



INTEGRITY COMPLIANCE POLICY



SANTOS BRASIL



1. PURPOSE

Santos Brasil maintains high ethical standards and performs its activities in an honest and transparent manner, in accordance with the commitments set out in its Code of Conduct.

The purpose of this Policy is to define and formalize the guidelines for Santos Brasil's Compliance Program, especially with regard to its structure, scope, responsibility and governance, so that all its employees, consultants, advisors, managers, board members, business partners, suppliers and service providers comply with it, promoting an environment compliant with laws, regulations and internal and external standards, avoiding the risk of sanctions, financial losses, image or reputation of the Company, as well as in accordance with the requirements of ABNT NBR ISO 37001 - Anti-Bribery Management System and ABNT NBR ISO 37301 - Compliance Management System ("ISO standards"), in their updated versions.

2. SCOPE

This Policy shall apply to Santos Brasil, its subsidiaries and board members.

3. REFERENCE DOCUMENTS

POL.CSB.CPE. 001 - Code of Conduct

POL.CSB.CPE.003 - Anti-Corruption and Anti-Bribery Policy

4. CONCEPTS

Compliance Program

This is a set of internal guidelines and methods established based on laws, regulations, standards, internal and external procedures, as well as exemplary practices in the sector. It is designed to guide Santos Brasil employees in adhering to compliance requirements, with a view to preserving ethics and transparency in business operations. This program works to identify and prevent or correct risks, fostering and sustaining a culture of integrity and respect for Santos Brasil's principles. This helps protect the Company's image and prevents legal infringements.

Compliance Obligations

Requirements that an organization mandatorily shall comply with, as well as those that an organization voluntarily elects to comply with.

Business Partners

Any legal entity or individual who is not an employee of Santos Brasil, who acts on behalf of, in the interest of or for the benefit of the Company, provides services or supplies other goods and who maintains a relationship with Santos Brasil, performing activities, such as: representatives, suppliers, consultants, partners, among others.

5. PROCEDURES

SANTOS BRASIL MISSION, VISION, AND VALUES

Santos Brasil Mission

Promote our customers' competitiveness through effective, agile, and safe services, respecting the individual and the environment, ensuring the shareholder value creation and contributing to the country's socio-economic development.



Vision

To be the best port infrastructure and integrated logistics services company in the markets in which it operates.

Values

Ethics & transparency

Commitment towards the result

Innovation

Social and environmental responsibility

Safety

Agility and accuracy

Valuing the individual and respecting diversity

ASSUMPTIONS

The Compliance Program is one of Santos Brasil's fundamental pillars, as it creates mechanisms and procedures for detecting and correcting unethical or illegal practices that are contrary to the Company's Values.

Compliance with the following assumptions is paramount to achieving a culture of Compliance:

O cumprimento das seguintes premissas são fundamentais à obtenção de uma cultura de Compliance:

- The engagement of the Company's Senior Management and the Board of Directors with the Compliance Program and with the Value of Ethics and Transparency.
- Respect for the laws and regulations in force by all employees, consultants, managers, board members and business partners.
- Preventive action to tackle unethical conduct, such as corruption, bribery, fraud, or any other conduct that could cause damage to the Company.
- The commitment of employees, consultants, managers, and board members to report to the Confidential Portal any occurrence or suspicion of non-compliance with the laws and regulations in force.
- Any suspicions received through the Confidential Portal shall be investigated and, if the complaint is found with grounds, the appropriate disciplinary and legal measures shall apply.
- Santos Brasil commits and makes available all financial, human and infrastructure resources for the proper maintenance and enhancement of its Compliance Program.

COMPLIANCE OBLIGATIONS

Santos Brasil, through its Compliance Area, systematically identifies the Compliance Obligations resulting from its activities and services, as well as assessing the impacts of these obligations on its operations.

The initiative described above is available in the Procedure and matrix for surveying applicable mandatory and voluntary integrity compliance obligations.

The Compliance area, which is focused exclusively on compliance obligations, is liable for carrying out this procedure. This



includes updating it from time to time and assessing its impact. When necessary, it shall also oversee the necessary adjustments to the Compliance Program.

COMPLIANCE PROGRAM

Santos Brasil's Compliance Program was built following the guidelines set forth by Brazilian anti-corruption laws. Its main objective is to ensure that the organization is aligned with compliance requirements by adopting effective strategies and mechanisms that minimize its vulnerability to risks, with special attention to those related to corruption and bribery.

Santos Brasil guarantees its employees that they can refuse to participate in or reject any activity in which they have reasonably determined that there is more than a low risk of bribery that has not been mitigated by the Organization.

COMPLIANCE PROGRAM PILLARS

Santos Brasil's Compliance Program relies on 10 pillars:



1. SENIOR MANAGEMENT ENGAGEMENT

The Senior Management engagement (Board of Directors, Fiscal Council and Executive Board) is one of the most important pillars for an effective Compliance Program.

Senior Management shall support and disseminate the Program, as well as ensure that all employees, consultants, managers, board members and business partners observe and abide by the Compliance Program.

Likewise, senior management shall provide resources and independence for a successful Program.

2. CODE OF CONDUCT, POLICES AND STANDARDS

The Code of Conduct and the Code of Conduct for Suppliers and Service Providers are Santos Brasil's main documents. They set out the Company's Mission, Vision and Values and drive the actions and guidelines that its employees, consultants, managers, board members and business partners shall observe when performing their activities, ensuring a culture of integrity, and valuing ethical behavior.

As the main pillar of Santos Brasil's commitment to ethical behavior and practices, the Company has implemented and maintains the POL. CSB.CPE.003 - Anti-Corruption and Anti-Bribery Policy, which sets forth guidelines and rules of procedure



for employees and business partners in relation to the rules of conduct especially with regard to Anti-Bribery and Anti-Corruption practices, including Santos Brasil's commitment to the compliance with all its Compliance Obligations and to the continuous improvement of the Compliance Program.

The Code of Conduct, the Code of Conduct for Suppliers and Service Providers, the Anti-Corruption, Compliance, Donation and Sponsorship Policies, the Social Media Good Practices Guide and the General Contracting Conditions are broadly disseminated to Santos Brasil employees, who are committed to complying therewith at all levels and are available for consultation in the Quality Management System - Softexpert, as well as on the Santos Brasil website. The other documents mentioned comprising the Compliance Program can be consulted directly in the Quality Management system - Softexpert.

The Code of Conduct, Policies, Rules, and Regulations shall apply to the entire Company and everyone shall ensure their compliance.

Santos Brasil Compliance Program comprises the following documents:

- Code of Conduct
- Code of Conduct for Suppliers or Service Providers
- Compliance Policy
- Anti-corruption and Anti-bribery Policy
- Interaction with Public Officials Procedure
- Conflict of Interests Policy
- Donations and Sponsorships Policy
- Confidential Portal Management Policy
- Gifts, Presents, Entertainment and Hospitality Policy
- Outcome Management Policy
- Antitrust Policy
- Corporate Risk Management Policy
- Non-Retaliation Standard
- Compliance Committee Rules of Procedure
- Talking About Good Practices Guide
- Social Media Best Practices Guide
- Third-Party Due Diligence Procedure

3. COMMUNICATION AND TRAINING

The Compliance Program is part of Santos Brasil's culture.

Therefore, in addition to the Company's senior management engagement, it is paramount that it is disseminated and known by all employees, consultants, managers, board members and business partners. Therefore, for the Program to be successful, it shall be broadly disseminated and periodically trained, as well as verifying the assimilation of the Program by the Company.

The topics to be covered, the form, public and frequency of the training and communications that make up the Compliance Program shall be defined by the Compliance Area in its annual communication and training plan, in accordance with the



legal requirements that the Company shall comply with, specific needs, upon request, structural aspects, particularities of each service provision, service unit or any current assumption that may prevent or hinder the achievement of the objectives of these activities.

The training activities composing the Compliance Program are mandatory and Santos Brasil's Senior Management is committed to assisting and disseminating the need and benefits of carrying them out.

4. RISK ASSESSMENT AND IMPLEMENTATION OF INTERNAL CONTROLS

Risk assessment consists of recognizing all potential risks and their impact on Santos Brasil's ability to achieve its objectives. It is characterized by mapping the risks to which the Company is subject, executing action plans and implementing internal controls by the Internal Controls department, to prevent these risks from materializing or, if they have already materialized, to prevent them from damaging the Company's image or continuity.

Santos Brasil's Compliance Program relies on a Compliance risk matrix including Compliance Obligations. This tool identifies and categorizes the potential risks to which the Company could be subject in terms of compliance, ethics, and integrity. The matrix allows the organization to manage these risks effectively, considering both the potential impact and the likelihood of each risk materializing.

The risk matrix builds a solid basis for the Compliance Program's fundamentals, ensuring that all identified risks are appropriately addressed within their respective areas of focus, by means of suitable mitigation strategies. This process aims to prevent damage to the Company's reputation and image, as well as avoiding the imposition of fines, administrative sanctions, or adverse judgments. Therefore, the matrix not only identifies risks, but also guides the implementation of preventive and corrective actions, in line with the best corporate governance practices, reinforcing the Company's commitment to integrity and ethics in business.

The opportunities to be explored are duly identified in the strategic planning derived from the SWOT Analysis, in accordance with the Compliance Obligations section hereof.

The criteria and frequencies for the periodic assessment of the risk matrix are set out in separate and appropriate documentation, including the modifications to the Compliance Obligations, if applicable.

As far as Compliance Obligations are concerned, internal controls shall be defined to manage these obligations and associated risks, and these controls shall be regularly tested and critically analyzed.

5. CONFIDENTIAL PORTAL

Santos Brasil provides its employees, consultants, managers, board members and business partners with an independent channel for making complaints, raising doubts and suggestions, wherein the confidentiality of the whistleblower/complainant is ensured throughout the process of using the channel.

Reports can be registered anonymously or identified and are received by an independent outsourced company, hired by Santos Brasil, with great expertise in the subject, which assures more security for the whistleblower and no retaliation.

Santos Brasil has implemented PRO.CSB.CPE.013 - Management Procedure for the Confidential Portal, which details the guidelines and principles to be observed in the management of Messages received through the Confidential Portal and



for conducting internal investigations in the event of complaints, as well as the procedure for dealing with complaints, suggestions, and doubts.

No retaliation, discrimination or intimidation shall be allowed in any form to employees, consultants, managers, board members and business partners who submit complaints regarding non-compliance with the guidelines of the Code of Conduct, as well as other regulations set out by Santos Brasil.

Reports, complaints, doubts, and suggestions can be made through the following channels:

Website: www.contatoseguro.com.br/santosbrasil

Telephone: 0800 800 0818

Via Viva Voz APP

6. INTERNAL ENQUIRIES

All complaints received by the Confidential Portal shall be analyzed and answered, and the confidentiality of communications made through the Confidential Portal shall be maintained.

7. COMPLIANCE IN BUSINESS PARTNERS RELATIONS

The Compliance Program and its guidelines shall apply when hiring new suppliers and service providers, when hiring new employees for certain positions or areas subject to Compliance risks, among other situations, aiming at mitigating reputational risks, fraud, corruption, bribery, and others, reducing impacts for Santos Brasil.

The main precept is to know and assess the history of each of these business partners before creating a contractual/business relationship on behalf of Santos Brasil.

8. DATA PROTECTION

In charge of managing the personal data processed by the Company during its operations, aiming at ensuring the rights of the individuals to whom the data pertains and ensure that personal information is used for legitimate purposes and safely, compliant with current regulations.

9. AUDIT, MONITORING AND CONTINUED IMPROVEMENT

At the beginning of each year, Santos Brasil sets out compliance objectives in line with its guidelines provided for in POL.CSB. CPE.0003 - Anti-corruption and Anti-bribery Policy

Auditing and monitoring of the program shall be continuous, assessing whether it is being conducted properly, whether Santos Brasil's employees, consultants, managers, board members and business partners are committed to the established guidelines and whether the other pillars of the Program are operating properly.

Each time an audit or monitoring is conducted and sees an opportunity to improve a regulatory policy or even the Compliance Program itself, this shall be analyzed, and, if appropriate, implemented by the Compliance Area or other appropriate department, if applicable.



As an opportunity to better monitor the issues that make up the Compliance Program, indicators have been implemented linked to the main processes and risks related to the program.

Santos Brasil relies on a flow related to the mapping of significant changes that may impact the Compliance Program, such as those linked to Compliance Obligations. The Company shall verify these changes through a critical analysis and define the necessary actions and action plans for the adjustments.

10. COMPLIANCE PROGRAM PERFORMANCE ASSESSMENT

Santos Brasil seeks to analyze, monitor and assess its Compliance Program regularly, having sources that feedback and update the Program's requirements.

The Compliance Report is drawn up and analyzed by the Compliance Area and submitted to the Compliance Committee's monitoring.

COMPLIANCE GOVERNANCE STRUCTURE

Santos Brasil's Compliance Function is composed of its Compliance Officer, duly appointed by the Board of Directors, the Compliance Committee and the Compliance Department, which together have the following responsibilities:

- Make it easier to identify compliance obligations;
- Document the assessment of integrity compliance risks;
- Align the Compliance Program with the compliance objectives;
- Monitor, measure, and assess compliance performance to identify the need for adjustments and corrective actions, including performance indicators;
- Establish a compliance documentation and reporting system;
- Ensure that the Compliance Program is critically analyzed at planned intervals;
- Create and maintain the Confidential Portal;
- Oversee the integration of compliance obligations into the organization's processes, responsibilities and authorities, training, and communication processes.

THE COMPLIANCE FUNCTION HAS ACCESS TO:

- Senior decision-makers and the opportunities to contribute at the beginning of decision-making processes;
- At all levels of the Organization;
- All the necessary personnel, documented information, and data;
- Guidance on laws, regulations and other documents as required.

BOARD OF DIRECTORS' COMMITMENT TO COMPLIANCE GOVERNANCE

- Evaluate senior management (statutory executive board) based on the achievement of the objectives and indicators of the integrity compliance management system;
- Oversee senior management in relation to the operation of the Integrity Program;



- Receive and critically analyze, at planned intervals, information on the content and effectiveness of the Integrity Program.

AUDIT COMMITTEE COMMITMENTS TO COMPLIANCE GOVERNANCE

Supervise the Integrity program by monitoring demands related to the Confidential Portal and main deliverables, when applicable.

SANTOS BRASIL ENSURES THAT:

- The Compliance Function, through its Compliance Officer, has access to the Board of Directors and other Officers of the Organization;
- It has complete independence and competence to fulfill its responsibilities and authorities.

The Company shall permanently maintain an autonomous Committee, the purpose of which shall be to ensure compliance with the guidelines contained in the Code of Conduct, the Policies, Standards and Regulations and good governance practices.

COMPLIANCE COMMITTEE

Responsibility

It shall be incumbent upon Compliance Committee to:

- I Oversee compliance with the guidelines of Santos Brasil's Code of Conduct, Policies, Rules, and Regulations by its employees, consultants, managers, board members and business partners;
- II Monitor the performance and results of Santos Brasil's Corporate Risk Management, Internal Controls, and Internal Audit duties;
- III Receive a report from the Compliance Area in the corporate risk management function to regularly assess the matrix of the corporate risks and mitigation actions defined;
- IV Support the dissemination of the Risk Management, Controls, and Internal Audit culture;
- V Assess, monitor, and recommend to management the correction or improvement of the Corporate Risk Policy, as well as and any revisions, submitting it for approval of the Board of Directors;
- VI Annually approve the Corporate Risk Management work plan;
- VII Submit to the Board of Directors matters considered relevant to effectively monitor corporate risks;
- VIII Validate the risk maps and their respective degrees of impact and probability of the risks incurred by Santos Brasil;
- IX Analyze integrity reports provided by the Compliance area and, as applicable, set out guidelines for corrective and improvement actions;
- X Define and manage the Compliance Program's performance indicators;
- XI Adopt measures to enhance the Compliance Program, the Company's Policies, Rules, and Regulations, among other necessary actions;
- XII Ensure that the anti-bribery management system, including the policy and objectives, is established, and implemented, maintained and critically analyzed to adequately address the organization's bribery risks;
- XIII Promote an appropriate anti-bribery culture within the Company;



- XIV** Analyze and decide on complaints received through the Confidential Portal, as well as on the implementation of procedural changes or improvements, according to complaints and suggestions received through the Confidential Portal;
- XV** Stimulate the use of reporting procedures for suspected and actual bribes, as well as misbehavior and other issues and ensure non-retaliation for reports made or based on reasonable belief of a violation or suspicion;
- XVI** Deliberate on issues involving Conflict of Interests, Gifts, Presents, Entertainment and Hospitality, Interactions with public officials, as well as any other related issue;
- XVII** Verify compliance with the formal and legal aspects relating to the application of the Related Party Policy;
- XVIII** Oversee the communication of unapproved Related Party Transactions to interested parties for follow-up;
- XIX** Analyze the penalties to be applied to Persons who fail to duly communicate the Transaction with Related Parties or do so improperly;
- XX** Inform the Board of Directors about the activities of the Compliance Committee and Program, whenever necessary or relevant to the fulfillment of its purpose;
- XXI** Review and approve Regulations, where applicable;
- XXII** Analyze omitted cases.

Governance

The Compliance Committee is formally set up through this Policy and shall be regulated through the Compliance Committee's Rules of Procedure.

Composition

The Compliance Committee is permanently composed of the Statutory Executive Board, the People & Management Officer, and the Legal & Compliance Officer.

Frequency

The Committee shall meet around four times a year to assess the issues submitted thereto, and extraordinarily whenever necessary.

6. FINAL PROVISIONS

The mere existence of a Compliance Policy and Program does not ensure that Santos Brasil complies with all the laws and regulations to which it is subject.

This objective shall only be possible if all the Company's employees, board members and business partners comply with the laws and standards and perform their activities in an ethical and transparent manner, in accordance with Santos Brasil's Values. Compliance with this Policy is required by all those who apply it. Failure to comply with the precepts described therein constitutes an infringement and may result in the application of disciplinary measures as provided for in POL.CSB.CPE.010 - Outcome Management Policy.



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