



**Code of
Conduct for
Third Parties**
2025

ecorodovias

1. Introduction

The EcoRodovias Group (“EcoRodovias”) is committed to promoting a culture of ethics, integrity, and transparency across all its activities, ensuring strict compliance with its Code of Conduct, internal policies, and applicable laws — particularly those related to anti-corruption, anti-bribery, and respect for human rights.

In line with these commitments, this Third-Party Code of Conduct aims to reinforce EcoRodovias’s guidelines and expectations regarding the conduct of its Third Parties and must be observed in conjunction with the EcoRodovias Group Code of Conduct, available on the company’s website.



2. Definitions

► Public Official

Any individual who holds a public office, employment, or function, whether appointed or elected, permanent or temporary, paid, or unpaid. This includes individuals in public roles within government entities, departments, or agencies directly or indirectly controlled by the government; state-owned companies; Brazilian and foreign public foundations; international organizations; political parties; and candidates for public office in Brazil or abroad.

► Corporate Gifts

Items of no commercial value distributed as courtesy or corporate promotion, usually bearing the company's logo.

► Employee

Includes, individually or collectively, all EcoRodovias employees, interns, executives, directors, officers, or board members acting on behalf of the company.

► Competitors

Companies operating in the same business segment as EcoRodovias. For the purposes of this Code, consulting firms assisting competitors in public bids against EcoRodovias are also deemed competitors.

► Corruption

Any conduct intended to improperly influence the independent decision of a Public Official. Corruption is typically characterized by the offering or promise of an Undue Advantage, whether or not the payment is completed.

► Political Contribution

Any form of political or electoral participation, including but not limited to voluntary monetary transfers to political parties, candidates, or coalitions; distribution of campaign materials; or participation in political events.

► EcoRodovias

Refers to EcoRodovias Infraestrutura e Logística (EIL), EcoRodovias Concessões e Serviços (ECS), and their subsidiaries or controlled entities.

► Hospitality

Courses, workshops, seminars, travel, or similar events related to EcoRodovias's business activities.

► Gifts

Items of commercial value, including invitations to leisure or entertainment events such as parties, shows, sports events, and similar occasions.

► **Bribery**

Offering, promising, authorizing, granting, or receiving — directly or indirectly — money or any item of value to or from Public Officials, suppliers, Third Parties, clients, or other private entities or individuals, with the intent to secure an Undue Advantage.

► **Third Parties**

Any individual or legal entity acting on behalf of, in the interest of, or for the benefit of EcoRodovias; providing services or supplying goods — including, but not limited to, agents, consultants, brokers, suppliers, or service providers — regardless of whether a written contract exists.

► **Undue Advantage**

Any economic or commercial benefit or advantage (tangible or intangible), including but not limited to money, cash equivalents (e.g., gift cards or vouchers), gifts, trips, excessive meals, tickets, entertainment, hospitality, accommodation, sponsorships, goods or services, loans, donations, discounts not available to the general public, privileged information, scholarships, and job offers or promises of employment.



3.1 Selection Process and Contract Execution

EcoRodovias does not tolerate any form of fraud during the selection process of Third Parties. Selection is based strictly on technical and objective criteria, including integrity assessments.

Third-Party relationships with EcoRodovias must be conducted with full transparency and supported by written documentation detailing the scope of work, pricing, payment terms, and precise descriptions of goods and/or services to be provided.

EcoRodovias encourages its Third Parties to implement Integrity Programs through effective policies and procedures aimed at preventing, detecting, and remediating actions that violate applicable laws, particularly anti-corruption, and anti-bribery legislation. The company also encourages obtaining relevant certifications (e.g., Pró-Ética, ISO 37001). The existence of such programs or certifications may be considered a competitive advantage during the company's procurement process.

All reports, work papers, information, or records provided by Third Parties to EcoRodovias and/or to Public Entities (when acting on behalf of EcoRodovias) must be true and accurate, reflecting the exact services rendered.

While participating in a selection process, Third Parties must not offer meals, gifts, or hospitality of any kind to EcoRodovias employees as a means to influence decision-making, nor seek privileged information under any circumstances.

In line with best market practices, EcoRodovias has implemented the Safety Always Program, designed to strengthen its occupational safety culture. Since safety is a non-negotiable commitment for EcoRodovias, Third Parties are expected to prioritize and protect people, comply with all applicable legislation, and company guidelines — including the Service Provision Manual, available on the company's website.



3.2 Legal Compliance

All Third Parties must comply with national and, where applicable, international laws, as well as EcoRodovias's Code of Conduct, this Third-Party Code of Conduct, and any other relevant company policies.

3.3 Anti-Corruption and Anti-Bribery

EcoRodovias has zero tolerance for any act — involving public or private agents — related to the granting or receipt of Undue Advantages, whether financial or otherwise, including fraud, bribery, corruption, theft, embezzlement, money laundering, terrorist financing, or any conduct intended to conceal or prevent the detection of such acts when carried out in its name or for its benefit.

3.4 Fair Competition

EcoRodovias requires its Third Parties to comply with all applicable national and, when relevant, international competition laws, regulations, and best practices.

Third Parties must not engage in price fixing, market or customer allocation, or any collusive practices with competitors.



3.5 Insider Trading

Third Parties must not trade EcoRodovias securities (buy or sell) while in possession of any material, non-public information obtained through prior negotiations and/or during the term of a contract or commercial relationship with EcoRodovias. Such information must also not be disclosed or shared.

3.6 Social Media

Third Parties must not mention, use, or reference EcoRodovias's brand, logo, or any proprietary material — on social media or elsewhere — without prior written authorization. This includes references to strategies, suppliers, products, services, or clients.

EcoRodovias encourages responsible and conscious use of social media.



3.7 Respect For Human Rights

EcoRodovias recognizes and upholds the human rights of all individuals, encouraging and requiring Third Parties to protect worker health and safety, and to establish respectful and healthy labor relations, especially for those providing services to EcoRodovias, directly or indirectly.

EcoRodovias values partnerships that share its commitment to diversity, equity, and inclusion.

The company does not tolerate any form of human rights violation, including but not limited to:

- ▶ Child labor
- ▶ Physical or psychological torture
- ▶ Forced labor or conditions analogous to slavery
- ▶ Physical aggression
- ▶ Sexual exploitation of children and adolescents
- ▶ Acts of prejudice and/or discrimination
- ▶ Degrading working conditions
- ▶ Any other situations that may violate human rights



EcoRodovias is committed to combating such practices across all its business operations and ensuring that its business partners and Third Parties act accordingly.

3.8 Privacy, Data Security, and Confidentiality

To ensure the privacy and confidentiality of information related to its employees, shareholders, clients, and Third Parties, EcoRodovias has implemented measures to protect personal data and confidential information.

Third Parties are encouraged to safeguard all confidential or personal data received or shared during the commercial relationship. Unauthorized or unlawful use, disclosure, access, loss, alteration, damage, or destruction of such information is prohibited.

3.9 Environment and Sustainability

EcoRodovias expects all Third Parties to comply with applicable environmental laws and regulations and encourages them to adopt practices that minimize environmental impact and promote environmental protection.

3.10 Conflicts of Interest

Third Parties must ensure that no actual or potential conflicts of interest exist when acting on behalf or for the benefit of EcoRodovias, whether involving public or private agents.

If a conflict of interest is identified, the Third Party must immediately notify EcoRodovias and take appropriate steps to manage the situation.





3.11 Interaction with Public Officials

Third Parties are prohibited from offering or receiving gifts, hospitality, entertainment, or travel to or from any Public Official or related person (e.g., family member or friend) while acting on behalf of or for the benefit of EcoRodovias.

3.12 Political Contributions

Third Parties are prohibited from making any type of Political Contribution on behalf of or for the benefit of EcoRodovias.

3.13 Use of the EcoRodovias Brand

EcoRodovias requires its Third Parties to respect its intellectual property rights and therefore prohibits any use, mention, or reference to the EcoRodovias brand, logo, or other intellectual property — or that of other third parties doing business with EcoRodovias — without prior written authorization.

4. Violations

Third Parties who fail to comply with the provisions of this Third-Party Code of Conduct or the EcoRodovias Code of Conduct will be subject to the contractual measures established therein, including immediate termination of the contract.

In addition to contractual measures, EcoRodovias reserves the right to pursue any necessary legal actions to seek compensation for damages caused by the Third Party.





5. Reporting Violations

EcoRodovias encourages Third Parties to promptly report any acts or suspicions of bribery, corruption, fraud, or the granting or receipt of undue advantages, as well as any conduct that violates applicable laws, this Third-Party Code of Conduct, or the EcoRodovias Code of Conduct, through the Ethics Channel.

No Third Party will face retaliation for refusing to engage in any activity that violates this Code or the EcoRodovias Code of Conduct.

Site

www.canaldeetica.com.br/ecorodovias

E-mail

Canalde.Etica@ecorodovias.com.br

Phone | Whatsapp

0800 025 8841

In Person

EcoRodovias Concessões e Serviços, Rodovias dos Imigrantes,
km 28,5 s/n, cep 09845-000, São Bernardo do Campo/SP

6. Validity

EcoRodovias Management approves this Code and its revisions.

The present Third-Party Code of Conduct must be reviewed whenever new relevant risks are identified and must always be read in conjunction with the EcoRodovias Code of Conduct.





7. Third-party acknowledgement

By completing the Third-Party Code of Conduct training, the Third Party certifies that: (i) it is aware of and agrees to comply with all provisions herein throughout the duration of its business relationship with the EcoRodovias Group; (ii) it has not violated and will not, directly or indirectly, violate any provision of this Code or the EcoRodovias Code of Conduct; and (iii) should it become aware of any information constituting a violation of this Code or the EcoRodovias Code of Conduct, it will immediately report it through the Ethics Channel.

The Third Party further declares that it will disseminate this Code and its principles among all personnel acting on its behalf or involved in any relationship with EcoRodovias, ensuring a shared commitment to ethical conduct and compliance with the responsibilities established herein.



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