

Anti-Corruption and Anti-Bribery Policy

SILVA PRADO

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	Approved by: Partners	Effective Start Date: 02/20/2025	Version: 1

1. Purpose

Silva Prado Advogados (“Silva Prado” or the “Firm”) expects and requires its Employees and Third Parties to act in compliance with anti-corruption and anti-bribery laws — including, without limitation, Law No. 12.846/2013 (“Brazilian Anti-Corruption Law”) — as well as the highest standards of business ethics, especially in their interactions with national or foreign Public Authorities.

The purpose of this Anti-Corruption and Anti-Bribery Policy (“Policy”) is to establish the standards of conduct to be followed by Silva Prado’s Employees and Third Parties to prevent the occurrence of any acts of corruption directly or indirectly related to the Firm.

This Policy, which outlines the requirements of item 5.2 of the ABNT NBR ISO 37.001:2017 standard, must be interpreted broadly and in a manner that reinforces a zero-tolerance culture toward corruption and bribery, whether in the context of interactions with Public or private Agents.

2. Definitions

The terms mentioned in this Policy shall be understood in accordance with the Compliance Glossary.

3. Applicability

This Policy applies to all Silva Prado Employees, regardless of hierarchical level or geographic location. It also applies to any Third Parties (suppliers, service providers, partners, etc.) engaged with Silva Prado.

4. Responsibility

The Ethics Committee, in its anti-bribery compliance role, is responsible for the Anti-Bribery Management System and for the oversight, enforcement, and supervision of this Policy. If necessary, the Ethics Committee may request support from Silva Prado Employees to ensure compliance with the provisions of this Policy.

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5. Anti-Bribery Management System

Silva Prado shall establish, document, implement, maintain, and continuously review and, where necessary, improve its Anti-Bribery Management System, including the necessary processes and their interactions, in accordance with the requirements of ABNT NBR ISO 37001:2017.

The Anti-Bribery Management System must include measures designed to identify and assess risk, as well as to prevent, detect, and respond to bribery.

6. Structures of the ABMS to Establish, Review, and Achieve Anti-Bribery Objectives

There are two structures responsible for establishing, reviewing, and achieving Silva Prado's anti-bribery objectives: a) the Partners; and b) the Ethics Committee, in its anti-bribery compliance role.

a) Partners

Silva Prado's Partners are key actors in the Firm's Compliance efforts. They are responsible for consistently demonstrating leadership and commitment to the Compliance Program and the Anti-Bribery Management System.

The Partners of Silva Prado are responsible for:

- Approving Silva Prado's Anti-Corruption and Anti-Bribery Policy;
- Ensuring that Silva Prado's strategy is aligned with the Anti-Corruption and Anti-Bribery Policy;
- Receiving and critically reviewing, at planned intervals, information on the content and operation of Silva Prado's Anti-Bribery Management System (ABMS);
- Requiring that adequate and appropriate resources necessary for the effective operation of the ABMS are allocated and assigned;
- Exercising reasonable oversight over the implementation and effectiveness of Silva Prado's ABMS;
- Ensuring that the ABMS — including its Policy and objectives — is established, implemented, maintained, and reviewed to properly address Silva Prado's bribery risks;
- Ensuring the integration of ABMS requirements into Silva Prado's processes;

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- Providing adequate and appropriate resources for the effective operation of the ABMS;
- Communicating the Anti-Corruption and Anti-Bribery Policy both internally and externally;
- Communicating internally the importance of effective anti-bribery management and of complying with ABMS requirements;
- Ensuring that the ABMS is properly designed to achieve its objectives;
- Directing and supporting Employees and Third Parties to contribute to the effectiveness of the ABMS;
- Promoting an appropriate anti-bribery culture within Silva Prado;
- Promoting continuous improvement;
- Supporting other relevant management roles in demonstrating how their leadership in preventing and detecting bribery applies to their areas of responsibility;
- Encouraging the use of reporting procedures for suspected or actual bribery;
- Ensuring that Employees and Third Parties do not suffer retaliation, discrimination, or disciplinary action for reports made in good faith or based on a reasonable belief of a violation or suspected violation of the Anti-Corruption and Anti-Bribery Policy, or for refusing to engage in bribery—even if such refusal results in the loss of business for Silva Prado (except when the individual was involved in the violation);
- Recommending improvements to policies, procedures, and other internal controls;
- Reviewing and approving policies prepared by the Ethics Committee;
- Overseeing compliance risk management by approving documents issued by the Ethics Committee on the matter; and
- Reviewing investigation reports and formalizing disciplinary actions proposed by the Ethics Committee.

b) Ethics Committee

The Ethics Committee is primarily responsible for managing the day-to-day activities of the Compliance Program to ensure that the conduct of Employees and Third Parties is always aligned with the Firm's values.

The Ethics Committee shall be composed of at least two founding partners and one associate attorney.

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The associate attorney shall serve as the Coordinator of the Ethics Committee.

In its anti-bribery compliance function, the Ethics Committee and its members are guaranteed the authority and independence to maintain the Compliance Program, as well as direct access to the Partners to raise concerns or report actual or suspected violations of the Anti-Bribery Management System.

The Committee's duties are defined in its Internal Regulations, with emphasis on the following responsibilities:

- Oversee the design and implementation of the Anti-Bribery Management System by the organization;
- Provide advice and guidance to Employees and Third Parties on the Anti-Bribery Management System and bribery-related matters;
- Ensure that the Anti-Bribery Management System is compliant with the requirements of ABNT NBR ISO 37001:2017;
- Report on the performance of the Anti-Bribery Management System to the Partners, as appropriate;
- Make the Anti-Corruption and Anti-Bribery Policy available as documented information to interested parties, as appropriate;
- Advise, support, and guide Partners, Employees, and Third Parties on matters related to the Compliance Program and the Anti-Bribery Management System;
- Draft, review, and update the policies and procedures of the Compliance Program and the Anti-Bribery Management System in accordance with anti-corruption legislation;
- Investigate and deliberate on potential violations of the Compliance Program or the Anti-Bribery Management System committed by Employees or Third Parties, recommending the application of appropriate disciplinary measures;
- Submit opinions and relevant matters to the Partners for review;
- Draft and update the Compliance Risk Assessment Matrix and Report;
- Conduct Integrity Due Diligence on Employees and Third Parties;
- Interpret the policy texts, clarify potential doubts, and issue guidance on conduct or situations not expressly covered by Silva Prado's Code of Conduct or other internal regulations; and
- Manage Silva Prado's Integrity Channel.

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7. Partners' Commitment to the Anti-Bribery Management System

The Partners are committed to fulfilling the requirements of the Anti-Bribery Management System, ensuring the necessary resources for its implementation, effectiveness, and continuous improvement.

This commitment includes the strict application of this Policy's guidelines, active support for actions aimed at preventing, detecting, and responding to bribery, and the allocation of adequate resources to ensure the effectiveness of the ABMS.

8. General Anti-Corruption Guidelines

Silva Prado does not tolerate any Employee or Third Party promising, offering, or giving, directly or indirectly, an Improper Advantage to a Public Official or to a third party related to them.

The concept of Improper Advantage shall be interpreted broadly and refers to any illegal or unethical benefit—that is, any benefit promised, given, or offered to a Public Official with the expectation of receiving something in return (such as money, goods, gifts, employment opportunities, entertainment, meals, or services).

Proper understanding and application of this Policy are essential for the Firm to remain in compliance with the Brazilian Anti-Corruption Law, given that intent is irrelevant in characterizing an act of corruption.

In other words, even if the Employee engaged in the corrupt act for the "benefit" of the Firm, or without full awareness of the illegality of their action, such conduct will still constitute noncompliance under this Policy.

9. Examples of Conduct Prohibited by the Firm

The following conduct is strictly prohibited by Silva Prado:

- Engaging in any practices related to international corruption;
- Paying bribes to Public Officials;
- Committing acts of corruption, bribery, or fraud in obtaining licenses, authorizations, or permits from Public Authorities;

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- Arranging any kind of quid pro quo between Silva Prado Employees and Public Officials, such as performing acts in the interest of the Public Official in exchange for tax or administrative benefits;
- Providing any Improper Advantage—no matter how small or seemingly insignificant—to facilitate, expedite, or otherwise influence the actions of Public Authorities;
- Frustrating or fraudulently circumventing the competitive nature of public bidding procedures;
- Excluding or attempting to exclude a bidder through fraud or the offer of any type of advantage;
- Fraudulently or irregularly creating a legal entity to participate in a public bid or to enter into a government contract;
- Manipulating or fraudulently altering the economic and financial balance of contracts entered into with Public Authorities.

Furthermore, it is prohibited to defraud public bids or government contracts to the detriment of Public Authorities by means of:

- Providing services of lower quality or in quantities different from those specified in the bidding notice or contract documents;
- Delivering services different from those agreed in the contract;
- Altering the substance, quality, or quantity of the service provided;
- Any fraudulent method that unjustly increases the cost of the proposal or contract execution for the Public Authority.

Silva Prado strongly opposes any conduct intended to restrict or harm free competition, as provided for in Brazilian Law No. 12.529/2011.

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10. Non-Retaliation Guarantee

Silva Prado ensures that no Employee will suffer retaliation, discrimination, or disciplinary actions (such as threats, isolation, demotion, denial of promotion, transfer, dismissal, harassment, victimization, or other forms of intimidation) for:

- a) Refusing to participate in, or withdrawing from, any activity that they have reasonably judged to involve more than a low risk of bribery that has not been mitigated by Silva Prado; or
- b) Raising concerns or making reports in good faith or based on a reasonable belief of actual, attempted, or suspected bribery, or of violations of this Policy or the Anti-Bribery Management System (except where the individual was involved in the violation).

11. Use of Intermediaries in Public Administration

As a rule, the Firm shall not use intermediaries in its dealings with Public Authorities.

The use of local counsel or correspondent attorneys in interactions with Public Authorities is only permitted in exceptional circumstances. In such cases, the Ethics Committee must conduct an Integrity Due Diligence on the partner and a written contract must be signed, containing anti-corruption clauses.

12. Cooperation with Public Investigations and Inspections

In situations involving inspections or investigations conducted by Public Authorities, Employees must adopt an ethical and transparent posture, and must not obstruct, conceal, hinder, or interfere in the investigative process.

Accordingly, it is strictly prohibited to obstruct investigations or inspections conducted by public bodies, agencies, or Public Officials, including within regulatory agencies and public security authorities.

It is therefore the duty of every Employee, Partner, or Third Party to actively cooperate with any investigations and/or inspections carried out by Public Authorities and their representatives.

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In case of doubts on how to proceed in the context of investigations or inspections by Public Authorities, please contact the Ethics Committee through the Integrity Channel (compliance@silvapradoadv.com.br).

13. How to Act in Risk Situations

Employees must adopt a proactive attitude when faced with situations involving risks of corruption or bribery. This does not mean that Silva Prado expects the Employee to resolve the matter alone, but rather that they take reasonable actions within their reach:

- Refuse any suspicious proposal;
- Leave the setting (physical or virtual) where the meeting is taking place, formally recording your objection in the meeting minutes, if necessary; and
- Report the situation through the Integrity Channel.

14. Commitment to Continuous Improvement

It is the duty of all Employees and Third Parties to demonstrate commitment to the continuous improvement of the Anti-Bribery Management System, contributing to the development of a truly ethical and integrity-driven environment.

15. Consequence Management

In addition to the penalties provided by law, non-compliance with this Policy may result in the application of the following disciplinary measures to the Employee or Third Party, depending on the nature and severity of the violation:

- Verbal or written warning;
- Suspension; and
- Termination of the Employee's or Third Party's contract.

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In all cases, the facts will be investigated through a formally initiated procedure, in accordance with the Policy for Investigation of Reports.

16. Integrity Channel

Any Employee who suspects or witnesses any illegal or unethical act has the duty to report it through the Integrity Channel (compliance@silvapradoadv.com.br), which may be done anonymously if preferred.

Silva Prado guarantees that all reports will be investigated confidentially, that whistleblowers acting in good faith will not face retaliation for making a report, and that the Channel will be managed impartially and professionally.

Additionally, the Channel serves as an open and safe space to submit questions, request clarifications, and share best practices in the prevention of corruption, bribery, and fraud. Employees or Third Parties seeking compliance-related guidance are encouraged to reach out to the Integrity Channel for support.

No Employee will face any punishment for refusing to engage in any act of corruption or bribery, even if such refusal results in the loss of a business opportunity for Silva Prado.

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17. Information Control

Document Title: Anti-Corruption and Anti-Bribery Policy

Document Owner: Ethics Committee

Roles and Responsibilities	Name	Area
Approver	Alan Prado	Partners
Approver	Bruno Silva	
Reviewer	Raick Silva	Ethics Committee
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Reviewer	Alan Prado	

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