

CODE OF CONDUCT FOR THIRD PARTIES



1. INTRODUCTION

Renova Foundation (or “Foundation”) is a non-profit organization whose purpose is to manage and execute, with speed and efficiency, the measures provided for in the “Term of Transaction and Adjustment of Conduct - TTAC”, delivering to society the repair of impacts of the collapse of the Fundão dam, in the municipality of Mariana in Minas Gerais. The TTAC is made up of 42 programs, divided into several projects being implemented in the 670 kilometers of impacted area along the Doce River and its tributaries.

Foundation brings together technicians and specialists from different areas, socio-environmental organizations and scientific knowledge from Brazil and the world today, with around 6,000 employees working in the repair process, from Mariana to the mouth of the Doce River.

By establishing an organization dedicated exclusively to the repair process, Foundation created a robust governance model, with the presence of more than 70 entities, where the answers to each challenge are obtained jointly, with no single party involved having control over the final decision.

2. INSTITUTIONAL VALUES

In carrying out its activities, and to achieve its purpose, the Foundation is guided by the following institutional values:

Commitment to Delivery: Be responsible for the commitments assumed, meeting the conditions of predictability, quality, cost, and deadline, with the aim of delivering the repair efficiently and definitively.

To that end, the Foundation:

- Maintains a sense of urgency, seeks to meet goals, and make effective deliveries.
- Anticipates planning and resolutions and makes use of instruments and good management practices.
- Remains rigorous and responsible in the application of resources and
- Fulfills deadlines and signed agreements.

Collective Construction: Seek synergy and build integrated solutions, as a mean to bring technical consistency and legitimacy to deliveries.

To that end, the Foundation:

- Keeps employees and/or the areas involved aware of the progress of processes and
- It involves employees and the necessary areas of the Foundation.

Diversity and Respect: Respect and value people, human rights, health, well-being, and diversity, making them an integral part of our actions and adopting attitudes and behaviors that favor space for individuality.

To that end, the Foundation:

- Respect the differences and the expression of each one.
- Values diversity in terms of gender, race, generation, sexual orientation, and disability.
- Respects and promotes the inclusion of diversity.
- Takes care of the physical and emotional health, safety, and quality of life of employees.
- Respects and honors itself and others.

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Integrity: Act ethically, transparently and in compliance, knowing and complying with established norms, processes, procedures, and laws, and adopting respectful conduct with all interlocutors.

To that end, the Foundation:

- Acts according to what it says, aligning speech and practice.
- Ensures reliability and traceability of your actions.
- Get informed and keep up to date on how to proceed.
- It incorporates the necessary compliance processes into its work routine.
- “Raise your hand” whenever you feel the need to warn about risk situations.

3. USE OF THE CODE OF CONDUCT FOR THIRD PARTIES

The Foundation is committed to conducting its activities in accordance with the highest legal and ethical standards and expects all third parties to adhere to these behaviors. The Foundation has zero tolerance for bribery, acts of corruption of any kind and forms of disrespect for human rights. Corruption can subject the Foundation and your company to fines and other penalties and cause irreparable damage to our reputation and that of your company.

Our ethical conduct is fundamental to allow us to gain and maintain the trust of everyone who has a relationship with the Foundation. This *Third-Party Code of Conduct* provides a shortened and simplified overview of our internal policies to help you better understand our expectations of everyone involved. We ask that you read this Code carefully and retain it for future reference. In case of doubt regarding your obligations or responsibilities, please contact the Compliance area by email compliance@fundacaorenova.org.

This Code applies to all third parties that maintain relations with the Foundation, especially those party to any cooperation agreements, covenants, partnerships, consortiums, or contracts of any other nature with the Foundation (“Third Parties”).

Each Third-Party is responsible for doing business with honesty and integrity, and complying with all applicable laws and regulations, in particular:

- Respect and comply with all applicable national legislation, including anti-corruption, bidding and anti-money laundering legislation, human rights legislation, as well as the Foundation's internal policies and procedures.
- Maintain the highest ethical standards in relations with Public Agents¹.
- Observe and comply with the Institutional Values of the Foundation.
- Not offering any Foundation employee money, gifts, loans, discounts, or benefits that could create a potential conflict of interest and promptly disclosing any apparent or actual conflict.
- Be transparent and accurate in all communications, records, and reports to the Foundation.
- Promptly report, through one of the reporting channels listed in item 6 of this Code, all suspected violations of laws or the Foundation's internal policies that may involve Third Parties and any of its employees.

¹ (i) anyone who exercises, even if temporarily or without remuneration, by election, appointment, designation, hiring or any other form of investiture or bond, mandate, position, job or function in the direct, indirect or foundational administration of any of the Powers of the Union, of the States, of the Federal District, of the Municipalities, of the Territory, of a company incorporated into public assets or of an entity for whose creation or funding the treasury has concurred or concurs with more than fifty percent of the assets or annual revenue (ii) anyone who is a member of a political party, is an employee of a political party, or another person acting for or on behalf of a political party; or (iii) any candidate for public office

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- Respect the rights of all the people with whom we interact and integrate respect for human rights into all our activities.

This Code provides practical guidance, but it does not cover every possible situation that may arise. The Foundation therefore expects you to use common sense and speak up when you have questions or concerns.

4. INTEGRITY

PROHIBITION OF BRIBERY AND CORRUPTION PRACTICES. It is strictly prohibited for any Third-Party to offer, promise, authorize, give, request, accept, make, or receive any payment or grant any undue advantage, with the aim of obtaining any unfair advantage on behalf of the Foundation, or with the aim of influencing, or appearing to improperly influence any Public Agent, or third person related to the Public Agent. The Foundation will immediately terminate the relationship with any Third-Party that violates this prohibition.

Under the same terms, the practice of bribery involving any other third parties that are not Public Agents is also strictly prohibited. The Foundation will immediately terminate the relationship with any Third-Party that violates this prohibition.

Facilitation Payments. Facilitation payments are prohibited. Examples of facilitation payments are those to speed up processes for obtaining licenses, permits or visas; customs clearance; obtaining tax benefit; obtaining police protection; provision of mail, telephone, or utility services, etc.

However, the health and safety of the Foundation's employees and contractors are a priority. If a payment must be made because of an imminent threat directly or associated with the health or safety of any employee, contractors or any member of the Foundation's senior leadership, or any accompanying person, your contract manager at the Foundation must immediately notify the Compliance area.

Complementary Guidelines. Improper advantages can cover a variety of situations in addition to obvious situations such as cash payment. Examples of undue advantage are also:

- Promotional gifts, payments for personal expenses, travel, meals, or accommodation.
- Opportunities for courses, letters of recommendation, medical services, interviews, or job offers.
- Donations (including to charity) to organizations with some kind of direct or indirect relationship with public agents.
- Reimbursement of expenses not duly justified.
- Provision of transportation, travel, and entertainment.
- Contributions to political party or candidates' campaign (donations, facilities for political events or campaign workspace, sponsorship of events, transportation, etc.).
- Services provision.
- Entertainment.
- Privileged information.
- Support in events and/or festivities, even if legitimate.
- Jobs and/or internships for relatives or friends.

Response to requests for any undue advantage. It is possible for Public Agents or employees of companies or entities in the private sector to make requests for any undue advantage. If this occurs, you must:

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- (1) Immediately reject the request in a clear and explicit manner, not giving rise to double interpretation.
- (2) End the conversation and avoid giving the impression that the request can be reviewed or granted; and
- (3) Notify the request immediately to the manager of your contract at the Foundation, who will contact the Compliance area of the Foundation.

GIFTS, TRAVEL, MEALS, AND ACCOMMODATION. No Third-Party may solicit donations, hospitality items or favors of any value from persons or companies, nor act in a manner that induces any other third-party to feel obligated to do so in exchange for doing business with the Foundation.

Before offering, giving, or receiving any of the following items to/from any person or company involved with the Foundation, Third Parties must obtain prior approval from the Compliance area, as follows:

In the case of a <u>private</u> counterparty, gifts, hospitality, meals, and entertainment whose value exceeds R\$ 200.00	In the case of a <u>public</u> counterparty, gifts, premiums, meals, hospitality, and entertainment, regardless of the amount involved.	Other things of value, regardless of the counterparty and the amount involved. These cases include unusual requests such as providing fuel or hiring a relative.
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All gifts, travel, meals, and accommodation expenses must be genuine, reasonable, and directly related to the planning, approval, or execution of a Foundation project. If in doubt, consult the Foundation's Compliance area or reject the offer. Ignorance of laws or policies does not justify possible violations.

Obtaining Prior Approval. To obtain prior approval, the Third-Party must send to the Compliance area, via email compliance@fundacaorenova.org or via a gift form, if it has access to the Foundation's SharePoint, all relevant information related to the contemplated benefit.

RELATIONSHIP WITH PUBLIC AGENTS. Third Parties must act honestly, transparently, and ethically in their interactions with Public Agents, observing the following rules:

Express authorization required. As a rule, Third Parties are not authorized to act on behalf of the Foundation in interactions with Public Officials. However, exceptions may occur, if there is a contractual provision with the Foundation's express authorization, observing the Foundation's internal rules regarding interactions that must be conducted as a priority by the Institutional Relations area or by persons authorized by the Compliance area.

Communications with Public Agents. All communication, verbal or written, with Public Agents must be clear and direct, to avoid dubious interpretations and through official communication channels. All communication with Public Agents, whether by email or telephone, including text messages under any modality (e.g., SMS, Whatsapp, Telegram, etc.), must be made from the corporate email account and corporate telephones, used by the Third-Party sender. Communications must be sent to official email accounts and not to personal email accounts (e.g., Gmail, Yahoo!, Hotmail, Globo, UOL, Terra, etc.). If it is necessary to send professional emails to a personal email account, the Third-Party sender and recipient of the email must identify in the body of the email their full names, positions, identification document and addresses, so that it is possible to clearly identify the users of the e-mail accounts used.

Face-to-face interactions with Public Agents. Any face-to-face interaction between Third Parties and Public Agents must be attended by at least 2 (two) employees, provided that: i) they are expressly authorized by the

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Foundation; ii) the Foundation's internal rules regarding face-to-face or virtual interactions are observed, iii) Third Parties are duly trained.

For exceptional situations, where the presence of two employees is not possible, prior approval must be requested from the Foundation's Compliance area for interaction with a Public Agent, by a single employee.

The Foundation may authorize mere routine interactions with Public Agents, such as carrying out court hearings, regular protocols, dispatches and activities inherent to the judicial process of mere expediency for administrative movement, by only 1 (one) employee of the Third-Party, provided that such interactions do not involve dispatches and meetings involving strategic legal issues for the Foundation, with the presence of the Public Prosecutor's Office, Judiciary, Public Defender's Office and other actors related to legal issues.

Furthermore, face-to-face interactions with Public Agents must take place at the Third-Party's corporate offices or at the Public Agent's workplace. Interactions with Public Agents that may create an appearance of illegality, appear suspicious or suggest irregularity (e.g., meetings at airports, shopping mall parking lots, hotel rooms, sending coded messages, etc.) must be avoided.

The relationship between Third Parties and Public Agents who are active in the activities carried out by the Foundation must be professional. If there is a relationship outside the scope of professional activities (e.g., clubs, associations, kinship, etc.) between any Third-Party (or one of their employees) and one or more Public Agents, such relationship cannot interfere or influence professional activities or interests of the Foundation. In this case, the Third-Party must notify the Compliance area, by email compliance@fundacaorenova.org, and the Third-Party (or its employee, as the case may be), must refrain from participating in any decision-making process regarding the performance of any Public Agent with whom they have a personal relationship.

Interactions during meals or social events in commercial establishments (e.g., lunches, dinners, happy hours, etc.) may occur if the Third-Party and the Public Agent pay their respective expenses.

Record of face-to-face or virtual interactions with Public Agents. All face-to-face or virtual interactions with Public Agents must be communicated to the manager of the contract with the Third-Party, and must indicate, at least: (1) names and positions of all participants; (2) date of interaction; (3) place of interaction; (4) start and end times; (5) summary of the discussion; and (6) other information that is relevant. This communication must be sent within a period of up to 05 (five) business days, counted from the date of occurrence of the interaction or according to the period provided for in the contract. It will be up to the contract manager to provide the records provided for in the Interaction with Public Agents Policy.

CONFLICTS OF INTEREST. Third Parties must always consider any relationship or association that may have, or appears to have, a conflict with the Foundation's interests. Third Parties must not obtain, or attempt to obtain, any undue advantage with respect to the Foundation through a relationship with a Foundation employee. If you have a personal or family relationship with an employee of the Foundation, you must notify the Compliance area by email compliance@fundacaorenova.org.

To avoid endangering our people and your partnership with the Foundation, you must refrain from:

- Offer a Foundation employee employment or participation in your company.
- Offer gifts, meals, entertainment, or trips not related to contracted work to our employees who have decision-making power regarding the hiring, contract renewal or measurement of services provided by your company.
- Offering discounts, loans or other personal benefits to a Foundation employee that are not available to the public.

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COMPETITION, ANTITRUST. Competition laws protect free enterprise and prohibit practices and agreements that reduce competition. Failure to comply with competition laws can result in serious consequences for the Foundation, its employees, and partners, including fines and imprisonment. The Foundation considers any violation of competition laws to be a serious irregularity, which may lead to termination of the contract, in addition to the applicable measures.

CONFIDENTIALITY OF INFORMATION. Third Parties must take great care not to discuss or reveal any confidential commercial information related to the business of not only the Foundation, but also Samarco, BHP Billiton and Vale, to which they have access, including, but not limited to:

- Prices, fees, amounts, rebates, discounts, and profit margins.
- Conditions of sales, commercial or other contractual clauses.
- Data or information related to production capacity, sales, offers or costs.
- Data or information related to markets, customers, or suppliers.
- All types of written, verbal or presented information, tangible, or intangible, related to the activities of the Foundation and Third Parties.

SUBCONTRACTING. As a rule, the Third-Party may only subcontract third parties to enable the execution of contracts with the Foundation if (i) there is no full subcontracting of the contracted object; (ii) in the case of partial subcontracting of the object contracted (ii.1) there is no subcontracting of a technically or economically relevant portion of the contractual object; and (ii.2) there is prior, written and express authorization from the Foundation, after completion of the Due Diligence process for subcontractors, if applicable, observing the internal rules of the Foundation that deal with the subject. If all requirements are met and the object is partially subcontracted, the Third-Party must inform any subcontractors of the content of this Code of Conduct for Third Parties. Exceptional situations may be justified and approved by the Contract Manager, provided that other areas related to the subcontracting process are involved (e.g., health and safety, Compliance, and others).

APPLICABLE LAWS AND POLICIES. Third Parties must have access to and familiarize themselves with internal policies and applicable laws, potentially applicable to the Foundation, as well as laws that contain relevant provisions on anti-corruption practices, as per the example list below:

- Renova Foundation Code of Conduct.
- Renova Foundation Anti-Corruption Policy.
- Renova Foundation Interaction Policy with Public Agents.
- Renova Foundation Human Rights Policy.
- Brazilian Anti-Corruption Law (Federal Law No. 12,846/2013).
- Federal Decree No. 8.420/2015.
- Money Laundering Prevention Law (Federal Law No. 9,613/1998) as amended by [Law No. 12,683/2012](#);
- Conflict of Interests Law (Federal Law No. 12,813/2013).
- Antitrust Law (Federal Law No. 12,529/2011).
- OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions.
- United Nations Convention against Corruption.
- U.S. Foreign Corrupt Practices Act.
- High Federal Administration Code of Conduct.
- CGU Joint Normative Guideline No. 1, of May 6, 2016.

MONITORING AND EVALUATION. Our relationships with Third Parties are based not only on technical criteria regarding the ability to execute the respective contract, but it is also essential for the Foundation that Third Parties have an unblemished reputation and integrity. As a result, the Foundation's expectation is that Third Parties voluntarily report the existence of any civil, criminal, or administrative actions to which they respond involving

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issues or conduct related to this Code and applicable laws and policies. In addition, the Foundation expects extensive collaboration during the performance of audits related to the performance by Third Parties of their contractual obligations, due diligence procedures carried out by the Compliance area during the term of the contract, as well as in any investigations and inspections carried out by bodies, public entities, or agents.

5. SUPPLIERS AND BUSINESS PARTNERS

Renova Foundation strives to have effective and simplified procedures with suppliers and encourages them to adopt similar standards.

The relationship with suppliers must be based on mutual respect, honesty, and transparency. For this reason, we are very careful to carry out fair and equal acquisition processes, and any situations related to possible conflicts of interest or favoritism are prohibited.

Our selection process seeks to clearly inform potential suppliers of our expectations, standards, and requirements.

Renova is always looking for suppliers who share our commitment to:

- Legal business practices conducted in accordance with high ethical standards.
- Management practices that respect the rights of employees and the local community.
- Minimize the impact on the environment.
- Provide a healthy and safe work environment.

We value the initiative of suppliers and partners in building integrity programs that aim to promote this value in their organizations.

“Business partner” means any third-party who, in the context of their activities for the Foundation, has authority, power or capacity to make decisions, negotiate or assume commitments with public agents on behalf of or for the benefit of the Foundation, including arbitration claims involving agents public or private. Any misconduct by business partners could damage Renova’s reputation and potentially expose it and its employees to criminal, civil and administrative liability, and other sanctions.

Business partners are subject to audit procedures to assess risks of corruption, violation of human rights and damage to reputation before hiring, in addition to the need for training and monitoring.

In addition, Renova Foundation will be able to take steps, when necessary, to know and evaluate its third parties, partners, and future employees. We rely on the transparency and good faith of Third Parties to collaborate with this process.

6. PROMOTION OF DIVERSITY AND RESPECT FOR HUMAN RIGHTS

Foundation expects Third Parties to respect the human rights of all the people they interact with, whether these are employees, partners, beneficiaries and/or the community, and expects them to integrate respect for human rights into all activities carried out.

Foundation relies on the partnership and commitment on the part of Third Parties in the faithful fulfillment of our risk prevention strategy of disrespect for human rights in the value chain, understanding that the responsibility for mitigating these risks is shared between the Foundation and its suppliers.

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Foundation expects Third Parties to:

- Implement measures to identify, prevent and mitigate violations and disrespect for human rights in the value chain.
- Observe and strictly comply with the legislation, regulations, regulatory norms, and good practices of labor and social security rights, with a view to promoting and defending decent work.
- Be committed to respecting Human Rights, basing their activities on international and national references, such as the Universal Declaration of Human Rights, the Declaration of the International Labor Organization (ILO) on Fundamental Principles and Rights at Work, the International Covenant on Civil and Political Rights and the International Covenant on Economic, Social and Cultural Rights and the United Nations Guiding Principles on Business and Human Rights which also apply to Third Sector organizations such as this Foundation.
- Reject any type of practice that could be classified as child labor and work analogous to slavery.
- Reject any type of inhuman and degrading treatment such as moral harassment, psychological harassment, sexual harassment, physical or verbal aggression.
- Respect and value diversity, promoting equal treatment of all employees, without distinction or discrimination of any kind, whether of race, color, sex, gender, sexual orientation, age, religion, political opinion, national or social origin, wealth, or any other condition.
- Promote an environment of dignity, trust, and respect in relations with their own employees, as well as third parties, subcontractors, regardless of hierarchical position, position, or function.
- Disseminate and ensure access to the Foundation's Listening, Complaint, Treatment and Remediation Mechanisms among its employees, namely the Ombudsman and the Confidential Channel.

In any situation where there is suspicion or where disrespect and real or potential impacts of violation of Human Rights in activities involving the Foundation are identified, the Third-Party must directly and immediately activate the Confidential Channel of the Foundation.

7. ENVIRONMENT

Respect for the environment is an essential part of the Foundation's practices in its relationship with different audiences and especially with its Third Parties. We expect our partners to:

- Observe legislation, regulations, and good environmental practices.
- Reduce the environmental impact resulting from their operations.
- Protect natural resources through reasonable efforts to reduce waste and encourage the recycling and reuse of resources.
- Immediately stop any work that could contribute to a material incident in the community or the environment and report any actual or potential impact to the environment or communities to the Foundation.

8. HEALTH AND SAFETY

Renova Foundation has in its essence the act of caring for people, activities, and their various processes. In this sense, we continuously seek to promote practices that make the work environment increasingly safe and healthy for its employees through compliance with health and safety requirements. The Foundation promotes and encourages actions to raise awareness among its Partners and employees, reinforcing the right and support for

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refusing any activity that puts itself or third parties at risk. In addition, it monitors compliance with these practices with its service providers, always striving to have partners committed to this purpose.

9. INFORMATION SECURITY

Information security, especially in electronic media, must be protected by the Third-Party, through the acquisition of the necessary technology, carrying out internal training and the use of other instruments that allow guaranteeing the confidentiality of data related to the relations established with the Foundation.

10. POSTURE TOWARDS THE MEDIA

The Third-Party must not speak in or to the public and any means of communication on behalf of or about Renova Foundation, or use its name, without prior written authorization.

11. COMMUNICATION CHANNELS

COMPLAINT CHANNELS. If there is any suspicion of corruption, fraud or other acts that are illegal or that violate the Foundation's internal policies, you should report your concerns through one of the following channels:

Confidential Channel: Telephone: 0800 721 0717

Website: <https://www.canalconfidencial.com.br/fundacaorenova/>

E-mail: canalconfidencial@fundacaorenova.org

CONSULTATION CHANNEL. If you have questions about the applicability of any of the topics in this Code, please contact compliance@fundacaorenova.org

12. CONSEQUENTIAL MANAGEMENT

Failure to comply with this Code of Conduct may result in the termination of the contract with the Foundation and subject the Third-Party to fines and even prison sentences for the individuals directly involved.

We count on your partnership!