



ANTI-CORRUPTION AND ANTI-BRIBERY POLICY



SANTOS BRASIL



1. PURPOSE

This Policy aims at setting out ethical and transparent guidelines and criteria for the performance and conduct of employees, managers and contractors before national and international government bodies when conducting their work on behalf of Santos Brasil, especially regarding Anti-Bribery and Anti-Corruption practices.

2. SCOPE

This Policy shall apply to all employees of Santos Brasil and its subsidiaries, their managers, and contractors.

3. PRINCIPLES

3.1. REFERENCE DOCUMENTS

- Oversight
- POL.CSB.CPE.001- Code of Conduct
- POL-002 - Staff Regulations
- POL.CSB.CPE.-002 - Compliance Policy
- POL.CSB.CPE.012 - Interaction with Public Officials Policy
- POL.CSB.CPE.009 - Donations and Sponsorships Policy
- POL.CSB.CPE.007 - Gifts, Presents, Entertainment and Hospitality Policy
- POL.CSB.CPE.010 - Outcome Management Policy
- IO-013 - Procurement
- Office of the Comptroller General - Integrity Program, Guidelines for Private Companies
- Decree-Law 2,848/1940 and other updates (Penal Code)
- Foreign Corrupt Practices Act (FCPA)
- Federal Law 8,666/1993 (Bidding Law)
- Federal Law 12,529/2011 (Antitrust Law)
- Federal Law 12,846/2013 (Clean Company Law or Brazilian Anti-Corruption Law)
- Business Pact for Integrity and Against Corruption - OECD
- United Nations Global Compact - UN UK
- Bribery Act (UKBA)

3.2. GENERAL GUIDELINES

3.2.1. Procedures

All employees, managers and contractors shall comply with and enforce the terms and conditions set forth herein, as well as other anti-bribery laws applicable to the organization, in addition to undertaking to meet the requirements of the anti-bribery management system, without prejudice to compliance with the guidelines set out in Brazilian Anti-Corruption Law 12,846 of 08/01/2013 and related legislation.

Pursuant to Article 5 of Law 12,846/2013, acts harmful to the government are all those practiced by legal entities that violate national or foreign public assets, government principles or international commitments assumed by Brazil, as defined below:



- I. Promising, offering, or giving, directly or indirectly, an undue advantage to a public official or a third party related thereto;
- II. Proven to finance, fund, sponsor or in any way subsidize the practice of the illegal acts provided for in the Law;
- III. Proven use of an individual or legal entity to hide or conceal their real interests or the identity of the beneficiaries of the acts practiced.

For the purposes of this Policy, it is also an infringement to the following acts practiced, which imply illicit enrichment by gaining any type of undue advantage due to the performance of office, mandate, duty, employment, or activity, particularly:

- I. Receiving, for oneself or for others, money, movable or immovable property, or any other direct or indirect economic advantage, as a commission, percentage, gratuity, or gift from anyone who has a direct or indirect interest that may be affected or supported by an action or omission arising from the public official's duties;
- II. Receiving an economic advantage, directly or indirectly, to facilitate the acquisition, swap, or lease of movable or immovable property, or the contracting of services from public officials, at a price above market value;
- III. Receiving an economic advantage, directly or indirectly, to facilitate the sale, swap or lease of a public asset or the provision of services by government entity at a price below market value;
- IV. Using vehicles, machinery, equipment, or material of any kind, owned by or at the disposal of any public officials, as well as the work of public servants, employees or contractors hired by these entities, in private work or services;
- V. Receiving an economic advantage of any kind, direct or indirect, for tolerating the exploitation or practice of games of chance, pimping, drug trafficking, smuggling, usury, or any other illicit activity, or accepting a promise of such an advantage;
- VI. Receiving an economic advantage of any kind, directly or indirectly, to make a misstatement about the intermediation or evaluation of public works or any other service, or about the quantity, weight, measurement, quality or characteristics of goods or merchandise supplied to any public official;
- VII. Offering a job, commission or performing consultancy or advisory services for an individual or legal entity that has an interest likely to be affected or protected by an action or omission arising from the public official's duties during the activity;
- VIII. Receiving an economic advantage for intermediating the release or use of public funds of any kind;
- IX. Receiving an economic advantage of any kind, directly or indirectly, to omit an official act, measure, or declaration to which he is obliged;
- X. Anyway incorporate into his assets, income, funds, or values composing the assets of public officials;
- XI. Use on his behalf, assets, income, funds, or values composing the assets of public officials.

3.2.2. Bribery and Payment of Kickbacks

All employees, managers and contractors are prohibited from promising, offering, authorizing, inducing, and/or granting bribes, undue advantages, gifts, entertainment, or anything valuable to a public official, customer, third party or anyone else to influence decisions or obtain any form of personal, material, or non-pecuniary direct or indirect advantage.

Likewise, employees, managers or contractors representing the Company are also forbidden from accepting any kind of benefit or advantage that could corrupt or influence their business decisions.

In addition to punishing the person who pays the bribe, the anti-corruption laws also punish those individuals who encouraged the payment of the bribe, such as the person who authorized the payment of the bribe through the system or not, the person who accepts a fraudulently issued invoice.



Employees or contractors providing services to Santos Brasil shall not be held liable for delays or loss of business due to refusal to pay bribes.

Any suspicious act or act that raises doubts about its legitimacy and legality shall be immediately reported to the Confidential Portal or to the Compliance Area for verification/guidance on the case.

3.2.3. Corruption

Likewise, the Company prohibits initiatives related to the creation of processes aimed at committing acts of corruption or harmful to the government, such as:

- I. Use of Company resources to pay for illegal contributions, gifts or entertainment activities or any other illegal expenditure relating to political activity;
- II. Making any illegal payment, directly or indirectly, to public employees or officials, political parties, politicians, or political candidates (including their family members), national or foreign;
- III. Taking any action to facilitate an illegal offer, payment or promise of payment, or authorizing or approving the payment, donation of cash, property, gift or other valuables, directly or indirectly, to any government official (including any official or public agent of a government or any entity owned or controlled by a government or public international organization, or any person acting in the capacity of a government official or candidate for political party) for the purpose of influencing any political action or obtaining any undue advantage infringing any applicable law;
- IV. Practice of acts to obtain or maintain business, transactions, or undue business advantage;
- V. Making a payment or adopting an attitude that infringes the provisions of the Anti-Corruption Law and other anti-bribery laws applicable to the organization;
- VI. Committing an act of corruption, paying a bribe, kickback, or any other undue advantage, as well as influencing the payment of any undue amount.

3.2.4. Financial Management

The Company forbids any initiative related to the creation of processes to hide or legitimize illicit financial resources, such as:

- I. Black money;
- II. Unusual forms or complex payment patterns;
- III. Unusual transfers to/from countries unrelated to the transaction;
- IV. Tax evasion;
- V. Money laundering;
- VI. Transactions involving locations previously associated with money laundering or tax evasion.

3.2.5. Facilitation Payments

The Company prohibits the offer, promise, authorization, and execution of Facilitation Payments.

3.2.6. Public Bids and Contracts

All actions related to the participation of Santos Brasil or its affiliates in bids and the signing of contracts with the Government, including the obtaining of authorizations, licenses, permits, concessions, etc., even if intermediated by third parties acting on



the Company's behalf, shall be guided by prevailing laws, aim at preventing corruption and other acts harmful to the national or international government.

Acts against the Government are considered harmful when the Company or individual who, in relation to bids and contracts:

- I. Frustrates or defrauds the competitive nature of the public bidding procedure by means of an agreement, combination, or any other means;
- II. Prevents, disturbs, or defrauds the performance of any public bidding procedure;
- III. Removes or seeks to remove a bidder by means of fraud or offering an advantage of any kind;
- IV. Defrauds public bidding or bidder contract;
- V. Fraudulently or irregularly creates a legal entity to participate in a public bidding or enter into an administrative agreement;
- VI. Obtains an undue advantage or benefit, fraudulently, from modifications or extensions of contracts entered into with the Government, without authorization by law, in the public bid call or in the respective contractual instruments; and
- VII. Manipulates or defrauds the economic and financial balance of contracts entered into with the Government.

The Company forbids any act that undermines the competitive nature of the bidding process or that aims to adjudicate the contract to the detriment of the bidding process and other bidders.

Santos Brasil also prohibits **offering or providing any advantage to public sector to obtain authorizations, licenses, permits, concessions, and others, as well as in the context of inspection or investigation procedures conducted by public bodies, such as the Internal Revenue Service, IBAMA, CETESB, local governments, among others.** Obstructing or interfering with the actions of public officials performing these activities is prohibited.

Employees, board members or contractors shall refrain from entering into contract amendments or modifications when their sole purpose is to obtain an economic, commercial, or personal advantage, either for themselves or for the Company.

Informal contacts with public officials and/or politically exposed persons involved in processes of interest to Santos Brasil, such as bidding processes or granting procedures of any kind, shall be avoided. Matters of a technical and/or contractual nature shall be discussed at a scheduled formal meeting, which should be attended by, at least, two (2) Company employees and, whenever possible, minutes should be drawn up transcribing what was discussed and the main decisions taken.

Employees or contractors who interact in the course of their duties with public officials from the Legislative Branch, the Judiciary Branch, the Notary Offices, local governments and sub-local governments, or any other body, shall comply with the guidelines set out in the Interaction with Public Officials Policy.

It is forbidden to adopt any procedure or method for obtaining documents or information of interest to the Company that does not follow the guidelines set out herein and in the Interaction with Public Officials Policy.

Exceptionally, and in the case of services rendered to public institutions and/or officials, it shall be necessary to verify and evidence the proportionality and reasonableness of payments made to these representatives, officials, trustees and other persons or organizations. These situations shall be referred in advance for analysis and guidance by the Compliance Area and, where necessary, by the Compliance Committee.



3.2.7. Gifts, Presents, Entertainment and Hospitality

TALL employees, managers and contractors are prohibited from promising, offering gifts, presents, entertainment or anything valuable to a public official, customer, third party or anyone else, aiming at influencing decisions or seeking any form of personal, material, or non-pecuniary direct or indirect advantage.

For further information on this subject, please consult the **Gifts, Presents, Entertainment and Hospitality Policy**.

3.2.8. Donations and Sponsorships

All donations, contributions and sponsorships shall observe the guidelines set out in the Donation and Sponsorship Policy.

3.2.9. Contractors Hiring

Santos Brasil's guideline is to do business with contractors with a flawless reputation and integrity, as well as being technically qualified.

It is forbidden to hire contractors who have been appointed or recommended, formally or informally, by public officials, and it is also forbidden for the contractor to influence public officials on behalf of Santos Brasil.

When hiring contractors, both the Company and the partners responsible for that contractor shall be consulted in advance for reputational reasons (e.g., if there is a pending lawsuit or adverse judgment related to corrupt practices), especially for contractors hired to obtain government business, government action or other lawful activity involving interaction with public officials.

All contractors hired shall adhere to and comply with Santos Brasil's guidelines on anti-corruption and anti-bribery practices. Upon execution of the contract, the anti-corruption clause, which is part of the general contracting guidelines, shall be accepted as an integral part of the contract. Should this clause not be complied with, the contract shall be terminated due to a breach of a contractual clause.

Once contractors have been hired, it shall be incumbent upon the hiring manager to monitor their activities, always attentive for any warning signs or instances of non-compliance with this Policy and with the anti-corruption and anti-bribery laws applicable to the organization.

Santos Brasil prohibits its employees, board members or contractors from practicing acts of corruption and bribery.

3.2.10. Record Keeping and Accurate Accounting

Santos Brasil is committed to keeping books, records and accounts that reflect all the Company's transactions in a detailed, accurate and correct manner. All transactions shall be transparent, documented, and correctly classified in accounting accounts that accurately reflect their nature.

Under no circumstances should any false or misleading document appear in the Company's books and records.

Recorded assets shall be checked against existing assets at reasonable intervals, as well as monitored/audited and corrective measures should be taken if any differences or errors are found, for example: strict practices to prevent unaccounted income/expenses.

In the event of suspicion or discovery of manipulation of books and records, camouflage of payments or any other irregularities, these should be immediately reported via the Confidential Portal for investigation.



3.2.11. Mergers and Acquisitions

In all cases in which Santos Brasil seeks new opportunities through merger, incorporation or acquisition of another organization, a careful and detailed due diligence process shall be carried out on the Company to be acquired, and anti-corruption and anti-bribery clauses and guidelines are included in the contract formalizing the transaction.

If any non-compliance or risk related to the anti-corruption guidelines is verified during the due diligence, the Compliance Area and the Legal Department shall be notified promptly.

After the merger, incorporation or acquisition is formalized, Santos Brasil's Compliance Area, along with other areas of the Company, shall execute a project to integrate this new organization into Santos Brasil's Compliance culture.

3.2.12. Money laundering

Santos Brasil prohibits Money Laundering-related initiatives.

3.2.13. Analysis of processes regarding the risk of corruption

To achieve the Company's anti-bribery objectives, risk analysis should be conducted whenever necessary to support the implementation of current or new processes and procedures with a view to combating corruption. Santos Brasil undertakes to implement mechanisms to assess the effectiveness of its anti-corruption processes and procedures, allowing for the adoption of corrective and/or preventive measures, as well as the continuous improvement of its anti-bribery management system.

3.2.14. Anti-corruption Guidelines and Policies Revision and Update

The Anti-Bribery and Anti-Corruption Policy and Guidelines shall be reviewed every two years or less when necessary in the event of updates to regulations and guidelines.

3.2.15. Accountability and application of disciplinary measures

Violations of the principles and guidelines contained in the Code of Conduct, this Policy, and other regulations in force at Santos Brasil are subject to the application of disciplinary measures and punishments provided for in Brazilian law.

Depending on the acts committed, non-compliance may result in civil and/or criminal liability, fines, significant penalties, and/or imprisonment by the competent authorities.

The sanctions that can be applied in the internal environment shall comply with the Outcome Management Policy in force and shall be defined by the Compliance Committee.

Santos Brasil encourages employees, consultants, managers, suppliers, service providers acting on the Company's behalf to report any conduct that is practiced in disagreement with its Code of Conduct, Policies, Regulations, Rules, and Procedures.

If the person becomes aware of any actual or potential infringement of (i) the Code of Conduct; (ii) other policies, standards, rules or procedures applicable to the Company and (iii) any national or foreign legislation applicable to the Company, in particular the Anti-Corruption Law and other related anti-bribery laws, he/she shall immediately report the breach to the Confidential Portal or the Compliance Area.

The Company is committed to protecting from retaliation any person who has made a report, suggestion, complaint, raised concerns or who is assisting in an investigation, including but not limited to: suspension, harassment, threats, intimidation, coercion, loss of benefits, dismissal or any other form of discrimination or punishment.



3.2.16. Loans

Prohibit (by Company rules or specific legislation) loans and collaterals in favor of the controlling shareholder, its related parties, and its management.

3.3. RESPONSIBILITIES

3.3.1. Responsibility of all employees, board members and contractors on behalf of Santos Brasil

- Read, understand, and expressly comply with all the guidelines and obligations set out herein;
- Always seek guidance from the Compliance Area in case of doubt as to compliance with this Policy or need for guidance;
- Report infringements of this Policy through the Confidential Portal.

3.3.2. In addition to the above guidelines, for those responsible for third-party contracts

- Ensure that these contractors are aware of the rules set out herein and that they comply therewith when performing their activities on behalf of Santos Brasil.

3.3.3. Responsibility of the Compliance Area

As an active area of the Company's Second Line of Defense, subsidizing the organizational structure of the Legal Department and reporting directly to Santos Brasil's Compliance Committee, the Compliance Area has the Authority, Competence, and Independence necessary to conduct the Compliance and Anti-Bribery Management System, and its responsibilities include:

- Ensure that the rules set out herein are complied with by all employees and board members;
- Disseminate the culture of ethics and transparency throughout the Company;
- Advise employees, board members and contractors on the resolution of eventual doubts related to compliance with this Policy;
- Regularly conduct bribery risk analyses, as well as evaluating the effectiveness of the Anti-Bribery Management System (SGAs);
- Assess or direct the investigation to specialized third-party companies in the event of receiving complaints via the Confidential Portal related to non-compliance with the guidelines contained herein.

3.3.4. Responsibility of the Compliance Committee

- Analyze and apply disciplinary measures when necessary in the event of non-compliance with this Policy and guidelines, as well as taking the necessary measures in the event of civil and criminal communications and penalties, among others.

4. REGISTRATIONS

IDENTIFICATION	STORAGE	PROTECTION	RETRIEVAL	RETENTION	PROVISION
Anti-bribery and Anti-corruption Policy	Electronic means	Cloud storage	Record retrieval path	Not determined	Not applicable



5. GLOSSARY

5.1. ADMINISTRAÇÃO PÚBLICA

For the purposes of this Policy, the Government is composed of public companies, mixed-capital companies, institutions, agencies, departments, and bodies owned or controlled by the Brazilian or foreign state and other public entities (whether the stake or control is total or partial, directly, or indirectly), diplomatic representations, international public organizations including research institutions, universities, and hospitals.

5.2. PUBLIC OFFICIAL: WE CONSIDER PUBLIC OFFICIAL

- (i) any public official, whether a civil servant or not, of the direct, indirect or basic administration of any of the branches of the Federal Government, the States, the Federal District, the Municipalities, a Territory, a company incorporated in the public assets or an entity whose creation or cost the public funds have incurred or contribute with more than fifty percent (50%) of the assets or annual revenue; as well as any political party leader, their employees or other persons acting for or on behalf of a political party or candidate for public office;
- (ii) any public official who, even temporarily or without remuneration, holds a position, job or public office in a body, state owned entities, or diplomatic representations of a foreign country, as well as in legal entities controlled, directly or indirectly, by the public authority of a foreign country or in international public organizations.
- (iii) also for the purposes of this Policy, public officials who hold or have held, in the last six months, either in national territory or in foreign countries, territories or dependencies, relevant public positions, jobs or duties, such as presidents, governors, ministers, etc., as well as their representatives, family members and close ones, shall be considered political entities.

5.3. GRAFT

This is the act of demanding an undue advantage for oneself or others, directly or indirectly, even when out of office or before assuming it, but because thereof.

5.4. CORRUPTION

This is the act or effect of corrupting someone in one's own cause or in the cause of others, usually by offering money. It can also be defined as the use by people in the public or private service of illegal means to obtain advantages and benefits for their own undue benefit.

Corruption can be seen in several ways. The most common are these:

- a) Active corruption: practiced by a private individual against the government in general and consists of offering and promising an undue advantage to a public official to get them to practice, omit or delay an official act;
- b) Passive corruption: committed by a public official against the government in general and consists of requesting or receiving an undue advantage for oneself or others, directly or indirectly, even when out of office or before assuming it, but because thereof, or accept promise of such advantage.

5.5. FRAUD

It is any elusive, deceitful act in bad faith with the intention of harming or deceiving someone, or failing to fulfill a certain duty, obtaining for oneself or others an undue advantage or benefit (pecuniary or otherwise).



5.6. EMPLOYEE

This refers to all managers, officers, senior management professionals, trainees, apprentices, and other employees of the Company.

5.7. MALFEASANCE

É um crime funcional, praticado por funcionário público contra a Administração Pública. A prevaricação consiste em retardar, deixar de praticar ou praticar indevidamente ato de ofício, ou praticá-lo contra disposição expressa de lei, para satisfazer interesse ou sentimento pessoal.

5.8. BRIBERY OR KICKBACK

This would be anything or valuables promised, offered, given, or received aiming at influencing decision-making or obtaining an undue advantage in terms of promoting, obtaining, or improving a business, e.g., gaining benefits during a bidding process, granting or approval of regulatory licenses, fees reduction, projects approval, etc.

5.9. CONTRACTOR

Any legal entity or individual who is not an employee of Santos Brasil and who is hired thereby to assist in the performance of its activities, such as: representatives, suppliers, consultants, partners, visa brokers, customs brokers, carriers, attorneys, accountants, travel agents, lobbyists, public relations representatives, among others.

5.10. INFLUENCE PEDDLING

It consists of the illegal practice of a person taking advantage of their privileged position within a company or entity, or their connections with people in positions of authority, to obtain favors or benefits for themselves or third parties, usually in exchange for favors or payment.



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