



1. CHANGES CONTROL

Revision	DESCRIPTION OF CHANGES
04	Change the Anti-bribery Compliance role for the Legal Manager and the composition of the Ethics Committee.

2. OBJECTIVE

This policy aims to unfold and detail the Integrated Management System policy guideline of "Conducting your business honestly and ethically".

3. INTRODUCTION

This is Portonave's Anti-Bribery Policy (the "Policy"). Portonave is committed to undertaking business fairly and to upholding all applicable anti-bribery laws when conducting business.

Portonave's Employees must comply with this Policy, which defines the minimum standards and guidelines when dealing with the Public of Interest. In case of any failure to comply with this Policy or Code of Conduct, Portonave's Ethics Committee has the responsibility and authority to enforce the consequences in accordance with Portonave's Disciplinary Measures Policy - PD.RH.003 and other applicable documents. Importantly, the consequences of non-compliance are not limited to the application of disciplinary measures by the Company, but also subject such Employees to incidental civil and criminal penalties imposed by the competent authorities.

Complaints, suggestions and questions about this Policy should be addressed directly to the Committee or through the Ethics Channel:

E-mail: eticaportonave@iaux.com.br

Phone Number: 0800 878 9017, from 8am to 18pm.

4. SCOPE

This Policy applies to all Employees and service providers/suppliers.

Each Employee is responsible and accountable for understanding and complying with the rules described in this Policy. Nevertheless, additional responsibilities apply to supervisors who must:

- Act as a compliance role model;
- Ensure that all Employees under their supervision have been made aware of this, and;
- Supervise and monitor the observance by their staff of the principles laid down herein.



5. DEFINITIONS

Since there is no universal definition of corruption and bribery, and in order to create a common understanding among Employees, we use the definitions below:

- “Bribery” means any action, direct or indirect, of offering, promising, donating, accepting or soliciting an improper advantage, in order for a person to do or to stop doing an act in his professional or commercial activity, which is contrary to the performance of its obligations.
- “Charitable Contribution” means anything of value donated by Portonave to support charitable causes or activities in the areas of sports, arts, culture, education and science.
- “Committee” means Portonave’s Ethics Committee, composed of five (5) members appointed by the Board of Directors.
- “Commercial Value” means, for the purposes of this Policy, items valued at over BRL 200.00 (two hundred reais).
- “Corporate Hospitality” means any event, service or entertainment that Portonave hosts or provides, or Employees attend or benefit from, for business-related purposes. Common examples include reasonably priced meals, travel and accommodation, sporting events, theatrical performances and educational events.
- “Corruption” means the action of offering, promising or giving a Government Official, directly or indirectly, an advantage which is not due to him or her, in order to cause that Government Official to carry out or to fail to carry out an act in connection with his or her official activity which is contrary to his or her duty or dependent on his or her discretion.
- “Employees” means Portonave employees, staff, interns, apprentices, directors and also third parties’ employees working at the Company’s premises.
- “Ethics Channel” means the service provided by an independent third party to receive complaints related to Portonave through email eticaportonave@iaux.com.br, phone 0800 878 9017, from 8am to 6pm, or through the website <https://www.canalintegro.com.br/Portonave/>.
- “Facilitation Payments”, also known as “grease payments”, are any payments or advantages of any kind made with the purpose of expediting or facilitating the performance by a Government Official of any governmental action.
- “Gift” means, for the purpose of this Policy, items with no Commercial Value distributed or received as a courtesy, advertisement, or customary disclosure for personal use or consumption.
- “Government Official” means a person: (i) serving with, employed by, or acting as an agent of, any agency or entity of the national, state or municipal governments of any country; (ii) serving with, employed by, or acting as an agent of, any public international organization (such as the World Bank or the United Nations); (iii) working in any government-owned or government-controlled commercial enterprise; (iv) working in a political party; or (v) running as a candidate for a political office.
- “Political Contribution” means a contribution or a donation made to a politician, political campaign or political party.
- “Portonave” or “Company” means PORTONAVE S/A – Terminais Portuários de Navegantes, a company established by the Laws of Brazil, registered under the General Taxpayers No. (CNPJ/MF) 01.335.341/0001-80, headquartered at Avenida



Portuária Vicente Coelho, No. 01, São Domingos, under the postal code No. 88.370-904, in the city of Navegantes, in the State of Santa Catarina, Brazil and its subsidiaries.

- “Public of Interest” means all groups with which Portonave relates, such as but not limited to its suppliers, public entities or authorities, customers, shareholders, society, and the press.
- “Sponsorship” means the support of events, activities or organizations that grants rights and benefits to or from Portonave.

6. CORRUPTION, BRIBERY AND FACILITATION PAYMENTS

Portonave does not accept Corruption, Bribery and Facilitation Payments.

6.1 Corruption and Bribery

Portonave is committed to satisfy all the requirements and to continually improve the ISO 37001:2017 anti-bribery management system.

At Portonave, the anti-bribery compliance function is exercised by the Legal Manager, who has responsibility, authority and independence for the operation of the anti-bribery management system reporting to the Company's Board of Directors. The compliance function works in conjunction with Portonave's Ethics Committee, of which it is also a member for decision-making in matters relating to anti-bribery management.

Employees shall comply with all applicable anti-bribery laws, which include but are not limited to:

- Decree-law 2.848 from December 7th 1940, which instituted the Brazilian Criminal Code;
- Brazilian Federal Law n. 12.846 of August 1st 2013, which legislate about the administrative and civil liability of companies for acts against the public, national or foreign administration among other provision;
- Decree-law n. 8.420, of March 18th 2015, which implements Federal Brazilian Law n. 12.846/2013;
- U.S. Foreign Corrupt Practices Act;
- UK Bribery Act 2010;
- Convention about fighting the corruption of foreign public employees in commercial international transactions of the Organization of Cooperation and Economic Development;
- UN Global Pact;
- Business Pact for Integrity and against Corruption.

Employees should be aware that not only their national laws but potentially also extra-territorial laws apply to them. For example, the nationality of the people involved in the transaction, the means of communications used or certain methods of payments may cause the application of these extra-territorial laws.

Engaging in corrupt activities can lead not only to civil but also to criminal charges resulting in imprisonment for individuals and heavy fines for individuals and entities.



Employees should never, directly or indirectly, offer, promise, give, solicit, accept or receive improper advantage in exchange for favorable treatment, influencing a person or decision, or winning or maintaining a business. The definition of improper advantage ranges from small favors to a large amount of money.

Demands for Bribery or Corruption can sometimes lead to Employees finding themselves in very difficult positions. While finding a solution, Employees facing such demands shall:

- Assess if it is Bribery or Corruption by seeking a satisfactory explanation for the requested advantage;
- Refuse to engage in Bribery or Corruption;
- Explain Portonave's zero tolerance policy for Bribery and Corruption and that Employees are bound by laws prohibiting such actions;
- Report all issues to the Committee.

Employees facing such situation shall be aware that:

- Accepting an undue advantage, even if not requested, is sufficient to qualify the action as Bribery. You participate when you accept the bribe;
- Receiving an undue advantage directly or through a third party for your own benefit or benefit of a third party is indifferent.

If during the performance of their duties, Portonave Employees or service providers and third parties encounter situations that may violate this Policy, they should refuse to do anything, and immediately report to the Ethics Committee.

Portonave will not retaliate against Employees who report suspicions.

6.2 Facilitation Payments

Generally, Facilitation Payments are unofficial payments to Government Officials. They include, for example, payments to customs officials or port authorities, or government entities made to expedite the process of obtaining clearance, licenses or other official documents.

Whether or not such payments are considered as a bribe and thus criminalized by a particular country's laws, Portonave has a zero tolerance policy towards Facilitation Payments.

If Employees are asked to participate in Facilitation Payments, they must actively refuse. Employees are expected to take a very strong stance against such payments.

Demands for Facilitation Payments can sometimes lead to Employees finding themselves in very difficult positions. While finding a solution, Employees facing such demands shall:

- Assess if it is a Facilitation Payment by seeking a satisfactory explanation for the requested payment;
- Refuse to pay any Facilitation Payments;
- Explain Portonave's zero tolerance policy for Facilitation Payments and that Employees are bound by laws prohibiting such payments;
- Report all issues to the Committee.

The sole situation where Facilitation Payments are tolerated is if the health and safety of an Employee is at stake. In other words, if the physical integrity of the Employee is at risk. The Committee must be notified if such a Facilitation Payment was made.



6.2.1 Gifts

Offering or receiving gifts is a common business practice and a way to build and maintain good business relationships. However, it is very easy to cross the line from giving gifts into engaging in Corruption or Bribery.

This Policy forbids Gifts that are illegal under applicable laws. As a general principle, giving or accepting luxurious, unduly lavish or extravagant goods, as well as cash or cash equivalents such as gift cards and vouchers is forbidden.

6.2.2 General Principles for Employees' Guidance

Gifts shall always be given or received in accordance with applicable laws, appropriate to the circumstances and under local customs and reasonable for the occasion.

Before offering or accepting a Gift, Employees shall consider the following factors:

- Exercise good judgment, objectivity and moderation;
- Use their common sense;
- Consider the intention behind the offer;
- Ask themselves if their impartiality or the recipient's one may be questioned as a result;
- Question the frequency of the offer.

Items with Commercial Value shall not be accepted or offered. Gifts with no Commercial Value include promotional materials or small and inexpensive Gifts such as calendars, pens, diaries, mugs, and items with Portonave's or business partners' logo.

In case a gift is received by the Employee without an approach that may allow its refusal, the gift shall be handled to the Human Resources Analyst or to the HR Manager. Once received by the HR Department, the gift shall be registered under F.DS.026 – Gifts Register and later, jointly to the Committee decided whether the possibility of: (I) the Employee who received keep the gift; (II) to send it back with a letter; or (III) to give it away internally. The give away shall be documented and the records kept by the HR. It is forbidden to sell internal or externally the gifts given away by the Company.

In any case and regardless of its value, if offering or accepting a Gift makes the recipient feel obligated to improperly perform his or her duties or could be interpreted as an attempt to influence the recipient to do so, the Gift is not acceptable. As a rule, Gifts shall not be disguised as a bribe. The more frequently a Gift is given or received, the greater the chance that it can be perceived as a bribe.

Questions on the appropriateness of a Gift shall be addressed to the Committee.

6.2.3 Gifts to Government Officials

Portonave will not tolerate corrupt payments, including those disguised as Gifts, to Government Officials.

Government Officials are often bound by local regulations or internal rules in relation to gifts. Employees have to take into consideration these regulations when offering Gifts to Government Officials.

In some locations, it may be customary to give token Gifts to Government Officials or business partners with whom Portonave is doing business. The Employees may give a small Gift if it:



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- Is not cash or a cash equivalent;
- Is not offered in exchange or as a reward for any action or inaction;
- Is permitted under both local law and the guidelines of the recipient's employer;
- Comports with local custom; and
- Is presented with complete transparency and accurately recorded.

Prior written approval from the Committee is required for all Gifts to Government Officials. Portonave will permit only occasional Gifts of modest value to Government Officials, and approval will be given only if the overall context of the expenditure does not indicate that the Gift is intended to improperly influence a Governmental Official.

6.2.4 Gifts to Individuals or Entities

Employees must follow not only applicable laws and this Policy, but also rules required by business partners.

Additionally, extra care should be exercised during any tender period or commercial negotiations since a Gift could be perceived as an attempt to influence the customer and when it has been agreed that no Gift shall be exchanged between Employees and potential or current customers.

6.2.5 Reporting of Gifts

The circumstances surrounding a Gift may determine whether a bribe is disguised as a Gift. All items with Commercial Value must be accurately documented with full transparency, following the standard form attached herein, including a description of it, the name of the offeror and the recipient, and estimate of its value, by informing the Employee's manager and the Committee. The Committee will keep a log of items with Commercial Value made or received.

7. CORPORATE HOSPITALITY

Offering Corporate Hospitality can be part of establishing and maintaining good business relationships. The bribery risk associated with Corporate Hospitality does not stem from the expenditure itself but from situational factors and disproportionality.

Corporate Hospitality, whether offered or received, shall always be compliant with both applicable laws and the guidelines of the recipient's employer, appropriate to the circumstances and local customs, reasonable for the occasion, and justifiable. Portonave personnel must be present at any Corporate Hospitality event. These expenditures should not be used to obtain an undue advantage or as a cover for illegal transactions. For example, the location where an event is taking place shall have a logical geographic rationale, and travel cannot include side trips to non-business destinations. Portonave will not pay the travel expenses of family members or friends. Prior written approval by the Committee is required for all entertainment and travel expenses for Government Officials.

As a rule, Corporate Hospitality expenditures unrelated to business activities are prohibited, as well as expenditures that are primarily for personal purposes.

All transactions regarding Corporate Hospitality must be accurately documented with full transparency, including a description of the item, the name of the offeror and the recipient, and estimate of its value, by informing the Employee's manager and the Committee prior to any commitments being made. The Committee will record it and report it to the board of directors of Portonave.



8. POLITICAL CONTRIBUTIONS, CHARITABLE CONTRIBUTIONS AND SPONSORSHIP

Employees may not make, using Portonave's name or its resources, any political or social contribution in order to obtain or retain business or to gain an improper business advantage. Any Political Contribution, Charitable Contribution or Sponsorship that Portonave makes must be allowed under local law, made to or for a bona fide political or charitable organization, and authorized under this Policy.

Political Contribution, Charitable Contribution and Sponsorship may be cash or in kind, including goods or services.

If permitted under local law, Portonave can also legitimately promote its views and expertise on public policy issues through political advocacy or lobbying, for which it can engage a lobbyist. Employees must ensure that lobbying is not abused through payments, gifts or hospitality in order to obtain an undue advantage.

Each country has specific rules on Political Contribution, Charitable Contribution and Sponsorship; some countries make it illegal. Portonave must comply with all applicable laws, rules and mandatory regulations for such contributions. Prior to committing to a Political Contribution, Charitable Contribution or Sponsorship, approval from the Executive Officers must be sought from the board of directors through the Committee. Any known connection of a Government Official to any organization receiving a proposed contribution must be identified.

For all Political Contributions, Charitable Contributions and Sponsorships, Portonave requires the following steps prior to entering into any commitments:

1. First, the beneficiary of such a contribution must submit a request letter to the Communication and Marketing Department, explaining the reason of the solicitation and the proposed use of the contribution. This letter must be signed by a legitimate representative of the beneficiary with an annex showing official proof of such representation. The letter must specify the beneficiary bank account for monetary contributions.
2. The Communication and Marketing Department will review the request to determine if it complies with applicable laws and Portonave's policies, specifically regarding PD.DS.008 – Sponsorship and Donations and will submit it to the Executive Officers.
3. In case the contribution or sponsorship is within the budgeted amount up to USD 500k or, for cases non budgeted above USD 500k, the Executive Officers can approve it according to the Company's Authorization Matrix.
4. Amounts which exceed the above mentioned values shall be approved by the board of directors, together with a memorandum outlining why such contribution would be in keeping with the recipient's charitable aims and confirming that the contribution complies with applicable laws and Portonave's policies.
5. Upon review of the above documents, the board of directors will resolve whether or not the request is approved. This resolution can be made primarily through e-mail but shall be registered later in a Minutes of the Board of Directors meeting.



6. If the contribution is approved, a legitimate representative of the beneficiary will be required to provide a signed statement of receipt of the funds.

9. RELATIONSHIP WITH THIRD PARTIES

Portonave must perform due diligence in selecting business partners according to its risk matrix. Due diligence must be carried out before engaging with a business partner in order to identify existing problems and potential risks.

Employees shall always ensure that the fees paid for services from third parties, including agents, advisors and consultants, are for legitimate business purposes and are consistent with the service provided.

Employees shall ensure that third parties that they deal with either commit to comply with this Policy or have similar standards to those in this Policy in place within their organization.

Employees shall raise concerns about any suspicious situations and report the issue to their managers and the Committee.

10. BOOKS AND RECORDS

Portonave must record all payments and other compensation in its books, records and accounts in a timely manner and in reasonable detail. No undisclosed or unrecorded accounts may be established for any purpose.

False, misleading, incomplete, inaccurate or artificial entries in the books and records are prohibited.

Personal funds may not be used to accomplish what is otherwise prohibited by Portonave policies.

11. COMPLIANCE REVIEW

The Committee will review and evaluate on an ongoing and regular basis the adequacy and effectiveness of, and level of compliance of Portonave and its Employees with this Policy. Depending upon the results of this review, the Committee will also consider whether this Policy will require any amendments. Material changes to this Policy will be reported to the Board of Directors.

12. NON-COMPLIANCE AND ITS CONSEQUENCES

In case there is a non-compliance to this Policy or to the Code of Conduct, the Committee is responsible and has the authority to apply the sanctions and/or penalties according to Portonave's Disciplinary Action Policy (PD.RH.003).

13. RELATED FORMS AND TEMPLATES

- F.DS.026 – Gifts register



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14. RECORDS

Identification	Responsible for storage	Storage	Protection	Recovery	Retention	Disposable
Gifts register	HR Manager	Electronic: M:\Portonave\Intra-Setores\Compliance	Restricted: HR Analyst and Ethics Committee	By name	Permanent	N.A.

15. ATTACHMENTS

- Non applicable.