

# CODE OF CONDUCT





## MESSAGE FROM THE MANAGEMENT

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The Code of Conduct is reflected in the corporate identity and culture of Santos Brasil, and is guided by principles that serve as the foundation for promoting behavior that values ethics, excellence and the individual.

It is intended for all managers, employees and other stakeholders, such as suppliers and service providers, who are obliged to guide their actions in accordance with the principles, values and rules established in the Code of Conduct, without any exception.

We expect to continue exercising the management functions effectively so that these guidelines are naturally incorporated in the culture of Santos Brasil. To achieve this goal, it is necessary that each one of us serves as a model and leads by example.

Acting with ethics, responsibility, respect and high social and environmental standards ensures that Santos Brasil is recognized as a benchmark company and contributes to achieving our corporate, professional and personal goals.





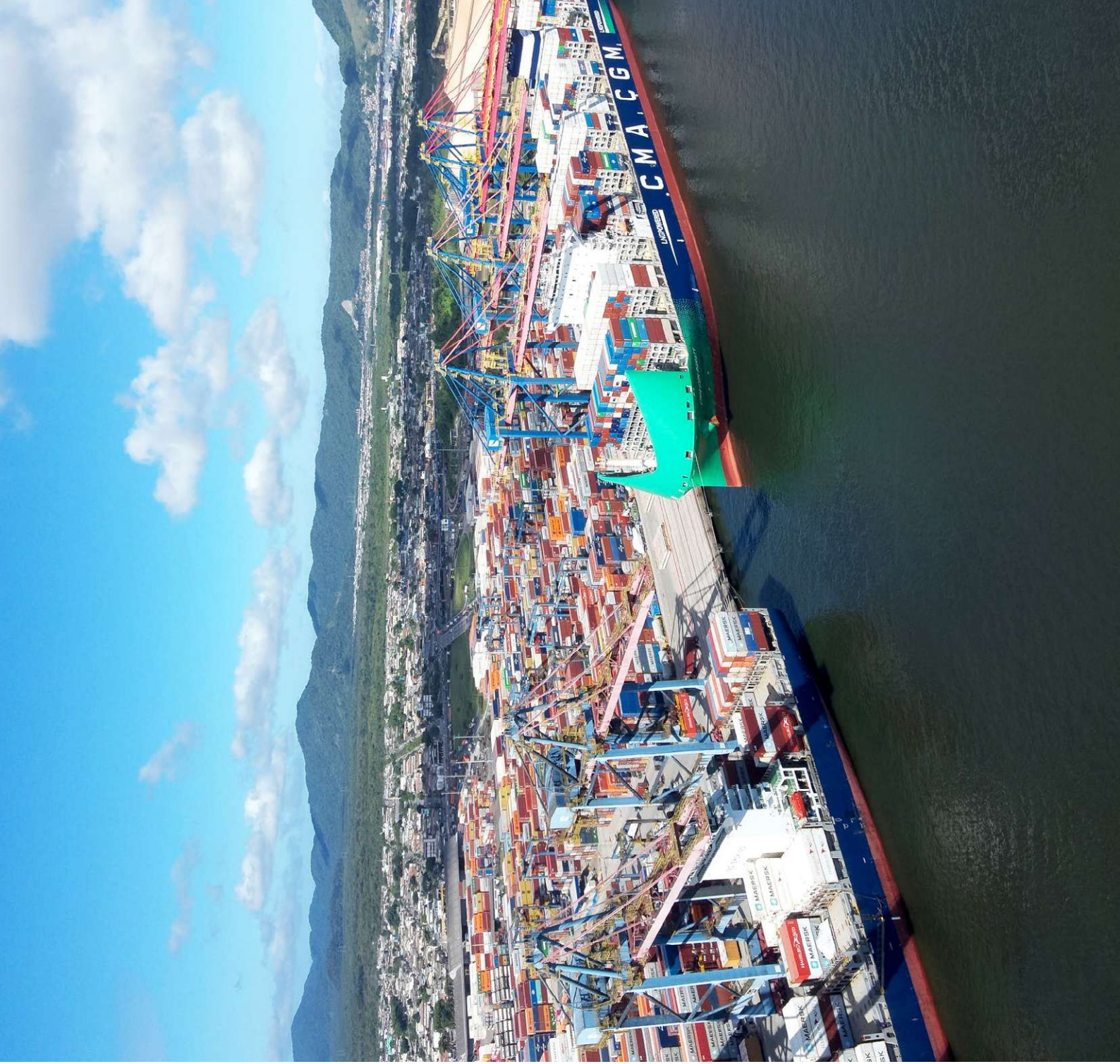
# INTRODUCTION

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The Code of Conduct of Santos Brasil describes the principles, guidelines and values that guide its operations and its commitment to ethics, integrity and excellence in all its businesses and operations.

All managers, employees, partners and other stakeholders of the Company must understand and undertake to follow and guide their actions by this Code of Conduct. Similarly, they must be aware that deviations from the provisions of the Code - by commission, omission or complacency - may violate laws, harm society as well as the image and reputation of Santos Brasil.

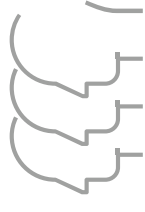
We believe that by encouraging, stimulating and behaving according to the highest standards of ethics, integrity and transparency, we will continue ahead in our Mission and be the benchmark in port terminal operations and integrated logistics in Brazil and around the world.







## SCOPE



The Code of Conduct applies to all employees, shareholders, directors, consultants, advisors, business partners, suppliers, service providers, agents and public and private institutions in Brazil and abroad, as well as any and all individuals or legal entities that may represent Santos Brasil.

To ensure that this Code of Conduct is followed, it must be disseminated in the internal and external corporate environments, as well as in respective contracts and business agreements with third parties so that the need to comply with it becomes public.



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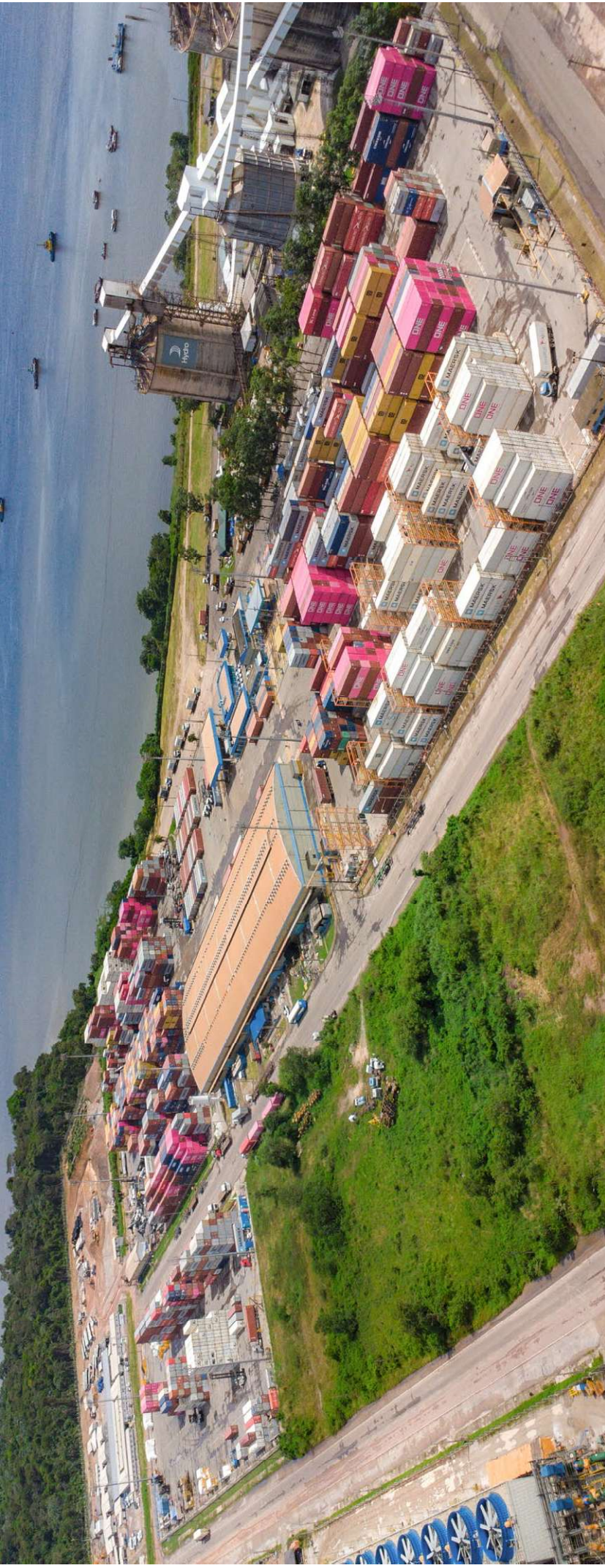
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## MISSION, VISION AND VALUES OF SANTOS BRASIL

### Mission

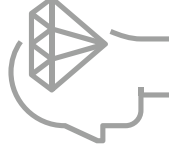
To promote competitiveness for our clients through efficient, agile and secure services while respecting the individual and the environment, to ensure the generation of value for the shareholders and to contribute to Brazil's socioeconomic development.

### Vision

To be the best port infrastructure and integrated logistics services company in our markets of operation.

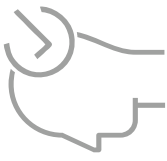
### Values

- Ethics and transparency;
- Commitment to results;
- Innovation;
- Environmental and social responsibility;
- Safety;
- Agility and precision;
- Valuing the individual and respecting diversity.





# RESPONSABILITIES



## Personal responsibility

Regardless of the work model or location, every employee, manager and third party acting on behalf of Santos Brasil is responsible for demonstrating integrity, valuing and respecting the trust-based relationship established with Santos Brasil, and complying with the provisions of the Code of Conduct, Corporate Policies and all applicable laws and regulations.

Whenever you are faced with a situation that leaves you uncertain about the appropriate conduct to follow, we recommend considering the following questions:

- Does this action give me peace of mind from an ethical standpoint?
- Could I expose this situation to someone I respect or to my family?
- If this decision were made public in a newspaper or on social media, would I feel proud of it?
- If the decision were not mine, but rather another employee's, would I recommend taking the same action in a similar situation?
- Is this conduct lawful and consistent with the guidelines of the Code of Conduct and other policies of Santos Brasil?



## Leadership responsibility

Leadership plays a key role in implementing the Compliance Program, overseeing regulatory compliance, and they are responsible for setting an example through both words and actions. The decisions made and how the leader addresses concerns, opinions and bad news will be crucial in fostering a healthy and ethical environment within the teams. Leadership plays a crucial role in the team's success. Additionally, every manager is responsible for ensuring that their employees attend the mandatory training on the Company's standards of conduct.



# COMPLIANCE WITH LAWS



Everyone covered by this Code must respect the laws and regulations in force. Compliance with laws and regulations applicable to the operations of Santos Brasil is essential for the success and continuity of the business.



What we value:

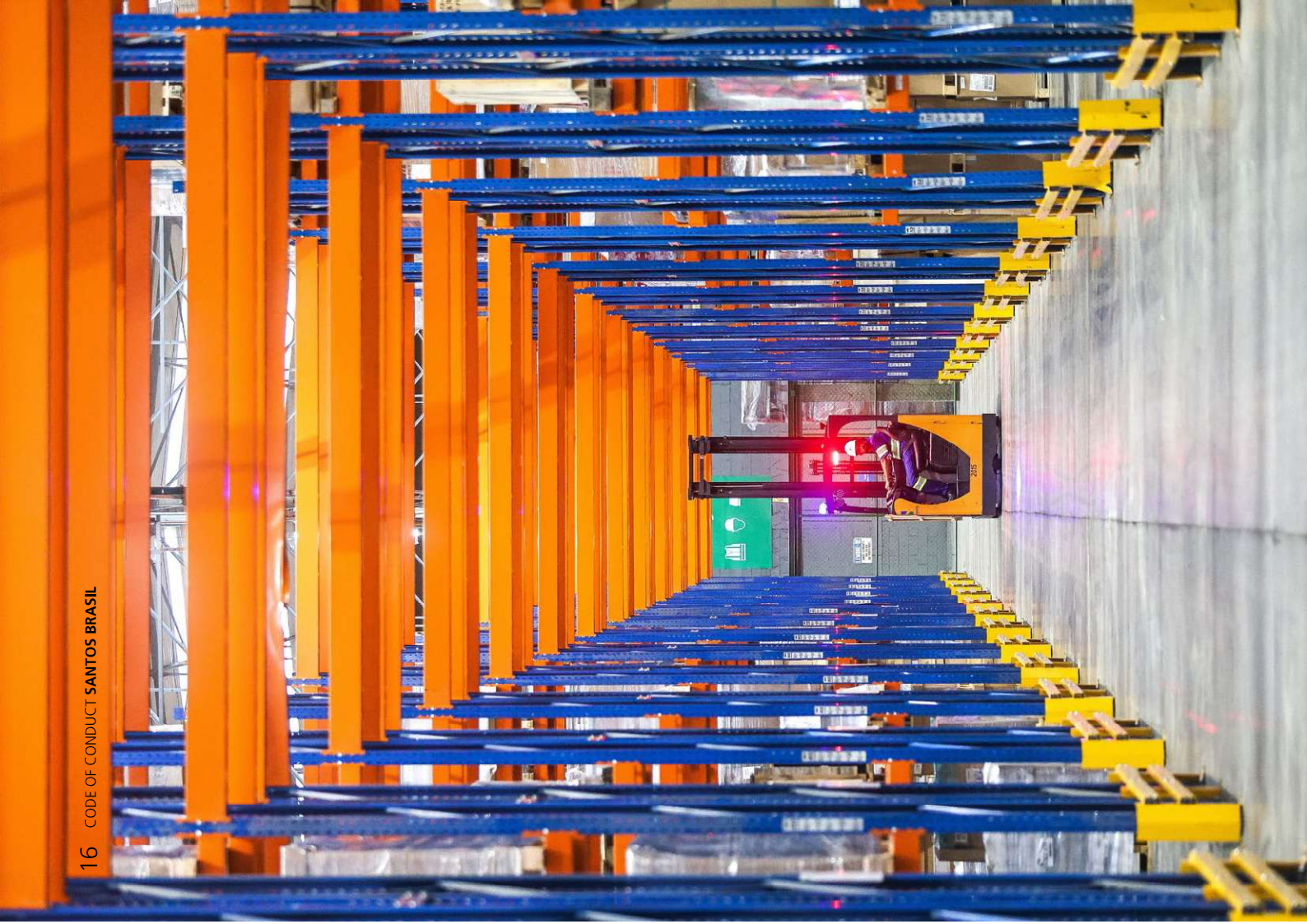
a) Everyone must respect the current laws and applicable regulations, the clauses in their Employment Agreement, the guidelines established in the Personnel Regulations of the Human Resources department and the internal standards of conduct disclosed by the Company.



What we do not tolerate:

a) Any action in breach of our Values and this Code of Conduct, especially, actions that may cause damage to the environment, put at risk a healthy work environment or violate work safety rules.

b) Noncompliance with the Brazilian Penal Code, the Law on Bids and guidelines for preventing money laundering and acts of impropriety, especially in business deals / agreements with private third parties or public officials.







# GUIDELINES

## 1. Commitment to conduct in management relations Management's behavior and attitudes must align with the Company's Values.



What we value:

- a) All members of management of Santos Brasil must be committed to ethical and transparent behavior in exercising their functions.
- b) The members of management will prioritize the interests of the Company in any situation that may bring real or potential benefits for themselves or for their relatives, dependents, friends or associates.
- c) The members of management must perform, in an exemplary manner, the duties, obligations and guidelines established in this Code of Conduct, as well as assist and encourage compliance by all employees and professionals who deal with Santos Brasil.
- d) All issues and information related to the Company's business must be handled with discretion and in accordance with the laws and regulations applicable to publicly held companies.



## 2. Commitment to conduct in internal work relations

Relations among the employees of Santos Brasil at all hierarchical levels must be based on absolute respect, cordiality, transparency and honesty, always bound by the common interest in observing the Mission and Values of the Company.

### 2.1. PROFESSIONAL ATTITUDE

We expect all employees and representatives of Santos Brasil to be respectful, cordial, ethical and transparent in all their dealings on behalf of the Company.



**2.1. PROFESSIONAL ATTITUDE**  
CONTINUED



What we value:

- a) Respectful, polite and fair treatment of everyone we interact with.
- b) Ethics and transparency in order to preserve not only our personal image, but also the image and reputation of the Company.
- c) Conducting our business in accordance with all applicable Occupational Health and Safety laws and regulations, immediately reporting any concerns, incidents or safety violations.
- d) Respect and valuation of social and cultural diversity, as well as individual characteristics, treating all persons equally and without any prejudice regarding social, cultural and ethnic origin, or gender, age, religion, political opinion, sexual orientation, physical and mental condition, or any other form of discrimination.
- e) Effective participation in all training and qualification programs held and offered by Santos Brasil.
- f) Respect to employees' right to freely exercise political activity and join trade associations and/or unions. As such, the Company also supports its suppliers / service providers in taking a similar approach towards their employees and representatives.
- g) Respect for the privacy and protection of the personal data of all individuals with whom we interact.



What we do not tolerate:

- a) Discrimination based on political, racial, sexual or religious aspects or in any other manner.
- b) Activism, political, religious and commercial actions on the Company's premises and while conducting business on behalf of Santos Brasil.
- c) Aggressive, harsh or disrespectful behavior in treating employees, customers and public officials.
- d) Use of position or influence resulting from it to obtain any kind of benefits for oneself or others.
- e) Child labor, sexual abuse and exploitation of children and adolescents, degrading work, slave labor or any form of physical, sexual, moral or psychological violence in its operations or those of partners and throughout the value chain of Santos Brasil.



## 2.2. MORAL HARASSMENT

We want the environment at Santos Brasil to be positive and adequate for everyone to be able to perform their functions with excellence, speed and precision. Moral harassment involving the employees of Santos Brasil will not be tolerated under any circumstances.

### WHAT IS MORAL HARASSMENT?

It is the exposure of someone to humiliating and embarrassing situations, repetitively or for prolonged time, through physical actions, gestures or verbally, during the work day and in the exercise of their functions, regardless of the existence of hierarchical subordination.

Hierarchical subordination is not necessary to prove moral harassment, which can occur among co-workers or a superior (boss) by their employee, among others.



What we value:

- a) The professional commitment of all to ensure a positive work environment that is especially free of any type of moral persecution. This engagement must occur without prejudice to the establishment of goals and accountability for results, respectfully and without exposing the employee to harassment.

## 2.2. MORAL HARASSMENT CONTINUED



What we do not tolerate:

- a) Use of offensive words and hostile ways of addressing people.
- b) Threats of dismissal, though the possibility of verbal or written warnings, as well as suspension, in the regular exercise of disciplinary powers by the employer, is safeguarded.
- c) Imposition of work overload under inadequate conditions to perform of tasks and exaggerated and unreasonable demands about productivity, except in case of requiring overtime work, in compliance with the management authority of the employer pursuant to laws and rules.
- d) The disclosure and publication of negative results of the Company's employees that could cause humiliation and shame.
- e) Calling people by nicknames or derogatory names.

## 2.3. SEXUAL HARASSMENT

Sexual harassment will not be allowed under any circumstances.

### WHAT IS SEXUAL HARASSMENT?

It is the act of embarrassing someone in order to obtain sexual advantage or favors by taking advantage of the hierarchical superiority or seniority inherent to a position or function.



**2.3. SEXUAL HARASSMENT**  
CONTINUED



What we do not tolerate:

- a) Insinuation, forced physical contact and impertinent invitations that: are a condition to retain the job; influence the career promotions of the harassed person; adversely affect professional performance; cause humiliation; insult or intimidate the victim; pose a threat; offer growth and/or promise of favoritism.

**2.4. CONSUMPTION OF ALCOHOLIC BEVERAGES, TOBACCO AND ILLICIT DRUGS**

Consumption of alcoholic beverages and illicit drugs is not permitted in the premises of Santos Brasil.

Use of tobacco will be permitted only in locations designated by the Company and in accordance with local laws.

Exceptionally, consumption of alcoholic beverages may be permitted at events organized by the Company and when expressly authorized by the Executive Board.

Operating or driving equipment under the influence of alcohol or illicit drugs or while using tobacco is prohibited.



What we do not tolerate:

- a) Consumption of alcoholic beverages on the premises of Santos Brasil. Nobody will be allowed to remain on the Company's premises or in external activities linked to Santos Brasil when under the influence of alcohol.
- b) Smoking in prohibited places within the Company.

**2.5. POSSESSION OF WEAPONS**

Weapons are not allowed inside the Company's premises.



**WHAT IS POSSESSION OF WEAPONS?**

It is the authorization to carry, transport or keep a weapon or ammunition in one's custody. To move around in public while carrying a gun, for example, one must have the permit to carry weapons.

According to Brazil's Disarmament Statute, carrying weapons without this document is a crime.

What we do not tolerate:

- a) Storing or carrying any type of weapon in our premises or in external activities related to Santos Brasil. Cases in which service providers, in the exercise of their functions, must use a weapon will be analyzed by the Company's Management.





## 2.6. CAREFUL USE AND PRESERVATION OF THE RESOURCES OF SANTOS BRASIL

All employees are responsible for preserving the Company's assets, which include its premises and equipment required to carry out its operations. Hence, these resources must be used correctly, to ensure their preservation, and solely for business purposes and by duly authorized persons.

What we do not tolerate:

- a) The use of the Company's assets to perform their functions for personal purposes or for their relatives, friends or others.
- b) The removal of assets belonging to Santos Brasil from its premises for activities that are not related to the Company and/or without due authorization for the removal of these assets.
- c) Wasteful use of goods and materials while carrying out activities for Santos Brasil.
- d) Deliberate depreciation or intentional misuse of the Company's assets.

## 2.7. FRAUD

Conduct by people who, while exercising their functions on behalf of Santos Brasil, aim to obtain undue gains or benefits for themselves, third parties or for Santos Brasil through fraudulent means will not be tolerated.

### WHAT IS FRAUD?

Fraud is any conduct that uses any maneuver, trickery or other dishonest means to conceal facts or obtain undue advantage.



What we do not tolerate:

- a) Alteration or falsification of managerial results and internal and external indicators to obtain advantages and demonstrate the false achievement of goals.
- b) Alteration or falsification of Santos Brasil's documents, including but not limited to balance sheets, reports, tax documents, payment issues, powers of attorney, etc.
- c) Manipulation of customer and supplier data.
- d) Alteration of personal documents, data or information to obtain benefits or enjoy an undue situation in the Company. For example, submitting false medical certificates or making false statements regarding housing or the number of children.





### 3. Commitment to conduct in customer relations

Ensuring the competitiveness of our customers is essential for Santos Brasil, and all employees must be committed to this principle.



What we value:

- a) All employees must be committed to providing quality services to customers according to the standards established by the Company.
- b) All employees of Santos Brasil must always address customers cordially and respectfully.
- c) Compliance by employees with the guidelines established in the Policy on Gifts, Presents, Entertainment and Hospitality, whether for receiving gifts, presents, entertainment and hospitality, or for offering these to customers.



What we do not tolerate:

- a) No preferential treatment is allowed for any customer that is not in accordance with the service standards of the Company.
- b) Discriminatory attitude towards customers.
- c) Requesting exchange of favors or help to obtain advantages or benefits from the customers of Santos Brasil.
- d) Offering customers services other than those provided by the Company.



#### 4. Commitment to conduct in relations with suppliers and service providers

Relations with any suppliers or service providers must be conducted in ethically and respectfully, and solely at the interests of the Company.



What we value:

- a) That all suppliers and service providers are selected based on ethical, technical and low cost criteria.
- b) Compliance with laws applicable to its operations, especially labor, environmental and occupational safety laws.
- c) Storage and processing of information and data (including personal data) from suppliers and service providers discreetly, confidentially, and in accordance with applicable data protection laws.
- d) All suppliers or service providers that work on the Company's premises must be provided with the same health and safety conditions offered to Santos Brasil employees.
- e) Observance of the guidelines established in the Policy on Gifts, Presents, Entertainment and Hospitality, whether for receiving gifts, presents, entertainment and hospitality, or for offering these items to suppliers and service providers.



What we do not tolerate:

- a) Engaging suppliers or service providers that indulge in unfair competition, child labor, sexual abuse and exploitation of children and adolescents, forced labor or degrading work. All forms of physical, sexual, moral or psychological violence, discriminatory conduct or other practices against the guidelines in this Code of Conduct, the Code of Conduct of Suppliers and other policies and documents published by the Company.
- b) Participation in any negotiation that could bring advantages or benefits for oneself or third parties and which characterize a real or apparent conflict of interest for employees of both parties.



## 5. Commitment to conduct in relations with trade unions or professional associations

Santos Brasil respects the free choice of its employees to join trade unions and/or professional associations.



What we do not tolerate:

- a) Abuse, activism, improper conduct or extrapolation of legal rights by employees belonging to unions or any professional association.
- b) Any type of discrimination against employees who, by their own free will, joined or want to join trade unions or professional associations.

## 6. COMMITMENT TO CONDUCT IN RELATIONS WITH COMPETITORS CONTINUED



What we do not tolerate:

- a) Unauthorized transfer of confidential information pertaining to Santos Brasil or its customers.
- b) Forming cartels with other companies in the sector to influence market trends, in violation of Federal Law 12,529/2011.

## 7. Commitment to conduct in relations with shareholders

Santos Brasil is a publicly held company that has department dedicated to relations with its shareholders. The Investor Relations Department acts in accordance with the highest standards of corporate governance.

## 6. Commitment to conduct in relations with competitors

Diversity of offerings is beneficial in all sectors as it gives society the right to choose. The Company encourages fair competition.



What we value:

- a) Respectful and independent relations with the competitors of Santos Brasil, seeking market information lawfully through authorized sources.



What we value:

- a) Shareholder relations will be conducted only by designated employees and expressly authorized by the Investor Relations Department.
- b) Each shareholder has the right to obtain information from the Company through the appropriate channels established by applicable laws.



What we do not tolerate:

- a) Communication with the shareholders of Santos Brasil by unauthorized persons.
- b) Manipulation of information and data about our operations or about the Company by employees or third parties working for Santos Brasil.



## 8. Commitment to conduct with the market

Relations with all market institutions, financial or otherwise, should be guided by professionalism.



What we do not tolerate:

- a) Employees must not make comments, insinuations or express personal opinions that could affect the image of market institutions that have or may have relations and do business with Santos Brasil.

## 9. Commitment to conduct in relations with community

Santos Brasil seeks the well-being of people who, directly or indirectly, have contact with the company, through socially responsible conduct and by aligning the expectations and needs of the community with its business.

The Corporate Communication and Sustainability Department is responsible for institutional actions relating to the communities where the Company operates.



## 9. COMMITMENT TO CONDUCT IN COMMUNITY RELATIONS CONTINUED



What we value:

- a) Relations with the community must be guided by the principles of cordiality and partnership in order to ensure healthy relations and the economic and social development of the region.
- b) Initiatives aimed at mitigating the impacts and risks of Santos Brasil's operations in the communities where it operates, as well as training current and future employees to groom professionals who are complete, responsible and engaged with the issue of Sustainability.
- c) Promote the social and economic development of the region where the company operates through educational and social inclusion initiatives aimed at generating shared value.



## 10. Commitment to conduct with the environment

The Sustainability guidelines of Santos Brasil are aligned with the principles of the UN Global Compact and the Company's Sustainability Policy.

Santos Brasil is committed to embedding Sustainability in its culture, business decisions and daily practices, serving as a reference for all its operations.

This commitment includes reducing our environmental impacts and the pursuit of ethics and human rights in business management, among other aspects that drive our Sustainability vision.





## 11. Commitment to conduct in relations with society

### 11.1. RESPECT FOR DIVERSITY

Respect for diversity is one of our Values and we do not tolerate any form of discrimination based on gender, sexual orientation, sexual identity, race, color, religion, physical or economic condition, opinion or any other aspect.

### WHAT IS DEGRADING WORK OR SLAVE-LIKE WORK?

It refers to work without the worker's consent, without the minimum standards of health, safety, food and which often puts the life of workers at risk. Strenuous working hours or work overload that may damage the health or risk the life or restricts the worker's right of movement, possibly resulting from debts, documentary restrictions, or physical or psychological violence.

### 11.2. ERADICATION OF SLAVE LABOR

Santos Brasil does not tolerate or permit forced labor or degrading or slave-like labor. Nor does it have commercial relations with suppliers or service providers that adopt or may adopt such practices.



### 11.2. ERADICATION OF SLAVE LABOR

CONTINUED

If any employee of Santos Brasil becomes aware of any forced labor, degrading or slave labor both inside and outside the Company, they must report it through the Confidential Portal (guidelines in the "Confidential Portal" section of this policy).

## 12. Commitment to conduct in relations with government bodies

Santos Brasil is a signatory to the UN Global Compact and repudiates any act that can be characterized as corruption.

To prevent any action that may be characterized as corruption, the Company's guidelines are established in our Anti-Corruption and Anti-Bribery Policy, knowledge of which is mandatory.



**12. COMMITMENT TO CONDUCT IN RELATIONS WITH GOVERNMENT BODIES**  
CONTINUED



What we value:

- a) While discussing technical and commercial issues with public officials, Santos Brasil employees must follow the guidelines in the Anti-Corruption, Anti-Bribery and Interaction with Public Officials Policies.
- b) Participation of authorized employees with public officials in forums and working groups aimed at formulating regulations and standards designed to improve and develop the port sector.
- c) While participating in bidding processes, all the procedures and obligations established in current bidding laws must be observed.



What we do not tolerate:

- a) No form of payment or any other benefit can be offered directly or indirectly to a public official at the federal, state or municipal levels, in exchange for advantages.
- b) Offering and promising to offer gifts, presents, entertainment and hospitality for public officials, under no circumstances.



**13. Commitment to conduct in relations with the media and social media**

The Company's objectives include establishing frequent and transparent relations with the press and social media to guarantee access to information and adequately position Santos Brasil in the media.



What we value:

- a) Each employee must strive for the healthy reputation of the Company and inform the Corporate Communication and Sustainability Department of possible risks to its image.
- b) Only employees authorized and instructed by the Corporate Communication and Sustainability Department of the Company can grant interviews or provide information involving the Company's name or about it to the media.
- c) All and any requests from journalists or the press should be forwarded to the Corporate Communication and Sustainability Department.
- d) Lectures, specific classes or any other situation that require the exchange of information by employees about Santos Brasil are allowed provided the necessary authorizations are obtained according to each case. Information classified confidential regarding the Company, pursuant to the Information Security Policy, should not be published.
- e) Guidelines regarding Confidentiality of Information also apply to social media (including tools such as WhatsApp, Facebook, Instagram and LinkedIn, among others).
- f) Careful and truthful use by employees of their social media in situations that involve their relationship with Santos Brasil, so that they never unduly expose the Company's image or allow it to be linked to inappropriate conduct.



### 13. COMMITMENT TO CONDUCT IN RELATIONS WITH THE MEDIA AND SOCIAL MEDIA CONTINUED



What we do not tolerate:

- a) Comments on any of the Company's projects in public environments (airports, restaurants etc.) to prevent confidential information from being disclosed in dissonance with the Company's strategy.
- b) Disclosure by our employees of information that is not publicly known through Santos Brasil's communication channels (e.g. the Company website), unless previously approved.
- c) Disclosure by the supplier or service provider of any project of the Company without authorization from the Corporate Communication and Sustainability Department.
- d) Interviews cannot be granted to media nor the name/projects of Santos Brasil be mentioned in the media without prior authorization from the Corporate Communication and Sustainability Department.
- e) The use of social media by employees, linking Santos Brasil to improper and prohibited conduct, according to internal regulations.
- f) Exposure of information about co-workers on social media.





# SECRECY OF INFORMATION



## Confidential Information

We are constantly in contact with information considered confidential or restricted. Information is an extremely important asset for the Company and must be duly protected by all in order to avoid its improper or unauthorized use.

### WHAT IS CONFIDENTIAL INFORMATION?

All information that can be accessed by users and partners of the organization but which should not be disclosed without prior authorization from the respective department. Unauthorized disclosure of this information may have an impact (financial, image or operational) on the business of the organization or partner.



#### What we value:

- We must preserve the confidentiality of the Company's information, safeguarding all its users and owners, in accordance with current laws and the Company's internal policies.
- The preservation of secrecy and privacy, even if it results from the sharing of information by employees in lectures, specific classes or any other situation that requires the exchange of information about Santos Brasil.
- In case of doubts about this topic, please contact the IT or Compliance Departments.





## Insider Information

As a publicly held company, we are subject to inspection by regulatory bodies and must protect the use of Insider Information.

### WHAT IS INSIDER INFORMATION?

It is information related to any material fact or event that has not yet been disclosed to the market, in accordance with law or this Code, that related persons have access to by virtue of their position or function.



What we value:

- a) We must preserve confidentiality about the Company's strategic matters, which could be financial, regulatory or legal, among others.



What we do not tolerate:

- a) Using Insider Information to trade on securities for oneself or others.
- b) Commenting on the financial results by those who have access to Insider Information before its disclosure to the market.

### SECRECY OF INFORMATION CONTINUED



What we do not tolerate:

- a) The disclosure by employees, shareholders and managers of confidential or restricted information of the Company, except if the interest of the Company is proven or by a court order.
- b) The use or disclosure of any confidential information of the Company by its employees, even if they have access to such information, for their own benefit or for the benefit of third parties, outside the interests of the Company.

For more information, see the [Information Security Policy](#).

For more information, see the [Policy of Use and Disclosure of Information and Trading of Securities](#).



## Privacy and Personal Data Protection

Our operations constantly require the collection and use of personal data, which must be done in accordance with Federal Law 13,709/2018 (General Data Protection Law – GDPR).

### WHAT IS PERSONAL DATA?

It refers to any information that, either by itself or in conjunction with other information, can identify a natural person, such as name, identification document (RG) and address, among others.



What we value:

- The use of personal data only that is strictly necessary for the performance of tasks by the employees of Santos Brasil, and the specific purpose for which said data was collected must be observed.
- The processing (collection, accessing, handling, sharing, storage, etc.) of personal data in a safe and secure manner, adopting the security, technical and administrative measures capable of protecting personal data.
- Sharing of personal data only with people who need access, and the identity of the recipient must always be verified.
- Respect for the rights of individuals, in accordance with applicable data protection laws, especially the GDPR.
- Informing the official channels of Santos Brasil of any improper, undue or illicit processing of personal data.



What we do not tolerate:

- The use of personal data for purposes other than those for which it was originally collected, especially for private purposes.
- Use of personal data not required for the purpose of the activity. Contacts
- Failure to inform the person of how their personal data is being used.
- Discriminatory treatment of individuals due to their personal data or in any other circumstance.
- Sharing of personal data with third-party companies that do not comply with the GDPR and other applicable data protection laws.

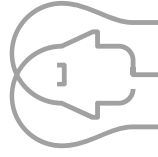


### ■ Contacts

Santos Brasil offers exclusive channel for requests related to personal data protection.

To exercise the rights of data subjects and to report security incidents involving personal data, access the Santos Brasil Data Subject Petition Channel by clicking here.

For more information, read the [Privacy and Personal Data Protection Governance Policy](#).



## CONFLICT OF INTERESTS

### General Guidelines

Santos Brasil does not condone situations of conflict between the Company's business and its stakeholders.

#### WHAT IS CONSIDERED CONFLICT OF INTEREST?

A situation in which there is incompatibility between the interests of the employee, third party or director and the interests of the Company that may influence the performance of their functions.

For more information, see the **Policy on Conflict of Interests**.







# GIFTS, PRESENTS, ENTERTAINMENT AND HOSPITALITY



Receiving gifts, presents, entertainment and hospitality may be a practice of kindness and cordiality accepted within a business relationship but requires certain precautions.



What we value:

- a) The acceptance of gifts, presents, entertainment and hospitality is allowed provided it is in compliance with the rules established by the Company in the Policy on Gifts, Presents, Entertainment and Hospitality.



What we do not tolerate:

- a) Receipt of gifts, presents, entertainment and hospitality that are above the value permitted or which do not follow the provisions set forth in the respective Policy.

For more information, see the **Policy on Gifts, Presents, Entertainment and Hospitality**.

## COMMITMENT TO TRANSPARENCY AND MANAGEMENT OF CODE



Santos Brasil Compliance Program Grounded in legislation, values and principles, the Compliance Program aims to foster ethical behavior among employees, third parties, suppliers and all individuals who have relations with Santos Brasil.

Compliance Governance Structure Santos Brasil's Compliance Function is formed by its Compliance Officer, Compliance Committee and the Compliance Department, who together have the responsibilities of:

- Facilitating the identification of Compliance obligations;
- Documenting the integrity Compliance risk assessment;
- Aligning the Compliance Program with compliance objectives;
- Monitoring, measuring and evaluating the performance of Compliance in order to identify needs for adjustments and corrective actions, including performance indicators;



- Establishing a Compliance documentation and reporting system;
- Ensuring that the Compliance Program is critically evaluated at planned intervals;
- Establishing and maintaining the Confidential Portal;
- Overseeing 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 opportunity to contribute early in decision-making processes;
- All levels of the Organization;
- All personnel, documented information and necessary data;
- Guidance on laws, regulations and other documents as needed.





## COMMITMENT WITH COMPLIANCE GOVERNANCE

- Evaluate the Senior Management based on the achievement of the objectives and indicators of the integrity compliance management system;
- Oversee the 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.

### SANTOS BRASIL GUARANTEES THAT:

- The Compliance Function, through its Compliance Officer, has access to CMA's Compliance and other Executive Officers of the Organization;
- The Compliance Function is fully independent and competent in fulfilling its responsibilities and exercising its authorities.

## Approval and Revision of the Code of Conduct

This document was approved by the Board of Directors and now is approved by Compliance Committee. Future revisions will be conducted every two years, or whenever the Company identifies a need.

This Code is available for review through various internal channels accessible to employees, as well as on Santos Brasil's institutional website, the Supplier Portal, the Investor Relations Portal, and the Confidential Portal.

The policies mentioned throughout this document, as well as other current policies, can be accessed on the SoftExpert Portal, the Santos Brasil's institutional website, and, where applicable, the Company's Investor Relations website.



## COMMITMENT OF THE BOARD OF DIRECTORS WITH COMPLIANCE GOVERNANCE CONTINUED

### Confidential Portal

#### ■ 1. Reports, Complaints, Suggestions and Questions

Santos Brasil offers its employees, suppliers, service providers and any third parties an independent channel that guarantees safety, confidentiality and anonymity for making complaints, suggestions, questions or reports about any kind of illegal and/or unethical conduct.

Santos Brasil also values an environment that is open to suggestions, opportunities for improvement and correction of possible issues. We reject all forms of retaliation or intimidation of employees, suppliers, service providers or third parties who make reports, complaints, suggestions and questions regarding any situation of non-compliance with the Code of Conduct and other regulations and guidelines established by Santos Brasil.

THE CONFIDENTIAL PORTAL IS AN INDEPENDENT TOOL BY WHICH WE GUARANTEE THE ANONYMITY OF WHISTLEBLOWERS TO PROTECT THEIR IMAGE, AS WELL AS OUR EMPLOYEES AND THE COMPANY.

#### ■ 2. Contact

Complaints, suggestions and doubts can be sent through the following channels:

**Website:** [www.contatoseguro.com.br/ santosbrasil](http://www.contatoseguro.com.br/)

**Telephone:** 0800 800 0818

**Through the VivaVoz APP**

The Confidential Portal is a tool available to all Santos Brasil employees, suppliers, service providers and third parties.



All complaints, complaints, suggestions and doubts will be received and dealt with independently and confidentially and, wherever applicable, will follow the procedures established in the Incident Management Policy and the Consequence Management Policy.

#### ■ 3. Questions

Questions regarding the guidelines in this Code of Conduct can be clarified from the Compliance Department by sending an email to [compliance@santosbrasil.com.br](mailto:compliance@santosbrasil.com.br).

#### ■ 4. Investigation process

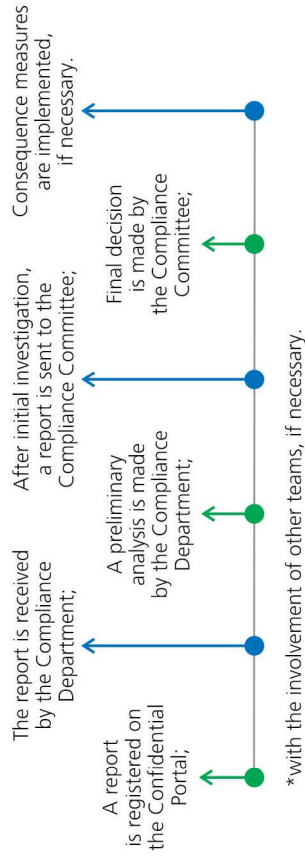
To ensure that ethical standards are not unjustly violated and that this code of conduct is upheld, we have established a process for investigating and evaluating incidents. All reports and other matters received through the Confidential Portal or by the Compliance Department are thoroughly and independently investigated by the Compliance Department.

Investigations of reports and other matters submitted through the Confidential Portal will be conducted by the Compliance Department, and the review may also



**CONFIDENTIAL PORTAL**  
CONTINUED

involve participation from the following additional departments: People and Management, Operational, IT, Procurement, Internal Audit, Legal/Labor Relations, among others. At the end of the preliminary investigation, the final decision is taken by the Compliance Committee.



**COMPLIANCE COMMITTEE**

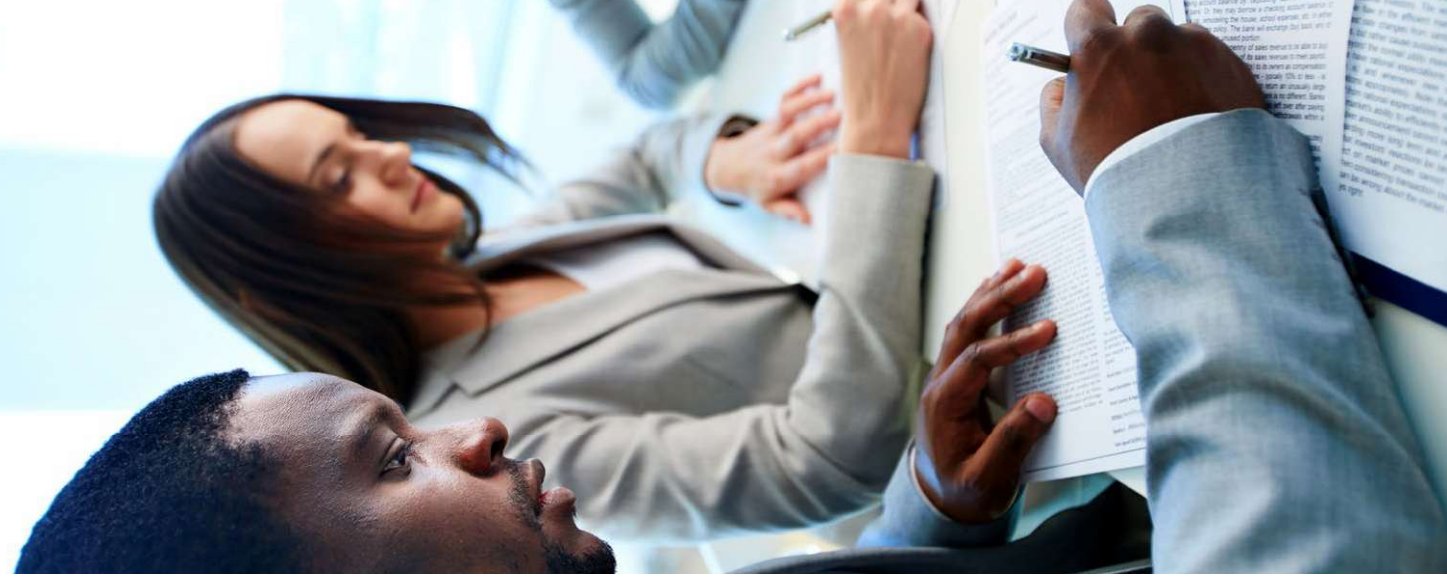
The Compliance Committee possessing Independence and autonomy. Among other responsibilities listed below, it is responsible for implementing and enforcing this Code of Conduct, as well as making final decisions on reports submitted through the Confidential Portal.

**RESPONSIBILITIES**

Article 3 - The Compliance Committee has the following responsibilities:

- (I) Monitor compliance with the Code of Conduct, Policies, Rules and Regulations of Santos Brasil by its employees, consultants, managers, directors and business partners;
- (II) Monitor the performance and results of the Corporate Risk Management, Internal Controls, and Internal Audit functions at Santos Brasil;

- (III) Receive reports from the Compliance Department within the corporate risk management function to periodically evaluate the corporate risk matrix and the established mitigation actions;
- (IV) Support the dissemination of the culture of Risk Management, Controls, and Internal Audit;
- (V) Evaluate, monitor and recommend to management the correction or improvement of the Corporate Risk Policy and any revisions, submitting them to the Board of Directors for approval;
- (VI) Annually approve the Corporate Risk Management work plan;
- (VII) Submit to CMA matters deemed relevant for the effective monitoring of corporate risks;
- (VIII) Validate the risk maps and their respective degrees of impact and probability of the risks incurred by Santos Brasil;
- (IX) Evaluate integrity reports provided by the Compliance Department and, as applicable, establish guidelines for corrective and improvement actions.
- (X) Define and manage the performance indicators of the Compliance Program;
- (XI) Adopt measures to improve the Company's Compliance Program, Po-



**RESPONSABILITIES**

CONTINUED

licies, Rules and Regulations, among other necessary actions;

(XII) Ensure that the anti-bribery management system, including the policy and objectives, is established, implemented, maintained and critically revised to adequately address the organization's bribery risks;

(XIII) Promote an appropriate anti-bribery culture within the Company;

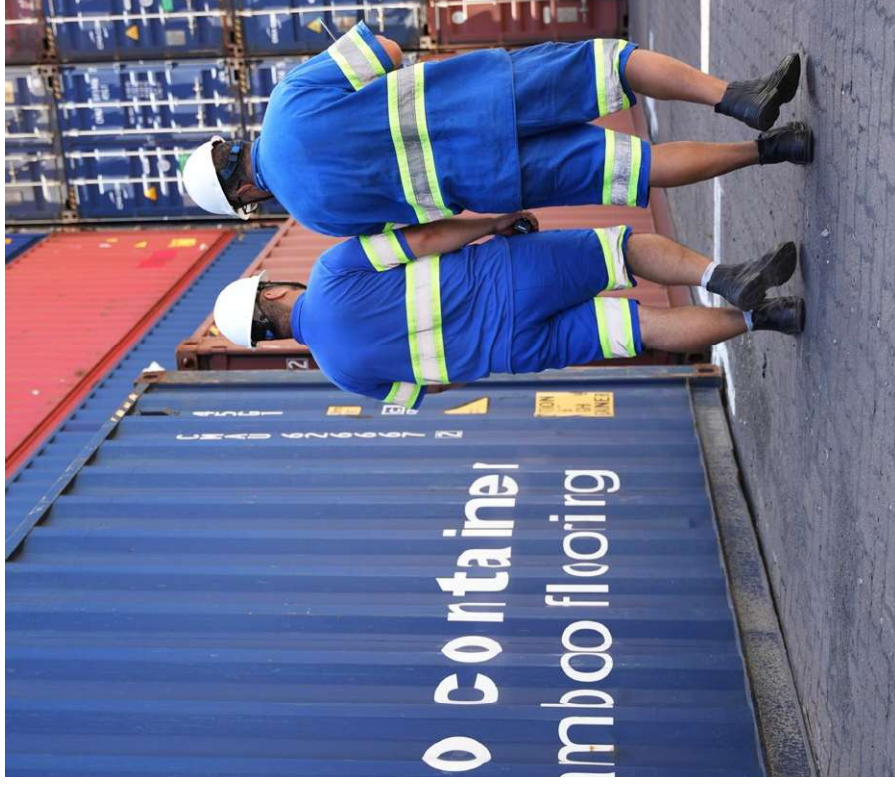
(XIV) Analyze and resolve on reports received through the Confidential Portal and implement changes or improvements to procedures as per complaints and suggestions received through the Confidential Portal;

(XV) Encourage the use of reporting procedures for suspected or actual bribery, behavioral misconduct, and other concerns, and ensure protection against retaliation for reports made in good faith or based on a reasonable belief of a violation or suspicion;

(XVI) Deliberate on issues involving Conflicts of Interests, Gifts, Presents, Entertainment and Hospitality, Interactions with government officials, and any other related matters;

(XVII) Verify compliance with formal and legal aspects related to application of the Related Parties Policy;

(XVIII) Oversee communications to Persons interested in Related-Party Transactions that were not approved;



(XIX) Analyze the penalties to be imposed on Persons that fail to duly disclose a Related-Party Transaction or who do it improperly.

(XX) Report to CMA about the activities of the Committee and the Compliance Program, whenever necessary or relevant for achieving its purpose;

(XXI) Revise and approve the Rules, when applicable;

(XXII) Analyze cases of omissions.

**COMPOSITION AND RESPONSIBILITIES**

In addition to the main duties outlined in the previous item, the composition, functioning and responsibilities of this Committee are defined in the Compliance Committee's Internal Regulations.

**PROCESSING REPORTS**

(i) The decisions issued by the Compliance Committee must be implemented without delay, and failure to comply with these decisions also constitutes a violation of this Code.

(ii) All reports received must be duly investigated first by the Compliance Department and submitted to the Compliance Committee. No conclusion will be reached prematurely, unless the facts and circumstances have been objectively investigated and assessed by the Compliance Department and its Committee.

(iii) Investigations into possible violations of Santos Brasil's Code and internal policies are confidential and must follow good practices for handling reports.

(iv) All individuals involved in the process of investigating or deliberating on non-compliance are required to maintain confidentiality, except in specific cases that must be reviewed by the Santos Brasil Legal Department.



## Disciplinary measures

- Violations of principles and guidelines in the Code of Conduct and other regulations in force at Santos Brasil are subject to disciplinary measures and punishments established in Brazilian laws. Depending on the actions committed, such violations may result in civil and/or criminal liability, fines, significant penalties and/or imprisonment determined by competent authorities. It is the responsibility of the Santos Brasil Compliance Committee to take measures that ensure the immediate cessation of violations of this Code, as well as to remedy any resulting damages. Sanctions that may be imposed within the internal environment—including warnings, suspensions, dismissals, or contract terminations—will be determined in accordance with the Consequence Management Policy, defined by the Compliance Committee, and enforced directly by the responsible departments.

For more information, see the **Consequence Management Policy**.

## Training

- Santos Brasil will provide training on this Code of Conduct and other policies of the Company to its employees, shareholders and service providers.

All employees and managers of the Company must undergo the training programs organized and offered by Santos Brasil. Failure to comply with these obligations is also considered improper conduct and against the Company's Values.

## STATEMENT OF RESPONSIBILITY AND COMMITMENT TO ABIDE BY THE CODE OF CONDUCT OF SANTOS BRASIL

The Code of Conduct of Santos Brasil represents the principles and conduct that guide the Company, demonstrating transparency and professionalism.

I hereby declare that I have received it, I am aware of the practices and rules established in this Code and I undertake to comply with and strive for its permanent compliance, as well as, in the event of an update to this document, to comply with the new guidelines imposed. I am also aware that any case of non-compliance with this Code of Conduct must be immediately reported to the Company through its Confidential Portal.

Name:.....

Employee No:.....

Unit:.....

Department:.....

Signature:.....

Date:.....

