 ecoRODOVIAS	NORMATIVE INSTRUCTION	Number NI / 2022 / 012
INTERACTING WITH GOVERNMENT OFFICIALS		

1. CONSIDERATIONS AND OBJECTIVES

This Normative Instruction on Interacting with Government Officials (“Normative Instruction”) establishes the principles, guidelines and rules to be observed in relations between Employees of the EcoRodovias Group (“EcoRodovias”) and Government Officials.

2. SCOPE

The provisions herein apply to all Employees across all units of EcoRodovias.

This Normative Instruction will be in force for two (2) years, when it must be revised by the Compliance & Governance Department. It may also be revised at any time, whenever new risks are identified.


This Normative Instruction comes into effect on this date and **revokes EcoRodovias Normative Instruction NI/2020/026 – Interacting with Government Officials.**

São Paulo, March 31, 2022.




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Chief Financial and
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Chief Legal Officer

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1. DEFINITIONS

- Anti-Corruption and Anti-Bribery Laws: these include all and any applicable anti-corruption and anti-bribery laws, including, but not limited to, the Anticorruption Law (Law 12,846/2013), its regulatory presidential decree (Federal Decree 8,420/2015), the Brazilian Penal Code, the Law on Office Administrative Misconduct (Law 14,230/2021), ABNT standard NBR ISO37001 and the Law on Administrative Bid and Contracts (Law 8,666/1993 and Law 14,133/2021).
- Competitors: companies operating in the same business segment as EcoRodovias. For the purposes of this Normative Instruction, Competitors also includes those providing consulting services in bidding processes for companies that compete with EcoRodovias for the same services;
- Conflict of Interest: when the personal interests of an Employee conflict with those of EcoRodovias. “Personal interests” are not only the Employee’s interests, but also the interests of their closest relationships (individuals or companies).
- Corruption: to give, promise, approve or offer, directly or indirectly, money or other valuables to Government Officials with the intention of ensuring Improper Advantage for oneself or for EcoRodovias.
- Employee: includes, individually or jointly, any and all employees, interns, executive officers, administrators or directors acting on behalf of EcoRodovias;
- Ethics Portal: section in the Intranet dedicated to EcoRodovias’ Compliance initiatives.
- Government Entities: this term includes any (i) agency, body, department or subdivision or any government entity, directly or indirectly, or any foundation of the Federal, State or Municipal governments, or the Federal District, including autonomous government agencies, state-owned companies, government-controlled companies and public foundations; (ii) state-owned bodies and entities or diplomatic missions in foreign countries, of any level or branch of the government, as well as legal entities controlled, directly or indirectly, by foreign governments; and (iii) international public organizations, such as the World Bank and the United Nations. Since this concept may vary depending on the country, in case of doubts, consult the Compliance & Governance Department.
- Government Official: any person holding a public position, employment or duty,

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whether appointed or elected, even if temporarily and without compensation. These include individuals holding public position, employment or function in government entities, departments or agencies directly or indirectly controlled by the government, government-controlled companies, Brazilian and foreign public foundations, international organizations, political parties and candidates for political office in Brazil and abroad.

- **Improper Advantage:** advantage or any other benefit a person may have obtained or may obtain in the future, for themselves or for Third Parties, directly or indirectly. Improper Advantage includes, but is not limited to, cash or cash equivalents, gifts, entertainment, travel expenses and/or payment of personal expenses, lodging and food expenses.
- **Leadership Positions:** executive or corporate officers, managers and coordinators.
- **Third Parties:** any natural or legal person acting on behalf, in the interests or for the benefit of EcoRodovias, providing services or other goods, including, but limited to, agents, consultants, brokers, suppliers or other service providers, irrespective of any written contract.

2. GENERAL GUIDELINES

In addition to the general principles already mentioned in the Code of Conduct and the Normative Instruction on Anti-Corruption and Anti-Bribery, all interactions between Employees or Third Parties of EcoRodovias and Government Officials, on behalf, in the interest of or for the benefit of EcoRodovias, must comply with the following specific requirements:

- a. **Probity:** actions aimed at circumventing or improperly influencing Government Officials to do or refrain from doing any action contrary to public interest and in favor of EcoRodovias;
- b. **Language Accuracy:** the language used in all communications with Government Officials must be as accurate and technical as possible to avoid any misinterpretation on the topics addressed. Terms or expressions known to or understood only by those involved in the communication must be avoided;
- c. **Information Log:** whenever possible, any information exchanged with Government Officials during meetings or over other means of contact (e.g. in person, via

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videoconference calls, phone calls or SMS/WhatsApp messages), must be formally registered at the Ethics Portal as detailed herein;


- d. Pre-Defined Agenda: all meetings between employees of EcoRodovias and Government Officials should preferably be scheduled in advance, and the topics to be discussed, meeting venue and names of participants know in advance;
- e. Presence of more than one (1) employee: every interaction should preferably be in the presence of at least two (2) Employees of EcoRodovias;
- f. Corporate means of communication and appropriate location: all communications with Government Officials via email must take place through the corporate email of EcoRodovias used by the sending Employee and never through the personal email accounts. Furthermore, in-person interactions with Government Officials should preferably take place within the premises of EcoRodovias or in places where EcoRodovias conducts its operations (e.g. construction sites) or at the workplace of said Government Official; and
- g. Conflict of Interest: If any Employee of EcoRodovias has any relationship with Government Officials beyond the scope of their professional activities (e.g. personal, family or affective relationships), said relationship cannot interfere or influence the professional activities of the Employee or the businesses or interests of EcoRodovias. In that case, the Employee of EcoRodovias must also report the situation to the Compliance & Governance Department of EcoRodovias, as per the procedure set forth in the Normative Instruction on Conflict of Interest.

All relations with Government Officials must be based on ethics, integrity and transparency, and must comply with applicable laws, particularly Anti-Corruption and Anti-Bribery Laws, the internal policies of EcoRodovias, as well as any rules applicable to such Government Official.

3. INTERACTION WITH GOVERNMENT OFFICIALS

Relations with Government Officials may take diverse forms, such as meetings, bidding processes, inspections or other activities in the ordinary course of EcoRodovias' businesses.

All interactions between Employees of EcoRodovias or any Third Parties, on behalf or for the benefit of EcoRodovias, with Government Officials must observe, in addition to the abovementioned guidelines, the following rules:

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- a. No action shall be taken to circumvent or improperly influence Government Officials to do or refrain from doing any action contrary to public interest and in favor of EcoRodovias;
- b. Interactions that could appear illegal, i.e., any interaction that, although legal, may appear suspicious or suggest wrongdoing (e.g. meetings in parking lots of shopping malls, hotels, sending encrypted messages, etc.) must be avoided;
- c. Relations between the Employees of EcoRodovias and Government Officials whose duties are related to the businesses and activities of EcoRodovias must be of a strictly professional nature, and any personal relationship must be reported in accordance with the procedure mentioned under “General Guidelines”, item “g” above;
- d. Interactions during meals or social events in commercial establishments (e.g. lunch or dinner) are permitted, provided they observe the rules of EcoRodovias, particularly the Normative Instruction on Gifts and Presents, and must be registered in the Ethics Portal under Interaction with Government Officials.


3.1 Regulatory Monitoring and Government Relations

EcoRodovias monitors, directly and/or through Third Parties, the process of drafting bills, charters, ordinances, decisions, administrative orders and others in the legislative sphere or in administrative proceedings and/or lawsuits of its interest. Likewise, EcoRodovias may be represented before Public Entities through industry associations, labor unions and other organizations.

Irrespective of how the interaction takes place, the guidelines herein, particularly those in clause “7. Prohibited Conduct” must be observed. If any Employee or Third Party witnesses any situation in which they have questions as to the integrity and transparency of the relationship with a Public Entity, they must leave the place, if possible recording their exit in the minutes, and contact the Compliance & Governance Department immediately for advice and support for any mitigating actions.

3.2 Institutional Relations

EcoRodovias’ institutional relations efforts are related to its interactions with Public Entities. As a result of these efforts, for example, contact with Federal, State and Municipal Government Officials (e.g. congressmen, ministers, members of regulatory agencies, etc.) may be

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required.

Only Employees in Leadership Positions who are expressly authorized by an Executive Officer may interact with Government Officials in connection with the institutional relations efforts of EcoRodovias.

Accordingly, note that all interactions with Government Officials in connection with such efforts must comply with this Normative Instruction and be registered in the Ethics Portal.

3.3 Inspections by Regulatory Bodies

EcoRodovias repudiates any action that may hinder inspections conducted by regulatory bodies. Any abuse committed by representatives of regulatory bodies or questions regarding the legitimacy of the actions of a Government Official must be immediately reported to the Compliance & Governance Department of EcoRodovias through the Ethics Channel.

In case of unscheduled inspection by a Public Entity, Employees must contact their local Legal and Sustainability areas, who are responsible for accompanying and monitoring inspection activities.

3.4 Payment of Taxes, Fees and Contributions


As a company that is duly established in Brazil, EcoRodovias has fiscal and tax obligations to fulfill and may have to pay charges duly established by law and Public Entities to obtain certain services.

To ensure that there is no misuse of these taxes and fees, it is important that all Employees of EcoRodovias follow the rules established by the respective Public Entity or applicable local laws.

EcoRodovias does not admit and repudiates any improper use of amounts destined to the payment of taxes and fees, and stresses that, if there is evidence of involvement of any Employee in such misappropriation, such employee will be subject to the applicable disciplinary measures and may be sued for any damages caused to EcoRodovias and to the government.

3.5 Participation in Bidding Processes

Interaction with Government Officials before, during and after a bidding process must

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comply with the guidelines of Brazilian laws, particularly the Anti-Corruption and Anti-Bribery Laws and antitrust rules, as well as the EcoRodovias Code of Conduct and other applicable Normative Instructions, including the Normative Instruction on Bidding Processes.

EcoRodovias prohibits and repudiates any action that may interfere or fraudulently influence bidding processes, whether through improper influence over a Government Official or in agreement with a Competitor.

3.6 Obtaining Licenses

Interactions with Government Officials to obtain licenses, clearances, authorizations, permits, or to renew or regularize them, must be clear and transparent, and the payment of any fee or amount not established by law and applicable regulations is strictly prohibited.

In this regard, the Employee must immediately reject any request for any payment (e.g. “urgency fees” or “facilitation payment”) that is not established by law and immediately report the fact to the Compliance & Governance Department of EcoRodovias through the Ethics Channel.

“Urgency fees” or “facilitation payments” are those made to expedite or ensure the execution of routine and non-discretionary actions (e.g. issue of licenses, permits or authorizations, inspections or visits, etc.). EcoRodovias prohibits its Employees or Third Parties from making any such payments, except as permitted under applicable laws.


4. EMPLOYEES AND THIRD PARTIES AUTHORIZED TO INTERACT WITH GOVERNMENT OFFICIALS

Due to the nature of its business, EcoRodovias frequently interacts with municipal, state and federal governments, as well as with public agencies and Entities regarding diverse affairs.

To ensure that these interactions are always based on transparency, integrity and compliance with Anti-Corruption and Anti-Bribery Laws, EcoRodovias requires that certain issues be addressed only by duly authorized Employees or Third Parties, as per the following guidelines.

4.1 Strategic Affairs

Interactions with Government Officials involving strategic affairs must be made by Executive or Corporate Officers of EcoRodovias, who may be assisted by other

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Employees.

Exceptionally, executive officers may appoint an Employee to represent them in strategic discussions with Government Officials, provided such appointment is not habitual and made formally. In that case, it is important to clarify the absence of such executive officer in the record of interaction with Government Officials made through the Ethics Portal.

Whenever possible, there must be a rotation of the executive officers or Employees participating in such interactions with Government Officials in order to avoid improper relationships (or the appearance thereof) with Public Entities or Government Officials.

Considering the impact and significance of strategic affairs for any business, Third Parties cannot interact with Government Officials on behalf or for the benefit of EcoRodovias to address strategic affairs.

4.2 Technical and Operational Affairs

Interactions with Government Officials involving technical and operational affairs must be conducted by Employees in Leadership Positions related to the respective topic or area involved.

If necessary, Third Parties of EcoRodovias may be engaged to participate in interactions to discuss these affairs, provided they are accompanied by at least one Employee in a Leadership Position.


Technical and operational affairs include the following: (i) progress of works; (ii) interactions in hearings and courts; (iii) filings at courts or regulatory and inspection bodies; (iv) environmental licensing procedures; (v) interactions with the police; or (vi) any other interaction involving the routine issues in EcoRodovias' activities.

4.3 Inspections

All inspections must be accompanied by Employees in Leadership Positions, who may request support from other Employees or Third Parties related to the subject of the inspection.

If no Employee in a Leadership Position is available to accompany the inspection, another Employee may do so, provided they report the progress of the inspection to an Employee in a Leadership Position immediately after the inspection.

Whenever possible, there must be a rotation of Employees accompanying inspections in

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order to avoid improper relationships (even if only apparently) with Public Entities or Government Officials.

4.4 Bidding Processes

Interactions with Government Officials to discuss matters involving bidding processes must be conducted exclusively by Employees in Leadership Positions formally authorized by an Executive or Corporate Officer.

Whenever possible, there must be a rotation of the executive officers or Employees participating in such interactions with Government Officials in order to avoid improper relationships (or the appearance thereof) with Public Entities or Government Officials.

EcoRodovias believes bidding processes are an extremely sensitive matter and, therefore, must be conducted only internally. Third Parties are strictly prohibited from acting on behalf or for the benefit of EcoRodovias when interacting with Government Officials or Competitors on this matter. For more details, refer to the Normative Instruction on Bidding Processes.


5. TRAINING

All employees authorized to interact with Government Officials – whether permanently or due to the nature of their function or for a specific purpose – will receive expert training to ensure that their actions are guided by the ethical principles of EcoRodovias, as determined in the Training Matrix of PE-SI.

6. IMPROPER SOLICITATION

It is possible that, during the ordinary course of business of EcoRodovias, Government Officials solicit Improper Advantage or anything that may appear improper. In such cases, Employees must:

- a. Immediately reject the request, clearly and explicitly, and inform that such conduct is prohibited by EcoRodovias that that the request will not be fulfilled, leaving no room for any other interpretation;
- b. Avoid making any statement or reacting in any way that could give the impression that the request will be considered and fulfilled;
- c. Clarify that the regular procedures of the Public Entity to which the Government

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Official is bound must be observed; and

- d. Immediately report the case to the Compliance & Governance Department of EcoRodovias through the Ethics Channel.

7. PROHIBITED CONDUCT

Engaging in any of the conduct prohibited by this Normative Instruction may cause EcoRodovias to be held liable administratively and/or legally by Employees or Third Parties.

Note that, if an Employee or Third Party engages in any conduct that is prohibited by this Normative Instruction, even if without the intention or will to do so, EcoRodovias may be held liable in civil and/or administrative proceedings. Likewise, any individuals involved, Employees, Third Parties and Government Officials may be held criminally liable.

The following conduct is prohibited by Anti-Corruption and Anti-Bribery Laws as well as by this Normative Instruction:


- a. Promising, offering or giving, directly or indirectly, any Improper Advantage to a Government official or a related third party;
- b. Evidently financing, funding, sponsoring or otherwise encouraging the unlawful actions mentioned in Anti-Corruption and Anti-Bribery Laws.
- c. Evidently using an individual or a legal entity as an intermediary to conceal or disguise their real interests or the identity of the beneficiaries of the actions taken;
- d. With regard to bidding processes and contracts: preventing, disrupting or defrauding any public bidding process, in accordance with the Normative Instruction on Bidding Processes; and
- e. Obstructing the investigation or inspection by public agencies, entities or officials, or interfering in their functions, including within the scope of regulatory agencies and inspection agencies of Brazil's financial system.

8. REGISTERING INTERACTIONS WITH GOVERNMENT OFFICIALS

All interactions of a **strategic** nature involving Employees in Leadership Positions must be recorded, which include:

- a. Interactions with Federal Government Top Officials¹ and their advisors or others

¹ The following are considered Federal Government Top Officials: (i) Ministers and Secretaries of State; (ii) holders of special positions, executive secretaries, secretaries or equivalent authorities; and (iii) presidents and directors of national agencies, autonomous government agencies, including special agencies, foundations maintained by

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in equivalent functions; and

- b. Interactions with all and anyone holding political office (whether appointed or elected) or equivalent office (e.g. Directors of Regulatory Agencies, Municipal, State and Federal Representatives, Mayors, Governors, etc.).

Likewise, all interactions related to **inspections** involving Employees also must be recorded, which include:

- a. Inspections conducted by health and environmental regulatory agencies at the premises of EcoRodovias (e.g. Brazil’s health authority ANVISA, Brazil’s environmental protection agency IBAMA, State and Municipal health authorities, etc.); and
- b. Inspections by the Labor Prosecution Office and other Government Authorities.


Interactions must be recorded at the Ethics Portal within five (5) business days from the event, containing at least the following information: (i) names of all participants, as well as their positions and bodies to which they pertain; (ii) date of interaction; (iii) place of interaction; (iv) start and end times of the interaction; (v) brief summary of the discussions and matters addressed; (vi) attachment of the minutes of the meeting, if any; and (vii) any other material information.

Whenever possible, meetings with Government Officials should be recorded in minutes of meetings, to be signed by all those present or sent to the Government Official by email for acknowledgment, containing: (i) date and time of start and end of the meeting; (ii) place of the meeting; (iii) names and positions of all participants; (iv) names of entities to which the participants are connected; and (v) agenda and topics discussed at the meeting. If various Employees participated in the meeting or interaction with the Government Official, a single entry may be registered at the Ethics Portal.

The Compliance & Governance Department will be responsible for controlling the records of interactions with Government Officials and may check the facts and request further clarifications from the Employees responsible for the records, as necessary.

In case of doubts, contact the Compliance & Governance Department at grupocompliance@ecorodovias.com.br or at the toll free number 0800 025 8841 (Brazil only).

8.1 Waiver from recording interactions with Government Officials

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Recording interactions with Government Officials in the Ethics Portal is not required if they address exclusively routine **technical** and/or **operational** matters, such as:

- a. The activities of lawyers in hearings and meetings during mediation processes;
- b. Filings at courts or regulatory and inspection bodies (ANTT, ARTESP, DER, CETESB, etc.);
- c. Interactions with Officials of the Judiciary to defend the interests of EcoRodovias in lawsuits;
- d. Communication of an accident to the applicable police authority;
- e. Discussions about accident prevention campaigns or similar strategies; and
- f. Strictly technical discussions about projects, timetables and execution of construction works and services.

In case of doubts, contact the Compliance & Governance Department at grupocompliance@ecorodovias.com.br or at the toll free number 0800 025 8841 (Brazil only).


9. DISCIPLINARY MEASURES

Employees who violate the provisions of this Normative Instruction will be subject to the corresponding disciplinary measures, which may include warning, suspension or termination with cause, in accordance with the Normative Instruction on Disciplinary Measures.

Without prejudice to the applicable disciplinary measures, EcoRodovias may pursue the necessary legal measures to remediate any damages caused by the Employee.

10. CONTACT

It is essential that all Employees governed by this Normative Instruction immediately report any actions or suspicious actions of bribery, corruption, fraud and/or payment/receipt of bribery, Improper Advantage and other situations and conduct that violate this Normative Instruction and/or the Code of Conduct, anonymously or otherwise, through the EcoRodovias Ethics Channel at: (i) <https://www.canaldeetica.com.br/ecorodovias/#>; (ii) the toll free number 0800 025 8841 (Brazil only); and/or (iii) at the headquarters of Ecorodovias Concessões e Serviços (Rodovias dos Imigrantes, km 28,5 s/n, CEP 09845-000, São Bernardo do Campo/SP).

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For further information and/or any questions, contact the Compliance & Governance Department at grupocompliance@ecorodovias.com.br.

11. REFERENCES

- Code of Conduct;
- Code of Conduct for Third Parties;
- NI on the Ethics Program – Integrity System (PE – SI);
- NI on Anti-Corruption and Anti-Bribery;
- NI on Donations and Sponsorships;
- NI on Gifts and Presents;
- NI on Antitrust Practices;
- NI on Conflict of Interest;
- NI on Bidding Processes; and
- NI on Internal Investigations.

12. HISTORY AND VERSION CONTROL

Version	Date	Item
1.0	2018	Creation of document (NI/2018/062).
2.0	2020	Revision of document (NI/2020/02).
3.0	2022	Revision of document (NI/2022/012).