

**ECORODOVIAS INFRAESTRUTURA E LOGÍSTICA S.A.**  
**Internal Regulations of the Ethics Committee**  
**Approved on 05/12/2022**

## **1. Considerations and Purpose**

The purpose of the Internal Regulations of the Ethics Committee (“Internal Regulations”) is to establish the guidelines for the composition and performance of the Ethics Committee (“EC”) of the EcoRodovias Group (“EcoRodovias”).

These Internal Regulations take effect as of the date of their approval by EcoRodovias’ Board of Directors at a meeting held on May 12 2022.

## **2. Application**

The provisions of these Internal Regulations apply to all members of the EC.

## **3. General Provisions**

EcoRodovias has an Ethics Program - Integrity System (“EP - IS”) that aims to prevent, detect and remedy fraud and irregularities within the scope of its business, reducing EcoRodovias’ exposure to corruption risks and focusing on topics such as Brazilian anticorruption legislation, internal controls and business management tools.

In this sense, EcoRodovias has implemented its Code of Conduct (“Code of Conduct”), which outlines the mission, values and principles that must be observed in all professional conduct on behalf of EcoRodovias, and demonstrates EcoRodovias’ efforts to honor commitments to investors and all other stakeholders.

To ensure compliance with the Code of Conduct and other EcoRodovias regulations, as well as to investigate possible violations and irregularities, EcoRodovias established the EP-IS, which, among other actions, constitutes the EC that will be governed by these Internal Regulations, which define its structure, attributions and the process for deliberating on internal investigations submitted by the Compliance & Governance Executive Board.

The EC’s conduct and decisions should always be guided by the principles listed below, which will be essential foundations for its resolutions, ensuring that they are uniform, coherent, and precise:

- a. Principle of Isonomy: to prevent discrimination and privileges, so that all employees or third parties receive the same treatment;
- b. Principle of Legality: respect for the law and the requirements of the common good;

- c. Principle of Impersonality: not allowing the personal interests of employees or third parties to influence decisions;
- d. Principle of Good Faith: to rely on ethical standards of conduct for analysis and decision-making; and
- e. Principle of Objective Judgment: to avoid analysis based on subjective criteria that may impair impartiality and distort the reality of the facts.

#### **4. Composition and appointment of EC members**

The EC is an advisory body to EcoRodovias' Board of Directors ("BD"), responsible for ensuring compliance with the ethical principles defined by the Brazilian legislation, the Code of Conduct, the EP - IS and EcoRodovias' internal rules.

##### **a. Full Members**

The EC will be a permanent and will be comprised of 5 (five) full sitting members, and 1 (one) alternate member.

The Board of Directors has the discretion to dismiss and appoint the members of the Ethics Committee at any time, based on the presentation of a justification to support the decision taken, providing transparency to the Ethics Committee's composition process.

The EC members will be invested in their positions by signing an instrument of investiture, accepting their appointment and stating that they have received a copy of the minutes of their appointment, a copy of these Internal Regulations, the Code of Conduct and other EcoRodovias guidelines that are part of the IS-PE.

The members of the EC have a term of office of 2 (two) years, as of their respective nomination, and may be reappointed by means of registration in the minutes of the Board of Directors meeting.

##### **b. Alternates**

In case of absence or temporary impediment, there will be 1 (one) representative of the Board of Directors who may replace the absent full member, with the exception of the independent member.

In the event of absence or temporary impediment of the independent member, it will be ascertained whether is convenient to change the meeting date or appoint an external and independent substitute to represent him.

In case of vacancy of any member of the Ethics Committee, the alternate member will assume the position of the vacant member until a replacement is chosen. The Ethics Committee will

submit the nomination of the substitute to the Audit Committee for timely ratification by the Board of Directors.

#### **4.1. Absence and Impediment**

Absence is considered to be the member who is, for any reason, temporarily away from his/her functions in EcoRodovias (e.g.: medical leave, vacation, etc.).

A member who, for any reason, is involved in the report being resolved on or has any actual or potential conflict of interest is considered to be temporarily prevented from acting in the EC's resolutions.

### **5. Operation and call**

The Ethics Committee will meet, ordinarily, once every 2 (two) months and, extraordinarily, at any time, by request of its members, the Board of Directors, the Executive Board, the Audit Committee or the Compliance & Governance Executive Board.

The sessions will preferably have as a secretary the Compliance & Governance Executive Officer and will be chaired by a member present at the meeting. The Compliance & Governance Executive Board's primary attribution is to present the agenda proposal for analysis and resolution by the EC members.

Call Notices for the Ethics Committee meetings must be made in writing, at least 7 (seven) days in advance, specifying place, time, and agenda to be discussed at the meeting. The Ethics Committee meetings may be held extraordinarily, with the agreement of all members, to resolve on investigations at intervals shorter than bimonthly. The meetings will be held regardless of call if all the members of the EC are present.

### **6. Functions of the Ethics Committee**

The members of the Ethics Committee shall:

- a. Ensure observance and compliance with the ethical principles defined by the Brazilian legislation, the EcoRodovias Code of Conduct and the EP- IS;
- b. Act with independence, confidentiality, isonomy, honesty, decorum and good faith;
- c. Receive, from the Compliance & Governance Executive Board, the reports of violations of the Code of Conduct, EP - IS and EcoRodovias' internal normative instructions to resolve on the final investigation report ("Investigation Report") presented by the Compliance & Governance Executive Board;
- d. Analyze an eventual opinion from the Legal Area, about the case to be resolved, when necessary to form the basis of the decision to be taken;
- e. Ensure that all resolutions are based on the highest ethical and integrity standards and

reflect the principles and duties mentioned in these Internal Regulations, as well as the values of the Code of Conduct.

- f. Guide and monitor the development and implementation of mitigation and/or disciplinary measures related to the cases presented;
- g. Ensure protection of the good-faith whistleblower, restraining any retaliation conduct against any individual who uses the Ethics Channel; and
- h. Report, when deemed necessary, the Ethics Channel indicators to the Audit Committee, through information received from the Compliance & Governance Executive Board.

### **6.1. Attributions of the Compliance & Governance Executive Board in relation to the EC**

The Compliance & Governance Executive Board shall:

- a. Carry out or coordinate the investigation of the reports received in the Ethics Channel;
- b. Submit the Ascertainment Report for resolution by the EC, preferably 4 (four) days before the date of the EC meeting at which the case will be discussed;
- c. Submit closed Ethics Channel cases as “out of scope” to the EC;
- d. Support the EC in developing and implementing remedial, mitigation, or disciplinary measures;
- e. Strive to meet the deadlines set by the EC;
- f. Consolidate the EC’s resolutions;
- g. Organize and maintain an archive of all documents relating to the reports and the respective decisions made;
- h. Guide and follow up the measures taken by the respective areas, when applicable; and
- i. Prepare a managerial report with consolidated data from the reports received in the Ethics Channel as requested by the EC, confidentially.

## **7. Resolutions**

The EC will seek consensus in its resolutions, but the body’s position will be defined by a simple majority vote of its members, considering the Ascertainment Report with the opinion of the Compliance & Governance Executive Board.

Resolutions must occur with the presence of 5 (five) effective members (qualified quorum), and the resolution of low and medium impact cases is allowed with the presence of 3 (three) full members, provided that there is the participation of the independent member and the Compliance & Governance Officer (simple quorum). If at any time it is not possible to establish the body’s position, the vote of the independent member will prevail.

The Compliance & Governance Executive Officer may resolve individually in cases where there is irrefutable proof of ethical deviation of lesser complexity and/or damaging potential, being

obliged, in these situations, to make the facts known to the other effective members of the Ethics Committee during the next EC meeting.

The EC resolutions may take place through ordinary meetings, extraordinary meetings, or by email.

Votes on decisions on cases resolved by the EC must always be recorded in minutes signed by those present and by the secretary of the meeting. The signature may be collected in the following ways: (i) physically; (ii) electronically; or (iii) via email from the EC members approving said minutes.

As a result of the resolution, the EC may determine the following actions to be taken:

- a. Complementation of the investigation of the facts, through new diligences, review of documents or interviews;
- b. Application of disciplinary measures to employees involved in the cases investigated;
- c. Development and implementation of mitigation measures arising from the cases analyzed; and/or
- d. Other additional measures as appropriate.

## **8. Conflict of Interest**

Once a conflict of interest or private interest of any member of the Ethics Committee is found in the resolution of the case at hand, such member must express to the Compliance & Governance Executive Officer or to the secretary of the meeting - if this is not the Compliance & Governance Executive Officer, and any member present who has knowledge of such fact may also raise the issue.

Once a conflict of interest is identified, the conflicting member must not have access to the information, or participate in the meeting when the case is being handled, and the alternate member must replace him/her in his/her attributions for the matter on the agenda, according to the specific rules provided in item 4 of these Internal Regulations.

For the purposes of the present Internal Regulations, conflict of interest situations are considered to be an example:

- a. Be directly involved in the report, in which case it will follow the specific procedure set forth in the Internal Investigations Work Instruction;
- b. Have a close personal or professional relationship with any of the employees involved in the report;
- c. Have a direct or indirect hierarchical relationship with the employees involved in the report; and/or

- d. Work in the same area as the employees involved in the report, even if there is no relationship of subordination.

## **9. About omitted cases**

Any cases not addressed in these Internal Regulations will be resolved in the EC's resolution based on the principles and values of the Code of Conduct, EP - IS and EcoRodovias' Normative Instructions.

## **10. Secrecy**

EcoRodovias ensures the confidentiality of communications received through the Ethics Channel and repudiates any form of reprisal against anyone who reports, in good faith, any suspected violation of the Code of Conduct, EP - IS and EcoRodovias' Normative Instructions or the legislation in force.

All discussions and resolutions of the EC are confidential, and only the disclosure of the EC's final decision is allowed, to the extent necessary, with regard to the Ascertainment Reports submitted by the Compliance & Governance Executive Board to enable the development and implementation of mitigation or disciplinary measures determined by the EC.

## **11. Noncompliance with the Internal Regulations**

If any member of the Ethics Committee does not comply with the provisions of these Internal Regulations, the PE - SI, the Code of Conduct and any other EcoRodovias normative instruction, the situation will be investigated and decided upon by the Audit Committee and subsequently ratified by the Board of Directors, if applicable.

EcoRodovias may take the necessary legal measures to remedy possible damage caused by the EC member.

## **12. Final Provisions**

The provisions of these Internal Regulations shall be in effect for a period of 2 (two) years as of the date of its approval, and may be updated and revised for submission to the approval of the Audit Committee with subsequent ratification by the Board of Directors.

Any modification or revocation of these Internal Regulations must also be approved by a majority of the Audit Committee with subsequent and timely ratification by the Board of Directors.

As of this version, the Internal Regulations of the Ethics Committee will be approved by resolution of the majority of the members of the Audit Committee with timely and subsequent ratification by the Board of Directors.

### 13. References

- Code of Conduct;
- Code of Conduct for Third Parties;
- IN of the Ethics Program - Integrity System (EP - IS);
- IN of Anticorruption and Anti-Bribery;
- IN Integrity Analysis;
- IN of Donations and Sponsorships;
- IN for the Defense of Competition;
- IN of Integrity Analysis in Corporate Transactions;
- IN for Tokens and Gifts;
- IN for Interaction with Public Agents;
- IN Bidding;
- IN of Conflict of Interests;
- IN of Disciplinary Measures; and
- IT for Internal Investigations.

### 14. History and Version Control

Version	Date	Item
1.0	2016	Document creation.
2.0	2020	Document review.
3.0	2022	Document review.