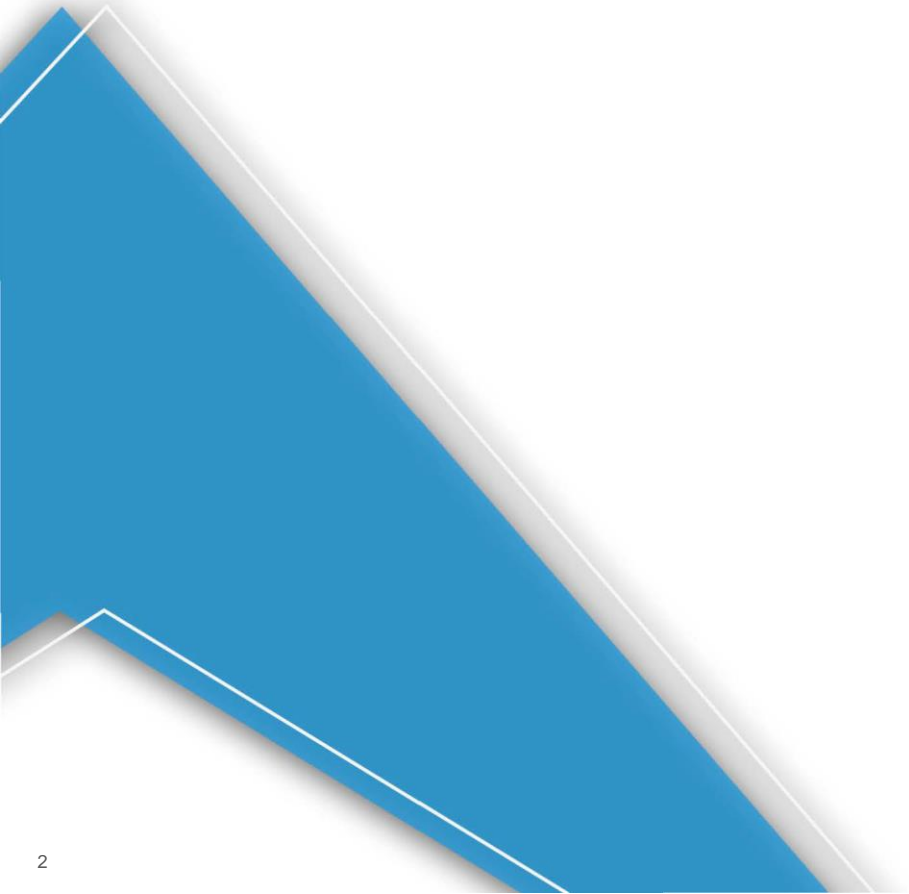


# Business Philosophy Code of Conduct



 **HTB**



## Objective and Scope

The Business Philosophy of HTB Group contemplates our vision, our mission, and our principles. It is contemplated by the Code of Conduct, which establishes the highest standards of ethics, integrity, and transparency, which we value and maintain in all our actions and businesses.

The Code of Conduct gathers guidelines that must be observed and applied by all employees of the HTB Group and by stakeholders with who we interact, such as:

clients, suppliers, contractors, business partners, government, public agencies, among others.

These documents establish our organizational culture, influencing our business strategy, policies, procedures, and processes, guiding the behavior of all our employees, both in their relationships and in the conduct of their daily activities.

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# Business Philosophy

## Vision

To be an engineering and construction company of excellence.

## Mission

Deliver tailor-made solutions, by providing differentiated services.

## Principles

- Client focus.
- Unique employees.
- Value generation.
- Sustainability.

## Client focus

Out service is proactive. We identify the needs of our clients and the critical factors for the success of your project, understanding your business.

To ensure excellence in our solutions and services, we count on highly qualified employees and encourage the constant improvement of our team. Likewise, we have signed partnerships with the best companies in the market.

Our relationships are based on trust and mutual commitment, focused on adding value. We value transparent and long-lasting relationships.



## Unique employees

We believe in the transformative power of engaged people working daily with ethics and excellence. Individuals highly committed to the principles and strategy of the company, who know their role in the organization and act as representatives of the brand, consciously undertaking responsibilities and acting as if they were the "owners of the business".

We value individual development and believe in the corporate culture that promotes the commitment of people.

We know that human beings sometimes fail, and we encourage an honest and constructive attitude in relation to such failures. We establish clear individual goals in mutual agreement, seeking the engagement and the best performance of each employee.

We work in multidisciplinary project teams, aiming at the best use of our skills. We take responsibility for complex tasks and offer the necessary conditions for the objectives established by mutual agreement to be achieved. We constantly seek to improve our results, valuing innovation, entrepreneurship, and the commitment with business ethics and excellence.

## Value generation

The strategic and operation development of HTB Group is focused on the benefit of our clients, employees, suppliers, and shareholders.

To expand the value of our company, we treat with responsibility the investment of our shareholders.

We know that our future depends on the constant pursuit of improving results.

We believe in open, internal, and external communication. Thus, we are committed to transparency of information.

## Sustainability

Aware of our role in the world and in society, we adopt corporate governance best practices and are committed to our ethical guidelines, acting with coherence and transparency in conducting business.

We believe in equal opportunities and encourage diversity.

We take all necessary precautions to ensure a safe environment, promoting the health and safety of our employees and the well-being of everyone.

We believe in sustainable development, recognizing our responsibility to the environment and to future generations.

DIGNITY

ETHIC

RESPECT

CONDUCT

COMPLIANCE

KNOWLEDGE

REGULATION

EQUALITY

COMPLIANCE

CODE OF

CONDUCT

RELATIONSHIP

DIGNITY

REGULATION PROTECTION

PARTICIPATION

CONDUCT

ETHIC

EQUALITY

GOVERNANCE

REGULATION

TIONS

COMPLIANCE

EQUALITY



ETHIC



## Message from the Board

Our ethical conduct, business integrity, and transparency in relationships with our stakeholders have ensured credibility as a strong and recognized characteristic of the HTB Group.

All employees must know the laws and provisions of the places where they work, the internal guidelines and especially the content of this Code of Conduct.

In addition, they must undertake responsibility for fulfilling their obligations reliably, demonstrating honesty and integrity in all aspects of their work activities.

We expect compliance with these standards of conduct by all employees of companies in which HTB has a majority stake, by our representatives, suppliers, business partners, and clients.

If the practices, legal provisions, or other rules applied in a country where any company of the HTB Group operates are different from those established in this code, the rules to be followed must be the strictest applicable in each case.

To maintain ethics in our activities and businesses, any employee or interested party that identifies or suspects deviations or violations of the internal guidelines and this code, must inform them immediately to the relevant channels, so that we can begin their investigation process.

The investigation of the complaint will be conducted by the *Compliance* area and, if proven, disciplinary measures and/or applicable legal penalties may be applied.

We are convinced that ethical and economic values are mutually dependent and that business needs must be met with integrity and in accordance with the existing rules.

## 1. Respect for legislation and business integrity

We are committed to strictly respecting and complying with the laws and regulations applicable to the locations where we operate. We require this same commitment from our employees, agents, representatives, subcontractors, suppliers, and other business partners.

As a prevention, we carry out *Due Diligences* (integrity assessments) to assess the ethical, fiscal, and legal reputation of these stakeholders.

Monitoring this information is necessary to maintain an effective *Compliance Program*.

The practice of any act that constitutes a corporate offense or that puts the image of the HTB Group and our clients at risk is not allowed.

### 1.1 Corruption and money laundering

We do not tolerate any act that, under the terms of Law 12.846/2013 (Brazilian Anti-Corruption Law) and its respective regulations, is harmful to the public, national, or foreign administration.

No employee of the HTB Group, contractor, representative, supplier, or business partner may promise, offer, or guarantee an undue advantage to an official, official, servant, employee, or representative of a government, state, or mixed economy company, as well as employees and third parties in exchange for any commercial or personal advantage.

In this sense, in accordance with Law number 9.613/1998 (Law on "Money Laundering" crimes) and other applicable regulations, we reject any activity that may be characterized by money laundering.



## **1.2 Compliance with antitrust regulations**

We believe in fair and open competition and are committed to promoting this principle. Our employees are not allowed to adopt illegal and/or criminally punishable practices, which may restrict, distort, or harm the competition process.

## **1.3 Accounting records**

We carry out our accounting records in accordance with the practices adopted in Brazil, which are provided for in the Brazilian corporate law and in the pronouncements, guidelines, and interpretations issued by the Brazilian Accounting Pronouncements Committee (CPC), approved by the Brazilian Federal Accounting Council (CFC). It is not allowed to hide, alter, or falsify information with the intention of obtaining any type of benefit for you or for third parties.

## **1.4 Human rights**

We respect, protect, and defend the rights of each human being, equally. All our employees have the duty to ensure that fundamental rights, universally recognized, are respected in all their actions and relationships.

## **1.5 Acts of discrimination**

All of our employees must cultivate respect in interpersonal relationships, actively avoiding and fighting any act of discrimination. We do not tolerate discrimination based on ethnic origin, gender, religion, belief, disability, age, or sexual orientation.

## **1.6 Child Labor**

We do not tolerate child labor or any form of exploitation of children or young people at any level of our organization or in our supply chain. The minimum age for employment must not be less than the age of compulsory education conclusion and in no case, it may be less than 15 years of age.

## **1.7 Forced labor or slavery-like practices**

We reject all forms of forced labor or under degrading conditions.

None of our own or outsourced employee may be required to work for the direct or indirect use of force or intimidation, and/or under conditions incompatible with human dignity.

## 2. Sustainability

Aware of our role in the world and in society, we practice and disseminate sustainable development as one of our principles.

### 2.1 Health and safety

All our own and outsourced employees, who work directly or indirectly, on behalf of, or at the service of the HTB Group companies, must ensure safety and health in the workplace, and strictly comply with current legislation and internal health and safety guidelines.

It is everyone's duty to pay attention to the dangers and risks of their activities, bringing them to the attention of Health and Safety employees. Accidents and near misses must also be reported to these professionals. Everyone must use the Personal Protective Equipment (PPE) applicable to their function.

When identifying situations that are not in accordance with the legal and internal health and safety requirements, the employee must interrupt his/her activity and immediately report it to his/her superior. Only after the proper adaptation of the working conditions, the activity continuity will be authorized.

### 2.2 Environment

We are aware of the ecological impact of our activities. For this reason, we have adopted initiatives to protect the soil, water, air, biological diversity, and cultural traditions in the locations where we operate.

It is the obligation of all our own and outsourced employees:

- Fully comply with current and applicable environmental legislation and regulations.
- Respect the environment in the development of their activities, using practices that ensure the prevention of pollution and the reduction of negative environmental impacts.
- Use natural resources in a conscious and rational manner, avoiding wastes.
- Contribute, in their activities, to the reduction in the emission of Greenhouse Gases (GHG).
- Reduce, reuse, and recycle the residues generated.
- Preserve animal and plant species and, consequently, the ecosystems impacted by the direct and indirect activities of the HTB Group.

When identifying any environmental damage and/or situation that is not in accordance with the respective laws and/or internal guidelines, the employee must immediately inform them to his/her superior and the employee from the Environment area, who must take the necessary measures for the adequacy of the reported conditions.

## 2.3 Social responsibility

The relationship of the HTB Group and its partners with the community in which it is included must be conducted based on ethical and moral values, in a lawful, transparent, responsible, and sustainable manner.

We are committed to investigating and responding to any complaints from the community and/or any interested parties, which may be made through our Ethics Channel (see item 9.3 of this code).

### 2.3.1 Social actions promoted by our employees

We value the voluntary participation of our employees in community actions. In case these actions coincide with the time of work at the company, the employee must request prior approval from his/her immediate superior to verify compliance with the internal guidelines.

### 2.3.2 Social actions promoted by HTB Group

Any local social action, promoted in the regions of our constructions, must be previously evaluated, and approved by the responsible director. General social actions of corporate nature must be evaluated and approved by the HTB Group Presidency.

### 2.3.3 Philanthropic donations and sponsorships

The HTB Group companies do not make any direct or indirect donations to entities and/or political parties, or to individual politicians. Any exception to this rule will only be authorized if:

- It is allowed by the law.
- It complies with the terms of this code and other internal policies.
- It is a reputable organization, which meets the requirements of ethics and integrity.
- There is prior approval from the HTB Group Presidency.

Other philanthropic donations and sponsorships, when they occur, must be previously evaluated, and approved in accordance with existing internal policies and procedures.

### 3. Internal conducts

The ethical principles and rules established in this Code of Conduct are central elements of our corporate culture, and the observance of these principles by everyone is imperative.

We are sure that the establishment of rules and limits for human conduct, whether guided by law or in good practices, order and harmonize social life. For this reason, we have listed below some guidelines that must be followed by our employees, partners, suppliers, representatives, and other interested parties.

We do not intend to exhaust, in this code, all the rules of ethical conduct, being each individual responsible for the continuous exercise of common sense, mutual respect, and knowledge of the laws in force and applicable to the locations where we operate.

#### 3.1 Role and responsibilities of leadership

Our employees in a leadership position must assume a special role as trainers and disseminators of an ethical culture towards their team and other parties with whom they interact.

As an example, and reference of conduct, they must know, understand, and respect the principles and guidelines described in this code. They are also responsible for monitoring the conduct of their team, clarifying, answering questions, and correcting any deviations identified.

Leaders can never use their hierarchical position for threats, constraints, persecutions, or soliciting personal favors from their subordinates.



### 3.2 Interpersonal treatment among employees

We require that our employees maintain respectful and ethical interpersonal relationships, regardless of their hierarchical level.

We do not tolerate:

- Any type of physical or verbal harassment.
- Threats or blackmail, for whatever reasons.
- Misuse of the authority inherent in the role exercised by the employee.
- Acts of discrimination in relation to race, gender, sexual orientation, age, marital status, religion, social class, nationality, political conviction, physical conditions and/or characteristics or any other forms of discrimination.
- Sexual harassment.
- Moral harassment <sup>(1)</sup> and other acts that may undermine human honor and dignity.

### 3.3 Use of alcohol and illicit drugs

We encourage the physical, emotional, intellectual, and social balance of our employees, promoting the adoption and maintenance of healthy habits for the well-being and safety of everyone.

For this reason, our own or outsourced employees are prohibited from exercising their professional activities under the influence of alcohol, illicit drugs, or other drugs that may impact their ability to perform them properly and safely, putting their lives and the life of other people at risk.

If the employee is using any medication that may cause changes in his/her physical or mental capacity (for instance, drowsiness, dizziness, nausea, sickness, among others) he/she must immediately report this situation to his/her superior and the local representative of the Occupational Health area of the HTB Group. This way, we can prevent work accidents caused by these effects.



**(1)** Moral harassment in the corporate context is not a punctual and isolated act of lack of respect, but rather all abusive and repetitive conduct, in the form of a gesture, word, behavior, or attitude, against the dignity or physical or psychological integrity of a person, impairing his/her performance in the work environment.

### 3.4 Possession of weapons

To protect the physical integrity of everyone, it is strictly forbidden to carry and store any type of weapon on the premises of any HTB Group company. Contractors who may eventually use weapons as a work tool must be duly authorized, identified, and technically qualified to do so.

### 3.5 Attention to company assets

It is the duty of all employees to use the assets of the HTB Group and the assets of our partners, suppliers, and clients in a conscious and responsible manner in all aspects. The correct handling of equipment, tools, machines, and vehicles, using them only for the purposes for which they are intended, ensures greater safety and productivity, in addition to preventing damage to them.

It is not allowed:

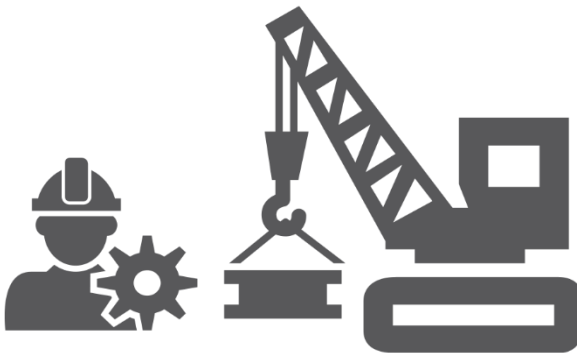
- To use them for private purposes.
- Deviate and/or take control of them.
- Lend them to unauthorized people.

### 3.6 Right to political participation

We respect the engagement and participation of our employees in civic and political matters. However, the name, resources, and spaces of the HTB Group companies cannot be used to serve political, personal, or party interests.

Employee civic or political participation must always:

- Occur in your free time, not harming your activities at work.
- Be funded with own resources, and never with funds from the HTB Group.
- Be made in your own name and never in the name of any HTB Group company.





## 4. Institutional image and communication

All our employees, suppliers, and business partners have the duty to care for the image and reputation of the HTB Group, inside or outside the company's premises, in accordance with existing internal policies and procedures.

We have an area specialized in communication and marketing and, on behalf of the HTB Group, only the area and the spokespersons approved by the Presidency are authorized to:

- Relate and answer questions from press agencies.
- Relate with social medias.
- Create and maintain social media and profiles in physical and/or electronic environment.
- Capture, produce, and disseminate audio recordings, videos, photos, or news related to the business, activities, and works of the HTB Group, its clients, or its business partners, on any social media, Internet websites, or other communication vehicles.

The HTB Group has a Visual Identity Manual, available on the corporate network, which defines how we want to communicate with our audiences.

The visual composition of our brand must be preserved. Therefore, everyone must follow the rules defined in this manual for the preparation of presentations, briefings, content, campaigns, communication pieces, sponsorship proposals, and any events that require the exposure of our brand.

If the employee needs to produce any communication and/or marketing material, he/she must always forward your demand to the Marketing area.

To maintain our good reputation and image, employees are not allowed to:

- Use e-mails and other communication tools of the HTB Group for activities that are not of interest to the company.
- Wear the uniform and/or badge in situations that do not derive from the employment contract.
- Register, disclose, or comment, whether to the press or on social media, information, photos, films, and images associated to work and/or events related to the HTB Group and its clients.
- Use or mention the name and/or logo of any HTB Group company in personal profiles and emails, as well as in social media, websites, discussion forums, and message groups.
- Create or manage profiles on social networks using the names or brands of the HTB Group companies.
- Use the HTB Group e-mail, Internet and/or corporate network for filing, transmitting, or receiving offensive, aggressive, pornographic, discriminatory information and/or about political and party positions.
- Engage in illegal activities that harm or jeopardize the image and reputation of the HTB Group and our clients.

No employee may represent any company of the HTB Group in lectures, seminars, workshops, webinars, awards, or any other events without the assessment and approval of the Marketing area, the Presidency and/or the Vice-Presidency.

## 5. Information security and intellectual properties

### 5.1 Property of business information

Any and all business information, whether in physical, electronic, or verbal format, is considered to be an active and exclusive intellectual property of the HTB Group and must be protected and kept confidential, by our employees, as well as by suppliers, representatives, and business partners.

The HTB Group may access or make use of any document, information, or any type of intellectual content owned by it without prior authorization from the employee.

At any time, the HTB Group may track or monitor the information maintained and exchanged through the corporate tools made available to employees (systems, Internet, e-mails, networks, telephones, among others), respecting the applicable legal limits.

### 5.2 Access and possession of corporate information

Corporate information about the HTB Group and its businesses can only be internally or externally accessed and disclosed by employees expressly authorized to do so, always in an objective and sufficient manner for the development of their professional activities.

Our own and/or outsourced employees are not allowed to:

- Use HTB Group business information to obtain any type of personal advantage or favoritism, during and after the termination of your employment contract.
- Disclose to third parties, including family members, friends and, especially, competitor's information and/or business documents that are not publicly accessible.
- Share access passwords to the systems and corporate network, as they are confidential and non-transferable.
- Use personal equipment and devices for retaining, processing, printing, or transmitting business information.
- Retain, modify, or selectively communicate knowledge and/or information that is relevant to the development of our activities and business, observing the internal rules of confidentiality.
- Take business information when leaving, being subject to the sanctions and penalties provided by law.

### 5.3 Examples of business information

As examples of HTB Group business information (physical or electronic), we highlight internal documents, contracts, spreadsheets, reports, agreements, studies, financial data, accounting records, reports of any nature, projects, proposals, marketing actions, value engineering, information management programs, opinion and market surveys, among others.

### 5.4 What to do in cases of information security incidents

In cases of business information security incidents, such as: access violation, information evasion or loss of documents and/or equipment with HTB Group business information, the employee must immediately inform his/her leadership and the IT area.

Other guidelines and directions on information security are available in the internal policies of the IT (Information Technology) area.



## 6. Relationship with interested parties

We believe and build relationships based on ethics, trust, and transparency, and we seek this same commitment in the parties with whom we relate.

### 6.1 Relationship with clients

Our relationship with clients must always be respectful, transparent, ethical, and efficient. We must continually strive for excellence in our services, meeting the levels of quality and punctuality foreseen and defined in the contracted scope.

Expenses with clients, arising from work meetings or business courtesy, are permitted if they comply with the limits and requirements established by the HTB Group.

### 6.2 Relationship with suppliers and business partners

The acquisition of goods or services and the establishment of business partnerships must be carried out in accordance with internal policies and procedures, always based on the interests and demands of the HTB Group and never on the specific and/or personal interests of the employee(s). The choice of supplier or partner must be defined by optimizing the cost-benefit ratio for the HTB Group, an emphasizing quality, technical, economic, financial, and ethical reliability.

Only partnerships with sustainable institutions must be signed in the economic and financial aspects. These partners must comply with current legislation applicable to their activities, adopting ethical and sustainability standards compatible with those of the HTB Group. They must comply with Law 12.846/2013 (Brazilian Anti-Corruption Law) and any other laws related to acts of bribery, corruption, and money laundering.

The partnership relationship must be based on precise, transparent, and updated communication, which allows and ensures business integrity, guaranteeing positive results of image, productivity, profitability with liquidity, and the development of employees.

The choice of suppliers must be made through price quotation with registered and qualified partners, without any concession of benefits or advantages, respecting the Procurement policies and procedures of the HTB Group.

HTB Group employees are not allowed to receive any type of advantage or benefit to favor a supplier or business partner, whichever is the process stage.

If any employee of the HTB Group or any of their family members has an equity or is part of the staff of any company that is qualifying or participating in a hiring process or business partnership with companies of the HTB Group, this employee must immediately report this situation to the *Compliance* area.

HTB Group employees must ensure that suppliers and business partners comply with the contracts signed, the legislation in force, the rules provided for in this Code of Conduct, and other internal policies and procedures. Suppliers and business partners, in turn, will assume the obligation to comply with this Code of Conduct and other internal policies and procedures through a written document.

### **6.2.1 Main actions we expect from our suppliers and partners**

- Act in strict compliance with this Code of Conduct and applicable laws, including anti-corruption and anti-bribery laws.
- Engage in the implementation of mechanisms to fight corruption, fraud, money laundering, cartel, and other illegality.
- Respect the basic human rights of employees, assuming responsibility and preserving their health and safety at work.
- Act in a conscious and sustainable way in relation to the environment, always following the applicable legislation.
- Promote and monitor compliance with these principles within the chain of suppliers.

### **6.2.2 Prohibitions to our suppliers and partners**

- Use child labor and/slavery-like practices.
- Disrespect the basic human rights of employees.
- Promote discriminatory and disrespectful practices.
- Present themselves as a representative of any HTB Group company.
- Distort accounting and/or financial records and statements.
- Omit or distort information about their products or services provided.
- Offer, promise, receive, or deliver directly or indirectly financial resources or any type of advantage or gift to our own or outsourced employees, to obtain any advantage in the performance of services for the HTB Group companies.
- Make improper and/or illicit payments to a public or private agent.
- Practice illegal and abusive acts, such as corruption, money laundering, tax evasion, piracy, among others.

### 6.3 Relationship with the public power

We respect the government authorities and act with transparency and integrity in the contact with public agents<sup>(2)</sup>, not practicing improper conduct. All communication and interaction with government agencies are carried out in accordance with the applicable legislation.

We do not tolerate any type of corruption. It is expressly forbidden: to promise, offer or give, directly or indirectly, an advantage, whether in cash, or any good or service of value, to public agents, as well as to family members or equivalent of such people, with the aim of obtaining personal benefit or for the HTB Group.

Employees of the HTB Group must respectfully suppress any illegal, dishonest, or unfair action that may be taken by public agents in situations of relationship with the HTB Group.

In accordance with Law No. 12.846/2013 (Brazilian Anti-Corruption Law), it is expressly prohibited:

- To frustrate, defraud, or illegally interfere in the public bidding procedure or the contract resulting from it.
- Offer an advantage of any kind for the practice of acts that may be considered harmful to the public administration.
- Obtain an advantage, undue or fraudulent benefit in contracts entered with the public administration, without authorization by law.
- Manipulate or defraud the economic-financial balance of contracts entered with the public administration.
- Hinder the inspection of public bodies or intervene in their performance.

The existence of any situation of pressure, offer, improper request or suspicion by a public agent must be immediately reported to the *Compliance Officer*.



<sup>(2)</sup> A public agent is all employees of the federal, state or municipal governments, of the Executive, Legislative or Judiciary Power, political parties or candidates for public office, as well as representatives of public or state-controlled companies or supranational companies and agencies.

## 6.4 Relationship with unions

We value the relationship with union entities. We respect the free association of our employees and collective bargaining, recognizing their legitimacy and complying with collective agreements and conventions.

## 6.5 Relationship with professional, business associations and other entities

We support the participation of employees in entities of a social, cultural, or charitable nature that have public recognition, as long as they do not impact the image and reputation of the HTB Group companies, nor the professional activities of the employee.

All affiliations of any HTB Group company must be evaluated by the area of *Compliance* and authorized by the Presidency and the Vice-Presidency.

## 6.6 Relationship with the press

The relationship of the HTB Group with the press is based on transparency and respect.

Any contact with journalists, representatives of the media, or the media in general must be conducted only by authorized spokespersons of the HTB Group, with the support, if necessary, from the Marketing area.

All other employees must not, under any circumstances, issue opinions on behalf of the company, make contacts or comments with the press, government, or external groups on behalf of the HTB Group.

When contacted by journalists, employees must respectfully inform that they are not authorized to speak on behalf of the HTB Group and pass the demand on to the Marketing area. Any employee is prohibited from communicating with the press, public authorities, or external groups on behalf of the HTB Group, without the prior authorization of the Presidency.



## 7. Conflict of interest

### 7.1 What is conflict of interest?

In the corporate environment, situations of conflict of interest occur when an employee, supplier, representative, or business partner exercises roles, positions, participations, positions, functions, responsibilities, or duties that may interfere or impair his/her adequate decision-making power and judgment in relation to the professional activities carried out at the service of the HTB Group.

We expect our employees and partners to perform their duties honestly and transparently, in accordance with the interests of the HTB Group. Employees are expressly prohibited from using their job title or position to obtain any type of personal advantage, direct or indirect, whether lawful or unlawful.

Every employee of the HTB Group must avoid situations in which their own personal or financial interests conflict with the interests of the company.

### 7.2 Statement of Transparency

When starting his/her employment contract, the employee must complete and sign the form **Statement of Transparency**, located in item **13** of this Code of Conduct. At this moment, the employee must be transparent and report any existing situation of conflict of interest.

If situations of conflict of interest arise during the employment contract, this situation must be immediately reported to the Human Resources area or directly to the *Compliance* area. Hence, your **Statement of Transparency** will be updated and the situation of conflict of interest analyzed.

### 7.3 Some situations of conflict of interest of the employee:

Have a kinship or family relationship with another employee of the HTB Group, clients, suppliers, representatives, or business partners.

Maintain affiliation or association, of any kind, with suppliers, clients, competing companies, public authorities, unions, professional and business associations, and class entities.

Have a kinship or family relationship with any government official, person who works or holds a position in a public agency or in a company controlled by a government, whether national or foreign, even if it is in a transitory manner or without compensation.

Perform or have already performed any function in the public sphere (state, municipal, federal), association or class entity of any nature.



### The employee must not:

- Use information or documents from the HTB Group for personal gain.
- Accept entertainment, trips, gifts or any benefits from third parties, which may create situations of return of favors on the part of HTB.
- Use HTB assets and/or resources to serve private interests.
- Participate in external activities that may affect the activities developed at work.
- Hire a supplier that has a friend, family member or relative, outside the conditions practiced by other suppliers that meet the specified acquisition requirements.
- Maintain private commercial relationship with suppliers, representatives, or agents, in which he/she will obtain privileges due to his/her responsibilities in the HTB Group.

## 7.4 Hiring of HTB employees

Every hiring must follow the hiring policies and procedures of the HTB Group, which will always prioritize the due fulfillment of the requirements established by the job position and the company's needs.

The indication of family members, relatives, or alike is allowed for the job positions available, if there is no direct or indirect subordination relationship and/or the employee and the candidate come to work in the same Business Unit or in the same Service Unit. This exception does not apply to employees classified as MOD (Direct Labor [*Mão-de-Obra Direta*]) and MOI-O (Operational Indirect Labor [*Mão-de-Obra Indireta Operacional*]).

The HTB Group does not prohibit the hiring of former public officials or their family members. However, these situations must be informed in the selection process and clarified in the [Statement of Transparency](#).

## 7.5 Giveaways and gifts

It is strictly forbidden for our employees to offer or accept giveaways, gifts, entertainment, values, trips, or any favors to or from third parties, with the intention of provoking an action in their recipient that may be considered improper in the course of their work or influence in business decisions.

Even in good faith, with no intention of influencing business decisions, employees must follow the following guidelines in relation to giveaways and courtesies:

### **Employees cannot:**

- Receive or offer cash or any form of security, coupon or bonus convertible into cash or discounts.
- Receive or offer, directly or indirectly, giveaways, presents, entertainment, trips, or any favors to or from public agents.
- Accept invitations and/or trips to participate in events sponsored or promoted by suppliers, business partners, clients and/or public agents without the prior assessment and approval of the Compliance Officer of the HTB Group.

### **Employees can:**

- Receive or offer giveaways of institutional nature, such as: promotions, general or specific marketing campaigns, holidays, or advertisements, always respecting the internal policies of the HTB Group and the requirements and guidelines applicable to the respective counterpart.
- Receive non-institutional giveaways that have a commercial value of R\$ 150.00 or less, provided that such receipt cannot be interpreted as an attempt to influence business decisions.

## **7.6 Business events and trips**

Employees who are invited to participate in any event or trip paid for by suppliers, such as: technical visits, workshops, congresses, fairs, or entertainment, must submit this information to the Compliance Officer of the HTB Group for prior assessment and approval.

Expenses with business events, whether paid for by the HTB Group or by suppliers, must not be excessive or incurred with the intention of influencing decisions.

These expenses must be in accordance with the policies and procedures of the HTB Group.

## **7.7 Participation in external entities and company boards**

If the employee participates in external entities such as unions and associations, he/she must communicate to the Human Resources area. If he/she participates in company boards, the employee must communicate to the Compliance area.

In case of questions about the existence or not of a conflict of interest, the employee must present the situation for the assessment of the Compliance area of the HTB Group.

Other cases of conflict of interest not covered by this code will be assessed and dealt with by the Compliance Officer of the HTB Group.

## 8. Non-compliance with the Code of Conduct, legislation, and other internal rules

Violations of legislation, the Code of Conduct, and other internal rules will be investigated by the Compliance area and assessed by the Ethics Committee of the HTB Group. If the deviation is confirmed, regardless of their hierarchical level, the employee will be subject to disciplinary measures provided for by law, which, depending on their severity, may be:

- Verbal Warning.
- Written Warning.
- Suspension.
- Resignation (with or without just cause).

It should be noted that the application of these measures does not jeopardize any applicable criminal and civil penalties, including the reimbursement and reparation of moral and property damages.

Representatives, agents, suppliers, and business partners who do not comply with the rules described in this code, the laws, policies, and procedures of the HTB Group will be subject to the applicable contractual sanctions or even to the contract termination.



## 9. Report of misconducts

### 9.1 The communication of misconducts is a duty

Maintaining an ethical environment is everyone's responsibility. In the event of any type of violation of current legislation, internal guidelines and/or this code, both employees, as well as clients, representatives, agents, suppliers, and business partners must report such deviation to the HTB Group. This guideline also applies to society in general and to other stakeholders of all HTB Group companies.

The identified misconducts must not be omitted. Any employee or interested party that identifies such misconduct must report it to the *Compliance* area of the HTB Group and/or register it on our Ethics Channel.

### 9.2 Questions about certain type of conduct

If there is any question as to whether a certain conduct meets or not the rules and values established by this code and/or other policies and procedures of the HTB Group, the employee must first clarify it with his/her leadership. If for any reason the question remains or the employee chooses anonymity and confidentiality, he/she may contact the *Compliance* area and/or register his/her question in our Ethics Channel.

### 9.3 Ethics Channel of the HTB Group

The HTB Group has an Ethics Channel operated by an external, independent, and specialized company. Our Ethics Channel may be accessed through our Internet homepage [www.htb.eng.br](http://www.htb.eng.br). It can register reports, complaints, questions, and suggestions for improvements in our *Compliance* Program.

The main characteristics of the HTB Ethical Channel are:

#### a) Anonymity Guarantee

As it is operated by an external company, the HTB Group does not have access to any information that may enable the identification of an anonymous reporter.

#### b) Safety and Confidentiality

The information and evidence in the report are stored in the system of the contracted company, which is secure and accessed only by professionals in the Compliance area and by the members of the Ethics Committee of the HTB Group.

#### c) Professional and impartial service

External ombudsmen are specially trained to carry out this activity. They are prepared to ask the right and pertinent questions, enabling an effective investigation process. They have no emotional, historical, or personal involvement with the reporters, allowing for the impartiality necessary to obtain the information.

#### **d) Availability**

Our Ethics Channel is always on! It is available 24 hours a day, 7 days per week, 365 days of the year.

#### **e) Ease and diversity of means of access.**

The Ethics Channel may be accessed by a toll-free telephone, Internet, or app in smartphones or tablets. The contact data are available in our homepage [www.htb.eng.br](http://www.htb.eng.br).

#### **f) Through the QR Code**



### **9.4 Who will have access to the reported information**

It is important to note that the information reported is treated in a restricted and confidential manner. They are accessed only by professionals from the Compliance area and by the members of the Ethics Committee, with the purpose of objectively ascertaining their content and veracity and implement the corrective actions and/or applicable improvement.

### **9.5 The reports must be made in good faith**

The Ethics Channel is a serious and important mechanism of the Compliance Program of the HTB Group. Therefore, it must be used in good faith for the preservation of integrity and ethics in our processes, relationships, and business. Any suspicion of misconduct must be reported, even if there is insufficient evidence to prove it. However, the channel should not be used in bad faith to record untrue reports, to harm people, processes, or businesses.

### **9.6 Importance of complete reports**

All reports received will be analyzed objectively by the Compliance area. For Compliance to be able to carry out an effective verification process, it is necessary that the reporter provides as much detail of information and/or evidence as possible.

Names of involved people, registrations, companies, positions, work units, addresses, schedules, documents, videos, audios are some examples of information relevant to the assertiveness of the verification process.

If there is not enough information to start a verification process, the Compliance area will request further details, and may end the call as inconclusive after the period defined in the Compliance procedures.

## **9.7 Anonymous Report**

If the reporter does not feel safe, or for any other reason, does not want to identify himself/herself, he/she can register anonymous reports on our Ethics Channel.

There will be no discrimination or retaliation for such decision. But it is important to clarify that there are certain types of deviations that require the identification of the reporter to enable the investigation process. As examples, we can mention moral harassment, sexual harassment, or errors in calculations of labor charges.

In cases like these, there is no way to conclude an assertive investigation process without identifying the whistleblower. But the whistleblower must be sure about the confidentiality of his/her registration, which will be treated with professionalism and discretion by the professionals involved in the process of verification and evaluation.

## **9.8 Retaliation for using the Ethics Channel or to whistleblowers**

Any retaliation, threat, or disincentive to the use of the Ethics Channel will be considered a serious misconduct. Mainly on the part of employees in a leadership position, who must promote and disseminate the channel and maintain a culture of ethics and integrity.

Suitable disciplinary measures will be applied to curb this type of behavior.

## **9.9 Return about the investigation of reports**

All reports are duly answered by the Compliance, area, regardless of the result of the investigation process. The standard response time is 30 days but may vary depending on the complexity of the report and its verification process.

Whether identified or anonymous, for each record the reporter will receive a Login and Password key to follow the progress of his/her report. There is no type of link between this access data and the whistleblower's data, guaranteeing its anonymity. With this data, the reporter will still be able to interact with the Compliance area, answering questions, sending additional information and evidence, or answering any questions.

It is important to note that the intimacy and reputation of the people involved in the report will be preserved. Thus, the whistleblower will not receive details on the investigation methodology, nor on the eventual application of disciplinary measures.

## 10. Ethics Committee

The Ethics Committee, comprised by a multidisciplinary group, ensures compliance with the principles and institutional guidelines for ethics and integrity in all HTB Group companies, supervising the implementation and continuous evolution of our Compliance Program.

The Ethics Committee evaluates the results of the investigation of misconduct concluded by the Compliance area and judges, in an impartial manner, disciplinary measures and other corrective actions to be applied.

The Committee may also, at its discretion, invite representatives from different areas of the company and the respective director of the reported employee to participate in specific meetings or support him/her in the analysis or treatment of reported situations.



## 11. Final considerations

Knowledge of and compliance with this code is mandatory for all employees, representatives, agents, suppliers, and business partners of the HTB Group companies, as well as respect for current legislation and other established policies and procedures. The approval of the Code of Conduct, its updates and the appointment of the Compliance Officer are the responsibility of the HTB Group Presidency.

The Compliance Officer of the HTB Group is responsible for the continuous improvement, updating, and dissemination of this code and for ensuring employee awareness through communication and training actions.

In case of questions regarding ethical issues or conflicts of interest, the employee must consult the Compliance area or register them in the Ethics Channel.

After learning and understanding the guidelines of this code, the **Term of Commitment** and the **Statement of Transparency** must be signed, as proof of their understanding and commitment with their application.

This version of the Code of Conduct is enforced in **January 2021** and has undetermined validity.

This Code may be accessed in the HTB Group website, through the *QR Code*:





## 12. Term of Commitment

I declare that I know the Code of Conduct of the HTB Group, and I am aware of all the guidelines, rules and obligations contained in this document.

I agree and undertake the commitment to incorporate them as a reference of conduct in my daily activities for the HTB Group.

I am aware that the violation of the items of this code and other internal rules of the HTB Group may characterize a serious fault, subject to the application of the appropriate disciplinary measures, provided by law.

The Code of Conduct of the HTB Group is publicly available in our website, link: [www.htb.eng.br/codigo-conduta-etica](http://www.htb.eng.br/codigo-conduta-etica), and in the QR Code below:



Full and legible name: \_\_\_\_\_

Company: \_\_\_\_\_

Area: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_ / \_\_\_\_ / \_\_\_\_

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

## 13. Statement of Transparency

This statement must be duly completed and signed by all employees.

If there is any situation that may represent a real or potential conflict of interest with the business of the HTB Group, as described in item 7.2. of this code, this fact must be reported in this form.

1. Do you have any kinship or family relationship with any HTB Group employee, supplier, clients, business partner, competitor company or with a government official and/or former official?

Yes

No

Name of relative/family member: \_\_\_\_\_

Company/Department: \_\_\_\_\_

Type of family relationship: \_\_\_\_\_

2. Are you a partner, executive, commercial representative or occupy a position with decision-making power in a supplier company, business partner or client of the HTB Group, or do/did you hold positions in the government, associations, or class entities?

Yes

No

Company/Department: \_\_\_\_\_

Relationship with the company: \_\_\_\_\_

Job Title/Position: \_\_\_\_\_

3. Other situations of conflict of interest to be reported:

\_\_\_\_\_  
\_\_\_\_\_

I declare that the information provided by me in this document is true, with no omission of real and potential situations of conflict of interest provided for in the HTB Group Code of Conduct.

Full and legible name: \_\_\_\_\_

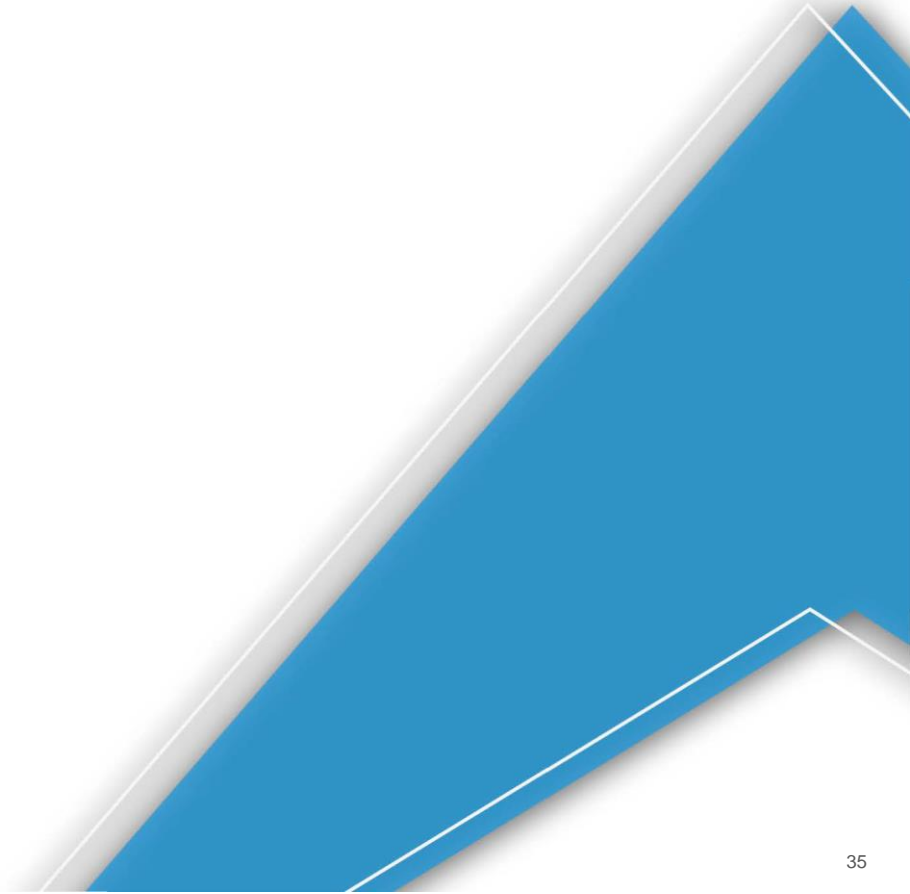
Company: \_\_\_\_\_

Area: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_ / \_\_\_\_ / \_\_\_\_

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



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[www.htb.eng.br](http://www.htb.eng.br)