

# **VOTORANTIM**

## **ANTI-CORRUPTION POLICY**

Approved at the Board of Directors' meeting held on August 29<sup>th</sup>, 2024  
Public

**SUMÁRIO**

**1. OBJECTIVE..... 3**

**2. SCOPE ..... 3**

**3. REFERENCES ..... 3**

**4. DEFINITIONS ..... 3**

**5. GUIDELINES ..... 5**

**6. RESPONSABILITIES..... 13**

**7. ANNEXES..... 14**

## **1. OBJECTIVE**

The objective of this Anti-Corruption Policy is to establish guidelines for the actions and conduct of the Leadership and other Professionals of Votorantim S.A. (Votorantim) and, as applicable, of Third Parties, when dealing with national and international public agents and bodies in the conduct of their work on behalf of Votorantim.

This Policy encompasses guidelines for compliance with applicable legislation, in addition to considering best governance practices regarding anti-corruption measures in Brazil and worldwide. Thus, it constantly seeks to ensure the highest standards of integrity, aligned with transparency in processes and business sustainability.

## **2. SCOPE**

This Policy will equally apply to the Leadership and Professionals of Votorantim and should serve as a reference for Third Parties and Companies Controlled by Votorantim. This Policy is available on Votorantim's institutional website and is widely spread internally and externally.

## **3. REFERENCES**

This Policy should be read and interpreted accordingly with Votorantim's Code of Conduct and other general administrative policies.

## **4. DEFINITIONS**

The terms listed below, when used in this Policy, have the following meanings:

**Public agent:** the political agent, the public servant, and anyone who exercises, even temporarily or without remuneration, by election, appointment, designation, contract, or any other form of investiture or bond, mandate, position, employment, or function in direct or indirect public administration, both private law (public company, mixed-capital company, or public foundation under private law) and public law (autarchy,

public foundation under public law, and public association), in Brazil or abroad, including international organizations.

**Administrative contract:** it is an agreement between public administration entities and private individuals, in which there is an arrangement to form a bond and specify reciprocal obligations.

**Public agent relative:** means any of the following relationships: son, daughter, stepson, stepdaughter, grandson, granddaughter, father, mother, stepfather, stepmother, grandfather, grandmother, spouse, partner, brother, sister, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, including adoptive relationships; as well as partners or administrators in a business company with a public agent.

**Corruption:** it is the abuse of power entrusted to a party to obtain undue advantages, for oneself or another, in a specific relationship with a public or private counterpart. It can appear in the forms of bribery, influence peddling, fraud, extortion, facilitation payments, nepotism, among other behaviors.

**Controlled Companies:** any entity that is, directly or indirectly, controlled by Votorantim. For the purposes of this definition, control means: (i) ownership of more than 50% (fifty percent) of the voting capital or (ii) the exercise of shareholder rights, including through shareholder agreements and/or voting agreements, which permanently ensure (a) the majority of votes in the general meeting or partners' meeting, (b) the power to elect the majority of the administrators, or (c) the direction of social activities.

**Bidding:** it is the process through which the Public Administration contracts construction works, services, purchases, and disposals.

**Leadership:** members of the Executive Board and the Board of Directors, and advisory committees.

**Politically Exposed Person (PEP):** individuals who hold prominent public positions, their immediate family members, and close associates, as defined and published by the Comptroller General of the Union (CGU) and the Council for Financial Activities Control (COAF), in addition to open sources and public and private databases.

**Professionals:** individuals duly hired and registered in accordance with applicable labor laws.

**Third Parties:** any person, individual or entity, with whom Votorantim maintains a legal, commercial, or institutional relationship, or who may act on its behalf, in its interest, or for its benefit.

Insignificant value: the value is small enough, either in monetary or frequency terms, to not be perceived as something that could influence or has influenced inappropriately the judgment or decisions of the recipient.

**Undue advantage:** it is the advantage or favor in any form that is not authorized by law, Votorantim's internal policy, or contract, such that it would not be obtained through lawful or honest means.

## 5. GUIDELINES

### 5.1 General Guidelines

Votorantim is committed to maintaining integrity in all its businesses and preventing unlawful acts often associated with corruption, such as fraud and money laundering.

Leadership, Votorantim Professionals, and Third Parties must not give, offer, promise, or insinuate to any public agent or related individuals any undue advantage, monetary or otherwise, nor suggest that the matter will be brought to the company's management, regardless of objectives, intentions, or benefits received by Votorantim.

Leadership, Votorantim Professionals, and Third Parties should avoid any behavior that may appear illegal or contrary to the company's values, distancing themselves from environments and situations that may give this impression to third parties.

Votorantim's Leadership and Professionals should avoid meetings with public agents without being accompanied by another company representative. Preferably, meetings should take place during business hours and always in appropriate locations, such as company premises or public offices, avoiding the use of hotels, restaurants, or other places that may give an impression of informality.

### 5.2 Gifts and presents

No gift may be offered, promised, given, or received, directly or indirectly, to any Public Agent or their Relatives with the aim of influencing decisions or actions of public administration.

When the use of gifts is appropriate, only institutional gifts containing the company's logo and of insignificant value may be offered. The recurrence of courtesy exchanges

and exclusivity are relevant factors in determining the appropriateness of the courtesy.

It is essential that Leadership and Votorantim Professionals maintain records related to gifts and presents in the Compliance platform. The data must include information such as unit cost, circumstances of the offer, and, when possible, benefiting public agents. Providing false or misleading information, or knowingly neglecting information, may result in disciplinary actions against Leadership, Votorantim Professionals, and Third Parties according to the Code of Conduct.

### **5.3 Entertainment and Hospitality Benefits**

Leadership, Votorantim Professionals, and Third Parties are prohibited from, directly or indirectly, giving, promising, or offering any kind of entertainment or hospitality benefits to public agents and their relatives. Exceptions to this rule must be discussed and approved in a timely manner by the competent director and the Compliance area. Such exceptions must be recorded on the Compliance platform, including information on the cost, circumstances of the offer, and benefiting public agents or bodies.

### **5.4 Facilitation Payments and Urgency Fees**

Facilitation payments are relatively small amounts paid illegally to public agents to expedite routine official procedures that citizens are already entitled to. Although allowed in a few countries, Votorantim prohibits its Leadership, Professionals, and Third Parties from making facilitation payments. Brokers and representatives of Votorantim must be aware of this prohibition and carry out their activities in compliance with current legislation.

On the other hand, urgency fees are legitimately charged by public agencies and through institutional means and may be collected to allow the adoption of routine procedures. In this case, payments must be made according to Votorantim's internal procedures, with the value, justification for their realization, and the Leadership or Professional who authorized the payment being duly recorded.

### **5.5 Donations and Political Contributions**

Votorantim does not make donations or political contributions, nor does it allow the use of the company's resources, space, and image for political or electoral purposes. According to the Code of Conduct, Leadership, Professionals, and Third Parties are responsible for assessing potential conflicts of interest that may arise from the formal and private support they wish to give to political candidates and parties. They must avoid any conduct that might appear to be a donation or political contribution on behalf of Votorantim, even outside election periods.

If Leadership or Professionals decide, based on their conflicts of interest assessment, to proceed with the intended electoral donation, this stance must be informed to the compliance department if the donation exceeds the value of the current minimum wage in the election year, ensuring pertinent confidentiality.

## **5.6 Social Responsibility, Social Contributions, and Sponsorships**

Votorantim is committed to the economic and social development of the communities in which it operates. As such, it supports social responsibility initiatives, including social projects in the areas of Education, Labor, Culture and Sports, and Social Justice, by making donations and sponsorships aligned with its social investment and brand strategy.

If Leadership or Professionals intend to undertake such initiatives on behalf of Votorantim, they must follow internal procedures and coordinate actions with the Compliance and Legal departments, as well as the Votorantim Institute, when applicable.

To ensure that these operations do not facilitate money laundering or any other type of illegal activity, Votorantim conducts due diligence to verify compliance with legal requirements and identify any significant exposure to risks related to illegal activities and conduct contrary to the company's values.

Internal departments responsible must conduct the necessary due diligence to determine if the beneficiary institution is related to a Public Agent or Politically Exposed Person (PEP), given the inherent risks and repercussions, which should be included in the pertinent information for decision-making regarding the donation or sponsorship. Votorantim does not make cash donations nor transfers funds directly to individuals. Exceptions must be evaluated by the Legal and Compliance departments.

Contracts formalizing the donations, contributions, or sponsorships carried out under this policy must necessarily include clauses that impose the beneficiary's commitment to the correct application of funds, under penalty of sanctions, including contract termination, in case of non-compliance.

All records related to donations and sponsorships must be complete, accurate, and duly verified, proving the destination of the funds, as formalized and submitted on the Compliance platform.

### **5.6.1 Donations**

No donation offered or made by Votorantim should aim to unduly influence the decisions of Public Agents or satisfy the private interests of any member of Leadership, Votorantim Professionals, or Third Parties. Votorantim aims for the highest standards of social responsibility, and, in this sense, all supported projects must align with the commitment to fostering economic and social development in the communities in which it operates.

### **5.6.2 Sponsorships**

Sponsorships will be limited to legitimate commercial events aligned with the activities and businesses conducted by Votorantim Companies and/or cases where some type of benefit to the community is proven, such as support for cultural, educational, assistance, sports, and other initiatives. Sponsorships must be formally established with a clear benefit to Votorantim. Sponsorships involving foundations or any entities linked to individuals who are or have been public agents and their associates must be evaluated by Compliance and Legal departments and approved by the director responsible for the demand.

## **5.7 Participation in Bidding Processes and General Relationships with the Public Sector**

Public administration acts must follow the principles of legality, impersonality, morality, publicity, and efficiency. In this sense, meetings with public agents must primarily have an institutional and technical character and comply with the due legal processes.



Whenever interacting with public agents in the context of bidding, concessions, privatizations, or any other form of public contracting, Votorantim Leadership, Professionals, and Third Parties must act with transparency, professionalism, strict ethical standards, and ensure proper records in public agendas, when required by law. Interactions must also be registered on Votorantim's Compliance platform and contain information such as date, people involved, agenda, among other pertinent data. Registration is waived for ordinary meetings with representatives of public or mixed-capital companies that share control of companies with Votorantim, as long the interaction relates to the common business.

Votorantim advocates for fair competition and does not endorse any manipulation, fraud, price fixing, breach of confidentiality, or any other type of collusion among bidders. The same commitment to integrity and fair competition must be practiced in private tenders and in any interaction with competitors.

Third parties representing Votorantim in bidding processes, concessions, and privatizations must follow the same ethical standards.

## **5.8 Hiring Public Agents, PEPs, and Their Associates**

The hiring of Public Agents, Politically Exposed Persons (PEP), and their Associates for Votorantim's workforce, regardless of position or role, can be considered a form of favoritism and subject the company to legal sanctions. Therefore, the person responsible for hiring, upon becoming aware of the candidate's status as a Public Agent, PEP, or related individual, must inform the Compliance and Human Development and Organizational (DHO) areas about this circumstance in advance. In all cases, it is the responsibility of the DHO, with the support of the Compliance department, to verify whether the candidate is or has been a public agent and to check if they are considered a PEP.

The result of the investigation should be reported to the hiring manager with the appropriate indication of risks and possible alternatives. If the hiring proceeds, the person responsible for the vacancy must acknowledge the risks and present a formal and technical justification for the hiring, which should be filed in the hiring process.

## **5.9 Mergers and Acquisitions Procedures**

Votorantim must adopt a due diligence procedure before the consummation of a merger and acquisition transaction, aiming to timely analyze the risks related to the target company. To identify possible involvement in acts of corruption or other legal violations, it is necessary to assess the existence of public agents, PEPs, and their associates in the corporate structure, as well as the history of implementation and effectiveness indicators of their respective compliance programs.

If indications of irregularities are identified, the competent internal areas and Compliance must conduct more detailed investigations to understand whether the company has resolved such issues and to provide support for the decision on whether to proceed with the merger and acquisition process.

After the conclusion of the corporate transaction, it is necessary to evaluate the need for adjustments to the integrity program in place, depending on any vulnerabilities, its governance, and the areas of operation of the new company. Whenever applicable, Votorantim should act through governance to influence the companies in which it invests to adopt effective integrity programs.

## **5.10 Accounting Controls**

Votorantim maintains an internal accounting control system that requires Leadership and its Professionals to make and maintain detailed records accurately, reflecting the company's operations and the disposition of its assets. False, misleading, or incomplete entries in such records or other documents are strictly prohibited.

Funds or accounts that are not disclosed or recorded cannot be established, regardless of the reason. The fixed assets of Votorantim Companies must be regularly reconciled with the accounting assets.

Expenses incurred by Votorantim's Leadership, Professionals, and Third Parties must be justified and evidenced by a detailed description of activities and original invoices or receipts that reflect the amounts spent.

Both the submission and the conscious acceptance of false records, invoices, receipts, and/or bills are strictly prohibited and may result in sanctions, including contract termination and legal action against the person(s) involved.

## **5.11 Third-parties**

Votorantim conducts its activities according to the highest standards of ethics and integrity and seeks to do business with Third Parties that are honest, qualified, and of high integrity. Processes for contracting and negotiating with Third Parties must aim for a balance between quality, costs, opportunity, risks, and reputation, with Leadership and Professionals prohibited from offering, demanding, requesting, or receiving undue advantage from Third Parties with the purpose of performing or omitting an act on behalf of Votorantim.

Before assuming any contractual obligation, and considering the associated risks, due diligence of the Third Party must be conducted, as well as subsequent monitoring of their activities.

For the effectiveness of this policy with Third Parties, contracts signed must contain a specific clause regarding compliance with anti-corruption standards, as per Annex A, thereby mitigating some of the risks of corrupt acts by Third Parties related to Votorantim. Revisions to the standard clause can only be made following an evaluation by the Legal and Compliance departments and approved according to previously established thresholds.

Furthermore, Third Parties must provide a declaration confirming that they have received, read, understood, and commit to complying, for the purposes of fulfilling obligations assumed before Votorantim, with the guidelines of this Policy.

Without prejudice to the other formalities outlined in the policies adopted by Votorantim for the procurement of products or services, if the service provider has partners who are Public Agents, PEPs, or related parties, the internal areas responsible for the procurement must formally present to the Compliance department the justification for the hiring, highlighting the technical characteristics of the procurement, so that the determining factor for its completion is documented, for possible analysis of misconduct or purpose within the contract.

Third Parties indicated by public agents and their correlates should not be contracted by Votorantim.

## **5.12 Training and communication**

Leadership and Votorantim Professionals must undergo anti-corruption training at least once a year, which can be conducted in person, hybrid, or virtually, as demanded by the Compliance department. The development and execution of training should consider periodic risk reviews and company demands.

Based on risk analysis, Votorantim may request Third Parties to undergo training on topics such as ethics, integrity, Human Rights, among others, including anti-corruption.

## **5.13 Violation of Law or Policy**

### **5.13.1 Violations**

Failure to comply with this Policy can expose Votorantim to a series of risks, in addition to possible civil and criminal consequences against those who commit any misconduct. Potential violations will be investigated by the Compliance department and, depending on the severity, Votorantim may report the facts to public authorities and apply disciplinary measures, as per the Code of Conduct.

In addition to the timely application of consequence management, the Compliance department must work to mitigate risks, review controls to ensure their effectiveness, and reinforce training, communications, and individual guidance as part of the incident response process.

### **5.13.2 Duty to Report**

All Votorantim Leadership, Professionals, or Third Parties who know or suspect the real or imminent occurrence of any violation of this Policy must report it to the Legal or Compliance department, directly, or through the Ethics Hotline.

The Votorantim Ethics Hotline, available 24 hours a day at the phone number 0800 300 4525 (Brazil) or 0800 80414 (Peru), or on the website [URL], is a secure means of reporting policy violations to the Compliance department. The Ethics Hotline ensures the confidentiality of the reported information as well as the anonymity of the users. All reports are received by an independent third-party company and are handled and investigated with due autonomy and confidentiality by the Compliance department.

Votorantim does not tolerate any act of retaliation against anyone who, in good faith, reports suspicions of violations of law, ethics, or its guidelines.

Questions regarding applicable legislation or interpretation of this Policy should be clarified with Votorantim's Legal or Compliance departments, which can be contacted at: [compliance@votorantim.com](mailto:compliance@votorantim.com).

## **6. RESPONSABILITIES**

The Board of Directors of Votorantim S.A. is responsible for approving modifications to the guidelines and text of this Policy and, together with the Executive Board, receiving periodic reports from the Compliance department to supervise the application and compliance with this Policy.

Each member of the Executive Board, within the scope of their role in the governance bodies of Votorantim's controlled companies, is responsible for supporting and encouraging the adoption of the best anti-corruption practices, including approving and updating the respective Anti-Corruption Policies.

The Compliance department of Votorantim S.A. is responsible for addressing questions about the application of this Policy; proposing updates and modifications to the Board of Directors; receiving and managing reports submitted to the Ethics Hotline; guiding Votorantim's areas regarding compliance risks, especially in contracting third parties and merger and acquisition operations; approving, together with other internal areas, donation and sponsorship projects; disseminating the Anti-Corruption Policy; training Leadership, Votorantim Professionals, and, when necessary, Third Parties; periodically and systematically assessing corruption risks at Votorantim and proposing mitigation activities; periodically reporting the main application and compliance indicators of this Policy to the Executive Board and the Board of Directors.

The Legal department is responsible for approving, together with other leaders, donation and sponsorship projects; ensuring that all Votorantim contracts include the standard anti-corruption clause, or an equivalent negotiated with the counterparty; and receiving, together with the Compliance department, reports of potential occurrences of corruption.

## 7. ANNEXES

### ANNEX A – INTEGRITY AND ANTI-CORRUPTION CLAUSE

1. The Parties declare that, on the date of signing this Contract, they comply with national and international laws to which they are subject, as well as national and international laws aimed at combating or mitigating risks related to corrupt practices, harmful acts, infractions, or crimes against economic or tax order, "laundering" or concealment of goods, rights and values, against public administration, national or foreign, including, without limitation, illicit acts that may entail administrative, civil, or criminal liability under Laws No. 8.137, of December 27, 1990; No. 8.429, of June 2, 1992; No. 8.666, of June 21, 1993 (or other public procurement and contract regulations); No. 9.613, of March 3, 1998; No. 12.529, of November 30, 2011; and No. 12.846, of August 1, 2013, which must be respected by the Parties throughout the term of this Contract.
2. None of the Parties may, in violation of applicable law, directly or indirectly, make any offer, payment of any amount, or offer, gift, promise to give, or authorize anything, to any public official, any political party or its employee, any candidate for political office or person directly or indirectly connected to them to obtain an undue advantage.
3. Additionally, the Parties must observe and comply with VOTORANTIM's Code of Conduct and Anti-Corruption Policy, available on the website [www.votorantim.com](http://www.votorantim.com), which the CONTRACTOR declares to know, including, without limitation, combating corruption, preserving the environment, complying with health and safety standards at work, and conducting their businesses sustainably, as well as respecting consumers, employees, service providers, and communities where the parties operate.
4. The CONTRACTOR declares adopting an integrity program, structured, applied, and updated according to the characteristics and risks of its activities, under Decree No. 11.129, of July 11, 2022, to ensure full compliance with the applicable legislation.
5. Any violations of this clause may be reported to VOTORANTIM's Ethics Hotline at 0800 300 4525 (Brazil) or 0800 80414 (Peru) or on the website [URL]/.
6. The CONTRACTOR must immediately inform VOTORANTIM if it is or becomes involved, directly or indirectly, in investigations or administrative or judicial

proceedings for acts harmful to the national or foreign public administration, without prejudice to the possibility of immediate termination of this Contract, regardless of prior notice, at VOTORANTIM's discretion.