



Motiva's Code of Ethical Conduct for Third Parties

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1. Initial considerations



- 1.1.** The purpose of the Code of Ethical Conduct for Third Parties (the “Code”) is to set forth the main policies and best practices that should govern relationships with any individual, legal entity or non-legal entity with whom Motiva Infraestrutura de Mobilidade S.A. and its subsidiaries (jointly, “Motiva”) have or will have dealings with, including service providers, suppliers, consultants, customers, business partners, third-party contractors or sub-contractors, tenants, assignees of business space, whether or not there is a formal contract, including those who use the Motiva’s name for any purpose or who provide services, supply materials, interact with public officials, the government or other third parties on behalf of the Motiva (collectively, “Third Parties”).

Motiva practices free competition, transparency and impartiality in the process of hiring Third Parties, as well as strict compliance with contracts.

Motiva also understands that the support and progress of its business depend on the efficient management of relations with Third Parties in a transparent and ethical manner, and that the selection and maintenance of Third Parties will be based solely on technical, financial, quality, socio-environmental, ethical and compliance criteria.

Motiva’s relationship with Third Parties shall be characterized by compliance with the provisions of this Code.



Motiva encourages Third Parties to:

- a. Have internal social inclusion policies and/or programs, a compliance management system, corporate responsibility, an environmental policy to manage or minimize the environmental impact of their operations, and policies to promote diversity, equal opportunity and training for the employment of people with disabilities and apprentices, and freedom of association;
- b. Manage their supply chain, identify critical suppliers from a sustainability perspective, and set targets for improving economic, social, and environmental indicators with this group of suppliers;
- c. Manage the economic, social, labor, tax, and environmental risks in their supply chain from a business continuity perspective;
- d. Encourage, internally and in their supply chain, the hiring of small and medium-sized local suppliers for economic development;
- e. Have and recommend to their suppliers the adoption of a code of ethical conduct with regard to personal and commercial relationships;

- f. Comply with and recommend to their suppliers: the timely and correct payment of their obligations to their employees, practices aimed at guaranteeing wages that meet the minimum standards of the category of the region and are sufficient to meet basic needs, and guarantee them health and safety conditions provided by law to their employees and outsourced workers, as well as the timely and correct payment of their tax, labor and social security obligations.
- g. Comply with the requirements of the Anti-Bribery Management System (ABNT NBR ISO37001/2017 standard) and the Compliance Management System (ABNT ISO37301/2021 standard).

Motiva monitors the development and performance of its Third Parties. The evaluation aims to support the improvement of management and strengthen the partnership relationship between Motiva and its Third Parties.

Motiva respects and promotes human rights in its activities and seeks to establish a relationship of cordiality, trust and respect, as well as dignity and honesty in its dealings with its Employees and Third Party employees, regardless of hierarchical position, job title or function.

2. Culture and principles of Motiva



Purpose

Improving people's lives through mobility.

Vision

Leading the mobility industry, with a focus on sustainable value creation.

Culture

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Integrity

We have an unwavering commitment to integrity...

- Safety
- Ethics
- Unconditional Respect
- Transparency

Integration

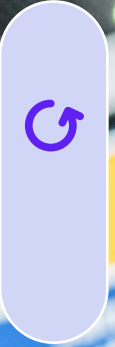
... with a highly motivated, integrated team...

- Cooperation
- Simplicity
- Excellence
- Initiative

Impact

... and focused on creating sustainable value that positively impacts everyone around us.

- Serving Society
- Build value
- Taking Care of Nature
- Valuing Brazilianness



Click on the buttons
opposite for more
information on each item.



3. Compliance with legislation



The Third Parties must act in accordance with applicable laws, including, but not limited to, compliance and respect for health, safety, human rights, labor, environmental, local laws, including tax, fiscal and anti-corruption laws.

A claim of ignorance is not a defense to non-compliance with laws, rules and regulations generally.

The following conduct is non-negotiable for Motiva and must be required of all Third parties:

3.1. DO NOT ENGAGE IN CORRUPTION, FRAUD, BRIBERY AND/OR MONEY LAUNDERING

Motiva has zero tolerance for bribery, kickbacks, Facilitating Payments, offering Undue Advantages, and any acts of corruption or bribery.

As such, the Third Parties are not authorized to negotiate, offer, promise, receive, authorize payment, permit or make any bribes, Undue Advantage or Facilitating Payments, or to authorize Third Parties to do so on behalf of Motiva

Motiva is strongly committed to preventing the use of our business for the purpose of money laundering or any activity that facilitates money laundering, terrorist financing, or other criminal activities, and all third parties must conduct their business in accordance with these principles and commitments.

3.2. DO NOT VIOLATE HUMAN RIGHTS AND WORKING CONDITIONS

Motiva ***will not enter into business relationships with Third Parties that engage in irregular and/or illegal practices***, such as slave and child labor, or that maintain any type of relationship or connection with the sexual exploitation of children and adolescents and human trafficking. Any Third Parties that appear on restrictive lists for acts related to these practices will not be hired or their contracts will be terminated.

Third Parties must also provide their employees with decent working conditions in terms of working hours, health and safety, always in compliance with applicable labor laws. Therefore, it is not allowed to work excessive hours, enticement and Service in lieu of debt.

In addition, they must compensate their employees and provide all benefits required by law, as well as ensure the selection of business partners who operate in accordance with labor laws and ethical standards compatible with the premises defined herein.

3.3. DO NOT ENGAGE IN MORAL AND/OR SEXUAL HARASSMENT

Integrity is one of the pillars of Motiva's culture, sustained by principles such as transparency and unconditional respect. Third Parties are expected to maintain their commitment to a positive, open, and inclusive work environment, free from discrimination, violence, and harassment.



It is the responsibility of all Third Parties to provide a safe and respectful environment, where equality, justice and dignity are highly valued, without any form of embarrassment, discrimination, abuse and disregard for dignity.

3.4. DO NOT VIOLATE MOTIVA'S RULES OF CONDUCT

- **Gifts, Presents, and Hospitality**

Gifts, Presents, and Hospitality provided by Third Parties to Employees must comply with the rules set forth in Motiva's internal regulations. In addition, they must be appropriate to the business relationship and must not create the impression of impropriety in accordance with Motiva's standards. No cash payments may be made or received by our Third Parties in connection with their relationship with Motiva or any activity they perform directly or indirectly with respect to the **Motiva**. Furthermore, do not give, offer, promise, receive, facilitate, pay, or authorize Gifts, Presents, and Hospitality from/to Public Officials for the purpose of obtaining an Undue Advantage.

- **Interaction with Public Agents**

Interaction between Third Parties acting on behalf of Motiva and Public Officials must be carried out under the supervision of a Motiva Employee who hired them. Exceptionally, there may be direct interaction between Third Parties and Public Officials, provided that this is expressly authorized for this purpose by the Motiva Employee, as in the case of the practice of law and customs brokers. In cases of direct interaction between Third Parties and Public Agents, the Third Party must submit a report to the contract manager stating the date, place and reason for the relationship with the Public Agent.

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- **Image Usage Rights**

Third Parties are required to respect and not violate the Motiva's image rights, and any type of linking to the Motiva's image through the release of images and/or videos is prohibited without prior authorization.

- **Political Activity and Freedom of Association**

Motiva is a non-partisan company and respects the individual rights of Employees and Third parties regarding their political and union involvement. In this way, Motiva expects Third Parties to recognize freedom of association and collective bargaining agreements and negotiations.

- **Secrecy and Confidentiality**

All Motiva matters and information, without exception, must be treated by Third Parties with secrecy, confidentiality, and protection of their intellectual property rights, in addition to strict compliance with general data protection laws. Access to Motiva information shall be limited to those persons who need to receive it and shall not be made available, shown, or passed on to third parties without Motiva's prior written consent. It is necessary that all information be stored, conducted, and processed in a secure environment and that all involved share responsibility for security processes and ensure the integrity, availability, and confidentiality of information assets.

3.5. DO NOT OMIT CONFLICTUAL RELATIONSHIPS

It is important that personal interests do not conflict with the interests of the Company. Therefore, our Third Parties must address and report any situations that may compromise business transparency, such as:

- Activities, whether professional or not, performed by Motiva Employees for Third Parties;
- Misuse of Motiva information by any Third Party or its Employees, including any use or disclosure of Motiva's privileged information in the securities market;
- The existence of kinship between the Third Party or its Employees and Motiva Employees and/or their respective spouses.

3.6. DO NOT DISRESPECT THE ENVIRONMENT

Motiva expects Third Parties to respect and comply with all provisions of current environmental legislation, taking responsibility before environmental agencies and society for any damage or harm they may cause to the environment, implementing efforts in this regard with their respective representatives and suppliers of products and services, so that they also commit to joining forces to protect and preserve the environment.

3.7. DO NOT DISRESPECT COMPETITION AND CONTRACTING RULES

- **Prohibition of Unfair Competition**

Motiva values free and fair competition among Third Parties, and the following practices are unacceptable:

- Offering better prices as a result of non-compliance with laws and regulations (labor, tax, etc.)
- Making insinuations or comments that may harm the image of competitors;
- Associate with the formation of trusts and cartels;
- Engage in or benefit from any type of fraud and/or industrial espionage;
- Engage in or contribute to coercive business practices and abuse of economic power.

- **Use of Foreign Labor**

Third Parties who hire foreign workers must ensure compliance with the documentation, registration, and visas of these workers. In addition, they may not retain the original documents as a means of restricting or limiting the mobility of their employees. Such documents, such as passports or personal documents, must always be in the employee's possession.

- **Reimbursement of Expenses and Service Travel**

The reimbursement of expenses incurred by Third Parties using their own resources on behalf of the Motiva must be provided for in the legal instrument signed between the Third Party and Motiva.

Similarly, business travel by Third Parties to perform work for which they have been designated by Motiva, such as airfare, lodging, meals, land transportation, must be formalized in the appropriate legal instrument.

Third Parties must ensure the submission of receipts for expenses, which must include a description of the nature and reason for said expenses.

- **Due Diligence and Contracts**

Motiva, at its sole discretion, conduct periodic *due diligence* processes to mitigate and monitor potential risks in the conduct of its Third Parties, and Third Parties must provide complete and truthful information in all due diligence processes in which they participate.

Third Parties must comply with the obligations set forth in the contracts they enter into with the Motiva and must comply with this Code throughout the term of the contract.



4. Reducing our environmental footprint and climate risk



4.1. Motiva aims to develop sustainable and resilient infrastructure and understands that engaging the supply chain is fundamental to achieving the objectives of the Environmental Footprint Reduction and Climate Risk pillar of its Sustainability Strategy. In this sense, Motiva proposes offering support and incentives for conserving and protecting biodiversity, combating deforestation, efficiently using natural resources, promoting the circular economy, managing and reducing emissions, and mitigating climate risks.

4.2. INCENTIVES FOR SUSTAINABLE PRODUCTS AND SUPPLIERS

4.2.1 Motiva understands that purchasing can be a catalyst for sustainable development. Motiva provides incentives for offering more sustainable solutions by incorporating the mitigation of negative impacts and the promotion of positive impacts in the specification and supplier selection stages. In this sense, adherence to the Sustainable Procurement Program ensures that the potential impacts and differences of suppliers are considered in Motiva's purchasing decisions.

4.2.2. Motiva believes the supply chain is essential to addressing the company's and society's sustainability challenges. In this sense, Motiva proposes to encourage the development of partnerships and open innovation projects with the supply chain, supporting the identification of common challenges and solutions between Motiva and its suppliers.

5. Confidential Channel And Reporting Of Improper Practices

- 5.1. Motiva asks Third Parties to proactively report any violations or suspected violations of this Code, Motiva's Compliance and Anti-Bribery Management System, the Clean Company and Anti-Corruption and Anti-Bribery Policy, or any other illegal or unethical behavior of which they are or become aware through any of the communication channels below.

Confidential Channel	Access
Web	https://canalconfidencial.com.br/canalconfidencialmotiva/
Phone	0800 721 0759

- 5.2. The Confidential Channel is managed by a third party independent of Motiva, which guarantees the confidentiality and secrecy of the information obtained.
- 5.3. No reprisal or retaliation will be taken against any person for making a report; however, making a report does not exonerate the reporter (if involved) or any other person from any violation or suspected violation of this Code.

6. Legal action and disciplinary sanctions for violations of the code

- 6.1.** Motiva reserves the right to take appropriate legal action for violations of this Code. In serious cases, such action may result in the termination of contracts between the parties and, where appropriate, the initiation of legal proceedings.

7. Final considerations

- 7.1.** Motiva reserves the right to change, suspend or rescind this Code and related policies, procedures and programs, in whole or in part, at any time. Motiva also reserves the right to interpret and amend this Code and its policies at its sole discretion. Any changes to this Code will be disclosed and reported as required by law.



8. Definitions



8.1. The technical or specific terms used in this Code, when capitalized, in the singular or plural, masculine or feminine, are defined below for the purpose of facilitating the understanding and correct application of the content of this document:

“Confidential Channel” is the means used by Employees, Administrators, or Third Parties who have knowledge of any action, omission, or fact that violates or may violate any Motiva standard or policy, as well as any applicable laws.

“Conflict of Interest” occurs when the particular interest of an Administrator, Fiscal Councilor or Employee interferes, or appears to interfere, in any way, directly or indirectly, with his judgment and objectivity, to the detriment of the interests of the Motiva, which may affect his ability to carry out his activities or make decisions with freedom, impartiality and independence.

“Subsidiary” means any entity in which Motiva has a partnership interest that provides it with a continuing majority in corporate decisions and the power to elect a majority of management.

“Discrimination” is the denial of opportunities through differential treatment of an individual or group. It doesn't matter if discrimination is intentional; it's the consequence of the behavior that matters. We prohibit discrimination on the basis of age, color, race, religion, sex, marital status, familial status, sexual orientation, national origin, or any other characteristic protected by law.

“Entertainment” is defined as a form of Amusement. It is any action, event or activity intended for leisure, recreation or amusement, with the purpose of entertaining and stimulating the interest of an audience, which may be public or private. These are the situations where the host is necessarily present, otherwise they are considered Gifts or Presents, and not Entertainment. Examples: concert tickets, concerts, football games, etc.

“Applicable Anti-Corruption Laws” are all applicable national and international anti-corruption laws and regulations, especially Law 12,846/2013 and Decree No. 11,129/2022, including, without limitation, the anti-bribery and anti-corruption laws of the countries where Motiva operates.

“Facilitating Payments” are any payments, regardless of the applicable amount, made to secure or expedite routine actions or otherwise induce public officials or third parties to perform routine actions that they are required to perform, such as the issuance of licenses, immigration controls, or the clearance of goods withheld at customs. This does not include legally required administrative fees. Employees are not authorized to make any facilitating payments and must ensure that third parties, including agents and other consultants do not make such payments on behalf of Motiva.



“**Relative**” means, for the purposes of this Code, spouse, partner, or relative, by blood or affinity, in a direct or collateral line, up to the third degree, or any other individual who is part of the family unit, as in the examples below:

Direct relatives		
Degree	Blood relationship	Affinity
Primary	Father/mother, son/daughter	Father-in-law/mother-in-law, son-in-law/daughter-in-law; stepmother/stepfather, stepson/stepdaughter
Secondary	Grandmother/grandfather, grandson/granddaughter	Grandfather/grandmother and grandchild of spouse or partner
Tertiary	Great-grandfather/great-grandmother, great-grandson/great-granddaughter	Great-grandfather/great-grandmother and great-grandchild of spouse or partner

Collateral relatives		
Degree	Blood relationship	Affinity
Secondary	Brother/sister	Brother-in-law/sister-in-law and brother/sister of partner
Tertiary	Uncle/aunt (and their spouses), nephew/niece (and their spouses)	Uncle/aunt and nephew/niece of spouse or partner

“**Relationship**” means the bond that exists between a person and a relative.

“**Gift**” means any item, benefit or advantage, to which a monetary value can be attributed, that is received or offered as a result of a business relationship and for which the recipient does not have to pay its fair market value. Its distribution is targeted and personal and should not be confused with Gifts.

“**Service in lieu of debt**” occurs when an employer forces an employee to perform a certain service due to some debt or obligation, whether real or fictitious.

“**Meals**” are meetings held during meals (lunch or dinner) to discuss topics related to Motiva’s business, for the purpose of business development.

“**Report**” means any record entered into the Confidential Channel that is to be analyzed and treated under the terms of this Code.

“**Whistleblower**” is the person who accesses the Confidential Channel and registers a report.



“Good Faith Whistleblower” means the person who, having knowledge or suspicion of unethical or illegal conduct or entity violates Motiva’s policies and standards, submits a report to the Confidential Channel. The motivation of Good Faith Whistleblower is to ensure an honest and transparent working environment for the development of Motiva’s business. Whistleblowers who are motivated by individual interests of persecution and personal gain are excluded from the concept of good faith.

“Third Party” refers to any individual or legal entity or depersonalized entity with which Motiva has or may have a relationship, service provider, supplier, consultant, customer, business partner, contracted or subcontracted third party, lessee, assignee of commercial space, regardless of whether there is a formal contract or not, including those who use Motiva’s name for any purpose or who provide services, supply materials, interact with public officials, the government, or other Third Parties on behalf of Motiva.

“Undue Advantage” means an advantage or benefit in any form that is not authorized by law or contract and/or that could not have been obtained by lawful or honest means. This refers to an incentive or reward (which may be financial or non-financial) for a person to act or refrain from acting in accordance with the performance of their duties. For the purposes of Applicable Anti-Corruption Laws, examples of Improper Advantage include: money, gifts, travel, entertainment, job offers, meals, event sponsorship, scholarships, and charitable contributions without proper authorization or outside the standards permitted by Motiva to obtain any advantage.



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