

Code:	POL-CPL-003
Revision No.:	03
Developer:	Roberta Guasti Porto
Approver:	Board of Trustees
Approval date:	10/20/2022
Review frequency:	Biennial
Classification:	Public

## INTERACTION WITH PUBLIC AGENTS

### 1. Purpose

The purpose of this Policy is to regulate and establish guidelines for the contact or interaction of Renova Foundation Employees with national or foreign public administration, at the federal, state, and municipal levels.

Considering:

- (a) the interaction that Foundation Employees have with Public Agents in the most varied spheres.
- (b) the risks inherent to such interactions, bearing in mind the provisions of the Anti-Corruption Legislation and
- (c) the potential liability of the Foundation and its Employees in the event of violation of said regulations, this Policy was also prepared with the aim of complementing the Foundation Code of Conduct.

### 2. Target audience

This Policy is aimed at all Foundation Employees.

For the purposes of this Policy, collaborators are all employees, members of the Foundation's management body, including the Board of Trustees, the Executive Board, the Audit Board, and the Advisory Board, as well as the Business partners who represent the Foundation, whether through power of attorney or by the characteristic of the service.

### 3. Complementary documents

- Foundation Code of Conduct.
- Foundation Anti-Corruption Policy.
- Brazilian Anti-Corruption Law (Federal Law No. 12,846/13).

### 4. Responsibilities

Who elaborates	Who should be consulted	Who approves
Compliance Manager (Compliance)	CEO Institutional Development Director Legal Manager (Legal)	Board of Trustees

### 5. Glossary

- Public Agent: (i) any person who, even if temporarily or without remuneration, exercises a mandate, position, job or public function in bodies, governmental entities or in diplomatic representations, as well as in legal entities controlled, directly or

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indirectly, by the public power or in public international organizations; (ii) political party, its member, employee, agent or other person acting for or on behalf of the political party; or (iii) candidate for political or elected office;

- Employees: All interns, employees and members of the Foundation's management bodies, including the Board of Trustees, Executive Board, Audit Committee and Advisory Board, as well as all Business partners who represent the Foundation, whether by means of a power of attorney or by the characteristic of the service;
- Compliance Committee: The Compliance Committee is a deliberative body, reporting to the Foundation's Board of Trustees, and its operation is disciplined by its internal regulations. The purpose of the Committee is to ensure compliance with the principles adopted in the Code of Conduct, the Anti-Corruption Policy and any other related policies;
- Foundation: Renova Foundation;
- Business partner Contract Manager: Employee or member of the Foundation's management bodies responsible for managing a Third Party;
- Anti-Corruption Legislation: Includes any and all anti-corruption legislation, including, but not limited to, the Brazilian Anti-Corruption Law (Law 12,846/13), its regulatory decree (Federal Decree No. 8,420/2015), the Penal Code, the Administrative Improbability Law (Federal Law No. 8,429/92) and the Bidding Law (Federal Law No. 14,133/2021);
- Brazilian Anti-Corruption Law: Federal Law No. 12,846, of August 1, 2013, which provides for the administrative and civil liability of legal entities for the practice of acts against the public administration, national or foreign, and other provisions;
- Business partner: 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 Officials on behalf of or for the benefit of Renova, including arbitration claims involving public or private agents.
- TTAC: Term of Transaction and Conduct Adjustment entered between the Union, IBAMA, ICMBio, ANA, DNPM, FUNAI, State of Minas Gerais, IEF, IGAM, FEAM, State of Espírito Santo, IEMA, IDAF, AGERH, Samarco Mineração S.A., Vale S.A., BHP Billiton Brasil Ltda., on March 2, 2016.

## 6. Principles and rules

### 6.1. Principles and Guidelines of this Policy

The Foundation maintains the highest ethical standards in its relationship with employees and public entities and its actions are based on the following principles and guidelines:

- ✓ Respect and compliance with all applicable legislation, TTAC, Statute, as well as the Code of Conduct and all internal policies and procedures of the Foundation;
- ✓ Respect for the Foundation's objectives and strategies;
- ✓ Appropriate and responsible use of the Foundation's assets and resources;

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- ✓ Transparent and ethical management focused exclusively on fulfilling the Foundation's objectives and
- ✓ Prevention and fight against corruption and money laundering practices.

## 6.2. Rules

Foundation Employees must act in an honest, transparent, and ethical manner in their interactions with Public Agents, and the following rules must be observed:

### 6.2.1. Contracts and transactions involving public agents

Any contract or transaction (e.g.: assumption of obligations) involving public agents must have the prior formal approval of the Board of Trustees.

### 6.2.2. Communications with Public Agents

- A. Any and all communication, verbal or written, with Public Agents must be clear and direct, in order to avoid dubious interpretations. In addition, they must be made through official communication channels (e.g., corporate mobile number, corporate email, official letter);
- B. All e-mail communication with Public Agents must be sent from the Foundation's e-mail account (or corporate domain, in the case of a Business partner);
- C. All email communication with Public Agents 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 absolutely necessary to send professional emails to a personal email account, the sending Employee and the 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 email accounts used;
- D. Communications with Public Agents via mobile text messages, under any modality (e.g., SMS, Whatsapp, Telegram, etc.), and via landline or mobile telephone, must only be made through corporate accounts of the Foundation.

### 6.2.3. Interactions with Public Agents

- A. Interaction with a public agent, in person or online, on strategic topics, negotiations, sensitive transactions and institutional relations, should only be conducted by the Institutional Relations area or by a person authorized and duly trained by Compliance.
- B. Interactions on strategic topics, negotiations, sensitive transactions, and institutional relationships, whether in person or online, may only be carried out by an unauthorized person in the presence of an authorized person, under the terms above. In all face-to-face interactions with Public Agents (e.g., meetings,

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- presentations, inspections, etc.), at least 2 (two) Employees must be present.<sup>1</sup>
- C. Routine interactions, which do not involve strategic issues, negotiations, sensitive transactions, and institutional relationships, maintained with public agents, will be authorized to all employees, not requiring the minimum presence of 2 (two) employees.<sup>2</sup>
- D. Employees from the Institutional Relations area may conduct unattended meetings that do not address strategic issues, negotiations, sensitive transactions, and relevant institutional relations, provided there is a record of this interaction in the control of institutional agendas. Strategic guidelines, negotiations, sensitive transactions, and relevant institutional relationships must be carried out with the minimum presence of 2 (two) employees.<sup>3</sup>
- E. Face-to-face interactions with Public Agents must take place in public places, on the Foundation's premises or at the Public Agent's workplace.
- F. Interactions with Public Agents that may create an appearance of illegality should be avoided, which means, any interaction that, despite being lawful, may appear suspicious or suggest irregularity (e.g., meetings at airports, shopping mall parking lots, hotel rooms, sending coded messages, etc.).
- G. The relationship between Foundation Employees and Public Agents who participate in activities conducted by the Foundation must be professional.
- (i) If there is a relationship outside the scope of professional activities (e.g., clubs, associations, etc.) between any Employee of the Foundation and one or more Public Agents who are active in the activities performed by the Foundation, said relationship may not interfere or influence in the professional activities or interests of the Foundation. In this case, Foundation Employees must also refrain from participating in any decision-making process regarding the performance of any Public Agent with whom they have a personal relationship.
- H. It is recommended that in institutional interactions during meals or social events in commercial establishments (e.g., lunches, dinners, happy hours, etc.) the Employee (using the corporate card) and the Public Agent bear their respective expenses.
- I. The following are exceptions to the rule provided for in item (i) above: 1) social gatherings and institutional events organized and/or sponsored by the Foundation. In these cases, the department responsible for the event must

<sup>1</sup> For exceptional situations, where the presence of two employees is not possible, prior approval from Compliance must be requested for interaction with a public agent, by a single employee.

<sup>2</sup> It is understood as routine interaction the holding of court hearings, regular protocols, orders and activities inherent to the court process of mere expedient for administrative movement. Dispatches and meetings involving strategic legal issues for Renova Foundation, presence in the Public Prosecutor's Office, Judiciary, Public Defender's Office and other actors related to legal issues, do not fit this item.

<sup>3</sup> Examples of strategic meetings are: meetings with decision-making, which will directly impact Renova Foundation's scope of action. Other situations may occur, not limited to these examples. In case of doubt, the Compliance area should be contacted.

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record in the Registration form for receiving and offering gifts, entertainment, meals, hospitality, or other items of value, available at SharePoint, information about its organization and the names of all Public Agents guests. If unplanned institutional events occur, including payment for meals, the record of the interaction with the public agent and the hospitality record must be forwarded to the Compliance area after the date of the event, within 7 business days, counting from the first business day of the event date.

#### **6.2.4. Record of interactions with Public Agents**

- A. All agendas with public agents must be informed weekly, for control and monitoring of matters by the Institutional Relations Area.
- B. In cases of meeting held by a focal point, prior alignment with the IR representative is necessary, as well as alignment on the return of the meeting.
- C. All interactions, face-to-face or virtual, carried out with Public Agents, in which any concurrence, irregularity or abnormality occurs, must be duly registered for the Compliance area.
- D. The Employee who is a Business Partner Contract Manager is subject to the obligation to record the interactions that the Third Party has with Public Agents, under the terms set out above.
- E. Interaction of Employees from the Institutional Relations area without supervision must comply with the provisions of item 6.2.3 (f).

#### **6.2.5. Inquiries, investigations, or requests for information received from public authorities**

Legal Management must be notified of any inquiries, investigations, notices, subpoenas, letters, and other documents issued by competent authorities requesting information from the Foundation.

When providing information to Public Officials on behalf of the Foundation, you must ensure that all information is accurate and suitable for the purpose in question.

#### **6.2.6. Response to Requests for Any Improper Advantage**

- A. The Foundation does not tolerate that its Employees accept or offer advantages or favors to entities or companies in the public sector.
- B. It is possible that, while carrying out the Foundation's regular activities, Public Agents make requests for an Undue Advantage or that appears to be undue. If this occurs, you must:
  - a. Make sure you have not overheard or misunderstood the other party.
  - b. Clearly and deliberately refuse to cooperate.
  - c. End discussions as soon as possible.
  - d. Report the undue request or demand promptly to your superior and the Compliance area as soon as you leave the meeting.
  - e. Document the incident report in writing as soon as possible.

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- C. Be prepared to offer full cooperation to the Compliance investigation team. Undue advantage must be understood broadly, not considering only the material or economic value of the advantage, but also any other benefit that the person may have had or may have. The following are non-exhaustive examples of Undue Advantage:
- Cash or equivalent;
  - Gifts;
  - Travel expenses and/or payments for personal expenses;
  - Services;
  - Entertainment;
  - Privileged information;
  - Support in events and/or festivities, even if legitimate;
  - Jobs and/or internships for relatives or friends.
- D. Notwithstanding the provisions of the items above, and under the terms of the Anti-Corruption Legislation, it is forbidden for any and all Foundation Employees to promise, give or offer, directly or indirectly, an Undue Advantage to any Public Agent or third party related thereto, regardless of existence or otherwise of intent or outcome.
- E. In all interactions with Public Agents, the provisions of the Anti-Corruption Policy must be observed.

### 6.2.7 Responsibilities

- A. **Compliance Management:** keep this Policy up to date and disclose it internally to the target audience; receive and handle complaints or suspicions of possible violations and monitor compliance.
- B. **Employees:** All Employees must observe this Policy, its set of related documents, and report any violations through the available channels.
- C. **Employees** who have **Business Partner Contract Management** who interact, in any way, with Public Agents, on behalf of or for the benefit of the Foundation, must, in addition to monitoring the contracts under their management, carry out the records described in this Policy, item 6.2.4, letter "b".

### 6.3. Sanctions

Failure to comply with this Policy or the Anti-Corruption Legislation may result in the imposition of onerous fines and the filing of claims for damages against the Foundation, in addition to criminal sanctions that may be applied to individuals directly involved in unlawful acts.

In addition, Foundation employees may be subject to disciplinary measures that will depend on the seriousness of the case and other relevant circumstances. The Foundation, under the terms of current legislation and in accordance with its internal policies, may adopt the following disciplinary measures, in accordance with the consequence management policy:

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- Dialogues with supervisors or managers about unwanted behaviors;
- Verbal or written warning;
- Suspension or
- Dismissal or termination of contract.

#### 6.4 Doubts and Exceptions

Doubts and exception evaluations related to the topics of this Policy must be forwarded to the Compliance Area, by any means available, such as: e-mail (compliance@fundacaorenova.org), or by telephone/in person.

#### 7. Items revised in relation to the last version

POL Version	What was changed
1	<ul style="list-style-type: none"> <li>• It was inserted that interaction with a public agent, in person or online, on strategic topics and government relations, should only be conducted by the Institutional Relations area or by a person authorized by Compliance and duly trained;</li> <li>• It was inserted that routine interactions will be authorized to all employees, not requiring the minimum presence of 2 employees;</li> <li>• It was inserted that for exceptional situations, where the presence of two employees is not possible, prior approval of compliance must be requested for interaction with a public agent by a single employee;</li> <li>• It was inserted that only interactions in which there is any intercurrent, irregularity or abnormality should be registered for the compliance area.</li> </ul>
2	<ul style="list-style-type: none"> <li>• It was inserted that the department responsible for the event must register in the gift registration form the receipt and offer of gifts, entertainment, meals, hospitality or other items of value, available at SharePoint;</li> <li>• It was excluded the part that mentioned "dinners, lunches, breakfasts and activities of a similar nature, of an institutional nature, to address topics related to the Foundation and that take place with the presence of the CEO or other Directors of the Foundation";</li> <li>• It was inserted a section stating that agendas with public agents must be reported weekly to the institutional relations area;</li> <li>• Adequacy in the wording with few adjustments.</li> </ul>
3	<ul style="list-style-type: none"> <li>• Changed the concept of public agent;</li> <li>• Changed the concept of business partner;</li> </ul>

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	<ul style="list-style-type: none"> <li>• Changed item 6.2.3, b, to specify that the interactions in question are strategic issues, negotiations, sensitive transactions and institutional relationships;</li> <li>• Changed item 6.2.3, b, to specify that the interactions in question are strategic issues, negotiations, sensitive transactions and institutional relationships;</li> <li>• Insertion of item 6.2.3 to include instructions to institutional relations employees on conducting meetings with public agents;</li> <li>• Changed item 6.2.3, k, to state that records must be sent to the Compliance area of unplanned institutional events contemplating payment of meals for public agents;</li> <li>• Changed item 6.2.6, a, on the proper posture when there is any request for undue advantage;</li> <li>• Adequacy in the wording with few adjustments.</li> </ul>
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