



CODE OF CONDUCT FOR THIRD PARTIES OF RENOVA FOUNDATION

MESSAGE FROM THE PRESIDENT

Integrity, Respect and Diversity, Collective Construction and Commitment to Delivery are values that guide our work in remediation. Being honest and respectful is a duty to be practiced daily by all of us, to achieve our purpose in a correct and transparent manner. It is not just following rules. It means always having an ethical and respectful attitude.

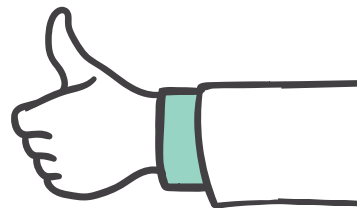
To foster a culture of integrity and respect in all Renova Foundation activities and relationships, including with external actors, we count on the support of the **Integrity Program**, which is under the responsibility of the Compliance Management. The program details, for example, how we hire, how we relate with public entities and how we deal with conflicts of interest.

This Code of Conduct is one of the main documents of the Renova Foundation. Here you will find the attitudes expected of employees at all hierarchical levels and those that will not be accepted in our work routine and in the relationships we build.

Read carefully and, whenever necessary, return to clarify doubts and ensure the alignment of your activities with the forthright and lawful standards expected by the Renova Foundation.

It is also our role to transmit the messages of this document to the audiences with which we interact, highlighting the importance of an honest stance. The way we act in our daily lives tells us who we are. Compliance is what guides us.

Moving forward, always improving!



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1. INTRODUCTION

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

The Foundation brings together technicians and specialists from different areas, socio-environmental entities and scientific knowledge from Brazil and the world. Today, around 6 thousand people work in the remediation process, from Mariana to the mouth of the Doce River, in Espírito Santo.

By establishing an organization dedicated exclusively to the remediation process, we created a robust governance model, with a presence of more than 70 entities, in which the answers to each challenge are obtained jointly, without having just one single party involved exercise control over the final decision.

Ethical conduct is fundamental to gaining and maintaining the trust of everyone who interacts with the Foundation. This Code of Conduct for Third Parties provides a short, simplified overview of our internal policies to help you better understand our expectations for everyone involved. We ask that you read this content carefully and save it for future reference.

If you have any questions regarding your obligations or responsibilities, please contact the Compliance area (compliance@fundacaorenova.org).



2. INSTITUTIONAL VALUES

In conducting its activities, and in order to achieve its purpose, we are guided by the following institutional values:

COMMITMENT TO DELIVERY

Be responsible for the commitments made, taking into account the conditions of predictability, quality, cost and deadline, with the aim of delivering the remediation efficiently and definitively.

TO THIS END, THE FOUNDATION:

- maintains a sense of urgency, seeks to meet goals and make effective deliveries;
- anticipates planning and resolutions, in addition to making use of instruments and good management practices;
- remains rigorous and responsible in the application of resources;
- meets deadlines and abides by signed agreements.

COLLECTIVE CONSTRUCTION

It seeks synergy and building of integrated solutions, as a means of bringing technical consistency and legitimacy to deliveries.

TO THIS END, THE FOUNDATION:

- keeps collaborators and/or the areas involved aware of the progress of the processes;
- involves the collaborators and the necessary areas.

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 THIS END, THE FOUNDATION:

- respects each person's differences and expression;
- values diversity in the areas 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 everyone.

INTEGRITY

Act with ethics, transparency and compliance, knowing and complying with established standards, processes, procedures and laws, and adopting respectful conduct with all participants.

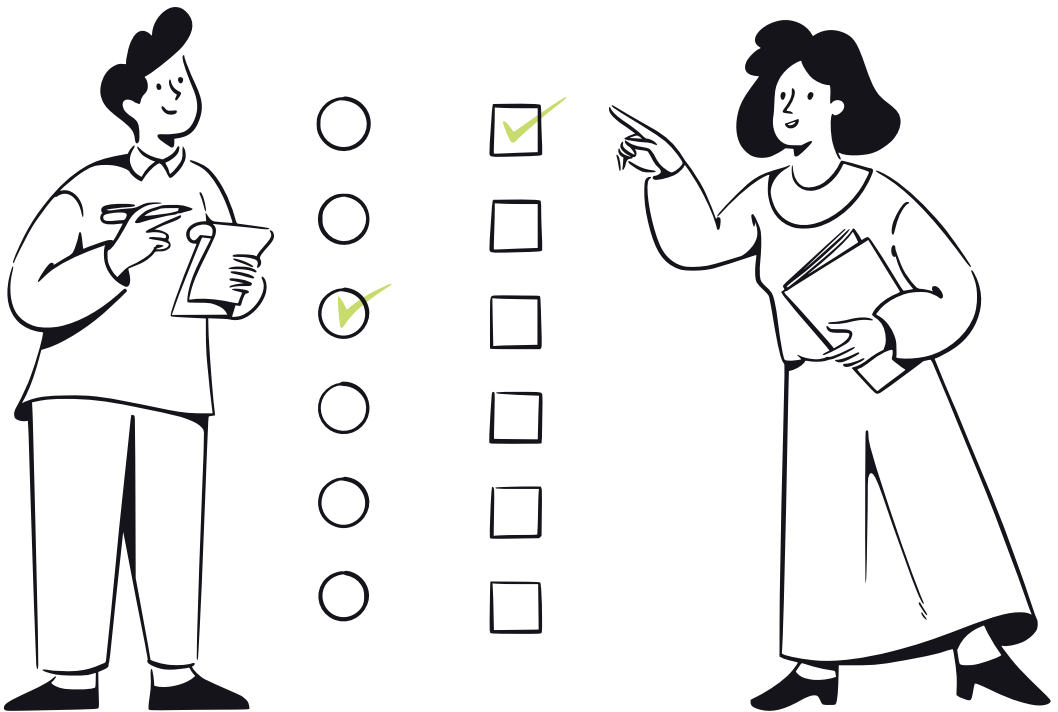
TO THIS END, THE FOUNDATION:

- acts according to what it proposes, aligning speech and practice;
- guarantees reliability and traceability of its actions;
- informs itself and stays up to date on how to proceed;
- incorporates the processes necessary for compliance into the work routine;
- communicates and notifies whenever it perceives the need to alert collaborators and/or the institution about risk situations.

3. USE OF THE CODE OF CONDUCT FOR THIRD PARTIES

We are committed to conducting our activities in accordance with the highest legal and ethical standards, and we expect all third parties to remain aligned with these behaviors. The guideline is zero tolerance of bribes, acts of corruption of any nature and forms of disrespect for Human Rights. Corruption can subject the Foundation and your company to fines and other penalties, in addition to causing irreparable damage to our reputation and that of your company.

This Code applies to all third parties who maintain relations with the Foundation and/or who are party to cooperation agreements, agreements, partnerships, consortiums or contracts of any other nature with Renova.



Each third party is responsible for doing business with honesty and integrity, and complying with all applicable laws and regulations, especially:

- 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 Foundation’s Institutional Values;
- not offer anyone who collaborates with the Foundation any money, gifts, loans, discounts or benefits that could create a potential conflict of interest. Furthermore, promptly disclose 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 internal policies of the Foundation that may involve third parties and collaborators.
- respect the rights of all people with whom it interacts and integrate respect for Human Rights in all activities carried out.

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

If you have any questions regarding your obligations or responsibilities, please contact the Compliance area via email at compliance@fundacaorenova.org.

¹(i) any person who, even temporarily or without remuneration, holds a term, position, employment or public function in government bodies, entities or diplomatic representations, as well as in controlled legal entities, directly or indirectly, by public authorities or international public organizations; (ii) political party, its member, employee, agent or other person acting for or on behalf of the political party¹; or (iii) candidate for political or elected office.

4. INTEGRITY

BRIBERY AND CORRUPTION PRACTICES

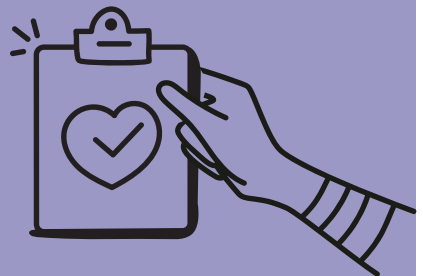
It is strictly prohibited for any third party to offer, promise, authorize, give, request, accept, make or receive any payment or grant undue advantage, with the aim of obtaining any unfair advantage on behalf of the Foundation, or with the purpose of influencing, or appearing to unduly influence, any Public Agent or third person related to the Public Agent. The Foundation will immediately terminate its relationship with any third party that violates this prohibition.

Under the same terms, bribery involving any third party including public officials is also strictly prohibited. The Foundation will immediately terminate its relationship with any third party that violates this prohibition.

FACILITATION PAYMENTS

Facilitation payments are prohibited. Examples: incentives to speed up processes for obtaining licenses, authorizations or visas; customs clearance; obtaining tax benefits; obtaining police protection; provision of correspondence, telephone or public utility services, etc.

The health and safety of employees and third parties are a priority. If a payment must be made as a result of a direct or associated imminent threat to health or safety issues, it must be reported to the Situation Room and Compliance Management immediately.



UNDUE ADVANTAGE

It is possible for public agents or employees of companies or private sector entities to make requests for any undue advantage. If this occurs, you must:

- immediately reject the request in a clear and explicit manner, leaving no room for double interpretation;
- end the conversation and avoid giving the impression that the request could be analyzed or fulfilled;
- notify the request immediately to the manager of your contract at the Foundation, who will contact the Foundation's Compliance area.

GIFTS, TRIPS, MEALS AND ACCOMMODATION

Do not solicit donations, hospitality items or favors of any value from people or companies, nor act in a way that induces any other third party to feel obligated to give anything in exchange for business with the Foundation.

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

In case of **private consideration**, gifts, hospitality, meals and entertainment whose value is higher than R\$ 200.00.

In case of **public consideration**, gifts, giveaways, meals, hospitality and entertainment, regardless of the amount involved.

Other valuable items, regardless of the **consideration** and the amount involved. These cases include unusual requests such as the provision of fuel or hiring a relative.

All expenses for gifts, travel, meals and accommodation 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.

COMPLEMENTARY GUIDELINES

Undue advantages can cover a variety of situations, in addition to the obvious ones, such as payment in cash. Examples are also:

- promotional gifts, gifts, payments for personal expenses, travel, meals or accommodation;
- course opportunities, letters of recommendation, medical services, interviews or job offers;
- donations (including to charity) to organizations with some type of direct or indirect relationship with public agents;
- reimbursement of expenses not duly justified;
- providing transportation, travel and entertainment;
- contributions to a political party or candidate campaign (donations, facilities for political events or campaign workspace, event sponsorship, transportation, etc.);
- performance of services;
- entertainment;
- privileged information;
- support at events and/or festivities, even if legitimate;
- jobs and/or internships for relatives or friends.

OBTAINING PRIOR APPROVAL

To obtain prior approval, it is necessary to send all relevant information related to the contemplated benefit to the Compliance area, through **compliance@fundacaorenova.org** or the gift form (if you have access to the Foundation's sharepoint).



RELATIONSHIP WITH PUBLIC AGENTS

Third parties must act honestly, transparently and ethically in their interactions with public agents, observing the following rules:

- third parties are not authorized to act on behalf of the Foundation in interactions with public agents. However, exceptions may occur, as long as there is a contractual provision with express authorization from the Foundation, with internal rules being observed in relation to interactions that must be conducted primarily by the area of Institutional Relations or by people authorized by the Compliance area.
- All communication, whether verbal or written, must be clear and direct, in order to avoid dubious interpretations, and must occur through official communication channels. All communication with public agents, whether by email or telephone, including text messages in any form (SMS, WhatsApp, Telegram, etc.), must be made from the corporate email account and corporate telephones used by the third sender. Communications must be sent to official email accounts and not to personal email accounts (Gmail, Yahoo!, Hotmail, Globo, UOL, Terra, etc.). If it is absolutely necessary to send professional emails to a personal email account, the third party sender and recipient of the email must identify their full names, positions, identification documents and addresses in the body of the email, in order to clearly identify the users of the email accounts used.

IN-PERSON INTERACTIONS WITH PUBLIC AGENTS

Any face-to-face interaction must be attended by at least two collaborators, provided that:

- they are expressly authorized by the Foundation;
- the Foundation's internal rules regarding face-to-face or virtual interactions are observed;
- third parties are properly trained.

For exceptional situations, in which the presence of two collaborators is not possible, prior approval must be requested from the Foundation's Compliance area to carry out the interaction.

The Foundation may authorize mere routine interactions with public agents by just one person collaborating with the third party, such as holding court hearings, regular protocols, dispatches and activities inherent to the judicial process of mere administrative activities, as long as such interactions do not involve orders and meetings on strategic legal topics for the Foundation, with the presence of the Public Prosecution Office, Judiciary, Public Defender's Office and other actors related to legal issues.

In-person interactions with public officials must take place at the third party's corporate offices or at the public official's workplace. Interactions that may create the appearance of illegality, appear suspicious or suggest irregularity should be avoided (for example, meetings at airports, shopping mall parking lots, hotel rooms, sending coded messages, etc.).

The relationship between third parties and public agents who are involved in the activities carried out by the Foundation must be professional. If there is a relationship outside the scope of professional activities (for example: clubs, associations, family relationships, etc.) between any third party (or one of their collaborators) and one or more public agents, such relationship cannot interfere with or influence the professional activities or interests of the Foundation. In this case, the third party must inform the Compliance area, via email **compliance@fundacaorenova.org**, and must refrain from participating in any decision-making process regarding the performance of any public agent with whom you have a personal relationship.

Interactions during meals or social events in commercial establishments (e.g. lunches, dinners, happy hours etc.) may occur as long as the third party and the public agent pay their respective expenses.

RECORD OF IN-PERSON OR VIRTUAL INTERACTIONS WITH PUBLIC AGENTS

All face-to-face or virtual interactions must be communicated to the contract manager with the third party, and must indicate, at a minimum:

- (1) names and positions of all participants;
- (2) date of interaction;
- (3) location of interaction;
- (4) start and end times;
- (5) brief summary of the discussion; and
- (6) other information that is relevant.

This communication must be sent within up to 05 (five) business days, counting from the date of the interaction or according to the deadline set out in the contract. The contract manager will be responsible for providing the records provided for in the Policy for Interaction with Public Agents.

CONFLICT OF INTERESTS

Always consider any relationship or association that may have or appear to conflict with the Foundation's interests. Third parties must not obtain, or attempt to obtain, any undue advantage in relation to the Foundation through a relationship with a person who collaborates with the Institution. If you have a personal or family relationship with a person who collaborates with the Foundation, you must inform the Compliance area by email compliance@fundacaorenova.org. To avoid putting our collaborators and your partnership with the Foundation at risk, you must refrain from:

- Offering the Foundation's collaborator a job or participation in your company;
- offering gifts, meals, entertainment or trips not related to contracted work to our collaborators who have decision-making power regarding the hiring, contract renewal or measurement of services provided by your company;

- offering a Foundation collaborator loans or other personal benefits that are not available to the general public.

COMPETITION, ANTITRUST

Competition laws protect free enterprise and prohibit practices and agreements that reduce competition. Failure to comply with competition laws may result in serious consequences for the Foundation, its collaborators and partners, including fines and imprisonment. The Foundation considers any violation of competition laws as a serious irregularity, which may lead to the 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 to which they have access, when related to the business of not only the Foundation, but also Samarco, BHP Billiton and Vale, including, but not limited to:

- prices, fees, values, rebates, discounts and profit margins;
- sales, commercial conditions 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 information relating to the activities of the Foundation and third parties, whether written, verbal or presented in a tangible or intangible form.

SUBCONTRACTS

As a rule, the third party may only subcontract other third parties to enable the execution of contracts with the Foundation if:

- there is no full subcontracting of the contracted object;

- there is no subcontracting of a technically or economically relevant portion of the contractual object; and
- there is prior, written and express authorization from the Foundation, after completion of the Due Diligence process for subcontractors, if applicable, in compliance with the Foundation's internal rules that deal with the topic. If all requirements are met and partial subcontracting of the object is carried out, the third party must inform its potential 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 (such as health and safety, Compliance and others) are involved.

APPLICABLE LAWS AND POLICIES

Third parties must have access and familiarize themselves with the internal policies and laws potentially applicable to the Foundation, as well as laws that include relevant provisions on anti-corruption practices, as per the exemplary list below:

- Renova Foundation Code of Conduct;
- Anti-Corruption Policy of the Renova Foundation;
- Renova Foundation's Policy for Interaction 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 Interest Law (Federal Law No. 12,813/2013);
- Antitrust Law (Federal Law No. 12,529/2011);
- OECD Convention on Combating Corruption of Foreign Public Officials in International Commercial Transactions;
- United Nations Convention against Corruption;
- U.S. Foreign Corrupt Practices Act;
- Code of Conduct of the Senior Federal Administration;
- CGU Joint Normative Guidance 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 perform the respective contract, but also on good reputation and integrity. Because of this, the Foundation's expectation is that third parties voluntarily inform about the existence of any actions to which they respond, whether civil, criminal or administrative, involving issues or conduct related to this Code and applicable laws and policies. Furthermore, the Foundation expects broad collaboration during audits related to the execution by third parties of their contractual obligations and 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 public bodies, entities or agents.



5. SUPPLIERS AND BUSINESS PARTNERS

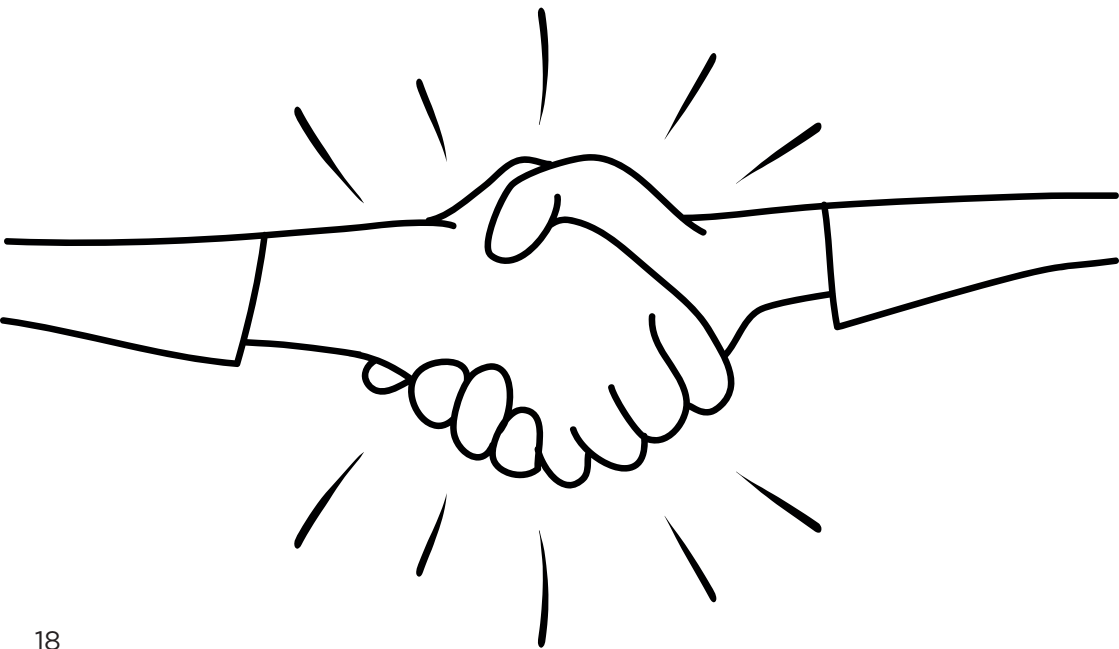
We strive to have effective and simplified procedures with suppliers and encourage them to adopt similar standards.

Relationships with suppliers must be based on mutual respect, honesty and transparency. Therefore, we are very careful to carry out fair and equitable 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.

We are 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.

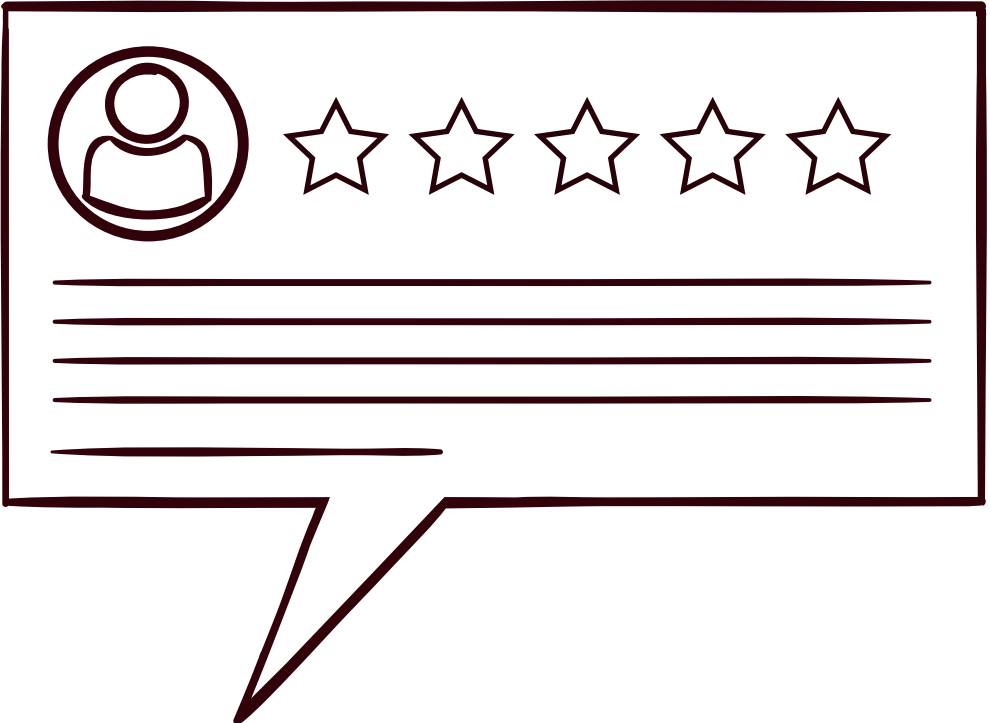


We value the initiative of suppliers and partners in building integrity programs that aim to promote this value in their organizations.

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

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

Furthermore, Renova Foundation may carry out due diligence, when necessary, in order to know and evaluate its third parties, partners and future collaborators.



6. PROMOTING DIVERSITY AND RESPECT FOR HUMAN RIGHTS

We expect third parties to respect the Human Rights of all people with whom they interact, whether employees, partners, beneficiaries and/or the community. They are also expected to integrate respect for Human Rights in all activities carried out.

We count on your partnership and commitment to faithfully comply with our risk prevention strategy in terms of disrespect for Human Rights in the value chain, as it is our belief that the responsibility for mitigating these risks is shared by the Foundation with its suppliers. We expect them to:

- implement measures to identify, prevent and mitigate violations and disrespect for Human Rights in the value chain;
- strictly observe and comply with legislation, regulations, regulatory standards and good practices regarding labor and social security rights, aiming to promote and defend 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 International Labor Organization (ILO) Declaration on Principles and Fundamental Rights at Work, the International Covenant on Civil and Political Rights, the International Covenant on Economic, Social and Cultural Rights and the United Nations Guiding Principles on Business and Human Rights, which are also applied to Third Sector organizations, like this Foundation;



- reject all types of practices that could be classified as child labor and work similar 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 based on 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 relationships with their own collaborators, as well as third parties and subcontractors, regardless of hierarchical position, position or function;
- publicize and ensure among their collaborators access to the Foundation's Listening, Complaints, Treatment and Case Remediation Mechanisms, these being the Ombudsman's Office and the Confidential Channel.

In any situation in which there is suspicion or in which disrespect and real or potential impacts of Human Rights violations are identified in activities involving the Foundation, contact the Foundation's Confidential Channel directly and immediately.



7. ENVIRONMENT

Respect for the environment is an essential part of practices of the Foundation 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 recycling and reuse of resources;
- immediately stop any work that may contribute to a community or environmental incident, and report to the Foundation any actual or potential impact on the environment or communities.

8. HEALTH AND SAFETY

The Renova Foundation has at its core the act of caring for people, activities and their various processes. In this sense, we seek continually promoting practices that make the work environment increasingly safer and healthier for its people employees, through compliance with health and safety requirements. We promote and encourage awareness raising actions among partners and collaborators, reinforcing the right and support for refusing any activity that puts oneself or third parties at risk. Additionally, we monitor compliance with these practices together with service providers, always focusing on having partners committed to this purpose.

The use of offensive weapons on the Foundation's premises, whether firearms or bladed, is prohibited (such as knives, machetes, axes, clubs, pocket knives, among others), unless it is an essential tool for carrying out the work, your immediate manager is aware of it, and that you have legal authorization to do so.

9. INFORMATION SECURITY

Information security, especially in electronic media, must be protected by the third party, through the acquisition of technology necessary, carrying out internal training and the use of other instruments that ensure the confidentiality of data relating to relationships with the Foundation. It is the third party's duty to protect and maintain the confidentiality of the information they have access to due to their professional activities with the Foundation.

10. USE OF RESOURCES AND TECHNOLOGY

Information security, especially in electronic media, must be protected by the third party, through the acquisition of the necessary technology, the carrying out of internal training and the use of other instruments that ensure the confidentiality of data relating to relationships with the Foundation. It is the third party's duty to protect and maintain the confidentiality of information to which they have access due to their professional activities with the Foundation.

11. A STRONG POSITION TOWARDS MEDIA

Do not use the name of the Renova Foundation, nor speak in or to the public or any type of communication media about the Institution without prior written authorization. It is not permitted to post any data about the Foundation, including mentioning/including photographs of workplaces and processes/activities on social networks that are not data already officially posted by Renova. Posts about social experiences of collaborators, such as celebrations, meetings and meetings, are allowed.

12. COMMUNICATION CHANNELS

REPORTING CHANNELS



If corruption, fraud or other illegal acts or acts that violate the Foundation's internal policies are suspected, you should report your concerns through one of the following channels:

Canal Confidencial:

0800 721 0717

www.canalconfidencial.com.br/fundacaorenova/

canalconfidencial@fundacaorenova.org

Consultation Channel:

If you have questions about the applicability of any topic in this Code, please contact us by email at compliance@fundacaorenova.org.

13. MANAGEMENT OF CONSEQUENCES

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

We count on your partnership!

