

Code of Conduct





Message from the CEO

Here at Niterra, we have the four shared values of the Niterra Group that guide us to perform our activities in line with our policy, and to apply the principles of utilizing each other's differences and doing our best.

Throughout the years, we have been building a sound reputation and integrity that we intend to maintain!

We rely on all our employees, customers, employees, partners and community, to do our business correctly, at all times and circumstances.



Our commitment is to excellence and innovation, constantly seeking ways to improve our processes and products, always with respect for the environment and society. Together, we can face challenges and make new achievements, always adhering to the vision of a prosperous and responsible future.

Let us continue to work together to create a positive impact and build a bright future.

Yuki Izuoka

CEO of Niterra do Brasil





PURPOSE

The Code of Conduct of Niterra do Brasil Ltda. (“Niterrra do Brasil”) aims to ensure that ethical principles are incorporated into daily practices in all areas of the company. With a strong commitment to corporate governance, Niterra do Brasil ensures that all its interactions and relationships are guided by a culture of integrity and high ethical standards. Understanding and adhering to applicable laws, regulations, and policies are capital to preserving the company's integrity, and avoiding practices that could damage its reputation and sustainability.

This Code reflects Niterra do Brasil's commitment to respect, responsibility, and compliance in all its business relationships, underlining the importance of ethics as a keystone for the continued success of the organization.





SCOPE

This Code applies to Niterra do Brasil Ltda. and its subsidiaries and affiliates (“Niterrra do Brasil”) and, in the context of the relevant contracts and relationships, including Managers, Employees, interns, apprentices, Third Parties, suppliers, service providers, and business partners in general.



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Description (Regulation COMP-02)

GLOSSARY

For the purposes of this Code, the following definitions apply:

- **Management:** Group of professionals who lead the organization, including members of the Board of Directors and Executive Board of Niterra do Brasil, as well as its advisory committees.
- **Affinity:** Relationship between close friends and comradeship (comrades).
- **Antitrust:** Set of laws and policies that aim to ~~prevent~~ **prevent** competition and anticompetitive practices, such as collusion, abuse of market power, and consolidations that harm competition, thus ensuring fairer markets and benefits for consumers.
- **Harassment:** Any behavior that is repeatedly ~~un~~ **un**wanted, inappropriate, or disliked circumstances in which a reasonable person, taking all the circumstances into account, would have anticipated that the person being harassed would be humiliated, intimidated, or offended. It may include, among others, frequent behaviors that comprise: i) unwanted physical contact and jokes, insults or cursing; ii) offensive suggestions or comments; iii) display of discriminatory or offensive images or words; iv) interference with personal property or equipment; and v) isolation.
- **Sexual Harassment:** It means embarrassing and pressuring the victim with the real or apparent purpose of obtaining sexual opportunities or favors, with someone taking advantage of influence or professional context, regardless of position or role (for instance: telling jokes, showing photos/images and sending messages with obscene or sexual content, making comments of a sexual nature regarding someone's appearance, imposing sexual favors as a condition for a promotion or to avoid threats of dismissal).
- **Niterra do Brasil's Assets:** All assets held, maintained or used by Niterra do Brasil, including, but not limited to, materials such as real estate, furniture, vehicles, systems, equipment, utensils, appliances, documents, raw materials, products, financial resources (such as time for Niterra do Brasil), information conceived or developed at work, information system, and intellectual property.
- **Whistleblower Channel:** Mechanism aimed at receiving reports on potential improprieties, such as control failures, internal and external fraud, wrongful acts, and other acts in breach of ethical principles and internal policies of Niterra do Brasil.
- **Employees:** All employees of Niterra do Brasil, including Managers.
- **Unjustifiable Behavior:** Behavior that a reasonable person, taking all the circumstances into account, would see as unjustifiable, including behavior that is victimizing, demeaning, belittling, or threatening.
- **Board of Directors:** Collective body of strategic level, responsible for the main resolutions and decisions at Niterra do Brasil.
- **Conflict of Interest:** An actual or potential conflict that may arise when personal, family, social or political activities and relationships interfere or have the potential to interfere with Niterra's responsibilities and duties.
- **Subsidiary(ies):** Company(ies), existing or future, controlled by Niterra do Brasil, either holding a majority interest or not.
- **Compliance:** It means doing what is right, in the right way, for the right reasons. It consists of a set of processes and procedures that aim to ensure the full appropriateness and quality of Niterra do Brasil's goods and services, meeting previously established specifications, whether provided for by laws or particular standards.

- **Community:** Groups of people from a region, groups with common interests or who study, work, and have a relationship in a given space.
- **Discrimination:** “Any distinction, exclusion or favoritism owing to any basis such as race, social level, nationality, religion, age, retirement, disability, sex, marital status, sexual orientation, affiliation conditions, characteristics, union membership, political characteristics.”
- **Ethics:** Set of values, rules, of an evaluative and moral order of an individual, a social group or a society.
- **Public Officers:** People who hold government positions and roles. Examples are: public servants, judges, inspectors, professors of public universities, and employees of test and metrology institutes who perform tasks under government authorization. Employees of public companies, organized under the private law and performing public services (e.g., public utilities), may also be public officers in certain jurisdictions.
- **Niterra Group:** Comprises Niterra Co., Ltd., headquartered in Nagoya, Japan, its subsidiaries controlled by it, and companies controlled by it.
- **Hourensou:** A communication practice that combines three essential factors for effective communication within an organization: houkoku (reporting), renraku (informing), and soudan (inquiring). The term is a portmanteau of these three words and reflects a systematic approach to ensuring that communication flows smoothly and accurately at all hierarchical levels.
- **Confidential Information:** Any information, events or circumstances pertaining to the business or relations of Niterra do Brasil, to which the Employee has had access while performing their assignments or to which the supplier or partner has had access over the contractual relationship.
- **Money Laundering:** Process by which someone converts funds obtained from illegal activities into funds that appear to be legitimate.
- **Family Relationship:** For the purposes of this Code, the following relationships are deemed as relatives: Collateral Relatives (Brothers, uncles, cousins, nephews, grandnephews); Relatives by affinity (Spouse, in-laws, daughters-in-law, brothers-in-law, partners, stepchildren, stepparents, relatives of spouses); Direct Relatives - Ascendants (Parents, grandparents, great-grandparents); Direct Relatives - Descendants (Sons, daughters, grandchildren, and great-grandchildren).
- **Public Power:** It refers to the three powers of the State, Executive, Legislative and Judicial Branches, which perform different roles, and are independent of each other, but work in harmony. These powers are responsible for the creation of laws, the accomplishment of public policies, and the guarantee of justice respectively. The term “public power” is broad, as it encompasses the roles of governance, decision, and regulation of the State as a whole. In summary, the public power represents the State's authority and power divisions.
- **Retaliation:** Means any direct or indirect action that punishes an individual for supporting Niterra's ethical values, policies, and procedures, which may include any action that affects the performance of someone's work (e.g., unjustified removal from work meetings, bullying, projects, discrimination, harassment or punishment of someone for making a complaint).
- **Compliance Division:** Responsible for ensuring compliance with national and international laws, regulations, internal policies, ethical standards, spotting and dealing with any deviations, especially those relating to Niterra do Brasil's Code of Conduct.
- **Stakeholders:** The stakeholders of a company that have a direct or indirect influence on it or that are affected by its decisions. The “stakeholders”; can be internal (those directly

linked to the organization (suppliers, government agencies, society, etc., etc.), and can be represented by individuals, groups, communities, institutions or any entity that has a legitimate interest in what the company does.

Third Parties: The definition is comprehensive and includes all suppliers, service providers,

• strategic partners (any legal entity individual) that perform services for and on behalf of Niterra do Brasil.

ORGANIZATIONAL IDENTITY OF NITERRA DO BRASIL

Our Mission:

To achieve the purposes of our Guidelines, complying with all laws in force in the country, preserving the environment, and ensuring continuous improvement and wellness of all employees.

Our Vision:

To be a company that fully meets the market requirements, with profitability, in the pursuit of full customer satisfaction.

Our Values:

The company reviewed, in April 2017, the paramount values that have been the backbone of the company since its inception, which are known as:

Shisei-Shinjitsu

Do your best, in an earnest way. Shisei means to be highly sincere and Shinjitsu means to be serious and earnest without false intentions.

Dokuritsu-Jiei

Believe in your own strengths and take action. Dokuritsu-Jiei means not relying easily on others and working relying on your own abilities.

Shikai-Keitei

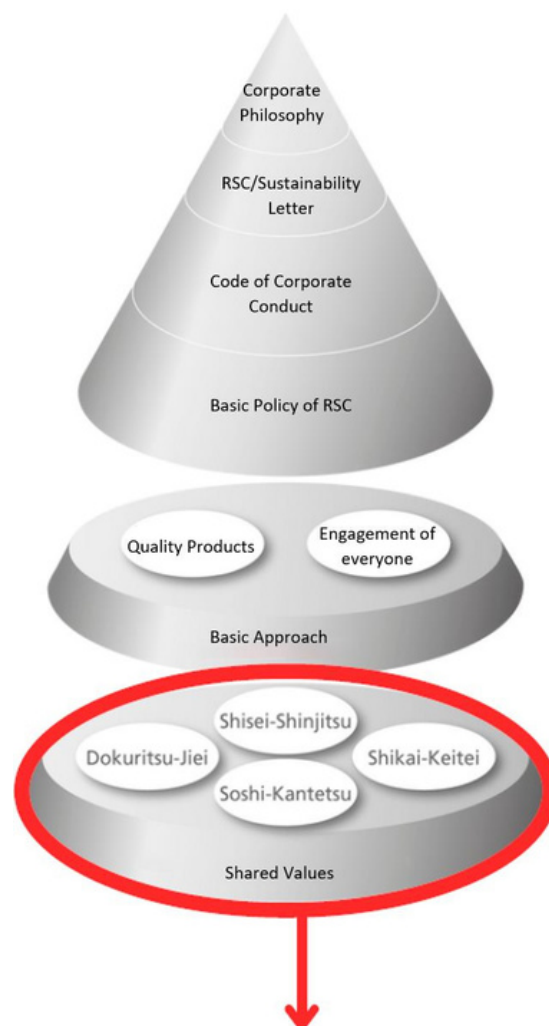
Unite strength with the people of the world by leveraging diversity in the individual level. Shikai-Keitei means cooperating with the people of the world as if they were brothers and sisters.

Soshi-Kantetsu

Be determined and never give up until the end. Soshi-Kantetsu means having a mission and never giving up on your purpose, striving to the end.

Niterra Way:

By recalling the values of our foundation, we reassured the meaning of our existence, which demonstrated that this is the right way to proceed.



Shared Values

The Nittoku Way is the vision of the Niterra group's values that should be shared among all employees, which should be inherited for generations to come:

CORPORATE PHILOSOPHY:



With the deepening of mutual trust and the constant proposition of new values, we will contribute to the sustainable development of the planet and to the future of humanity.

1-Commitment To continuously offer new values to humanity, pushing forward technological frontiers, realizing ideas and dreams, taking advantage of lessons learned and experiences.

2 - Administrative Conduct

To make all efforts in the pursuit of a management based on respect and mutual trust, providing a work environment where each employee is encouraged, motivated to fully develop their individual capacity and creativity, with collective participation.

3 - Conduct Guideline

To continuously advance, broadening the horizons. To act quickly, always ahead of global changes and trends, and always seeking the best paths.

3 - Motto

Based on strong mutual trust and the ongoing proposition of new values, Niterra do Brasil will contribute to the sustainable development of the planet and to the future of mankind.

COMMITMENT TO ETHICAL VALUES:

Human Rights Niterra do Brasil guarantees respect

for the human

rights of all its Employees, without distinction of ~~class~~, sex, sexual orientation, social ~~nationality~~, ethnicity, language, political/union allegiance, disability or any other feature. Any form of discrimination or disrespect is prohibited in Niterra do Brasil, in addition to repudiating conduct that may affect the dignity of any individual.

Accordingly, the policies and procedures of Niterra do Brasil provide for:

- Zero tolerance for slave-like and child labor;
- Fair, equitable, and compliant offers of employment under local laws;
- Promotion of diversity and offer of equal and fair opportunities to all;
- Creation of a work environment free from harassment, bullying, prejudice, and discrimination;
- Guarantee of freedom of association to its Employees; and
- Provision of decent and safe working conditions.

Child Labor Niterra do Brasil repudiates any form of

child labor,

strongly opposing any conduct associated with this violation.

Compulsory or Forced Labor Niterra do Brasil does

not tolerate forced or

compulsory labor in the performance of its activities, prohibiting its practice and its harms, even if indirect, for all covered by the Code.

Prejudice and Discrimination Niterra do Brasil is

committed to providing a non-

discriminatory and equitable work environment by treating all Employees fairly. The goal is to provide

equal opportunities to all job applicants and Employees, without any prejudice or discrimination in the treatment of people, including in their hiring, compensation, and training.

Niterra do Brasil expects everyone to be treated with respect and promote diversity in our work environment. No type of discrimination, prejudice, humiliation, intimidation, exposure to ridicule, hostility, and embarrassment in our work environment will be tolerated.

Therefore, we do not accept any of the following situations:

- Machismo, misogyny or sexism (prejudice against women);
- Racism (racial prejudice);
- Social level (classism);
- Religious intolerance;
- Xenophobia and ethnocentrism (prejudice against foreigners);
- Ableism (prejudice against the disabled - PWD);
- Fatphobia;
- Ageism (age discrimination); LGBTphobia (terminology used to encompass all forms of violence against LGBTQIAPN+ people);
- Linguistic prejudice (disrespect for linguistic varieties of lower social prestige);

Including, without limitation, discrimination by pregnancy, health condition, retirement, union membership, political affiliation and/or other characteristics protected by law.

Harassment and Bullying

Niterra do Brasil does not admit that any person, whether an Employee, third party, visitor, customer or other, is subject to or threatened by:

- (i) Physical punishment or abuse;
- (ii) Bullying or harassment, including sexual, physical, and verbal harassment;
- (iii) Intimidation, humiliation, discrimination, degradation; and
- (iv) Unjustifiable behavior that creates a risk to the health and safety of another worker, whether intentional or not.

Several forms of unacceptable behavior are expressly prohibited, and the items below are just a few examples:

- Pressuring employees to perform personal favors, inside or outside working hours, taking advantage of hierarchy;
- Morally and/or sexually harassing employees and third parties;
- Discriminating against employees and third parties with respect to association with unions, political parties, religion, and civil association;
- oDepreciating, insulting, intimidating, humiliating any employee and/or third parties, whether in public or in private, who are on Niterra's premises, as well as during any external practice when performing activities on behalf of Niterra do Brasil;
- Demanding unattainable goals;
- Making threats of any sort, for any purpose;
- Nicknaming employees and third parties against their will or in a humiliating manner, or naming them for physical characteristics; and
- Presenting work or ideas from other employees without giving them credit.

Niterra do Brasil maintains a zero-tolerance policy for sexual harassment, recognizing that it is a crime in many countries.

It is important to note that legitimate, reasonable, and constructive criticism of an employee's performance or behavior, as well as reasonable instructions provided over employment, will not stand as bullying or moral harassment in itself.

Furtherance and Defense of Equality and Labor Rights

Niterra do Brasil values equality, diversity, and inclusion, promoting fair and ethical treatment among its Employees and in relations with customers and third parties. It implements inclusion initiatives that ensure accessibility, promoting well-being, and equality for all its Employees. It undertakes to comply with labor laws, union

agreements, ensure free association, encourage dialog, based on concepts widely disseminated among its Employees, such as "Hourensou."

COMMITMENT TO ETHICAL VALUES:

Compliance with Anti-Corruption Laws Niterra do

Brasil faces the consistent challenge of keeping the actions of its Employees under control and supervising contracted third parties, especially considering the performance of Niterra do Brasil in the domestic and international markets. Niterra do Brasil sought to create a "culture of good practices," undertaking to disseminate its culture and values, including those incorporated in its production chain, with a view to providing tools for conscious decision-making.

Niterra do Brasil has a zero-tolerance policy for any form of public or private corruption, including, but not limited to, bribery, embezzlement, extortion, unlawful agreements, and facilitation payments made to Employees or third parties in the conduct of Niterra's business. The offer or promise of advantages for obtaining or retaining business is strictly prohibited.

Corruption distorts the market, leads to financial losses, and damages the company's reputation. To prevent such practices, Niterra do Brasil uses continuous means of guidance, training, and transparency.

Corrupt practices by Employees or business partners are punishable under the Law. As an Employee or through any third party acting on behalf of Niterra, one has to comply with all applicable local and international laws, regulations, and standards relating to anti-corruption issues in the places where Niterra do Brasil does business.

Niterra do Brasil does not admit the direct or indirect involvement of its Employees, third

parties, suppliers, service providers, partners and customers in harmful acts, practices, and behaviors that cause damage to the national or foreign Government, relating to corruption or that

damage the public property. The performance of Niterra do Brasil is guided by the abidance by legal standards and respect for ethical and moral principles.

Examples of practices strictly prohibited by Niterra to eradicate corruption are:

- Obtaining advantages of any type for one's own benefit, or for the benefit of Niterra do Brasil or third parties;
- Provoking or facilitating the concealment of documents or information, or obstructing their access by authorities;
- Declaring support for a political party or candidate on behalf of Niterra do Brasil, or performing political advertising on the company's premises, or through its assets; or
- Offering, promising, giving or requesting, directly or indirectly, a bribe or any undue advantage to secure or maintain a commercial contract or agreement or other abusive advantage internally or with any direct or indirect audience.

Based on International Transparency, for companies, corruption causes higher costs and lower opportunities for investment, growth, and innovation. It creates dependencies and prevents sustainable business relationships. Products become more expensive, economies grow more slowly and do not reach their potential level of prosperity. As a result, corruption places disadvantages for everyone.

Compliance with Anti-Money Laundering Laws

Niterra do Brasil complies with all local and international anti-money laundering laws, regulations, and standards applicable to the places where it operates, in addition to having established procedures to mitigate the risk of money laundering activities, and to spot and prevent any improprieties.

All Employees must strictly comply with the laws and regulations pertaining to this issue and act in a preventive manner in addition to monitoring the direct or indirect occurrence of these practices in the business chain of Niterra do Brasil.

Below are some examples:

- Purchase requests that are not in line with the Third Party's normal business activity;
- Requests for high payments in cash or other unusual means of payment;
- Cash transfer request; or
- Other payment methods to countries that are not included in the commercial contract.

International Trade

Niterra do Brasil complies with the laws that regulate trade and sanctions that limit its ability to do business with certain countries, companies, and individuals. The role of Niterra do Brasil includes:

- Complying with commercial regulations in the markets in which it does business;
- Complying with all import and export laws regulating the transfer of products, information, technologies and services, including licensing and customs requirements; and
- Meeting economic sanctions and embargoes that prohibit or restrict certain countries, companies, and individuals.

Compliance with Antitrust Laws

Niterra do Brasil complies with antitrust laws as it conducts its business ethically and does not resort to unfair practices to win any business, meanwhile it fosters free competition in the markets where it operates.

As such, Niterra do Brasil opposes and seeks to prohibit any antitrust conduct and abusive practices that may stand as economic violations and/or unfair competition, always seeking to be transparent and fair.

Violations of antitrust and fair competition laws may result in severe penalties for Niterra do Brasil and Employees.

Employees of Niterra do Brasil are expected to:

- Comply with all applicable fair competition and antitrust laws;
- Use legitimate means to obtain information about competitors;
- Observe the confidential information and intellectual property rights of competitors and other third parties; and
- Obtain approval from the Board of Directors in the event of corporate transactions (e.g., mergers, acquisitions, and joint ventures, as well as other related contracts).

Fraudulent Behavior Any misuse of assets, information, and resources of Niterra do Brasil is considered unacceptable and may be considered fraud. Examples include forgery of documents, personal misuse of financial resources, and misrepresentation. Employees are required to cooperate in internal or external audits, investigations, and requests from the Legal Department and the Compliance Division.

INTERNAL ENVIRONMENT

Internal Relationship At Niterra do Brasil, the work dynamics are based on mutual respect and the encouragement of dialog in line with the values and mission of Niterra do Brasil. Regardless of the hierarchical position, each Employee is treated with dignity and fairness. Niterra do Brasil values the development of Employees, seeking to encourage and engage them in overcoming the goals that contribute to the company's growth.

Internal applicants are recognized through assessing their skills as concerns the expectations of a given position, also considering their conduct background. Decisions based on prejudice, favoritism or privilege are strictly prohibited. Ethics in trade, social, and labor relations is a steadfast mission and a core value to be preserved.

Niterra do Brasil makes every effort to create a healthy environment, promoting a culture of integrity and compliance.

Health and Safety

Niterra do Brasil seeks to further a safe and healthy environment for its Employees and Third Parties, and society as a whole. It is the obligation of Niterra do Brasil to prevent risks to people and the environment, have minimal impact on the environment, and preserve natural resources.

Processes, operating facilities, and operating equipment should be compliant with applicable legal and internal guidelines regarding occupational safety and health, environmental and fire protection.

Niterra do Brasil expects all Employees to follow the policies and procedures pertaining to safety and, if they find any situation that endangers their physical integrity or that of third parties, to report the fact to their hierarchical superiors, to the Health, Safety and Environment or Human Resources departments. Similarly, if any Employee believes that there is a risk to their health and safety, they should immediately report it to their hierarchical superiors, the Health, Safety and Environment or Human Resources departments.

Some practices we do not tolerate:

- Carrying weapons of any kind on the premises of Niterra do Brasil, under any circumstances, except for those who use them to perform their assignments;
- The consumption of alcohol while performing activities on the premises of Niterra do Brasil and during remote work;
- The consumption or being under the influence of illicit drugs while performing their activities, on the premises of Niterra do Brasil and during remote work.
- Gambling on the premises of Niterra do Brasil;
- Smoking in unauthorized places.

Conflict of Interest A conflict of interest is an

actual or potential

conflict that may arise when personal, family, relationship, political activities and interfere or have the potential to interfere with Niterra's responsibilities and duties.

The Employee should avoid any real or potential conflict of interest between their personal interests and those of Niterra and should not use their position at Niterra do Brasil to obtain undue advantages or benefits, directly or indirectly, for themselves, any other business or person related to them or any other third party.

Common examples of conflicts of interest may include:

- Having another occupation outside of their role at Niterra do Brasil, which negatively impacts their performance or interferes with their assignments as an employee of Niterra do Brasil; Serving as a member of the Board of Directors
- of any organization or working as a consultant, advisor, manager or executive of any organization without prior approval;
- Using confidential or inside information for their own benefit or for the benefit of a third party; Receiving any personal benefit from a Third Party, customer, competitor or any other organization that does or may do business with Niterra do Brasil;
- Hiring a third party for Niterra do Brasil relating to which they have a kinship, love, affinity, financial interest, directly or indirectly, not disclosed; Hiring or having direct or indirect process
- interaction with a relative or with someone with whom they have a love or affinity relationship; Engaging in or performing activities that
- compete, or would appear to compete, with the interests of Niterra do Brasil;

- Use assets and resources of Niterra do Brasil for personal political activities;
- Providing direct or indirect political contributions; and
- Not immediately reporting any real or potential conflict of interest that they have identified.

Niterra do Brasil adopts strict measures to manage conflicts of interest and ensure that its employees act in an ethical and transparent manner. All employees are required to immediately report any real or potential conflict of interest to their immediate superiors or the Compliance Division. These conflicts will be recorded and monitored regularly to ensure compliance.

Any external activity, such as taking positions in boards, consulting or other occupations that may interfere with the responsibilities of employees at Niterra, should be previously approved by the Senior Management or the Compliance Division. Likewise, before establishing business relationships with third parties or customers in which the employee or their relatives have an interest, formal approval from the Senior Management or the Compliance Division should be obtained.

To avoid situations of conflict of interest, Employees who are in a potential conflict should not participate in decision-making processes pertaining to areas in which the conflict exists, such as the selection of suppliers or contract negotiations.

Kinship and Love Relationship between Employees

There is no restriction on the admission of relatives or individuals who have a romantic relationship and/or affinity relationship with Employees of Niterra do Brasil, provided that both do not hold a position that reflects a hierarchical relationship or interaction of processes, one that implies influence on the terms or conditions of the employment relationship.

Influence will not be allowed on the area responsible for the recruitment and selection process for the admission of people with whom a given person is related or in a romantic or affinity relationship without full compliance with the selection process and other rules of Niterra do Brasil.

The applicant with kinship or in a romantic or affinity relationship with an employee of Niterra do Brasil will be assessed without any privilege, on equal terms with the other internal and external applicants.

The existence of a kinship and/or romantic or affinity relationship between Employees should be immediately reported to the responsible manager of the area and to the Compliance Division.

Employment Agreement The performance of external work is not allowed to the extent that it impacts the working hours of an employee or if intended for competitors of any business segment of Niterra and/or implying the transfer of knowledge and methodologies of Niterra do Brasil to third parties.

Concomitant Activities and Participation in External Companies

The Employee may carry out concomitant activities provided that they obtain prior authorization from Niterra. This consent will be granted when the concomitant activity does not adversely impact the interests of Niterra do Brasil.

When engaging with competitors, third parties or customers, Niterra do Brasil requests that its Employees inform in advance and in writing about each specific case, so that it can assess possible conflicts of interest and ensure the integrity of commercial relations.

In the case of equity interests, Niterra do Brasil should be informed in advance in writing when the relevant interest exceeds ten percent of the capital of the company in question.

If the employee, spouse or close family members have an interest in the capital or hold executive positions in companies that do business with Niterra do Brasil, it is the responsibility of the Employee to notify Niterra do Brasil in writing.

In addition, it is the Employee's duty to communicate to the immediate manager and the Compliance Division their equity interest in companies that may be contracted to supply or provide services

to Niterra, especially over a procurement process. Failure to comply with this duty may result in the nullity of the agreement, with the consequent termination at no cost to Niterra do Brasil.

Hiring Third Parties for Strategic Purposes

If the activities of Niterra do Brasil involve the negotiation or performance of contracts that may lead to a potential conflict of interest, the company should hire a Third Party to act as an intermediary in these specific cases. However, such hiring may only be made after obtaining prior written authorization from Senior Management.

The rules of this item do not apply to general supplies of goods and services, which are offered to everyone under the same conditions (such as: price, among others.).

General supply refers to goods or services offered to everyone under the same conditions (price, ~~etc.~~). This may include, for instance, products. On the contrary, what is negotiated for a specific case is not offered in general.

Donations and Sponsorship

At Niterra, donations and sponsorships are allowed strictly in accordance with applicable laws and Niterra's Corporate Donations and Sponsorships Policy. All Employees and other interested parties should follow the procedure established in this policy, and the process pertaining to donations and sponsorships will be kept on file for proper accountability.

Niterra do Brasil emphasizes that it does not make donations to political parties and does not sponsor projects of a political, racial or discriminatory nature.

Gifts, Presents, Hospitality, and Entertainment

Negotiations with third parties, suppliers, service providers, and strategic partners should not be influenced by any type of advantage, whether received, offered or promised. This standard applies on both the private and public levels.

It is essential to understand that the free distribution of prizes for the promotion of the brand is not to be confused with gifts, presents, hospitality, and entertainment.

Gifts, presents, and other offers between Niterra do Brasil and Third Parties, such as any form of entertainment or hospitality, should be appropriate and of reasonable value, that is, they cannot be excessive in the circumstances, they should have a legitimate business purpose, should not be frequent, and should comply with Niterra do Brasil's Gifts, Hospitality and Entertainment Regulations and applicable local laws.

Under no circumstances should these offers be intended or appear to influence any type of decision-making by Niterra do Brasil and/or its Third Parties.

Providing or accepting gifts, presents or other items to or from public officers is not allowed, without prior written approval from the Compliance Division.

If the Employee is engaged in the Procurement or Sales Department, that is, directly responsible for hiring suppliers, Niterra do Brasil recommends that they do not offer gifts, presents, hospitality, and entertainment. The Employee may not, under any circumstances, accept any gift, present or any other offer from suppliers. If this occurs, they should respectfully return the offer, or contact the Compliance Division to align how this is handled.

Trips, meals, and other expenses pertaining to professional activities should be duly approved, have a business purpose, and comply with Niterra's policies and procedures.

Such expenses should not fall under the definition of conflict of interest, either a real or potential one, nor incur in exchange for undue advantages. Employees are responsible for the accuracy of information in expense reimbursement requests.

EXTERNAL ENVIRONMENT

Customer Relations

At Niterra do Brasil, customer satisfaction is the

backbone of its existence and continuous commercial relations. The business performance of

Niterra do Brasil is guided by the principles of quality, safety, productivity, innovation, fairness, grounded by social and environmental responsibility.

To ensure this:

- Niterra do Brasil serves customers with courtesy and efficiency, providing fast, clear, accurate, and transparent information;
- Niterra do Brasil responds to customer requests, even if negative, in a clear, straightforward manner, and within the expected period;
- Expenses with customers are acceptable if justified by reason of work, within the limits established by the relevant policy, without constraints or obligations of compensation; and
- Niterra do Brasil undertakes not to undertake commitments to the customer that are beyond the established service purview.

Union Relations

Niterra do Brasil recognizes the legitimacy of unions and respects the right of Employees to associate with legitimate organizations, in keeping with applicable laws.

Niterra do Brasil seeks solutions that serve both parties in the employment relationship, through dialog.

The presence of union representatives on the premises of Niterra do Brasil is allowed with prior and formal authorization from Niterra do Brasil.

Relations with Suppliers, Service Providers, and Business Partners

Niterra do Brasil's interaction with third parties, suppliers, service providers, and strategic partners is always formalized, based on the principles of free enterprise, loyalty in competition, innovation, and quality. When selecting third parties, it seeks high standards of integrity and ethical conduct, ensuring compliance with the laws and internal policies of Niterra do Brasil.

Niterra do Brasil expects its partners to:

- Prohibit acts of corruption;
- Respect the rights of Employees;

- Encourage a diverse work environment without discrimination or harassment;
- Treat Employees fairly and honestly;
- Do not use child labor and ensure the non-use of forced or compulsory labor;
- Take responsibility for the health and safety of their Employees;
- Respect the rules of conduct established by Niterra do Brasil, including Gifts, Presents, Hospitality, and Entertainment;
- Report any suspected violation of the Code of Conduct or unlawful act using the Whistleblower Channel;
- Report the existence or performance of subcontracting to fulfill a contract with Niterra, with prior authorization;
- Comply with local and international standards on health, safety and environment; and
- Comply with the rules and procedures defined and instructed by Niterra do Brasil.

Niterra do Brasil considers its collaboration with third parties, suppliers, service providers, and strategic partners pivotal to achieve a positive social and environmental impact. However, if it engages with Third Parties that are not aligned with its values and approach to integrity, responsible procurement, quality, and supply chain management, it could put its brand and resources at unacceptable risk.

Therefore, Niterra do Brasil expects them to follow their internal policies and procedures to protect the values, interests, and image of Niterra do Brasil when hiring third parties. The selection of third parties, suppliers, service providers, and strategic partners occurs exclusively on the basis of their competitive merits, after assessing the prices, quality, performance, and suitability of the goods or services supplied.

It is the Employee's duty to report to the immediate manager and the Compliance Division any professional, kinship, romantic, and affinity

relationship with third parties, suppliers, service providers, strategic partners, government agents, customers or competitors of Niterra.

Niterra do Brasil allows its Employees to appoint third parties with whom they are related or have a love or affinity relationship or with whom they maintained an employment relationship in the last six (6) months; however, it is important that the Employee does not act or influence the hiring or ~~signed~~ ^{signature} of the contract. Communication of such relationship should be made at the time of appointment.

Niterra do Brasil expects its third parties, suppliers, service providers, and strategic partners to operate in an ethical manner and in compliance with this Code, as well as all applicable laws and regulations, including anti-corruption laws.

Third parties, suppliers, service providers, and strategic partners should align with Niterra's commitments to seek sustainable actions that minimize environmental impacts. They should conduct their business, especially the fulfillment of contracts with Niterra, in accordance with the environmental laws in force at the federal, state, and municipal levels.

Niterra do Brasil does not tolerate any form of corruption or undue attempt to influence business decisions. This especially applies to agreements relating to the brokering, delivery, processing, and payment of orders. Niterra do Brasil does not agree to payments fully or partially intended for bribes, which is why it requires representatives or other intermediaries to undertake not to pay or accept bribes, nor to grant undue benefits. In case of violation of this principle, Niterra do Brasil will be entitled to contractual termination without notice.

Illegal conduct or prohibited by Niterra's policies will result in legal measures, which may lead to the exclusion of third parties, suppliers, service providers, strategic partners, implying liability for the damages caused under the terms of the agreement and the law.

Relations with the Government

When dealing with the Government, Niterra do Brasil has a great concern with the risk of corruption practices, therefore, all provisions of the chapter on "Anti-Corruption" of this Code apply equally to this chapter.

It is essential that all Employees are aware of and follow internal policies and approval requirements when providing any item of value to public officers on behalf of Niterra. Items of value include, but are not limited to, Gifts, Presents, Hospitality, and Entertainment, jobs, and other offers.

Niterra do Brasil believes that the Public Sector is not limited to public officers and politicians, but encompasses, in general, all Politically Exposed Persons (PEP), their relatives, and companies controlled by them.

Niterra do Brasil recognizes the importance of robust policies in the fight against corruption, including the Policy of Interaction with the Government, as an integral part of its Anti-Corruption Policy.

Current or former public officers will only be hired if local laws and regulations are strictly followed, including the mandatory quarantine period if necessary, and if all necessary approvals are obtained, without any real or potential conflict of interest.

When interacting with the Government, it is imperative that the Employee:

- Does not sponsor personal or Niterra interests that may result in bidding procedures or government procurements;
- Opposes personal and/or Niterra favors, except when supported by legal rules;
- Expressly state that their personal opinions do not represent the official position of Niterra;

- Avoids making references to acts or statements of government agents and refrains from political comments, unless it is a representative authorized by Niterra do Brasil; and

- Collaborates fully with the authorities in investigations and other proceedings involving Niterra and third parties.

Before hiring public officers, Employees should arrange inquiry of the Compliance Division. Together, Niterra do Brasil and its Employees can guarantee integrity and transparency in all interactions with the Government.

Relations with Competitors

In the context of fair competition, everyone wins: contractors, consumers, the market, and Niterra, alongside its Employees. Niterra respects the principles of free competition and enterprise, vehemently repudiating any practices that may compromise them. There is no room for actions that limit, distort, or impair these tenets.

Aware of the regulations, Niterra do Brasil knows that the exchange of information or agreements between competitors on various aspects is ~~prohibited~~, such as division of customers, prices, price components, relationship with suppliers, supply conditions, production capacity, and terms and conditions of proposals. This prohibition also extends to the exchange of information on market and investment strategies. Save for exceptional cases, Niterra do Brasil collaborates only in the exchange of information on research and development projects.

Niterra do Brasil does not limit the freedom of customers in the sales pricing and fully complies with domestic regulations regarding clauses that restrict competition in agreements with customers or suppliers. Niterra do Brasil repudiates practices such as market limitation, arbitrary increase in profits, abusive exercise of dominant position, tie-in, and irregular establishment of consortia. It believes that quality in the performance of services should be recognized by competitors.

The following are expressly prohibited:

- To exchange sensitive and confidential commercial information, especially on prices, ~~adjustments~~, discounts, margins, customers, sales volumes, and commercial strategy, with competitors;
- To discuss participation and objectives in present and future bids;
- ~~And~~ discuss participation, preferences, objectives in any type of public or private competition;
- To practice tie-in, that is, to supply a product or service to the interested consumer, subject to the acquisition of another product or service; and
- To divide territory, customers, suppliers, points of sale, among others.

To mitigate risks and identify/prevent violations, Niterra do Brasil has procedures in place pertaining to brand protection. As a Niterra Employee, the expectation is that there will be interaction in an honest, accurate, and respectful manner with all Stakeholders, not speaking on behalf of Niterra without the proper permission and guidance of our Institutional Positioning Committee.

In specific situations, prior permission should be obtained from the Compliance Division and the relevant manager, such as participation in meetings with competitors, inclusion of information from Niterra do Brasil in external presentations, or any public interaction on behalf of Niterra do Brasil.

Media Relations

Niterra do Brasil recognizes the importance of the Media and defends the right to image, ensuring the truthfulness of information before its disclosure. The communication of Niterra do Brasil is carried out in a consistent and precise manner, and only authorized Employees can speak on behalf of Niterra do Brasil. If the Employee is not expressly authorized, they should consult the Institutional Positioning Committee in advance for appropriate guidance.

Social Media Niterra do Brasil does not undertake responsibility

for content disclosed by third parties on social media. Misleading and inaccurate disclosures grant Niterra do Brasil the right of reply, allowing the rectification and removal of the content posted, in addition to the possibility of seeking appropriate legal and/or contractual measures.

All employees and third parties which are active on social media should respect the values of Niterra do Brasil and this Code, when mentioning Niterra do Brasil or referring to any of its employees and third parties.

If there is any question, employees should refer to the guidelines of the Good Practices of Social Media Use Manual, available on the FUSION system and/or consult the Communication Division.

Community Relations Through its Employees,

Niterra do Brasil develops

and supports projects that further social and economic development in the neighborhoods where it operates. Niterra do Brasil values the regions in

which it is present, privileging local entrepreneurship in its hiring. Actively participates in projects, donations, and sponsorships. Encourages its Employees to engage in community actions outside of work hours, exercising citizenship.

I INFORMATION MANAGEMENT

Intellectual Property of Third Parties The intellectual property of third parties includes the protected commercial rights (such as patents, trademarks, registered designs) and copyrights (such as software and image rights) of third parties. Niterra do Brasil respects the intellectual property of third parties and, in principle, only uses it by clearing the relevant rights.

Niterra do Brasil may use and transmit know-how of third parties that are not protected by industrial property rights or copyrights only if there is no legal provision to the contrary. If this third-party know-how is made available under a non-disclosure agreement, it may be used and distributed as set forth in its provisions.

Niterra do Brasil uses third party software only to the extent permitted by Law and in accordance with the terms of the license.

Compliance with Data Protection Laws Data

Protection Laws are complied with in all markets in which Niterra does business, including, but not limited to, the Brazilian Data Protection Law and the EU General Data Protection Regulation (GDPR).

Personal data will be used in accordance with the legitimate purpose for which it was obtained and the applicable privacy notices.

All Employees are responsible for complying with all data protection and confidentiality standards of Niterra do Brasil, in compliance with applicable

local laws, regulations, and international standards, respecting privacy and keeping safe the personal data to which Niterra do Brasil has access.

In addition to the Legal Department, the main

contact for issues pertaining to the processing of data is the *Data Protection Officer* (DPO).

Inside Information

Inside information is information not known to the public, and which may impact on the value of shares or other financial instruments. Niterra do Brasil treats inside information in a strictly confidential manner and, therefore, never makes it available to third parties, which is also applicable to passwords that allow access to inside information stored electronically.

It is allowed to pass on inside information to other Employees or external consultants if the recipient needs the information to perform their tasks and if they are required to handle the information in a strictly confidential manner.

Examples of inside information for Niterra do Brasil are to refer to sales figures that are not intended for publication, information regarding projects of

Mergers & Acquisitions ("M&A"), significant restructuring measures, appointments on the Board of Directors before their official publication, conclusion or termination of a substantial agreement with a customer or supplier, important lawsuits, negotiations with government agencies, among others.

Written Documents

Records and reports (internal and external) should be correct and true. Niterra do Brasil complies with general accounting principles, which require that data records and other records are always complete, correct, up to date, and appropriate to the system. Confidential information of Niterra do Brasil may only be used to create records, files and the like in order to serve the direct interest of Niterra do Brasil.

Accounting Ledgers and Records

Niterra do Brasil undertakes to record in a detailed and correct manner all assets, liabilities, transactions, and financially relevant activities of Niterra do Brasil, in keeping with applicable legal and accounting requirements. It is the responsibility of each Employee to ensure that the documents produced under their responsibility comply with internal policies, local laws, and accounting standards.

Third-Party Audit

When contracting or renewing agreements with suppliers or third parties, it is necessary to audit third parties when required by Niterra's risk assessment policy or process, in order to ensure that they are not involved in unlawful behavior or actions that violate this Code.

Subject to risk assessment, the audit should also be conducted as part of any investment proposal, initial acquisition or decision to identify any apparent significant exposure to bribery-related risks.

COMPLIANCE AT NITERRA

Niterra do Brasil is accountable for guiding all employees and third parties on the conduct that is expected. Niterra do Brasil understands that periodic training should be given to compliance and awareness of how to act properly in the circumstances of daily work.

Each individual is responsible for following the guidelines of Niterra do Brasil and the law, including:

- Reporting any improper situation to the Whistleblower Channel, even if it is only a suspicion;
- The manager should corroborate the company's guidelines and set an example;
- Senior Management should demonstrate ethical actions and support compliance with this Code of Conduct and actions pertaining to the Compliance Division;
- Third parties should comply with all policies, this Code of Conduct, and the Third-Party Code of Conduct of Niterra do Brasil.

Before acting, the following reflections are necessary:

- Am I allowed to make this decision/take this action?
Is this action against any guideline of the Code of Conduct or other Niterra policies?
Does this action violate any applicable laws?
-
- Would I be proud to report this action to someone I respect and my family?

What might people and/or my managers think if they knew about my action? The Employee is expected to ask questions, raise their concerns, and report, in good faith, any suspected improprieties pertaining to the principles of this Code. For clarifications, questions or suggestions for improvement pertaining to this Code, normative instructions and regulations, interested parties can contact the Compliance Division through the following channels:

FIQUE CONFORME

→ Telephone Service:
(11) 4793-9118

→ E-mail:
compliance@ngkntk.com.br

Noncompliance with the Code of Conduct and Other Internal Standards

Failure to comply with any guideline of this Code subjects to penalties, regardless of hierarchical level, including, but not limited to, verbal and written warnings, temporary suspensions, and termination of employment, depending on the severity of the violation. False reporting of violations may also result in disciplinary action.

Third parties may have their business relationship terminated.

If the alleged violations stand as a crime, the relevant authorities will be notified, without prejudice to the other results described above.

The occurrence of any fact contrary to this Code, even without evidence, should be reported through the **Whistleblower Channel**.

Learn more about the Whistleblower Channel

The Whistleblower Channel is a means of communication for Employees, third parties, service providers, and customers. It is a proactive, transparent, independent, unbiased, anonymous tool, intended for reporting violations or suspected breaches of any point described

in this Code (actions that violate applicable internal legislation and rules, as well as improprieties such as non-compliance with laws, policies, and internal rules, theft, robbery, fraud, forgeries in general, among others, should be reported).

For an effective analysis of the complaint, it is important to provide as much information as possible to facilitate the investigation.

Below are frequently asked questions about the Whistleblower Channel and its operation:

How do I contact this channel?

Complaints may be made through the following means of communication:

WHISTLEBLOWER CHANNEL

→ Telephone Service:
0800810 8129

→ Website:
Website of Whistleblower Channel

→ Application:
“Contato Seguro”
available for Android and iOS.

Does the call to the Channel create any expenses?

Access to any of the means of contact described above is free of charge.

What time can I contact it?

The Whistleblower Channel is available 24 hours.

Should I identify myself?

The whistleblower decides. A complaint may be made with identification or anonymously.

Will anonymity be maintained?

Yes. Anonymity will be maintained in any situation, regardless of the object of the complaint, reported person, and result of the investigation.

Who answers the channel calls? Professionals of an outsourced company, hired to receive all complaints.

What happens after I make the complaint? Niterra do Brasil will be notified, will initiate an investigation process based on the information

reported and will take the appropriate measures.

Who is responsible for investigating the complaint?

The Compliance Division of Niterra do Brasil.

I'm afraid of being retaliated against

Niterra do Brasil does not tolerate any type of retaliation against those who, in good faith, report a concern about illegal conduct or in disagreement with the instructions established in the Code of Conduct. Conduct of this nature will give rise to the application of penalties.

Can I follow the status of my complaint?

A protocol number will be generated, through which it will be possible to follow the report, on the Whistleblower Channel Website or in the “Contato Seguro” application. We emphasize the importance of writing down and saving the protocol number.

The Whistleblower Channel will be available to all audiences, whether they are employees, third parties, customers, and the community.

The Whistleblower Channel, in addition to being a good market practice, ensures the security, confidentiality, and preservation of the identity of all whistleblowers, so that all information will be shared only as required by law. The results may be shared with the parties involved, when considered applicable.

Niterra do Brasil does not tolerate any type of retaliation against those who, in good faith, report a concern about illegal conduct or in disagreement with the instructions established in the Code of Conduct.

Compliance Committee It plays an essential role as

a non-statutory body

with decision-making powers, and its main objective is to monitor compliance not only with the Code, but also with the internal rules and regulations of Niterra do Brasil, in addition to managing situations not expressly described, ethical doubts or dilemmas.

PENALTIES

In the event of violation of this Code of Conduct, the Compliance Committee and the Board of Directors will review the related facts and circumstances, and will perform such acts as they deem appropriate, in accordance with Regulation of Penalties RH-06 of Niterra do Brasil.

MISCELLANEOUS

The guidelines addressed in this Code are based on the laws pertinent to the business, activities, and relationships established by Niterra, especially:

- Anti-Corruption Law (Law 12846/13 and Decree No. 11129/22);
- Foreign Corrupt Practices Act (FCPA)
- Money Laundering Law (Law 9613/98);
- Antitrust Law (Law 12529/11);
- Administrative Corruption Law (Law 8429/92);
- Penal Code (Decree-Law No. 2848/40);
- Consolidation of Labor Laws (Decree-Law No. 5452/43);
- Child and Adolescent Statute (Law 8069/90);
- Consumer Code (Law 8078/90);
- Civil Code (Law 10406/2002); and
- Brazilian Corporations Act (Law 6404/76).

The review of this Code was approved by the Board of Directors on November 06, 2024, and is in force from the date of its publication.

The Board of Directors of Niterra do Brasil will update this Code every two (2) years or whenever necessary, especially when there is any legal change, change in the corporate documents, in its internal administrative organization chart or in applicable corporate rules and policies.



Acknowledgment of Receipt

Niterra
Niterra do Brasil Ltda.





ACKNOWLEDGMENT OF RECEIPT

I DECLARE THAT I HAVE READ, RECEIVED A COPY OF THE NITERRA DO BRASIL'S CODE OF CONDUCT AND I AM AWARE OF THE TERMS AND GOOD PRACTICES SET FORTH THEREIN. I UNDERTAKE TO ADOPT AN ETHICAL AND TRANSPARENT CONDUCT OVER THE PERFORMANCE OF MY ACTIVITIES, INCLUDING, REGARDING THE NON-DISCLOSURE OF INFORMATION, WHETHER DURING OR AFTER THE TERM OF MY EMPLOYMENT AGREEMENT WITH NITERRA DO BRASIL, AS WELL AS TO REPORT ANY NONCOMPLIANCE WITH THIS CODE, IN THE WHISTLEBLOWER CHANNEL AVAILABLE.

I AM AWARE THAT IF I DO NOT COMPLY WITH THEM, I WILL BE SUBJECT TO THE PENALTIES PROVIDED FOR IN THIS CODE.

Mogi das Cruzes, _____, _____.

Registration: _____

Legible Name: _____

Signature



Let's make the
planet brighter together?

We are very proud and
pleased to have you as an
employee!

Niterra

Niterra do Brasil Ltda.

