



## 1. CHANGES CONTROL

| Revision | Description of Changes  |
|----------|---|
| 05       | Changed the category of two documents mentioned in the policy: PD.ST.001 to PD.SO.001 and IT.ST.011 to IT.SO.003. |

## 2. INTRODUCTION

### 2.1 Company Profile

This is Portonave S/A - Terminais Portuários de Navegantes' ("Portonave") Code of Conduct and will be referred to herein as the "Code". The Code represents the instrumentation of Portonave's commitment to comply with and enforce all laws and regulations applicable to its business operation and social interactions, and to adhere to the highest ethical standards in all aspects of its business. Fraud, bribery and any other illicit, unethical or otherwise unlawful practices will not be allowed in connection or related to Portonave's relationships.

### 2.2 Recipients

This Code applies to all employees related to Portonave, whether by employment, internship, apprenticeship, commercial contract of any kind or by mandate, including third parties and business partners, who adhere to the provisions hereof when performing acts arising out of or linked to their relationship with Portonave (this group of people will hereinafter be referred to as "Employees" and, when mentioned individually, "Employee").

### 2.3 Purpose

This Code establishes the principles and guidelines of personal and corporate conduct to be observed by Employees, based on legal and ethical limits, covering their relations with third parties and with parties related to or directly interested in the company, such as its shareholders and directors.

This Code is the foundation of Portonave's integrity system and is complemented by other documents adopted to assist in the implementation of its principles, such as: Portonave's Anti-Bribery Policy – PD.DS.006 and other written policies and procedures.

The purpose of this Code is not to cover all circumstances or anticipate any situations that may arise. Instead, it sets out the basic principles and policies to conduct Portonave's business in an ethical manner. When facing situations not specifically addressed by this Code, the highest ethical standards for the case should be observed and Portonave's Ethics Committee (the "Committee") should be immediately informed.

### 2.4 Ethics Committee

The Ethics Committee is appointed by Portonave's Board of Directors and, as provided in its own bylaws, is composed of five (5) members - two of whom are the Executive Officers.

The Committee shall have direct access and provide periodic reports of its activities to the Board of Directors. The Committee is responsible for implementing and overseeing the Company's integrity system in order to: (1) ensure that Employees are aware of and subscribe

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to this Code; (2) alert them to issues related to this document; and (3) submit other policies and modifications to the Code for approval by the Board of Directors, as it deems necessary, to reflect changes in law or corporate best practices.

The Committee shall report any violations of applicable laws or this Code by any Employee to the Board of Directors and, when appropriate, suggest corrective and/or educational actions as per Policy PD.RH.003 - Disciplinary Measures.

### 2.5 Compliance with the Code

When dealing with Portonave, Employees, third parties, and business partners fully comply with the provisions of this Code.

Any Employee or Portonave's business partner who has information about a fact that violates the law, Portonave's policies or this Code, should immediately report such matter to the Committee or the Ethics Channel through the following channels:

E-mail: [eticaportonave@iaux.com.br](mailto:eticaportonave@iaux.com.br)

Phone Number: 0800 878 9017, from 8am to 6pm.

Website <https://www.canalintegro.com.br/portonave/>

In the Ethics Channel, complaints, claims or any manifestations regarding possible violations of this Code and applicable law are received<sup>1</sup>.

**IMPORTANT:** If any issue related to this Code is presented to the Ombudsman, they should refer the matter to the Ethics Committee.

### 2.6 Definitions

- **Public Agent:** (I) A civil servant or someone who is serving or acting as an agent of any federal, state, or municipal government agency or entity of any country; (II) an employee or person serving or acting as an agent of any public international organization (such as the World Bank or the United Nations); (III) an employee of any public or publicly controlled company; (IV) an official of a political party; or (v) a candidate for political office.
- **Inappropriate Activities:** To pledge, authorize, request, offer or pay, directly or indirectly, anything of value (including gifts, hospitality, charity, and sponsorships) to any public agent or business partner for the purpose of improperly obtaining or soliciting businesses or otherwise guarantee an improper advantage.
- **Ethics Channel:** The service provided by an independent third party to receive complaints related to Portonave through email [eticaportonave@iaux.com.br](mailto:eticaportonave@iaux.com.br), phone 0800 878 9017, from 8am to 6pm, or through the website <https://www.canalintegro.com.br/Portonave/>.

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<sup>1</sup> For operational matters, such as human resources, cargo handling, equipment maintenance, among others, the Portonave's Ombudsman Office should be used. Accordingly, the Ombudsman is not destined to receive complaints related to misconduct of this Code or Portonave's policies and procedures.



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- **Committee:** Portonave's Ethics Committee, composed of five (5) members appointed by the Board of Directors.
- **Applicable Law:** The legislation to which Portonave is subject, such as, but not limited to, the Consolidation of Labor Laws n. 5.452/1943; Anti-Corruption Act n. 12.846/2013; Anti-Bribery Act n. 12.529/11; Port Act n. 12.815/2013; Law establishing the Civil Rights Framework for Internet Use n. 12.965/14, General Data Protection Act n. 13.709/2018, among others.
- **Third Parties:** All Portonave service providers or suppliers.
- **Business Partners:** All companies to which Portonave provides services or with which it has a commercial relationship.
- **Portonave or Company:** Portonave S/A - Terminais Portuários de Navegantes, a company established by the laws of Brazil, registered in the CNPJ/MF under nr. 01.335.341/0001-80, headquartered at Avenida Portuária Vicente Coelho, No. 01, São Domingos, CEP 88.370 -904, in the city of Navegantes, Santa Catarina State, Brazil, and its subsidiaries.
- **Target Audience:** All groups with which Portonave relates, such as, but not limited to, its suppliers, public entities or authorities, customers, shareholders, society, and the press.
- **Bribery:** Any action, direct or indirect, of offering, promising, donating, accepting or soliciting an improper advantage in order to cause a person to do or fail to do an act in their professional or commercial activity contrary to the performance of their obligations.
- **Commercial Value:** For the purposes of this policy, items valued at over R\$ 300.00 (three hundred reais).
- **Non Conformity (NC)** – Non compliance to some requirement. A non conformity could be, for example, a deviation regarding the applicable law, the requirements from standards ABNT NBR ISO 9001, ABNT NBR ISO 14001, ISO 45001 and ABNT NBR ISO 37001, the internal requirements (procedures and work instructions), client requirements, among others.

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## 3. COMMUNICATION STANDARDS

### 3.1 General

All Employees are required to act as a multiplier of the guidelines in this Code. All communications must be appropriate, accurate and preserve Portonave's reputation and interests.

All Employees must protect any confidential or privileged information of Portonave and its business partners, and should not use such information for their own benefit or the benefit of related persons.

Portonave acknowledges the importance and encourages responsible use of social media; however, all personal posts or in platforms like LinkedIn, Facebook, Twitter and others, shall be considered public and shall not disclose confidential information or photos and/or videos



related to Portonave's operation, unless these materials are available on the Company's website and official social media. It should be made clear that social media posts and comments reflect personal views, not Portonave's, unless posted by an authorized representative of the Company.

It is forbidden to photograph and film in Portonave's bonded area. For official and institutional photos, films, and photographs it is required prior authorization from the Communications and Marketing Area. The respective Employee is responsible for informing visitors about the prohibition of publication of images made at Portonave's.

### 3.2 Records

Portonave complies with all applicable document preservation laws and regulations and will keep reliable accounting and documentary records such as quality reports, expense reports, tax relief forms, and official documents on relations with the Target Audience.

In this regard, Employees should:

- Always record and classify financial transactions in the appropriate accounting period and in the appropriate account and department;
- Never distort the true nature of any financial transaction;
- Never falsify any document;
- Never allow its or someone else's work to violate any law, specifically when it relates to corruption, tax evasion or money laundering; and
- Always base the calculation of financial results as determined by applicable standards and following industry best practices.

Portonave is certified under international management standards and seeks for excellence in executing all of its processes. Therefore, aiming the continuous improvement, it is every Employee's duty:

- To do the register and treatment of all Non Conformity situation, every time it is identified;
- Never write in fake information in the registers of the management system;
- Never close actions if they are not actually completed.

The lack or dissimulation, as well as the inconsistency of these registers could result in consequences, such as for example: rework, accidents, financial and image damage, disciplinary measures, etc.

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## 4. GUIDELINES

### 4.1 Non-Discrimination

Portonave offers an inclusive environment with equal employment, compensation, and professional development opportunities.



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The diversity of Employees and business partners is one of Portonave's greatest assets, which is committed to providing a business environment free of discrimination, harassment, and prejudice.

Portonave does not tolerate discrimination, bullying or sexual harassment of any kind, including but not limited to prejudice of race, religion, gender, origin, age, disability, political opinion, beliefs, marital status, or sexual orientation.

All Portonave Employees must respect each other and others, regardless of rank and position. Portonave does not tolerate any form of misuse of authority.

The provisions of this item apply to all processes involving employees, in the daily management of their business and even in the recruitment, selection and promotion processes.

### **4.2 Data Protection and Privacy**

The privacy of Portonave's Employees and Target Audience will be respected, and the Company will act in compliance with its legal and contractual obligations.

All work and materials produced as a result of the activities performed at Portonave are part of the company's strategic assets, including, but not limited to patents, trademarks, know-how, technical and market information and judicial information.

No personal data will be collected, used, processed or disclosed for an illegitimate, illegal or unauthorized purpose.

Portonave monitors the computers and internal network to which Employees have access. All passwords and access to technology tools are individual and non-transferable. For more information and guidance, please refer to PD.RH.004 - Corporate Phone, Computer, and Email Usage Policy.

The use of equipment and communication means of Portonave (phone, email, internet, and others) for communications and personal contacts should be restricted to the professional activity exercised. The Internet provided may not be used for any personal purpose in accordance with Policy PD.RH.004 - Corporate Phone, Computer, and Email Usage Policy.

### **4.3 Forced and Child Labor**

Portonave does not use and repudiates child, slave, or similar labor and selects business partners that comply with applicable laws and regulations, especially the Convention on the Minimum Age for Admission to Employment (ILO Convention 138).

### **4.4 Association and Partisan-Political Activities**

Portonave recognizes freedom of association and respects the right of the Employees to join or not trade unions or other organizations in accordance with national and international regulations. However, Portonave does not authorize Employees to relate such activities to or use the Company's brand and resources.

Portonave does not engage in political activities. Each Employee who wishes to participate in such processes must do so individually, without involving the Company's name or resources. Nobody at Portonave is authorized to request participation, support, financing, or involvement



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of its Employees with any candidate or party. Political activities carried out by Company Employees must take place outside the workplace and working hours.

### 4.5 Health, Safety and Environment

Portonave is committed to providing all who work and access its facilities with a safe and healthy work environment, within the standard required by applicable laws, using industry best practices (ISO 45001).

The Company is equally committed to preventing deterioration and minimizing the impact of its operations on the environment by using industry best practices (ISO 14001). These commitments can only be fulfilled through the awareness and cooperation of all Employees, who have the responsibility and duty to comply with safe operating procedures, to protect their own health and that of their co-workers, to maintain and use disposal of industrial and hazardous waste and pollution control systems.

All Employees have the right and the duty to report to their managers any conditions that they perceive to be unsafe, unhealthy, or dangerous to the environment.

### 4.6 Patrimonial Safety

Employees must comply with safety rules in accordance with the highest standard of the industry, in all respects, as Portonave does not permit any behavior that could endanger people and their patrimonial safety such as access to its premises carrying guns or any other weapons (explosives, flammable and fireworks) - except authorized persons. For more information, refer to document DS.JU.001 - Terms and Conditions of Port Services Provision.

For safety reasons, it is prohibited to use personal mobile phones while performing operational activities.

### 4.7 Anti-Bribery, Anti-Corruption, Gifts, Hospitality, Charitable Contributions, and Sponsorships

Portonave does not tolerate any kind of bribery and corruption, whether made to the benefit of, or received from Third Parties and whether they are public agents or Business Partners.

Portonave is committed to conducting business in an honest and ethical manner, and to comply with all laws and regulations applicable to Anti-Bribery and Anti-Corruption.

Therefore, Portonave does not allow:

- Acceptance of gifts or presents with commercial value;
- Acceptance of any type of gratuity, cash payments, favors or bonuses (examples: private services, loans of goods or valuables) offered by suppliers or customers that may affect objectivity and professional judgment;
- Being compensated for participation in events in which he or she represents Portonave, such as seminars, lectures, and conferences, except in cases previously authorized by the Company;
- Participation in national or international events by invitation of supplier or customer, unless previously authorized.
- To pledge, authorize, request, offer or pay, directly or indirectly, anything of Commercial Value (including gifts, hospitality, charity and sponsorships) to any public agent or business partner for the purpose of improperly obtaining or soliciting businesses or to otherwise guarantee an improper advantage.





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Gifts, presents, and any form of professional gratuities should not convey the idea of inappropriate behavior, especially in dealing with public agents.

Improper benefits are prohibited either directly or indirectly, i.e. all forms of benefits to third parties, even if performed by an interposed person, are also prohibited.

**IMPORTANT:** Any gift or other benefit of Commercial Value must be refused and reported to the Committee.

Please refer to [Portonave Anti-Bribery Policy \(PD.DS.006\)](#) for more guidance on anti-bribery, anti-corruption, gifts, hospitality, charitable contributions, and sponsorships.

### 4.8 Conflicts of Interest

A conflict of interest occurs when an Employee has private interests that may conflict with Portonave's interests. That is, when there is a risk that their decisions may be unduly influenced by such private interest by way of altering the performance of their duties on behalf of Portonave or even damage Portonave's reputation.

For example, the existence of close relatives of the Employee in competing companies; the existence of family members with decision-making power in Business Partners; Employees with equity stake in competitors or Business Partners. Whenever circumstances give rise to such conflict, even if only apparent, the Employee shall notify his or her manager, HR manager or the Committee to determine whether he or she should depart from certain activities within the Company, while preserving Portonave's interests.

Portonave's interests should prevail over private or third parties' interests, and guide all and every decision-making, in particular those related to the relationship with internal and external stakeholders. Therefore, Portonave does not admit Employees:

- To get, in any form, favor, use of Portonave's name, or position privilege to induce or influence people to perform acts for their own benefit or the benefit of third parties;
- To use Portonave's assets and resources in activities other than those related to the work. The use of these for private purposes is allowed only when regulated by specific rules;
- Developing professional activities competing with Portonave's business, or performing them during working hours, or even on its premises;
- Sell internally any other products or services that are not expressly authorized by Portonave;
- Spread or encourage rumors, false or scaring stories about the Company's affairs and of its employees, as well as restricted and confidential information.

Any and every actual or potential conflict of interest, even those existing before the effective date of this Code, should be reported to the Committee, through the means informed in this Code.

### 4.9 Money Laundering

Money laundering is the act of disguising the source of the proceeds of a crime. Employees are prohibited from entering into or facilitating a transaction intended to disguise the source of funds. Employees should perform only legitimate business activities and should not accept or



deal with money or other assets for which they have reason to suspect that they are the proceeds of a crime.

#### 4.10 Competitive Practices

Portonave has a strict policy of fair competition and in compliance with applicable competition regulations.

In addition to being in accordance with Brazilian law nr. 12.529/2011, Portonave and its Employees shall under no circumstances engage in any of the following practices<sup>2</sup>:

- To limit, misrepresent, or in any way impair the open competition or free enterprise;
- To control a relevant market for goods or services;
- To arbitrarily increase profits; and
- To exercise abusively a dominant position.

Each Employee must deal fairly and respect the rights of the customers, partners, vendors, competitors, and other professionals with whom Portonave has a business relationship.

No Employee shall gain unreasonable advantage from any person or organization through the manipulation, concealment, abuse of inside information or misappropriation of confidential information, misrepresentation of material facts, or any other intentional practice of unfair dealing.

#### 4.11 Drug and Alcohol Use

Portonave is committed to a work environment free of drugs and alcohol.

Portonave does not tolerate the possession, sale, or use of alcohol, non-prescription drugs, narcotics or any other “controlled substance” as defined by applicable law, within its facilities.

Employees who use prescription drugs that are legally obtained and that may alter their behavior and impair the performance of their duties, should inform their immediate superior before starting their workday.

All Employees and third parties accessing Portonave facilities are subject to random testing, or when the Company has reason to believe that an Employee has violated this Code.

Cigarette smoking is only permitted by Portonave in areas delimited by the Terminal outside the operating area.

For more information and guidance, read the following documents: PD.SO.001 - Alcohol and Drug Policy; IT.SO.003 - Control of Alcohol and Drug Use.

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## 5. SANCTIONS

Sanctions are prohibitions or restrictive measures, issued by states or organizations such as the United Nations or the European Union, against engaging in specified international transactions (such as trading, doing business, investment, export, financing or making assets available or other activities similar to or connected with any of the foregoing) involving certain

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<sup>2</sup> Listed in art. 36 of Law nr. 12.529/2011, which structures the Brazilian System for Protection of Competition; provides for the prevention and prosecution of infringements against the economic order





individuals, entities, countries or against specific industry in order to achieve a national security or political objective.

In all its dealings and activities, Portonave shall remain compliant with any applicable sanctions laws, including but not limited to, where applicable, sanctions issued by Switzerland, the European Union, the United States, or the United Nations.

Portonave expects Employees to exercise due diligence at any stage of their business dealings respectively of, without limitation, any counterpart, business partner or investment project in order to ensure Portonave does not enter in any prohibited transactions.

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## **6. CONSEQUENCES OF NON-COMPLIANCE WITH THIS CODE**

### **6.1 Consequences for the Employees**

Consequences applicable to Employees are disciplinary measures consisting of: i) verbal warning; ii) written warning; iii) suspension; iv) dismissal; and v) revocation of the mandate.

For non-compliance with any rules of this Code, all Portonave Employees are subject to the Disciplinary Measures set forth in Policy PD.RH.003 - Disciplinary Measures. and their enforcement shall be reviewed according to the seriousness of the case.

The enforcement of a disciplinary measure aims to guide or recover the proper conduct of the Employee, aiming at maintaining a good, productive and motivating work environment.

### **6.2 Consequences for the Business Partners**

The consequence applicable to Business Partners will be the immediate termination of the contract, indicating the reason and basis.

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## **7. REPORTING VIOLATIONS, CONCERNS, AND COMPLAINTS**

### **7.1 Inappropriate Activities**

Inappropriate activities are those that may violate the premises of this Code, the applicable law and Portonave's ethical standards.

### **7.2 Whistleblower Protection**

All communications to the Ethics Channel are treated as secret and confidential, preserving the whistleblower's identity.

### **7.3 Making a Report**

A concern regarding the knowledge or suspicion of improper activity may be raised by any person or entity with whom Portonave relates.

All Employees are required to promptly report any concerns about a possible violation of this Code or the applicable laws to the Committee or Ethics Channel.

Portonave encourages the reporting of all suspected improper activities in writing to ensure a clear understanding of the concerns raised. If a complaint is made orally, minutes of the discussion will be prepared by the Committee and duly registered with the Ethics Channel. If a report is made by telephone, it will also be recorded on the Ethics Channel and later transcribed.



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All complaints should be fact-based, should not be speculative or conclusive in nature, and contain as much specific information as possible to allow an adequate assessment of the nature, extent and urgency of the concern and investigation procedures.

The Committee will not disclose the identity of a whistleblower unless it obtains their permission to do so, or when the disclosure is to comply with a court requirement.

Portonave takes potential violations very seriously and will reasonably investigate each report. Actual violations of applicable laws, of this Code or Portonave's policies may lead to disciplinary action, legal action or contract termination with Portonave.

Any confirmed violation will be recorded by the Committee which will refer it to the Board of Directors.

If there is still any doubt or concern if a conduct is appropriate, ask yourself:

- Is this action legal and in compliance with the Code and other Portonave procedures, policies, and corporate culture?
- Is it harmless to Portonave or to me if this action goes public?
- Would you like your actions published on the front page of a newspaper?
- Would you like someone to act the same way towards you?
- Would you consider it legal or harmless if a competitor did it?

If the answer to any of these questions is "no" then the action will be considered incompatible with the Code and should be reported to the Committee directly or through the Ethics Channel.

## 8. COMPLIANCE REVIEW

The Committee will review and evaluate from time to time the appropriateness, effectiveness, and level of compliance of this Code. Depending on the results of this review, the Committee will also consider whether this Code will require any changes. Material changes to this Code will be communicated to the Board of Directors.

## 9. DOUBTS

Questions about this Code should be addressed to the Committee ([eticaportonave@iaux.com.br](mailto:eticaportonave@iaux.com.br)).

## 10. DOCUMENTS REFERRED TO IN THIS CODE:

- PD.JU.001 - Data Protection Policy
- PD.JU.003 - Internal Rules of the Ethics Committee
- PD.DS.006 - Anti-Bribery Policy
- PD.RH.003 - Disciplinary Measures Policy
- PD.RH.004 - Corporate Phone, Computer, and Email Usage Policy
- PD.SO.001 - Alcohol and Drug Policy
- DS.JU.001 - Terms and Conditions of Port Services Provision
- IT.SO.003 - Control of Alcohol and Drug Use



- Consolidation of Labor Laws nº 5452/1943
- Anti-Corruption Act nº 12846/2013
- Anti-Bribery Act nº 12529/2011
- Port Act nº 12815/2013
- Brazilian civil rights framework for internet use nº 12965/2014

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## 11. RELATED FORMS AND TEMPLATES

- Does not apply.

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## 12. RECORDS

- Does not apply.

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## 13. ATTACHMENTS

- Does not apply.

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## 14. TRAINING REQUIREMENTS

- Conhecimento de Publicação       Treinamento       Não Passível de Treinamento/Conhecimento       Integração