

1. Objective

This Policy establishes the ethical and transparency guidelines and criteria for the conduct of employees, directors and third parties in relation to domestic and international public agencies while doing their work on behalf of Santos Brasil with regard to Anti-bribery and Anti-corruption practices.

2. Scope

This Policy applies to all employees of Santos Brasil and its subsidiaries, their directors and third parties.

3. Complementary Documents

- POL 001 – Code of Conduct
- POL 002 – Personnel Regulations
- POL 010 - Consequence Management Policy
- POL 012 – Compliance Policy
- POL 024 – Donation and Sponsorship
- POL 022 – Interaction with Public Officials
- POL 026 - Gifts, Presents, Entertainment and Hospitality
- IO-013 - Procurement
- Office of the Controller General – Integrity Program, Guidelines for Private Companies
- Decree-Law 2,848/1940 and its amendments (Brazilian Penal Code)
- Foreign Corrupt Practices Act (FCPA)
- Federal Law 8,666/1993 (Law on Bids)
- Federal Law 12,529/2011 (“Competition Law”)
- Federal Law 12,846/2013 (Brazilian Anti-Corruption Law)
- OECD Business Pact for Integrity and Against Corruption
- UN Global Compact
- UK Bribery Act (UKBA)

4. Definitions

4.1 Public Administration: For the purposes of this Policy, Public Administration consists of public corporations, government-controlled corporations, institutions, agencies, departments and bodies owned or controlled by the Brazilian or foreign governments and other public entities (with total or partial, direct or indirect interest or control), diplomatic representations, international public organizations including research institutions, universities and hospitals.

4.2 Public Official: The following are considered public officials:

- (i) Any public agent, whether or not an employee directly, indirectly or of any foundation pertaining to any branch of the Federal, State or Municipal Governments, the Federal District, local bodies, company incorporated into the public treasury or any entity whose formation or cost to the public treasury incurred or contributed with over fifty percent (50%) of the equity or annual revenues; as well as any leader of political party,

their employees or others acting for or on behalf of a political party or candidate for public office;

- (ii) Any public official who, even if temporarily or for no compensation, holds public office, job or function in a state body, entity or diplomatic representation of a foreign country, as well as in legal entities directly or indirectly controlled by the government of a foreign country or in international public organizations.
- (iii) For the purposes of this Policy, public officials who hold or held, in the last six months, in Brazil or foreign countries, territories and premises, important public office, positions or functions, such as presidents, governors, ministers, etc., as well as their representatives, family members and related persons will be deemed political entities.

4.3 Graft: It is the act of demanding for oneself or others improper advantage, directly or indirectly, even if while not holding office or before taking office, but based on such position.

4.4 Corruption: It is the act or effect of corrupting someone for one's own benefit or for the benefit of others in exchange for an offer, usually money. It may also be defined as public officials or private employees improperly using illegal means to obtain advantages for their own benefit.

Corruption can be identified in some categories. The most common are:

- a) Active corruption: Practiced by an individual against public administration in general and consists of offering and promising improper advantage to a public official for them to commit, omit or delay an official act;
 - b) Passive corruption: Practiced by a public official against the public administration in general and consists of asking or receiving, for oneself or others, directly or indirectly, even if while not holding office or before taking office, but due to such position, any improper advantage or accepting the promise of such advantage.
- 4.5 Fraud: Any cunning or misleading act in bad faith to harm or deceive someone, or to refrain from fulfilling a certain duty, obtaining for oneself or others improper advantages or benefits (pecuniary or not).
- 4.6 Employee: All managers, officers, members of top management, interns, apprentices and other employees of the Company.
- 4.7 Malfeasance: Crime committed by a public official against the Public Administration. It consists of delaying, failing to perform or improperly performing an official act, or practicing it in violation of an express provision of law for personal interests.
- 4.8 Kickback or Bribery: Any valuable item promised, offered, given or received with the purpose of influencing a decision or obtaining improper advantage in terms of promoting, closing or improving a business deal. E.g.: obtaining benefits during an ongoing bidding process, obtaining or approving regulatory licenses, reducing the fees/charges, approving projects, etc.

- 4.9 Third Party: Any legal entity or individual that is not an employee of Santos Brasil and who is hired by Santos Brasil to assist in its activities, such as: representatives, suppliers, consultants, partners, visa agents, customs brokers, carriers, lawyers, accountants, travel agents, lobbyists and public relations representatives, among others.
- 4.10 Influence peddling: When a person uses their privileged position in a company or entity, or one of their connections with people in positions of authority, to obtain favors or benefits for themselves or others, usually in exchange for favors or money.

5. Procedures and Responsibility

All employees, directors and third parties must comply and ensure compliance with the terms and conditions of this Policy, as well as any other applicable Anti-Bribery law. In addition, they must also commit in the same way to satisfy the Anti-Bribery system requirements without prejudice to compliance with the Brazilian Anti-Corruption Law 12,846, of August 1, 2013 and other related laws.

As per article 5 of Law 12,846/2013, harmful acts against the public administration are any acts committed by legal entities that violate Brazilian or foreign public property, go against the principles of public administration or international commitments undertaken by Brazil, defined as follows:

- I - promote, offer or give, directly or indirectly, improper advantage to a public official or third party related to them;
- II – demonstrably finance, fund, sponsor or in any way promote the commission of illegal acts established in law;
- III – demonstrably use individual or legal entity conduit to conceal or dissimulate the real interests or identity of the beneficiaries of the acts committed;

For the purposes of this Policy, the actions described below constitute infraction, which involve unlawful enrichment by benefiting from any improper advantage for holding a position, office, function, job or activity, particularly:

- I – Receive, for oneself or others, money, personal or real property or any other economic advantage, directly or indirectly, as commission, percentage, gratuity or gift from someone who has direct or indirect interest that may benefit or be supported by any action or omission in connection with the duties of the public official;
- II – Receive economic advantage, directly or indirectly, to facilitate the acquisition, exchange or lease of personal property or real estate or the contracting of services from public officials at a price above market rates;
- III – Receive economic advantage, directly or indirectly, to facilitate the sale, exchange or lease of public property or the provision of service by a state entity at a price below market rates;

IV – Use, in a private construction or service, vehicles, machinery, equipment or material of any nature, owned by or at the disposal of any public officials, as well as the work of public servants, government employees or third parties contracted by these entities;

V – Receive economic advantage, directly or indirectly, of any nature, to tolerate the exploitation or practice of gambling, soliciting, drug trafficking, smuggling, usury or any other illegal activity, or accept promise of such advantage;

VI – Receive economic advantage, of any nature, directly or indirectly to make a false statement on mediation or evaluation of public works or any other service, or on the quantity, weight, measurement, quality or characteristics of goods or assets supplied to any public official;

VII – Offer employment, commission or provide consulting or advisory services to any individual or legal entity whose interest may benefit from or be supported by any commission or omission resulting from the duties of a public official during the duty;

VIII – Receive economic advantage to intermediate the release or investment of public funds of any nature;

IX – Receive direct or indirect economic advantage, of any nature, to omit any official act, measure or statement that one is required to make;

X – Incorporate, by any form, into one's property any assets, income, funds or amounts that are part of the property of public officials;

XI – Use, for one's own advantage, assets, income, funds or amounts that are part of the property of public officials;

5.1 Bribery and Payment of Kickback

All employees, directors and third parties are prohibited to promise, offer, make, authorize, induce and / or grant a bribe, an undue advantage, gifts, entertainment or items of value for public agents, clients, third parties or others with the objective of influencing decisions or aiming at any form of gaining personal advantage, equity or off-balance sheet, directly or indirectly.

Similarly, employees, directors or third-party representatives of the Company are also prohibited to accept any kind of benefit or advantage that could corrupt or influence their business decisions.

The Anti-Corruption Laws establish not only fines for those that effectively pay the bribe, but also for those that encourage its payment, such as, for example: person that approved, via the system or not, the payment of bribe, person who accepts an invoice issued illegally.

Employees or third parties that provide services to Santos Brasil will not be held liable for delayed or lost business deals for refusing to pay bribe.

Any suspicious act or act whose legitimacy and legality are questionable should be immediately reported to the Confidential Portal or the Compliance Area for verification / guidance on the case.

5.2 Corruption

Similarly, the Company prohibits any initiative related to the creation of processes intended for the practice of corruption or harmful acts against public administration, such as:

I – Use of Company funds for paying contributions, gifts or illegal entertainment activities or any other illegal expense related to political activity;

II – Make any illegal payment, directly or indirectly, to employees or public officials, political parties, politicians or political candidates (including family members), whether Brazilian or foreign;

III – Take action to facilitate an illegal offer, payment or promise to pay, approve the payment, donation of money, property, gift or any other valuable item, directly or indirectly, to any government official (including any government official or public official of a government or entity owned or controlled by an international government or public organization or any person acting as government representative or candidate of a political party) to influence any political action or obtain improper advantage in violation of applicable law;

IV – Commit acts to obtain or maintain a business deal, transaction or improper commercial advantage;

V – Make any payment or take any action that violates the Anti-Corruption Law or any other Anti-Bribery applicable law;

VI – Practice corruption, pay kickbacks, bribes or obtain any other improper advantage, as well as influence the payment of any illegal amount.

5.3 Financial Management

The Company prohibits any initiative related to the creation of processes for the concealment of illegal money or money laundering, such as:

I – Slush fund;

II – Unusual forms or complex standards of payment;

III – Unusual transfers from/to countries not related to the transaction;

IV – Tax evasion;

V – Money laundering;

VI – Transactions involving places previously associated with money laundering or tax evasion;

5.4 Facilitating Payments

The Company prohibits any offer, promise, authorization and making of Facilitating Payments.

5.5 Bidding Processes and Government Contracts

All acts related to the participation of Santos Brasil or its associate companies in bidding processes or execution of contracts with the Government, including for obtaining authorizations, licenses, permits, concessions and others, even if intermediated by third parties that carry out activities for the Company, must comply with the laws on the prevention of corruption and other harmful acts against the Brazilian or foreign governments.

The following are considered harmful acts against the Public Administration when carried out by the Company or an individual in connection with bidding processes or government contracts:

I - Thwart or swindle, through adjustments, arrangement or any other device, the competitive nature of a public bidding process.

II – Hinder, disturb or swindle any act of a public bidding process;

III – Eliminate or attempt to eliminate a bidder by means of fraud or offering of any kind of advantage;

IV – Defraud a public bidding process or contract resulting therefrom;

V – Create, fraudulently or illegally, a legal entity to participate in a public bidding process or enter into a government contract;

VI – Obtain improper advantage or benefit, in a fraudulent manner, related to amendments to or extension of contracts with the Public Administration, without legal authorization, in the invitation to bid or the respective contractual instruments; and

VII – Manipulate or defraud the economic and balance of the contracts with Public Administration.

The Company prohibits any act that adversely affects the competitive nature of the bidding process or which aims to **award the contract to the detriment** of the bidding procedures and the other bidders.

Likewise, Santos Brasil prohibits the **offer of any advantage to the Government** will be admitted for obtaining authorizations, licenses, permits, concessions and others, as well as in the context of inspection or investigation procedures conducted by public agencies such as the Federal Revenue Office, the Brazilian Institute of Environment and Renewable Natural Resources (IBAMA), São Paulo State Environmental Company (CETESB), Municipal Governments, and others. Creating difficulties or interfering in the work of public officials is forbidden as well.

Employees, directors or third parties must refrain from entering into contractual amendments solely intended to obtain economic, commercial or personal advantage, for themselves or the Company.

Informal agreements with public officials and/or politically exposed persons involved in the processes of interest to Santos Brasil should be avoided, such as bidding or concession processes of any nature. Technical and/or contractual issues should be discussed in a

formally scheduled meeting attended by at least two (2) Company employees and, whenever possible, minutes should be prepared with the transcription of the discussions held and key decisions taken.

Employees or third parties who, while performing their functions, interact with public officials of the Legislative or Judiciary branches, Notary Offices, Municipal Governments and Local District Governments or any other body must comply with the **Policy on Interaction with public officials**.

The Company prohibits the adoption of any procedure or method for obtaining documents or information of interest to the Company that does not comply with this Policy or the **Policy on Interaction with public officials**.

Exceptionally and in case of the company provide any service to a public agent or institution, it will be necessary to be conducted a verification and attestation process to prove the proportionality and reasonability of the payments made to these representatives, public agents, designees or any other person or organization. These situations must be previously shared and analyzed by the Compliance Area and when necessary, by the Compliance Committee.

5.6 Gifts, Presents, Entertainment and Hospitality

All employees, directors and third parties are prohibited promise or offer gifts, entertainment or items of value for public officials, clients, third parties or others with the objective of influencing decisions or aiming at any form of gaining personal advantage, equity or off-balance sheet, directly or indirectly.

For more information on the subject, refer to the **Policy on Gifts, Presents, Entertainment and Hospitality**.

5.7 Donations/Contributions and Sponsorships

All donations, contributions and sponsorships must comply with the **Policy on Donations and Sponsorships**.

5.8 Contracting Third Parties

The policy of Santos Brasil is to conduct business with third parties who have unblemished reputation and integrity, and are technically qualified.

The Company prohibits contracting third parties that have been referred or recommended, formally or informally, by public officials, as well as third parties influencing public officials on behalf of Santos Brasil.

For contracting third parties, both the Company and the partners of such third party must be consulted on reputational aspects (e.g.: if there is any ongoing lawsuit or conviction related

to corruption), especially for third parties contracted to negotiate with the government, seek any government action or any other legal activity involving interaction with public officials.

All contractors must adhere to and comply with the guidelines of Santos Brasil on anti-corruption and anti-bribery practices. When signing the agreement, the third party must express their acceptance of the anti-corruption clause that is part of the general contracting guidelines and will be part of such agreement, and whose violation will envisage the termination of the contract for breach of contract.

Once a third party is contracted, the manager responsible for such contractor will be in charge of monitoring their activities, always vigilant about any warning signs or violation of this Policy and any other applicable anti-corruption and anti-bribery laws.

Santos Brasil prohibits its employees, directors or third parties to commit with corruption or bribery practices on its behalf.

5.9 Maintenance of accurate records and accounting

Santos Brasil undertakes to maintain detailed books, records and accounts accurately reflecting all the transactions of the Company. All transactions must be transparent, documented and classified correctly in ledger accounts that accurately reflect their nature.

Under no circumstance will a false or misleading document be registered in the books of the Company.

All recorded assets must be checked against existing assets within reasonable periods of time and corrective measures must be taken if any difference or mistake is identified.

Any suspected or confirmed manipulation of books and records, concealment of payments or any other irregularities must be reported immediately via Confidential Portal, for proper investigation.

5.10 Mergers and Acquisitions

In all cases where Santos Brasil seeks new opportunities through consolidation, merger or acquisition of another organization, an in-depth and detailed due diligence process must be performed for the company being acquired, and anti-corruption and anti-bribery clauses should be added to the agreement formalizing the transaction.

If any violation or risk related to the anti-corruption guidelines is identified during the due diligence process, the Compliance Area and the Legal Department should be promptly notified.

After the consolidation, merger or acquisition is formalized, the Compliance and other areas of Santos Brasil will implement a project for integrating this "new organization" with the Compliance culture of Santos Brasil.

5.11 Money Laundering

Santos Brasil prohibits initiatives related to Money Laundering.

5.12 Analysis of processes associated with the risk of corruption

In order to allow achieving the company's Anti-bribery objectives, risk analyses must be conducted whenever necessary to support the implementation of new processes or the improvement of current processes and procedures with the regard to combat corruption. Santos Brasil is committed to implement mechanisms to evaluate the effectiveness of its anti-corruption processes and procedures with the aim to implement corrective and/or preventive measures, as well as continual improvement of its anti-bribery management system.

5.13 Review and Update of the Anti-corruption Guidelines and Policies

The Anti-corruption and Anti-bribery policies and guidelines must be reviewed at least once a year or in a shorter period in case of any regulation or guidance update.

5.14 Liability and Application of disciplinary provisions

Breach of principles and guidelines contained in Code of Conduct, as well as this Policy and any other current regulation are subjected to the application of disciplinary provisions and sanctions according to the Brazilian laws, which may result in civil or criminal liabilities, fines, relevant penalties and/or prison to be conducted by the competent authorities.

Disciplinary provisions that are liable to be applied in the internal environment shall take into account the current Consequence Management Policy as a guidance and will be defined by Compliance Committee.

Santos Brasil encourages its employees, consultants, administrators, suppliers and third parties to report any misconduct in disagreement with the Company's Code of Conduct, Policies, Regulations, Rules and Procedures.

In case you become aware of any real or potential violation of (i) the Code of Conduct; (ii) any policy, regulation, rule or applicable procedure and (iii) any national or foreign related law, specially the Anti-corruption and any other Anti-bribery related law, you must immediately report it to the Santos Brasil Hotline or directly to the Compliance Area.

The Company is committed to protect against retaliation any whistleblower that acting in good faith reports any violation, suggestion, complaint, doubt or any individual which is supporting an investigation process, including, but not limited to: suspension, harassment, threats, intimidation, duress, loss of benefits, dismissal or any other act of discrimination or punishment.

5.15 Responsibilities

5.15.1 All employees, directors and third parties are responsible, on behalf of Santos Brasil:

- To read, understand and strictly comply with all guidelines and obligations established in this Policy;
- Always seek guidance from the Compliance Area if they have any questions about compliance with this Policy or need further clarification;
- Report violations of this Policy via the Confidential Portal.

5.15.2 Apart from the aforementioned guidelines, those responsible for contracts with third parties must:

- Ensure that such contractors are aware of and comply with the rules envisaged in this Policy while carrying out their activities on behalf of Santos Brasil.

5.15.3 Responsibilities of the Compliance Area:

As a Second Line of Defense area, acting under the Legal organizational structure and directly reporting to the Santos Brasil Compliance Committee, the Compliance Area has the necessary Authority, Competence and Independency to conduct the Compliance and Anti-bribery System Management. Makes part of its responsibilities:

- Ensure that the rules of this Policy are observed by all employees and directors;
- Disseminate the culture of ethics and transparency in the Company;
- Advise employees, directors and third parties on questions related to compliance with this Policy.
- Periodically conduct bribe and corruption risk analyses, as well as effectiveness analysis of the Anti-bribery Management System
- Investigate complaints of violations or hire specialized companies to conduct the investigation regarding the violation of the guidances contained in this policy.

5.15.4 Responsibilities of the Compliance Committee:

- Analyze and apply disciplinary measures when necessary and in case of any violation of this Policy and its Guidances, as well as conduct any other necessary measure in case of any communication with authorities, civil or criminal penalties, among others measures.