

Anti-Corruption Policy



Sustainable
Uprightness Program

Word from the Leader

Dear employee,

The Anti-Corruption Policy, approved by Solví Board of Directors, is a clear demonstration of our commitments to Brazil and the countries where we operate, including full compliance with the existing and applicable anti-corruption regulations.

It guides and directs compliance with our Code of Conduct, and must be followed unrestrictedly by our employees in all dealings and business activities.

I invite each of you to reaffirm your commitment to conducting business ethically and with absolute integrity. Thus, we can ensure the implementation of appropriate procedures at all UVSs, avoiding any non-compliance with our Code of Conduct and the current regulations.

Ethical and honest attitudes ensure our business continuity, maintain the good reputation of our companies, in addition to adding value to each of those involved in our operations.

I count on you so that the growth of our companies is guided by teamwork, ethical posture, and sustainable attitudes, following the values disseminated at Solví, since the commitment of each one to fully compliance with the guidelines in this policy is essential to ratify the commitment to ethics, strengthening our work with integrity for good purposes.

We value the integrity and honesty of all those involved in our business, and we are committed to preventing and fighting corruption. With this objective in mind, we now publish our Anti-Corruption Policy.

Celso Pedroso

Chief Executive Officer of Solví Participações S.A.



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1. Anti-Corruption Policy

Solví's Anti-Corruption Policy (the "Anti-Corruption Policy") is binding upon all Employees at all companies directly or indirectly controlled ("SOLVÍ"), in all their operations in the countries where we operate, requiring them to conduct SOLVÍ business in an ethical manner, with absolute integrity. The Anti-Corruption Policy directs compliance with SOLVÍ Code of Conduct (the "Code of Conduct") and with all applicable laws and regulations against bribery and corruption, as defined in item 4.1, including, without limitation, the laws and regulations in Brazil and the countries where SOLVÍ operates, in addition to the best international practices.

The Anti-Corruption Policy specifically prohibits directors, officers, managers, employees (the "Employees") and Third Parties (Suppliers or Service Providers) from directly or indirectly offering, promising, providing or authorizing anyone to provide money or anything of value (as defined in item 4.3) to any Public Agent, as defined in item 4.2, or to any individual or legal entity under private law, for the purpose of obtaining or accumulating any undue advantages (as defined in item 4.4) or facilitating advantages (as defined in item 4.6).

SOLVÍ requires that all its officers, directors, managers, employees and Third Parties comply with this Anti-Corruption Policy and related internal procedures, the Code of Conduct, the laws of Brazil and of the countries where we operate, including the existing and applicable anti-corruption regulations.

SOLVÍ does not authorize or tolerate any business practice that does not comply with the Anti-Corruption Policy. All our Employees and Third Parties have the duty to periodically review their business practices in order to identify any inconsistencies with the Anti-Corruption Policy, and to immediately make the necessary adjustments, ensuring full compliance.

This document is not intended to provide answers to all questions regarding possible situations that may arise in the course of SOLVÍ's business. The cases mentioned are merely exemplary in nature, intended to help Employees and Third Parties to understand the object and the importance of the Compliance policy, thus not reflecting all circumstances addressed by the Anti-Corruption Policy. Any questions should be addressed with SOLVÍ Conduct Committee, accessed through the Communication Channels indicated at the end of this document.

All Employees and Third Parties must comply with the Anti-Corruption Policy and recognize and report issues related to potential non-compliance events, with sufficient time for them to be properly addressed by the Conduct Committee.



2. Purpose of the Anti-Corruption Policy

SOLVÍ's Anti-Corruption Policy is intended to describe and explain the expected conduct in borderline situations related to bribery and corruption, and to highlight the specific Compliance requirements related thereto, reinforcing the commitment to conduct all businesses with the highest honesty and integrity standards.

As an internationally active conglomerate, SOLVÍ must comply with the anti-bribery and anti-corruption laws and regulations of all countries where it operates, as well as other applicable international laws and regulations (more specifically: FCPA, UK Bribery Act). Any potential violations of anti-corruption laws exposes SOLVÍ, its Employees and Third Parties involved, regardless of nationality or place of residence, to criminal, civil and/or administrative liability, and to fines and penalties set forth in specific laws.



3. Scope of the Anti-Corruption Policy

This Anti-Corruption Policy applies to SOLVÍ and direct or indirect subsidiaries, including international operations, and any business and administrative activities, also covering any and all activities conducted on behalf of SOLVÍ through Third Parties. At the companies where SOLVÍ and subsidiaries thereof have managing members, this Anti-Corruption Policy must also be approved by the Board of Directors of such companies, regardless of the interest held by each one, also observing the provisions contained in the Bylaws and Shareholders' Agreement, if any, as detailed in item 8. In the event that a Board of Directors is not constituted, approval must be issued by the corporate body that performs an equivalent role.

4. Definitions of the Anti-Corruption Policy

4.1. Active and passive corruption, bribery

Regardless of what the laws of each country may establish, SOLVÍ's Anti-Corruption Policy defines corruption and bribery as follows:

Corruption: the abuse of power or authority practiced by any person, whether a Public Agent or not, to obtain illegal advantages for themselves or third parties. The most common form of corruption is bribery.

Active Corruption: Offering or promising, either directly or indirectly, any advantage, financial or not, to any individual or legal entity, public or, with the purpose of ensuring any kind of improper advantage.

Passive Corruption: receiving, either directly or indirectly, any advantage, financial or not, to any individual or legal entity, public or, with the purpose of ensuring any kind of improper advantage.

Bribery: Giving or receiving money, gifts, valuable items, or any other advantage, as a way of inducing any dishonest or illegal action or the breach of confidence in the performance of their duties. The act of bribing someone to induce him/her to act or fail to act in the performance of his duties is considered a criminal offense.

4.1.1. Corruption or Bribery of Public Officials

Regardless of what is established by law, SOLVÍ does not accept nor allow the offer, promise, authorization or payment of money or anything of value, either directly or indirectly, by Employees and Third Parties, to a Public Agent with the purpose of ensuring any kind of improper advantage, irrespective of being accepted by the target recipient or not, and whose purpose is:

- to influence any act or decision of a Public Agent;
- to induce any Public Agent to perform any act in violation of his/her legal duties;
- to secure undue advantage to any Public Agent;
- to induce any Public Agent to use his/her influence in order to obtain, maintain or forward business to anyone.

For the purposes of this Anti-Corruption Policy, the terms “obtain,” “maintain,” and “forward business” are widely interpreted to include commercial and/or administrative advantages, such as contracts, measurements, payments, obtaining public documents such as licenses, permits, and tax reductions.

4.1.2. Corruption or Bribery in the Private Sector

SOLVÍ’s Anti-Corruption Policy also prohibits bribery in the private sector, and Employees and/or Third Parties are expressly prohibited from offering, giving, promising or receiving money or anything of value to/from any individual or legal entity under private law, in order to obtain any improper advantage for SOLVÍ Group companies, for themselves or third parties.

4.2. Public Agent

Public Agent means (i) any public or elected official, agent, employee (regardless of position) or person acting on behalf of a national, state or local government, department, agency, company owned or controlled by the state, international public organization, political party or entity financed primarily by public funds, which is generally perceived as an entity that performs government functions, or that has key executives or directors appointed by a government; and (ii) any political party, political candidate for office, or anyone acting on behalf of the party or candidate to political office.

4.2.1. Family of a Public Agent

For the purposes of SOLVÍ's Anti-Corruption Policy, the family members of any Public Agent may also be qualified as such, when their action is intended to confer any advantage or anything of value to a Public Agent.

4.3 Anything of Value

The expression "anything of value" includes: (i) benefits and favors, such as special access, preference, invitations, and referrals; (ii) free-of-charge services that should be contracted and paid for; (iii) non-institutional gifts or gifts over one hundred reais (R\$ 100.00) or equivalent in the monetary expression of each country; (iv) contracts or other business opportunities granted to a company in which a Public Agent holds any type of interest; (v) employment, consulting or contracting opportunities for any activity; (vi) donations of any kind, with the exception of donations of a social nature, which must comply with the applicable laws of each country; (vii) payment of medical, hospital or related expenses – this definition does not include humanitarian aid or aid intended to avoid imminent danger to the life of any person; (viii) payment of education or living expenses; (ix) expenses with travel, meals, accommodation, shopping, or entertainment.

4.4 Undue Advantage

The expression “undue advantage” includes any advantage, financial or not, direct or indirect, made with the objective of committing a Corruption act.

4.5. Third Parties (Suppliers or Service Providers)

The definition of “Third Parties” encompasses all business partners of the Solví Group, which includes, but is not limited to, all its suppliers of materials, goods or services, including all those who directly or indirectly act on behalf of the Solví Group. Solví Group considers its business partners to be all its intermediaries, contractors, outsourcers, agents, consultants, representatives, brokers, lawyers, accountants, suppliers, etc.

4.6. Facilitating Payment

Facilitating Payment is any payment, regardless of value, made in order to facilitate, accelerate or obtain any undue advantages in actions performed by Public Agents.

The term “routine public actions” means any and all actions intended to facilitate, streamline, accelerate, and/or secure any action directly or indirectly performed by a Public Agent, such as: (i) validating a registration or expediting a registration by or for SOLVÍ; (ii) obtaining permits, licenses, and/or official documents to qualify an individual or legal entity to conduct business; (iii) processing government papers, such as visas and job applications; (iv) police protection services, security, collection and delivery of correspondence, or inspection scheduling; (v) telephone services, electricity and water supply, cargo transportation, or protection of goods against deterioration.



5. Travel, gifts, donations, sponsorships, giveaways, political contributions and accounting records of expense

The topics in this chapter are more specifically regulated in the following Policies:

POC-012 Donation and Sponsorship Policy

POC-014 Policy for Interaction with Public Authorities

POC-015 Gifts, Giveaway and Hospitality Policies

5.1. Travel expenses

SOLVÍ's Anti-Corruption Policy allows the payment of expenses with travel, tickets, accommodation, transportation, and meals to Public Agents or individuals and legal entities under private law only when this is necessary to fulfill a contract, and provided that it is expressly established therein, pursuant to the provisions of "Solví Corporate Travel, Transportation and Telephone Use Policy".

5.2. Giveaways and gifts

Within 12 (twelve) months, Gifts, Giveaways and Similar Benefits may be accepted and offered a maximum of once per Public Agent. The value of Gifts, Presents, and Similar Benefits should not exceed one hundred reais (R\$ 100.00) or equivalent in another currency. This provision applies to Gifts and Presents, cumulatively. Regardless of the value, Giveaways and Gifts should be sporadic and never given in order to secure improper advantages.

SOLVÍ's Anti-Corruption Policy allows giving institutional gifts such as pens, calendars, diaries, and the like to Public Agents or individuals or entities under private law, provided that: (i) these are offered in an open, transparent manner; (ii) they respect the guidelines related to form, model, and manufacture indicated by each company; (iii) the corresponding expenses are incurred based on valid tax documents that match the description and quantity of the items offered. Delivering gifts in cash and/or gift cards is prohibited. Furthermore, compliance with the Code of Conduct to which the Public Agent is subject is required

5.3. Donations and Sponsorships

SOLVÍ supports contributions to the communities where it operates and donations to charities, observing the internal procedures and bylaws of each company, as well as the applicable laws and regulations, and Employees must ensure that such contributions and donations are not characterized as a violation of the Anti-Corruption Policy and cannot be used to improperly influence business decisions.

SOLVÍ also supports donations and sponsorships for the organization of community events (such as "volunteering day"), prevention and/or treatment of diseases and epidemics, and support for art and culture.

Donation and sponsorship requests must include the appropriate supporting documentation in order to allow their proper accounting record; donations and sponsorships can be made through financial means, services or anything of value.

5.4 Political Contributions

Any political contribution to any political party or candidate for political office, by any company of the SOLVÍ Group or on its behalf, or that of any Employee and/or Third Party on behalf of the companies, may only be made within the limits, terms and values allowed by the electoral laws of each country.

SOLVÍ's Anti-Corruption Policy does not prevent the political participation and personal engagement of its Employees and Third Parties in any election process, including donations to parties and candidates, as long as such contributions do not coincide with situations that could lead to obtaining any undue advantage for SOLVÍ.

5.5. Accounting Records

Any and all payments made to or received by SOLVÍ and its Employees on SOLVÍ's behalf must be recorded and accounted for. The following is expressly prohibited: (i) performing covert, off-record and/or unreported transactions; (ii) improper, ambiguous or fraudulent accounting entries; (iii) using accounting devices designed to conceal or in any way cover up illegal payments; (iv) forge or request reimbursement of expenses that do not comply with each company's internal requirements and procedures.



6. Conflict of Interest

All Employees and Third Parties have a duty to avoid conflicts of interest and perform their roles in a conscious, honest manner, in accordance with SOLVI's best ethical interests. Employees and third parties should refrain from taking advantage of their positions to obtain or relay confidential information in an improper way, aiming at personal or third-party gain, avoiding direct involvement in any dealing that conflicts with SOLVI's business interests or that in any way compromises its independence and impartiality. This topic is regulated in POC-011 Conflict of Interest Policy.

7. Violations and Disciplinary Action

The compliance, dissemination, and application of this policy are the responsibility of all SOLVÍ Employees. All SOLVÍ Employees in management positions are responsible for receiving and addressing questions related to this policy or to other SOLVÍ internal policies.

Any violations of this policy or other internal policies of SOLVÍ will be registered and investigated by the Conduct Committee, which will define the applicable disciplinary action, pursuant to PCO004 - 001 – Consequence Management Policy.

Agents, consultants and third parties hired and/or who work for Solví Group, regardless of contract, caught in violation of the Anti-Corruption Policy, shall be subject to the termination of their business relationship with the Group's companies, also subject to remedial, administrative, and legal measures required to repair the violation.

For reports, questions or suggestions, SOLVÍ's Employees and Third Parties can access the Communication Hotline: website www.codigodecondutasolvi.com; toll-free number 0800 721 0742; e-mail comite.conduta@solvi.com; mail addressed to Solví - Conduct Committee: Caixa Postal 31 256 – São Paulo – SP. All complaints are handled on a confidential basis, ensuring that the whistleblowers shall not be subject to retaliation. Reporting in bad faith will be considered a violation of the Code of Conduct, subject to the application of disciplinary action.

7.1. Examples of violations

To exemplify potential violations of SOLVÍ's Anti-Corruption Policy, the following are some hypothetical cases that may suggest non-compliance with this Policy or represent common areas of risk to the corruption-related Compliance program. The examples are merely illustrative, and do not exhaust all cases of infringement, and questions about specific facts should be directed to the channels listed in item 7.

The following may characterize a violation of SOLVÍ Group's Anti-Corruption Policy:

- Payments offered or made in cash for illegal or unethical purposes;
- Gifts or hospitality outside the criteria of the Anti-Corruption Policy, involving a Public Agent;
- Inappropriately-documented payments or expenses;
- Employee or Third Party requests for an operation to be structured in a way that disguises relevant facts or infringes local laws;
- Requesting a payment in a country other than that where the head office or main administrative offices of the company for which the Employee was hired are located, or a permanent establishment is directly involved in the conduction of the business;
- Contracting a Third Party that is non-qualified or has been recently incorporated as a legal entity, without experience and the material and human resources required to perform the functions for which it was hired;

- Third-Party's refusal to certify compliance with anti-corruption practices or to provide statements, guarantees, and related language included in SOLVÍ's agreement template;
- Contracting a Third Party with a current or previous history of corruption or other legal violations;
- Contracting a Third Party through a procedure that is not fair to competitors or that has a personal, family or business relationship with a Public Agent;
- Adding to agreements with Third Parties terms that are unusual or non-compliant with SOLVÍ's contracting policies, or payments methods contrary to specific or money laundering-related laws, payments in kind (currency), in another country's currency, to third parties not related to the business operation, or prior to the completion of a purchase agreement (prepayment);
- Payment of commissions or fees to Third Parties in excess of the price usually charged by SOLVÍ's policy or specific market for similar services in the same geographic area.

8. Enforcement and Updates

Enforcing the policies included in the Sustainable Integrity Program is a responsibility of SOLVÍ's Compliance Department, and, at its direct and indirect subsidiaries, of the corresponding department at each site.

The policies that make up the Sustainable Integrity Program will be reviewed annually.

This policy is part of the Sustainable Integrity Program. All its guidelines must be followed together. For more information, refer to:

COD-001 Solví Code of Conduct

PCO-003 Anti-Corruption

PCO-019 Anti-bribery

PCO-004 Consequence Management

POC-011 Conflict of Interest Policy

POC-012 Donation and Sponsorship Policy

POC-013 Policy on Mergers, Acquisitions, and Other Corporate Transactions

POC-014 Policy for Interaction with Public Authorities

POC-015 Gifts, Giveaway and Hospitality Policies

POC-016 Third-Party Relationship Policy

PAF-JR-06 Third Party Due Diligence

9. Receipt Statement

I, _____ ID No. _____
_____ position _____, from
company _____, hereby
declare that I became aware of and understood the provisions contained in
the Anti-Corruption Policy embedding the provisions of the Code of
Conduct, whose original copy was handed over to me, and which I
undertake to comply with when performing my duties, regarding all terms,
conditions, and ethical principles therein.

City, Date

Signature

9. Receipt Statement

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_____ position _____, from
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City, Date

Signature

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