

A STAR ALLIANCE MEMBER 



Relatório de Governo Societário 2023

Transportes Aéreos Portugueses, S.A.

 **AIRPORTUGAL**
Abraça o Mundo

Table of Contents

I. Overview (Executive Summary)	5
1. Overview	5
2. Good Practices in Corporate Governance	6
II. Mission, Objectives and Policies	8
1. Mission, Vision and Values that guide the Company	8
2. Policies and Lines of Action, Success Factors and Sectoral Guidelines and Policies	9
3. Details of the critical success factors on which the Company's results depend	10
4. Evidence of action in accordance with the guidelines defined by the sectoral ministries	11
III. Capital Structure	12
1. Disclosure of Capital Structure	12
2. Identification of any limitations on the transferability of shares	13
3. Information on the existence of Shareholder Agreements	13
IV. Shareholdings and Bonds Held	14
1. Identification of the Company's shareholdings	14
2. Explanation of Acquisition and Disposal of Shareholdings	14
3. Indication of the number of shares and bonds held by members of the managing and supervisory bodies	14
4. Information on the existence of commercial relations between the shareholders and the Company	14
V. Governing Bodies and Committees	15
A. Governance Model	15
B. General Meeting	15
1. Composition of the Board of the General Meeting	15
2. Information on qualified majority shareholder resolutions	16
C. Management and Supervision	16
1. Information on statutory rules	16
2. Indication on members' minimum and maximum statutory number and statutory duration of the members' term of office	17
3. Composition of the Board of Directors	17
4. Executive and Non-Executive Members	18
5. Relevant curriculum details of the members of the Board of Directors	19
6. Equity Interests	19
7. Identification of family, professional or business relationships	19
8. Organizational Chart of the Governing Bodies and Corporate Bodies	19
9. Characterization of the Board of Directors' functioning	20
D. Audit	30
1. Identification of the supervisory body	30

2. Presentation of relevant curricular elements of each member of the supervisory body.....	31
3. Procedures and criteria applicable to the intervention of the supervisory body for the purpose of contracting additional services from the external auditor	31
4. Other functions of the supervisory bodies and, if applicable, of the Financial Matters Committee	31
5. Indication on members' minimum and maximum statutory number and statutory duration of the members' term of office	32
6. Composition of the Supervisory Board.....	32
7. Independence of the Members of the Supervisory Board.....	32
8. Characterization of the Supervisory Board functioning	32
E. Chartered Accountant.....	33
1. Identification of permanent and alternate members	33
2. Indication of legal and other limitations on the number of years the Chartered Accountant has been providing services to the company.	34
3. Duties and Remunerations	34
4. Description of other services provided.....	34
F. External Auditor.....	34
1. Identification and Duties	34
2. Rotation Policy and Frequency	34
3. Identification of other services	35
4. Remuneration.....	35
VI. Internal Organization	36
A. Company's By-Laws and Communications	36
1. Information on applicable rules to the amendments to the Company's By-Laws	36
2. Characterization of means and policy for reporting non-conformities	36
3. Indication of the anti-fraud policies adopted and identification of existing tools to mitigate and prevent organizational fraud	36
B. Internal Control and Risk Management	36
1. Information on the existence of an Internal Control System	36
2. Identification of persons, bodies or committees responsible for internal audit/implementation of risk management and control system	40
3. Risk levels and adopted measures	40
4. Organisational Chart.....	41
5. Indication of the existence of other functional areas with competences in risk control.....	41
6. Identification and description of the main risk types.....	41
7. Description of identification, assessment, monitoring, control, risk management and mitigation process	42
8. Identification of the main elements of the ICS and risk prevention implemented in the Company in relation to the process of disclosing Financial Information	42
C. Regulations and Codes	43
1. Internal and External Regulations.....	43

2. Code of Ethics and Conduct	44
3. General Regime for the Prevention of Corruption	45
D. Special Information Duties	46
1. Indication of the platform used to fulfil the information duties to which the Company is subject.	46
E. Website	46
VII. Remunerations	49
A. Competence for Settlement.....	49
1. Indication as to competence for determining remuneration	49
2. Identification of the mechanisms adopted to prevent conflicts of interest	49
3. To inform that members of the management body comply with article 51 of RJSPE, that is, that they abstain from intervening in decisions involving their own interests, namely in the approval of expenses incurred by them.	49
B. Remuneration Committee	49
1. Composition	49
C. Remuneration Structure.....	50
1. Remuneration Policy of the management and supervisory bodies	50
2. Information on how remuneration is structured	50
3. Variable Component of the Remuneration.....	50
4. Deferral of Payment of the Variable Component	50
5. Annual Awards System	50
6. Complementary Pension or Early Retirement Schemes	50
D. Disclosure of Remunerations	50
1. Disclosure of remunerations of the Board of Directors	50
2. Information on values paid by other companies.....	52
3. Indication of remuneration paid in the form of profit-sharing and/or payment of prizes	53
4. Reference to compensation paid or owed to former executive directors.....	53
5. Information on the annual remuneration of the Supervisory Board	53
6. Information on the annual remuneration of the Board of the General Meeting	53
VIII. Transactions with Related Parties and Others	54
1. Mechanisms implemented to control transactions with related parties.....	54
2. Information on other transactions	54
IX. Analysis of the Company's Economic, Social, and Environmental Sustainability	56
1. Strategies adopted and degree of accomplishment of set goals.....	56
2. Adopted Policies.....	56
3. Form of compliance with the principles inherent in proper business management	56
X. Corporate Governance Evaluation	58
1. Mention to the disclosure in SiRIEF of the General Meeting minutes that should approve the financial statements for 2022 financial year	58
2. Verification of compliance with received recommendations.....	58
3. Other Informations.....	58

XI. Attachments 63

I. Extract from the Annual General Meeting Minutes Approving the Corporate Governance Report and Management Report and the Individual and Consolidated Accounts 64

II. Report and Opinion of the Supervisory Board on the Corporate Governance Report 65

III. Curriculum Details of the Members of the Supervisory Board 66

IV. Transactions with Related Parties..... 67

I. Overview (Executive Summary)

1. Overview

In developing its air transport business of carrying passengers, cargo and mail, Transportes Aéreos Portugueses, S.A. ("**TAP**" or "Company") has the concern of ensuring compliance with all Best Governance Principles and Practices defined for companies in general, namely in the Portuguese Commercial Companies Code, and, in particular, those specifically established for companies in the public business sector, as per Decree-Law No. 133/2013 of October 3, which establishes the Legal Framework for the Public Business Sector ("RJSPE").

Regarding the Best Corporate Governance Practices, several initiatives have been implemented and developed during 2023, and others have been consolidated, with the aim of preventing acts of corruption in the organisation and simultaneously strengthening the ethical culture of the Company and of all those who interact with it, based on the principles of integrity, liability and disclosure.

The **Code of Ethics and Conduct** has been revised and updated according to the current corporate structure, with a more accessible configuration, expressing more clearly and objectively how to act in the event of ethical dilemmas.

Also of particular relevance were the consolidation of the **Anti-Corruption Policy**, and the implementation of other **Business Integrity Policies** - Policy on the Offer and Acceptance of Courtesies and Policy on the Prevention and Management of Conflicts of Interest. In this context, *e-learning* training sessions were organised on the Business Integrity Policies and the Ethical Conduct Channel, in order to ensure that all employees can become more familiar with the values of integrity that are intended to be conveyed.

Following the approval and publication in 2022 of the **Plan for the Prevention of Risks of Corruption and Related Offences** ("PPR"), it was reviewed and updated in December 2023, in the context of the resolutions of the Corruption Prevention Council, an independent administrative body operating under the Court of Auditors, on the evaluation of the strategy for managing risks of corruption and related offences.

The PPR identifies, analyses and classifies the risks and situations that could expose the Company to acts of corruption and related offences and includes preventive and corrective measures to reduce the likelihood of occurrence and the impact of the risks and situations identified.

In October 2023, the **Mid-Term Evaluation Report of the Plan for the Prevention of Risks of Corruption and Related Offences** was drawn up, in relation to identified high-risk situations.

In the sustainability field, it should be emphasised that the Company has consolidated its commitment to sustainability, as expressed in the Company's 2023 Sustainability Report, and in the social field, a very significant aspect of TAP's social commitment, which was based on the promotion of solidarity campaigns.

In the current term of office (2021-2024), a co-management model has been implemented with the aim of involving employees and bringing them closer to the decisions to be taken by the Board of Directors.

To this purpose, an employee representative was appointed by the shareholder Portuguese Republic to the position of non-executive director, and this appointment was preceded by an electoral process, which involved significant active participation by the TAP universe.

Co-management is considered to be a good corporate governance practice, which has been gaining ground in Europe over the last few decades and fits in with ESG, social responsibility and corporate sustainability philosophies. It allows principles of equity, disclosure, trust and proximity to be conveyed throughout the organisation.

This Corporate Governance Report follows the instructions set in the manual and model set by the Unidade Técnica de Acompanhamento e Monitorização do Setor Público Empresarial ("UTAM").

2. Good Practices in Corporate Governance

Legal Framework of the Public Business Sector Good Practices in Corporate Governance		Yes	Date
Art. 43	Submitted an activity plan and budget for 2023 adequate to the available resources and sources of financing	√	december 2023
	the sectoral and financial authorities approved the activity plan and budget for 2023	-	-
Art. 44	Disclosed information on shareholder structure, shareholdings, operations with shareholdings, financial guarantees and assumption of debts or liabilities, execution of objectives, accounting documents, quarterly reports on budget execution with a report from the supervisory body, identity and curriculum of the members of corporate bodies, remuneration and other benefits	(1)	2023
Art. 45	Submitted the annual financial information to the Chartered Accountant, who is responsible for the Company's Legal Certification of Accounts	√	March 2024

Art. 46	Prepared the report identifying occurrences, or occurrence risks, associated to the prevention of corruption in 2023	√	October 2023
Art. 47	Adopted a code of ethics and released the corresponding document	√	December 2023
Art. 48	Has a contract to provide a public service or a service of general interest, if entrusted to it		n/a
Art. 49	Pursued social and environmental responsibility goals	√	2023
Art. 50	Implemented human resources policies and equality plans	√	March 2023
Art. 51	Provided evidence of the independence of all members of the Governing Body, and that members refrain from participating in decisions involving their own interests	√	The members of the Governing Body submitted a declaration at the beginning of their term of office
Art. 52	Showed that all members of the Governing Body complied with the obligation to declare the equity interests and relationships that could generate conflicts of interest to the Supervisory Body and to IGF	√	The members of the Governing Body submitted a declaration at the beginning of their term of office
Art. 53	Provided that UTAM has the conditions so that all information to be disclosed can appear on the Technical Unit's website	√	26/03/2024
Art. 54	Submitted the report of the Supervisory Body in which it is assessed that the annual report on corporate governance practices includes current and complete information on all matters dealt with in Chapter II of the RJSPE (good practices in corporate governance)	√	27/03/2024

(1) Publications through the CMVM extranet, until June 2023 and on the Company's Institutional Website during the 2023 financial year

II. Mission, Objectives and Policies

1. Mission, Vision and Values that guide the Company

TAP S.A.'s main mission is to connect Portugal to the world, contributing to the economic, social and cultural development of the regions in which it operates. The Company guarantees a reliable service to all clients, seeking to meet their needs through the safe and consistent provision of its operations, creating value for the shareholder and ensuring high levels of professional qualification and motivation of its employees.

According to what is laid out in article 3 of its By-Laws, TAP's purpose is to operate public air transport services for passengers, cargo and mail, as well as to provide services and carry out commercial, industrial and financial operations directly or indirectly related to the aforementioned operation and, also, the compliance of any other activities considered suitable to its corporate interests.

In 2023, one of TAP's main priorities was to conclude the negotiation of the collective labour agreements applicable to technical flight crews, cabin crews and with the majority of the unions representing ground staff, resulting not only in new labour conditions, but also in the full reinstatement of wage cuts for these groups with effect from the second half of 2023. The implementation of the new conditions agreed for technical flight crews took place in 2023. However, for the other staff categories, the implementation of the updates agreed for 2023 is scheduled for the beginning of 2024.

Also, in October 2023, TAP presented its new brand positioning under the slogan "Embrace the World" with the aim of conveying the connection between Portugal and the world and the world and Portugal, awakening in every traveller the typically Portuguese curiosity.

During 2023, TAP was also honoured several times as a leading airline, having been voted the best airline in the world and in Europe for South America and Africa at the World Travel Awards, and having received the Four Star Airline Award from the Airline Passenger Experience Association (APEX).

TAP S.A. is committed to the company's vision of being a sustainable and profitable aviation business by 2025.

2. Policies and Lines of Action, Success Factors and Sectoral Guidelines and Policies

a) Targets and results defined by the shareholders regarding the development of business activity to be achieved in each year and three-year period, in particular economic and financial ones.

TAP is bound by the implementation of the TAP Group Restructuring Plan, submitted by the Portuguese Republic in June 2021 and subsequently amended in November 2021 and approved by the European Commission on December 21, 2021 (the "**Restructuring Plan**").

The management targets are in line with those set out in the Restructuring Plan, namely with the four cornerstones on which it was based:

1. Focusing on core business activities: TAP and the other TAP Group companies should focus exclusively on the aviation business carried out by TAP and Portugália, and should divest from "non-core" activities;
2. Capacity adjustment: Resizing TAP's fleet and optimising the network, which will lead to a more homogeneous fleet composition and a reduction in operating costs due to lower fuel consumption and the maintenance requirements of the new aircraft.
3. Optimisation of operational costs: Reduction of operational costs throughout the Restructuring Plan through the renegotiation of contracts with suppliers and aircraft lessors, and measures to reduce costs with third parties. In 2023, around 1,904 agreements were renegotiated, with TAP achieving around EUR 54 million in annualised savings.
4. Improving revenues: increasing revenues through several measures and initiatives that have been implemented, with a focus on ancillary revenues, namely choice of seat, upgrades to business class and priority boarding. In addition, TAP has been improving its miles programme (TAP Miles & GO) with new partners, and in 2023 it also launched a new brand positioning aimed at strengthening connections with its customers, partners, employees and other stakeholders.

b) Degree of fulfilment of the same, as well as the justification for the deviations found and the corrective measures applied or to be applied.

The TAP Group Restructuring Plan is a document that the Portuguese State has agreed and submitted to the European Commission.

In fact, under European and competition Law, the Restructuring Plan is a document agreed between the Portuguese State and the European Commission, which is why, although the Company has made a significant contribution to its preparation, it is a document of the Portuguese State. For that reason, TAP cannot publicly provide

information on its respect, being that function in the sole responsibility of the Portuguese State, if it so wishes.

3. Details of the critical success factors on which the Company's results depend

- The strategic sizing and composition of TAP's fleet is a key factor in dealing with strategic and commercial risks;
- Identifying critical suppliers for business continuity, as well as managing the supply chain in a timely manner, are key measures to ensure the smooth running of the business;
- Failure to respond to emerging ESG issues, which are increasingly important and scrutinised by various stakeholders, can have adverse effects on investment scenarios and the company's reputation;
- Therefore, TAP has implemented measures that allow it, in part, to anticipate and minimise the impacts of this volatility, either by using hedging instruments and monitoring the exchange rate position and exposure to interest rates, or by internal procedures to control budget execution;
- For TAP, Safety is a fundamental value, essential for maintaining customer confidence and is a day-to-day requirement that determines the activity and long-term future of the air transport industry;
- With regard to working conditions and the development of human capital, it is essential to note that employees are TAP's most important asset. Keeping their trust is vital to enable the Company to achieve its highest standards of performance for the benefit of customers, and the involvement of employees, the development of their talent and social stability are key factors for the long-term viability and success of the Company;
- As a result of its business model -hub&spoke- TAP depends significantly on Humberto Delgado Airport, and all its limitations related to capacity and the only runway available are well known. The causes of disruption can be numerous and come from a variety of sources, but they are all capable of causing significant disruption to the Company's operations and, consequently, causing reputational and financial damage.

4. Evidence of action in accordance with the guidelines defined by the sectoral ministries

No guidelines have been defined by the sectoral ministries, with the exception of the instructions contained in Order No. 252/2022-SET, on the preparation of the Activity Plan and Budget for 2023.

The Restructuring Plan, which is currently being implemented, has thus guided and mobilised the Company's management and employees to achieve the structuring, present and future challenges that shape its four pillars.

The monitoring of financial metrics can be accessed in the Management Report and the Individual and Consolidated Accounts for the financial year ending 31 December 2023.

III. Capital Structure

1. Disclosure of Capital Structure

On December 27, 2022, the following corporate transactions ("Transactions") were approved by means of a unanimous written resolution of TAP's sole shareholder, the Portuguese Republic represented by the Directorate-General for Treasury and Finance:

- a) The reduction of TAP's share capital from EUR 904,327,865 (nine hundred and four million, three hundred and twenty-seven thousand, eight hundred and sixty-five euros) to EUR 0.00 (zero euros), to cover partial losses;
- b) The increase of its share capital from EUR 0.00 (zero euros) to EUR 980,000.000 (nine hundred and eighty million euros), fully subscribed by the Portuguese Republic, through the Directorate-General for Treasury and Finance, to be carried out by new cash contributions, as follows:
 - (i) EUR 294,000.000 (two hundred and ninety-four million euros) on December 27, 2022;
 - (ii) EUR 343,000.000 (three hundred and forty-three million euros) on December 20, 2023;
 - (iii) EUR 343,000.000 (three hundred and forty-three million euros) on December 20, 2024.

As a result of the above-mentioned Transactions, TAP's share capital is now EUR 980,000,000, represented by 196,000,000 (one hundred and ninety-six million) shares, with a nominal unit value of EUR 5,00, of which EUR 294,000,000 (two hundred and ninety-four million) are paid. Based on these Transactions, TAP maintains the Portuguese Republic as its sole direct shareholder and beneficial owner, through the Directorate-General for Treasury and Finance, and it has been clarified that these Operations result in a strengthening of TAP's capital structure.

Considering that the conditions were not met for the second instalment of the Company's share capital increase of EUR 343,000,000 to take place on December 20, 2023, as initially planned, this only happened on January 3, 2024.

Following the execution of the second instalment of the capital increase, TAP's share capital remained at EUR 980,000,000, represented by 196,000,000 (one hundred and ninety-six million) shares, with a nominal unit value of EUR 5,00, and the paid-in capital became EUR 637,000,000 (six hundred and thirty-seven million euros).

2. Identification of any limitations on the transferability of shares

Pursuant to Article 5 of TAP By-Laws, the transfer and encumbrance of shares require the Company's consent, which must be requested in writing, indicating all the conditions involved in the intended operation.

By deliberation of the Board of Directors, the Company shall give or withhold its consent to the transfer or encumbrance of shares within no more than 60 (sixty) days from the date on which the request for consent is received, under penalty of such transfer or encumbrance ceasing to depend on it and becoming free.

Besides other reasons for refusing consent, the Board of Directors shall always refuse consent when the intended transfer or encumbrance of shares:

- a) violates the provisions of Regulation (EC) no. 1008/2008 of the European Parliament and of the Council from September 24, 2008, or may cause the revocation of the Company's air transport operating licence;
- b) is made in favour of a person, company, association, group or any other similar entity, that directly or indirectly exercises an aviation activity, under any kind of business, or is a partner, shareholder or holder of a governing body of any entity that operates an activity competing with that of the Company under the terms described above.

If consent is refused, the Company shall be obliged to acquire the shares or have them acquired by another person, in accordance with article 329, no. 3, paragraph c) of Portuguese Commercial Companies Code.

3. Information on the existence of Shareholder Agreements

On December 31, 2023, TAP has no information on the existence of any shareholder agreements with the Company as its object.

IV. Shareholdings and Bonds Held

1. Identification of the Company's shareholdings

TAP holds 10,000 shares representing 100% of the share capital of TAP Logistics Solutions, S.A.

2. Explanation of Acquisition and Disposal of Shareholdings

There were no acquisitions or direct disposals of shareholdings at TAP S.A. in 2023. Likewise, TAP did not acquire or dispose of any shareholdings during 2023.

3. Indication of the number of shares and bonds held by members of the managing and supervisory bodies

In accordance with the provisions of Article 447, no. 5 of the Portuguese Commercial Companies Code, it is hereby informed that the members of the managing and supervisory bodies do not hold shares and/or bonds in the Company.

4. Information on the existence of commercial relations between the shareholders and the Company

As of December 31, 2023, the entities identified as related parties and with which the most relevant business relationships were established are as follows:

- Aeropar
- Cateringpor - Catering de Portugal, S.A.
- Portuguese Republic
- Portugália - Companhia Portuguesa de Transportes Aéreos, S.A.
- SPdH - Serviços Portugueses de Handling, S.A.
- TAP Manutenção e Engenharia Brasil S.A.
- TAP – Transportes Aéreos Portugueses, SGPS S.A.
- TAPGER– Sociedade de Gestão e Serviços, S.A.
- UCS - Cuidados de Saúde Integrados, S.A.

V. Governing Bodies and Committees

A. Governance Model

The Company's By-Laws adopted the Corporate Governance Model provided for in Article 278, no. 1, paragraph a), and in Article 413, no. 1, paragraph b) and no. 2, paragraph a), all from the Portuguese Commercial Companies Code. The Company's governance model therefore comprises the existence of a Board of Directors, a Supervisory Board, a Chartered Accountant or Statutory Auditors Firm, which is not a member of the Supervisory Board, and a Company Secretary and its alternate.

B. General Meeting

1. Composition of the Board of the General Meeting

Under the terms of the Company's By-Laws, the Board of the General Meeting is made up of a Chairperson and a Vice Chairperson elected by the General Meeting for a period of four years, by proposal of the shareholders.

The Board of the Company's General Meeting is under the secretaryship of the Company Secretary.

The composition of the Board of the General Meeting, during the year of 2023, has been as follows:

Term of Office	Position	Name	Appointment	Termination
2021-2024	Chairperson of the Board	António de Macedo Vitorino	General Meeting held on 2021/06/24	Resignation with effect from 2023/03/31
2021-2024	Vice Chairperson of the Board	David Fernandes de Oliveira Festas	General Meeting held on 2021/06/24	Resignation with effect from 2023/11/30
2021-2024	Company Secretary	Ana Maria Sirgado Malheiro	Board of Directors' Meeting held on 2021/06/28	Resignation with effect from 2023/05/18
		Manuela Ferreira e Silva de Vasconcelos Simões	Board of Directors' Meeting held on 2023/05/18	_____
2021-2024	Alternate Company Secretary	Ana Maria Sirgado Malheiro	Board of Directors' Meeting held on 2023/05/18	_____

Pursuant to the provisions of Article 11 of TAP, S.A.'s By-Laws, the shareholders resolve at the General Meeting on all matters regarding which the law or the Company's By-Laws grant them competence, as well as on any matters that are not within the sphere of competence of other Corporate Bodies, being responsible, namely, for the following:

- Resolving on the management report of the Board of Directors, on the year's accounts, on the opinions of the Supervisory Body, and on the application of the year's results;
- Electing and dismissing the members of the General Meeting, the Board of Directors, the Supervisory Board, as well as the respective Chairpersons and

Vice Chairpersons, if any, the Chartered Accountant or Statutory Auditors Firm, in this case under a proposal by the Supervisory Board, and also the members of the State Aid Monitoring Committee;

- Deciding on any amendments to the Company's By-Laws, share capital increases and reductions, mergers, de-mergers, transformation and/or winding up of the Company;
- Resolving on the remuneration of the members of the various organisms and governing bodies;
- Resolving on the performance and reimbursement of ancillary payments, including in the form of shareholder loans, and all conditions related thereto;
- Setting the maximum annual limit for the issuance of bonds or other securities;
- Authorizing the Board of Directors to carry out transactions on its own securities;
- Resolving on Company management matters, when so requested by the Board of Directors;

2. Information on qualified majority shareholder resolutions

In accordance with the provisions of Article 10 of TAP's By-Laws, the General Meeting can only meet and validly resolve, on first call, provided that shareholders holding shares representing at least 51% (fifty-one percent) of the Company's Share Capital are present or duly represented.

Resolutions shall be approved by a majority of the votes of the shareholders present or represented at the General Meeting, unless a legal or statutory provision requires a qualified majority.

Resolutions concerning amendments to the by-laws, merger, de-merger, transformation and dissolution of the Company, as well as other matters requiring a qualified majority by law, without specifying so, shall be approved by two-thirds of the votes cast, unless the resolution is approved in the General Meeting held on second call where shareholders owning at least half of the voting share capital are present or duly represented, in which case the aforesaid decisions may be approved by a majority of the votes cast.

C. Management and Supervision

1. Information on statutory rules

The Company's By-Laws establish that the members of the Board of Directors are appointed by the General Meeting. The General Meeting may designate a Vice Chairperson, who shall replace the Chairperson of the Board of Directors in his/her absences and impediments, or, if there is no vice chairperson, he/she shall be replaced by the member of the Board of Directors designated for this purpose by the Chairperson of the Board of Directors.

In the absence of a statutory clause regulating the appointment of the Chairperson of the Board of Directors, this competence falls to the Board of Directors, that may replace the Chairperson at any time, under the terms set out in Article 395 (1 and 2) of the Portuguese Commercial Companies Code.

Pursuant to Article 13 of TAP's By-Laws, and for the purposes of Article 393 of the Portuguese Commercial Companies Code, the absence of a director to more than 4 (four) consecutive meetings of the Board of Directors, or 6 (six) interpolated meetings, without justification accepted by the other members of the Board of Directors, leads to the definitive absence of a director, and his/her replacement must be carried out, under the legal terms.

The replacement referred to above, when made by co-option or by appointment of the Supervisory Board, shall be submitted for ratification at the first General Meeting following the replacement.

2. Indication on members' minimum and maximum statutory number and statutory duration of the members' term of office

In accordance with the provisions of Article 13 of TAP's By-Laws, the management of the Company will be carried out by a Board of Directors, composed by a minimum of 5 (five) and a maximum of 11 (eleven) members.

The members of the Board of Directors shall exercise their duties for a period of 4 (four) years, renewable, being the calendar year of their appointment counted as a full year, and may be reappointed once or more times, within the limits provided for by law. Once the term of office ends, the members will remain in office until their substitutes are appointed, in accordance with the provisions of Article 8 of TAP's By-Laws.

3. Composition of the Board of Directors

The composition of the Board of Directors in 2023 (term of office 2021-2024) was as follows:

Term of Office	Position	Name	Appointment (1 st appointment)	Termination
2021-2024	Chairman	Manuel Amaral Beja	General Meeting held on 2021/06/24	Resignation with effect from 2023/04/14
		Luís Manuel da Silva Rodrigues	Unanimous Written Resolution issued on 2023/04/14	_____
2021-2024	Member	Christine Ourmières-Widener	General Meeting held on 2021/06/24	Resignation with effect from 2023/04/14
2021-2024	Member	Gonçalo Neves da Costa Monteiro Pires	General Meeting held on 2021/06/24	_____
2021-2024	Member	Silvia Mosquera González	General Meeting held on	Resignation with effect

			2021/06/24	from 2023/06/23
2021-2024	Member	Ramiro José Oliveira Sequeira	Unanimous Written Resolution issued on 2020/09/17	Resignation with effect from 2023/12/31
2021-2024	Member	Patrício Ramos Castro	General Meeting held on 2021/06/24	_____
2021-2024	Member	Ana Teresa C. P. Tavares Lehmann	General Meeting held on 2021/06/24	_____
2021-2024	Member	João Pedro da Conceição Duarte	General Meeting held on 2021/06/24	_____
2021-2024	Member	Sofia N. R. Lufinha de Mello Franco	Unanimous Written Resolution issued on 2022/09/22	_____
2021-2024	Member	Mário Rogério Carvalho Chaves	Unanimous Written Resolution issued on 2023/05/17	_____
2021-2024	Member	Maria João Santos Gomes Cardoso	Unanimous Written Resolution issued on 2023/05/17	_____
2021-2024	Member	José Mário Cruz Henriquez	Unanimous Written Resolution issued on 2023/07/18	_____

4. Executive and Non-Executive Members

The Executive Committee is made up of the executive directors appointed by the Board of Directors. The other members of the Board of Directors are non-executive directors. The composition of the Executive Committee is described below, in point 9(d).

The Executive Committee for the current term of office (2021/2024) was appointed at the meeting of the Board of Directors held on June 28, 2021. On that date, the Executive Committee was formed by five executive members.

The composition of the Board of Directors at that time guaranteed a higher number of non-executive Directors (six) than the number of executive Directors (five).

Following the resignation of an executive director with effect from October 15, 2021, and the subsequent appointment, on the same date, of an executive director from among the non-executive directors, and the resignation with effect from January 31, 2022 of a non-executive director, the balance between the number of non-executive directors and the number of executive directors is no longer ensured.

As of April 14, 2023, the positions of Chairman of the Board of Directors and Chairman of the Executive Committee will be held by the same person.

On May 18, 2023, the Board of Directors resolved on the recomposition of the Executive Committee, which now has a total of six executive members.

The resignation of Ramiro José Oliveira Sequeira (already as a non-executive director) at the end of 2023 accentuated the existing imbalance between the number of executive directors (six members) and the number of non-executive directors (three members), although it is considered that the current composition remains appropriate to the size of the company and the complexity of the risks inherent in its activity.

Non-executive directors fulfil the independence criteria provided for in Article 414 (5) of the Portuguese Commercial Companies Code.

5. Relevant curriculum details of the members of the Board of Directors

The curriculum vitae of each member of the Board of Directors in office can be consulted on the company's website:

<https://www.tapairportugal.com/pt/sobre-nos/administracao>

6. Equity Interests

Pursuant to Article 52 of the RJSPE, the members of the Board of Directors presented, at the beginning of their duties/term of office, a statement as they do not hold any equity interests in the Company, nor any relationships with its suppliers, customers, financial institutions, or any other business partners, likely to generate conflicts of interest.

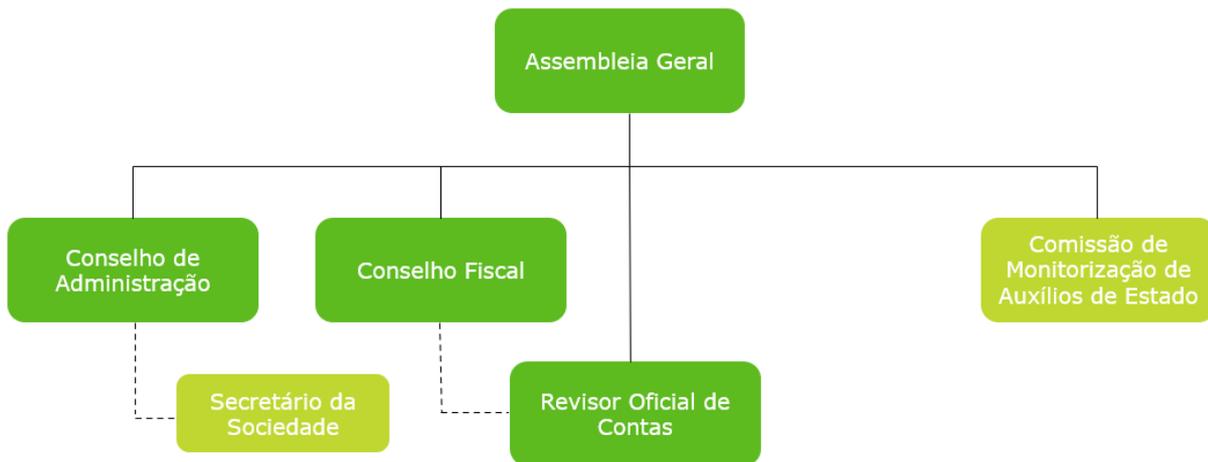
7. Identification of family, professional or business relationships

The members of the Board of Directors in office on December 31, 2023, do not maintain any usual and significant family, commercial, professional or commercial relationships with shareholders holding qualified stakes of more than 2% of voting rights.

8. Organizational Chart of the Governing Bodies and Corporate Bodies

Pursuant to the provisions of Article 8 of TAP's By-Laws, the Company's corporate bodies are the General Meeting, the Board of Directors, the Supervisory Board, the Chartered Accountant or the Statutory Auditors firm. In addition to the aforementioned governing bodies, the Company also have the following corporate bodies: the Board of the General Meeting and the State Aid Monitoring Committee.

Until 25 October 2023, a Remuneration Committee was also part of TAP's governing bodies, but on that date, by unanimous written resolution of the sole shareholder, the Portuguese Republic, represented by the Directorate-General for the Treasury and Finance, TAP's Remuneration Committee was abolished.



The Company also has a Company Secretary, appointed under the terms provided for in its By-Laws and with the powers provided for by law.

Also, under the terms of Article 8 of the current By-Laws, the members of the corporate and governing bodies exercise their duties for a period of 4 (four) years, renewable, of which the calendar year of appointment is counted as complete, and their re-election is allowed one or more times within the limits provided for by law. Once the term of office of the members of the governing and corporate bodies ends, they will remain in office until their respective substitutes are appointed.

9. Characterization of the Board of Directors' functioning

a) Number of meetings held and attendance level of each member

The Board of Directors shall set the dates or the frequency of its ordinary meetings, but shall meet at least once every quarter, and shall meet extraordinarily whenever convened by its Chairperson, by two directors, or at the request of the Company's audit body.

Throughout 2023, the Board of Directors held 16 meetings, being the level of attendance of each member presented in the following table:

Name	Attendance (present or represented)
Manuel Amaral Beja	100%
Christine Ourmières-Widener	100%
Luís Manuel da Silva Rodrigues	100%
Gonçalo Neves da Costa Monteiro Pires	100%
José Mário Cruz Henriquez	100%

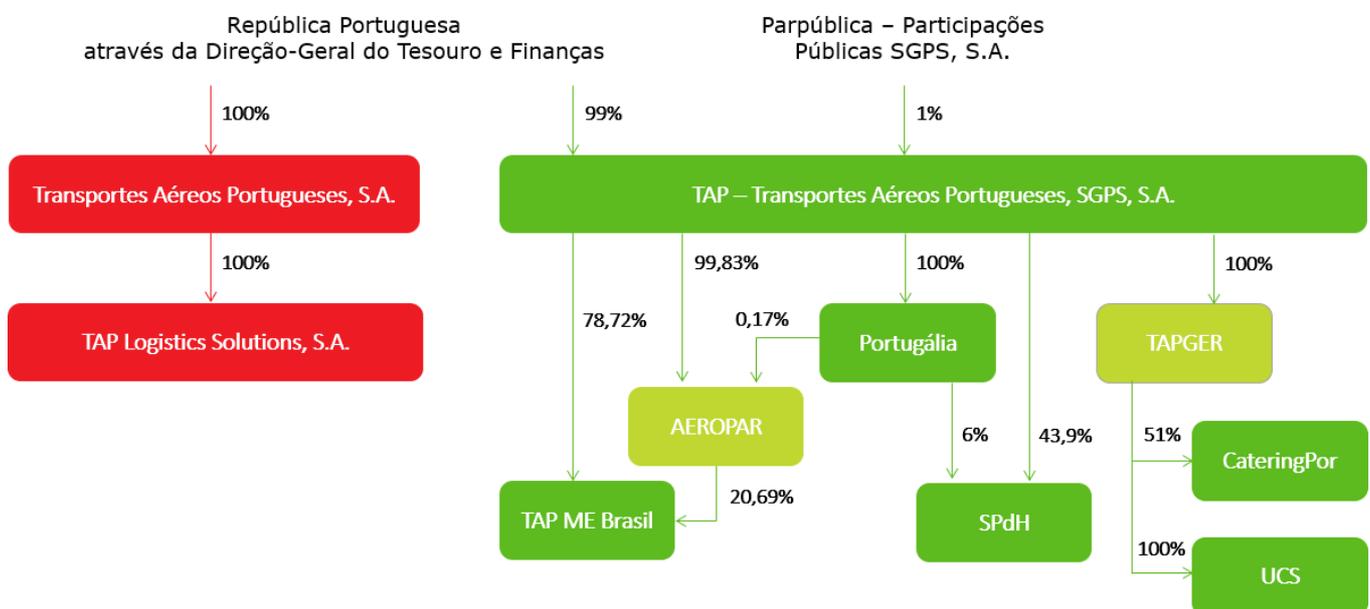
Maria João Santos Gomes Cardoso	93.75%
Mário Rogério Carvalho Chaves	93.75%
Silvia Mosquera González	100%
Sofia Norton dos Reis Lufinha de Mello Franco	100%
Ana Teresa C. P. Tavares Lehmann	100%
João Pedro da Conceição Duarte	93.75%
Patrício Ramos Castro	100%
Ramiro José Oliveira Sequeira	100%

b) Positions held simultaneously in other companies, inside and outside the group, and other relevant activities carried out by members of the Board of Directors

Positions held in Companies inside TAP Universe

At the end of 2023, the TAP Group's shareholder structure consisted of the following organisational chart.

The members of TAP's Board of Directors also hold positions on the governing bodies of the TAP Group companies listed in the table below



December 31, 2023	TAP SGPS	PGA	TAPGER	UCS	CATERINGPOR	TAP Logistic Solutions
Luís Manuel da Silva Rodrigues	Chairman	Chairman	Chairman	Chairman	–	Chairman
Gonçalo Neves da Costa Monteiro Pires	Director	Director	Director	–	–	Director
José Mário Cruz Henriquez	Director	Director	–	–	–	–
Maria João Santos Gomes Cardoso	Director	Director	–	–	–	Director
Mário Rogério Carvalho Chaves	Director	Director	–	–	–	–
Sofia N. R. Lufinha de Mello Franco	Director	Director	Director	–	Chairman	–
Ana Teresa C. P. Tavares Lehmann	Director	–	–	–	–	–
João Pedro da Conceição Duarte	Director	–	–	–	–	–
Patrício Ramos Castro	Director	–	–	–	–	–
Ramiro José Oliveira Sequeira	Director	Director	–	–	–	–

Positions held outside TAP Universe

Director João Pedro Conceição Duarte holds the position of Manager in the following companies Atlasquare, Lda., Ceres Capital, Lda., J.P.Duarte - Agropecuária, Lda., JDCJ, Lda., and Turhis Rtn, Lda.

Director Ana Teresa C. P. Tavares Lehmann is Chairperson of the Board of Directors of the company Zolve - Logística e Transporte, S.A., and a non-executive member of the Board of Directors of The Navigator Company.

c) Performance evaluation of Executive Directors

Performance evaluation of Executive Directors is based on pre-determined criteria, to be defined by the Shareholder Portuguese Republic.

In the course of 2023, new members were appointed to TAP's Board of Directors to fulfil their duties for the remainder of the current term of office (2021-2024). The respective annual base remuneration and social benefits of the new members were set in the same terms as those attributed to the other members, set by resolution of the Remuneration Committee on August 11, 2021.

Following the extinction of the Remuneration Committee, as mentioned above, it is the responsibility of the General Meeting to resolve on the remuneration of the members of the Company's corporate and governing bodies, under the terms of Article 11(d) of the respective By-Laws.

d) Committees, composition, competences and summary of the activities carried out by the existing committees of the management body

Executive Committee

In 2023, the Executive Committee was formed by the following members:

Term of Office	Position	Name	Appointment	Termination of executive duties
2021-2024	Chief Executive Officer	Christine Ourmières-Widener	Board of Directors' Meeting held on 2021/06/28	2023/04/14
		Luís Manuel da Silva Rodrigues	Board of Directors' Meeting held on 2023/04/14	_____
2021-2024	Chief Financial Officer	Gonçalo Neves da Costa Monteiro Pires	Board of Directors' Meeting held on 2021/10/15	_____
2021-2024	Chief Commercial & Revenue Officer	Silvia Mosquera González	Board of Directors' Meeting held on 2021/06/28	2023/06/23
		José Mário Cruz Henriquez	Board of Directors' Meeting held on 2023/07/27	_____
2021-2024	Chief Operating Officer	Ramiro José Oliveira Sequeira	Board of Directors' Meeting held on 2021/06/28	2023/05/18
		Mário Rogério Carvalho Chaves	Board of Directors' Meeting held on 2023/05/18	_____
2021-2024	Chief Customer Officer	Sofia Norton dos Reis Lufinha de Mello Franco	Board of Directors' Meeting held on 2022/09/28	_____
2021-2024	Chief Maintenance Officer	Maria João Santos Gomes Cardoso	Board of Directors' Meeting held on 2023/05/18	_____

Competences

Pursuant to Article 14 no. 2 of the Company's By-Laws, the Board of Directors may delegate, within the limits established by law, the day-to-day management of the Company to one or more delegated directors or to an Executive Committee.

1. On February 1, 2022, TAP's Board of Directors decided to delegate the following powers to the Executive Committee: Preparation of the proposed business plan and budget – including the investment plan and the respective funding sources - and the respective quarterly execution reports, both to be submitted to the Board of Directors for approval, whose terms and frequency must be consistent with the applicable legal framework, namely with the provisions set in RJSPE, according to the instructions for the set up of such proposals, as well as the preparation of updates or reviews to annual budget and/or the activity plan and budget, which shall also be submitted to the Board of Directors for prior approval, including the assumption of the aforementioned updates or reviews;
2. Preparation of the new proposed list of flight destinations, on an annual basis, and of any significant changes that may be made to such list, for prior approval by the Board of Directors;

3. Preparation of the new proposed long-term fleet plan, on an annual basis, and of any significant changes that may occur in that plan, for prior approval by the Board of Directors;
4. Subject to the conditions set out in paragraph 5 below, conduct the Company's financial, operational, administrative and human resources management, in accordance with the annual budget and the activity plan and budget, as revised and/or updated and approved. With regard to commitments, expenses, transactions and agreements, expressly provided for in the annual budget and in the activity plan and budget (as updated and reviewed), and in accordance therewith, the Executive Committee may conduct, provided that applicable law is always respected, the management of the Company within the following limits, which will be interpreted as limits per operation, including when the operation in question corresponds to a multi-year agreement:
 - a. Financial investment commitments or other capital expenditures by the Company and/or its subsidiaries in an amount up to 15 million Euros;
 - b. Commitments for operating expenses of the Company and/or its subsidiaries, under the following terms:
 - (i) Expenses with flight operations, namely fuel and on-ground assistance agreements, which will not exceed 300 million Euros;
 - (ii) All other operational flight agreements (such as, but not limited to, catering, ATC and other agreements of a similar scope) in an amount up to 30 million Euros;
 - (iii) Maintenance and Engineering expenses up to 50 million Euros;
 - (iv) Business expenses (marketing and sales, technology, payment solutions, consultancy and other expenses of a similar scope) within an amount up to 15 million Euros, except for strategic consulting services, whose limit will be up to 1 million Euros;
 - c. Investments related to the aircraft fleet or operating expenses of the Company and/or its subsidiaries within an amount up to 50 million Euros;
 - d. Financial instruments/Company funding and/or of its subsidiaries, such as, but not limited to, debt, with a term of less than one year and within an amount up to 100 million Euros (excluding, in any case, the provision of any kind of guarantees by the Company or its subsidiaries);
 - e. Proposals referring to all financial instruments of the Company and/or its subsidiaries i. with a term of less than one year and an amount higher than 100 million Euros, or ii. with a term of one or more years, to be submitted for prior approval by the Board of Directors;
 - f. *Hedging* instruments within the following limits: (i) portfolio of jet fuel derivatives, *swap* options and simple combinations thereof, up to 500,000 metric tonnes or a value of up to USD 400 million (ii) expected average monthly *hedging* activity of up to 80,000 metric tonnes;
 - g. Acquisition, encumbrance, disposal and/or sale of assets of the Company and/or its subsidiaries within an amount up to 5 million Euros;

- h. Without prejudice of legal requirements provided under RJSPE, proposals for investment and/or sale of shares of merged companies and/or incorporation of new companies, and/or changes to the structure of shareholders of the business group to which the Company belongs, to be submitted for prior approval by the Board of Directors;
 - i. Proposals for transactions with related parties within the scope of Article 397 of the Portuguese Commercial Companies Code, to be submitted for prior approval by the Board of Directors, with the exception of transactions with subsidiaries of the Company which will not be subject to the prior approval of the Board of Directors;
 - j. Negotiating and signing contracts to which the Company or its subsidiaries are a party, which are not covered by the nature of contracts described in the above paragraphs (namely partnerships or joint venture agreements), with a value, or involving liabilities, of up to 15 million Euros;
 - k. Opening bank accounts, negotiating financial conditions with banks, executing payments, deposits or withdrawing money from the Company's bank accounts, in accordance with all other delegated powers.
5. The powers awarded to the Executive Committee, under the terms of paragraph 4 above, shall always comply with the requirements established in the applicable legislation, and, in particular, shall be subject to compliance with the provisions of RJSPE, namely:
- a. The Executive Committee shall not:
 - (i) Provide any guarantee in favour of another entity, regardless of whether there is any participation in the beneficiary's share capital;
 - (ii) Enter into any agreements or transactions, or perform any legal act that may result in financial liabilities for the Company, actual or contingent, that exceed the annual budget or that are not provided for in the investment plan, as approved by the shareholder;
 - (iii) Enter into any agreements or performing any legal act that may result in liabilities for the Company that exceed 5% of the Company's net assets, without the prior favourable opinion of the Company's Supervisory Board (unless expressly provided for in the business plan and annual budget);
 - and
 - (iv) Approve any investments or transactions not provided for in the business plan and annual budget;
 - b. Any agreements, acts or transactions with a financial impact that exceeds 1% of the Company's net assets shall be approved by the executive member of the Board of Directors appointed by the Government representative responsible for finances. In the absence of such approval, the matter shall be submitted to the Company's Shareholders General Meeting for approval.

6. Management of the institutional relationship with employees and external entities, including the representation of the Company before all Courts, namely civil, criminal, administrative, labour and tax courts, at all instances, appointing a lawyer when required or convenient, submitting petitions, requests, appeals, oppositions, counterclaims, submitting evidence, and filling both ordinary and extraordinary appeals; negotiating and revoking petitions in any Court, whether civil, criminal, administrative, labour or tax courts, with the broadest powers, on behalf of the Company.
7. Proposals for new collective labour agreements and major structural changes to labour agreements, to be submitted for prior approval by the Board of Directors;
8. In emergency situations, when people's life and the safety of assets are at risk, the Executive Committee shall take all necessary and appropriate measures and efforts, with the responsibility of always informing the Board of Directors of the appropriate justifications and of all measures taken, as soon as possible.
9. Opening and closing of representations, agencies, offices and other forms of local representation of the Company abroad.

Remuneration Committee

Composition:

Name	Position
Tiago Gonçalves de Aires Mateus	Chairperson
Pedro Miguel Nascimento Ventura	Member

Chairman Tiago Gonçalves de Aires Mateus resigned on May 18, 2023.

By means of an unanimous written resolution of the sole shareholder, the Portuguese Republic, represented by the Directorate-General for the Treasury and Finance, TAP's Remuneration Committee was abolished on October 25, 2023.

State Aid Monitoring Commission

Name	Position
Patrício Ramos Castro	Chairperson
<i>To be appointed*</i>	Member
<i>To be appointed*</i>	Member

(*) *Christine Ourmières-Widener has ceased her functions as a member of the State Aid Monitoring Committee, following her dismissal from corporate positions held in the Company, with effect from April 14, 2023.*

Competences

In accordance with Article 8(2) of the Company's By-Laws, the State Aid Monitoring Committee shall accompany and monitor the use of the funds made available by the Portuguese Republic as State Aid, and shall be entitled to request the Board of Directors and the Executive Committee to be provided, in a timely, complete and accurate manner, with all the information necessary to carry out its activity. In addition, it shall subsist during the period of the aforementioned aids, without prejudice to its terms of office coinciding with those of the governing bodies and the remaining corporate bodies.

Finance, Audit and Risk Committee

The Finance, Audit and Risk Committee has been created by resolution of the Board of Directors of August 27, 2021, and during 2023 it had the following composition:

Position	Name	Appointment	Termination of duties
Chairperson	Ana Teresa Cunha de Pinho Tavares Lehmann	Board of Directors' Meeting held on 2021/10/12	_____
Member	Gonçalo Neves da Costa Monteiro Pires	Board of Directors' Meeting held on 2021/10/12	_____
Member	Manuel Amaral Beja	Board of Directors' Meeting held on 2022/02/01	2023/04/14
Member	Luís Manuel da Silva Rodrigues	Board of Directors' Meeting held on 2023/06/27	_____
Member	Christine Ourmières-Widener	Board of Directors' Meeting held on 2021/08/27	2023/04/14
Member	Patrício Ramos Castro	Board of Directors' Meeting held on 2021/10/12	_____

Competences

In accordance with the provisions of Article 2 of its Regulations, the Finance, Audit and Risk Committee is responsible for monitoring, advising and reporting to the Board of Directors, performing the following functions:

- Monitoring the activity of the Executive Committee within the scope of the duties listed below, in accordance with terms to be agreed upon;
- Ensuring compliance with legal provisions and with the Company's By-Laws;
- Monitoring the evolution of the Company's economic and financial situation;
- Monitoring the preparation process, the quality and integrity of financial information, namely that one contained in the Company's accounts;
- Monitoring the procedure of analysis and selection of the External Auditor;
- Monitoring the accounts review, and the audit of the Company's accounting documents;
- Ensuring the independence of the External Auditor;
- Monitoring the preparation of the annual audit and internal control plan;
- Monitoring and supervising the internal auditing works;
- Monitoring the internal audit, internal control, compliance and risk management systems.

The members of the Finance, Audit and Risk Committee are also responsible for:

- Issuing an informative note or non-binding report on any matter brought to it by the Board of Directors or by the Executive Committee;
- Submitting to the Board of Directors any matter that this Board should consider under the scope of its duties;
- Proposing any changes to its Regulation.

The Chairperson of the Finance, Audit and Risk Committee is specifically responsible for coordinating the activities of this committee, for convening and directing the respective meetings, and for requesting and being the recipient of all information and documentation that the Committee needs for performing its duties.

Safety and Security Committee

The Safety and Security Committee has been created by resolution of the Board of Directors of February 1, 2022, and during 2023 its composition was as follows:

Position	Name	Appointment	Termination of duties
Chairperson	Timothy Michael Anderson	Board of Directors' Meeting held on 2022/02/01	_____
Member	Christine Ourmières-Widener	Board of Directors' Meeting held on 2022/02/01	2023/04/14
Member	Patrício Ramos Castro	Board of Directors' Meeting held on 2022/02/01	_____
Member	Luís Manuel da Silva Rodrigues	Board of Directors' Meeting held on 2023/06/27	_____

Member	Mário Rogério Carvalho Chaves	Board of Directors' Meeting held on 2023/06/27	
Member	Maria João Santos Gomes Cardoso	Board of Directors' Meeting held on 2023/06/27	
Member	Ramiro José Oliveira Sequeira	Board of Directors' Meeting held on 2023/06/27	2023/12/31
Member	Portugália's Accountable Manager	Board of Directors' Meeting held on 2023/06/27	

Competences

In accordance with the provisions of Article 2 of its Regulations, the Safety and Security Committee is responsible for monitoring, advising and reporting to the Board of Directors, performing the following functions:

- Monitoring the activity of the Executive Committee within the scope of the duties listed below, in accordance with terms to be agreed upon;
- Ensuring compliance with legal and corporate provisions;
- Monitoring the evolution of the Company's performance and safety and security culture;
- Monitoring internal safety and security systems and the security, compliance and risk management;
- Investigating any activity or state of affairs within its terms of reference;
- Seeking/investigating any information requiring the cooperation of any employee and all employees will be directed to cooperate with any request made by the Commission;
- Obtaining, at Company's expenses, expert advice from professional advisers, whenever deemed necessary;
- Requesting any reports or inquiries it deems necessary to fulfil its duties.

The members of the Safety and Security Committee are also responsible for:

- Issuing an informative note or non-binding report on any matter brought to it by the Board of Directors or by the Executive Committee;
- Submitting to the Board of Directors any matter that this Board should consider under the scope of its duties;
- Proposing any changes to its Regulation.

The Chairperson of the Safety and Security Committee is specifically responsible for coordinating the activities of this committee, for convening and directing the respective meetings, and for requesting and being the recipient of all information and documentation that the Committee needs for performing its duties.

People and Culture Committee

The People and Culture Committee has been created by resolution of the Board of Directors of February 27, 2023, and it has the following composition:

Position	Name	Appointment	Termination of duties
Chairperson	João Pedro da Conceição Duarte	Board of Directors' Meeting held on 2023/06/27	_____
Member	José Mário Cruz Henriquez	Board of Directors' Meeting held on 2023/06/27	_____
Member	Maria João Santos Gomes Cardoso	Board of Directors' Meeting held on 2023/06/27	_____
Member	Ramiro José Oliveira Sequeira	Board of Directors' Meeting held on 2023/06/27	2023/12/31

Competences

In accordance with the provisions of Article 2 of its Regulations, the Safety and Security Committee is responsible for supporting the Board of Directors, in matters of its exclusive scope:

- Analyzing and monitoring the human resources strategies and policies adopted by the Company;
- Presenting recommendations regarding strategies and policies for remuneration and benefits, for the Company's employees;
- Developing recommendations that promote the organizational culture, aligned with the Company's mission, vision and values, and focused on building sustainable results.

The members of the People and Culture Committee are also responsible for:

- Issuing an informative note or non-binding report on any matter brought to it by the Board of Directors or by the Executive Committee;
- Submitting to the Board of Directors any matter that it should consider under the scope of its duties;
- Issuing an annual report on the Commission activities;
- Proposing any changes to its Regulation.

The Chairperson of the People and Culture Committee is specifically responsible for coordinating the activities of this Committee, for convening and directing the respective meetings, and for requesting and being the recipient of all information and documentation that the Committee needs for performing its duties.

D. Audit

1. Identification of the supervisory body

In accordance with the provisions of Article 18 of TAP's By-Laws, the audit of corporate affairs shall be incumbent upon a Supervisory Board and a Chartered Accountant or a Statutory Audit Firm, that shall not be a member of the Supervisory

Board, to be mandatorily appointed from among auditors registered with the Portuguese Securities Market Commission.

2. Presentation of relevant curricular elements of each member of the supervisory body

The curriculum details of each member of the Supervisory Board are included in the [Attachments](#) to this report.

3. Procedures and criteria applicable to the intervention of the supervisory body for the purpose of contracting additional services from the external auditor

In accordance with Supervisory Board Regulation, the provision of services by experts to assist the members of the Supervisory Board in carrying out their respective duties is contracted by the Supervisory Board, and such hiring and the professional fees of such experts shall take into account the importance of the matters committed to them as well as the economic situation of the Company.

4. Other functions of the supervisory bodies and, if applicable, of the Financial Matters Committee

The Supervisory Board, in conjunction with the Chartered Accountant, is responsible for supervising the Company, in accordance with the provisions of Article 6 of the Supervisory Board Regulation, and it is also responsible for the following competences:

- Supervising the management of the Company;
- Ensuring compliance with the law and with the Company's By-Laws;
- Checking the regularity of accounting books, records, and supporting documents;
- Checking the accuracy of the accounting documents;
- Checking whether the accounting policies and valuation criteria adopted by the Company lead to a correct assessment of assets and results;
- Preparing an annual report on its supervisory work addressed to shareholders, including a description of the supervisory activities carried out, any constraints detected, and issue an opinion on the Accounts' Report, as well as on the proposals presented by the Board of Directors;
- Supervising the process of preparing and disclosing financial information;
- Supervising the effectiveness of the management, risk and internal control systems, as well as the activities of internal audit and information systems;
- Receiving reports on irregularities presented by shareholders, Company employees or others.

The Finance, Audit and Risk Committee was established with the objective of supporting the Board of Directors in matters specifically entrusted to it, taking into account the alignment with best market practices, namely the necessary impartiality and independence with which internal audit has to be conducted in the Company and in its subsidiaries.

Without prejudice to the legal powers committed to the Supervisory Board, the Finance, Audit and Risk Committee, under the terms of Article 2 of its operating regulation, shall monitor, advise and report to the Board of Directors, performing their duties as described above in point 9 of the Governing Bodies and Committees chapter, Administration and Supervision section.

5. Indication on members' minimum and maximum statutory number and statutory duration of the members' term of office

Pursuant to Article 4 of the Supervisory Board Regulations, the Supervisory Board is formed by three permanent members and one alternate.

The Supervisory Board term of office is for a period of four years, renewable, being the calendar year of their appointment counted as a full year, and may be reappointed once or more times, within the limits provided for by law.

6. Composition of the Supervisory Board

The Supervisory Board elected for the term of office 2021-2024, during the financial year 2023, is formed by the following members:

Name	Position	1 st Appointment
Baker Tilly, PG & Associados, SROC, Lda	Chairperson	November 13, 2015
José Manuel Fusco Gato	Alternate	June 24, 2021

The alternate member of the Supervisory Board shall replace the member of the Supervisory Board who is temporarily prevented from exercising his/her duties or who has terminated his/her duties, remaining in office until the first General Meeting at which is executed the fulfilment of the vacancy left open.

7. Independence of the Members of the Supervisory Board

The members of the Supervisory Board meet the independence requirements established in Article 414 no. 5 of the Portuguese Commercial Companies Code. As established in Article 414-A of that same legal document, none of the members of the Supervisory Board is in a status of incompatibility.

8. Characterization of the Supervisory Board functioning

a) *Number of meetings held and attendance level of each member*

Throughout 2023, the Supervisory Board held 20 meetings. The level of attendance of each permanent member of the Supervisory Board is presented in the following table:

Name	Attendance
Baker Tilly, PG & Associados, SROC, Lda	100%
José Manuel Fusco Gato	100%

b) *Positions held simultaneously in other companies, inside and outside the group, and other relevant activities carried out by members of the Supervisory Board*

The members of the Supervisory Board were always available to carry out their duties, participating in corporate life whenever required.

Information on the positions held by the members of the Supervisory Board in other Companies is described in the curricular elements of each member and can be consulted in the [Attachments](#) to this report.

E. Chartered Accountant

1. Identification of permanent and alternate members

Under the terms of article 6(3) of the Regulations of the Supervisory Board, in exercising its powers and fulfilling its duties, the Supervisory Board proposes to the General Meeting the appointment of the Company's effective Chartered Accountant and alternate Chartered Accountant, supervises and assesses their independence, the scope of their services and the auditing of the Company's financial statements.

For the financial year of 2023, the following firm has been appointed to perform the duties of Chartered Accountant of the Company:

Name	Position	CMVM No.	OROC No.
PricewaterhouseCoopers & Associados, SROC, Lda	Effective	20161485	183
Carlos José Figueiredo Rodrigues	Alternate	20161347	1737

PricewaterhouseCoopers & Associados, SROC, Lda is represented by António Joaquim Brochado Correia (OROC No. 1076) and Hugo Miguel Patrício Dias (OROC No. 1432)

2. Indication of legal and other limitations on the number of years the Chartered Accountant has been providing services to the company.

Bearing in mind that on December 31, 2023, TAP does not qualify as a Public Interest Entity under the terms of Law no. 140/2015, of September 7, there are no legal limitations on the number of years the Chartered Accountant provides services to the company.

3. Duties and Remunerations

The fees invoiced for the services provided by PricewaterhouseCoopers & Associados, SROC, Lda ("PwC") to TAP, during the year ended December 31, 2023, are detailed as follows:

Service Description	Remuneration (€)
Services of Legal Review of Accounts	123,040*
Services of Limited Review	49,600

* Statutory Audit services are included for TAP's subsidiary, TAP Logistics Solutions, S.A., in the amount of 2,205€.

4. Description of other services provided

In addition, during the 2023 financial year, PwC provided reliability assurance services, training, advisory services in the area of sustainability/non-financial information and financial due diligence for a total amount of €127,100.

F. External Auditor

1. Identification and Duties

In 2023, the duties of External Auditor of TAP, S.A were performed by PwC, registered in CMVM under No. 20161485, as provided in the previous chapter. Likewise, the period those duties were performed coincides with the same period of the Chartered Accountant.

2. Rotation Policy and Frequency

There are no formally established procedures regarding the rotation of the Company's external auditor. At TAP, the duties of Chartered Accountant and External Auditor have been carried out by the same entity, and the possible replacement of the External Auditor has been considered with the same frequency as that one of the Chartered Accountant.

3. Identification of other services

The services provided by the External Auditor, other than auditing, are those resulting from the provision of services as the Company's Chartered Accountant and are described in the previous chapter.

4. Remuneration

The amount of the annual remuneration paid by the Company to the External Auditor is included in the remuneration of the Chartered Accountant.

VI. Internal Organization

A. Company's By-Laws and Communications

1. Information on applicable rules to the amendments to the Company's By-Laws

Under the terms of the Portuguese Commercial Companies Code, it is the responsibility of the General Meeting to resolve on amendments to the By-Laws of the Company, and the draft amendments must be duly substantiated and approved by the Shareholder, under the terms and for the purposes of the RJSPE, of October 3.

2. Characterization of means and policy for reporting non-conformities

The Company encourages the reporting of disrespectful, inappropriate, fraudulent, unethical or illegal behaviour, including issues related to bribery and corruption, competition law, fraud, financial crime, conflicts of interest, food quality and safety, harassment and discrimination, protection of personal data, rights and protection of individuals and environmental damage. On June 1, 2022, a whistleblowing channel - the Ethical Conduct Channel - has been launched, which complies to the obligations imposed by Law No. 93/2021, of December 20.

This channel is available via form or telephone line. All information can be found on TAP's intranet or through the link to the channel's page available in tapairportugal.integrityline.com.

3. Indication of the anti-fraud policies adopted and identification of existing tools to mitigate and prevent organizational fraud

TAP is sensitive to the need for fraud management and prevention within its organization. In addition to complying with the specific legislation in force, it strongly encourages the reporting of all and any situations that configure or may configure fraudulent acts or other types of illicit acts. The prevention of organizational fraud is supported by the reporting of irregularities and by guiding the actions of the Company's employees through a sense of responsibility in complying with ethically correct rules, values, principles, and practices. These practices, which must be observed, defended and complied with by all, are defined in the Code of Conduct and in the Anti-Corruption policy.

B. Internal Control and Risk Management

1. Information on the existence of an Internal Control System

TAP, and in particular its Board of Directors and Executive Committee, pay special attention to the issues of internal control, risk management, fraud, disclosure of information and the reliability of financial reporting.

As these are cross-cutting concerns and in order to ensure that the existing Internal Control (IC) is systematised and adequately visible, TAP relies on the regulatory requirements and best practices developed by internationally recognised entities in the areas of internal control and risk management, such as COSO (Committee of Sponsoring Organisations of the Treadway Commission), as it considers this model to be adaptable to the structure of companies, flexible for the whole entity and for any of its business units or activities, and reliable in its response to existing challenges.

This model allows for a direct correlation between the organisation's targets in terms of categories (Operation, Reporting and Compliance) and the five components of internal control (Control Environment, Risk Management, Control Activities, Information and Communication and Activity Monitoring), which are necessary to achieve them.



1. Control Environment:
 - a) It should reflect the importance of the IC and establish the discipline and structure of the other elements of the Internal Control System (ICS);
 - b) It is the set of rules, processes and structures that provide the basis for the execution of IC in the organisation;
 - c) It defines the spirit of the organisation, influencing the risk awareness of other workers. It is the basis for all the other components of the ICS.

2. Risk Assessment:
 - a) It is designed to identify, assess, monitor and control all the risks that could influence the strategy and targets set by the company, to ensure their fulfilment and that the necessary actions are taken to respond appropriately to unwanted deviations;
 - b) Risk is defined as the possibility of an event occurring and affecting (positively or negatively) the execution of the targets set by the organisation;
 - c) It involves a dynamic and interactive process to identify and analyse the risks that affect the execution of the organisation's goals, serving as a basis for understanding how they should be managed;
 - d) Targets should be set at the different levels of the organisation, consistently and by category, for operations, reporting and compliance, with sufficient clarity to make it possible to identify and analyse the risks of those targets.

3. Control Activities:

- a) Activities designed to prevent or reduce the adverse impact of risks. Recurring activities to control the process;
- b) Control activities are actions established by policies and procedures that help to ensure that management's directives to mitigate risks in the fulfilment of objectives are carried out;
- c) Control activities are carried out at all levels of the organisation and at several stages of the business process and on the technological environment;
- d) Control activities can be preventative or detective in nature and can cover a range of manual and automatic activities, such as authorisations and approvals, checks, reconciliations and business performance analyses;
- e) Segregation of duties is typically incorporated into the selection and development of control activities. When segregation of duties is not possible, management must develop and implement alternative control activities.

4. Information and Communication:

- a) Established to ensure that relevant, comprehensive and consistent data is captured, processed and exchanged within a timeframe and in a manner that allows the effective and timely performance of the management and control of the institution's activity and risks;
- b) Information is necessary for the organisation to exercise its IC responsibilities in support of execution of its goals. Management obtains or generates and uses relevant and quality information from internal and external sources to support the functioning of the IC;
- c) Communication is the continuous process that allows the team to understand the IC's responsibilities and their importance in achieving the goals. It can take place both internally and externally and provides the organisation with the information it needs to carry out controls on a daily basis. Internal communication is the means by which information is disseminated throughout the Company, flowing in all directions and throughout the organisation. This allows all employees to receive a clear message from management that control responsibilities must be taken seriously. External communication has a dual purpose: it allows relevant external information to enter and provides information to third parties in response to requirements and expectations.

5. Activity Tracking:

- a) It is carried out in order to ensure the adequacy and effectiveness of the ICS itself through time, which guarantees, in particular, the timely identification of any shortcomings or opportunities for improvement;
- b) Continuous, occasional/independent assessments or a combination of both are used to determine whether each of the five IC components, including the controls that give effect to the principles within each component, is present and functioning;
- c) Continuous evaluations, incorporated into business processes at different levels of the organisation, provide timely information;
- d) Occasional/independent assessments, carried out periodically, will vary in scope and frequency depending on the risk assessment, the effectiveness of ongoing assessments and other management considerations;
- e) The results are assessed in accordance with the criteria established by regulators, recognised regulatory bodies or by the Executive Committee and the Board of Directors, and any weaknesses are communicated in good time to management and the Executive Committee, as appropriate, with the most relevant also being communicated to the Board of Directors.

In addition, TAP bases the operation of its ICS and Risk Management on the principles set out in the European Confederation of Institutes of Internal Auditing (ECIIA), the Federation of European Risk Management Associations (FERMA) and the International Organisation for Standardisation (ISO), as internationally accepted good practices.

The existence of an ICS combined with a functional Risk Management Model will allow TAP's Board of Directors and Executive Committee to focus their monitoring and analysis on the critical risks identified, inherent to its activity and resulting from its daily operations.

The existence of a Corporate Risk Management Model also makes it possible to carry out an integrated risk assessment in the Company and to enhance its risk culture, making it possible to create a common language in the definition and concept of each risk, to align goals with the risks and respective controls in force in the Company, to reduce the risk of loss of its investments and assets, and to help guarantee the reliability of the financial statements and compliance with laws and regulations.

The adequacy of the ICS is aligned with the risk management model, and is adjusted whenever, through the risk assessment, risks that fall within a level considered to be unacceptable are identified, or inadequacies or flaws are detected in the analysis of the associated controls.

2. Identification of persons, bodies or committees responsible for internal audit/implementation of risk management and control system

All employees, teams or business units at different levels of the organisation take part in the internal control and risk management process. The Internal Audit Department, by monitoring the internal control systems, ensures that the procedures defined by the various business areas are properly implemented and complied with.

In October 2023, TAP autonomised risk management with the creation of a Compliance Risk area. The mission of this area will be to identify the risks inherent in the Company's business, as well as assessing the risk level to which the Company is subject and recommending measures to deal with risks that are above the defined acceptance threshold.

3. Risk levels and adopted measures

In order to correctly implement the ICS within the Company, everyone has to have an understanding of the various roles and responsibilities assigned to each organizational level. The methodological instrument that clarifies the risk control competences within the Company is based on the Three Lines Model prepared by ECIIA and by FERMA, and updated by the IIA. This model helps to identify the structures and processes that contribute to the achievement of the Company's goals, and provides direct interaction between the various players dedicated to internal control and risk management.

1st Line: Operational Management

All employees, teams or business units with operational management duties are part of the First Line of risk management and control. The operational management function is primarily responsible for identifying, assessing, controlling and mitigating risks, and for developing and implementing internal procedures that ensure that daily work activities are in line with the goals set for the Company.

2nd Line: Risk Management

All employees, teams or business units with risk management duties are part of the Second Line, and are able to intervene, modify and develop the systems implemented by the First Line, checking that they have been correctly designed and that they are operating as intended.

3rd Line: Internal Audit

The Internal Audit team, by monitoring the controls in place, the risk management processes and the internal control environment, defines the audit plan and carries out audit projects aimed at the most relevant risks for the Company.

As there is currently no strategic plan or risk policy for the Company, TAP's Executive Committee took the decision to make the Risk Management area autonomous in the last quarter of 2023, in order to give visibility to the aforementioned model. This area will be responsible for following up on the work started by Internal Audit with regard to managing the organisation's risks, by formalising a Risk Management Policy and Model.

4. Organisational Chart



Based on the Three Lines Model

5. Indication of the existence of other functional areas with competences in risk control

In addition to the heads of each business area, and in addition to the monitoring carried out by the internal audit team, the Company is also subject to compliance with a set of requirements and to the control carried out by other entities, such as the Supervisory Board, the External Auditor, the Chartered Accountant, and various Public Entities.

6. Identification and description of the main risk types

TAP aims to have a comprehensive view of the main risks to which it is exposed, at a strategic, commercial, operational, financial, compliance and governance level, with processes defined to ensure their monitoring and proactive management. Therefore, TAP has defined a methodology that allows it to acquire a global view of its main risks, according to their materiality, quantifying their impact and assessing

the probability of occurrence, identifying, whenever possible, the respective effective mitigation measures.

TAP main risks are presented in the Company's Management Report and Consolidated Accounts.

7. Description of identification, assessment, monitoring, control, risk management and mitigation process

TAP's risk management structure is based on the best market practices and on main guidelines of regulators, including COSO Framework and ISO31001, which allows the various leaders and managers of the business units to identify the risks to which their areas are subject and define the procedures and strategies to be applied for their respective management and control.

The aviation industry carries out its activity within a quite demanding context, and is continuously facing a variety of risks. Not all risks can be eliminated and/or mitigated to a desired level, due to technical and economic constraints, and thus, a rational risk management process is required for organizational decision making. Selecting the most appropriate risk treatment option(s) involves balancing the potential benefits related to the achievement of the goals, with the costs, efforts or drawbacks of implementation.

8. Identification of the main elements of the ICS and risk prevention implemented in the Company in relation to the process of disclosing Financial Information

TAP's Board of Directors ensures the quality and improvement of the most relevant processes for preparing and disclosing the Company's financial report, in accordance with the adopted accounting principles, while bearing in mind the goals of transparency, consistency, simplicity and materiality. In this context, the Company's attitude towards the management of financial risks has been conservative and prudent. The risks involved in financial reporting are thus mitigated, namely through the segregation of responsibilities and the implementation of prevention and detection controls. Additional controls are the result of the supervision carried out by the Finance, Audit and Risk Committee, of the monitoring action carried out by the Planning and Management Control and Legal areas, of the reliability assessments carried out by the Corporate Finance area regarding the preparation and disclosure of financial information, as well as the analysis of deviations from the approved plans.

C. Regulations and Codes

1. Internal and External Regulations

The Company's business activity is subject to its By-Laws, to the legal rules applicable to public limited Companies, as provided for, in particular, in the Portuguese Commercial Companies Code, and also to the rules established for companies in the State business sector, as provided for in RJSPE.

In addition, the Company has a channel for all its employees, through internal, personalised access, especially dedicated to promoting and internally adopting a set of practices, guided by transparency, honesty, integrity and trust, in line with the Company's Vision, Mission and Values. The aim of these practices is to contribute to strengthening a culture of ethics and promoting compliance with the law and the Company's internal rules, being the Company, in the course of its activity, subject to the application and updating of all Internal Regulations, in order to preserve the parameters of Best Practices in accordance with the Code of Conduct in place.

Internal Audit, as an activity subject to the international standards that govern the activity, complies with the IIA standards, with regard to the recommended Attribute Standards:

- Standard 1000 - Purpose, Authority and Liability
- Standard 1100 - Independence and Objectivity
- Standard 1200 - Proficiency and Professional Zeal
- Standard 1300 - Quality Assurance and Improvement Programmes

Likewise, it promotes benchmarking of best practices in the profession, and encourages the training and updating of its professionals' knowledge.

The Company, in the development of its business activity, also follows the rules defined by external entities that regulate the Markets and Commercial Relations in the Commercial Civil Aviation Sector, such as:

- The Competition Authority: its main mission is to ensure compliance with antitrust legislation, to encourage the adoption of practices that foster competition, and to contribute to the dissemination of a competitive culture and policy;
- The European Commission: is an executive institution par excellence within the European Union, which has the right to propose legislation and that ensures that European Union policies are properly implemented;
- The European Aviation Safety Agency ("EASA"): whose mission is to ensure the highest common level of safety protection for EU citizens, and environmental protection, and to ensure a single regulatory and certification process for all Member States in the civil aviation sector;

- The International Civil Aviation Organization (“ICAO”): is a specialized United Nations institution whose goal is to promote international cooperation in civil aviation;
- The European Civil Aviation Conference (“ECAC”): is an intergovernmental organization whose objective is to promote the sustainable, safe, and efficient development of the European air transport system; it works in close *liaison* with ICAO, and in active cooperation with all other EU institutions;
- The National Civil Aviation Authority (“ANAC”): its mission is to license, certify, authorize and approve activities and procedures, entities, personnel, aircraft, infrastructure, equipment’s, systems and other means related to civil aviation;
- Other National Civil Aviation Authorities (EU and third countries): their mission, likewise the Portuguese aeronautical authority, is to regulate and supervise the civil aviation sector.

2. Code of Ethics and Conduct

a) Reference to the existence of a code of conduct that includes demanding ethical and deontological behaviour, indicating the date of the last update and how it is disclosed to its employees, customers and suppliers.

In accordance with the provisions of Article 47 no. 1 of RJSPE, TAP shall adopt or adhere to a Code of Ethics and Conduct that includes demanding ethical and deontological behaviours, disclosing it to all its employees, customers, suppliers and to the general public.

The Code of Ethics and Conduct was updated on December 2023 and is available on TAP’s official website www.flytap.com and on the Company’s Intranet, thus enabling workers, employees, business partners and the general public to be aware of the ethical principles underlying the Company’s activity.

b) Statement regarding compliance with current legislation and regulations on measures in place to ensure fair treatment of its customers and suppliers and other legitimate interest holders, such as employees of the Company, or creditors other than suppliers or, in general, any entity that establishes a legal relationship with the Company.

The Company’s business practice is aligned with complying with its Code of Ethics and Conduct and with the assumption of its culture of values. This culture of values is contained in all internal regulations and regulatory instruments for external relations, which address relationships with customers, suppliers and other holders of legitimate interests, in order to ensure the safeguarding of fairness and transparency in all processes. Its updating and adaptation to new requirements and practices supposes the permanent review of the principles enshrined in the respective Code.

In the development of the Company’s business activity, stands out the support and encouragement it devotes to its workers and to the entire community in general,

its social and environmental values, as well as the reconciliation between family and professional life. The responsibility for transparency and respect for citizens is highly upheld, as well as the rules that guide good business practices, in particular with regard to relationships with shareholders and stakeholders.

3. General Regime for the Prevention of Corruption

a) Reference to the existence of the Plan for the Prevention of Risks of Corruption and Related Offences

In accordance with article 6 of Decree-Law no. 109-E/2021, of December 9, which establishes the General Regime for the Prevention of Corruption (hereinafter, "RGPC"), the Company has a Plan for the Prevention of Risks of Fraud, Corruption and Related Offences ("PPR"), which was revised/updated in December 2023, in the context of the deliberations of the Corruption Prevention Council, an independent administrative body functioning alongside the Court of Auditors, on the assessment of the risk strategy for corruption and related offences management.

With the approval and implementation of this PPR, the Company intends to promote continuous improvements in organizational processes, projects and strategic initiatives, with a view to achieve the defined goals and the compliance with its institutional purpose, meeting the interests of its stakeholders – single or collective entities who, in addition to the shareholders and bondholders of companies of the TAP Group, directly or indirectly, are stakeholders in the same or may be affected by its decisions.

b) Reference to the preparation of a mid-term evaluation report in situations identified as being of high or maximum risk

In accordance with the provisions of Article 6(4)(a) of the RGPC, the implementation of the PPR is subject to control, one of the control measures being the issue, in October, of a mid-term assessment report in situations identified as being of high or maximum risk. TAP prepared the aforementioned report, showing the degree of implementation of the preventive and corrective measures identified in the PPR up to October 15, 2023, which can be consulted on the Company's institutional website.

c) Reference to the preparation of the annual evaluation report

In accordance with the provisions of Article 6(4)(a) of the RGPC, the implementation of the PPR is subject to control, one of the control measures being the preparation, in April of the following year, of an annual assessment report, containing in particular the quantification of the degree of implementation of the preventive and corrective measures identified, as well as the forecast of their full implementation.

d) Reference to the existence of a code of conduct

In accordance with Article 7 of the RGPC, the Company has a Code of Ethics and Conduct, which establishes the set of principles, values and rules of conduct for all managers and employees in terms of professional ethics, taking into account the criminal rules on corruption and related offences and the risks of exposure of the organisation to these crimes, as described above in point 2.

D. Special Information Duties

1. Indication of the platform used to fulfil the information duties to which the Company is subject.

In compliance with the provisions of Article 44 of the RJSPE on disclosure obligations, the Company discloses information on its official website.

Also, in accordance with Article 2 no. 2 b) of the Law on the Organisation and Procedure of the Court of Auditors, Law No. 98/97 of August 26 ("LOPTC") determines that companies subject to the Legal Regime of the Public Business Sector are subject to the jurisdiction and financial control powers of the Court of Auditors, and therefore, according to Article 51 no. 1 o) of LOPTC, they must comply with the Provision of Accounts. The Company also had to report monthly to SISEE because it is considered to be part of State productive units, organized and managed in a business manner, which include public companies and subsidiary companies.

E. Website

a) Address

The Company's global website can be found at www.flytap.com

b) By-Laws and functioning regulations

The By-Laws and information on the functioning of the Board of Directors are available on the Company's website via the link:

<https://www.tapairportugal.com/pt/sobre-nos/administracao>

c) Members of governing bodies and other statutory bodies and their curricula vitae
Information on the holders and the composition of the Company's governing bodies is available through the hyperlink:

<https://www.tapairportugal.com/pt/sobre-nos/administracao>

d) Annual and, if applicable, half-yearly financial statements

Information on the documents related to the provision of accounts and to General Meetings is available on the Company website through the hyperlink:

<https://www.tapairportugal.com/pt/sobre-nos/relatorios-anuais>

e) Underlying financing model and financial support received from the State in the last three financial years

Information on the underlying financing model and on the financial support received from the State over the last three financial years is available on the website through the hyperlink:

<https://www.tapairportugal.com/pt/sobre-nos/relatorios-anuais>

f) Applicable internal regulations and external regulations to which the Company is legally bound

Information on applicable regulations of the Company is available through the hyperlink:

<https://www.tapairportugal.com/pt/sobre-nos/administracao>

g) Code of Ethics and Conduct

The Company's Code of Ethics and Conduct is available and may be found on the hyperlink:

<https://www.tapairportugal.com/pt/sobre-nos/manuais>

h) Plan for the Prevention of Risks of Corruption and Related Offences (PPR)

The Plan for the Prevention of Risks of Corruption and Related Offences is available and may be found on the hyperlink:

<https://www.tapairportugal.com/pt/sobre-nos/manuais>

i) Mid-term evaluation report in situations identified as being of high or maximum risk

The Mid-term evaluation report in situations identified as being of high or maximum risk is available and may be found on the hyperlink:

<https://www.tapairportugal.com/pt/sobre-nos/manuais>

j) Annual evaluation report on the implementation of the PPR

The Annual evaluation report on the implementation of the PPR is available and may be found on the hyperlink:

<https://www.tapairportugal.com/pt/sobre-nos/manuais>

k) *Gender Pay Report*

The Company's Gender Pay Report is available and may be found on the hiperlink:
<https://www.tapairportugal.com/pt/sobre-nos/manuais>

l) Annual information on how the company's mission has been pursued, the degree to which its goals have been met, how the policy of social responsibility, sustainable development and the terms of public service provision have been complied with, and to what extent its competitiveness has been guaranteed, namely through research, development, innovation and the integration of new technologies into the production process.

The information may be found on the hiperlinks:

<https://www.tapairportugal.com/pt/sobre-nos/administracao>
<https://www.tapairportugal.com/pt/sobre-nos/manuais>

m) Where applicable, indication of the hyperlinks for direct access to the Company's website where the documents referred to in the RGS are published.

The information may be found on the hiperlinks:

<https://www.tapairportugal.com/pt/sobre-nos/administracao>
<https://www.tapairportugal.com/pt/sobre-nos/manuais>

n) In the case of entities covered under the terms of article 2 of the RGPC, indication of the hyperlinks for direct access to the elements listed in article 12(1) of the RGPC

The information may be found on the hiperlinks:

<https://www.tapairportugal.com/pt/sobre-nos/administracao>
<https://www.tapairportugal.com/pt/sobre-nos/manuais>

VII. Remunerations

A. Competence for Settlement

1. Indication as to competence for determining remuneration

In accordance with the provisions of Article 11 of TAP's By-Laws, the General Meeting is responsible for resolving on the remuneration of the members of the various corporate and governing bodies, following the unanimous written resolution of the sole shareholder, the Portuguese Republic, represented by the Directorate-General for the Treasury and Finance, of October 25, 2023, which dissolved the Remuneration Committee. Prior to the aforementioned amendment to the By-Laws, a Remuneration Committee was responsible for resolving on the remuneration of the members of the governing and corporate bodies.

2. Identification of the mechanisms adopted to prevent conflicts of interest

Pursuant to the provisions of Article 51 of the RJSPE, the conduction of functions in any governing or corporate body is guided by ethics, and the holder cannot use his/her position or influence, the information acquired, or the assets or resources of the Company for his/her own improper benefit or for benefit of third parties. Legal and regulatory rules aimed at preventing situations of conflicts of interest shall always be applied.

3. To inform that members of the management body comply with article 51 of RJSPE, that is, that they abstain from intervening in decisions involving their own interests, namely in the approval of expenses incurred by them.

The Members of the Board of Directors declare to the management board and to the supervisory body, as well as to the General Inspectorate of Finance, any equity holdings they detain in the Company, as well as any relationships they maintain with its suppliers, customers, financial institutions or any other business partners, which may generate conflicts of interest.

B. Remuneration Committee

1. Composition

The composition of the Remuneration Committee for the 2023 financial year is described in chapter V - Internal Organisation, section C - Administration and Supervision, point 9.

C. Remuneration Structure

1. Remuneration Policy of the management and supervisory bodies

The Remuneration set for the new members of the Board of Directors appointed to carry out their duties for the remainder of the current term of office (2021-2024) was set in the same terms as those attributed to the other members of the Board of Directors, set by resolution of the Remuneration Committee on August 11, 2021.

2. Information on how remuneration is structured

The Remuneration Committee unanimously decided, on August 11, 2021, that the fixed component of the members of the Board of Directors, is subject to a 30% reduction, while the Restructuring Plan is in force.

3. Variable Component of the Remuneration

The Remuneration Committee, on August 11, 2021, unanimously resolved that the conditions for deciding on the variable component of the remuneration were not yet met.

4. Deferral of Payment of the Variable Component

As per the previous paragraphs, this clause does not apply.

5. Annual Awards System

As per the previous paragraphs, this clause does not apply.

6. Complementary Pension or Early Retirement Schemes

No supplementary pension or early retirement schemes were approved for the Company Directors.

D. Disclosure of Remunerations

1. Disclosure of remunerations of the Board of Directors

a) Monthly remuneration of executive directors

The Executive Directors receive the following monthly remuneration:

Position	Name	Appointment	Termination of executive duties	Monthly Remuneration (€)
Chief Executive Officer	Christine Ourmières-Widener	2021/06/28	2023/04/14	36,000
	Luís Manuel da Silva Rodrigues	2023/04/14	_____	36,000
Chief Financial Officer	Gonçalo Neves da Costa Monteiro Pires	2021/10/15	_____	17,500

Chief Commercial & Revenue Officer	Silvia Mosquera González	2021/06/28	2023/06/23	17,500
	José Mário Cruz Henriquez	2023/07/27	_____	17,500
Chief Operating Officer	Ramiro José Oliveira Sequeira	2021/06/28	2023/05/17	17,500
	Mário Rogério Carvalho Chaves	2023/05/18	_____	17,500
Chief Customer Officer	Sofia Norton dos Reis Lufinha de Mello Franco	2022/09/28	_____	17,500
Chief Maintenance Officer	Maria João Santos Gomes Cardoso	2023/05/18	_____	17,500

The remuneration referred to in the table above reflects a reduction of 30%.

b) Remuneration of executive directors for 2023

The Executive Directors received the following remuneration in 2023:

Position	Name	Appointment	Termination of executive duties	Remuneration in 2023 (€)
Chief Executive Officer	Christine Ourmières-Widener	2021/06/28	2023/04/14	179,917.80
	Luís Manuel da Silva Rodrigues	2023/04/14	_____	360,082.20
Chief Financial Officer	Gonçalo Neves da Costa Monteiro Pires	2021/10/15	_____	245,000.00
Chief Commercial & Revenue Officer	Silvia Mosquera González	2021/06/28	2023/06/23	117,833.33
	José Mário Cruz Henriquez	2023/07/27	_____	102,003.14
Chief Operating Officer	Ramiro José Oliveira Sequeira	2021/06/28	2023/05/17	92,073.36
	Mário Rogério Carvalho Chaves	2023/05/18	_____	152,926.65
Chief Customer Officer	Sofia Norton dos Reis Lufinha de Mello Franco	2022/09/28	_____	245,000.00
Chief Maintenance Officer	Maria João Santos Gomes Cardoso	2023/05/18	_____	152,926.65

The remuneration referred to in the table above reflects a reduction of 30%.

Other benefits: Life insurance, health insurance, personal accident insurance, applied under the terms in force in the company for employees, and the use of a mobile phone on duty.

c) Monthly remuneration of non-executive directors

Non-Executive Directors receive the following monthly remuneration:

Position	Name	Appointment	Termination	Monthly Remuneration (€)
Chairman	Manuel Amaral Beja	2021/06/24	2023/04/14	8,400
Member	Ana Teresa C. P. Tavares Lehmann	2021/06/24	_____	4,200
Member	João Pedro da Conceição Duarte	2021/06/24	_____	4,200
Member	Ramiro José Oliveira Sequeira	2023/05/18	2023/12/31	4,200
Member	Patrício Ramos Castro	2021/06/24	_____	4,200

The remuneration referred to in the table above reflects a reduction of 30%.

d) Remuneration of non-executive directors for 2023

The Executive Directors received the following remuneration in 2023:

Position	Name	Appointment	Termination	Remuneration in 2023 (€)
Chairman	Manuel Amaral Beja	2021/06/24	2023/04/14	44,012.60
Member	Ana Teresa C. P. Tavares Lehmann	2021/06/24	_____	58,800.00
Member	João Pedro da Conceição Duarte	2021/06/24	_____	58,800.00
Member	Ramiro José Oliveira Sequeira	2023/05/18	2023/12/31	37,204.31
Member	Patrício Ramos Castro	2021/06/24	_____	58,800.00

The remuneration referred to in the table above reflects a reduction of 30%.

2. Information on values paid by other companies

The shareholder has transmitted guidelines on the non-accumulation of remuneration in the event of the accumulation of duties by members of the governing bodies of TAP, TAP SGPS and their subsidiaries.

3. Indication of remuneration paid in the form of profit-sharing and/or payment of prizes

In 2023, no remuneration was paid in the form of profit sharing and/or payment of prizes.

4. Reference to compensation paid or owed to former executive directors

No compensations were paid to former executive directors in 2023.

5. Information on the annual remuneration of the Supervisory Board

The members of the Supervisory Board do not earn any remuneration from the Company, only from TAP, SGPS, according to the following table:

Name	Remuneration in 2023
Baker Tilly, PG & Associados, SROC, Lda	39,200.00
José Manuel Fusco Gato	34,300.00

The remuneration referred to in the table above reflects a reduction of 30%.

6. Information on the annual remuneration of the Board of the General Meeting

The remuneration of the members of the Board of the General Meeting in 2023 corresponds to the following table:

Name	Attendance Fee
David Fernandes de Oliveira Festas	1,050.00
Manuela Ferreira e Silva de Vasconcelos Simões	490.00

VIII. Transactions with Related Parties and Others

1. Mechanisms implemented to control transactions with related parties

The transactions between the Company and related parties are detailed in the Management Report and Consolidated Accounts 2023. The terms or conditions practiced between the Company and related parties are substantially identical to the terms and conditions that would normally be contracted between independent entities in comparable operations.

As part of the identification of related parties, the members of the Board of Directors and other Governing Bodies were also assessed as related parties, in addition to those identified in the chapter on Shareholdings and Bonds hold.

For more details, please refer to the attachment on Related Party Transactions.

2. Information on other transactions

a) Adopted procedures concerning the acquisition of goods and services

The Company has a Procurement Manual that sets out the policies, rules, procedures and internal processes for purchasing goods and services to support the Company's activities. Any and all needs of the Company that imply the acquisition of goods and services is carried out in accordance with the Procurement Manual, culminating in a process of analysis and evaluation on the Purchase Committee, which includes several stages and levels of approval, ensuring the adequate cost evaluation and control according to the approved annual budget and respective purchase approval. In the same way, it also sets forth the delegation of powers as an instrument for empowerment of employees, facilitating decision-making on the approval of expenditures, approving the purchase commitment, and approving the respective payment. This delegation of powers establishes levels of competence and awarding of powers within the Company for the approval of expenditures that are duly budgeted.

b) Disclosure of transactions that did not take place under market conditions.

No transactions were identified that did not take place under market conditions.

c) List of suppliers with transactions with the Company representing more than 5% of external supplies and services (above 1 million Euros)

There are no suppliers with transactions with the Company representing more than 5% of external supplies and services and more than 1 million Euros.

There are two entities that represent more than 5% of the company's total FSE, but not more than 1 million Euros

Name	EUR	% TAP FSE
PETROGAL – PETRÓLEOS DE PORTUGAL	415,686,531.06	13.88%
Vibra Energia SA	169,751,446.84	5.67%
Total	585,437,977.90	19.55%

IX. Analysis of the Company's Economic, Social, and Environmental Sustainability

1. Strategies adopted and degree of accomplishment of set goals

The strategies adopted, as well as the degree of achievement of set goals, can be found in the Company's 2023 Sustainability Report.

2. Adopted Policies

The Policies adopted during the financial year 2023 can be found in detail in the Company's 2023 Sustainability Report.

3. Form of compliance with the principles inherent in proper business management

- a) *Definition of a policy of social responsibility and sustainable development and of the terms of the public service provided, namely in the area of consumer protection.*
- b) *Definition of adopted policies for the promotion of environmental protection and respect for principles of legality and business ethics, as well as the rules implemented for sustainable development.*
- c) *Adoption of equality plans aimed at achieving effective equal treatment and opportunities for men and women, eliminating discrimination and enabling the reconciliation of personal, family and professional life.*
- d) *Reference to specific measures regarding the Gender Equality Principle, as established in paragraph 1 of Council of Ministers Resolution no. 19/2012, of February 23 and the elaboration of the report referred to in paragraph 2 of Council of Ministers Resolution no. 18/2014, of March 7.*
- e) *Identification of the human resources policies defined by the Company, which should be aimed at valuing the individual, strengthening motivation and stimulating productivity increase, treating its employees with respect and integrity and actively contributing to their professional development (see Article 50(1) of RJSPE).*
- f) *Information on the economic responsibility policy, with reference to the ways in which the Company's competitiveness has been ensured, namely through research, innovation, development and the integration of new technologies into the production process (see Article 45(1) of RJSPE). Reference to the action plan for the future and to measures aimed at creating shareholder value (increasing productivity, customer orientation, reducing exposure to risks arising from the environmental, economic and social impacts of activities, etc.)*

The issues related to these points can be seen in detail in the 2023 Sustainability Report and the Report on Remuneration by Gender (2021 - 2023), available on the Company's website.

X. Corporate Governance Evaluation

1. Mention to the disclosure in SiRIEF of the General Meeting minutes that should approve the financial statements for 2022 financial year

The Company does not provide information in SiRIEF.

The Company's Financial Statements for 2022 have been made available on the SISEE platform and on the Court of Auditors' platform.

The Management Report and the individual and consolidated accounts, for the year ended on December 31, 2022, as well as the 2022 Corporate Governance Report, were approved at the Annual General Meeting held on October 24, 2023, whose minutes can be consulted in attachment.

2. Verification of compliance with received recommendations

As for UTAM's Analysis Report, No. 172/2023, dated July 21, concerning the 2022 Corporate Governance Report, the two points that needed to be addressed were rectified, and this new amended version of the Report has been sent later to UTAM, namely:

- a) Chapter V - Governing Bodies and Committees - Section D Supervisory Board - Point 6 - Supervisory Board (appointment of the Alternate Member);
- b) Chapter X - Evaluation of Corporate Governance - Point 1 - Mention of the availability on SiRIEF of the minutes of the General Meeting, Unanimous Written Resolution or Order approving the 2021 financial statements (including the CGR) by the shareholders, or, if they have not yet been approved, a specific mention of this fact.

3. Other Informations

The following table shows the measures taken by the Company to comply with the recommendations of the Corporate Governance Code of the Portuguese Institute of Corporate Governance ("CGS IPCG"):

Recommendations	Compliance Degree	Corporate Governance Report
I. General Part		
I.1. Relationship of the Company with investors and information		
I.1.1. The Company must set up mechanisms to ensure, in an appropriate and rigorous manner, the timely disclosure of information to its governing bodies, shareholders, investors and other stakeholders, financial analysts and the market in general.	Adopted	Points from the Special Information Duties section of Chapter VI.
I.2. Diversity in The Composition and Functioning of the Corporate Bodies		

<p>I.2.1. Companies must establish criteria and requirements relating to the profile of new members of corporate bodies suited to the duties to be performed, considering that, in addition to individual attributes (such as competence, independence, integrity, availability and expertise), those profiles should consider diversity requirements were also, paying particular attention to gender, in order to contribute to improved performance of the body and to its balanced composition.</p>	<p>Adopted</p>	<p>Points in the Administration and Supervision section of Chapter V and Complementary Information to the Curricula of the Corporate Bodies.</p>
<p>I.2.2. Companies must have clear and transparent decision-making structures and ensure maximum effectiveness in the functioning of their corporate bodies and committees. Companies shall ensure that the functioning of their corporate bodies and committees is duly recorded, namely in minutes, which help understand not only the meaning of the decisions adopted, but also their foundations and the opinions expressed by their members.</p>	<p>Adopted</p>	<p>By-laws and Communications sections and Website of Chapter VI.</p>
<p>I.3. Relations between Corporate Bodies</p>		
<p>I.3.1. The members of the corporate bodies, especially directors, shall create the conditions, in accordance with the responsibilities of each body, so that thoughtful and efficient measures are taken and ensured, and, likewise, the various corporate bodies of the Company act in a harmonious, articulated way, with adequate information for the fulfilment of their respective duties.</p>	<p>Adopted</p>	<p>Managing and Supervisory Bodies Section of Chapter V.</p>
<p>I.4. Conflicts of interest</p>		
<p>I.4.1. By internal regulation or equivalent, members of managing and supervisory bodies and internal committees are obliged to inform the respective body or committee whenever there are facts that may constitute or give rise to a conflict between their interests and the Company's interests.</p>	<p>Adopted</p>	<p>Codes and Regulations Section of chapter VI.</p>
<p>I.4.2. Procedures should be adopted to ensure that the member in conflict does not interfere in the decision-making process, without prejudice to the duty to provide information and clarification that the body, committee or its member's request.</p>	<p>Adopted</p>	<p>Codes and Regulations Section of chapter VI.</p>
<p>I.5. Transactions with Related Parties</p>		
<p>I.5.1. Due to the potential risks, they entail, transactions with related parties must be justified by the interest of the Company and carried out under market conditions, subject</p>	<p>Adopted</p>	<p>Chapter VIII</p>

to the principles of transparency and to adequate supervision.		
II. Shareholders and General Meeting		
<p>II.1. The adequate involvement of shareholders in corporate governance constitutes a positive factor of corporate governance, as an instrument for the efficient functioning of the Company and for the achievement of its social purpose. The Company shall foster the personal participation of shareholders in General Meetings, as a space for shareholders to communicate with the corporate bodies and committees and for conducting reflections on the Company. The Company shall implement adequate means for the participation and remote voting of shareholders at the meeting.</p>	Adopted	Points of General Meeting section of chapter V.
III. Non-executive Management and Audit		
<p>III.1. Members of governing bodies with non-executive management and supervisory duties shall exercise, in an effective, judicious manner, a supervisory role and challenge the executive management for the fulfilment of the Company's social purpose, and this action shall be complemented by committees aiming central areas of corporate governance. The composition of the Supervisory Body and all non-executive directors shall provide the company with a balanced and adequate diversity of skills, knowledge, and professional experience. The Supervisory Body shall carry out a permanent oversight of the Company's management, also from a preventive point of view, monitoring the Company's business activity and, in particular, all decisions of a critical importance to the Company.</p>	Adopted	Managing and Supervisory Bodies Section and Audit Section, both of Chapter V.
IV. Executive Committee		
<p>IV.1. As a way of enhancing performance quality and efficiency of the managing body, and the adequate flow of information to this body, the day-to-day management of the Company shall be committed to executive directors with the appropriate qualifications, skills and experience for the position. The executive directors are responsible for managing the company, for pursuing the company's objectives, and shall aim at contributing to its sustainable development. In determining the number of executive directors, in addition to the costs and the desirable speed of operation of the executive board, the size of the company, the complexity of its activity, and its geographical dispersion shall also be considered.</p>	Adopted	<p>Managing and Supervisory Bodies Section of Chapter V.</p> <p>The managing body ensures that the Company acts in accordance with its objectives and does not delegate powers, namely with regard to the definition of the Company's strategy and main policies; to the organization and coordination of the corporate structure; in matters that should be considered strategic due to their amount, risk or special characteristics.</p>

V. Performance Evaluation and Remuneration		
V.1. Yearly Performance Evaluation		
V.1.1. The board of directors shall assess its performance annually, as well as the performance of its committees and executive directors, taking into account the fulfilment of the Company's strategic plan and budget, risk management, its internal functioning and the contribution of each member to this purpose, as well as the relationships between corporate bodies and committees.	Not adopted.	
V.2. Remunerations		
V.2.1. The remuneration policy of the members of the managing and supervisory bodies shall allow the Company to attract, at a cost economically justifiable by its condition, duly qualified professionals, to induce the alignment of interests with those of the shareholders — taking into account the wealth actually created by the Company, the economic context and that of the market — while constituting a factor for the development of a culture of professionalism, sustainability, promotion of merit, and transparency within the Company. Directors shall receive a remuneration that adequately repays the responsibilities taken up; the availability and competence placed at the service of the Company; that guarantees performance in line with the long-term interests of shareholders and that promotes the sustainable performance of the Company; and that rewards performance.	Adopted	
VI. Risk Management		
VI.1. Based on its medium and long-term strategy, the Company shall establish a risk management and control and internal audit system that helps anticipate and minimize the risks inherent to the business activity carried out.	Adopted	Internal Control and Risk Management Section of chapter VI.
VII. Financial Information		
VII.1. Financial Information		
VII.1.1. The Supervisory Body's internal regulations require it to inspect the adequacy of the management body's process of preparing and disclosing financial information, including the adequacy of accounting policies, estimates, judgments, relevant disclosures, and their consistent application over the years, in a duly documented and communicated manner.	Adopted	Supervisory Section of chapter V.
VII.2. Statutory audit and supervision		

<p>VII.2.1 It is up to the Supervisory Body to establish and monitor formal, clear and transparent procedures on the Company's relationship with the Chartered Accountant and the supervision of compliance by the latter with the rules of independence that the law and professional standards impose on it.</p>	<p>Adopted</p>	<p>Supervisory Section of chapter V.</p>
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XI. Attachments

I. Extract from the Annual General Meeting Minutes Approving the Corporate Governance Report and Management Report and the Individual and Consolidated Accounts

Transportes Aéreos Portugueses, S.A.
Lisbon Airport, Building 25, 1700-008 Lisboa
Sole registry and tax identification number
500 278 725
Share Capital €904,327,865.00

Minutes Book
General Meeting
Page no. 14

MINUTE NUMBER 54

On the twenty-fourth day of October, two thousand and twenty-three, at four o'clock p.m., met the Annual General Meeting of the public limited company Transportes Aéreos Portugueses, S.A. (hereinafter "**Company**" or "**TAP**"), registered at the Lisbon Commercial Registry Office with the sole registry and tax identification number 500 278 725, with registered office located at Lisbon Airport, Building 25, 1700 – 008 Lisboa, parish of Olivais, municipality of Lisboa, with the share capital of €980,000,000 (nine hundred and eighty million euros), of which €294,000,000 (two hundred and ninety-four million euros) has been paid.

The meeting was held exclusively by telematic means, and real-time transmission and reception of voice and image was ensured, under the terms of Article 15(5) of the Company's By-Laws.

In the duly justified absence of the Chairman of the General Meeting of Shareholders, Mr António de Macedo Vitorino, following his resignation on the seventh day of March 2023, David Oliveira Festas, Vice-Chairman of the General Meeting of Shareholders, took over the chairmanship of the General Meeting, with the Company Secretary, Manuela Ferreira e Silva de Vasconcelos Simões, acting as secretary.

The Vice-Chairman of the General Meeting verified that the shareholder representing the entire share capital was duly represented, namely the Portuguese Republic, through the Directorate-General for Treasury and Finance (hereinafter "**DGTF**"), with registered office at Rua da Alfândega, n.º 5, 1st floor, in Lisbon, with tax identification number 600 006 441, represented by Carlos Manuel Leitão dos Santos Pinto (hereinafter "**Portuguese Republic**"), according to the letter of representation and attendance list, which are filed in the documents folder relating to this General Meeting.

Also present were the Chairman of the Board of Directors, Luis Manuel da Silva Rodrigues, and the board members Ana Teresa Cunha de Pinho Tavares Lehmann, Gonçalo Neves da Costa Monteiro Pires, João Pedro da Conceição Duarte, Maria João Santos Gomes Cardoso, Mário Rogério Carvalho Chaves, Patrício Ramos Castro, and Sofia Norton dos Reis Lufinha de Mello Franco, the members of the Company's Supervisory Board, Paulo Jorge Duarte Gil Galvão André and José Manuel Fusco Gato, as well as the Effective Chartered Accountant, PricewaterhouseCoopers & Associados, represented by Hugo Miguel Patrício Dias.

As the entire share capital was assembled, the sole shareholder's representative expressly declared his willingness to meet at the General Meeting, without complying with prior formalities, under the terms and for the purposes of paragraph 1 of article 373 and paragraph 1 of article 54 in second part of the Portuguese Commercial Companies Code, to resolve on the following agenda:

II. Report and Opinion of the Supervisory Board on the Corporate Governance Report

SUPERVISORY BOARD REPORT ON CORPORATE GOVERNANCE

To the Shareholders of Transportes Aéreos Portugueses, S.A.

In accordance with the legislation in force and with the mandate entrusted to us, we have audited the activity and the individual and consolidated financial statements of Transportes Aéreos Portugueses, S.A. ("Company or TAP, S.A.") for the financial year 2023 (for which the Board of Directors is responsible), having issued on March 27, 2024, the respective Reports and Opinions of the Supervisory Board, favourable to their approval.

Under the terms of article 54(1) and (2) of Decree-Law 133/2013 of October 3, the supervisory body must assess in its report compliance with the requirement to present an annual review of good corporate governance practices, which must include current and complete information on all matters regulated in the applicable legislation of the Legal Framework of the Public Business Sector (RJSPE). From the analysis carried out, it can be seen that TAP, S.A.'s Corporate Governance Report, drawn up in accordance with the model proposed by UTAM for 2023, includes information on the matters regulated in Chapter II - Section II of Decree-Law 133/2013, of October 3.

In addition, we believe that the 2023 Corporate Governance Report, dated March 26, 2024 and approved on March 27, 2024, faithfully sets out the evolution of the business and contains a description of the main risks and uncertainties it faces, as well as relevant and pertinent information on its Governance model and structure.

The Supervisory Board declares that, under the terms of the legislation mentioned in the previous paragraphs, the Company's Corporate Governance Report for 2023, in accordance with the individual and consolidated financial statements for the same financial year, contains current, complete and relevant information, and is therefore in favour of its approval by the Company's shareholder.

Lisbon, March 27, 2024

[Illegible signature]

Baker Tilly, PG & Associados, SROC, Lda

(Chairman) - Represented by Paulo Jorge Duarte Gil Galvão André

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José Manuel Fusco Gato

(Effective Member)

III. Curriculum Details of the Members of the Supervisory Board

Curriculum Details of Paulo Jorge Duarte Gil Galvão André

Professional Career

- Baker Tilly (2009 – up to present): Managing Partner
- Deloitte (2002 to 2009): Audit Partner
- Arthur Andersen (1987 to 2009): Audit Partner (2000 and 2002)

Paulo André | Partner
Audit & Risk Advisory
 pandre@bakertilly.pt
 T.: +351 210 988 710
 M.: +351 918 954 968

Academic and Professional Qualifications

- Post-Graduation in Strategic Management – Universidade Católica Portuguesa (Andersen) - 2000
- Chartered Accountant (Portugal – 1997 / Moçambique – 2015)
- Bachelor in Economics – NOVA - 1987

Areas of Expertise

Financial Statements Audit

- | | | | |
|---|--|--|---|
| <ul style="list-style-type: none"> ▪ <i>Audit;</i> ▪ Forensic & Litigation; ▪ Internal Control & Risk Management (GRC); | <ul style="list-style-type: none"> ▪ Santa Casa da Misericórdia de Lisboa | <ul style="list-style-type: none"> ▪ Novo Banco - Assets Management (more than 30 Funds) | <ul style="list-style-type: none"> ▪ Novo Banco (Trustee) ▪ CA – Caixa Gest |
| <ul style="list-style-type: none"> ▪ <i>Due diligences and Valuation of Companies and Businesses;</i> ▪ Compliance and Reporting ▪ Processes and Information Systems Review; ▪ Business Intelligence; | <ul style="list-style-type: none"> ▪ Marriott Lisbon | <ul style="list-style-type: none"> ▪ Ar Telecom Group | <ul style="list-style-type: none"> ▪ CA – Caixa Serviços |
| <ul style="list-style-type: none"> ▪ IFRS, SNC and USGaap; ▪ Financial Statements Revision; | <ul style="list-style-type: none"> ▪ Altice Pay ▪ ERC / RTP | <ul style="list-style-type: none"> ▪ BPI Life & Pensions (38 Pension Funds) | <ul style="list-style-type: none"> ▪ Min. Finance / EU Banif (Valuation-Resolution) |
| <ul style="list-style-type: none"> ▪ Air Transport Risk Advisor | <ul style="list-style-type: none"> ▪ Municipality of Loures ▪ Court of Auditors ▪ AIP – Associação Industrial Portuguesa ▪ EDIA ▪ MillenniumBCP (Trustee) | <ul style="list-style-type: none"> ▪ Multicert (SIBS Group) ▪ COSEC ▪ Lisgráfica ▪ TAP Group ▪ Capitals Risk (Atena, Crest, Oxy, Indico, Alpac, Iberis) | <ul style="list-style-type: none"> ▪ ERSE ▪ Europ Assistance ▪ Omnicom Group ▪ ESEGUR ▪ AFIP (Fintech Companies Association) |
| <p>Avenida Columbano Bordalo Pinheiro, no. 108, 1B
 1070-067 Lisboa
 Portugal</p> | <ul style="list-style-type: none"> ▪ ICP Anacom ▪ Tecnifreza ▪ Banif-GA (Profile) | <ul style="list-style-type: none"> ▪ Caixa Agricola (Chamusca) ▪ BDA Banco de Desenv. Angola | <ul style="list-style-type: none"> ▪ Brisa ▪ Weg Group ▪ Oracle Group ▪ EIP Group ▪ Kirchoff Group |

IV. Transactions with Related Parties

ATTACHMENT TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR 2023 [...] Related Parties 2023

As of December 31, 2023, the identified related parties are as follows:

Aeropor	TAP ME Brazil
Cateringpor	TAP SGPS
Portuguese State	TAPGER
Portugália	UCS
SPdH - Serviços Portugueses de Handling, S.A.	

As part of the identification of related parties, for financial reporting purposes, the members of the Board of Directors and other Corporate Bodies were also assessed as related parties. See Management Report.

Balances and transactions with related entities as of December 31, 2023 and 2022 are as follows:

2023 – Assets

	Clients (Note 13)	Advances to suppliers (Note 11)	Debtors by accrual of income (Note 11)	Deferral of expenditures (Note 15)	Non-current subscribed and unpaid capital (Note 11)	Current subscribed and unpaid capital (Note 11)	Other non-current debtors (Note 11)	Other current debtors (Note 11)	Impairment of accounts receivable (Notes 11 and 13)	Totals
Portuguese State	-	-	-	-	-	676,540,088	-	-	-	676,540,088
TAP SGPS	-	-	416,223	-	-	-	-	1,033,306,320	(1,033,302,471)	420,072
TAPGER	788	-	-	-	-	-	-	-	-	788
PGA	266,875	81,226,477	1,064,638	1,947,708	-	-	14,501,042	27,805,688	-	126,812,428
SPdH	897,864	-	2,572,321	-	-	-	-	18,412,384	(10,773,100)	11,109,469
TAP ME Brazil	16,012,627	600,155	-	112,967	-	-	-	13,069,333	(29,681,683)	113,399
Cateringpor	59,906	-	-	-	-	-	-	204,070	-	260,976
UCS	-	1000	-	-	-	-	-	1,812,660	-	1,813,660
	17,235,060	81,827,632	4,053,182	2,060,675	-	676,540,088	14,501,042	1,094,610,455	(1,073,757,254)	817,070,880

2022 – Assets

	Clients (Note 13)	Advances to suppliers (Note 11)	Debtors by accrual of income (Note 11)	Deferral of expenditures (Note 15)	Non-current subscribed and unpaid capital (Note 11)	Current subscribed and unpaid capital (Note 11)	Other non-current debtors (Note 11)	Other current debtors (Note 11)	Impairment of accounts receivable (Notes 11 and 13)	Totals
Portuguese State	-	-	-	-	324,341,080	335,540,088	-	-	-	657,881,168
TAP SGPS	32,584	-	885	-	-	-	-	993,416,334	(993,045,579)	404,224
TAPGER	-	-	-	-	-	-	-	-	-	-
PGA	451,304	48,669,272	1,045,406	2,359,242	-	-	17,223,370	25,035,617	-	94,784,211
SPdH	2,187,281	-	-	-	-	-	-	16,121,505	(10,773,100)	7,535,686
TAP ME Brazil	16,590,768	574,390	-	355,137	-	-	-	13,256,265	(30,398,318)	378,242
Cateringpor	37,823	-	-	-	-	-	-	146,737	-	184,560
UCS	-	1000	-	-	-	-	-	47,145	-	48,145
	19,299,760	49,244,662	1,046,291	2,714,379	324,341,080	333,540,088	17,223,370	1,048,023,603	(1,034,216,997)	761,216,236