

ODDS:GATE

CODE OF CONDUCT

Oddsgate, S.A.
March 2025
(English Translation)

TABLE OF CONTENT

1. INTRODUCTION

2. OBJECTIVES

3. ODDSGATE - COMPANY, ACTIVITIES AND VALUES

4. FUNDAMENTAL PRINCIPLES OF PROFESSIONAL CONDUCT

- 4.1. General principles
 - 4.2. Legality
 - 4.3. Non-discrimination
 - 4.4. No misuse of professional skills
 - 4.5. Impartiality and independence
 - 4.6. Diligence, efficiency and responsibility
 - 4.7. Confidentiality of information
 - 4.8. Protecting the environment
-

5. ANTI-CORRUPTION, FRAUD AND MONEY LAUNDERING MEASURES

6. CONFLICTS OF INTEREST AND INCOMPATIBILITIES

- 6.1. Conflicts of interest
 - 6.2. Relations with third parties
-

7. USE OF ODDSGATE RESOURCES AND DATA PROTECTION

- 7.1. Use of ODDSGATE resources
 - 7.2. Protection of personal data
-

8. RELATIONSHIPS AND REPRESENTATION

9. INTERNAL RELATIONS

- 9.1. Relations between employees/staff members
 - 9.2. Equality and Prohibition of Harassment
 - 9.3. Behaviors that reflect harassment
 - 9.4. Behaviors that don't translate into harassment
 - 9.5. Procedure to follow in the event of an allegation of harassment
-

10. NON-COMPLIANCE AND SANCTIONS

11. DISSEMINATION AND APPLICATION OF THIS CODE

12. REVIEW

13. ENTRY INTO FORCE

1. INTRODUCTION

Pursuant to the National Anti-Corruption Strategy 2020-2024, Decree-Law no. 109-E/2021 of December 9th (“DL 109-E/2021”) was published in the Official Gazette, establishing the National Anti-Corruption Mechanism (“**MENAC**”) and approving the General Regime for the Prevention of Corruption (“**RGPC**”).

The RGPC requires obligated entities to comply to adopt and implement, in addition to a Regulatory Compliance Program (“**NCP**”) in order to prevent, detect and sanction any acts of corruption and related infractions carried out against or through the entity in question, among others, also a **code of conduct** (“**Code of Conduct**” or “**Code**”) that establishes the set of principles, values and rules of action for all managers and employees in terms of professional ethics, taking into account the criminal rules on corruption and related offenses and the risks of exposure of the entity to these crimes.

The Code of Conduct, pursuant to Articles 5. and 7., both of the RGPC, must include at least the following elements:

- (i) the **set of principles, values and rules of conduct for all managers and employees/staff members in terms of professional ethics**, taking into account the criminal rules on corruption and related offenses and the risks of exposure of the entity to these crimes;
- (ii) the **disciplinary sanctions** that, under the terms of the Law, may be applied in the event of non-compliance with the rules contained therein and the criminal sanctions associated with acts of corruption and related offenses.

Considering the above and in order to respond to the aforementioned legal requirements, ODDSGATE, S.A. (“**ODDSGATE**”) has drawn up this **Code of Conduct**, whose applicability is transversal to the entire organization of the ODDSGATE Group and its activity, and is therefore applicable to:

- (i) all ODDSGATE employees/staff members, i.e. any person who, regardless of their relationship and the territory in which they are located or operate, perform duties for the company, whether in their relations with each other or with customers, suppliers, shareholders and other stakeholders; and
- (ii) consultants, agents, representatives or any person who represent and/or act in the name of and on behalf of ODDSGATE and who are related to ODDSGATE.

2. OBJECTIVES

With the drafting of this Code of Conduct, ODDSGATE reinforces its commitment to promoting ethical, responsible and transparent behavior as a way of being in the business in which it operates, establishing the main objectives of its implementation:

(i) Identify, analyze and classify the situations and risks of corruption and related infractions to which ODDSGATE may be exposed;

(ii) Develop and implement preventive and corrective measures to control and mitigate the risks identified, so as to reduce both the likelihood of their occurrence and the impact of their effects;

(iii) Enhance employees' awareness and training; and

(iv) Ensure compliance with applicable legal and regulatory obligations.

3. ODDSGATE - COMPANY, ACTIVITIES AND VALUES

ODDSGATE is a public limited company **incorporated and registered** in Portugal since 2021, which belongs to a wider group of other commercial companies spread across several jurisdictions in different countries and known as the Oddsgate Group.

Oddsgate's main **business activity** is computer programming, the creation of online sites and the development of applications for mobile devices both inside and outside the universe of companies to which it belongs.

In its commercial activity, Oddsgate is guided by its **values**, both in the relationships it establishes with its employees and with third parties:

- (i) **human development**, prioritizing human dignity in decision-making, contributing to the development of their capacities and encouraging autonomy and continuous learning.
- (ii) **innovation**, fostering an entrepreneurial culture and an awakened mindset in the constant search for new solutions and value-creating opportunities;
- (iii) **competence**, encouraging a permanent attitude of proactivity through individual responsibility and teamwork, striving for excellence and consistency;
- (iv) **integrity**, promoting ethical and honest behavior and creating relationships of trust and loyalty, treating everyone fairly and truthfully.

ODDSGATE adopts a zero-tolerance policy with regard to any type of act that does not comply with the applicable legal and regulatory standards, and guarantees its willingness to collaborate with the authorities in order to eliminate such practices.

As such, it has implemented and will continue to implement and improve policies and procedures to prevent and mitigate, to the greatest extent possible, the risk of illicit practices occurring in its activities and will also adopt the necessary policies and procedures to detect such occurrences and to report them to the competent authorities (including, among others, in matters of competition and data protection).

ODDSGATE also undertakes to periodically review and adapt its internal procedures and mechanisms, and immediately whenever they prove to be inadequate, safeguarding their alignment with legal requirements and best market practices.

4. FUNDAMENTAL PRINCIPLES OF PROFESSIONAL CONDUCT

4.1. General principles

1. All employees must act with loyalty to ODDSGATE and the ODDSGATE Group, maintain a good reputation, be independent and not pursue personal interests, avoiding situations that could give rise to conflicts of interest.
2. Employees must behave in such a way as to maintain and strengthen social trust in ODDSGATE, contributing to its efficient operation and to the affirmation of an institutional position of quality and rigor.

4.2. Legality

In carrying out their professional duties, all ODDSGATE employees must act in accordance with the law and the internal guidelines and regulations established by the management bodies of ODDSGATE and the ODDSGATE Group.

4.3. Non-discrimination

ODDSGATE disapproves of any discriminatory behavior and does not allow its employees to engage in any acts of segregation based on gender, age, ethnic or social origin, religion or belief, disability, political opinions and/or any other opinion of others.

4.4. No misuse of professional skills

1. The professional duties of ODDSGATE employees/staff members are carried out solely for the purposes designated by the respective management bodies.
2. All employees/staff members must refrain from using such professional functions for their own interests, for unlawful purposes or that are not motivated by the interests of ODDSGATE or the ODDSGATE Group.

4. FUNDAMENTAL PRINCIPLES OF PROFESSIONAL CONDUCT

4.5. Impartiality and independence

1. Employees/staff members are not allowed to guide their conduct by personal or family interests or by political, social or economic pressures, and must refrain from participating in decisions or processes in which they or any of their family members, directly or indirectly, have interests of any kind.
2. Independence and impartiality are incompatible with the fact of an employee/staff member or one of their family members requesting, receiving or accepting, from a source outside ODDSGATE, from a subordinate or hierarchical superior, any benefits, rewards, remuneration or gifts that exceed a merely symbolic value and that are in any way related to the activity that the employees carry out at ODDSGATE or in the ODDSGATE Group.

4.6. Diligence, efficiency and responsibility

1. Employees/staff members must perform their professional duties and the duties imposed on them by ODDSGATE with care, efficiency and in the best possible way, as well as being consistent in their behavior with the decisions and guidelines of the management bodies of ODDSGATE and the ODDSGATE Group.
2. They must also follow good practices in relation to the proper and timely execution of their tasks, strive for continuous improvement, be aware of the responsibility of their actions and ask for the collaboration of their superior or colleagues whenever they are in doubt about the best line of action.

4. FUNDAMENTAL PRINCIPLES OF PROFESSIONAL CONDUCT

4.7. Confidentiality of information

In the course of their professional activity, ODDSGATE employees/staff members have access to information that may be subject to an obligation of secrecy and/or be classified as confidential, under contractual and/or legal terms.

To this end, ODDSGATE employees must follow the Policies already implemented or to be implemented by ODDSGATE, namely those relating to *Confidential Data and Information Policy, Infrastructure Security, LAN and WLAN Security, Backup, Laptop Security, Network Access and Authentication, Password, Server Security, "Encryption", "Removable Media", "Firewall", "Mobile Device"*, among others, and therefore may not assign, disclose, use or refer to, directly or through an intermediary, now or in the future, any information relating to ODDSGATE or its activities, with the exception of that which is strictly necessary for the current performance of their professional duties or that which is made public in ODDSGATE documents or other means of disclosure.

4.8. Protecting the environment

Employees/staff members must adopt the best environmental protection practices, namely promoting efficient management in order to minimize the environmental impact of their activities and responsible use of the resources made available by ODDSGATE.

To this end, all employees must follow the Policies implemented, or to be implemented, by ODDSGATE, namely the *Clear Desk and Clear Screen Policy, Management System*, among others.

5. ANTI-CORRUPTION, FRAUD AND MONEY LAUNDERING MEASURES

1. ODDSGATE repudiates any practice of corruption, bribery, money laundering or related offenses, whether active or passive, and other forms of undue influence or illicit conduct, imposing on everyone strict compliance with these principles in all their internal and external relations, whether with private or public entities, in compliance with all applicable laws prohibiting corruption and related offenses, namely the RGPC and other applicable criminal provisions.
2. Suspicions of fraud and corruption seriously damage ODDSGATE's image and reputation, which is why all its employees/staff members must scrupulously comply with all applicable national and international anti-corruption regulations.
3. In order to avoid any allegations of corruption, the acceptance of any advantages in return for preferential treatment of any third party is forbidden, and offers may only be made if they fall within the scope of a socially appropriate conduct and conform to custom, plus must be politely refused whenever they aim to - or create the appearance of - influencing the existing professional or business relationship.
4. ODDSGATE has an *Anti-Bribery Policy* and *Anti-Money Laundering Policy*, which are complementary to this Code of Conduct, are known to all employees and contain the rules applicable to these matters.
5. Any violations and/or suspected violations of the rules relating to the practice of corruption, bribery, money laundering or related offenses must be reported immediately, under the terms of these policies.
6. All employees/staff members also have access to the internal Whistleblowing Channel available on the ODDSGATE website.

6. CONFLICTS OF INTEREST AND INCOMPATIBILITIES

6.1. Conflicts of interest

ODDSGATE strives to promote impartiality and impartiality in relations between its employees/collaborators and with any third parties, being aware of the limitations applicable to the transaction of goods and contracting of services by the company.

A conflict of interest situation is considered to exist when: (i) the employee's private interest interferes, or appears to interfere, in any way, with the interests of the company as a whole and (ii) an employee or close family members or someone close to them receives an undue personal benefit as a result of the employee's position in the company.

When faced with a situation of potential conflict of interest, ODDSGATE employees must comply with the following obligations:

Communication: inform direct supervisors, in writing, of the conflict of interest in which they are or may be involved, before undertaking any operation or concluding the business in question.

Abstention: except in cases where the consent of the superior has been obtained, refrain from (i) intervening or influencing, directly or indirectly, the making of decisions that may affect entities with which there may be a conflict of interest; and (ii) participating in meetings where such decisions are discussed or confidential information affecting such conflict is evaluated.

Independence: act at all times with professionalism, loyalty to ODDSGATE and its shareholders, regardless of their own motivations and not favor their own interests or those of third parties in their professional relationships.

6.2. Relations with third parties

Employees/staff members with responsibilities in the relationship and decision regarding the supply of goods and services to ODDSGATE must not have any personal interest related to the supplier or its supply.

"Personal interest" means any financial or economic interest that may affect the employee's ability to carry out the professional duties assigned to them and/or affect their ability to be impartial and independent in decision-making.

7. USE OF ODDSGATE RESOURCES AND DATA PROTECTION

7.1. Use of ODDSGATE resources

1. All ODDSGATE employees must respect and protect its assets and not allow them to be misused.
2. To this end, ODDSGATE has implemented, or is in the process of implementing, various policies, namely those relating to *"Clear Desk and Clear Screen Policy"*, *"Backup"*, *"Laptop Security"*, *"Network Access and Authentication"*, *"Password"*, *"Server Security"*, *"Encryption"*, *"Removable Media"*, *"Firewall"*, *"Mobile Device"*.

7.2. Protection of personal data

1. All employees/staff members understand and accept that, as part of their duties, they have access to various categories of personal data and confidential information, which are protected by the privacy policy, under the terms of Regulation (EU) 2016/679 of the European Parliament and of the Council of 2016, April 27th, known as the "GDPR" and Law no. 58/2019 of August 8th.
2. Employees/staff members are subject to the rules on professional secrecy and confidentiality set out in the contractual instruments and procedures in force, and are obliged not to access, use, transfer or disclose the personal data of third parties, except in situations strictly necessary for the actual performance of their duties, with the consent of their functional or hierarchical superior or in cases where this results from legal obligation.
3. ODDSGATE and the ODDSGATE Group undertake to ensure that the personal data they process are:
 - a) the object of lawful, fair and transparent processing in relation to the data subjects;
 - b) collected for specified, explicit and legitimate purposes and not further processed in a manner incompatible with those purposes for which they are processed;
 - c) accurate and updated whenever necessary;
 - d) kept in a form that allows the identification of data subjects for no longer than is necessary for the purposes for which they are processed;
 - (e) processed in a manner that ensures their security, including protection against unauthorized or unlawful processing and against loss, destruction or unforeseen damage, and appropriate technical or organizational measures are taken.

8. RELATIONSHIPS AND REPRESENTATION

1. Contacts, formal or informal, with representatives of other institutions (public or private), national or foreign, must always reflect ODDSGATE's guidelines and positions, if these have already been defined, and employees/staff members must conduct their relationship by criteria of quality, integrity, courtesy and professionalism.

2. In the absence of a defined guideline or when faced with a confidential position, employees must explicitly preserve the image of ODDSGATE and the ODDSGATE Group on a given subject, and must not speak personally on their behalf.

9. INTERNAL RELATIONS

9.1. Relations between employees/staff members

1. In their relations with each other, and to foster a healthy organizational environment and collective motivation, employees/staff members must respect the principle of loyalty and mutual support, regardless of their hierarchical relationship or differences of opinion.
2. In carrying out the professional duties assigned to them by management bodies, employees must comply with the instructions of their functional or hierarchical superiors and respect not only the appropriate channels, but also transparency and openness in their personal dealings with subordinates, colleagues and superiors.
3. It is contrary to the expected loyalty of ODDSGATE employees/staff members to withhold information indispensable for work from superiors, colleagues or subordinates, especially with the aim of gaining personal advantage, to provide false, inaccurate or exaggerated information, to refuse to collaborate with colleagues and to demonstrate an attitude of obstruction.

9.2. Equality and Prohibition of Harassment

Conduct that could negatively affect the dignity of employees/staff members, such as harassment and discrimination, is absolutely forbidden.

As is clear from Article 29(2) of the Labor Code, harassment is any unwanted behavior, including that based on discrimination, practiced in access to employment or in the employment itself, with the purpose or effect of disturbing, offending, humiliating or embarrassing a person, affecting their dignity, or creating an intimidating, hostile, degrading, humiliating or destabilizing environment.

Sexual harassment is an unwanted behavior of a sexual nature, in verbal, non-verbal or physical form, with the aim or effect described above (cf. Article 29., no. 3., of the Labor Code).

9. INTERNAL RELATIONS

9.3. Behaviors that reflect harassment

Harassment can take various forms and includes the following situations:

- a)** Adopting intimidating, hostile, degrading, humiliating or destabilizing behavior;
- b)** Systematically undervaluing the work of colleagues or hierarchical subordinates;
- c)** Promoting, encouraging or contributing to the social isolation of work colleagues or subordinates;
- d)** Despising, ignoring or humiliating colleagues or employees, forcing them to isolate themselves from other colleagues and superiors;
- e)** Systematically setting goals and objectives that are impossible to achieve or setting unachievable deadlines;
- f)** Promoting intentional and/or unsolicited physical contact or pursuing excessive or unnecessary physical approaches;
- g)** Making unwanted phone calls, sending letters, text messages or emails of a sexual nature.

9.4. Behaviors that don't translate into harassment

Harassment at work is not intended to prevent or limit the Oddsgate Group's exercise of management power, disciplinary power or regulatory power, nor does it result in a diminution of these powers. The following situations do not constitute harassment:

- a)** The exercise of management power;
- b)** The exercise of regulatory power;
- c)** Legitimate decisions arising from the organization of work, as long as they are in accordance with legal regulations and the employment contract;
- d)** The legitimate exercise of hierarchical and disciplinary power (e.g. performance appraisal, initiation of disciplinary proceedings, etc.);
- e)** The inherent pressure of the job;
- f)** Disagreements and/or misunderstandings.

It is a discriminatory practice to privilege, benefit, harm, deprive of any right or exempt from any duty on the grounds of ancestry, age, gender, sexual orientation, economic situation, education, disability, social origin or condition, ethnic origin or race, political or ideological convictions or trade union membership.

9. INTERNAL RELATIONS

It is the duty of everyone at ODDSGATE to express mutual consideration and respect, and not to condone any form of harassment, discrimination or any other form of attack on individual dignity.

Each employee/staff member has a duty to prevent and stop any acts of harassment or discrimination of which they become aware, taking into account criteria of reasonableness/proportionality, namely by using the internal Whistleblowing Channel for the purposes of ascertaining the veracity of the facts and, if applicable, initiating the relevant disciplinary procedure or any other procedure that may be appropriate.

9.5. Procedure to follow in the event of an allegation of harassment

Any doubts, questions, requests for clarification or complaints regarding harassment at work should be addressed/reported in writing to ODDSGATE's Management or Human Resources Department at rh@oddsgate.com or to the Compliance Department at compliance@oddsgate.com or through the internal Whistleblowing Channel, made available by the Oddsgate Group and whose terms and conditions are made available upon access .

The Oddsgate Group will preserve the confidentiality of the identity of all employees/staff who address/report doubts, questions, requests for clarification or complaints regarding harassment at work.

Upon becoming aware of a possible situation of harassment, the Oddsgate Group will initiate the respective investigation process and must guarantee:

- (i) the non-disclosure of any information to parties other than those involved in the harassment situation,
- (ii) the promptness and confidentiality of the investigation process,
- (iii) the impartial and fair treatment of the parties involved in the harassment situation and the exercise of the right to be heard
- (iv) information on any applicable legal deadlines for the external exercise of criminal and/or civil proceedings in the appropriate instances, and
- (v) that the investigation safeguards the legitimate interests of the parties involved in the harassment situation and the right to privacy and dignity of the parties involved are ensured. All allegations of harassment at work must be supported by factual evidence and detailed information.

9. INTERNAL RELATIONS

Upon receipt of an allegation of harassment at work by the means made available to employees, the Oddsgate Group will proceed to investigate it and, if justified, initiate the appropriate disciplinary procedure, under the terms of the Labor Code.

The employee/staff who reports a situation of harassment at work and the witnesses indicated by them cannot be disciplined, unless they act with intent, based on statements or facts contained in the records of judicial or administrative proceedings, triggered by harassment until a final decision is reached, without prejudice to the exercise of the right to be heard.¹

The practice of harassment at work by any employee/staff, regardless of their position, constitutes a disciplinary offense subject to disciplinary sanction, including dismissal without pay or compensation, and entitles the victim to compensation for pecuniary and non-pecuniary damage, under the general terms of the law.

¹ *"The complainant and the witnesses indicated by them cannot be disciplined, unless they act with intent, on the basis of statements or facts contained in the records of judicial or administrative proceedings, triggered by harassment until the final decision, without prejudice to the exercise of the right to an adversarial hearing" (cfr. Article 29, no. 6., of the Labor Code).*

10. NON-COMPLIANCE AND SANCTIONS

1. Violation of the general rules and principles contained in this Code of Conduct may give rise to disciplinary proceedings under Articles 328. et seq. of the Labor Code and the application of one of the following disciplinary sanctions:

- a) Reprimand (unrecorded);
 - b) Recorded reprimand;
 - c) Financial penalty;
 - d) Loss of vacation days;
 - e) Suspension from work with loss of pay and seniority;
 - f) Dismissal with just cause.
-

2. Failure to comply with the rules of this Code of Conduct may also lead to administrative or civil liability of the offenders and, depending on the severity of the offense and the culpability of the offender, criminal sanctions.

3. The crimes of corruption and related offenses referred to in this Code of Conduct are punishable, depending on the legal framework, by fines and imprisonment from 1 year to a maximum of 12 years, under the terms of, among others, Articles 335., 363., 372., 374., 375., 377., 389., 382., 368-A., all of the Penal Code.

In this sense, they are punishable (without prejudice to mitigating or aggravating circumstances provided for in the Law), among others:

- Influence peddling (Article 335 of the Penal Code): prison sentence of 1 to 5 years;
- Undue receipt or offer of an advantage (Article 372 of the Penal Code): prison sentence of up to 5 years or a fine of up to 600 days;
- Passive corruption (Article 373. of the Penal Code): prison sentence of 1 to 8 years;
- Active corruption (Article 374 of the Penal Code): prison sentence of 1 to 5 years;
- Embezzlement (in Portuguese “Peculato”) (Article 375 of the Penal Code): prison sentence of 1 to 8 years;

10. NON-COMPLIANCE AND SANCTIONS

- Economic participation in business (Article 377 of the Penal Code): prison sentence of up to 5 years;
 - Concussion (Article 389 of the Penal Code): prison sentence of up to 2 years or a fine of up to 240 days;
 - Abuse of power (Article 382 of the Penal Code): imprisonment for up to 3 years or a fine;
 - Denial of justice and malfeasance: imprisonment of up to 2 years or a fine of up to 120 days;
 - Laundering (Article 368-A of the Penal Code): prison sentence of 6 months to 5 years.
-

4. For each infraction, under the terms of Article 7 of the RGPC, a report will be drawn up by the Senior Legal & Compliance Officer, identifying the rules violated and the sanction applied, as well as the measures adopted or to be adopted to mitigate and prevent the infraction detected.

11. DISSEMINATION AND APPLICATION OF THIS CODE

1. This Code must be distributed to all ODDSGATE employees.
2. To ensure compliance with the provisions of this Code, ODDSGATE employees/staff must seek their functional or hierarchical superiors for any guidance they deem necessary, as well as to clarify any doubts about the matters covered by this Code.
3. In the event of any queries which they do not consider should be shared with their line managers, ODDSGATE employees may contact the Human Resources department at the following e-mail address: rh@oddsgate.com or the Compliance department at the following e-mail address: compliance@oddsgate.com or the internal **whistleblowing channel**.

12. REVIEW

This Code of Conduct will be **reviewed every 3 (three) years** or whenever there is a change in ODDSGATE's duties or organizational or corporate structure that justifies its review.

13. ENTRY INTO FORCE

This Code, including its amendments, will be made available within 10 (ten) days following its implementation, revision or drafting in the internal program and on ODDSGATE's institutional website.

This version will be published in Portuguese with an English translation. In case of discrepancy between the two, the Portuguese version shall prevail.

Lisbon, April 2025.



Oddsgate, S.A.

Avenida da Liberdade, Nº 108
2º Andar, 1250-146 Lisboa

www.oddsgate.com