



## **ETHICS COMMITTEE OF PADTEC HOLDING SA INTERNAL REGULATION**

The Ethics Committee ("Committee") is an internal collegiate agency of Padtec Holding SA ("Company"), of an independent and permanent nature, whose purpose is to evaluate, monitor and investigate reports, issues and doubts involving ethical aspects and values, aspects and values of conduct of the Company, the members of the Board of Directors and its Advisory Committees, members of the Fiscal Council, when installed, Directors, employees and interns of the Company and the Padtec Group companies, as well as third parties and anyone acting on behalf of the Padtec Group, in order to support the measures and decisions taken by the Board of Directors and, when applicable, by the Executive Board. The aforementioned group of people is considered "Employees" for the purposes of this document.

The term "Company" in this document refers to Padtec Holding SA and its subsidiaries, in particular the wholly owned subsidiary Padtec SA.

### **CHAPTER I OBJECT AND COVERAGE**

**Article 1** - The purpose of this Internal Regulation ("Regulation") is to discipline the functioning, the responsibilities and attributions of the Committee, as well as the relationship of its members with Company's other corporate agencies, observing the legal and statutory provisions in effect.

**First Paragraph** - The Committee should investigate with accuracy and impartiality any complaints, questions and doubts related to or arising from the Company's Code of Ethics and Conduct, carried out through the Company's Dialog Channels (in particular, the Reporting Channel), respecting, whenever requested, the whistleblower's secrecy, as well as the right to contradictory and ample defense of the reported person.

**Second Paragraph** - The Company provides its Employees and any interested party with a suitable channel on the Company's website ("Reporting Channel"), for receiving any complaints (including anonymous ones) about acts that violate its Code of Ethics and Conduct. It also provides an e-mail address, which is addressed to the members of the Ethics Committee (together with the Reporting Channel and the Human Resources and Legal areas, "Dialogue Channels").

**Third Paragraph** - The Committee's activities cover all actions involving people with or without an employment relationship with the Company, including customers, suppliers, service providers, partners and shareholders of the Company, in addition to related parties, as defined in the Company's Related Parties Transactions Policy.

**Fourth Paragraph** - The Company strongly rejects the practice of empty reporting, which is not based on facts and/or data.

## **CHAPTER II JURISDICTION**

**Article 2** - Are the Committee Duties:

- (a) Guarantee the observance, consistency and compliance with the ethical principles established in the applicable legislation, in the Company's internal rules and in its Code of Ethics and Conduct;
- (b) Review the Code of Ethics and Conduct and recommend changes to the Board of Directors, whenever necessary;
- (c) Clarify questions and doubts related to the Code of Ethics and Conduct;
- (d) Receive any denunciations, reports or complaints, coming from people inside or outside the Padtec Group, carried out through the Dialogue Channels made available by the Company;
- (e) Respect the integrity of those involved in the complaint, denunciation or report and, whenever requested, maintain the confidentiality of the whistleblower, as well as the right to the adversary and wide defense of the reported person;
- (f) Establish the necessary and appropriate measures for the investigation of denunciations, reports or complaints received through the Dialogue Channels made available by the Company;
- (g) Define, jointly with the Statutory Audit and Risk Committee, the investigation procedures to be adopted on relevant themes of ethics, integrity and fraud failures;
- (h) Determine, in an impartial manner, any and all complaints, denunciations or reports presented through the Dialogue Channels made available by the Company;
- (i) Provide guidance on conflicts that are not provided for in the Company's Code of Ethics and Conduct;
- (j) Provide guidance for any issues that involve the fulfillment of ethical-legal obligations by the Company, by the members of the Board of Directors and



its Advisory Committees, members of the Fiscal Council, when installed, Directors, employees and interns of the Padtec Group, as well as by third parties contractors and anyone acting on behalf of the Padtec Group;

- (k) Prepare reports, opinions and/or recommendations on the denunciations, reports and complaints received and present them in due time to the Board of Directors, and occasionally to the Executive Board, according to the need for involvement of this body. Such reports may contain recommendations for measures to be taken by the Company, including the penalties that can be imposed on violators;
- (l) To accompany the penalties applied to violators;
- (m) To propose to the Board of Directors measures that can be adopted by the Company for the protection of its physical and intellectual assets, in order to increase the level of confidence (internal and external), image and reputation of the Company;
- (n) To elaborate the policies and procedures related to the Company's Compliance system;
- (o) To do follows up and to monitor the risks of the Company's Compliance system; and
- (p) To implement measures of dissemination and training of the Company's Code of Ethics and Conduct.

**First Paragraph** - The Committee may prepare and present reports, opinions and/or recommendations on the denunciations, reports and complaints received whenever the gravity of the subject under analysis so requires. The Compliance Officer is responsible for such reports and also for recording the documents relevant to each case received and investigated.

**Second Paragraph** - In the exercise of its activities, the Committee shall have operational autonomy, access to Management, to other areas of the Company, to projects developed by the Company and by independent consultants hired and to the internal and external reports of the Company, when necessary to ascertain any denunciations, reports and complaints related to the violation of the Company's Code of Ethics and Conduct.

**Third Paragraph** - The Ethics Committee may involve other Employees if essential to the investigation of the denunciations, reports and complaints presented.



**Fourth Paragraph** - At the end of the investigation, clarifications will be forwarded by the Ethics Committee to the whistleblower, if identification and forms of contact have been informed at the time of filing the report, question or doubt.

**Fifth Paragraph** - The members of the Committee shall report their activities to the Board of Directors, periodically and whenever requested by any of its members. The Compliance Officer is responsible for this accountability.

**Sixth Paragraph** - All the activities of the Committee must be carried out in the best interest of the Company, applying to its members the provisions of the Code of Ethics and Conduct and the corporate policies issued by the Company.

### **CHAPTER III THE COMPOSITION**

**Article 3** - The Committee was installed by the Board of Directors and is formed by the occupants of the following positions: the head of the Human Resources area, the Chief Legal Counsel and Compliance Officer, the Chief Financial Officer and the Chief Executive Officer and Investor Relations Officer.

**First Paragraph** - The members of the Committee will have a mandate of 2 (two) years, with reelection permitted, in compliance with Article 6.

**Paragraph Two** - The functions of the Committee members are non-delegable, and must be exercised respecting the duties of loyalty and diligence, as well as avoiding any conflict situations that may affect the interests of the Company and its stakeholders.

**Third Paragraph** - The Committee may consult other employees and Directors of the Company, in addition to members of the Board of Directors, other Advisory Committees, members of the Fiscal Council, when installed, or external specialists, to assist it in the investigation of a specific complaint or complaint lodged by a whistleblower. The hiring of external consultants must be subject to prior authorization by the Board of Directors.

**Fourth Paragraph** - The Committee will not have alternate members in its composition.

**Article 4** - The Chief Legal Counsel and Compliance Officer will act as Secretary of the Committee.

**Sole Paragraph** - In the absence of the Secretary, he/she will be replaced on an interim basis by any other member of the Committee. In the event of vacancy in the



position of Secretary, a new Secretary will be appointed, whose functions will be exercised until the end of the term of office of the replaced person.

**Article 5** - The members of the Committee will be invested in their positions by signing the Term of Office and Confidentiality, accepting their election and adherence to the terms of these Ethics Committee Internal Regulation.

**Article 6** - In the case of dismissal of an employee or Director who acts as a member of the Committee, such position on the Committee will remain vacant until a new member for the position is elected/hired (as defined in the *caput* of Article 3).

**Article 7** - The members of the Committee will not be entitled to any remuneration.

#### **CHAPTER IV COMPLIANCE OFFICER**

**Article 8** - The Compliance Officer, also as Secretary of the Ethics Committee, is responsible for:

- (a) To request from the Company's Management the information and/or clarifications deemed necessary for the performance of the Committee's functions;
- (b) To keep on file the records, documents and evidence corresponding to the denunciations and complaints received by the Dialogue Channels made available by the Company;
- (c) Secretariat the work of the Committee, write reports and opinions on the complaints and claims received by the Dialogue Channels and draw up the minutes of the Committee's meetings; and
- (d) To present, on an ordinary basis, a report of the occurrences and activities of this Committee to the Board of Directors, on a quarterly basis.
- (e) Present, eventually, with the participation of the other members of the Committee, the investigation of more serious cases (such as fraud, inappropriate actions by members of the Executive Board) to the Board of Directors, with reports, opinions and/or recommendations on the complaints and claims received. Such reports may contain recommendations for measures to be taken by the Company, and will be the subject of deliberation by the Board of Directors.

#### **CHAPTER V**

## THE MEETINGS

**Article 9** - The Committee will meet extraordinarily, whenever the Company receives a claim or complaint through its Dialogue Channels or at any time, at the request of any of its members or the Board of Directors.

**Article 10** - The summons to the Committee's meetings must be made in writing, by any of the Committee's members, via e-mail, at least 2 (two) days in advance, and shall specify the time, place and matters to be discussed in the meeting. The meetings will be held regardless of call if there is a presence of all the members in office, and must be installed with the presence of the majority of the members of the Committee.

**First Paragraph** - The participation of the Committee member in the meetings may take place at a distance, by telephone, video conference or other means of communication that allows the identification of the member in question and simultaneous communication between all those present at the meeting. In this case, the minutes will be transmitted by e-mail to the member who has participated at a distance, and initialed, signed and retransmitted to the Committee, in the same way. The Committee member may also send his vote in writing.

**Second Paragraph** - The recommendations and opinions of the Committee shall be resolved by consensus of those present, with one vote for each member.

**Third Paragraph** - All meetings of the Committee shall be reduced to term in minutes signed by all members present.

**Fourth Paragraph** - The minutes signed electronically or digitally will be considered valid.

**Article 11** - In the absence of a minimum quorum for the installation of a Committee meeting, a new meeting must be called within 2 (two) days, by e-mail.

**Article 12** - The Committee shall keep the Board of Directors aware of the main discussions, through quarterly reports, or at shorter intervals, when deemed necessary.

## CHAPTER VI CONFLICTS OF INTEREST

**Article 13** - If any conflict of interest or particular interest of any of the Committee's members is identified in relation to a specific complaint or claim, that member must inform that fact to the other members of the Committee and may no longer have any



access to information, participate in meetings of the Committee, exercise a vote or in any way intervene in matters in which it is in conflict (directly or indirectly), until this situation of conflict of interest is ended.

**First Paragraph** - If the Committee member in a conflict situation does not inform the other members of the Committee of this fact, another member who is aware of this situation must immediately inform the other members of the Committee of this fact.

**Second Paragraph** - In the event that the complaint or claim being investigated involves the member of the Committee itself (or matters and/or Employees in its area), the latter must declare himself/herself prevented and will not participate in the referred investigation.

## **CHAPTER VII GENERAL PROVISIONS**

**Article 14** - The members of the Committee must keep the information of the Company and its stakeholders to which they have access and also about any complaint, report or denunciation received through the Dialogue Channels completely confidential. Their discussions, reports, opinions, recommendations and minutes of meetings will only be disclosed in the interest of the Company, at the discretion of the Board of Directors.

**Article 15** - The members of the Committee have a duty of loyalty to the Company, not being able to disclose to third parties documents or information about their business, and must keep confidentiality about any relevant, privileged or strategic information of the Company, obtained due to their position, as well as how to ensure that third parties do not have access to it, being forbidden to use the information to obtain, for themselves or others, any type of advantage.

**Article 16** - The omitted cases related to these Regulations will be submitted to the Company's Board of Directors.

**Article 17** - These Regulations come into force on the date of their approval by the Board of Directors and can only be changed by the Company's Board of Directors.

[approved at the Board of Directors' Meeting held on February 23, 2021, and updated at the Board of Directors' meeting held on September 01, 2022.]