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Code

Third Party Code of Conduct

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1 PURPOSE

This Code of Conduct is intended to establish the mandatory rules and values in the relationship of Third Party with Ocyan.

1.1 Initial Considerations

Ocyan S.A. (“Ocyan”) values its reputation and credibility, and the ethical principles that guide its performance contribute to the maintenance of its image as a strong and reliable entity before its members, shareholders, customers and Third Party (vendors, service providers, and business partners).

All Third Party and those interested in having a commercial relationship with Ocyan should abide by the guidelines of this Code of Conduct, which aims to clearly convey the values and behaviors expected by Ocyan.

2 SCOPE

It applies to all Third Party, their employees and subcontractors (“Employees”) that relate or intend to do business with OCYAN or on their behalf.

3 TERMS & DEFINITIONS

- **Officeholder:** any individual who is:
 - Agent, authority, employee, servant or representative of a governmental entity, body, department, agency or public office, including any entities of the executive, legislative and judicial branches, entities of the direct or indirect public administration, government-owned companies, government-controlled companies and public foundations, either domestic or foreign;
 - Person exercising, even if temporarily and without compensation, a position, assignment or job in an entity of a Sovereign State and its instrumentalities, including entities that provide services or serve a public function;
 - Officer, director, member or representative of a public international organization;
 - Officer, director or employee of a political party, as well as candidates running for elective or political public office; and
 - Member of a royal family, including people who do not have formal authority but can influence business interests.
- **Moral Harassment** Moral harassment is characterized by the exposure of workers to humiliating and embarrassing situations, in a repetitive and prolonged way, in the exercise of their assignments. Usually pertaining to the abuse of power and characterized by practices of humiliation and intimidation of the harassed. What is important for moral harassment to occur is a repeated conduct that humiliates,

ridicules, belittles, demeans, offends the worker, causing them psychological and physical suffering.

- **Sexual Harassment:** occurs when someone in a privileged position uses this condition to coerce or offer benefits to an individual to obtain a sexual advantage or favor.
- **Thing(s) of Value:** any types of non-financial and financial gifts, e.g. cash, gifts, meals, entertainment, transportation, favors, services, loans, guarantees, use of property or equipment, company or internship gifts, donations or favorable opportunities, political or charitable contributions, changes in business terms, discounts, reimbursement or payment of expenses or debts.
- **Subsidiaries or Controlled Companies:** companies in which Ocyan, directly or through other subsidiaries, is the holder of partner rights that permanently ensure dominance in corporate resolutions and the power to elect the majority of Managers.
- **Controls:** mechanisms that minimize the possibility of risks occurring or mitigate their impact on the business.
- **Corruption:** Abuse of power or procedure for personal or dishonest benefit. Corruption can take many forms, both in the public and private spheres, for instance:
 - Bribery through kickbacks, facilitation payments, political and charitable donations, sponsorships, gifts or entertainment;
 - Conflict of Interest through hiring people or companies with the purpose of exchanging favors;
 - Collusion, whether through bid rigging, cartel formation or price setting;
 - Use or trading of insider or illegal information;
 - Tax evasion, among others.
- **Extortion:** practice of serious and imminent threat to the physical integrity of an individual or an asset, used to obtain money or other Things of Value.
- **Members:** all the persons who work and make up the company, their subsidiaries and businesses, including Directors, Officers, professionals of any nature, interns or apprentices.
- **Monitoring:** ensure that the matters in question are carried out by the respective persons in charge, in keeping with the relevant provisions.
- **Next of Kin:** any relative by consanguinity or kinship, in a direct or collateral line, up to the third degree of relationship, such as children, stepchildren, father and mother, stepfather and stepmother, spouses and partners, siblings, father-in-law and mother-in-law, son-in-law and daughter-in-law, brothers-in-law, grandparents, grandchildren, uncles, cousins, etc., and anyone living in the same house, except tenants and employees.
- **Politically Exposed Person:** persons who hold or have held relevant public positions, jobs or assignments, as well as their representatives and Close Relatives, within a period set out in the

applicable laws.

- **Risks:** the effect of uncertainty on the achievement of Ocyan's purposes, characterized by a deviation from the expected, either positive and/or negative. Risk is often expressed in terms of a combination of consequences of an event and the associated probability of occurrence.
- **Bribery:** Offering, promising, delivering, authorizing, accepting or soliciting an improper advantage of any value, which may be financial or non-financial, directly or indirectly, in breach of applicable laws, as an incentive or reward to a person act or fail to act, who is in connection with the performance that person's duties or responsibilities.
- **Third Party:** means any individual or legal entity acting on the Ocyan's behalf, in their interest or to their benefit, providing services or other goods, as well as business partners providing services to Ocyan, directly relative to obtaining, retaining or facilitating business, or for conducting the Company's affairs, including, among others, any distributors, agents, brokers, middlemen, forwarding agents, supply chain partners, consultants, resellers, contractors and other professional service providers.
- **Undue Advantage:** any advantage, payment or particular benefit, direct or indirect, tangible or intangible, to which a person is not entitled.

4 DEVELOPMENT

4.1 Workplace

Ocyan demands cordiality, respect, dignity, and ethics in the relationships between its members, regardless of any hierarchical position, job title or assignment. These conducts should also be fulfilled by its Third Party and their respective members.

- The use of alcoholic beverages and drugs in the work environment is not allowed, as is the entry into Ocyan's facilities of people under the influence of substances that interfere with their behavior that may affect safety and work activities.
- The sale or exchange of goods or services on Ocyan's premises is only allowed when institutionally organized by Ocyan.

In addition to complying with the legal requirements of the place where the service is provided, Ocyan's Third Party should fulfill internationally recognized human rights, especially, but not limited to, the provisions of articles 1 to 5 of the [Universal Declaration of Human Rights \(UDHR\)](#), adopted and proclaimed by the United Nations General Assembly.

4.1.1 Working Conditions

Ocyan will not enter into or maintain a commercial relationship with Third Party that:

- use or tolerate unlawful and/or illegal practices of working with children or adolescents;
- subject their members to degrading conditions or conditions similar to slave labor;

- condone sexual exploitation or trafficking of human beings.

4.1.2 Harassment

Harassment, in all its forms, violates trust and respect. Therefore, threats, bullying, and sexual harassment or moral harassment are not tolerated. Situations that, even if not constituting harassment, in any of its forms, lead to disrespect, intimidation or threat are also not tolerated.

4.1.3 Labor Practices

Ocyan only admits the establishment of a commercial relationship with Third Party that respect human rights and abide by labor laws.

Ocyan requires its Third Party to strictly comply with the labor laws of the places where it operates and fulfills the collective agreements and conventions in force, without this implying the establishment of any relationship with Ocyan.

4.1.4 Occupational Health, Safety, and Environment

4.1.4.1 Environment

Health, safety and environmental care are fundamental. Companies are expected to contribute to ecologically sustainable development, continually seeking to reduce the environmental impact of their inputs, operations, goods and services.

4.1.4.2 Health and Safety

Likewise, Ocyan's Third Party should guarantee the full safety of their members with regard to working hours, compliance with health and safety standards applicable to their activity, always abiding by the labor laws appurtenant to their operations, including the security practices established by Ocyan.

4.1.4.3 Report of Incidents on Occupational Safety and the Environment

In the event of incidents and inspection, within the scope of the Third Party's provision of services involving Ocyan, the Third Party and their members, whoever first has contact with the incident or with the public authorities, has the duty to promptly report and, after also in writing, to those responsible for Ocyan's work and/or environmental safety, accordingly.

4.2 Abidance by Laws

Ocyan's Third Party should abide by the laws, regulations, practices, and good customs of each country or region in which they operate.

The diversified and dynamic business context in which Ocyan operates requires that the behavior of its Third Party goes beyond the wording of the law. Third Party should preserve the spirit of laws and regulations, observing the highest standards of ethics, integrity, and transparency.

This responsibility also involves the adoption of appropriate measures when they become aware of improprieties, such as reporting to the Ocyan Ethics Line Channel.

Questions as to the legality of a conduct should be clarified with the legal officer or person responsible for compliance at Ocyan.

4.3 Accounting Entries

Accounting entries are a tangible representation of a company's results. Therefore, Ocyan's Third Party should guarantee the existence of internal controls that ensure the prompt preparation and reliability of their reports and financial statements. The integrity of such entries thus becomes a cornerstone of reliability and transparency between Ocyan and its Third Party.

The laws, standards and commonly accepted accounting principles should be strictly met, in each place of operation, in order to generate complete, accurate, and consistent records and reports, which allow the disclosure and evaluation of the operations and results of the Third Party.

Ocyan does not tolerate and will not maintain a commercial relationship with Third Party that presents false, misleading or incomplete accounting entries.

4.4 Fight against Corruption

The commitment of Ocyan's Third Party to comply with the anti-corruption laws applicable in the places where they operate is essential.

Ocyan does not admit the practice of any act relating to corruption and values meritocracy and fair competition in the markets.

Ocyan's Third Party and their members should assume the responsibility and commitment to fight and not tolerate corruption, in any of its forms, including private corruption, extortion, and bribery, saying no, with resolution and firmness, to business opportunities that conflict with this Code of Conduct or with anti-corruption laws and its regulations, especially the Brazilian (Law 12846/2013) and the North American one ("FCPA").

4.4.1 Prohibitions

Considering the various anti-corruption laws, Third Party that act directly or indirectly in the interest or benefit of Ocyan are prohibited from:

- Offering, promising, accepting, inducing, giving or authorizing, directly or indirectly, Undue Advantage or Things of Value to any person, especially Government Agents or third party related to them, with the aim of influencing decisions in favor of Ocyan, or involving a form of personal gain that may affect Ocyan's interests;

- Offering, promising, inducing, giving or authorizing, directly or indirectly, facilitation payments, which are payments considered insignificant, made to Government Agents or third party related to them, in order to try to secure an advantage, usually to expedite routine or non-discretionary actions, such as permits, licenses, customs documents and other official documents, or police protection and other actions of a similar nature;
- Offering, promising, accepting, inducing, giving or authorizing, directly or indirectly, Bribery, in any of its forms;
- Offering, promising, accepting, inducing, giving or authorizing directly or indirectly, Undue Advantage or Thing of Value as a result of threats, blackmail, extortion, and enticement, except in cases where the life or safety of a person is at risk;
- Financing, funding or sponsoring the practice of unlawful acts;
- Manipulating or defrauding public or private bids or contracts;
- Using an intermediary to disguise or hide your identity and real interests in order to commit unlawful acts;
- Hindering investigation or inspection activity of bodies, entities or Government Agents.

4.4.2 Third Party Responsibility

Third Party should also ensure the selection of their members, suppliers/subcontractors and business partners, who should act in keeping with the applicable laws relating to their activities. Ocyan strongly encourages Third Party to carry out procedures to verify the practices of their members, vendors/subcontractors, and business partners prior to the decision to maintain commercial relations with them, in order to identify any misconduct or risks associated with the anti-corruption laws and values of this Code.

Third Party may be held liable for damages arising from the practices, acts or omissions of their members, vendors/subcontractors, and business partners that may be incurred by Ocyan.

4.4.3 Integrity Due Diligence

In addition, all Ocyan's Third Party may undergo integrity due diligence, at Ocyan's discretion. This analysis assesses the degree of risk in the relationship with the Third Party, based on information pertaining to reputation, suitability, anti-corruption practices, as well as pertaining to the scope and value of the business relationship. The Third Party's sole responsibility within the scope of the due diligence procedure is to complete the due diligence questionnaire with accurate, complete, and up-to-date information. The result of the integrity due diligence will be recorded and documented and will serve as a basis for deciding whether to start or continue the business relationship with the Third Party, and the level of monitoring required.

4.4.4 Anti-Corruption Commitment

Any and all contractual instruments entered into with Third Party should contain clauses relating to compliance with applicable anti-corruption laws, both by Ocyan and by the Third Party.

4.5 Prevention of Money Laundering

Money laundering is a process that aims to disguise the nature and source of money associated with unlawful activity, introducing these values into the local economy, through the integration of unlawful money into the commercial flow, in a way that appears to be legitimate or so that its true origin or owner cannot be identified.

Those involved in criminal activities such as bribery, fraud, terrorism, smuggling of arms and narcotics try to hide the proceeds from their crimes or make them appear legitimate by “laundering” them in lawful businesses. Likewise, terrorism can be financed by legitimate resources, sometimes called “reverse” money laundering, as a business has been used to finance criminal activity.

Ocyan’s Third Party and their respective members should comply with laws and regulations dealing with money laundering and terrorist financing in all countries in which they operate. Money laundering and terrorist financing and its facilitation are strictly prohibited in any form or context.

Ocyan can only conduct business with Third Party, including agents, consultants, and business partners who are involved in lawful activities and whose resources are of legitimate origin.

4.6 Exercise of Political Right

4.6.1 Non-Political Partisanship of Ocyan

In accordance with its principles and concepts, Ocyan does not adopt a political party position. Thus, Third Party, their subcontractors, and their members are prohibited from linking Ocyan to political party activities.

4.6.2 Prohibited Activities or Political Party Contributions

It is also prohibited to carry out political party activities or to obtain votes, directly or indirectly, in establishments or through the media owned by Ocyan, nor to promise, offer, authorize, accept or give, directly or indirectly, political contributions to political parties or candidates for public office with the resources or on behalf of Ocyan.

Political contributions include, but are not limited to, monetary contributions, providing transportation for candidates and their teams, providing meeting spaces directly or indirectly pertaining to an election campaign, or paying for printers to print publicity material for parties and their candidates.

4.6.3 Respect for the Exercise of Citizenship

Nevertheless, Third Party should respect the choices and the personal exercise of citizenship of their members, including the free expression of thought and the individual option of political participation, party affiliation and candidacy for public or political positions.

4.7 Integrity in Practice

It is the responsibility of Ocyan's Third Party to ensure that the ethical principles established herein are effectively practiced by any and all members, executives, partners, shareholders, and subcontractors involved in the business relationship with Ocyan.

Third Party should ensure that their members understand applicable anti-corruption laws, their respective codes of conduct, and policies.

If the Third Party does not have the conditions or is interested, it may request Ocyan to receive training, provided by Ocyan, dealing with the main topics covered in this Code.

4.8 Breaches of Conduct

The Ocyan Ethics Line Channel is available so that its members, customers, Third Party, and the external public can, in a safe and responsible way, contribute information to maintain a safe, ethical, honest, transparent, and productive corporate environment.

If the Third Party, through its representatives or any of its members, suspects or becomes aware of a violation of any aspect of this Code of Conduct or applicable laws, especially anti-corruption laws, by any person, it should use the Ocyan Ethics Line, an independent channel, managed by a specialized company, through which absolute secrecy is ensured, available 24 hours a day with the following service options:

- Internet: www.linhadeeticaocyan.com.br
- Phone #: 0800 377 8020
- International calls can be made to the number: +55 11 2739-0985

Ocyan does not tolerate retaliation against those who, in good faith, report the practice of crimes, acts of improbity, violation of the guidelines established in this Code and/or applicable laws, as well as any other unlawful act practiced against, on the premises or for the benefit of Ocyan.

If the occurrence of any violation of the precepts of this Code is identified and duly confirmed, Ocyan will adopt the appropriate measures to mitigate damages and losses, which may include, but are not limited to:

- Warning;
- Collaboration with competent authorities;
- Award of damages;
- Suspension or termination of contracts;

- Replacement of people involved;
- Inclusion of facts in the Company's internal record for future reference.

5 ASSIGNMENTS AND RESPONSIBILITIES

Not applicable.

6 VALIDITY

This Code will be effective after its Reporting to the target audience, and will remain in effect for a maximum period of 2 years.

7 GENERAL PROVISIONS

7.1 Complaints & Questions

Ocyan understands that the professional conduct of Members, interns, outsourced workers, temporary employees, and legal representatives of Ocyan in Brazil and abroad should always be carried out in an ethical, complete, and transparent manner and in accordance with applicable laws, regulations, and best practices. Any questions or cases not provided for in this Code should be forwarded to the Compliance Area via email: conformidade@ocyan-sa.com. All Members and legal representatives are required to report through the Ethics Line Channel (www.linhadeeticaocyan.com.br) any suspicion or knowledge of noncompliance with the rules established in this Code of Conduct.

8 REFERENCES

Not applicable.