

# ANTI-CORRUPTION POLICY

## CARMELO FIOR COMPANIES



### 1. PURPOSE

This Anti-Corruption Policy has been developed to serve as a reference for the conduct expected of our employees and third parties in the execution of business activities involving the Carmelo Fior Companies, whether in the public or private sphere. Its objective is to prevent any act of corruption, whether at the national or international level, arising from the company's operations.

In addition to the guidelines set forth herein, it is mandatory to comply with all applicable local and international anti-corruption laws, regulations, and standards in the jurisdictions where we operate. We acknowledge that this document does not cover all possible unlawful acts. Therefore, in case of doubt, the laws and internal regulations of the Carmelo Fior Companies must always be consulted. Guidance may also be sought from immediate supervisors or through the Carmelo Fior Ethical & Compliance Reporting Channel to avoid any infractions.



### 2. TARGET AUDIENCE

The Anti-Corruption Policy adopted by the Carmelo Fior Companies applies to all employees, interns, contractors, service providers, consultants, partners, representatives, suppliers, and any other third parties acting on behalf of the company or representing its interests.



### 3. RESPONSIBILITIES

#### Responsibilities of Leadership, Partners, Shareholders, and Directors

Individuals holding management positions within the Carmelo Fior Companies must:

- Ensure that their subordinates are aware of and apply the principles of this Code, and provide support to the Human Resources Department in carrying out its duties and promoting a culture of compliance, ethics, and transparency;
- Treat employees, clients, suppliers, and third parties with respect, and refrain from any conduct that may constitute abuse of power, moral harassment, or sexual harassment;
- Foster a pleasant and inclusive work environment, free from any form of discrimination or unequal treatment based on personal characteristics of employees, clients, or third parties.

- Preserve the integrity of the information to which they have access by virtue of their position, and never use such information for personal benefit;
- Make decisions and utilize the resources or assets—tangible or intangible—of the Carmelo Fior Companies in accordance with established policies and the company’s business objectives, refraining from any actions based on personal relationships or any form of favoritism;
- Refrain from any form of bribery or corruption, whether in the public or private sphere, and act to ensure that such practices do not occur.



#### **4. RELATIONSHIPS WITH THIRD PARTIES, SUPPLIERS, AND PARTNERS**

The Carmelo Fior Companies prioritize ethics, respect, and transparency in all our relationships with third parties, suppliers, and partners. To ensure compliance, we expect our partners to:

- Maintain a safe and healthy work environment: Operate with respect for human rights, dignity, transparency, responsibility, and commitment to work.
- Reject prejudice and discrimination: Companies and organizations that do not repudiate prejudice or any form of discrimination cannot be considered partners.
- Uphold our values: Any actions that damage the image of partner companies will not be tolerated.
- Prohibit personal relationships: We will not engage in business with suppliers who have any type of personal relationship or degree of kinship with employees of the Purchasing Department.
- Handle information with care: Information obtained from our suppliers must be handled with strict confidentiality.
- Expect compliance: All suppliers must comply with applicable legal, labor, and environmental requirements, adopt anti-corruption measures, and maintain an impeccable reputation.

Anti-corruption regulation: We require our suppliers, service providers, distributors, and third parties to act with absolute integrity and strictly observe anti-corruption regulations.

Reporting inappropriate practices : If, during the course of a partnership, it is confirmed that a third party is involved in inappropriate or unlawful practices, the Legal and/or Compliance Department must be immediately notified, and all appropriate measures will be taken.



## 5. CONFLICT OF INTEREST

A conflict of interest occurs when an individual's independence is compromised, potentially affecting the impartiality of their decisions. This can create a perceived or actual conflict that may impact business decisions. To maintain the highest level of integrity, we expect all employees and contractors to adhere to the following guidelines:

- Reporting Conflicts of Interest: If an employee or contractor has a conflict of interest or doubts about a potential conflict, they must immediately report it to their area manager and/or the Compliance Department. This includes situations where they lack independence or impartiality in decision-making processes.
- Responsibilities of Leaders: Area leaders, directors, managers, and supervisors are responsible for monitoring and managing potential conflicts of interest involving their subordinates. They must ensure that all business decisions are made with integrity and transparency ;
- Gifts Acceptance : gifts from suppliers, clients, or other business partners may be accepted only if they are promotional items with a value of up to USD 20.00. Any gifts exceeding this value may be considered a conflict of interest and could compromise the employee's ability to negotiate in the best interest of the company ;
- Hiring Companies with Conflicts: Hiring companies in which an employee has direct involvement, relatives up to the fourth degree of kinship, or close friends is prohibited unless it meets the following conditions:
  - Compliance with the rules established by the HR Department
  - Approval by the Managing Director
  - Communication to the Compliance Department

The improper use of information belonging to the Carmelo Fior Companies—outside the professional context and beyond what is strictly necessary for the performance of duties—by employees or contractors constitutes a conflict of interest. Such conduct also represents a breach of confidentiality obligations and is subject to the applicable legal sanctions, including after termination of employment or contract. Sharing this information with colleagues or third parties beyond what is strictly required for the execution of activities likewise constitutes a conflict of interest.



## 6. CONSULTANTS, REPRESENTATIVES, INTERMEDIARIES, AND SUPPLIERS

The conduct of third parties—such as consultants, representatives, customs brokers, among others—when contracted to act on behalf of the Carmelo Fior Companies, may result in liability for the companies and for employees and/or contractors involved in unlawful acts such as bribery, money laundering, or the offering and acceptance of undue advantages, thereby causing harm to the organization.

The image and reputation of both the Carmelo Fior Companies and the employee and/or contractor may be adversely affected by the actions of individuals or companies engaged to provide services or supply products. Therefore, it is essential to take the necessary precautions to prevent and manage such risks through appropriate procedures and controls.

It is important to note that the Carmelo Fior Companies are firmly committed to engaging intermediaries only when there is a clear necessity and suitability, and, above all, after verifying that such professionals meet integrity standards and are subject to periodic audits. These intermediaries may, at times, pose risks to the companies—potentially resulting in reputational or legal exposure without the awareness of the contracting parties (for instance, in sales activities or interactions with publicly held companies and government entities).

When the engagement of intermediaries is necessary, all appropriate precautions must be taken, including background checks to assess the integrity of the selected party. Except in emergency situations—where time is a determining factor and express authorization is granted by the General Director—the hiring process must be preceded by a formal procedure, including the mandatory review of at least three distinct proposals. Additionally, the following items must be evaluated as prerequisites.

- The intermediary's reputation and technical competence, including verification of the absence of conflicts of interest and any political exposure;
- Pricing: engagements should preferably be based on fixed fees. The payment of commissions based on the value of the transaction is prohibited, unless expressly authorized by the Chief Executive Officer (CEO), as applicable, and upon consultation with the Compliance Department;
- Compliance of the proposal with legal and regulatory requirements;
- Potential conflicts of interest between the intermediary and/or its clients and the interests of the Carmelo Fior Companies;

- Formal acceptance of the provisions set forth in this Code.
- If the conditions outlined above hinder the engagement of the intermediary, or if there is any doubt regarding the matter, the Compliance Department must be consulted prior to contracting the third party.
- In the event of a negotiation, it is essential to formalize the agreement through a written contract, which must be reviewed by the Legal Department of the Carmelo Fior Companies and signed by duly authorized individuals, in accordance with the company's bylaws or articles of incorporation. Written contracts serve to strengthen economic relationships that may be or may become complex, helping to prevent opportunistic behavior and ensuring maximum legal certainty for the Carmelo Fior Companies.

However, the formalization of such relationships is not a simple task. Contracts do not always account for every possible scenario in a commercial relationship. Additionally, a single contractual clause may give rise to multiple interpretations, each potentially leading to a different outcome. Even so, the protection of the rights of the Carmelo Fior Companies must always be a priority.

In summary, this is a critical and sensitive task for the company and must be conducted and supervised by qualified professionals to mitigate the risk of future issues.



## 7. CLIENTS

At the Carmelo Fior Companies, our clients are at the forefront of everything we do. We are committed to delivering exceptional quality in our services, underpinned by strict adherence to the principles outlined in our policies. To maintain and strengthen our reputation and brand, all employees and contractors must uphold these principles and prioritize client relationships.

We encourage close relationships with our clients, focusing on establishing and preserving long-term partnerships. However, we must take necessary precautions to avoid potential conflicts or harm to both parties. To achieve this, we have established the following guidelines:

- **Proposal Preparation:** When invited to submit proposals for project development, employees and contractors must contact the Legal Department for assistance in preparing relevant documents. This ensures compliance with legal requirements and avoids potential conflicts.
- **Event Participation:** When invited to parties, dinners, or other events by clients, employees and contractors must avoid venues that could generate controversy or compromise confidentiality. They must also refrain from discussing confidential matters related to the Carmelo Fior Companies.





## 8. GOVERNMENT RELATIONS

To prevent any legal issues and the potential imposition of sanctions on the Carmelo Fior Companies or on the employee and/or contractor, the following conduct must be strictly observed:

- Do not offer any item of value to a government official, consultant, or representative. Exceptions may only be made with the approval of the General Director, as applicable, and upon consultation with the Compliance Department;
- Do not fail to respond to proper and lawful requests from government authorities. Exceptions may only be made with the approval of the Managing Director, as applicable, and upon consultation with the Compliance Department;
- In the event of a visit by a public official to the company's premises for the purpose of collecting information or documents, the employee must escort the official to an empty meeting room and immediately contact the Legal Department and/or the Compliance Department for appropriate measures.

It is the duty of the employee and/or contractor to notify their manager or the Compliance Department in the event of receiving any unusual or atypical request from a public official or equivalent.



## 9. IMPROPER PAYMENTS AND UNDUE ADVANTAGES

Any payments or offers made by employees, contractors, service providers, consultants, sales representatives, or suppliers with the intent to obtain advantages or to breach, whether explicitly or implicitly, applicable regulations are strictly prohibited.

Examples of prohibited conduct include:

- Offering gifts with a nominal value exceeding USD 20.00 (twenty United States dollars) ;
- Using third-party intermediaries to conduct business with government entities (such as appointing individuals to manage government relations) without the approval of the General Director, as applicable, and without prior consultation with the Compliance Department;
- Financing political campaigns;
- Electoral advertising;
- Any form of bribery.

- Political contributions;
- Personal promotion of public officials;
- Nepotism;
- Violation of mandatory “cooling-off” periods;
- Use of the name of the Carmelo Fior Companies beyond the scope of authorized delegation;
- Sharing of sensitive information belonging to the Carmelo Fior Companies with third parties—understood as any information not in the public domain.

In case of doubt, the Compliance Department must be consulted.



## **10. PREVENTION OF MONEY LAUNDERING AND TERRORIST FINANCING**

*Money laundering* is defined as a set of operations through which assets, rights, and values obtained through criminal activities are introduced into the financial and economic system with the appearance of having been lawfully acquired.

This practice typically involves multiple transactions aimed at concealing the origin of illicit financial assets, allowing their use without exposing the individuals involved in the criminal activity.

Examples of money laundering practices include:

- Simulated purchase and sale transactions intended solely to legitimize illicit funds;
- Simulated purchases followed by the return of funds to a different account;
- Payment of invoices for personal benefit using funds of suspicious origin.

To prevent the Carmelo Fior Companies from being used as a vehicle for concealing the origin or destination of funds derived from criminal activity—and to ensure that any such practices can be properly reported to the competent authorities—all employees, contractors, service providers, consultants, partners, representatives, and suppliers, regardless of hierarchical level, must report any suspected money laundering activity to the General Director, as applicable, and to the Compliance Department.



## 11. CONTRACTS

The Carmelo Fior Companies are committed to combating corruption not only within their internal operations but also in all interactions with third parties. Accordingly, contracts must include provisions requiring compliance with both national and international anti-corruption laws, as well as full adherence to the company's internal policies, principles, and values.

Failure to comply with contractual provisions related to anti-corruption may lead to contract termination, in addition to the penalties established by applicable law, internal policies, and other official documents of the Carmelo Fior Companies.

The designated contract manager, in coordination with the Legal and Compliance Departments, is responsible for overseeing compliance with applicable legislation, internal policies, and contractual obligations, while remaining vigilant to potential risks or vulnerabilities that may affect the integrity of the Carmelo Fior Companies.



## 12. SANCTIONS

Any violation of security controls or failure to comply with established guidelines constitutes a breach. The seriousness of which may lead to disciplinary actions, without prejudice to applicable legal consequences. Sanctions may include, but are not limited to:

- Revocation of privileged access to specific resources;
- Issuance of a formal written warning;
- Obligation to reimburse any resulting damages;
- Termination for cause, as permitted under applicable legislation.

All violations will be reviewed by the immediate supervisor of the individual involved, in coordination with the relevant management. Any disciplinary actions will be discussed and validated by the Human Resources and Legal Departments of the Carmelo Fior Companies.





### 13. COMMUNICATION AND REPORT CHANNELS

To address any questions related to this policy, or to other interactions with public or private sector agents not expressly covered herein, please contact the Compliance Department of the Carmelo Fior Companies. You may also request guidance from your immediate supervisors or use the Carmelo Fior Companies' Ethics and Reporting Channel to help prevent potential non-compliance.

If you become aware of conduct that appears improper—or even if you only suspect that something may be wrong—you should refer to the Code of Ethical Conduct and other applicable policies of the Carmelo Fior Companies.

The channels available for reporting, submitting concerns, and providing information are as follows, with full assurance of confidentiality:

- Direct contact with the immediate supervisor
- Organizational Development Department
- Human Resources Department
- Ethics & Compliance Reporting Channel

The Carmelo Fior Companies will ensure the confidentiality and secrecy of reports and the identity of reporting parties, with the possibility of anonymity.

Clients and the general public may also submit reports through the Ethics & Compliance Reporting Channel, with full confidentiality of all information ensured.

Decisions issued by the Carmelo Fior Companies in connection with violations of this Code may be subject to a written request for reconsideration, submitted by the interested party to the Organizational Development Department. The request will be evaluated in coordination with the Board of Directors, which shall issue a final decision on the matter.

**Employees, visitors, and service providers: if you experience or witness any instance of racism, moral harassment, or sexual harassment within our company, please report it immediately through the Ethics & Compliance Reporting Channel.**

**The Carmelo Fior Companies do not tolerate any form of retaliation against individuals who, in good faith, report or raise concerns about potential violations of internal policies, principles, or values.**

Visit our website: [www.carmelofior.com.br](http://www.carmelofior.com.br)

Ethics & Compliance Reporting Channel: <https://www.carmelofior.com.br/ouvidoria>

## ANNEX 1

### CONFLICT OF INTEREST DISCLOSURE STATEMENT

This statement is intended for employees who are in a situation that may indicate a potential conflict of interest with the business activities of the Carmelo Fior Companies, whether or not involving Public Officials, as well as situations that require validation by the Compliance Department and/or the Executive Board, in accordance with the internal policies of the company.

1. Please indicate if you have a romantic or family relationship with anyone employed by the Carmelo Fior Companies:

Full name:	Relationship:	Department:

2. Indicate individuals with whom you have a close relationship (family, romantic, emotional, or other) who are partners, executives, managers, negotiators, sales representatives, or who hold decision-making positions in third-party companies that are partners, suppliers, retailers, or competitors of the Carmelo Fior Companies:

Full name:	Relationship:	Company / Department:

3. Indicate any third-party companies (suppliers, service providers, or partners of the Carmelo Fior Companies) in which you are a partner, executive, manager, representative, or hold a decision-making position:

Company / Department:	Relationship with the Carmelo Fior Companies:	Position:

4. Indicate any Public Officials, individuals from state-owned or mixed-capital companies, or government agencies with whom you have a close relationship or who hold decision-making positions:

Full name:	Relationship:	Public Agency / Position:

5. Other situation(s) requiring validation:

Description of the situation:

I declare that the information above has been provided exclusively by me and represents the truth.

Full Name:

Employee ID:

Tax ID:

Data: \_\_\_\_/\_\_\_\_/\_\_\_\_

Signature: \_\_\_\_\_