

# Motiva's Code of Ethical Conduct

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# 1. Initial Considerations

- 1.1. Motiva's Code of Ethical Conduct (“Code”) aims to establish the values, guidelines, principles and responsibilities for which Motiva's Directors, Audit Board Members and Employees of Motiva INFRAESTRUTURA DE MOBILIDADE S.A. and its Subsidiaries (“Motiva” or “Company”) **must** be guided by in all their relationships, both internal and external, with society, the government or any third party, when carrying out their activities.
- 1.2. The guidelines set out in this Code must be applied in full and in conjunction with the Company's other Policies, in line with compliance with the laws and regulations applicable to Motiva's business. The Compliance Department will hold mandatory periodic training sessions for Managers and Employees, with the aim of disseminating the guidelines set out in this Code and reinforcing the need to comply with them.
- 1.3. All Motiva’s Employees must fill in the declaration of awareness of and adherence to this Code of Ethical Conduct on an annual basis on the electronic Compliance platform
  - 1.3.1. The declaration must be completed when hiring new Employees.
  - 1.3.2. The declaration must be filled in by the Directors and Audit Board Members upon taking office and renewed when they are reappointed.
  - 1.3.3. The Compliance Department is responsible for disseminating the guidelines contained in this Code and monitoring compliance with them.
- 1.4. Motiva undertakes to meet the requirements and continuously improve the Anti-Bribery Management System (standard ABNT NBR ISO37001/2017) and the Compliance Management System (standard ABNT ISO37301/2021).



## 2. Motiva's Culture and Principles

### Purpose

Improving people's lives through mobility.

### Vision

Leading the mobility sector, focused on creating sustainable value.

### Culture

3 Is

#### Integrity

We have an unwavering commitment to integrity ...

- Security
- Ethics
- Unconditional Respect
- Transparency

#### Integration

... with a highly motivated team that acts in an integrated way ...

- Collaboration
- Simplicity
- Excellence
- Initiative

#### Impact

... and focus on creating sustainable value, with a positive impact on everyone around us.

- Serving Society
- Creating Value
- Caring for Nature
- Valuing Brazilianness



Click on the buttons on the right to find out more about each item.





# 3. Corporate Responsibility – Environmental and Social

3.1. Motiva is committed to leading the mobility infrastructure sector with a focus on creating sustainable value, integrating responsible environmental practices into all its operations and promoting initiatives aimed at reducing the ecological footprint, implementing innovative solutions to minimize environmental impacts, preserve the environment and the well-being of future generations. The company has established five pillars with specific commitments that guide its actions, in line with its goal of leading the sustainability agenda in the Brazilian mobility infrastructure sector:

- Reducing climate risk and the environmental footprint;
- Sustainable value chain management;
- Positive impact on society;
- Valuing people; and
- Culture of Integrity and Security.

3.2. Motiva believes in building a fairer and more sustainable society through the practice and encouragement of social responsibility by companies. For this reason, since it was founded, it has structured policies and initiatives for the development of the communities located around its activities, and considers economic and financial aspects in an integrated way with social, environmental and institutional factors, guided by the AA1000-SES standard and the UN Global Compact Agenda 2030. Learn more at [Motiva's Annual Integrated Report](#).

3.3. The company has also pledged to invest heavily in diversity and inclusion initiatives, maintaining a high level of engagement among its employees, with actions aimed at including minority groups and increasing representation in the organization.

3.4. Motiva's commitment to sustainable, socio-economic and cultural development in the regions where it operates led to the creation of the Institute, which promotes and/or supports initiatives with a priority focus on: Sustainable Solutions (Nature-based Solutions and Sustainable Mobility), Reducing Inequalities (Culture and Education) and Quality of Life (Health and Sport).



Access here the Institute's website.

# 4. Human Rights and the Working Environment

- 4.1. Motiva's principle is to respect Human Rights, as defined in the International Bill of Human Rights and the Declarations of the International Labor Organization (ILO). It follows the voluntary guidelines of the Organization for Economic Cooperation and Development (OECD), is a signatory to the UN Global Compact and is committed to its Sustainable Development Goals.
- 4.2. Motiva has an area dedicated to Diversity and Inclusion which has developed the “Belonging Program - Inclusion and Respect for Being” with the aim of creating a safe space for discussions and exchange of experiences, as well as the collaborative construction of solutions for the six affinity groups: **Cultures and Regionalities, Gender Equity, Generations, LGBTQIAPN+, People with Disabilities and Races and Ethnicities.**

- 4.3. Motiva has a non-negotiable commitment to safety in all its dimensions, promoting a healthy, safe and respectful working environment for its employees, users, surrounding communities and other parties impacted by its activities. Motiva adopts strict accident prevention practices, risk management and compliance with legal and regulatory standards, continually seeking to improve its processes and structures. Safety is a core value that guides decisions and behavior, and it is everyone's responsibility to ensure people's physical, emotional and social integrity. Motiva believes that a safe environment is essential for sustainable development and for building trusting relationships with society.

- 4.4. *We do not tolerate any conduct involving moral or sexual harassment, discrimination based on physical characteristics, health conditions, gender, color, sexuality, ethnicity, age, social class, nationality, personal beliefs and values, among other abusive conduct or inappropriate behavior of any kind.*
- 4.5. [Access here](#) Motiva's Declaration of Human Rights.



# 5. Excellence in Customer Service

- 5.1. Motiva is a benchmark in mobility infrastructure in Brazil, leading the sector with excellence in providing services to clients. It works in an integrated way to understand the needs of its clients, creating and implementing products and services to meet their needs and expectations. It has unconditional respect for the client, acting with integrity throughout the relationship. It observes best practices to correct its processes in an agile and continuous manner. Finally, it materializes its purpose, which is to improve people's lives through mobility.



## 6. Donations and Sponsorships



**6.1.** The donations and sponsorships made by Motiva comply with the principles of ethics, transparency and good faith, respecting the applicable laws, Motiva's rules and regulations, especially the Donations and Sponsorships Policy, approved by the Board of Directors.

**6.2.** All donations and sponsorships must be made in such a way as to contribute to the development of communities and society in the fields of education, culture, science and technology, sports, socio-environmental, institutional, social inclusion, diversity, mobility, well-being and user experience.

**6.3.** It is strictly forbidden for the Company to make political contributions to parties or candidates, without any exception, under the terms of electoral legislation.

# 7. Use of Company Assets and Resources

- 7.1. Motiva's assets and resources, such as corporate equipment and means of communication, must only be used for its services and operations, and may not be used for private purposes, in the interests of third parties or incompatible with the interests of its business.
- 7.2. Everyone has a responsibility to protect and safeguard the Company's assets, using them with care and responsibility, protecting them from loss, damage, misuse or waste.
- 7.3. In exceptional situations, Motiva's assets and/or resources may be made available to Civil Defense agencies – whether at municipal, state or federal level – to deal with serious disasters. This measure must be preceded by an assessment by the Corporate Security, Business Resilience and Compliance Departments and subsequently approved by the Executive Board.

# 8. Conflict of Interest



- 8.1. Motiva is committed to transparency in all its relationships, whether internal or external, which is essential for building trust and credibility with employees, customers, suppliers and other stakeholders. Motiva values honesty and clarity, ensuring that all relevant information is shared in an accessible, understandable and timely manner.
- 8.2. Conflicts of interest undermine transparency and trust in relationships. Conflicts of interest occur whenever the private interest of a Director, Audit Board Member or Employee interferes, or appears to interfere, with their judgment and objectivity, to the detriment of Motiva's interests, and may affect the exemption, impartiality or independence of their decisions.



- 8.3. Motiva therefore encourages everyone to declare conflicts of interest in good time and continuously monitors the information declared. All Directors, Audit Board Members and Employees must complete the Conflict of Interest Declaration when they are hired or take office, and update it when necessary. All Directors, Audit Board Members and Employees must declare their impediment and refrain from participating, influencing or making decisions if they are in a situation of Conflict of Interest.



# 9. Fighting Corruption and Bribery

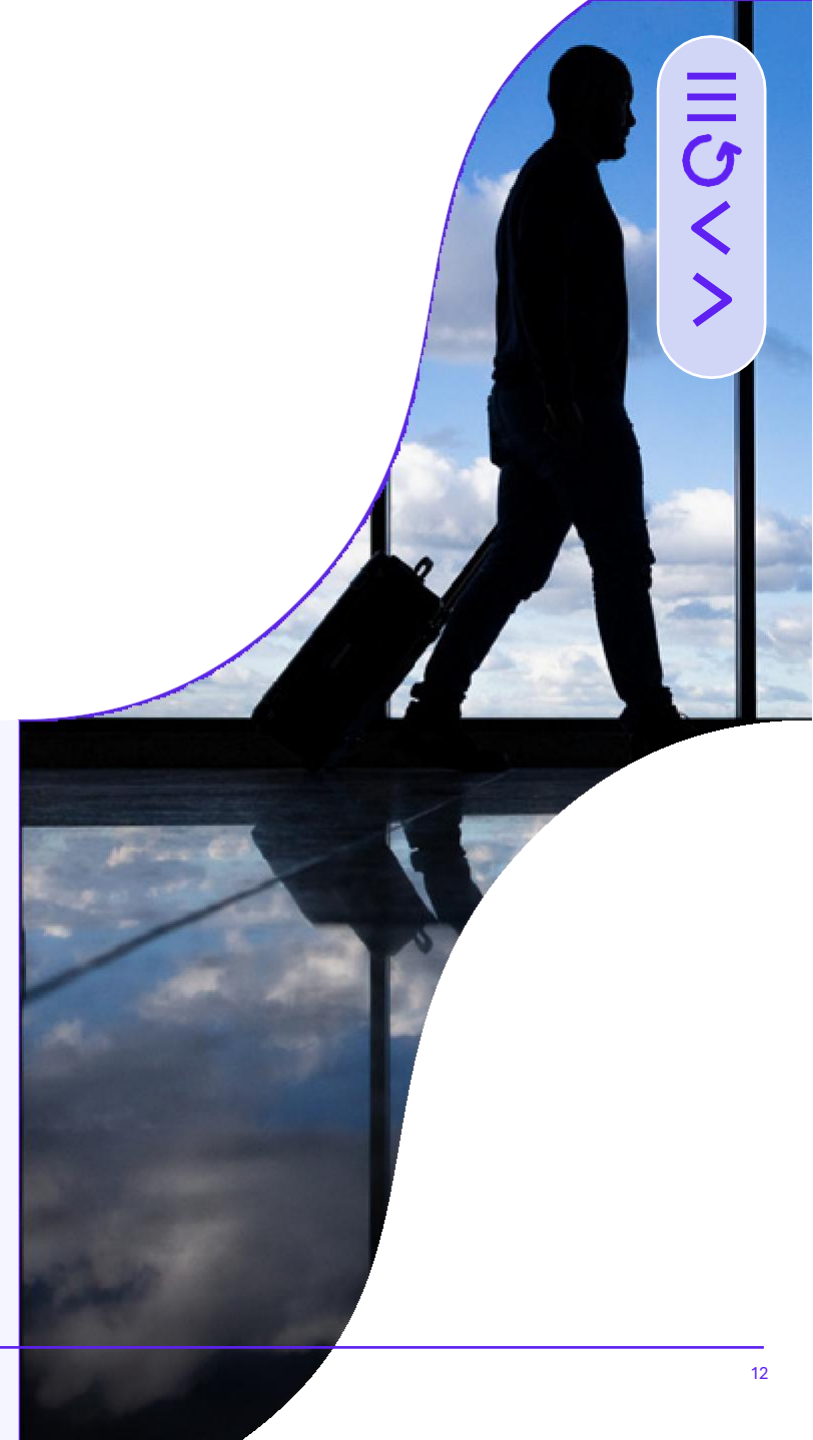
**9.1.** Motiva strictly complies with the Clean Company Act (Law No. 12,846/13) and other related regulations, and does not tolerate the practice of illegal or unethical acts, such as abuse of power, payment of bribes, fraud, money laundering, financing terrorism, cartels, unfair competition, influence peddling, improper use of confidential information, undue favoritism, among others, whether in relations with the public authorities or in private relationships.

**9.2.** It is expressly forbidden to offer or receive from third parties, individuals or companies, any undue advantage of any kind, whether in money, goods or services of value, in order to obtain or maintain a business transaction or favorable treatment, personally, for third parties or for the benefit of Motiva.

**9.3.** The company has an Integrity Program and a Clean Company Policy and Combating Corruption and Bribery to prevent acts of corruption and bribery in all its activities, it carries out periodic training and disseminates the culture of integrity and transparency among its Employees, Directors, Audit Board Members and Third Parties, in addition to carrying out continuous monitoring to mitigate related risks.



**Access here Motiva's Integrity Program and POL 001 - Clean Company Policy and Combating Corruption and Bribery.**



# 10. Interaction with Public Agents

- 10.1. Motiva's relations with the public administration must be strictly institutional, ethical, transparent and upright, and carried out in an official manner, in compliance with the law.
- 10.2. It is expressly forbidden to receive, offer, promise or authorize, directly or through third parties, any undue advantage of any nature, whether in money, goods or services of value, to public officials, political parties, candidates for public office or any politically exposed persons, in Brazil or abroad, in order to obtain personal benefit or serve Motiva's interests.

# 11. Gifts, Presents, Meals, Entertainment and Travel

- 11.1. The offering or receiving of gifts, presents, meals, entertainment or travel is permitted for legitimate business purposes, provided that the limits set out in specific internal rules are observed.
- 11.2. It is forbidden to offer or receive gifts, presents, meals, entertainment and/or travel to or from public officials.
  - 11.2.1. Exceptionally, meals and travel may be offered to public officials in the cases expressly provided for in specific legislation and/or in the contracts signed by Motiva.

Access NOR 003 - Standard for Gifts, Presents, Meals, Entertainment and Travel.



# 12. Confidentiality of Information and Protection of Personal Data

**12.1.** We protect non-public information - such as financial data and undisclosed results, confidential corporate information and personal data - in order to prevent its leakage from damaging Motiva, our stakeholders and society in general, as well as the relationships of trust established between us and these stakeholders. Therefore, we may not use non-public information for private purposes or pass it on to third parties, whether by professional e-mail or otherwise, without prior authorization, even after leaving the Company.

**12.2.** In compliance with the provisions of Law No. 13,709/2018 (General Data Protection Law - LGPD), any information or data that circulates, is produced or maintained in Motiva's systems or equipment must be kept confidential.

**12.3.** Anyone who has access to inside information that has not yet been publicly disclosed about Motiva may not trade in the Company's securities or shares or pass on inside information to third parties, under penalty of legal and disciplinary measures, in accordance with POL 004 – Policy on Disclosure, Use of Information and Trading in Securities.

**12.4.** The use of artificial intelligence (AI) tools requires attention and responsibility, as it can generate risks of undue access to Motiva's restricted and confidential information. Directors, Audit Board Members and Employees must not, under any circumstances, enter information related to new businesses, business plans, operational strategy, financial information, personal data or remuneration, or any other confidential or privileged information, on AI platforms that are not managed and/or approved by Motiva.

**12.5.** In addition, Motiva adopts technical and organizational measures to protect the personal data of data subjects against accidental or unlawful destruction, loss, alteration, communication or dissemination or unauthorized access and thus strengthen (i) the protection of the privacy of the data subject; (ii) freedom of expression, information, opinion and communication; (iii) inviolability of privacy, honor and image; and (iv) economic and technological development.



# 13. Relations with Third Parties and Business Partners

**13.1.** Motiva's relations with third parties and business partners must be guided by respect, professionalism, transparency and integrity, applying fair, robust and transparent procedures in the selection, approval, qualification, hiring and evaluation processes.

**13.2.** All third parties and business partners must be assessed on the basis of criteria that take into account technical, legal, economic and suitability aspects, without allowing any kind of favoritism or discrimination, in accordance with Motiva's internal guidelines.

**13.3.** Motiva practices and requires third parties and business partners, via contractual clauses or adherence to our rules, to act in accordance with the Code of Ethical Conduct for Third Parties and to comply with the anti-corruption clauses contained in the legal instruments signed with Motiva.



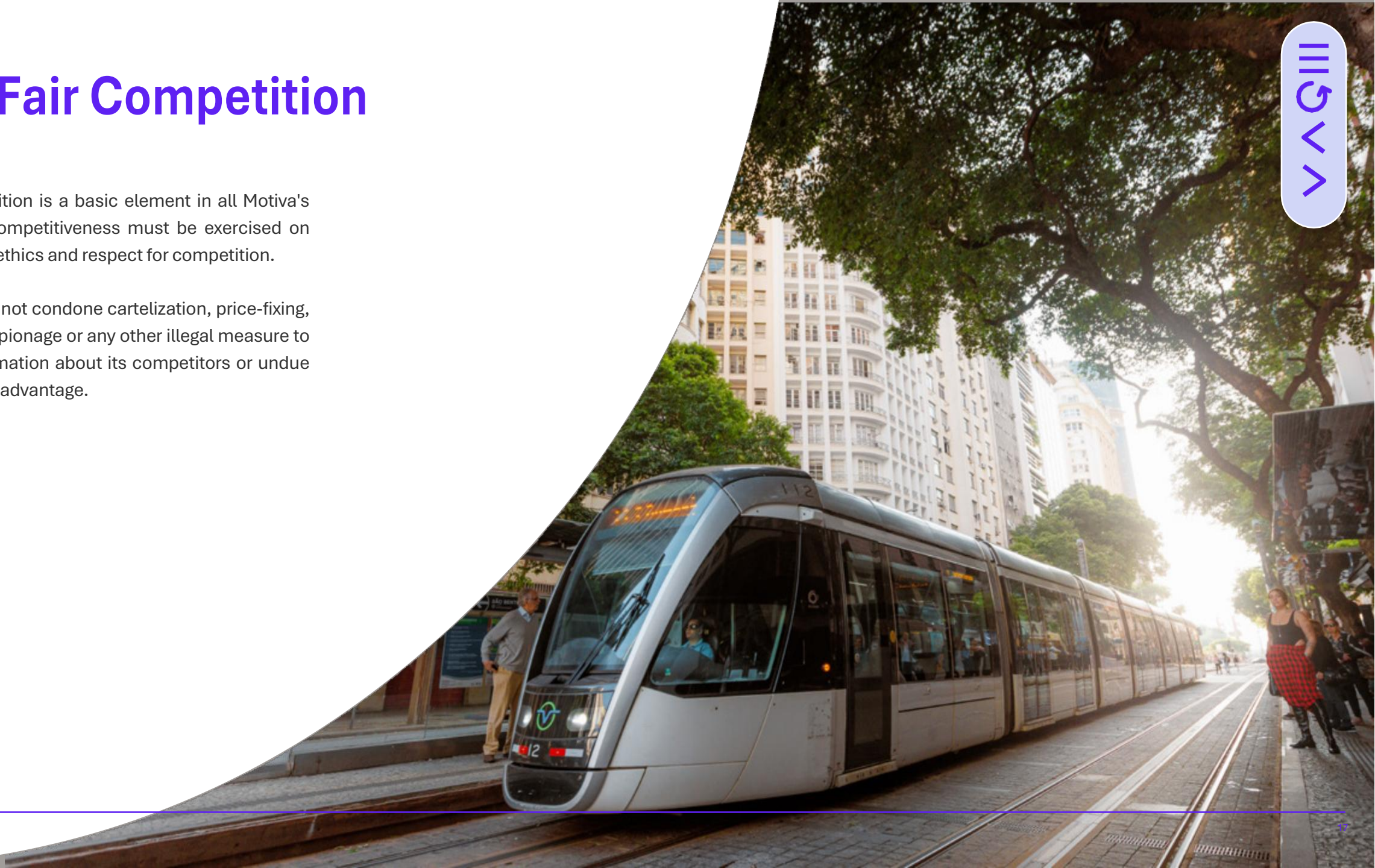
**Access here the Code of Ethical Conduct for Third Parties.**





# 14. Fair Competition

- 14.1. Fair competition is a basic element in all Motiva's activities. Competitiveness must be exercised on the basis of ethics and respect for competition.
- 14.2. Motiva does not condone cartelization, price-fixing, industrial espionage or any other illegal measure to obtain information about its competitors or undue commercial advantage.





# 15. Accounting Books and Records

- 15.1. All transactions of an economic, financial or patrimonial nature involving Motiva's business must be properly recorded in the systems, commercial or tax books, in a complete and reliable manner.
- 15.2. All transactions and payments made by Motiva will be properly reported to the responsible areas so that they can be duly calculated, justified and entered in the accounting records in good time.
- 15.3. All supporting documentation for transactions must be kept and filed in accordance with legal deadlines, and must be available for auditing purposes.

# 16. Shareholder and Investor Relations

- 16.1. Motiva's relationship with shareholders and investors is guided by the adoption of corporate governance practices that ensure the constant maintenance of its ethical principles and transparency with its various stakeholders. To this end, Motiva focuses on precise, transparent, timely and objective communication, allowing it to monitor its activities and performance, ensuring compliance with the laws governing publicly traded companies. The Investor Relations and Communications areas are responsible for direct dialog with these stakeholders, but all Directors and Employees are responsible for ensuring that these guidelines are followed.

# 17. Legal and Disciplinary Measures

17.1. If Directors, Audit Board Members or Employees fail to comply with the rules established in this Code or in any of Motiva's Normative Instruments, legal and disciplinary measures may be applied. In the case of suppliers or third parties with whom Motiva has a relationship, any illegal conduct or conduct that violates this Code may constitute a breach of contract, subject to termination and penalties established in the respective contract.

17.2. Any violation or suspected violation of this Code or Motiva's Regulatory Instruments, or any illegal or unethical behavior, must be promptly reported to the Compliance Department through Motiva's Confidential Channel:

| Confidential Channel | Access                                                                                                                            |
|----------------------|-----------------------------------------------------------------------------------------------------------------------------------|
| Web                  | <a href="https://canalconfidencial.com.br/canalconfidencialmotiva/">https://canalconfidencial.com.br/canalconfidencialmotiva/</a> |
| Phone                | 0800 721 0759                                                                                                                     |



17.3. The Confidential Channel is managed by a third-party company, independent of Motiva, which guarantees the confidentiality and secrecy of the information obtained, as well as the impartiality of the investigations. The Confidential Channel also guarantees the possibility of registering anonymous reports, and no reprisals or retaliation against anyone who registers a report in good faith will be tolerated.

17.4. The Compliance Department is responsible for investigating reports registered on the Confidential Channel, with confidentiality and impartiality, and the Commission for the Study and Application of Disciplinary Measures (CEAMD) is responsible for deciding on the measures to be applied. Reports involving Employees of the Compliance Department, members of the Executive Board, the Board of Directors or the Supervisory Board, will automatically be directed to a special flow, the responsibility for which will lie with the Audit, Compliance and Risks Committee, or the Chairman of the Board of Directors, as the case may be.

# 18. Questions and Suggestions

18.1. Any questions or suggestions about this Code can be addressed to your immediate supervisor or sent to Motiva's Compliance Department at the following e-mail address:



[compliance.equipe@motiva.com.br](mailto:compliance.equipe@motiva.com.br)

## Prepared by:

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## Area:

Compliance

## Approved by:

Board of Directors

## Approval Date:

05/28/2025

## Consensus reached by:

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## Review:

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