Textura Wines Lda brand or image without the express consent of the responsible administrative authorities.

3.6. Fair Competition

Textura Wines Lda promotes healthy and fair competition. We do not accept practices such as defamation of competitors, cartel arrangements, or dumping. The company and its employees must promote fair, free, and effective competition in all business and market relationships.

3.7. Privacy and Data Protection

We are committed to complying with the General Data Protection Regulation (GDPR), safeguarding the personal and professional information of our employees, customers, and partners.

Example: No customer data may be shared without their explicit consent.

3.8. Harassment and Respect in the Workplace

In accordance with item 5 of the Code of Business Ethics of Textura Wines Lda, the company is committed to:



- Promoting a safe, healthy, inclusive, and respectful work environment;
- Prohibiting any form of physical, moral, or psychological violence, including sexual or moral harassment;
- Not allowing any type of direct or indirect discrimination based on ethnicity, race, gender, gender identity, sexual orientation, religion, nationality, age, or disability.

These principles are aligned with the Constitution of the Portuguese Republic, the Charter of Fundamental Rights of the European Union, the European Convention on Human Rights, and Law No. 73/2017 of August 16. This Code of Conduct applies to all members of the Corporate Bodies, employees or collaborators (regardless of their contractual relationship), staff members, and any individuals who actively participate in the activities of Textura Wines, Lda. (hereinafter referred to as “recipients”). In particular, all employees of Textura Wines, Lda. must feel protected against any type of harassment, in any form, including through electronic means or other forms of communication, that may affect them in their workplace or in any location where they perform their duties.

For the company, any form of harassment—whether moral, sexual, or psychological—is strictly prohibited in the workplace. Moral harassment is defined as any unwanted behaviour, whether isolated or repeated, aimed at disturbing or constraining a person, affecting their dignity, or creating an intimidating, hostile, degrading, humiliating, or destabilizing environment. Sexual harassment is defined as any unwanted conduct of a sexual nature, whether verbal, non-verbal, or physical, with the purpose or effect of being constraining, humiliating, or intimidating.

The following behaviours are considered harassment within the workplace, either among employees or with other stakeholders:

- Insults, intimidation, or threats, whether made in the presence of others or not, verbally or in writing;
- Intrusion into private, personal, or romantic life without consent;
- Spreading rumours or false information of any kind;
- Comments, criticism, or public behaviours intended solely to humiliate, belittle, or ridicule;
- Abuse of power, unjustified or disproportionate, by a superior over a subordinate;
- Systematic devaluation or disqualification of colleagues’ or subordinates’ work;
- Behaviours that promote social isolation;
- Direct or indirect ridicule of a personal characteristic;
- Frequent threats of dismissal;
- Systematically setting impossible objectives or deadlines;
- Assigning tasks that are outside or inappropriate for the employee’s professional category;
- Failing to assign any professional tasks, violating the right to effective occupation of the workplace;
- Systematically taking credit for colleagues’ or subordinates’ ideas, proposals, projects, or work without acknowledging the author;
- Ignoring, disregarding, or humiliating colleagues or employees, forcing their isolation from other colleagues or supervisors;
- Systematically withholding information necessary for others to perform their duties or regarding the operations of Textura Wines, Lda., while providing it to others selectively;
- Systematically spreading malicious rumours, comments, or repeated criticism;
- Giving consistently unclear or imprecise work instructions;



- Systematically requesting urgent work without a real need;
- Publicly criticizing colleagues, subordinates, or supervisors repeatedly;
- Suggesting that an employee or colleague has mental or family problems;
- Frequently making offensive jokes regarding sex, race, sexual orientation, religion, physical disabilities, health issues, etc., toward colleagues or subordinates;
- Transferring an employee to another department or location with the clear intention of isolating them;
- Constantly shouting or using intimidating language;
- Tracking or timing how long an employee spends in the bathroom;
- Creating systematic stress-inducing situations that cause loss of control in the targeted employee, including repeated changes or transfers of workplace;
- Requests for sexual favours;
- Invitations to unwanted meetings or dates;
- Jokes, images, written messages, or emails of a sexual nature;
- Repeatedly making suggestive comments, jokes, or remarks about appearance or sexual characteristics;
- Repeatedly sending unwanted drawings, cartoons, photographs, or sexual images;
- Making unwanted phone calls, sending letters, SMS, or emails of a sexual nature;
- Engaging in intentional and unsolicited excessive physical contact or provoking unnecessary physical approaches;
- Persistently inviting someone to social or recreational events after they have indicated the invitation is unwelcome;
- Presenting sexual favours or requests associated with promises of employment, improved work conditions, job stability, or career advancement, whether explicitly or implicitly suggested.

Any occurrence of harassment must be promptly reported to management, who will immediately take measures to investigate the facts and apply the appropriate actions.

Protection for Whistleblowers and Witnesses:

1. A specific protection regime will be guaranteed for whistleblowers and witnesses in proceedings related to harassment situations.
2. Except in cases of intentional misconduct (*dolus*), special protection is guaranteed to whistleblowers and witnesses in judicial or administrative proceedings triggered by harassment. They cannot be subject to disciplinary sanctions until a final decision is reached.
3. Under the Labour Code, dismissal or other sanctions applied to punish an infraction are presumed abusive if they occur within one year of the report or other forms of claims or exercises of rights related to equality, non-discrimination, or harassment.
4. Recipients of this Code of Conduct who report violations they have become aware of in the course of their duties or because of them cannot be harmed in any way, and their anonymity will be preserved until formal proceedings begin.

Offensive comments or invasive behaviours are considered harassment and will be treated seriously, as Textura Wines Lda is strongly opposed to and will not tolerate any form of abuse, discrimination, coercion, violence, or harassment in the workplace.

According to internal regulations, informative documents will be made available and disseminated to employees. Confidentiality will be ensured for victims and all



participants, guaranteeing no retaliation against complainants, and psychosocial risk assessments will be conducted.

Channels for reporting will also be made available through the **Authority for Working Conditions** and the **CITE – Commission for Equality in Labour and Employment**, including their official email addresses for receiving reports of workplace harassment.

Harassment Violations

A. Whenever Textura Wines Lda becomes aware of a violation of the provisions in this Code of Conduct, and if the offender is an employee subject to the company's disciplinary authority, a disciplinary process will be initiated within 60 days following the date on which the employer or the competent hierarchical superior becomes aware of the infraction, in accordance with Article 329(2) of the Labour Code.

B. The initiation of a disciplinary procedure does not affect any civil, administrative, or criminal liability that may apply to any recipients of this Code of Conduct who commit infractions corresponding to these violations.

C. Recipients of this Code of Conduct are required to report any irregular practices they become aware of, providing full cooperation in any disciplinary, administrative, or criminal investigations conducted by the competent authorities.

Regarding item 3.8, Textura Wines Lda is responsible for compensating damages arising from occupational illnesses resulting from harassment, under terms set by the government through specific regulations. Harassment by the employer or its representative, reported to the Authority for Working Conditions, constitutes just cause for termination of the employment contract by the employee. In cases of harassment, it is prohibited to waive the ancillary sanction of publicizing the condemnation decision.

3.9. Child Labour and Forced Labour

We do not allow the use of child labour, slavery, or slavery-like practices at any stage of our production. If such practices are identified among partners, Textura Wines Lda will immediately cease business relations and take appropriate legal measures.

Example: All suppliers must ensure that their employees are legally authorized and of appropriate working age according to applicable legislation.

3.10. Free Employment

All employees must perform their duties voluntarily, with freedom of choice and the ability to terminate the employment relationship, in accordance with labour law. Textura Wines Lda prohibits all forms of forced, slave, or involuntary labour in its business relationships. Such practices are fraudulent, illegal, and unacceptable, and violate the company's principles.



4. Stakeholder Engagement

This Code is based on recommended best practices in business ethics and on active engagement with our direct stakeholders: employees, suppliers, customers, regulatory authorities, and the local community. The values expressed here are intended to serve as a guide for all parties interacting with Textura Wines Lda.

5. Consequences of Non-Compliance

Failure to comply with the rules set out in this Code of Conduct may have serious negative impacts on Textura Wines Lda. Accordingly, the company may take disciplinary, civil, and/or criminal measures, including:

- Verbal warning;
- Written warning;
- Temporary suspension;
- Financial penalties;
- Termination for just cause;
- Termination of contracts with suppliers and partners;
- Notification to the competent authorities, where applicable.

6. Communication and Training

This Code will be communicated clearly to all audiences through:

- Regular training sessions;
- Support materials in plain language;
- An internal channel for questions and reporting, with guaranteed anonymity;
- Availability on the Textura Wines Lda website for broad access.

These measures aim to ensure proper understanding of the content and importance of this instrument.

7. Code Review

This Code will be reviewed annually, with active participation from employees and stakeholders, ensuring it remains up to date with new legal, social, and environmental realities.

This Code of Conduct takes effect immediately upon approval by the management of Textura Wines Lda and its dissemination to all relevant audiences.

Gouveia, January 2026