

## **CONFLICT OF INTEREST POLICY**

**PI-COR-CPL-002 - REVIEW 04. DATE: 02/22/2024**

## 1 OBJECTIVE

The purpose of this policy is to establish guidelines and guide the conduct of collaborators, third parties and service providers with regard to managing Conflicts of Interest.

## 2 REFERENCES

- CD-COR-CPL-001 - Iguá Saneamento Code of Conduct
- PI-COR-CPL-001 - Related Party Transactions Policy
- PI-COR-CPL-001 - Conflict of Interest Policy
- NBR ISO 37301 - Compliance management system - requirements
- NBR ISO 37001 - Anti-bribery management system - requirements

## 3 INVOLVED AREAS

This Policy applies to all Collaborators and Third Parties of the Iguá Group who encounter situations that may represent a Conflict of Interest.

## 4 TERMS AND DEFINITIONS

- **Iguá Group:** All companies controlled by and affiliated to Iguá Saneamento.
- **Public Administration:** The term covers both national and foreign public administrations.
- **National Public Administration :** Any body or entity belonging to the direct (Union, States, Municipalities and Districts) or indirect (autarchies, public foundations, public companies, open-stock private-public company, regulatory agencies, etc.) of any of the Executive, Legislative and Judicial Branches and any sphere of the federation, as well as a company incorporated into the public patrimony or an entity for whose creation or costing the exchequer has contributed or contributes more than fifty percent of the patrimony or annual revenue.
- **Foreign Public Administration:** State bodies and entities or diplomatic representations of a foreign country, at any level or sphere of government, as well as legal entities controlled, directly or indirectly, by the public authorities of a foreign country.
- **Public Agent(s):** The term covers the natural and/or legal person who exercises a public position, employment or function, on a temporary basis or without remuneration, for the Public Administration, direct and indirect, of any of the Powers of the Union, States, Federal District and Municipalities or Foreign Public Administration. It also includes political party

leaders, officials and related persons acting on behalf of the political party or candidate for public office. Iguá Collaborators should always consult the Compliance Officer when in doubt as to whether or not an individual is a Public Agent.

- **Conflict of Interest:** There is a Conflict of Interest when someone is not independent in relation to the matter under discussion and can influence or make decisions motivated by interests other than those of the organization. A Conflict of Interest can be considered real, potential or apparent in the following cases: a) Real: a situation in which there is a clear Conflict of Interest; b) Potential: a situation that could develop into an actual Conflict of Interest; c) Apparent: a situation in which a person could reasonably conclude that the collaborator has not acted with integrity in fulfilling their obligation to act in the interests of the company.
- **Relevant Information:** Information of which he/she is aware and of which he/she must keep secret due to his/her position at Iguá, the disclosure of which is capable of giving him/herself or others an Undue Advantage or damaging the Company's business and image.
- **Relatives:** Family members up to the third degree, such as father, mother, child, sibling, grandparent, great-grandparent, grandchild, great-grandchild, uncle and nephew. For the purposes of this Policy, relatives by affinity are also considered, which are: spouse, partner, son-in-law, daughter-in-law, father-in-law, stepfather, stepmother, stepson and sister-in-law.
- **Undue advantage:** Includes any kind of advantage promised, offered or provided to (i) a public agent; (ii) a partner, administrator, employee or representative of a legal entity governed by private law; or (iii) Third Parties related to them, in exchange or expectation of a benefit or favor, exclusive or not, for themselves, for the Company or for any related Third Party;
- **Hierarchical Subordination:** Relationship of subordination within the same executive board/reporting line.
- **Collaborator(s):** All persons who are part of Iguá's corporate group, such as employees, trainees, shareholders, administrators, directors and advisors.
- **Third Party(ies):** Any natural or legal person who is not part of Iguá's corporate group - therefore, who is not a collaborator as defined above - but who is hired to assist in the performance of its activities, such as partners, consortium members, representatives, subcontractors, suppliers, consultants, service providers in general, among others.
- **Related Parties:** natural or legal persons with whom the Company has the possibility of contracting under conditions other than commutativity and independence that characterize transactions with Third Parties outside the Company, its management control or any other area of influence.

## **5 DUTIES AND RESPONSIBILITIES**

### **5.1 COLLABORATORS**

- 5.1.1 Comply with the guidelines contained in this Policy.
- 5.1.2 Report apparent, potential or actual situations of Conflict of Interest to the Compliance area.
- 5.1.3 Complete the FO-COR-CPL-002 - Integrity Questionnaire on admission and every two (2) years when renewing the Questionnaire, except in cases where new facts arise, which must be reported promptly.

### **5.2 COMPLIANCE**

- 5.2.1 Evaluate the cases of Conflict of Interest reported and identified.
- 5.2.2 Check that the FO-COR-CPL-002 - Integrity Questionnaire has been completed.

## **6 DESCRIPTION AND CHARACTERIZATION OF ACTIVITIES (CONFLICT OF INTEREST)**

- 6.1.1 This Policy aims to prevent or avoid situations of Conflict of Interest, whether real, potential or apparent.
- 6.1.2 In order to minimize this incidence, as well as to avoid financial and reputational damage to the Group, the following guidelines must be observed:
  - It is forbidden for any Collaborator, administrator or member of the Audit Committee or Board of Directors of the Iguá Group to benefit themselves or their Relatives personally as a result of their position in the Company.
  - There must be no situations of personal Conflict of Interest of Collaborators and/or their Relatives with the companies of the Iguá Group.
  - Collaborators of the Iguá Group are prohibited from requesting from Third Parties any type of benefit involving personal interests or those of relatives.
  - Collaborators are prohibited from working for companies that do business with Iguá Group companies or even for entities that have interests that conflict with those of the Company.
  - The disclosure and use of Material Information must always be made in favor of the Company, and never with the intention of benefiting Collaborators or Third Parties.

## **6.2 AFFECTIVE RELATIONSHIP BETWEEN COLLABORATORS**

- 6.2.1 In general, affectionate relationships between Collaborators of the Iguá Group are permitted. In these cases, those involved must report the relationship to their direct superior, who in turn must inform the People Management and Compliance areas.
- 6.2.2 If there is a relationship of Hierarchical Subordination or direct reporting line between Collaborators, affective relationships are forbidden.
- 6.2.3 Applicants for employment with the Iguá Group, or Collaborators who enter into an emotional relationship during the term of their employment, must declare this to the compliance area via e-mail or an Integrity Questionnaire.
- 6.2.4 In the cases provided for in item 6.2.2, the Compliance area, with advice from the People Management areas, will recommend the relevant measures to resolve the Conflict of Interest. In situations of technical conflict or involving directors, the CEO, members of Committees or the Board of Directors, the compliance area will refer the case to the Ethics Committee for deliberation.

## **6.3 HIRING RELATIVES OF COLLABORATORS**

- 6.3.1 The hiring of relatives of Collaborators to work for the Iguá Group is permitted, provided that they do not work in the same area and do not have a Hierarchical Subordination relationship or a direct reporting line.
- 6.3.2 The Human Resources Area is responsible for approving the hiring, and must inform the Compliance Area of any hiring via e-mail to [compliance@igua.com.br](mailto:compliance@igua.com.br), via a ticket in the "Service Now" system, or via FO-COR-CPL-002 - Integrity Questionnaire.
- 6.3.3 If the prospective Collaborator has relatives working for the Iguá Group, they must inform us of this fact via the FO-COR-CPL-002 - Integrity Questionnaire, by e-mail to [compliance@igua.com.br](mailto:compliance@igua.com.br) or via a call to the "Service Now" system.
- 6.3.4 In the cases provided for in item 6.3.1, the Compliance area, with advice from the People Management areas, will recommend the relevant measures to resolve the Conflict of Interest. In situations of technical conflict or involving members of the executive board, president, Committees or Board of Directors, the compliance area will refer the case to the Ethics Committee for a decision.

## **6.4 HIRING THIRD PARTIES WITH RELATIVES IN THE IGUAÁ GROUP**

- 6.4.1 When they are hired, all Third Parties must sign the Declaration of Knowledge of the Conflict-of-Interest Policy (Annex I) and, if a Conflict of Interest is identified, they must complete the FO-COR-CPL-001 - Third Party Assessment Questionnaire.
- 6.4.2 The compliance area will decide on the hiring of the conflicted Third Party and return its analysis to the contracting area. If the compliance opinion is negative and the hiring of the Third Party is forwarded, the contracting area must send its justifications to the Compliance area together with the evidence of authorization of the approval levels, provided for in PR-COR-CPL-001 - Due Diligence Procedure. In these situations, the Collaborator with a related relationship must also complete the FO-COR-CPL-002 - Integrity Questionnaire.
- 6.4.3 The situations reported in this item should be interpreted and analyzed in accordance with PI-COR-CPL-007 - Third Party Relationship Policy.

## **6.5 RELATIONSHIP WITH THE PUBLIC ADMINISTRATION**

- 6.5.1 In order to avoid Conflicts of Interest that could generate the appearance of Undue Advantage, it is forbidden:
- Carrying out business or personal commitments with Public Agents and authorities that, directly or indirectly, may influence decisions, or obtaining authorizations, licenses or any transaction of interest to the Iguá Group;
  - The participation of Collaborators or their Relatives acting as attorneys, consultants, advisors or intermediaries of an organization or public body/entity with regulatory or supervisory powers over the Iguá Group.
- 6.5.2 Collaborators who have any kind of personal relationship with Public Agents who interact with the Company (public agents with decision-making power in the scope of business and operations with government bodies and entities) should inform the FO-COR-CPL-002 - Integrity Questionnaire or forward it to the Compliance area via e-mail to [compliance@iguasa.com.br](mailto:compliance@iguasa.com.br).
- 6.5.3 In the case of Third Parties appointed by Public Agents, such appointments must be immediately reported to the Compliance area, which will verify the conditions for possible hiring, in accordance with PI-COR-CPL-007 - Third Party Relationship Policy. If a Third Party is hired, it must be duly justified and sent to the Compliance area via e-mail.
- 6.5.4 The hiring of former Public Agents and their families as Collaborators or Third Parties is permitted, provided that any legal quarantine period applied to them has been respected

and that the rules of PR-COR-CPL-001 - Due Diligence Procedure have been complied with. For more details on this subject, see PI-COR-CPL-007 - Third Party Relations Policy.

## **6.6 CONFLICT OF INTEREST INVOLVING MEMBERS OF THE BOARD OF DIRECTORS**

6.6.1 Any member of Iguá's Board of Directors who has a particular or conflicting interest with that of Iguá in a given decision must immediately report the fact and abstain from participating in the discussions and decisions. Abstentions must be recorded in the minutes and stored for the record.

## **6.7 CONFLICT OF INTEREST IN TRANSACTIONS WITH RELATED PARTIES**

6.7.1 If there is a transfer of resources, services or obligations between Iguá and a related party, these can be characterized as: a) corporate transactions that require a resolution at a shareholders' meeting; b) commercial relationships, in which the controlling shareholder generally resolves to carry out the transaction with the related party; c) day-to-day operational transactions, for example, shared service centers, which could potentially be characterized as a potential Conflict of Interest, which must follow the rules set out in the Related Party Transaction Policy.

## **6.8 CONFLICT OF INTEREST IN PARALLEL ACTIVITIES**

6.8.1 All Collaborators are free to carry out external activities other than those related to their professional practice, provided that such activities will **NOT**:

- Negatively influence their professional practice or the image of the Iguá Group;
- Be characterized as acts of competition with the Iguá Group;
- Conflicting parallel activities, affecting performance during working hours or using the company's structure for private purposes;
- Be included in the Conflict-of-Interest situations described in this Policy.

## **6.9 APPROVALS AND DOCUMENTATION**

6.9.1 All situations involving Conflicts of Interest must be recorded in order to maintain internal control within the Company and also for auditing purposes. To this end, everyone who is subject to this Policy must sign the Declaration of Knowledge of the Conflict-of-Interest Policy (Annex I) and complete FO-COR-CPL-002 - Integrity Questionnaire.

6.9.2 The Collaborator must inform their direct superior of the conflicting situation and then forward the documentation to the Compliance area by e-mail to [compliance@iguasa.com.br](mailto:compliance@iguasa.com.br).

6.9.3 The Declaration of Knowledge of the Conflict-of-Interest Policy (Annex I) and the FO-COR-CPL-002 - Integrity Questionnaire are valid for 2 (two) years, except in cases where new facts arise, which must be promptly reported.

## **6.10 DISCIPLINARY MEASURES**

6.10.1 In the event of non-compliance with this Policy, conduct may be strictly observed and corrective actions and disciplinary measures may be adopted, as set out in PI-COR-CPL-006 - Policy for Disciplinary Measures.

6.10.2 In addition, violations may be reported to the competent authorities for investigation and possible administrative, civil and criminal sanctions.

## **6.11 QUESTIONS**

6.11.1 This Policy does not cover all situations of Conflict of Interest that may arise, and in case of doubt, the Compliance area can be consulted directly via the request answering system or by e-mail at [compliance@iguasa.com.br](mailto:compliance@iguasa.com.br).

## **6.12 WHISTLEBLOWING CHANNEL**

6.12.1 The Iguá Group encourages its Collaborators and Third Parties to report any conduct contrary to this Policy to the whistleblowing channel, using the following channels:

- Telephone service: 0800 721 0784.
- Internet: <https://canaldedenuncia.com.br/igua/>

6.12.2 Reports can be made anonymously or identified. All complaints will be recorded and evaluated in accordance with the specific rules and procedures defined in PI-COR-CPL-008 - Complaints Channel Management Policy.

6.12.3 The Compliance area guarantees secrecy and confidentiality throughout the process and that there will be no retaliation of any kind against whistleblowers who make a statement in good faith.

## **7 FORMS**

- FO-COR-CPL-002 - Integrity Questionnaire
- FO-COR-CPL-001 - Third Party Evaluation Questionnaire

## **8 ANNEXES**



- Annex I - Model declaration of knowledge of the Policy

## **I. POLICY ACKNOWLEDGMENT DECLARATION MODEL**

### **Declaration of Knowledge of the Conflict-of-Interest Policy**

I hereby declare that I do not currently have any Conflict of Interest that could put my activities or the business of the Iguá Group at risk, and that the information I have provided in this document is true.

I also declare that I am personally responsible for knowing, understanding and following the standards of conduct indicated in this Policy.

Finally, I also declare that I will immediately report to my superior any situation that puts my personal interests in conflict with those of Iguá.

Full Name: \_\_\_\_\_

ID: \_\_\_\_\_ CPF: \_\_\_\_\_

Unit:

Area:

Signature:

Place and Date: