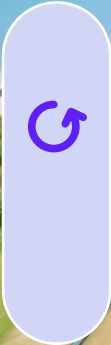




Motiva Code of Ethical Conduct for Third Parties

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1. Introduction



- 1.1.** The purpose of this Code of Ethical Conduct for Third Parties (the “Code”) is to establish the main guidelines and best practices that must govern relationships with any and all individuals, legal entities or unincorporated entities with which Motiva Infraestrutura de Mobilidade S.A. and its Subsidiaries (collectively, “Motiva”) have or may have a relationship, including, among others, service providers, suppliers, consultants, customers, business partners, contractors or subcontractors, lessees and assignees of commercial space, whether or not under a formal contract, including those that use the Motiva name for any purpose or that provide services, supply materials, or interact with public officials, the government or other third parties on behalf of Motiva (collectively, “Third Parties”).

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

Motiva further understands that the sustainability and progress of its business depend on the efficient management of its relationships with Third Parties in a transparent and ethical manner, and that the selection and retention of Third Parties are based exclusively on technical, financial, quality, social and environmental, ethical and legal compliance criteria.

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



Motiva encourages Third Parties to:

- a. Have internal policies and/or programs for social inclusion, a compliance management system, corporate responsibility, an environmental policy to manage or minimize the environmental impacts related to their business, and initiatives that promote diversity, equity, job training and employment for people with disabilities and apprentices, and freedom of association;
- b. Manage their supply chain, identify suppliers that are critical from a sustainability standpoint, and set improvement targets for economic, social and environmental indicators with this group of suppliers;
- c. Manage economic, social, labor, tax and environmental risks in their supply chain, with a view to business continuity;
- d. Encourage, internally and throughout their supply chain, the engagement of small and medium-sized local suppliers to foster economic development;
- e. Have, and recommend that their suppliers have, a code of ethical conduct regarding personal and business relationships;

- f. Comply with, and recommend that their suppliers comply with: the timely and correct payment of their obligations to their employees; practices aimed at ensuring wages that meet the minimum standards for their professional category in the region and are sufficient to meet basic needs; the health and safety conditions required by law for their employees and outsourced workers; and the timely and correct payment of their tax, labor and social security obligations.
- g. Motiva encourages its Third Parties to meet the requirements of the Anti-Bribery Management System (ABNT NBR ISO 37001:2025) and the Compliance Management System (ABNT ISO 37301:2021).

Motiva monitors the development and performance of its Third Parties. The purpose of this assessment is to support management improvement and strengthen the partnership 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 dignified and honest conduct, in the relationships between its Employees and the employees of Third Parties, regardless of hierarchical position, role or function.

2. Motiva's culture and principles



Mission

To improve people's lives through mobility.

Vision

To lead the mobility sector,
with a focus on creating sustainable value.

Culture

3 Is

Integrity

We have an unwavering commitment to integrity ...

- Safety
- Ethics
- Unconditional Respect
- Transparency

Integration

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

- Collaboration
- Simplicity
- Excellence
- Initiative

Impact

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

- Serve Society
- Create Value
- Care for Nature
- Embrace Brazilianness



Click the buttons alongside for more information about each item.



3. Compliance with the law



Third Parties must act in compliance with applicable law, including, but not limited to, compliance with and respect for health, safety, human rights, labor rights, the environment and local legislation, including tax and anti-corruption laws.

Claiming lack of knowledge is not a justification for failing to comply with laws, rules and regulations in general.

The following conduct is non-negotiable for Motiva and must be a commitment of all Third Parties:

3.1. DO NOT COMMIT ACTS OF CORRUPTION, FRAUD, BRIBERY AND/OR MONEY LAUNDERING

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

Accordingly, Third Parties are not authorized to negotiate, offer, promise, receive, arrange, pay, authorize or provide bribes, Undue Advantages or Facilitation Payments, nor to authorize others to do so on Motiva's behalf.

Motiva is strongly committed to preventing the use of its operations for money laundering

or for 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 OR WORKING CONDITIONS

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

Third Parties must also provide their employees with decent working conditions with regard to working hours, health and safety, always in compliance with applicable labor law. Accordingly, excessive working hours, illegal recruitment and Debt Bondage are not permitted.

In addition, they must pay their employees and provide all legally mandated benefits, and must take care to select business partners that operate in compliance with labor law and with ethical standards consistent with the principles set forth herein.

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

Integrity is one of the pillars of Motiva's Culture, supported by principles such as transparency and unconditional respect, and Third Parties are expected to remain committed to a positive, open and inclusive work environment, free of discrimination, violence and harassment.



All Third Parties are responsible for ensuring a safe and respectful environment in which equality, fairness and dignity are highly valued, free from any form of embarrassment, discrimination, abuse or disrespect for dignity.

3.4. DO NOT DISREGARD MOTIVA'S RULES OF CONDUCT



- **Giveaways, Gifts and Hospitality**

Giveaways, Gifts and Hospitality given by Third Parties to Employees must follow the rules set out in Motiva's internal standards. They must also be appropriate to the business relationship and must not create an appearance of impropriety under Motiva's standards. No cash payments may be made or received by our Third Parties in the course of their relationship with Motiva or of any activity they carry out, directly or indirectly, in connection **with Motiva**. Furthermore, no one may give, offer, promise, receive, arrange, pay or authorize Giveaways, Gifts and Hospitality to or from a Public Official for the purpose of obtaining an Undue Advantage.

- **Interaction with Public Officials**

Interactions between Third Parties acting on Motiva's behalf and Public Officials must always take place in the presence of the Motiva Employee who engaged them. Exceptionally, direct interaction between Third Parties and Public Officials may take place, provided it has been expressly authorized for this purpose by the Motiva Employee, as in the case of legal practice and customs or permit brokers. In cases of direct interaction between Third Parties and Public Officials, the Third Party must send a report to the contract manager stating the date, place and reason for the interaction with the Public Official.

- **Image Rights**

Third Parties have a duty to respect and not violate Motiva's image rights, and any association with Motiva's image through the publication of images and/or videos without prior authorization is prohibited.

- **Political Activities and Freedom of Association**

Motiva is a nonpartisan company and respects the individual right of Employees and Third Parties to political and union involvement. Accordingly, Motiva expects Third Parties to recognize freedom of association and collective bargaining and agreements.

- **Duty of Secrecy and Confidentiality**

All Motiva matters and information, without exception, must be treated by Third Parties with secrecy and confidentiality and with protection of its intellectual property rights, in strict compliance with the Brazilian General Data Protection Law (LGPD). Access to Motiva's information must be limited to those who need to receive it, and such information must not be made available, shown or passed on to third parties without Motiva's prior written consent. All information must be stored, handled and processed in a secure environment, and everyone involved must share responsibility for security processes and ensure the integrity, availability and confidentiality of information assets.

3.5. DO NOT CONCEAL CONFLICTING RELATIONSHIPS

For Motiva, it is essential that personal interests do not conflict with the Company's interests. Therefore, our Third Parties must address and disclose any situations that may compromise the transparency of business dealings, such as, for example (but without limitation):

- 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 inside information in the securities market;
- Any Kinship between the Third Party or its employees and Motiva Employees and/or their spouses.

3.6. DO NOT DISREGARD 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 and all damage or harm they may cause to the environment, and also making efforts in this regard with their respective representatives and suppliers of products and services, so that they, too, commit to joining efforts to protect and preserve the environment.

3.7. DO NOT DISREGARD THE RULES ON COMPETITION AND PROCUREMENT

- **Prohibition of Unfair Competition**

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

- Offering better prices as a result of non-compliance with the law (labor, tax, etc.);
- Making insinuations or comments that may harm competitors' image;
- Colluding in the formation of trusts and cartels;
- Engaging in or benefiting from any kind of fraud and/or corporate espionage;
- Engaging in or contributing to coercive business practices and abuse of economic power.

- **Employment of Foreign Workers**

Third Parties that hire foreign nationals must ensure that these workers' documentation, registration and visas are in order. In addition, they must not retain original documents as a means of restricting or limiting their workers' mobility. Such documents, such as passports or personal identification, must always remain in the worker's possession.

- **Expense Reimbursement and Business Travel**

The reimbursement of expenses incurred by Third Parties using their own funds on Motiva's behalf must be provided for in the legal instrument entered into between the Third Party and Motiva.

Likewise, business travel by Third Parties to carry out work for which they have been engaged by Motiva, such as airfare, lodging, meals and ground transportation, must be formalized in the respective legal instrument.

Third Parties must ensure that expense receipts are submitted, describing the nature of and reason for the expenses.

- ***Due Diligence and Contracts***

Motiva will, at its sole discretion, carry out 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 take part.

Third Parties must comply with the obligations set forth in the contracts entered into with Motiva and abide by this Code throughout the contract term.



4. Reducing the environmental footprint and climate risk



4.1. Motiva aspires to sustainable and resilient infrastructure development and understands that supply chain engagement is essential to achieving the objectives of the Reducing the Environmental Footprint and Climate Risk pillar of its Sustainability Strategy. To this end, Motiva is committed to offering support and incentives for the conservation and protection of biodiversity and the fight against deforestation, efficient use of natural resources, promotion of the circular economy, and the management and reduction of emissions and climate risks.

4.2. ENCOURAGING SUSTAINABLE PRODUCTS AND SUPPLIERS

4.2.1 Motiva understands that procurement can act as a catalyst for sustainable development. By incorporating the mitigation of negative impacts and the promotion of positive impacts into the specification and supplier selection stages, Motiva provides incentives for more sustainable solutions. Accordingly, adherence to the Sustainable Procurement Program provides the elements needed to integrate suppliers' potential impacts and differentiators into Motiva's purchasing decisions.

4.2.2. Motiva believes that the supply chain is a key partner in addressing the sustainability challenges faced by the company and by society. To this end, Motiva is committed to encouraging the development of partnerships and open innovation projects with its supply chain, supporting the identification of shared challenges and solutions between Motiva and its suppliers.

4.2.3. In accordance with Motiva's Sustainable Procurement Standard, suppliers must act responsibly in managing greenhouse gas (GHG) emissions and energy consumption, adopting energy efficiency and emissions reduction practices and, whenever possible, using lower-impact sources. They must periodically monitor these indicators and implement continuous improvement actions, in compliance with applicable law and Motiva's guidelines. In addition, suppliers must prevent pollution arising from their activities, ensuring proper control of emissions, effluents and waste, as well as their correct segregation, storage, transportation and final disposal. They must prioritize waste reduction, reuse and recycling, adopting practices that minimize environmental impacts and fully comply with current legislation, Motiva's guidelines and its Sustainable Procurement Standard.

5. Confidential Channel and reporting of misconduct



5.1. Motiva asks Third Parties to be proactive and to immediately report any violation or suspected violation of this Code, of Motiva’s Compliance and Anti-Bribery Management System, of the Clean Company and Anti-Corruption and Anti-Bribery Policy, or any illegal or unethical behavior of which they are or become aware, through one of Motiva’s 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 company independent of Motiva, which ensures the confidentiality and secrecy of the information received.

5.3. No reprisal or retaliation will be taken against anyone who has filed a report; however, filing a report does not absolve the person who made it (if involved), or anyone else, of any violation or suspected violation of this Code.

6. Legal and disciplinary measures for violations of this Code

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

7. Final provisions

- 7.1.** Motiva reserves the right to modify, suspend or revoke 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/glossary



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

“Confidential Channel” is the means used by Employees, Officers or Third Parties who become aware of any action, omission or fact that violates or may violate any Motiva standard or policy, or any applicable law.

“Employees” are Motiva’s employees, including its non-statutory officers.

“Conflict of Interest” occurs whenever a personal interest of an Officer, Fiscal Council Member or Employee interferes, or appears to interfere, in any way, directly or indirectly, with their judgment and objectivity, to the detriment of Motiva’s interests, and may affect their ability to perform their duties or make decisions with impartiality, fairness and independence.

“Subsidiary” is any company in which Motiva holds shareholder rights that permanently ensure it a predominant role in corporate resolutions and the power to elect the majority of the directors and officers.

“Discrimination” is the denial of opportunities through the differential treatment of an individual or group. It does not matter whether the discrimination is intentional; what matters is the consequence of the behavior. We prohibit discrimination based on age, col-

or, race, religion, gender, marital status, family situation, sexual orientation, nationality or any other characteristic protected by law.

“Entertainment” is a Gift in the form of amusement. It is any action, event or activity intended for leisure, recreation or amusement, with the purpose of entertaining and engaging an audience, and may be public or private. These are situations in which the host is necessarily present; otherwise, they are considered Giveaways or Gifts rather than Entertainment. Examples: tickets to concerts, shows, soccer games, etc.

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

“Facilitation Payments” are any payments, regardless of the amount, made to secure or expedite routine actions or otherwise induce public officials or third parties to perform routine actions they are required to perform, such as issuing licenses, immigration controls or releasing goods held in customs. This does not include legally applicable administrative fees. Employees are not authorized to make any facilitation payment and must ensure that third parties, including agents and other consultants, do not make such payments on Motiva’s behalf.



“**Relative**” means, for the purposes of this Code, a spouse, partner or relative, by blood or by marriage, in the 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:

Relatives in the direct line		
Degree	By blood	By marriage
1st	Father/mother, son/daughter	Father-in-law/mother-in-law, son-in-law/daughter-in-law; stepmother/stepfather, stepson/stepdaughter
2nd	Grandmother/grandfather, grandson/granddaughter	Grandfather/grandmother and grandson/granddaughter of the spouse or partner
3rd	Great-grandfather/great-grandmother, great-grandson/great-granddaughter	Great-grandfather/great-grandmother and great-grandson/great-granddaughter of the spouse or partner

Relatives in the collateral line		
Degree	By blood	By marriage
2nd	Brother/sister	Brother-in-law/sister-in-law and brother/sister of the partner
3rd	Uncle/aunt (and their spouses), nephew/niece (and their spouses)	Uncle/aunt and nephew/niece of the spouse or partner

“**Kinship**” is the bond between a person and a Relative.

“**Gift**” is anything, 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 market value. Its distribution is targeted and personal, and it is not to be confused with Giveaways.

“**Debt Bondage**” occurs when an employer forces a worker to perform a given service because of a debt, whether real or fictitious.

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

“**Report**” means any and all records entered into the Confidential Channel, to be analyzed and handled under the terms of this Code.

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



“Good-Faith Whistleblower” is the individual or legal entity that, having knowledge or suspicion of unethical or illegal behavior contrary to Motiva’s policies and standards, files a report through the tools made available by Motiva. The motivation of a Good-Faith Whistleblower is to ensure an ethical and transparent work environment for the development of Motiva’s business. Whistleblowers who are motivated by individual interests of persecution or personal gain are excluded from the concept of good faith.

“Third Party” refers to any and all individuals, legal entities or unincorporated entities with which Motiva has or may have a relationship, including service providers, suppliers, consultants, customers, business partners, contractors or subcontractors, lessees and assignees of commercial space, whether or not under a formal contract, including those that use the Motiva name for any purpose or that provide services, supply materials, or interact with public officials, the government or other Third Parties on behalf of Motiva.

“Undue Advantage” is an advantage or favor in any form that is not authorized by law or contract and/or that could not be obtained by lawful or ethical means. It is an incentive or reward (financial or non-financial) for a person to act or refrain from acting in the performance of their duties. For the purposes of the Applicable Anti-Corruption Laws, examples of Undue Advantage include: money, gifts, travel, entertainment, job offers, meals, event sponsorships, scholarships and charitable contributions without the proper authorizations or outside the standards permitted by Motiva, in order to obtain any advantage.



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