

## **INTERNAL REGULATION OF THE AUDIT COMMITTEE**

### **CTT – CORREIOS DE PORTUGAL, S.A.**

#### **Article 1**

##### **Creation and Competences**

- 1.** This regulation aims to lay down the composition, functioning, competences and the powers and duties of the Audit Committee of CTT – Correios de Portugal, S.A. (“Company” or “CTT”), created by article 19 of the Company’s Articles of Association.
- 2.** Notwithstanding other competences as provided for by law, the Audit Committee shall have the following duties according to article 20 of the Company’s Articles of Association:
  - a)** Review, whenever it deems convenient and at least once a month, the Company’s books;
  - b)** Follow-up the operation of the Company and the compliance with the applicable laws, Articles of Association and regulations;
  - c)** Request the convening of an extraordinary Shareholders’ General Meeting, whenever it deems convenient;
  - d)** Review the periodical situations submitted by the Board of Directors during its term of office;
  - e)** Draw the attention of the Board of Directors to any subject that should be considered and give its opinion on any matter submitted by that body;
  - f)** Supervise the process of preparation and disclosure of the financial information;
  - g)** Propose to the Shareholders’ General Meeting the appointment of the Statutory Auditor or the Audit Firm, as provided for by law, and control its independence, as well as audit the Company’s accounting documents;
  - h)** Receive the communications on irregularities presented by shareholders, employees or third parties;
  - i)** Supervise the effectiveness of the risk management, internal audit and internal control systems;
  - j)** Issue a binding opinion on the advanced distribution of profits during the course of the financial year.

## **Article 2**

### **Composition**

1. According to article 19 of the Company's Articles of Association, the Audit Committee is composed of three members of the Board of Directors, one of whom shall be its Chairperson, all elected at the Shareholders' General Meeting along with the remaining Board members. The lists of proposed members of the Board of Directors shall mention the members who will be part of the Audit Committee and the respective Chairperson.
2. The majority of the members of the Audit Committee, including its Chairperson, shall comply with the requirements of independence set forth in the law and at least one of its members shall have an adequate academic background to perform the audit duties and expertise in audit or accounting. The members of the Audit Committee as a whole shall have previous training and experience in the sector where the Company operates.
3. The Audit Committee is charged with assessing the requirements set forth in the paragraphs above and shall justify to the shareholders, through a statement included in the company's annual corporate governance report, its assessment.

## **Article 3**

### **Functioning**

1. The Chairperson of the Audit Committee shall convene and direct the Audit Committee's meetings.
2. The Audit Committee shall meet at suitable intervals, its ordinary meetings being held at least every two months and whenever the Chairperson deems it necessary or any of its remaining members so requests.
3. Unless when clearly urgent, the Audit Committee's meetings shall be convened, and the agenda and the supporting documents sent to all the members of the Committee preferably at least five days prior to the date of the meeting.
4. The Audit Committee may decide on the participation of external parties at its meetings or at individual meetings with any of its members and it may request the participation of, particularly:
  - a) Other members of the Board of Directors of CTT and of companies with which CTT has a group or control relationship including the Executive Committee of CTT;
  - b) The representatives of the supervisory bodies of companies with which CTT has a group or control relationship;
  - c) The Statutory Auditor / Audit Firm of CTT.
  - d) Managers and other employees of CTT and companies with which CTT has a group or

control relationship, in coordination with CTT Executive Committee.

5. The Audit Committee's meetings are held at CTT registered office or at any other place chosen for that purpose and they may also be held by telematic means if the authenticity and confidentiality of the statements, the security of the communications and the recording of its contents is ensured.
6. Any member of the Audit Committee may be represented at the Committee's meetings by another member by means of a letter addressed to the Chairperson. However, no member of the Audit Committee may represent simultaneously more than one member.
7. The Audit Committee's resolutions shall be made only with the presence of the majority of its members and shall be passed by a majority of the votes of its members, the Chairperson having a casting vote in the event of a tie.
8. The Audit Committee's members may not participate, interfere or vote on resolutions concerning matters in which they, for their own account or for the account of a third party, hold a conflict of interest with the Company, and shall inform the remaining members of the Audit Committee (through the Chairperson of the Audit Committee when the conflict does not concern the member) adequately in advance of the facts that may constitute or raise a conflict of interest, without prejudice to the obligation to provide information and clarification to the Audit Committee if requested.
9. After each meeting of the Audit Committee the corresponding minutes shall be drawn up, which shall be signed by all members present.
10. For its work the Audit Committee may call on the assistance of external consultants appointed or hired for that purpose or firms specialized in duly justifiable matters within its competences and shall request the Board of Directors or the Executive Committee to budget the necessary funds for that purpose.

#### **Article 4**

##### **Quality and Integrity of the Financial Information**

1. The Audit Committee shall have the following roles and responsibilities with regard to the supervision of the quality and integrity of the financial information:
  - a) Assess whether the accounting policies and procedures and the valuation criteria adopted by the Company comply with the accounting principles generally accepted and adequately and accurately represent and evaluate the Company's assets, liabilities and results.
  - b) Oversee the compliance with and correct implementation of the accounting principles and rules in force, in conjunction with the internal audit, the Statutory Auditor and the Audit Firm.

It shall encourage and foster the necessary exchange of information for that purpose.

- c) Issue an opinion on the annual management report, including the non-financial statement, on the accounts of the financial year, and on the proposals submitted by the Company's Board of Directors. Such opinion shall express its agreement or disagreement with the annual management report and accounts and include the statement mentioned in article 29.<sup>o</sup>-G, paragraph 1(c), of the Portuguese Securities Code.
  - d) Monitor, analyse, verify the accuracy and control the adequacy of the process of preparation and disclosure of the quarterly, half-yearly and annual financial information of the Company, in a duly documented and communicated manner, as well as submit recommendations or proposals to guarantee its integrity.
  - e) Certify whether the disclosed annual corporate governance report includes the information mentioned in article 29.<sup>o</sup>-H of the Portuguese Securities Code.
2. Pursuant to the competences referred to in the paragraph above, the Audit Committee shall follow-up and oversee with special attention:
- a) The adequacy of the accounting policies, estimates, judgments, relevant disclosures and their consistent application between exercises.
  - b) The alterations to the accounting policies and practices and corresponding approval processes, as well as the alterations to the accounting rules applicable to the Company;
  - c) Any relevant matter related to the main accounting policies applicable to the Company;
  - d) How unusual transactions are reflected on the accounts of the Company or companies with which it has a control or group relationship.
  - e) The evolution of relevant financial indicators, namely with regard to the defined risk policy and strategic lines.
  - f) Any significant risk exposure, namely with regard to the defined risk policy and strategic lines or the exposure to contingent liabilities.

## **Article 5**

### **Supervision of the Board of Directors and of the Internal Control System, including Internal Audit, Compliance and Risk Management**

- 1. The Audit Committee shall have the following roles and responsibilities with regard to the supervision of the effectiveness of the internal audit and compliance systems:
  - a) Supervise and assess the effectiveness and adequacy of the internal audit and compliance systems by annually evaluating such systems and propose to the Executive Committee

measures deemed appropriate to improve their functioning.

- b)** Monitor and evaluate annually the internal controls related to **(i)** the process of preparation and disclosure of the financial information, **(ii)** accounting and audit matters, and **(iii)** matters of prevention of and fight against money laundering and terrorist financing, proposing to the Executive Committee measures to improve their functioning as necessary.
- c)** Advise on the work plans and resources of the Audit, Compliance and Risk Department, assigned to internal control system services, including risk management, compliance and internal audit functions, and appraise their objectivity and independence.
- d)** To be the recipient of reports made by the departments referred to in the preceding paragraph, at least when matters related to account reporting, the identification or resolution of conflicts of interest and the detection of potential irregularities are at stake.
- e)** In conjunction with the Board of Directors and the Executive Committee, monitor internal audit and compliance matters by **(i)** appraising the contents of the Audit, Compliance and Risk Department's reports made by the compliance and internal audit functions, and **(ii)** requesting the Audit, Compliance and Risk Department the information deemed relevant, including in as far as the internal audit procedures and controls are concerned.
- f)** Define and implement, in conjunction with the Board of Directors, as well as supervise the procedures regarding the receipt and handling of **(i)** claims on accounting matters, internal accounting and risk controls, insider dealing, fraud or corruption, banking and financial crime, and money laundering and terrorist financing crime, as well as **(ii)** other communications on irregularities submitted by shareholders, employees and other.

**2.** The Audit Committee shall have the following roles and responsibilities with regard to the supervision of the effectiveness of the risk management system and supervision of the Board of Directors:

- a)** Take note of the Company's strategic guidelines and to evaluate and express an opinion on the risk policy, prior to its approval by the Board of Directors
- b)** Supervise the effectiveness and adequacy of the risk management system by evaluating such system annually and propose to the Executive Committee measures deemed appropriate to improve its functioning.
- c)** Evaluate, in conjunction with the Board of Directors and the Executive Committee, the risk policy, giving its opinion on the work plans and resources allocated to the risk management function and periodically monitoring its work, assessing the content of its reports and

requesting the information considered relevant, including with regard to risk management procedures related to financial reporting, the detection of irregularities and the identification and resolution of conflicts of interest; and promoting an annual evaluation of the compliance and performance levels of the risk management policy and system.

3. The Audit Committee shall have the following roles and responsibilities with regard to the supervision of the Prevention of Corruption and Related Infringements programme:
  - a) To Assess, prior to its approval by the Board of Directors, the CTT's Plan for the Prevention of Risks of Corruption and Related Infringements, as well as the respective annual revisions/amendments;
  - b) To appraise, prior to their approval by the Board of Directors or the Executive Committee, the reports (annual and interim) on monitoring the execution of the CTT's Plan for the Prevention of Risks of Corruption and Related Infringements.
4. The Audit Committee shall have the following roles and responsibilities with regard to the supervision of the transactions with related parties:
  - a) Issue a prior binding opinion to the Board of Directors on the procedure of approval, disclosure and verification of transactions with related parties and the conflict of interest policy of the CTT Group.
  - b) Issue an opinion on **(i)** transactions with members of the Board of Directors and **(ii)** transactions with related parties deemed significant (because they are not carried out within the scope of current activity or under market conditions, or according to their amount) under the legal and regulatory terms and the procedure mentioned in subparagraph a) above.
  - c) Check every six months all transactions with related parties that do not require its prior opinion and that are submitted to it for subsequent assessment by the Executive Committee.
  - d) Monitor and supervise the mechanisms implemented to approve, control and disclose transactions with related parties.

## **Article 6**

### **Quality and independence of the Statutory Audit**

1. The Audit Committee shall have the following roles and responsibilities in the performance of its duties with regard to the selection and supervision of the independence and adequacy of the Statutory Auditor / Audit firm:

- a) Select the Statutory Auditor / Audit firm after assessing its qualifications and independence to perform its duties, submit its appointment to the General Meeting and issue an opinion to the Executive Committee on the terms of the respective Service Agreement as detailed in the specific procedure for that purpose approved by the Audit Committee.
  - b) Evaluate, every year, the work carried out by the Statutory Auditor / Audit firm and its adequacy to carry out its duties and propose to the General Meeting its destitution and to the Board of Directors the termination of the service agreement of the Statutory Auditor and/or the Audit Firm on justifiable grounds.
  - c) Verify, follow-up, supervise and evaluate the independence and objectivity of the Statutory Auditor / Audit firm under the legal and regulatory terms and assess the annual confirmation of its independence regarding the Company (including the independence of the Statutory Auditor / Audit firm itself and respective shareholders and other executives/directors under the legal terms).
  - d) Verify the adequacy and give prior and substantiated authorisation to the provision by the Statutory Auditor / Audit firm of non-audit services to the Company as well as to entities under its direct or indirect control, with the exception of those whose provision results from a legal obligation for the Statutory Auditor / Audit firm, as well as appraise the annual communication that the Statutory Auditor / Audit firm provides on this matter as detailed in the specific procedure for that purpose approved by the Audit Committee.
  - e) Debate with the Statutory Auditor / Audit Firm and evaluate the threats to its independence and the safeguards to mitigate such threats namely within the scope of the responsibilities foreseen in the subparagraphs above.
  - f) Propose the remuneration of the Statutory Auditor / Audit firm to the Remuneration Committee.
2. The Audit Committee shall have the following roles and responsibilities in the performance of its duties with regard to the selection and supervision of the statutory auditing:
- a) Permanently monitor the activity and contractual relations with the Statutory Auditor / Audit firm with regard to the financial information and effectiveness of the internal control mechanisms, namely by (i) providing adequate conditions to the Statutory Auditor / Audit firm to perform its duties; (ii) assuming as the main interlocutor of the Company; and (iii) receiving the reports (never after any other body or committee), as well as being aware of the exchange of correspondence with the Statutory Auditor / Audit firm related to the Company and companies with which it has a control or group relationship.

- b)** Monitor and supervise the legal statutory audit of the annual individual and consolidated accounts, namely its execution, and analyse the content of the annual legal certification of accounts and audit reports with the Statutory Auditor / Audit firm, namely with regard to any possible reservations presented thereby, in order to make recommendations to the Board of Directors and Executive Committee.
- c)** Analyse the additional report of the Statutory Auditor / Audit firm, which explains the results and issues deemed fundamental to the statutory audit that has been carried out (including discussing with the Statutory Auditor / Audit firm those fundamental results and issues).
- d)** Include in the Audit Committee's annual report on its activities information on the results of the legal review of accounts and the way it has contributed to the integrity of the process of preparation and disclosure of financial information, as well as the role of the Audit Committee in this process.
- e)** Monitor the status of the statutory audit works at least on a quarterly basis in order to supervise the integrity and quality of the quarterly and half-yearly financial information.

## **Article 7**

### **Powers and Duties**

- 1.** Within its competences, roles and responsibilities, the Audit Committee is also entitled to:
  - a)** Verify, as and when it sees fit and in the manner it deems adequate, that the ledgers, accounting records and supporting documents are in order, as well as the status of any assets or securities held by the Company on any account.
  - b)** Undertake other actions within the Company departments, as long as they are necessary to fulfil its competences, roles and responsibilities.
  - c)** Obtain in due time and as appropriate, directly or indirectly through the Chairperson of the Board of Directors, all the information needed or convenient to perform its competences, roles and responsibilities.
  - d)** Receive the agendas and the minutes of the Board of Directors, the Executive Committee and other bodies and committees of the Company that it is not aware of by any other means.
  - e)** Attend the Executive Committee's meetings whenever it deems appropriate or is legally due.
  - f)** Hold periodical meetings with the Statutory Auditor / Audit firm, with or without the presence of the Executive Committee, when it deems appropriate to perform its competences, roles and responsibilities.



2. In addition to any other duties applicable to the members of the Audit Committee and the Board of Directors under the terms of the law, of the Articles of Association and their Regulation, the members of the Audit Committee shall, in particular:
  - a) Take part in the Audit Committee and the Board of Directors' meetings and in the General Meetings of Shareholders, as well as in the meetings of the Executive Committee to which they are summoned by its Chairperson or where the accounts to be publicly disclosed are appraised.
  - b) Immediately communicate to the Chairperson of the Audit Committee any fact or circumstance that affects or may affect the compliance with legal requirements on incompatibilities, independence and expertise.
3. At the beginning of each year, the Audit Committee shall submit its annual activity plan to the Chairperson of the Board of Directors for communication to the Board.
4. The Audit Committee shall communicate its agendas and minutes to the Chairperson of the Board of Directors and to the Chairpersons of the other bodies and committees of the Company as deemed necessary or convenient to the exercise of their duties, functions and competences and whenever they are not communicated by any other means.
5. Every year, the Audit Committee shall draft a report on its activity including an assessment on same and shall communicate it to the Board of Directors and to the Annual General Meeting of Shareholders.

#### **Article 8 Internal Regulation**

1. Every year, the Audit Committee shall analyse the implementation of this Regulation and draw up amendment proposals as deemed necessary for the full performance of its duties.
2. Any changes to this Regulation approved by the Audit Committee shall subsequently be submitted to the Chairperson of the Board of Directors for information by the Board to the extent of their competences.
3. Any member of the Audit Committee that is to be elected is bound to comply with this Regulation in full throughout his/her term of office.

This Regulation was approved on 20 June 2023 and amended on 11 December 2024.