

CODE OF BUSINESS CONDUCT AND ETHICS OF MCRETAIL, SGPS, S.A. (“MC”)

01 Objectives and Scope

MC Code of Business Conduct and Ethics is a document which sets out the principles that govern the activities of the MC universe, as well as the ethical and moral conventions that must be followed by all members of our Governing Body and all of MC’s employees in their relationship with Clients, Suppliers and other Stakeholders.

It also applies to third-party entities, contracted by or acting on behalf of MC, whenever the Company may be held accountable for their actions.

The Code was created with the fundamental objective of:

- a) establishing principles that guide the activities of MC companies and setting rules of ethical and moral nature that are expected to guide the behaviour of all of its employees and Governing Bodies. It includes promoting the adoption of ethical and moral principles and conventions by our partners;
- b) Promoting and encouraging the adoption of the guiding principles and rules of conduct defined herein, which reflects the Company’s values as regards relationships between Employees, Governing Bodies, MC and its remaining stakeholders
- c) Consolidating MC’s institutional image



02 Vision, Mission and Values

Vision

To hold the leading position and the largest market share in the Portuguese grocery retail sector, whilst securing sustained customer satisfaction and implementing best practices.

Mission

To fulfil our customers wants and needs/desires in the most worthwhile, innovative and modern manner.

Values

MC values represent the principles according to which the company conducts its activities and the relationship with all of its stakeholders. These apply throughout the Sonae Group

Lead with impact

We turn ambition into action. We strive to have a meaningful impact today and tomorrow.

Own what's next

We act as entrepreneurs first and foremost. We challenge the status quo and drive what's next.

Go further together

We champion our diverse talent. We bring our skills, knowledge, and point of views to learn from one another and put it into action.



Make things simple

We move fast and make things simple. We are continuously improving to be more efficient, adaptive, and nimble.

Do what's right

We commit to doing good business. We act independently and transparently to make the right choices

03 Relationship with Stakeholders

Privacy

MC is committed to ensure the privacy and security of the processing of personal data, as well as to enable the owners of personal data to exercise their rights.

CUSTOMERS

All of MC employees and Governing Bodies, regardless of their position, should be focused on developing relationships with customers based on empathy and trust. Such trust should be underpinned by the best value proposal, so as to ensure customer satisfaction.

When dealing with customers, Employees must carry out their business activities in compliance with the commitments assumed by MC:

- To earn customer trust;
- To be transparent and truthful when imparting information, in particular with regard to advertising and communication;
- To adopt an attitude that is worthy of an organisation dedicated to the provision of services;
- To treat customers with professionalism, respect and loyalty;
- To provide customers with excellent products and services;

- To provide customers with the information they need to make informed decisions and ensure rigorous compliance with agreed terms and conditions;
- To respect customer data protection and comply with the legislation in force.

EMPLOYEES

The norms herein must be accepted, understood and adopted by all employees, regardless of where they conduct their activities, their position within the Organisational Structure, or their specific functions and responsibilities.

MC's Code of Conduct

- **Personal Development and Career Advancement:** MC attributes a great deal of importance to its employees' professional and personal development, promoting continuous training as a driving force for better performance and motivation. The Company's selection, remuneration and career advancement policies are guided by merit and market benchmark practices.
- **Protection of Individual Rights:** MC complies with the principles and values defined in national and international legislation relating to Human and Social Rights. Discriminatory conduct based on gender, race, ethnic group, religious beliefs, political party affiliation or any other consideration is not permitted. Equal opportunities are promoted and integrity and dignity in the workplace are assured.
- **Harassment:** MC rejects all forms of harassment and any other type of attack on the dignity of its employees
- **Bribery or corruption:** MC condemns the offering or accepting of any reward or benefit which may influence the behaviour of others, in the sense of obtaining personal advantages, or advantages which may benefit the Company.
- **Health and Safety:** MC provides a healthy, safe and pleasant work environment, and promotes well-being and productivity amongst its employees.

- **Participation:** MC nurtures and encourages employee participation, promoting efficient communication, research and knowledge transfer processes. MC respects and values employee presence on the web as a means of personal and professional development, in line with the Company's mission and values.
- **Creation of value:** MC conducts its businesses with the intention of creating value in the long run. In so doing, MC respects the principles of Sustainability, as well as Corporate Social and Environmental responsibility

Employee Code of Conduct

- **Training:** Employees commit to updating their knowledge and skills, by attending training opportunities provided and recommended by the Company.
- **Innovation and Initiative:** To achieve collective goals, employees should adopt a committed and proactive attitude, implementing innovative solutions where they exceed the value created if traditional solutions were applied.
- **Interpersonal relationships:** The relationship between all employees and Governing Bodies must be guided by mutual respect, loyalty, cooperation, honesty and clear communication, in the collective pursuit of excellent results.
- **Integrity and Loyalty:** Employees and Governing Bodies must not use their position, image, name or the Sonae and/or MC brand for personal gain, nor for the gain of their family members or any other third parties. Whilst conducting business, and when dealing with people from within or outside the Group, employees and Governing Bodies should adopt appropriate and dignified behaviour, upholding the prestige of the Company and its brands. MC employees must apply this rule with particular attention to their online relationships, always referring to the Company with respect, loyalty, common sense and in accordance with the general guidelines of this Code of Business Conduct and Ethics.
- **Responsibility:** Employees and Governing Bodies must conduct their business in a responsible and professional manner, protecting the Company's assets by using resources wisely and rationally.

- **Confidentiality:** Employees and Governing Bodies are obliged to protect the confidentiality of any information to which they have access when performing their duties. They may not use such information for personal gain, or for the benefit of third parties.
- **Privileged Information and Insider Trading:** Employees and Governing Bodies that have access to privileged information of any kind are expressly forbidden to disclose it outside the scope of their duties, or to use and provide such information to third parties for their own advantage.
- **Sustainability:** Sustainability is viewed as a joint responsibility, which is shared by all employees.
- **Conflict of interests:** Employees and Governing Bodies must not exert their influence on decision-making processes that directly or indirectly involve organisations with whom they cooperate, or may have cooperated in the past, or people with whom they have, or may have had ties of family or friendship. In any case where such relationships are present, and where they may influence any decision-making process, employees must inform their respective line manager of the existence of such ties. Employees must also refrain from participating or holding office in organisations whose business activity may clash with the fulfilment of their duties at MC or whose purpose may conflict with those of MC.
- **Non-competition:** Employees and Governing Bodies must not participate in activities that compete with those operated by MC or its subsidiaries.

Gifts and Other Inducements

MC does not encourage offering or receiving gifts, services or other inducements. Employees and Governing Bodies must not accept, for their own account, goods, services or any other benefits with an individual value greater than €100 (including Christmas gifts) from clients, suppliers, service providers or any other individual or collective organisation that has, or has had, or wishes to have a business relationship with MC.

However, if declining or returning such offers proves to be unfeasible, the gifts are considered Company property, and should be delivered to the Human Resources Department. Such gifts will



then be forwarded to the Belmiro de Azevedo Foundation. Should this course of action be deemed impractical, the Ethics Committee will be requested to suggest a better alternative.

The abovementioned restriction is not applicable to offers and payment of goods and services - such as travel, meals, accommodation or entertainment - that may be given by third party organisations to employees during the course of business, as part of their function in representing MC and acting in its interests

Such exceptions must be communicated in advance to the respective line manager

A MC employee may only offer gifts to external entities as long as this is done in the name of the Company, is relevant to his/her job function, and corresponds to industry practice. Prior approval from line managers must be sought at all times.

It is expressly forbidden to offer or receive money, cheques or any other goods subject to legal restrictions, regardless of circumstances and monetary value.

Protection of Assets

MC assets are to be used exclusively for professional purposes and may not be used for personal or another people's benefit.

All MC employees must ensure that the Company's physical, financial and intellectual assets are protected and preserved, ensuring that resources are always used efficiently. Whenever possible and recommended, the Company's intellectual assets should be protected by registering and establishing patents.

Employees must act in accordance with the safety guidelines, to prevent accidents and not jeopardise the Company's assets.



Employees must protect the Company's financial resources with diligence, preventing their loss, theft or misuse.

Employees are not permitted to gain personal advantage, or assist third parties, by making use of know-how and information pertaining to MC businesses.

MC fixed assets may not be sold to the Company's employees. Exceptions to this rule must be approved by the Board of Directors.

SHAREHOLDERS

- **Value Creation:** MC is committed to maximising and sustaining any value created for its Shareholders, in strict compliance with the Company's values.
- **Accuracy:** Financial and management information will faithfully, timely, fully and truthfully convey the Company's financial position, results and liabilities, as well as disclose the most relevant policies adopted.
- **Privileged Information and Insider Trading:** MC has a commitment to respect and not abuse privileged information. Consequently, employees are required to comply strictly with the laws and regulations in force.

SUPPLIERS

- **Responsibility in Selection Processes:** MC selects service providers and suppliers based on clear and impartial criteria. One of the criteria for selection is the suppliers' compliance with rules of conduct that do not conflict with those established in this Code.
- **Integrity:** MC acts with loyalty and good faith in its relationships with its business partners, establishing clear and objective communication with them, with the aim of consolidating a relationship of trust in the long-term.

- **Transparency:** MC adopts procedures guided by principles of economic rationality and efficiency. Its business practice is transparent and equitable, and no form of abuse, bribery, corruption or money laundering is tolerated.

PUBLIC AUTHORITIES

- **Cooperation:** MC cooperates with public authorities and local communities, guided by rules of transparency and independence, and is always open to improving the legal framework within which its businesses operate.
- **Independence:** MC carefully maintains its independence in relation to public institutions and political parties, without jeopardising professional relationships. As such, MC will not, under any circumstance, fund political parties, or organisations whose mission is essentially political.
- **Respect/Compliance with obligations:** National and international legislation which applies in countries where the Company carries out its business activities are strictly observed, and all legal and contractual obligations are fulfilled.

Public organisations and regulatory authorities will be given accurate, adequate and timely information pursuant to legislation in force.

COMMUNITIES

MC implements an active Social Responsibility policy, which contributes towards improving communities where the Company is present, with a focus on environmental awareness, economic and social well-being, and the development of human knowledge.

The Company believes that continual dialogue between the different entities that constitute a community makes it easier to identify the main areas for improvement. Such dialogue is essential for the long-term success of the MC operations in any community.



MC hopes to contribute to the training and education of consumers, encouraging the adoption of healthier lifestyles and promoting social responsibility practices.

COMPETITORS

- **Courtesy and Mutual Respect:** MC respects legal rules and market criteria, promoting fair and healthy competition. Relationships with competitors obey rules of courtesy and mutual respect.

EXTERNAL COMMUNICATION

- **Disclosure of Information:** MC implements a rigorous communication policy, guided by standards of ethics, integrity, and transparency with regard to media, whilst keeping information confidential within the Company. MC acts in such a way as to ensure symmetry in the access to information, in full compliance with the applicable legal rules and regulations, to prevent mistakes, overstatement and suppression of relevant information. MC avoids releasing any information regarding its companies and Group activities to the media without prior authorisation.

ENVIRONMENT

- **Environmental Awareness:** MC adopts and endorses the responsible use of natural resources and protection of the environment. In particular, MC promotes an eco-efficient management that minimises any environmental impact resulting from the Company's activities.
- **Impact of Climate Change:** MC monitors the effects of climate change, identifying the measures necessary to adapt to the changes occurring

04 Observance of the application of this Code

The Executive Committee, or other body nominated for the effect shall guarantee the observance of, and compliance with, the Code of Business Conduct and Ethics, in order to:

- Assure the existence of means to disseminate the Code of Business Conduct and Ethics to its target audience
- Check the existence of internal mechanisms to report irregularities, making sure they comply with the law, particularly in terms of confidentiality, the handling of information, and the non-existence of reprisals for participants
- Propose the approval of changes to the Code of Business Conduct and Ethics, whenever considered appropriate;
- Issue clarifications regarding the interpretation of provisions in the Code of Business Conduct and Ethics, on its own initiative, or after being requested to do so by members of Governing Bodies or employee(s).

Regarding the offences set out in Law no. 93/2021 of 20th December, as well as those set out in Decree-Law no. 109-E/2021 of 9th December, MC and its subsidiaries make available internal reporting channels pursuant to the applicable legal framework at <https://mc.sonae.pt>. All the complaints made under aforementioned legislation, shall be made in accordance with the Regulation for Infractions' Report (Whistleblowing), available at <https://mc.sonae.pt>.

Reporting of unsubstantiated irregularities or irregularities based on rumours are discouraged.

05 Disclosure

This Code is published on MC website <https://mc.sonae.pt>, and on the Company's intranet, as well as other internal channels.

Upon contract signature, each employee must sign a statement declaring that they are fully aware of the Code and are committed to complying with the Code. Any queries regarding the interpretation or application of this Code should be directed to codigoetica@sonaemc.com



This document considers that, for all purposes, MC employees which have previously signed the Code of Business Conduct and Ethics and committed to comply with it, are automatically bound to this document, in its current version.

The documents SONAE Holding Corporate Governance: Related Party Transactions and MC Policy on Independence Restrictions and Conflicts of Interest, are still in force and may be consulted if the need to learn more on any of these subjects arises. MC approved the following documents: Regulation for Infractions' Report (Whistleblowing) and Policy on Prevention of Corruption, in compliance with the applicable legal framework, which must be read and interpreted in light of this Code of Business Conduct and Ethics.

Matosinhos, 7 June 2022